

This is a Preliminary Official Statement, subject to correction and change. The City has authorized the distribution of the Preliminary Official Statement to prospective purchasers and others. Upon the sale of the Offered Obligations, the City will complete, adopt and deliver a Final Official Statement substantially in this form.

**PRELIMINARY OFFICIAL STATEMENT DATED \_\_\_\_\_, 2022**

**NEW ISSUES**  
BOOK ENTRY ONLY

**RATINGS:** S&P Global Fitch  
(See "Ratings" herein.) " " " "

*In the opinion of Katten Muchin Rosenman LLP, and of Hurtado Zimmerman SC, Bond Counsel, in connection with the issuance of the General Obligation Promissory Notes, Series 2022 N3, and the General Obligation Corporate Purpose Bonds, Series 2022 B4 (collectively, the "Tax-Exempt Obligations") under existing law, if there is continuing compliance with certain requirements of the Internal Revenue Code of 1986, interest on the Tax-Exempt Obligations will not be includable in gross income for federal income tax purposes. The Tax-Exempt Obligations are not "private activity bonds" and the interest thereon is not required to be included as an item of tax preference for purposes of computing "alternative minimum taxable income." Interest on the Taxable General Obligation Promissory Notes, Series 2022 T5 and the Taxable General Obligation Corporate Purpose Bonds, Series 2022 T6 (the "Taxable Obligations") is includable in the gross income of the owners for federal income tax purposes. Interest on the Tax-Exempt Obligations and the Taxable Obligations (collectively, the "Offered Obligations") is not exempt from Wisconsin income taxes.*



**CITY OF MILWAUKEE, WISCONSIN**

**\$74,180,000\* General Obligation Promissory Notes, Series 2022 N3**  
**\$27,960,000\* General Obligation Corporate Purpose Bonds, Series 2022 B4**  
**\$4,955,000\* Taxable General Obligation Promissory Notes, Series 2022 T5**  
**\$3,650,000\* Taxable General Obligation Corporate Purpose Bonds, Series 2022 T6**

**Dated:** May 19, 2022

**Due:** As shown herein

The \$74,180,000\* General Obligation Promissory Notes, Series 2022 N3 (the "N3 Notes"), the \$27,960,000\* General Obligation Corporate Purpose Bonds, Series 2022 B4 (the "B4 Bonds"), the \$4,955,000\* Taxable General Obligation Promissory Notes, Series 2022 T5 (the "T5 Notes") and the \$3,650,000\* Taxable General Obligation Corporate Purpose Bonds, Series 2022 T6 (the "T6 Bonds") are direct general obligations of the City, payable from taxes levied on all taxable property, subject to taxation by the City, without limitation as to rate or amount.

The N3 Notes, B4 Bonds, T5 Notes and the T6 Bonds (collectively, the "Offered Obligations") will be dated May 19, 2022 (the "Dated Date"), will bear interest payable semi-annually on April 1 and October 1 of each year, commencing October 1, 2022 at the rates, and will mature on April 1, in the years and amounts, as detailed herein. The Offered Obligations are being issued for the purpose of financing various public improvements and fiscal requirements of the City, and for the purpose of refunding outstanding commercial paper and other debt of the City. The N3 Notes and the T5 Notes are not subject to redemption prior to maturity. The B4 Bonds and the T6 Bonds are subject to optional redemption on any date on and after April 1, 2032 as described herein.

The Offered Obligations are offered for sale by competitive bid in accordance with the Official Notices of Sale dated April \_\_, 2022 and other conditions specified in the Official Notices of Sale. The Offered Obligations are being issued subject to the legal opinions of Katten Muchin Rosenman LLP, Chicago, Illinois and of Hurtado Zimmerman SC, Wauwatosa, Wisconsin, Bond Counsel to the City. It is expected that the Offered Obligations will be delivered through the facilities of The Depository Trust Company ("DTC"), New York, New York on or about May 19, 2022.

THIS COVER PAGE CONTAINS CERTAIN INFORMATION FOR QUICK REFERENCE ONLY. IT IS NOT A SUMMARY OF THE OFFERED OBLIGATIONS. INVESTORS MUST READ THIS ENTIRE OFFICIAL STATEMENT TO OBTAIN INFORMATION ESSENTIAL TO THE MAKING OF AN INFORMED INVESTMENT DECISION.

**For Further Information Contact:**

Aycha Sawa, Comptroller and Secretary to Public Debt Commission  
City Hall, Room 404, 200 East Wells Street - Milwaukee, WI 53202 - Phone (414) 286-3321  
www.MilwaukeeBonds.com

**ELECTRONIC BIDS WILL BE RECEIVED ON THURSDAY, APRIL 28, 2022 UNTIL  
10:00 A.M. (CENTRAL TIME) FOR THE N3 NOTES AND THE B4 BONDS  
10:30 A.M. (CENTRAL TIME) FOR THE T5 NOTES AND THE T6 BONDS**

\*Preliminary, subject to change in accordance with the Official Notices of Sale.

## MATURITY SCHEDULES

### **\$74,180,000\* GENERAL OBLIGATION PROMISSORY NOTES, SERIES 2022 N3**

The N3 Notes will be dated the Dated Date, will bear interest at the rates shown below, payable semi-annually on April 1 and October 1 of each year, commencing October 1, 2022 and will mature on April 1 in the years and in the amounts shown below. The N3 Notes are **not** subject to redemption prior to maturity.

<u>Maturing (April 1)</u>	<u>Amount*</u>	<u>Interest Rate</u>	<u>Yield</u>	<u>CUSIP (1) Base 602366</u>
2023	\$7,995,000			
2024	7,995,000			
2025	8,070,000			
2026	8,075,000			
2027	8,635,000			
2028	6,665,000			
2029	6,675,000			
2030	6,680,000			
2031	6,690,000			
2032	6,700,000			

### **\$27,960,000\* GENERAL OBLIGATION CORPORATE PURPOSE BONDS, SERIES 2022 B4**

The B4 Bonds will be dated the Dated Date, will bear interest at the rates shown below, payable semi-annually on April 1 and October 1 of each year, commencing October 1, 2022 and will mature on April 1 in the years and in the amounts shown below. The B4 Bonds are subject to optional redemption on any date on and after April 1, 2032, as provided herein.

<u>Maturing (April 1)</u>	<u>Amount*</u>	<u>Interest Rate</u>	<u>Yield</u>	<u>CUSIP (1) Base 602366</u>
2033	\$4,795,000			
2034	4,765,000			
2035	4,775,000			
2036	4,790,000			
2037	4,800,000			
2038	830,000			
2039	840,000			
2040	850,000			
2041	750,000			
2042	765,000			

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\* Preliminary, subject to change.

- (1) The above-referenced CUSIP numbers have been assigned by an independent company not affiliated with the City and are included solely for the convenience of the holders of the Offered Obligations. The City is not responsible for the selection or uses of such CUSIP numbers, and no representation is made as to their correctness on the Offered Obligations, or as indicated above. The CUSIP number for a specific maturity is subject to change after the issuance of the Offered Obligations.

## MATURITY SCHEDULES - CONTINUED

### \$4,955,000\* TAXABLE GENERAL OBLIGATION PROMISSORY NOTES, SERIES 2022 T5

The T5 Notes will be dated the Dated Date, will bear interest at the rates shown below, payable semi-annually on April 1 and October 1 of each year, commencing October 1, 2022 and will mature on April 1 in the years and in the amounts shown below. The T5 Notes are **not** subject to redemption prior to maturity.

Maturing (April 1)	Amount*	Interest Rate	Yield	CUSIP (1) Base 602366
2023	\$425,000			
2024	425,000			
2025	430,000			
2026	430,000			
2027	595,000			
2028	600,000			
2029	510,000			
2030	510,000			
2031	515,000			
2032	515,000			

### \$3,650,000\* TAXABLE GENERAL OBLIGATION CORPORATE PURPOSE BONDS, SERIES 2022 T6

The T6 Bonds will be dated the Dated Date, will bear interest at the rates shown below, payable semi-annually on April 1 and October 1 of each year, commencing October 1, 2022 and will mature on April 1 in the years and in the amounts shown below. The T6 Bonds are subject to optional redemption on any date on and after April 1, 2032, as provided herein.

Maturing (April 1)	Amount*	Interest Rate	Yield	CUSIP (1) Base 602366
2033	\$500,000			
2034	505,000			
2035	510,000			
2036	515,000			
2037	520,000			
2038	210,000			
2039	215,000			
2040	220,000			
2041	225,000			
2042	230,000			

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\* Preliminary, subject to change.

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No dealer, broker, salesperson or other person has been authorized by the City to give any information or to make any representation other than as contained in this Official Statement in connection with the sale of these securities and, if given or made, such other information or representations must not be relied upon. This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities by a person in any jurisdiction in which it is unlawful for such person to make such offer, solicitation, or sale. The information and expressions of opinion herein are subject to change without notice and neither the delivery of this Official Statement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the City since the date hereof. These securities have not been registered pursuant to the Securities Act of 1933, in reliance upon exemptions contained in such Act.

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## INTRODUCTION TO THE OFFICIAL STATEMENT

\$74,180,000\* General Obligation Promissory Notes, Series 2022 N3 (the “N3 Notes”)  
\$27,960,000\* General Obligation Corporate Purpose Bonds, Series 2022 B4 (the “B4 Bonds”)  
\$4,955,000\* Taxable General Obligation Promissory Notes, Series 2022 T5 (the “T5 Notes”)  
\$3,650,000\* Taxable General Obligation Corporate Purpose Bonds, Series 2022 T6 (the “T6 Bonds”)

*The following summary statement is furnished solely to provide limited introductory information regarding the City’s Offered Obligations, and does not purport to be comprehensive. All such information is qualified in its entirety by reference to the more detailed descriptions appearing in this Official Statement, including the Appendices hereto.*

### Summary Statement – N3 Notes

Issuer: City of Milwaukee, Wisconsin

Issue: \$74,180,000\* General Obligation Promissory Notes, Series 2022 N3

Dated Date: May 19, 2022.

Principal Due Date: April 1 of the years 2023 through 2032.

Interest Payment Date: Interest on the N3 Notes is due each April 1 and October 1 commencing October 1, 2022. Interest is calculated on the basis of 30-day months and a 360-day year.

Denominations: \$5,000 or integral multiples thereof.

Purpose: The N3 Notes are issued pursuant to Chapters 65 and 67 of the Wisconsin Statutes for the public purpose of financing various public improvement projects and fiscal requirements of the City, including the refunding of outstanding bonds.

Security: Principal and interest on the N3 Notes will be payable out of receipts from an irrevocable ad-valorem tax levied on all taxable property within the City.

Authority for Issuance: The Common Council of the City has authorized the issuance and sale of the N3 Notes in accordance with the provisions of Chapters 65 and 67 of the Wisconsin Statutes.

Form of Issuance: The N3 Notes will be issued in Book-Entry-Only form, fully registered in the name of Cede & Co., as nominee of The Depository Trust Company of New York, New York, which will act as security depository for the N3 Notes. (See “**BOOK-ENTRY-ONLY SYSTEM**” herein).

Tax Status of Interest: Bond Counsel are of the opinion that under existing law, interest on the N3 Notes is not includable in the gross income of the owners thereof for federal income tax purposes. If there is continuing compliance with the applicable requirements of the Internal Revenue Code of 1986, as amended (the “Code”), Bond Counsel are of the opinion that interest on the N3 Notes will continue to be excluded from the gross income of the owners thereof for federal income tax purposes. Bond Counsel are further of the

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\* Preliminary, subject to change.

opinion that the interest on the N3 Notes is not an item of tax preference for purposes of computing alternative minimum taxable income. Interest on the N3 Notes is not exempt from Wisconsin income taxes. (See “**TAX MATTERS**” herein).

- Redemption Feature: The N3 Notes are **not** subject to redemption prior to maturity.
- Official Statement: The City will provide the original purchaser of the N3 Notes and B4 Bonds with an electronic copy of this Official Statement within seven business days following the award of the N3 Notes.
- Professionals:
- Bond Counsel: Katten Muchin Rosenman LLP  
Chicago, Illinois
- Hurtado Zimmerman SC  
Wauwatosa, Wisconsin
- Financial Advisor: PFM Financial Advisors LLC  
Milwaukee, Wisconsin
- Paying Agent: City of Milwaukee, Comptroller’s Office  
Milwaukee, Wisconsin
- Record Date: March 15 and September 15 (whether or not a business day).
- Delivery: Delivery of the N3 Notes will be on or about May 19, 2022 at the expense of the City, through the facilities of The Depository Trust Company, New York, New York.
- Reoffering: The public reoffering price(s) or yield(s) of the N3 Notes will be set forth on the inside front cover page of the Final Official Statement.
- Continuing Disclosure Certificate: In order to assist bidders in complying with the continuing disclosure requirements of SEC Rule 15c2-12 and as part of the City’s contractual obligation arising from its acceptance of the successful bidder’s proposal, at the time of the delivery of the N3 Notes the City will provide an executed copy of its Continuing Disclosure Certificate. (See “**CONTINUING DISCLOSURE**” herein).

*(The remainder of this page has been intentionally left blank)*

## Summary Statement – B4 Bonds

Issuer:	City of Milwaukee, Wisconsin
Issue:	\$27,960,000* General Obligation Corporate Purpose Bonds, Series 2022 B4
Dated Date:	May 19, 2022.
Principal Due Dates:	April 1 of the years 2033 through 2042.
Interest Payment Dates:	Interest on the B4 Bonds is due each April 1 and October 1 commencing October 1, 2022. Interest is calculated on the basis of 30-day months and a 360-day year.
Denominations:	\$5,000 or integral multiples thereof.
Purpose:	The B4 Bonds are issued pursuant to Chapters 65 and 67 of the Wisconsin Statutes for the public purpose of financing various public improvement projects of the City.
Security:	Principal and interest on the B4 Bonds will be payable out of receipts from an irrevocable ad-valorem tax levied on all taxable property within the City.
Authority for Issuance:	The Common Council of the City has authorized the issuance and sale of the B4 Bonds in accordance with the provisions of Chapters 65 and 67 of the Wisconsin Statutes.
Form of Issuance:	The B4 Bonds will be issued in Book-Entry-Only form, fully registered in the name of Cede & Co., as nominee of The Depository Trust Company of New York, New York, which will act as security depository for the B4 Bonds. (See “ <b>BOOK-ENTRY-ONLY SYSTEM</b> ” herein).
Tax Status of Interest:	Bond Counsel are of the opinion that under existing law, interest on the B4 Bonds is not includable in the gross income of the owners thereof for federal income tax purposes. If there is continuing compliance with the applicable requirements of the Internal Revenue Code of 1986, as amended (the “ <i>Code</i> ”), Bond Counsel are of the opinion that interest on the B4 Bonds will continue to be excluded from the gross income of the owners thereof for federal income tax purposes. Bond Counsel are further of the opinion that the interest on the B4 Bonds is not an item of tax preference for purposes of computing alternative minimum taxable income. Interest on the B4 Bonds is not exempt from Wisconsin income taxes. (See “ <b>TAX MATTERS</b> ” herein).
Redemption Feature:	The B4 Bonds are subject to optional redemption on any date on and after April 1, 2032. (See “ <b>Redemption Provisions</b> ” herein.)
Official Statement:	The City will provide the original purchaser of the N3 Notes and B4 Bonds with an electronic copy of this Official Statement within seven business days following the award of the B4 Bonds.

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\* Preliminary, subject to change.





## Summary Statement – T5 Notes

Issuer:	City of Milwaukee, Wisconsin
Issue:	\$4,955,000* Taxable General Obligation Promissory Notes, Series 2022 T5
Dated Date:	May 19, 2022.
Principal Due Dates:	April 1 of the years 2023 through 2032.
Interest Payment Dates:	Interest on the T5 Notes is due each April 1 and October 1 commencing October 1, 2022. Interest is calculated on the basis of 30-day months and a 360-day year.
Denominations:	\$5,000 or integral multiples thereof.
Purpose:	The T5 Notes are issued pursuant to Chapters 65 and 67 of the Wisconsin Statutes for the public purpose of financing various public improvement projects of the City, including the refunding of outstanding bonds.
Security:	Principal and interest on the T5 Notes will be payable out of receipts from an irrevocable ad-valorem tax levied on all taxable property within the City.
Authority for Issuance:	The Common Council of the City has authorized the issuance and sale of the T5 Notes in accordance with the provisions of Chapters 65 and 67 of the Wisconsin Statutes.
Form of Issuance:	The T5 Notes will be issued in Book-Entry-Only form, fully registered in the name of Cede & Co., as nominee of The Depository Trust Company of New York, New York, which will act as security depository for the T5 Notes. (See “ <b>BOOK-ENTRY-ONLY SYSTEM</b> ” herein).
Tax Status of Interest:	Interest on the T5 Notes <b>IS</b> includable in the gross income of the owners thereof for federal income tax purposes and is not exempt from State of Wisconsin income or franchise taxes. In addition, the Internal Revenue Code of 1986, as amended, contains a number of other provisions relating to the taxation of the T5 Notes (including, but not limited, to the treatment of and accounting for interest, premium, original issue discount and market discount thereon, gain from the disposition thereof and withholding tax on income therefrom) that may affect the taxation of certain owners, depending on their particular tax situations. <b>PROSPECTIVE PURCHASERS SHOULD CONSULT THEIR TAX ADVISORS CONCERNING THE PARTICULAR FEDERAL INCOME TAX CONSEQUENCES OF THEIR OWNERSHIP OF THE T5 NOTES.</b> (See “ <b>TAX MATTERS</b> ” herein).
Redemption Feature:	The T5 Notes are <b>not</b> subject to redemption prior to maturity.
Official Statement:	The City will provide the original purchaser of the T5 Notes and the T6 Bonds with an electronic copy of this Official Statement within seven business days following the award of the T5 Notes.

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\* Preliminary, subject to change.



## Summary Statement – T6 Bonds

Issuer:	City of Milwaukee, Wisconsin
Issue:	\$3,650,000* Taxable General Obligation Corporate Purpose Bonds, Series 2022 T6
Dated Date:	May 19, 2022.
Principal Due Dates:	April 1 of the years 2033 through 2042.
Interest Payment Dates:	Interest on the T6 Bonds is due each April 1 and October 1 commencing October 1, 2022. Interest is calculated on the basis of 30-day months and a 360-day year.
Denominations:	\$5,000 or integral multiples thereof.
Purpose:	The T6 Bonds are issued pursuant to Chapters 65 and 67 of the Wisconsin Statutes for the public purpose of financing various public improvement projects of the City.
Security:	Principal and interest on the T6 Bonds will be payable out of receipts from an irrevocable ad-valorem tax levied on all taxable property within the City.
Authority for Issuance:	The Common Council of the City has authorized the issuance and sale of the T6 Bonds in accordance with the provisions of Chapters 65 and 67 of the Wisconsin Statutes.
Form of Issuance:	The T6 Bonds will be issued in Book-Entry-Only form, fully registered in the name of Cede & Co., as nominee of The Depository Trust Company of New York, New York, which will act as security depository for the T6 Bonds. (See “ <b>BOOK-ENTRY-ONLY SYSTEM</b> ” herein).
Tax Status of Interest:	Interest on the T6 Bonds <i>IS</i> includable in the gross income of the owners thereof for federal income tax purposes and is not exempt from State of Wisconsin income or franchise taxes. In addition, the Internal Revenue Code of 1986, as amended, contains a number of other provisions relating to the taxation of the T6 Bonds (including, but not limited, to the treatment of and accounting for interest, premium, original issue discount and market discount thereon, gain from the disposition thereof and withholding tax on income therefrom) that may affect the taxation of certain owners, depending on their particular tax situations. <b>PROSPECTIVE PURCHASERS SHOULD CONSULT THEIR TAX ADVISORS CONCERNING THE PARTICULAR FEDERAL INCOME TAX CONSEQUENCES OF THEIR OWNERSHIP OF THE T6 BONDS.</b> (See “ <b>TAX MATTERS</b> ” herein).
Redemption Feature:	The T6 Bonds are subject to optional redemption on any date on and after April 1, 2032. (See “ <b>Redemption Provisions</b> ” herein.).
Official Statement:	The City will provide the original purchaser of the T5 Notes and the T6 Bonds with an electronic copy of this Official Statement within seven business days following the award of the T6 Bonds.

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\* Preliminary, subject to change.



## COVID-19

The novel coronavirus SARS-COV-2 had its first reported cases of the disease it causes, COVID 19, in December, 2019. By March 15, 2020, the World Health Organization declared a pandemic, the Federal government declared a National Emergency, the State declared a Public Health Emergency, and the City declared a State of Emergency due to COVID-19. As of April 1, 2022, the COVID-19 community level in Milwaukee County was “low” according to the Centers for Disease Control and Prevention.

The majority of the City’s revenue sources are fairly stable and not materially affected by economic activity as the City does not receive sales tax revenues. The City’s 2021 revenues in the General Fund are estimated to be \$2 million less than budgeted due to the economic impacts of COVID-19 and other factors. The City’s 2021 revenues in the Parking Fund are estimated to be \$8.5 million higher than expenditures due to the economic impacts of COVID-19. The City has taken steps to offset budgetary losses due to COVID-19 including the implementation of \$30 million of expenditure reductions and utilizing COVID-related grants. Expenditure reductions incorporated in the 2021 budget were not restored for the 2022 budget.

The City was directly allocated \$394 million from the Coronavirus State and Local Fiscal Recovery Fund (“*CSLFRF*”) for COVID-19 related expenses and to make up for reduced revenues. Half of the amount was received on May 19, 2021, and the remaining amount is schedule to be disbursed to the City in 2022. The City allocated \$54 million of the initial tranche of *CSLFRF* to offset reduced revenues through December 31, 2024, and intends to use as much of the remaining funds for the same purpose.

## THE OFFERED OBLIGATIONS

### Authority and Purpose

The Offered Obligations are being issued pursuant to Chapters 65 and 67 of the Wisconsin Statutes to finance various public improvement projects, and fiscal requirements of the City, to refund outstanding lines of credit, and long-term debt of the City, and to pay the associated financing costs. The Common Council of the City adopted Resolutions on January 18, 2022 which authorize the issuance of the Offered Obligations. In addition, the Common Council of the City adopted various initial Resolutions on January 17, 2018, January 15, 2019, January 21, 2020, January 19, 2021 and January 18, 2022 authorizing purposes for the B4 Bonds and T6 Bonds that have been combined into the corporate purpose bond issues.

Proceeds of the sale of the Offered Obligations are anticipated to be used for various public improvements of the City as follows:

Estimated Purposes (including Lines of Credit to be refunded)*	
Streets.....	\$ 28,701,911
Tax Incremental Districts.....	19,234,707
Public Buildings.....	18,549,729
Financing Receivables .....	16,400,971
Police.....	6,429,050
Bridges .....	3,668,000
Sanitation .....	3,079,903
Damages and Claims.....	2,728,575
Renewal and Development .....	1,377,504
Fire .....	1,302,000
Library.....	738,574
Harbor .....	737,577
Refunding Long-term GO Debt .....	7,796,499
Less: Premium applied to Purposes .....	-
<b>Total .....</b>	<b>\$110,745,000</b>

\* Preliminary, subject to change. The purposes shown in the table reflect the refunding of \$28,550,000 of Lines of Credit.

### Plan of Refunding

In addition to providing long-term financing for \$28,550,000 of new-money Line of Credit draws, the City is also refunding the Bonds listed in the following table, some of which will be paid with approximately \$4,200,000 of cash:

#### City Bonds Refunded

Series	Amount	Maturities	Redemption Date*
2012 B3	\$8,455,000	2023 – 2027	05/02/22
2012 T5	3,540,000	2023 - 2032	05/02/22

\* Preliminary, subject to change.

### Security for the Offered Obligations

The Offered Obligations will be general obligations of the City, and payment thereof is secured by a pledge of the full faith and credit of the City. The City is authorized and required to levy on all taxable property in the City such ad-valorem taxes, without limitation as to rate or amount, as may be necessary to meet the debt service requirements on the Offered Obligations.

Under and by virtue of Sections 67.05(10) and 67.12(12)(ee), Wisconsin Statutes, the City is obligated to levy a direct annual tax sufficient in amount to pay, and for the express purpose of paying, the interest on the Offered Obligations as it falls due, and also to pay and discharge the principal thereof at maturity. The City is, and shall be, without power to repeal such levy or obstruct the collection of such tax until all such payments have been made or provided for.

Under Section 67.035, Wisconsin Statutes, all taxes levied for paying principal of and interest on valid notes or bonds are declared to be without limitation. Under Section 65.06(18), Wisconsin Statutes,

the omission from the budget of the payment of interest on or the principal of any bonded debt of the City when due shall not prevent the placing of the same on the tax roll for the levy and the collection of the tax and the payment of the money therefor.

### **Maturity and Interest Rates**

The Offered Obligations are to be dated May 19, 2022, and will bear interest from that date at the rates, and shall mature each April 1 in the amounts and years set forth on the inside front cover pages of this Official Statement. Interest on the Offered Obligations will be payable commencing October 1, 2022 and thereafter semiannually on April 1 and October 1 of each year and is calculated on the basis of 30-day months and a 360-day year.

### **Redemption Provisions**

The N3 Notes and the T5 Notes are **not** subject to redemption prior to maturity. The B4 Bonds and the T6 Bonds will be subject to redemption prior to their maturity, at the option of the City, on any date on and after April 1, 2032 at a price of par plus accrued interest to the date fixed for their redemption.

If less than all outstanding B4 Bonds and T6 Bonds are called for redemption, the B4 Bonds or T6 Bonds, as the case may be, shall be called in such order of maturity as shall be determined by the City. If less than all of the B4 Bonds or T6 Bonds of the same maturity are called for redemption, the particular B4 Bonds or T6 Bonds of such maturity to be redeemed shall be selected by lot. Notice of redemption shall be mailed, postage prepaid, no earlier than 60 days and no later than 30 days prior to the redemption date, to the owners of any B4 Bonds or T6 Bonds, as the case may be, to be redeemed in whose name such B4 Bonds or T6 Bonds are registered as of the date of the notice. Any defect in the notice shall not invalidate the notice. The record date for receiving payment of the redemption price shall be the 15<sup>th</sup> calendar day (whether or not a business day) prior to the redemption date. While in Book Entry Form, as the Registered Owner, DTC will receive the Redemption Notice. The City is not responsible for DTC's notification of redemption to Participants and Beneficial Owners.

### **Statutory Borrowing Limitation**

Wisconsin Statutes limit direct general obligation debt the City may issue. The issuance of the Offered Obligations do not cause these limitations to be exceeded. (See “**DEBT STRUCTURE**” herein for further details).

## **INVESTMENT POLICIES**

The City may invest any of its funds not immediately needed in accordance with Section 66.0603 of the Wisconsin Statutes. The City, through Common Council Resolution 930358, adopted July 6, 1993, has instructed the City Treasurer to invest City funds, including Milwaukee Public Schools funds, in: (a) Certificates of Time Deposit at approved public depositories limited to the equity capital or net worth of the financial institution with collateralization required when total deposits at any institution exceed \$500,000; (b) Repurchase Agreements with public depository institutions; (c) the State of Wisconsin Local Government Investment Pool; (d) U.S. Treasury and Agency instruments; and (e) commercial paper which has a rating in the highest or second highest rating category assigned by S&P Global Ratings, Moody's Investors Service, Inc., or some other similar nationally recognized rating agency.

To the extent possible, the City Treasurer attempts to match investments with anticipated cash flow requirements. No limits have been placed on how much of the portfolio can be invested in any of the above investment categories.



The State of Wisconsin Investment Board (“SWIB”) provides the Local Government Investment Pool (“LGIP”) as a subset of the State Investment Fund (the “Fund”). The LGIP includes deposits from elective participants consisting of over 1,000 municipalities and other public entities. The Fund also consists of cash balances of participants required to keep their cash balances in the Fund. These required participants include the State General Fund, State agencies and departments and Wisconsin Retirement System reserves. The LGIP portion of the Fund is additionally secured as to credit risk.

The LGIP is a local option City depository. The City utilizes the LGIP in a manner similar to a “money market” account. When other investment options provide more favorable returns, such options are utilized. As of December 31, 2021, the City had approximately 79% (\$503 million) of its and Milwaukee Public Schools’ investments deposited in the LGIP.

SWIB invests the assets of the Fund, which includes assets of the LGIP. Overall policy direction for SWIB is established by an independent, eight-member Board of Trustees (the “Trustees”). The Trustees establish long-term investment policies, set guidelines for each investment portfolio and monitor investment performance.

The objectives of the Fund are to provide (in order of priority) safety of principal, liquidity, and a reasonable rate of return. The Fund includes retirement trust funds cash balances pending longer-term investment by other investment divisions. The Fund also acts as the State’s cash management fund and provides the State’s General Fund with liquidity for operating expenses. The Fund is strategically managed as a mutual fund with a longer average life than a money market fund. This strategic advantage is made possible by the mandatory investment of State funds for which the cash flow requirements can be determined significantly in advance. Given the role played by the Fund, the cash balances available for investment vary daily as cash is accumulated or withdrawn from various funds.

A copy of SWIB’s annual report may be obtained by submitting a written request to the State of Wisconsin Investment Board, P.O. Box 7842, Madison, WI 53707-7842.

## **THE CITY**

### **Location, Organization and Government**

#### **General**

The City is located on the western shore of Lake Michigan in southeastern Wisconsin. The City is the hub of the metropolitan area. The City is Wisconsin’s largest city with a population of approximately 587,976 and is the principal trade, service and financial center of southeastern Wisconsin. The surrounding Metropolitan Statistical Area includes the principal cities of Milwaukee, Waukesha and West Allis; the counties of Milwaukee, Ozaukee, Waukesha and Washington; and has a population of nearly 1.6 million.

The Port of Milwaukee provides multimodal access to the region, including domestic markets via its access to the Great Lakes – St. Lawrence Seaway system and the Mississippi river. General Mitchell International Airport is served by domestic and international airlines. Two rail lines serve the City, including access to Port Milwaukee, providing transportation links throughout the United States. The City is also connected with the interstate highway system.

The City was incorporated as a city on January 31, 1846, pursuant to the laws of the Territory of Wisconsin. Wisconsin gained statehood in 1848. The City, operating under a Home Rule Charter since 1874, has a council mayor form of government.

## Elected Officials

The Mayor, City Attorney, Comptroller, Treasurer and Common Council members are elected officials of the City. Local elections are non-partisan. The Mayor, City Attorney, Comptroller and Treasurer are elected at-large for identical four-year terms.

Effective on December 22, 2021, Tom Barrett resigned as Mayor and, as provided in the City Home Rule Charter, Cavalier Johnson, the President of the Common Council became the Acting Mayor. At the election held on April 5, 2022, Cavalier Johnson was elected Mayor for a term beginning on April [13], 2022 and ending on April 20, 2024.

The Common Council represents fifteen Aldermanic districts. Each Alderperson represents, and is elected from, an aldermanic district with a population of approximately 39,000.

## City Officials

**As of April [13], 2022**  
(initial year in office follows name)

Mayor	Cavalier Johnson	(2022)
City Attorney	Tearman Spencer	(2020)
City Comptroller	Aycha Sawa	(2020)
City Treasurer	Spencer Coggs	(2012)

## Common Council

Ashanti Hamilton	(2004)	Chantia Lewis	(2016)
vacant		Michael J. Murphy	(1989)
Nik Kovac	(2008)	Mark A. Borkowski	(2015)
Robert J. Bauman	(2004)	Jose G. Perez	(2012)
Nikiya Dodd	(2018)	Scott Spiker	(2019)
Milele A. Coggs	(2008)	Marina Dimitrijevic	(2020)
Khalif Rainey	(2016)	Russell W. Stamper, II	(2014)
JoCasta Zamarripa	(2020)		

\* The terms of all the above elected positions expire on April 20, 2024.

## Public Services and Facilities

The City is charged with primary responsibility for public safety (via its police, fire and health departments); public works (including refuse removal and a City-owned water utility); various cultural and recreational services including a library system; and general municipal administration. City government also participates in housing and neighborhood programs through separate housing and redevelopment authorities. These two latter authorities have the ability to borrow directly and issue revenue backed financings.

Other major local governmental units and their related government services are the Milwaukee Public Schools (education); Milwaukee County (parks, airport/mass transit/highways, social services and court system); Milwaukee Metropolitan Sewerage District (wastewater treatment); and the Milwaukee Area Technical College (higher education). Wisconsin Statutes require the City to issue debt for Milwaukee Public Schools. The other governmental units listed each have the statutory authority to issue general obligation debt.

Two special purpose governmental units exist with the ability to borrow and tax on a limited revenue basis. The first is the Southeastern Wisconsin Professional Baseball Park District (the “*SWPBP District*”), a public entity created by State legislation, encompassing southeastern Wisconsin counties, including Milwaukee County, to finance construction/operations of a baseball facility (“originally named Miller Park and now known as “*American Family Field*”) for the National League Milwaukee Brewers baseball club. American Family Field opened in March, 2001. The SWPBP District has issued \$199 million of revenue bonds supported by a five-county, one-tenth of one percent sales tax and other ancillary revenue streams. In addition, \$45 million of lease certificates of participation were issued by the SWPBP District to finance acquisition and installation of facility equipment, scoreboards, etc. As of May 2020, all of the SWPBP District debt was paid and the sales tax supporting repayment of the SWPBP District debt was terminated.

The second special purpose governmental unit is the Wisconsin Center District, a public entity created by the City pursuant to Section 229.42, Wisconsin Statutes, which oversees construction and operation of the Wisconsin Center, the City’s major convention complex. This complex also includes the UW-Milwaukee Panther Arena, home of the University of Wisconsin–Milwaukee Panther’s men’s basketball team and the Milwaukee Admirals International Hockey League club, and the Miller High Life Theatre facilities. The Wisconsin Center was financed by \$185 million of revenue bonds issued by the Wisconsin Center District and secured by a pledge of dedicated sales tax revenues from lodging, restaurant, and vehicle rentals collected in the five county area served by the Wisconsin Center. Phase One of the Wisconsin Center was completed during 1998. Phase Two was completed in 1999. In 2001, the Wisconsin Center District issued \$30 million of bonds to renovate the Miller High Life Theatre.

In 2016, the Wisconsin Center District issued \$200 million of revenue bonds to construct the Fiserv Forum, a 714,000 square foot arena that seats 17,500 people. This facility serves the National Basketball Association Milwaukee Bucks, and the Marquette University Golden Eagles men’s basketball team.

In 2020, the Wisconsin Center District issued \$526 million of refunding and new money revenue bonds for the Phase Three expansion and renovation of the Wisconsin Center (which does not include the Fiserv Forum). The debt is on parity with their outstanding senior and junior lien sales tax revenue bonds with the junior lien bonds benefiting from a moral obligation pledge of the State. The expansion is expected to double the square footage of the Wisconsin Center with an exhibition hall of 300,000 contiguous square feet. Ground-breaking and construction is anticipated to commence in the fourth quarter of 2021, with a projected first quarter of 2024 completion date.

The City is home to the Milwaukee Art Museum, as well as major symphony, ballet and opera companies, and other theatre and performing arts.

On the lakefront is the Milwaukee Art Museum, which combines art, dramatic architecture and landscape design. The Quadracci Pavilion, the first Santiago Calatrava-designed building in the United States, features a 90-foot high glass-walled reception hall enclosed by the Burke Brise Soleil, a sunscreen that can be raised or lowered creating a unique moving sculpture.

The Milwaukee area is the site of a number of higher education institutions including Marquette University, the University of Wisconsin–Milwaukee, Alverno College, Mount Mary University, Milwaukee Area Technical College and the Milwaukee School of Engineering.

## **Employee Relations**

The City has approximately 5,797 full-time employees. 2,277 employees are part of three public safety unions. The remaining employees do not have collective bargaining representation. The City is in negotiations with the unions. Contract expiration dates are as follows:

<u>Union</u>	<u>Contract Expiration Date</u>
Police Officers	December 31, 2022
Police Supervisors	December 31, 2021
Firefighters	December 31, 2020

## GENERAL, DEMOGRAPHIC AND ECONOMIC INFORMATION

### General

Based on 2020 census results, the City's population is 577,222. The Wisconsin Department of Administration estimates that the 2021 population of the City is 587,976. Population in the four county area surrounding the City is estimated at 1,647,191 and represents 28% of the population of the State of Wisconsin.

### City of Milwaukee Selected Economic Data

<u>Year</u>	<u>Population</u>		<u>Adjusted Gross Income Per Return</u>
	<u>Department of Administration</u>	<u>U.S. Census</u>	
2022			
2021	587,976		Not available
2020	587,072	577,222	39,820
2019	590,547		43,431
2018	595,555		43,006
2017	591,076		41,059
2016	594,667		39,885
2015	595,787		39,931
2014	595,993		37,340
2013	596,500		37,300
2012	595,425		35,770
2010	580,500	594,833	32,774

*Sources: U.S. Census and the Wisconsin Department of Administration, Demographic Service Center and the Wisconsin Department of Revenue, Division of Research and Analysis. The Division's population estimates are used in the distribution of State Shared Revenues.*

## Building Permits

Another indicator of economic growth is the activity in the building industry. The following table indicates building permit activity during the period 2017 through 2021.

### Value of Permits

<u>Year</u>	<u>Residential</u>	<u>Commercial</u>	<u>Total</u>
2021	\$36,551,501	\$444,988,354	\$481,539,855
2020	47,913,277	473,978,640	521,891,917
2019	16,124,147	506,302,061	522,426,208
2018	17,222,132	614,284,725	631,506,857
2017	33,624,270	778,690,826	812,315,096

### Permits Issued

<u>Year</u>	<u>Residential</u>	<u>Commercial</u>	<u>Total</u>
2021	1,793	1,013	3,544
2020	1,748	1,123	2,871
2019	1,060	1,347	2,407
2018	1,089	1,375	2,464
2017	2,180	1,364	3,544

*Sources: Development Center, Department of City Development. Data accumulated from monthly reports submitted to U.S. Department of Commerce, Bureau of the Census, Construction Statistics Division, Washington D.C.*

## Leading Business and Industrial Firms Located Within Milwaukee County

The listing of large employers in the Milwaukee County area which follows reveals the diversity of Milwaukee County's economic base. The largest of these are shown in the following list which includes only employers with the majority or all of their employment in Milwaukee County. The employment estimates may include employees located in counties contiguous to Milwaukee County.

Company	Business Description	2020 Approximate Employment
Aurora Health Care Inc.	Health Care System	29,945
Froedtert & Community Health	Health Care System	13,798
Ascension Wisconsin	Health Care System	10,449
Roundy's Supermarkets, Inc.	Retail Supermarkets	7,800
Medical College of Wisconsin	Private Medical School	6,139
Rockwell Automation Inc.	Industrial Automation Products	5,500
Children's Hospital and Health System	Health Care System	5,393
Northwestern Mutual	Insurance, Investment Products	5,000
U.S. Bank	Banking Services	3,500
(FIS) Fidelity National Info. Services	Banking and Payments Technology	3,076
WEC Energy Group Inc.	Utility	3,000
Marquette University	Higher Education	2,811
Goodwill Industries	Training Programs, Retail, & Food Service	2,367
Harley-Davidson Inc.	Motorcycles & Accessories	2,284
BMO Harris Bank	Banking Services	2,173
Johnson Controls International	Manufacturer of Building Technologies	2,000
Sendik's Food Markey	Retail Supermarkets	2,000
Baird	Asset Management and Capital Markets	1,636
Molson Coors LLC	Brewery	1,500
The Marcus Corp.	Lodging and Entertainment	1,300
Milwaukee Brewers Baseball Club	Professional Sports	1,297
Smithfield Foods	Manufacturer of Processed Meats	1,200
Briggs & Stratton Corp	Small Gasoline Engines	1,200
Rexnord Corp.	Power Transmission Equipment	1,150
Potawatomi Hotel & Casino	Gaming, Dining, and Hotel	1,115
Boucher Automotive Group Inc.	Automobile Dealer	1,028
Cargill	Food Distribution	1,020

Source: Milwaukee Business Journal, as of August 13, 2021.

## EMPLOYMENT AND INDUSTRY

During 2021, the City's unemployment rate averaged approximately 6.5%. Presented below are unemployment rates for the City, as compared to the State of Wisconsin and the United States for the period 2017 through 2021.

<b>Annual Unemployment Rates</b> (Not Seasonally Adjusted)				
Year	City of Milwaukee	Milwaukee – Waukesha – West Allis Metropolitan Statistical Area	State of Wisconsin	United States
2021*	6.5%	4.5%	3.8%	5.3%
2020	9.1	7.1	6.3	8.1
2019	4.4	3.5	3.2	3.7
2018	4.1	3.2	3.0	3.9
2017	4.5	3.5	3.3	4.4

Source: U.S. Department of Labor, Bureau of Labor Statistics.

\*Preliminary, subject to change.

<b>Recent Monthly Unemployment Rates</b> (Not Seasonally Adjusted)				
Month	City of Milwaukee	Milwaukee – Waukesha – West Allis Metropolitan Statistical Area	State of Wisconsin	United States
February, 2022	5.1%*	3.7%*	3.4%	4.1%

Source: U.S. Department of Labor, Bureau of Labor Statistics. Not Seasonally Adjusted

\*Preliminary

The City's economic structure reveals a diversified economy with strong service and manufacturing sectors. The area is not dominated by any large employers.

### Milwaukee Area Non-Farm Employment December, 2021

	Employment	Percentage
Natural Resources, Mining, & Construction	32,200	4%
Manufacturing	120,200	14
Trade, Transportation & Utilities	145,100	17
Information	12,100	1
Finance	46,500	6
Professional & Business Services	122,800	15
Education & Health Services	161,600	19
Leisure & Hospitality	72,500	9
Other Services	44,800	5
Government	79,500	10
Total Non-Farm	837,300	

Source: Bureau of Labor Statistics, Milwaukee Area Economic Study, updated February 3, 2022.

## Ten Largest Taxpayers With 2021 Estimated Equalized Valuations

Northwestern Mutual Life	\$517,533,139
Mandel Group	322,389,763
Weidner Investments	246,017,499
Berrada Propertis	243,584,439
US Bank Corp.	231,426,914
Irgens	201,102,440
Katz Properties	140,304,600
Forest County Potawatomi Community	137,172,661
Metropolitan Associates	132,585,391
Aurora Health	132,219,811

*Source: City of Milwaukee, Assessor's Office January 2022.*

## DEBT STRUCTURE

The City of Milwaukee has never defaulted in the payment of the principal or interest on its debt obligations, nor has the City issued any refunding securities for the purpose of preventing default in principal or interest on its debt obligations.

### Legal Debt Limitations

Section 67.03 of the Wisconsin Statutes, as supplemented and amended, limits direct general obligation borrowing by the City to an amount equivalent to five percent of the equalized valuation of taxable property within the City. Section 119.49 of the Wisconsin Statutes, as supplemented and amended, further authorizes referendum approved-bonding in an additional amount equivalent to two percent of the equalized taxable property within the City for school capital purposes.



**Debt Margin** (Includes the Offered Obligations to be issued by the City)

Equalized Value of Taxable Property in the City .....		\$ 35,338,274,000
<b>Legal Debt Limitation for City Borrowing</b>		
5% of Equalized Value.....		\$ 1,766,913,700
General Obligation Debt Outstanding subject to 5% Limit as of 04/01/22 .....	\$1,043,625,000	
Plus: 2022 N3, B4, T5 and T6.....	110,745,000*	
Less: Provision for current year maturities.....	(8,450,000)	
Less: General Obligation Debt to be Refunded .....	(40,545,000)	
Net General Obligation Debt Outstanding subject to the 5% Limit as of 04/01/22 .....		\$1,118,900,000*
Total Debt Margin for City Borrowing (in Dollars) .....		648,013,700*
As a percentage .....		36.7%*
<b>Legal Debt Limitation for School Purpose Borrowing</b>		
2% of Equalized Value.....		\$706,765,480
General Obligation Debt Outstanding subject to 2% Limit as of 04/01/22 .....	\$1,468,761	
Less: Provision for current year maturities.....	--	
Net General Obligation Debt Outstanding subject to the 2% Limit as of 04/01/22.....		\$1,468,761
Total Debt Margin for School Purpose Borrowing (in Dollars) .....		\$705,296,719
(As a percentage).....		99.8%

\* Preliminary, subject to change.

**Analysis of General Obligation Debt  
Outstanding as of April 1, 2022**

Streets.....	\$246,674,261
Tax Increment Districts.....	144,959,913
Public Buildings.....	130,091,219
Cash Flow Notes	119,000,000
Municipal Expenses	93,226,509
Finance Real & Personal Property Tax Receivables	56,510,355
Schools (5% City Borrowing)	52,430,164
Bridges	49,436,201
Police	44,982,341
Blight Elimination/Urban Renewal	32,817,205
Library	25,369,759
Fire	20,282,991
Parking	17,841,812
Harbor	4,705,289
Playground/Recreational Facilities	3,048,259
Sewers.....	2,248,722
Total GO Debt subject to the 5% City Debt Limit.....	\$1,043,625,000
GO Debt subject to the 2% School Purpose Debt Limit	1,468,761
Total Outstanding GO Debt .....	<u>\$1,045,093,761</u>

**Composition of General Obligation Debt  
Outstanding as of April 1, 2021**

Total GO Debt Outstanding	\$1,045,093,761
Less: Bond Anticipation Notes	(28,550,000)
Less: Long-term Debt to be refunded	<u>(11,995,000)</u>
Total Long-Term Fixed Rate GO Debt	\$1,004,548,761
Less: Amounts on Deposit in Sinking Funds	<u>(27,900,000)</u>
Net Long-Term Fixed Rate GO Debt	\$ 976,648,761

**General Obligation Debt Service Requirements**

The following indicates the annual requirements of principal and interest on the general obligation debt of the City.

	Total Fixed Rate G.O. Debt Service as of 04/02/22 (1)		Series 2022 N3, B4, T5 and T6*		Total Requirements After Issuance*
	Principal (2)(5)	Interest	Principal	Interest (6)	
2022	\$ 11,825,000	\$ 20,413,820		\$ 2,030,325	\$ 34,269,145
2023	162,283,761(3)	39,310,023	\$ 8,420,000	5,326,750	215,340,534
2024	97,060,000	29,958,582	8,420,000	4,905,750	140,344,332
2025	89,380,000	25,903,816	8,500,000	4,482,750	128,266,566
2026	83,785,000	22,028,240	8,505,000	4,057,625	118,375,865
2027	79,110,000	17,662,591	9,230,000	3,614,250	109,616,841
2028	67,700,000	13,695,045	7,265,000	3,201,875	91,861,920
2029	61,450,000	11,025,547	7,185,000	2,840,625	82,501,172
2030	172,130,000(4)	7,602,833	7,190,000	2,481,250	189,404,083
2031	43,415,000	4,573,917	7,205,000	2,121,375	57,315,292
2032	32,740,000	3,084,503	7,215,000	1,760,875	44,800,378
2033	28,660,000	1,976,806	5,295,000	1,448,125	37,379,931
2034	18,535,000	1,177,162	5,270,000	1,184,000	26,166,162
2035	13,060,000	650,028	5,285,000	920,125	19,915,153
2036	7,160,000	328,096	5,305,000	655,375	13,448,471
2037	1,870,000	200,508	5,320,000	389,750	7,780,258
2038	1,710,000	152,483	1,040,000	230,750	3,133,233
2039	1,755,000	104,883	1,055,000	178,375	3,093,258
2040	1,675,000	57,708	1,070,000	125,250	2,927,958
2041	1,345,000	17,421	975,000	74,125	2,411,546
2042			995,000	24,875	1,019,875
	<u>\$976,648,761</u>	<u>\$199,924,009</u>	<u>\$110,745,000</u>	<u>\$42,054,200</u>	<u>\$1,329,371,970</u>

(1) Excludes debt to be refunded and Revenue Bond Anticipation Notes.

(2) Assumes Sinking Fund Deposits in year due.

(3) Includes \$61 million for Series 2018 N1 that were issued to permit prepayment of certain municipal expenses. If the program is not repeated, the amount will be repaid from the amount normally budgeted for said expenses, thus returning the expenses to payment made in arrears.

(4) Includes \$119 million for Series 2020 R9 that were issued for Annual Cash Flow purposes. The amount is intended to be repaid from State Share Revenue Payment anticipated to be received in November, 2030.

(5) Excludes \$27,900,000 on deposit in sinking fund accounts.

(6) Assumes a 5.00% interest rate.

\* Preliminary, subject to change.

**Trends of General Obligation Debt**  
(Thousands of Dollars)

Year 12/31	Total GO Debt	Self-Sustaining GO Debt*	Levy Supported GO Debt
2017	\$ 990,473	\$285,135	\$705,337
2018	1,037,024	360,820	676,204
2019	1,061,402	373,410	687,992
2020	1,192,391	470,367	722,024
2021	1,140,238	428,118	712,120

\* General Obligation debt whose debt service requirements are paid by non-Citywide property tax revenues.

**Trends of Self-Sustaining General Obligation Debt**  
(Thousands of Dollars)

Year 12/31	TID Program	Parking Program	Municipal (1)	Delinquent Taxes (2)	Water (3)	Sewer (2)	Total Self-Sustaining
2017	\$201,316	\$11,418	\$ 69	\$44,988	\$ 7,486	\$19,858	\$285,135
2018	215,352	11,496	61,148	52,592	9,028	11,203	360,820
2019	199,440	12,476	61,125	50,651	16,695	39,023	373,410
2020	170,626	14,587	180,125	60,206	4,650	40,173	470,367
2021	159,020	19,752	180,125	66,223	--	2,998	428,118

General Obligation debt whose debt service requirements are paid by non-Citywide property tax revenues.

- (1) Includes 2018 N1 and 2020 R9 that will be paid by the General Fund, and Special Assessments.
- (2) Debt issued for Delinquent Tax Purposes is paid from collections of the delinquent taxes.
- (3) Includes Revenue Bond Anticipation Notes.

**Ratio of General Obligation Debt  
to Equalized and Assessed Values and to Per Capita**

Year 12/31	Population (1)	Net Equalized Valuation	Assessed Valuation	Total GO Debt	GO Debt/Net EV	GO Debt/AV	GO Debt/capita
2017	591,076	\$26,903,884,900	\$26,937,359,310	\$ 990,472,506	3.68%	3.68%	\$1,676
2018	595,555	28,340,400,600	28,335,277,103	1,037,023,962	3.66	3.66	1,741
2019	590,547	29,746,345,900	28,489,846,212	1,061,402,736	3.57	3.73	1,797
2020	587,072	31,475,102,300	31,930,628,704	1,192,390,914	3.79	3.73	2,031
2021	587,976	35,338,274,000	32,045,469,296	1,140,237,766	3.23	3.56	1,939

(1) Population estimate from the Wisconsin Department of Revenue for use in the distribution of State Shared Revenues.

The Public Debt Amortization Fund may be used to purchase and prepay City GO Debt. Assuming the unsegregated fund balance is used to prepay City GO Debt at year-end, the following results would have occurred:

Year 12/31	PDAF Unsegregated Balance	GO Debt /Net EV	GO Debt /capita
2017	\$54,613,324	3.48%	\$1,583
2018	50,537,674	3.48	1,656
2019	46,537,674	3.40	1,715
2020	42,217,744	3.65	1,959
2021 (1)	40,000,000	3.11	1,871

(1) Estimated.

**Computation of Net Direct and Overlapping Debt  
As of April 1, 2022**

Governmental Unit	Debt Outstanding	Percentage Applicable	Share of Debt
City of Milwaukee (1).....	\$1,120,368,761*	100.00%	\$1,120,368,761*
Area Board of Vocational, Technical and Adult Education, District No. 9...	105,875,000	36.88	39,051,150
County of Milwaukee .....	473,234,778	45.69	216,231,769
Milwaukee Metropolitan Sewerage District .....	716,803,335	50.73	363,628,418
<b>Total Net Direct and Overlapping Debt.....</b>	<b>\$2,416,281,874*</b>		<b>\$1,739,280,098*</b>

(1) Includes \$54 million general obligation debt outstanding, which financed Milwaukee Public Schools improvements. Figure includes the new issue, and excludes debt to be refunded and provisions for current year maturities.

\* Preliminary, subject to change

**2020 Revenue Anticipation Notes**

Each year prior to 2020, the City typically borrowed approximately \$120 million in Revenue Anticipation Notes to finance current year expenditures in anticipation of the receipt of the annually awarded State Aid at the end of the year. In October 2020, the City issued the 2020 R9 Notes to provide for the annual cash flow needs through 2029. The 2020 R9 Notes refinanced the 2020 R3 Revenue Anticipation Notes that matured in 2020. The 2020 R9 Notes mature on January 1, 2030, and are anticipated to be repaid from State Aid received in November 2029. The primary reason for borrowing for RAN purposes on an extended basis is to provide certainty of the cost of the RANs in the multi-year budget planning process.

**Future Financing**

Prior to the issuance of the Offered Obligations, the City has \$856 million authorized unissued general obligation debt for various corporate and capital improvement purposes, which can be issued at any time. The City also has \$400 million of authorized unissued revenue anticipation borrowing for City and School cash flow purposes.

The City has \$28.6 million on Lines of Credit outstanding which can be refinanced with General Obligation Debt, all of which are being permanently financed with the Offered Obligations.

The authorized unissued general obligation debt includes \$101 million for sewer purposes and \$140 million for water purposes. The sewer purpose debt is anticipated to be financed on a revenue bond basis, including second lien revenue bonds sold to the State of Wisconsin Clean Water Fund Program. The water purpose debt is anticipated to be financed on a revenue bond basis, including second lien revenue bonds sold to the State of Wisconsin Safe Drinking Water Loan Program.

See “**FINANCIAL INFORMATION – City Capital Improvement Plan**” herein for information on potential future capital needs.

**City Capital Improvement Plan**

The City’s 2022-2027 Capital Improvement Plan (“*CIP*”) outlines planned capital improvement projects and programs. Some school purpose improvements are financed by the City for Milwaukee Public

Schools, but are not included in the CIP. Future amounts are for planning purposes and are likely to be reduced.

**2022-2027 Capital Improvement Plan**  
(Amounts in Thousands of Dollars)

	2022	2023	2024	2025	2026	2027	Total
Transportation	\$99,549	\$104,998	\$101,052	\$110,091	\$86,797	\$108,288	\$610,775
Redevelopment and Blight Elimination	6,150	6,250	6,250	6,250	6,250	6,250	37,400
Public Safety	10,154	11,000	7,700	9,040	9,040	10,540	57,474
Miscellaneous	40,766	27,701	30,501	37,151	28,878	30,228	195,225
<b>Total General City</b>	<b>\$156,619</b>	<b>\$149,949</b>	<b>\$145,503</b>	<b>\$162,532</b>	<b>\$130,965</b>	<b>\$155,306</b>	<b>\$900,874</b>
Levy supported GO Borrowing	\$86,256	\$88,343	\$88,492	\$92,085	\$93,103	\$89,898	\$538,177
Grants	43,744	38,586	37,751	49,969	18,462	48,156	236,668
Cash Levy	315	1,000	1,000	1,000	1,000	1,000	5,315
Special Assessment	3,034	3,360	3,550	3,568	3,690	3,542	20,744
Cash Revenues	23,370	25,960	27,710	27,910	26,710	24,710	156,370
<b>Total Revenues for General City</b>	<b>\$156,719</b>	<b>\$157,249</b>	<b>\$158,503</b>	<b>\$174,532</b>	<b>\$142,965</b>	<b>\$167,306</b>	<b>\$957,274</b>
Tax Incremental Districts							
GO Debt repaid by TID Increment	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$25,000	\$150,000
Developer Financed	10,000	12,000	13,000	12,000	12,000	12,000	71,000
<b>Total for Tax Incremental Districts</b>	<b>\$35,000</b>	<b>\$37,000</b>	<b>\$38,000</b>	<b>\$37,000</b>	<b>\$37,000</b>	<b>\$37,000</b>	<b>\$221,000</b>
Water (primarily funded by revenue bonds)	\$43,060	\$47,095	\$47,485	\$43,365	\$46,770	\$48,720	\$276,495
Sewer (primarily funded by revenue bonds)	33,000	39,850	36,850	37,850	38,350	39,350	225,250
<b>Total Capital Improvements</b>	<b>\$267,679</b>	<b>\$273,894</b>	<b>\$267,838</b>	<b>\$280,747</b>	<b>\$253,085</b>	<b>\$280,376</b>	<b>\$1,623,619</b>

### Lines of Credit and Other Liquidity

The City has \$50,000,000 of lines of credit with the Huntington National Bank (a “Line”, or “Lines”). The Lines are secured by the general obligation pledge of the City, permit the City to draw and repay at any time, with interest rates based upon daily simple Secured Overnight Financing Rate (“SOFR”). The Lines may be terminated upon specified events. If a Line's draw period is not extended, or if terminated, the City has 18 months, from the end of the draw period or termination date, to repay the Line (the “Term-out Period”). The Term-out Period gives the City at least six months to refund or payoff the Line before being required levy taxes for the payment of the outstanding amount of the Line. The draw periods on the Lines expire through June 1, 2022 and it is the City’s intention to renew the Lines for various amounts and lengths of time based upon the cash flow needs of the City.

Draw on the Lines may be made at any time for any purpose, including the purposes described in Future Financing above. The primary purpose of the Lines is to provide interim financing for expenditures pending the City’s next long-term financing and short-term cash flow needs. See **Future Financing** above for the amounts currently outstanding on the lines.

### Other Variable Rate Exposure

Other than the Lines of Credit, the City does not have any other form of variable rate debt outstanding. It is anticipated that, over time, when the use of variable rate debt is more advantageous, up to 15-25% of the tax levy supported long-term general obligation debt will be in the form of variable rate debt.

In 2003, the Redevelopment Authority of the City of Milwaukee, on behalf of the Milwaukee Public Schools, issued \$130,850,000 of Taxable Pension Funding Bonds, 2003 Series D in Auction Rate Mode and insured by MBIA. In 2005, the 2003 Series D bonds were converted to Index Bonds (“IB”) whose interest rate is reset monthly to 1-month LIBOR + 25 basis points. The IB bond owners do not have an

option to put the bonds. The 2003 Series D bonds also have interest rate swaps that pays Milwaukee Public Schools 1-month LIBOR + 20 basis points in exchange for a fixed rate of 5.56% paid by Milwaukee Public Schools, effectively converting the IB to a fixed rate with no basis risk.

The City and MPS are monitoring the scheduled discontinuation of 1-month LIBOR in 2023, and anticipate amending the financing documents by 2023 to change to a new index. It is anticipated that the passage of the Adjustable Interest Rate (LIBOR) Act signed into law as part of H.R.2471 on March 15<sup>th</sup>, 2022 will allow for an orderly transition to SOFR.

## REVENUE BONDING

The City has issued revenue bonds for its Water and Sewerage Systems and has issued industrial revenue bonds on behalf of borrowers for eligible projects. Additionally, the Housing Authority of the City (the “*Housing Authority*”), the Redevelopment Authority of the City (the “*Redevelopment Authority*”), the Milwaukee Economic Development Corporation and related entities also have outstanding obligations. Collectively, the programs of the Housing and Redevelopment Authorities and Milwaukee Economic Development Corporation complement the City-financed economic development projects and foster the same development objectives.

Water System Revenue Bonds – In 2016, with the consent of the State, the City publically sold and issued \$10,000,000 of Water System Revenue Bonds on a senior lien basis to loans from the State of Wisconsin Safe Drinking Water Loan Program. Additional senior lien bonds may be issued without the consent of the State. As of April 1, 2022, total outstanding Water System Revenue Bonds was \$7.8 million with a final maturity in 2036.

Beginning in 1998, the City entered into loan agreements under the State of Wisconsin Safe Drinking Water Loan Program. Subsidized loans are available for certain projects, are secured by revenues of the Milwaukee Water Works, and are repayable over a period of 20 years. As of April 1, 2022, the outstanding balance was \$98.0 million.

Sewerage System Revenue Bonds – In 2001, the City created the Sewerage System Revenue Bonds with the issuance of \$29,095,000 of Sewerage System Revenue Bonds, and has periodically issued debt under the Resolution. Additional senior lien bonds may be issued without the consent of the State. As of April 1, 2020, total outstanding Sewerage System Revenue Bonds was \$171.1 million with a final maturity in 2046.

In 2006, the City created the Sewerage System Second Lien Revenue Bonds for the purpose of borrowing from the State of Wisconsin Clean Water Fund Program. Subsidized loans are available for certain projects, are secured by revenues of the Sewerage System, and are repayable over a period of 20 years. As of April 1, 2022, the outstanding balance was \$153.3 million. The City intends to satisfy as much as possible of its Sewerage System capital needs with borrowings under the Program. (See “**Future Financing**”).

Industrial Revenue Bonding Program – The City has established guidelines relating to its Industrial Revenue Bonding Program. These guidelines establish criteria for IRB financing. The guidelines delineate that the primary goals of this program are to create additional tax base, additional jobs, or both. Industrial land, buildings, and machinery and equipment used in the manufacturing process and pollution abatement equipment of new or expanding industries are eligible projects. Since the first IRB issue in 1973, the City has closed over 125 issues amounting to over \$265 million. The City has no responsibility to either secure or redeem IRB debt, and thus neither guarantees nor lends its own credit to these obligations.

*Housing Authority of the City of Milwaukee* – Most of the Housing Authority bonds and notes are secured by a lien on all revenues of the Housing Authority Low Income Housing Program. The Housing Authority has also issued debt for “*stand alone*” projects. The Housing Authority bonds and notes are limited obligations of the Housing Authority and are neither a general obligation of the City nor are they guaranteed by the City. As such, they are not backed by the general credit or taxing powers of the City.

As of December 31, 2021, the Housing Authority had outstanding \$14.6 million of Mortgage Revenue Bonds.

*Redevelopment Authority of the City of Milwaukee* – The Redevelopment Authority is a public body corporate and politic formed in 1958 by action of the Common Council of the City pursuant to the Section 66.1333 (formerly Section 66.431) of the Wisconsin Statutes, as supplemented and amended (“*Redevelopment Authority Act*”).

The Redevelopment Authority has as its purpose the carrying out of blight elimination, slum clearance and urban renewal programs and projects as set forth in the Redevelopment Authority Act, and is authorized under the Redevelopment Authority Act to issue revenue bonds for the financing of such programs and projects, and to enter into revenue agreements to provide revenues for the payment of such revenue bonds.

Since its creation, the Redevelopment Authority has provided for the acquisition and improvement of a variety of industrial, commercial, housing and other revenue producing projects, and, in some instances, has entered into revenue agreements for the financing thereof, pursuant to authorization contained in the Redevelopment Authority Act. In connection with the financing of a number of such projects, the Redevelopment Authority has issued revenue bonds under a number of authorizing resolutions and indentures, each of which contained separate terms and conditions relating to the respective issues of revenue bonds. In each instance, the bonds issued constitute limited obligations of the Redevelopment Authority, and do not constitute an indebtedness of the City or a charge against the City’s general credit or taxing power.

The majority of these issues are supported solely by the revenues of the various projects. While in each instance, the bonds issued constitute limited obligations of the Redevelopment Authority, and do not constitute an indebtedness of the City or a charge against the City’s general credit or taxing power, there are certain issues which involve contingent liabilities of the Redevelopment Authority and/or the City.

As of April 1, 2022, the Redevelopment Authority had outstanding \$287 million in 10 bond issues outstanding for Milwaukee Public Schools, seven secured by leases, and three secured by loan agreements, with the Milwaukee Board of School Directors (“*MBSD*”). These bonds do not constitute general obligations of the City, or of MBSD, and shall not constitute or give rise to a charge against the City’s, or MBSD’s, taxing powers. The loan agreements with MBSD includes a pledge of certain state aid payable to MBSD.

As of April 1, 2022, the Redevelopment Authority had outstanding \$5.9 million in one bond issue outstanding for Port Milwaukee. The bonds are secured by rental payments due under a lease between the City and the Redevelopment Authority. Rental payments under the lease are derived from net revenues of Port Milwaukee. These bonds do not constitute general obligations of the City and shall not constitute or give rise to a charge against the City’s, taxing powers.

The Redevelopment Authority has also issued debt payable from tax increment revenues. (See “**TAX INCREMENT DISTRICT FINANCING**” herein).

Milwaukee Economic Development Corporation – As of December 31, 2021, the Milwaukee Economic Development Corporation, itself, or through related entities, funded loans for 1,355 businesses and projects utilizing \$528 million to leverage a total of \$2.1 billion in investment. 1,850 loans have been enrolled in the Capital Access Program with covered loan amounts totaling \$111 million.

## **TAX INCREMENT DISTRICT FINANCING**

Five issues of the Redevelopment Authority and Housing Authority involving over \$61 million in bonds have financed projects located within tax increment districts (“TID”) of the City. The City has also financed public improvements and provided grants to the Redevelopment Authority for redevelopment purposes within such districts through the issuance of its general obligation bonds. As of December 31, 2022, \$159 million of general obligation debt for TID purposes were outstanding. Under current law, tax increments received by the City have been calculated based upon the assessed valuation and the applicable tax levy in the TID. The applicable tax levy includes the public school tax levy rate for Milwaukee Public Schools.

The Redevelopment Authority of the City has approximately \$74 million of debt secured by tax increment revenues. The debt is owed to developers of projects within the TID, with no recourse to the City in the event that tax increment revenues are insufficient to repay the obligations. Pursuant to 2003 Wisconsin Acts 126, 127, 194 and 231 (enacted in February through April 2004), the allowable life of TIDs created between September 30, 1995 and October 1, 2004 for blight elimination and rehabilitation purposes is 27 years. The maximum lives for TIDs created after September 30, 2004 is 27 years for blighted and rehabilitation TIDs, and 20 years for mixed use TIDs and industrial TIDs, which, for industrial TIDs represents a reduction from 23 years, though the law also makes them eligible for a three year extension under certain circumstances. In any year in which total TID debt service requirements for the ensuing year are greater than total tax increments received, the shortfall is funded by the City’s general property tax levy.

## **FINANCIAL INFORMATION**

### **Budgeting**

Each department and agency prepares its own detailed estimate of needs for the ensuing fiscal year which is filed with the Mayor not later than the second Tuesday in May of each year, at which time the Comptroller submits a statement of anticipated non property tax revenues in accordance with City Charter provisions. Under the City Charter, changes to these non-property tax revenue estimates can be made only by the Comptroller. The Mayor holds hearings on departmental spending requests during July and August at the times and places the Mayor or Common Council by ordinance directs. The Mayor submits a proposed budget to the Common Council on or before September 28<sup>th</sup> of each year. This budget includes the Comptroller’s anticipated non property tax revenues. Subsequent to receipt of the budget by the Common Council, its Committee on Finance and Personnel reviews the Mayor’s proposed expenditure budget. The Mayor and Common Council hold a public hearing on the entire budget no later than the 30<sup>th</sup> day of October. The Common Council subsequently adopts a property tax levy, but cannot change the Comptroller’s anticipated revenues budget. The final budget must be adopted by the 14<sup>th</sup> of November. The City is under no State or local levy limits with respect to General Obligation Debt Service. Under Section 65.06(18), Wisconsin Statutes, the omission from the budget of the payment of interest on or the principal of any bonded debt of the City when due shall not prevent the placing of the same on the tax roll for the levy and the collection of the tax and the payment of the money therefor.



**Adopted Budget – Combined Revenues – 2022**

	<u>General</u>	<u>Special Revenue</u>	<u>Debt Service</u>	<u>Capital Projects</u>	<u>Enterprise</u>	<u>Total</u>
<b>Taxes</b>						
Property Tax – General .....	\$85,038,772		\$85,434,549	\$315,000		\$170,788,321
Provision for Employee Retirement (1).....	129,314,718					129,314,718
Contingent Fund.....	5,000,000					5,000,000
<b>Total Taxes .....</b>	<b>219,353,490</b>	<b>-</b>	<b>\$85,434,549</b>	<b>\$315,000</b>	<b>-</b>	<b>305,103,039</b>
<b>Revenues</b>						
Taxes and PILOT .....						\$18,249,000
	\$18,249,000					
Licenses and Permits.....	16,743,000					16,743,000
Intergovernmental Revenues .....	273,571,000	\$267,330,723				540,901,723
Charges for Service.....	168,146,240					168,146,240
Fines and Forfeitures.....	2,602,000					2,602,000
Miscellaneous Revenues ....	24,299,000	9,000,000				33,299,000
Fringe benefits (2).....	31,897,107					31,897,107
Parking.....	10,000,000		\$3,315,185		\$26,666,348	39,981,533
Water Works .....			2,418,250	\$10,000	99,204,780	101,633,030
Sewer Maintenance Fund ...			2,405,000	1,000,000	69,696,659	73,101,659
Retained Earnings .....					13,821,246	13,821,246
Delinquent Taxes .....			12,746,914			12,746,914
Tax Incremental Districts ...			31,772,142			31,772,142
Other Self Supporting Debt			7,209,778			7,209,778
Cash Flow borrowings .....			116,300,000			116,300,000
Special Assessments .....		13,420,602		3,034,000		16,454,602
Capital Revenue.....				23,370,000		23,370,000
<b>Total Revenues .....</b>	<b>\$545,507,347</b>	<b>\$289,751,325</b>	<b>\$176,167,269</b>	<b>\$27,414,000</b>	<b>\$209,389,033</b>	<b>\$1,248,228,974</b>
<b>Tax Stabilization Fund</b>						
Transfer from Reserves .....	\$4,000,000					\$4,000,000
<b>Sale of Bonds and Notes</b>						
General City.....				\$109,956,000		109,956,000
Enterprise Funds .....				76,350,000		76,350,000
<b>Grand Total.....</b>	<b>\$768,860,837</b>	<b>\$289,751,325</b>	<b>\$261,601,818</b>	<b>\$214,035,000</b>	<b>\$209,389,033</b>	<b>\$1,743,638,013</b>

(1) Includes employer and employee pension contributions and City employers' share of FICA.

(2) For budgeting purposes, Fringe Benefits are used as an offset against expenditures since these costs are budgeted twice, both as a lump sum and as individual departmental expenditures.

## Adopted Budget – Combined Appropriations – 2022

	General	Special Revenue	Debt Service	Capital Projects	Enterprise	Total
<b>Expenditures</b>						
Administration, Dept. of .....	\$14,845,750			\$1,592,000		\$16,437,750
Assessor's Office .....	4,508,937					4,508,937
City Attorney .....	7,522,010					7,522,010
City Treasurer .....	3,796,037					3,796,037
Common Council – Clerk ....	9,476,225					9,476,225
Municipal Court.....	2,919,623			259,000		3,178,623
Comptroller.....	4,559,225					4,559,225
Dept. of City Development ..	4,503,400			36,450,000		40,953,400
Election Commission.....	3,609,350					3,609,350
Emergency Communications, Dept. of.....	9,215,134					9,215,134
Employee Relations, Dept. of.....	4,587,398					4,587,398
Fire and Police Commission	3,305,238			685,000		3,990,238
Fire Department .....	83,151,348			1,830,000		84,981,348
Health Department .....	8,005,882			160,000		8,165,882
Library Board.....	25,205,587			664,000		25,869,587
Mayor's Office.....	1,377,686					1,377,686
Neighborhood Services .....	17,610,157					17,610,157
Police Department.....	280,432,042			7,220,000		287,652,042
Port of Milwaukee .....	6,856,288			2,812,000		9,668,288
DPW–Administration .....	3,067,269					3,067,269
DPW–Infrastructure.....	38,036,199			66,318,000		104,354,199
DPW–Operations.....	84,002,296			10,570,000		94,572,296
Water Works .....			\$2,418,250	43,060,000	\$105,132,491	150,610,741
Sewer Maintenance Fund.....			2,405,000	33,000,000	77,590,194	112,995,194
Special Purpose Accounts....	160,418,916					160,418,916
Pension Funds.....	152,914,670					152,914,670
Debt Service – City.....			129,522,459			129,522,459
Debt Service – Schools .....			7,640,924			7,640,924
Debt Service – Cash Flow....			116,300,000			116,300,000
Contingency.....	5,000,000					5,000,000
Delinquent Tax Fund .....		\$9,000,000				9,000,000
Parking.....			3,315,185	1,300,000	26,666,348	31,281,533
Grant & Aid Fund .....		267,330,723				267,330,723
Special Capital Projects .....				8,115,000		8,115,000
Economic Development.....		13,420,602				13,420,602
Fringe Benefit Offset .....	(170,065,830)					(170,065,830)
<b>Grand Total.....</b>	<b>\$768,860,837</b>	<b>\$289,751,325</b>	<b>\$261,601,818</b>	<b>\$214,035,000</b>	<b>\$209,389,033</b>	<b>\$1,743,638,013</b>

**Budgetary Comparison Schedule – General Fund**  
**For The Years Ending December 31, 2016 Through 2020**  
(Thousands of Dollars)

	2016	2017	2018	2019	2020
<b>Revenues:</b>					
Property Taxes .....	\$ 187,739	\$190,775	\$ 198,951	\$ 204,786	\$ 216,940
Other Taxes .....	3,979	3,795	2,831	3,821	3,508
Licenses and Permits .....	16,767	15,597	17,232	18,502	13,977
Intergovernmental .....	265,190	265,701	268,792	270,575	273,422
Charges for Services.....	118,166	117,873	119,579	125,728	119,608
Fines and Forfeitures.....	3,534	3,356	3,297	2,633	2,008
Other .....	20,000	19,384	26,764	23,971	9,975
<b>Total General Fund Revenues .....</b>	<b>\$ 615,375</b>	<b>\$616,481</b>	<b>\$ 637,446</b>	<b>\$ 650,016</b>	<b>\$ 639,438</b>
Tax Stabilization Fund Withdrawals .....	21,087	27,579	19,000	16,000	10,000
Other Financing Sources and Equity .....					
Transfers (Net) .....	46,788	49,549	59,927	71,380	178,379
<b>Total General Fund Revenues Tax Stabilization Fund Withdrawals and Other Financing Sources .....</b>	<b>\$ 683,250</b>	<b>\$693,609</b>	<b>\$ 716,373</b>	<b>\$ 737,396</b>	<b>\$ 817,817</b>
<b>Expenditures:</b>					
General Government .....	\$ 225,418	\$228,607	\$ 274,345	\$ 275,018	\$ 244,495
Public Safety .....	320,389	314,648	317,095	319,348	304,221
Public Works .....	103,740	100,482	103,588	107,133	96,564
Health .....	10,207	10,245	9,867	11,818	8,561
Culture and Recreation .....	17,296	17,925	18,416	18,078	13,965
Conservation and Development .....	4,429	4,579	4,544	4,506	4,108
<b>Total Expenditures .....</b>	<b>\$ 681,479</b>	<b>\$676,486</b>	<b>\$ 727,855</b>	<b>\$ 735,901</b>	<b>\$ 671,914</b>
Sources Over (Under) Expenditures .....	1,771	17,123	(11,482)	1,495	145,903
Fund Balance - January 1 (excludes reserved for use during the year) .....	106,161	80,353	78,476	50,994	42,489
<b>Fund Balance - December 31 .....</b>	<b>\$ 107,932</b>	<b>\$ 97,476</b>	<b>\$ 66,994</b>	<b>\$ 52,489</b>	<b>\$ 188,392</b>
<b>Fund Balance Components:</b>					
Nonspendable .....	\$ 16,127	\$ 18,401	\$ 19,476	\$ 21,621	\$ 21,206
Restricted .....	0	0	0	0	0
Committed.....	2,266	3,444	3,066	2,949	123,007
Assigned.....	38,802	37,281	26,450	20,580	27,220
Unassigned .....	50,737	38,350	18,002	7,339	16,959
<b>Total Fund Balance .....</b>	<b>\$ 107,932</b>	<b>\$ 97,476</b>	<b>\$ 66,994</b>	<b>\$ 52,489</b>	<b>\$ 188,392</b>
Tax Stabilization Fund (free fund balance)					
Reserved for Next Year's Budget .....	\$ 21,087	\$ 27,579	\$ 19,000	\$ 16,000	\$ 6,500
Reserved for Subsequent Years' Budget .....	\$ 68,095	\$ 50,737	\$ 44,182	\$ 24,327	\$ 16,959

**City of Milwaukee  
Assessed and Equalized Valuations**

	Year 2017 for 2018 Purposes	Year 2018 for 2019 Purposes	Year 2019 for 2020 Purposes	Year 2020 for 2021 Purposes	Year 2021 for 2022 Purposes
<b>Real Property</b>					
Residential .....	\$14,854,223,750	\$15,647,625,900	\$16,098,608,880	\$17,953,629,068	\$18,005,749,090
Industrial (Manufacturing) .....	765,075,100	763,522,500	790,548,200	829,539,400	763,233,500
Mercantile (Commercial) .....	10,496,050,788	11,255,216,460	11,915,465,884	12,426,338,857	12,612,313,606
<b>Total Real Property</b> .....	<u>\$26,115,349,638</u>	<u>\$27,666,364,860</u>	<u>\$28,804,622,964</u>	<u>\$31,209,507,325</u>	<u>\$31,381,296,196</u>
Personal Property .....	<u>822,009,672</u>	<u>682,203,143</u>	<u>685,223,248</u>	<u>721,121,379</u>	<u>664,173,100</u>
<b>Total Assessed Valuations</b> .....	<u><u>\$26,937,359,310</u></u>	<u><u>\$28,348,568,003</u></u>	<u><u>\$29,489,846,212</u></u>	<u><u>\$31,930,628,704</u></u>	<u><u>\$32,045,469,296</u></u>
Equalized Valuation as determined by the State Department of Taxation is the basis used in computing the 7% statutory debt limitation of the City of Milwaukee .....	\$26,903,884,900	\$28,340,400,600	\$29,746,345,900	\$31,475,102,300	\$35,338,274,000
Ratio of Assessed to Equalized Valuation .....	100.12%	100.03%	99.14%	101.45%	90.68%

**City of Milwaukee  
Assessed Tax Rates  
(Per \$1,000 of Assessed Valuation)**

	2018	2019	2020	2021	2022
<b>Unit of Government</b>					
City Government .....	\$10.75	\$10.59	\$10.58	\$10.09	\$10.16
Milwaukee Public Schools .....	10.71	9.44	9.57	10.39	10.19
Milwaukee County .....	5.05	4.90	4.83	4.54	4.73
Milwaukee Area Technical College .....	1.72	1.69	1.66	1.56	1.64
Milwaukee Metropolitan Sewerage District .....	<u>1.26</u>	<u>1.23</u>	<u>1.19</u>	<u>1.13</u>	<u>1.11</u>
Gross Tax Rate Per \$1,000 .....	\$29.49	\$27.85	\$27.83	\$27.71	\$27.83
Less: State Tax Credit .....	<u>(2.19)</u>	<u>(1.97)</u>	<u>(1.76)</u>	<u>(1.55)</u>	<u>(1.56)</u>
<b>Net Tax Rate</b> .....	<u><u>\$27.30</u></u>	<u><u>\$25.88</u></u>	<u><u>\$26.07</u></u>	<u><u>\$26.16</u></u>	<u><u>\$26.27</u></u>

**City of Milwaukee**  
**Property Tax Levies and Collections**  
(\$ Amounts in Thousands)

Budget Year	Taxes Levied for the Fiscal Year			Cumulative Collected in Subsequent Years	
	Levy	Collections	% of Levy	Amount	% Collected
2016	\$312,091	\$302,628	96.97	\$7,968	99.52%
2017	318,867	309,038	96.91	7,735	99.44
2018	325,152	315,977	97.30	8,794	100.00
2019	333,909	325,692	97.54	5,204	99.10
2020	349,409	338,190	97.63	0	96.79

**Collection Procedures**

If no payment of property taxes is received in January, the taxes become delinquent as of February 1st. If the taxes are not paid when due under the 10-month installment plan, they become delinquent for legal purposes on November 15<sup>th</sup>.

A letter is mailed to the taxpayer shortly after February 1st, telling of the delinquency and suggesting partial payments if full payment cannot be made. As directed by Chapter 74 of the Wisconsin Statutes interest at the rate of 1 percent per month is charged from the preceding January 1st. Periodic follow-up letters continue to be mailed.

Taxpayers are given every opportunity to pay their delinquent taxes and satisfactory agreements are arranged to bring this about. If a property owner continues to remain delinquent and the Treasurer’s Office is unable to reach an arrangement by which the owner will pay the taxes, the Treasurer’s Office starts foreclosure proceedings. The City enforces its own delinquent tax collections.

Taxes are foreclosed under Section 75.521 of the Wisconsin Statutes, which permits a legal action to be commenced one year from the date of delinquency. An exception to this provision is that legal action on owner-occupied dwellings may be deferred up to two years if authorized by Common Council action.

**Insurance**

The City has property insurance coverage in the amount of \$1 billion with Travelers, subject to a \$500,000 deductible. The City also maintains insurance for theft, environmental matters, and its role as a wharfinger. The City is self-insured for liability. Under Wisconsin law, the City’s tort liability is limited to \$50,000 in non-automobile cases and \$250,000 in automobile cases. The City follows a policy of requiring contract service providers to provide the City with indemnification and insurance as the City deems appropriate.

**PENSION SYSTEM SUMMARY**

**Employes’ Retirement System**

The Employes’ Retirement System (“ERS”) of the City, established pursuant to Section 36 of the Milwaukee City Charter, provides retirement, disability and survivor benefits to the City and other agency employees and their beneficiaries. Membership in the ERS includes some classes of part-time employees, all full-time employees, and elected officials.

**Active Members by Employee Groups**  
As of December 31, 2020

	Active Members	Covered Compensation
General City .....	3,211	\$180,624,011
Policemen.....	1,734	154,491,917
Firemen .....	697	59,899,059
Water Department.....	343	19,656,370
<b>Total for City of Milwaukee</b>	<b>5,642</b>	<b>\$395,014,987</b>
School Board.....	4,081	\$135,586,894
Milwaukee Sewerage District ...	228	20,751,958
Housing Authority.....	123	7,774,310
Wisconsin Center District .....	87	4,157,794
Veolia.....	15	1,243,920
<b>Grand Total.....</b>	<b>10,176</b>	<b>\$564,529,865</b>

**Benefit Recipients**  
As of December 31, 2020

Class	Vested	Non-Vested	Inactive	Retired
General & Elected....	5,302	2,833		9,695
Policeman .....	1,399	336		2,539
Firemen.....	540	157		1,402
Certain pre-1996 .....				11
<b>Total.....</b>	<b>7,241</b>	<b>3,326</b>	<b>4,984</b>	<b>13,647</b>

*Source: Tables 19 and 1 of the Actuarial Valuation Report as of January 1, 2021.*

The primary benefit of the ERS is a defined benefit plan with eligible employees earning a Retirement Allowance for each year of service. Funding for the ERS is derived from Member and actuarially required employer contributions. Current Retirement Allowance accrual rates and Member contributions to the system (expressed as a percentage of compensation) are as follows:

**Basic Benefit Accrual Rates and Member Contributions**

Class	Retirement Allowance	Maximum Allowance	Member Contribution
General and Mayor hired prior to 1/1/2014 .....	2.0%	70%	5.5%
General hired after 12/31/2013 .....	1.6%	70%	4.0%
Other Elected Officials enrolled prior to 1/1/2014..	2.5%	70%	7.0%
Elected Officials first enrolled after 12/31/2013.....	2.0%	70%	4.0%
Police .....	2.5%	90%	7.0%
Firefighters.....	2.5%	90%	7.0%

**Schedule of Funding Progress**  
(\$ amounts in thousands)

Valuation As of Dec 31	Actuarial Value of Assets	Actuarial Accrued Liability (AAL)	Unfunded AAL (UAAL)	Funded Ratio	Covered Payroll	UAAL as a Percentage of Covered Payroll
2020	\$5,440,867	\$6,745,299	\$1,304,432	80.7%	\$586,369	222.5%
2019	5,285,205	6,597,457	1,312,252	80.1	596,386	220.0
2018*	5,219,184	6,400,901	1,181,717	81.5	581,663	203.2
2017**	5,233,486	5,819,762	586,276	89.9	577,118	101.6
2016	5,055,700	5,259,300	203,600	96.1	583,950	34.9
2015	4,899,155	5,064,141	165,986	96.3	535,802	31.0
2014	4,797,437	4,935,482	138,045	97.2	529,939	26.0
2013	4,580,729	4,831,689	250,960	94.8	521,651	48.1
2012	4,259,889	4,689,814	429,925	90.8	523,738	81.1

\* Assumptions and methods were updated based on the recommendations of a new actuary. This increased the actuarial accrued liability by \$449.6 million.

\*\* Assumptions and methods were updated according to an experience study completed in 2017. This increased the actuarial accrued liability by \$296.5 million.

Source: Tables 15 of the Actuarial Valuation Report as of January 1, 2021.

The increases in UAAL are anticipated to require significant increases in annual contributions. Actual results less than the assumed rate, and additional changes to assumptions and methods are also possible, which may further increase the UAAL. The City is exploring various options to fund the UAAL. The City has a 5-year Stable Contribution Policy that adjusts required actuarially determined employer contributions every 5 years. The current period is 2018-2022. Assuming no changes to the assumptions, it is estimated that the current UAAL will require an increase in contributions by the City from the current \$72 million per year to \$135 million per year for the next 5-year period beginning in 2023. [The City has deposited [\$80] million into a pension reserve fund in order to help address the increased contributions.]

For more information about the ERS, details on plan benefits, and for copies of their financial and actuarial reports, see <http://www.cmers.com>. The Employee's Retirement System Actuarial Valuation Report as of January 1, 2021 is available from EMMA and is hereby incorporated by reference. (See "CONTINUING DISCLOSURE" herein).

### **Policemen's Annuity and Benefit Fund**

The City also administers the Policemen's Annuity and Benefit Fund ("PABF"). The PABF has no assets and is funded on a pay-as-you-go basis by the City. Membership is limited to surviving beneficiaries of Police Department employees whose service commenced prior to July 29, 1947. The unfunded accrued actuarial liability for the PABF is under \$1 million.

### **Other Post-Employment Benefits**

The City provides other post-employment benefits ("OPEB") to its retirees for health and life insurance. A single-employer defined benefit healthcare plan and life insurance plan are sponsored by the City and administered by ERS. The City provides medical insurance benefits for substantially all retirees. Retiree coverage begins at age 55 with at least 15 years of service for General City employees, at any age with at least 25 years of service for Police employees, and at age 49 with at least 22 years of service for Fire employees. In addition, the City allows employees to continue life insurance coverage under the Group Life Insurance Plan offered to active employees.

Until age 65, for retirees with at least 15 years of creditable service, the majority of the cost of the health benefit plan is paid by the City. After attaining the age of 65, and having completed a minimum of

15 years of creditable service, the City pays 25% of the base rate of the City's Basic Plan and 100% of the major medical rate.

Eligible retirees are able to continue coverage under the City's Group Life Insurance Plan, and pay the same rate as active employees. The rates established are group rates applied consistently to all employees, without regard to age or health. Upon reaching age 65, their coverage will be reduced in accordance with a reduction schedule, with the City assuming all future premiums.

The required contribution for medical and life insurance for retirees is based upon pay-as-you-go financing. Medical benefits provided through the basic health care plan are self-insured. For 2020, the City paid approximately \$32.5 million and \$3.9 million, respectively, towards medical and life insurance for retirees.

The actuarial cost of health benefits and life insurance for retirees exceeds the average amount paid by retirees, therefore, the additional cost is paid by the City and is the basis for the OPEB obligation. In 2018, the City implemented GASB 75, which requires recording the entire net OPEB liability. The implementation of GASB 75 caused a total increase to the 2017 OPEB amount of \$755.1 million.

### Schedule of Changes in Total OPEB Liability

(\$ amounts in thousands)

Total OPEB Liability	
Service cost	\$ 57,741
Interest	39,933
Differences between expected and actual experience	(5,316)
Changes of assumptions*	190,275
Benefit payments	(36,445)
	246,188
Increase in net change in total OPEB Liability	246,188
Total OPEB Liability – beginning of year (restated)	1,444,167
	\$1,690,355
Total OPEB Liability – end of year	

\*Includes change in the Discount Rate to 2.00% from 2.75%  
Source: City's 2020 Annual Comprehensive Financial Report.

### Annual Cost and Net OPEB Liability

(\$ amounts in thousands)

Year Ended Dec. 31	Annual OPEB Cost	Percentage of Annual OPEB Cost Contributed	Net OPEB Obligation
2020	\$145,270	39.7%	\$1,690,355
2019	107,412	38.0	1,444,166
2018	80,742	44.5	1,212,927
2017	84,172	40.5	473,309
2016	81,231	39.2	423,258
2015	77,566	37.3	373,866
2014	74,790	49.9	325,503
2013	71,489	52.5	287,460
2012	76,156	46.6	253,523

\* In 2018, the City implemented GASB 75, which requires recording the entire net OPEB liability.  
Source: City's 2020 and prior years Annual Comprehensive Financial Reports.



**Schedule of Funding Progress**  
(\$ amounts in thousands)

Valuation As of Jan. 1	Actuarial Value of Assets	Actuarial Accrued Liability (AAL)	Unfunded AAL (UAAL)	Funded Ratio	Covered Payroll	UAAL as a Percentage of Covered Payroll
2020	\$0	\$1,690,355	\$1,690,355	0.0%	\$388,040	436%
2019	0	1,444,166	1,444,166	0.0	375,432	385
2018	0	1,212,927	1,212,927	0.0	422,509	287
2017	0	1,061,772	1,061,772	0.0	409,521	260
2016	0	1,020,383	1,020,383	0.0	377,788	270
2015	0	975,696	975,696	0.0	366,785	266
2014	0	928,496	928,496	0.0	381,100	227
2013	0	888,983	888,983	0.0	382,795	218
2012	0	946,857	946,857	0.0	409,572	231

Source: City's 2020 and prior years Annual Comprehensive Financial Reports.

Actuarial Assumptions and Methods for the most recent valuation include:

The retiree healthcare valuation was based on the entry age normal cost method. Since the City operates a pay-as-you-go plan, the OPEB liability is calculated using discount rates based on Fidelity's "20-Year Municipal GO AA Index" as of each measurement date under GASB 75. The discount rate used for the December 31, 2020 valuation was 2.00%. The healthcare cost trends rate is 8.0% initially, and reduced by decrements to the ultimate rate of 4.5% after 7 years. The actuarial assumption for wage inflation is 2.5% for general employees and 4.0% for public safety employees.

## LEGAL MATTERS

### Litigation Statement

The City, its boards, officers and employees, have been defendants in numerous lawsuits over the years. Experience has shown that a relatively small number of suits commenced are reduced to judgment. The City does not carry a blanket policy of insurance against tort liability. In addition, Section 893.80 of the Wisconsin Statutes limits the amount recoverable against a political corporation, its officers, officials or employees for acts done in their official capacity to \$50,000 in tort liability for non-automobile cases and \$250,000 in automobile cases.

The City Attorney's office has reviewed the status of pending or threatened litigation, claims and assessments to which the office has devoted substantive attention in the form of legal consultation or representation and which individually represent maximum potential loss exposure in excess of \$1 million, existing on April 1, 2022.

***Daryl Holloway v. City of Milwaukee, et al.*** This civil rights action arose from the allegedly wrongful conviction of the plaintiff for sexual assault. The plaintiff claims that the officers fabricated evidence and committed other misconduct resulting in the conviction and 23 years of incarceration. Certain of the defendant officers have passed away, and there are legal challenges as to whether the plaintiff can even sue such individuals. The City filed a motion for summary judgment on all claims, which was decided in the City's favor at the District Court level. Plaintiff has appealed to the 7th Circuit Court of Appeals, where the matter is currently pending.

***Cameron Murdoch v. City of Milwaukee.*** Plaintiff alleges that during the George Floyd protests he was subjected to an unlawful arrest, excessive force, defamation, and a Monell claim. Plaintiff claims he was standing next to his bike when an officer approached him and tackled him to the ground, where another officer then used his knee to issue strikes against his body.

***JerPaul Spencer v. Vagnini et al.*** This case involves a claim against four officers accused of illegally stopping and strip searching Plaintiff on three separate occasions, one of which resulted in Plaintiff being taken to the hospital and subjected to forced treatment to pump his stomach. Plaintiff was then arrested and detained even after no drugs were found in his system. This matter will be rescheduled for trial soon.

***Sam Hadaway v. City of Milwaukee, et al.*** This civil rights lawsuit arose out of a homicide investigation in 1995. The investigation included statements from the plaintiff who implicated another individual, Chaunte Ott, as the perpetrator. Decades later, Ott was excluded by DNA as having physical contact with the victim, while another individual connected to other homicides was connected to the victim through DNA testing. In this lawsuit, Hadaway claims that the officers coerced him into a confession. Hadaway served seven years in prison as a result of a plea agreement based on the now-repudiated confession. Discovery in this suit is in the early stages. The City is contesting the claim.

***Ladarius Marshall*** has filed a notice of claim asserting potential claims in state law and § 1983 in relation to wrongful conviction. Mr. Marshall spent 12 years in prison until he was ultimately released from custody by a federal judge on a motion for habeas relief. Mr. Marshall has demanded \$12,000,000 in his notice of claim. The investigation into the claim is ongoing and there is insufficient information at this time to fully or accurately assess the merit of the claim.

***Joel Acevedo's*** parents have filed a notice of claim under various legal theories, principally § 1983, for their interests in the actions of an off duty Milwaukee Police Officer who has a criminal charge pending against him for homicide in relation to the death of Mr. Acevedo in his home. The parents have demanded \$10,000,000 in their notice of claim. The investigation into the claim is ongoing and there is insufficient information at this time to fully or accurately assess the merit of the claim.

***Jeffery Hadrian, et al. v. Alfonso Morales, et al.*** This is a sec. 1983 due process violation cause of action. In 2019, seven police services specialist investigators, a civilian position typically filled by retired police officers, were summarily dismissed by former Chief Morales without notice and opportunity to file a written response as required by standard operating procedures. The civil rights violation is certain, the only issue is a calculation of damages, which would include back pay, front pay, and potential punitive damages. Plaintiff has calculated the back and front pay alone to be \$1,600,000. The matter is in discovery and in the midst of a referral to mediation.

***Karl H. Kraai v. City of Milwaukee.*** This is a Fair Labor Standards Act claim for underpayment of overtime for 835 firefighters over the course of three years by miscalculation of their regular rate by failing to include certain pay enhancers. Liability is established, the only issue is the calculation of damages. The wage claim, which is subject to liquidated damages, calculated by plaintiff's counsel at approximately \$1,000,000, and growing, plus attorney's fees at no less than \$500,000, for a total current approximate liability of \$1.5 million. The parties have concluded discovery, and unsuccessfully concluded mediation; however, counsel have been in ongoing informal discussions that may result in an agreement.

***Section 74.37 Litigation.*** Various lawsuits are pending against the City for property tax refunds under Section 74.37 of the Wisconsin Statutes. As the tax collector, the City would pay any refund owed, and recover approximately 2/3 of the payment from overlapping jurisdictions.

- *Citgo Petroleum Corp. and U.S. Venture v. City of Milwaukee.* This excessive assessment

action involves the 2015-2019 assessments of oil terminal property. The cases of the two plaintiffs were consolidated. Citgo and U.S. Venture have requested refunds totaling \$5,892,840.00 plus interest. Subsequently, they filed 2020 claims, requesting additional refunds of \$1,150,723.30. Total claim amount of approximately \$7,043,563.

## **LEGAL OPINIONS**

The legal opinions of Katten Muchin Rosenman LLP, Chicago, Illinois, and Hurtado Zimmerman SC, Wauwatosa, Wisconsin, Bond Counsel to the City, will be delivered to the purchasers of the Offered Obligations. Drafts of the legal opinions for the Offered Obligations are included herein as *Appendix B*.

## **RATINGS**

The City has requested ratings on the Offered Obligations from Fitch Ratings and S&P Global Ratings.

Fitch Ratings has assigned a rating of “\_\_\_” (\_\_\_\_ Outlook) on the Offered Obligations. S&P Global Ratings has assigned a rating of “\_\_\_” (\_\_\_\_ Outlook) on the Offered Obligations.

The ratings, when issued, reflect only the views of the respective ratings agencies, and an explanation of the significance of such rating may be obtained therefrom. There is no assurance that the ratings will remain in effect for any given period of time or that they will not be revised, either upward or downward, or withdrawn entirely, by the respective agencies, if, in their judgment, circumstances so warrant. A revision or withdrawal of the credit rating could have an effect on the market price of the Offered Obligations.

## **TAX MATTERS**

### **TAX-EXEMPT OBLIGATIONS**

#### **Summary of Bond Counsel Opinion in connection with the Tax-Exempt Obligations**

Bond Counsel are of the opinion that, under existing law, interest on the Tax-Exempt Obligations is not includable in the gross income of the owners thereof for federal income tax purposes. If there is continuing compliance with the applicable requirements of the Internal Revenue Code of 1986, as amended (the “Code”), Bond Counsel are of the opinion that interest on the Tax-Exempt Obligations will continue to be excluded from the gross income of the owners thereof for federal income tax purposes. Bond Counsel are further of the opinion that interest on the Tax-Exempt Obligations is not an item of tax preference for purposes of computing alternative minimum taxable income. Interest on the Tax-Exempt Obligations is not exempt from Wisconsin income taxes.

The Code contains certain requirements that must be satisfied from and after the date of issuance of the Tax-Exempt Obligations in order to preserve the exclusion from gross income for federal income tax purposes of interest on the Tax-Exempt Obligations. These requirements relate to the use and investment of the proceeds of the Tax-Exempt Obligations, the payment of certain amounts to the United States, the security and source of payment of the Tax-Exempt Obligations and the use of the property financed with the proceeds of the Tax-Exempt Obligations.

## **Tax-Exempt Obligations Purchased at a Premium or at a Discount**

The difference (if any) between the initial price at which a substantial amount of each maturity of the Tax-Exempt Obligations is sold to the public (the “*Offering Price*”) and the principal amount payable at maturity of such Tax-Exempt Obligations is given special treatment for federal income tax purposes. If the Offering Price is higher than the maturity value of a Tax-Exempt Obligation, the difference between the two is known as “*bond premium*;” if the Offering Price is lower than the maturity value of a Tax-Exempt Obligation, the difference between the two is known as “*original issue discount*.”

Bond premium and original issue discount are amortized over the term of a Tax-Exempt Obligation on the basis of the owner's yield from the date of purchase to the date of maturity, compounded at the end of each accrual period of one year or less with straight line interpolation between compounding dates, as provided more specifically in the Income Tax Regulations. The amount of bond premium accruing during each period is treated as a reduction in the amount of tax-exempt interest earned during such period. The amount of original issue discount accruing during each period is treated as interest that is excludable from the gross income of the owner of such Tax-Exempt Obligations for federal income tax purposes, to the same extent and with the same limitations as current interest.

Owners who purchase Tax-Exempt Obligations at a price other than the Offering Price after the termination of the initial public offering or at a market discount should consult their tax advisors with respect to the tax consequences of their ownership of the Tax-Exempt Obligations. In addition, owners of Tax-Exempt Obligations should consult their tax advisors with respect to the state and local tax consequences of owning the Tax-Exempt Obligations; under the applicable provisions of state or local income tax law, bond premium and original issue discount may give rise to taxable income at different times and in different amounts than they do for federal income tax purposes.

## **Exclusion from Gross Income: Requirements**

The Code sets forth certain requirements that must be satisfied on a continuing basis in order to preserve the exclusion from gross income for federal income tax purposes of interest on the Tax-Exempt Obligations. Among these requirements are the following:

***Limitations on Private Use.*** The Code includes limitations on the amount of proceeds of the Tax-Exempt Obligations that may be used in the trade or business of, or used to make or finance loans to, persons other than governmental units.

***Investment Restrictions.*** Except during certain “*temporary periods*,” proceeds of the Tax-Exempt Obligations and investment earnings thereon (other than amounts held in a reasonably required reserve or replacement fund, if any, or as part of a “*minor portion*”) may generally not be invested in investments having a yield that is “*materially higher*” (1/8 of one percent) than the yield on the Tax-Exempt Obligations.

***Rebate of Arbitrage Profit.*** Unless the City qualifies for an exemption, earnings from the investment of the “*gross proceeds*” of the Tax-Exempt Obligations in excess of the earnings that would have been realized if such investments had been made at a yield equal to the yield on the Tax-Exempt Obligations are required to be paid to the United States at periodic intervals. For this purpose, the term “*gross proceeds*” includes the original proceeds of the Tax-Exempt Obligations, amounts received as a result of investing such proceeds and amounts to be used to pay debt service on the Tax-Exempt Obligations.

## **Covenants to Comply**

The City has covenanted to comply with the requirements of the Code relating to the exclusion from gross income for federal income tax purposes of interest on the Tax-Exempt Obligations.

## **Risks of Non-Compliance**

In the event that the City fails to comply with the requirements of the Code, interest on the Tax-Exempt Obligations may become includable in the gross income of the owners thereof for federal income tax purposes retroactively to the date of issue. In such event, the City's agreements with the owners of the Tax-Exempt Obligations require neither acceleration of payment of principal of, or interest on, the Tax-Exempt Obligations, nor payment of any additional interest or penalties to the owners of the Tax-Exempt Obligations.

## **Federal Income Tax Consequences in connection with the Tax-Exempt Obligations**

Pursuant to Section 103 of the Code, interest on the Tax-Exempt Obligations is not includable in the gross income of the owners thereof for federal income tax purposes. However, the Code contains a number of other provisions relating to the treatment of interest on the Tax-Exempt Obligations that may affect the taxation of certain types of owners, depending on their particular tax situations. Some of the potentially applicable federal income tax provisions are described in general terms below. **PROSPECTIVE PURCHASERS SHOULD CONSULT THEIR TAX ADVISORS CONCERNING THE PARTICULAR FEDERAL INCOME TAX CONSEQUENCES OF THEIR OWNERSHIP OF THE TAX-EXEMPT OBLIGATIONS.**

***Cost of Carry.*** Owners of the Tax-Exempt Obligations will generally be denied a deduction for otherwise deductible interest on any debt which is treated for federal income tax purposes as incurred or continued to purchase or carry the Tax-Exempt Obligations. As discussed below, special allocation rules apply to financial institutions.

***Corporate Owners.*** Interest on the Tax Exempt Obligations is taken into account in computing earnings and profits of a corporation and consequently may be subject to federal income taxes based thereon. Thus, for example, interest on the Tax Exempt Obligations is taken into account in computing the branch profits tax imposed on certain foreign corporations, the passive investment income tax imposed on certain S corporations, and the accumulated earnings tax.

***Individual Owners.*** Receipt of interest on the Tax-Exempt Obligations may increase the amount of social security and railroad retirement benefits included in the gross income of the recipients thereof for federal income tax purposes.

***Certain Blue Cross or Blue Shield Organizations.*** Receipt of interest on the Tax-Exempt Obligations may reduce a special deduction otherwise available to certain Blue Cross or Blue Shield organizations.

***Property or Casualty Insurance Companies.*** Receipt of interest on the Tax-Exempt Obligations may reduce otherwise deductible underwriting losses of a property or casualty insurance company.

***Financial Institutions.*** Financial institutions may be denied a deduction for their otherwise allowable interest expense in an amount determined by reference, in part, to their adjusted basis in the Tax-Exempt Obligations.

***Foreign Personal Holding Company Income.*** A United States shareholder of a foreign personal holding company may realize taxable income to the extent that interest on the Tax-Exempt Obligations held by such a company is properly allocable to the shareholder.

The opinions of Bond Counsel and the descriptions of the tax law contained in this Official Statement are based on statutes, judicial decisions, regulations, rulings and other official interpretations of law in existence on the date the Tax-Exempt Obligations are issued. There can be no assurance that such law or the interpretation thereof will not be changed or that new provisions of law will not be enacted or promulgated at any time while the Tax-Exempt Obligations are outstanding in a manner that would adversely affect the value or the tax treatment of ownership of the Tax-Exempt Obligations.

## TAXABLE OBLIGATIONS

The following is a summary of the principal United States federal income tax consequences of ownership of the Taxable Obligations. This summary deals only with the Taxable Obligations held as capital assets by initial purchasers, and not with special classes of holders, such as dealers in securities or currencies, banks, tax-exempt organizations, life insurance companies, persons that hold the Taxable Obligations as a hedge or as hedged against currency risks or that are part of a straddle or conversion transaction, or persons whose functional currency is not the United States dollar.

The Code contains a number of provisions relating to the taxation of the Taxable Obligations (including but not limited to the treatment of and accounting for interest, premium, and market discount thereon, gain from the disposition thereof and withholding tax on income therefrom) that may affect the taxation of certain owners, depending on their particular tax situations. Prospective purchasers of the Taxable Obligations should consult their own tax advisors concerning the consequences, in their particular circumstances, under the Code and the laws of any other taxing jurisdiction, of ownership of the Taxable Obligations.

### United States Federal Income Tax Considerations for United States Holders

*Payments of Interest to United States Holders.* Interest on the Taxable Obligations will be taxable to a United States Holder (as defined below) as ordinary income at the time it is received or accrued, depending on the holder's method of accounting for tax purposes in accordance with generally applicable principles.

The term "*United States Holder*" refers to a beneficial owner of a Taxable Obligation for United States federal income tax law purposes and that is:

- a citizen or resident of the United States;
- a corporation or partnership which is created or organized in or under the laws of the United States or of any political subdivision thereof;
- an estate the income of which is subject to United States federal income taxation regardless of its source; or
- a trust if (1) a court within the United States is able to exercise primary supervision over the administration of the trust and one or more United States persons have the authority to control all substantial decisions of the trust or (2) the trust was in existence on August 10, 1996 and properly elected to continue to be treated as a United States person.

The term “*Non-U.S. Holder*” refers to any beneficial owner of a Taxable Obligation who or which is not a United States Holder.

*Sale and Retirement of the Taxable Obligations.* United States Holders of any Taxable Obligations must recognize any gain or loss on the sale, redemption, retirement or other disposition of their Taxable Obligations. The gain or loss is measured by the difference between the amount realized on the disposition of a Taxable Obligation and the United States Holder’s adjusted tax basis in the Taxable Obligation. Such gain or loss is capital gain or loss, except to the extent of accrued market discount not previously included in income, and is long term capital gain or loss if at the time of disposition such Taxable Obligation has been held for more than one year.

*Unearned Income Medicare Contribution Tax.* A 3.8% Medicare contribution tax is imposed on the “net investment income” of certain United States individuals and on the undistributed “net investment income” of certain estates and trusts. Among other items, “net investment income” generally includes interest and certain net gain from the disposition of property (such as the Taxable Obligations), less certain deductions.

#### United States Federal Income Tax Considerations for Non-U.S. Holders

*Withholding Tax on Payments of Principal and Interest on Taxable Obligations.* Generally, subject to the discussion of FATCA below, payments of principal and interest on a Taxable Obligation will not be subject to United States federal withholding tax, provided that in the case of an interest payment:

- the beneficial owner of the Taxable Obligation is not a bank to which the Taxable Obligations constitute an extension of credit made pursuant to a loan agreement entered into in the ordinary course of its trade or business; and
- either (A) the beneficial owner of the Taxable Obligation certifies to the applicable payor or its agent, under penalties of perjury on an IRS Form W-8BEN (or a suitable substitute form), that such owner is not a United States person and provides such owner’s name and address or (B) a securities clearing organization, bank or other financial institution, that holds customers’ securities in the ordinary course of its trade or business (a “financial institution”) and holds the Taxable Obligation, certifies under penalties of perjury that such an IRS Form W-8BEN (or suitable substitute form) has been received from the beneficial owner by it or by a financial institution between it and the beneficial owner and furnishes the payor with a copy thereof.

Except to the extent otherwise provided under an applicable tax treaty, a beneficial owner of a Taxable Obligation generally will be taxed in the same manner as a United States Holder with respect to interest and original issue discount payments on a Taxable Obligation if such interest and original issue discount is effectively connected with such owner’s conduct of a trade or business in the United States. Effectively connected interest received by a corporate Non-U.S. Holder may also, under certain circumstances, be subject to an additional “branch profits tax” at a 30% rate (or, if applicable, a lower treaty rate), subject to certain adjustments. Such effectively connected interest will not be subject to withholding tax if the holder delivers an IRS Form W-8ECI to the payor.

*Gain on Disposition of the Taxable Obligations.* A beneficial owner of a Taxable Obligation generally will not be subject to United States federal income tax on gain realized on the sale, exchange or redemption of a Taxable Obligation unless:

- such owner is an individual present in the United States for 183 days or more in the year of such sale, exchange or redemption and either (A) such owner has a “tax home” in the

United States and certain other requirements are met, or (B) the gain from the disposition is attributable to such owner's office or other fixed place of business in the United States; or

- the gain is effectively connected with such owner's conduct of a trade or business in the United States.

*Taxation of Payments under FATCA to Foreign Financial Institutions and Certain Other Non-U.S. Holders that are Foreign Entities.* A 30% withholding tax generally will apply to payments of interest on, and after December 31, 2016, on gross proceeds from the disposition of, the Taxable Obligations that are made to Non-U.S. Holders that are financial institutions and certain non-financial entities. Such withholding tax, imposed under sections 1471 through 1474 of the Code, or FATCA, generally will not apply where such payments are made to (i) a Non-U.S. Holder that is a financial institution that enters into an agreement with the IRS to, among other requirements, undertake to identify accounts held by certain United States persons or U.S.-owned foreign entities, report annually certain information about such accounts and withhold tax as may be required by such agreement (or otherwise complies with an applicable intergovernmental agreement with respect to FATCA), or (ii) a Non-U.S. Holder that is a non-financial entity that certifies it does not have any substantial United States owners or furnishes identifying information regarding each substantial United States owner. A Non-U.S. Holder generally will be required to provide information with respect to its status for FATCA purposes, generally on the appropriate IRS Form W-8 or any successor form, to avoid withholding taxes under FATCA. Prospective investors should consult their own tax advisors regarding the application and requirements of these information reporting and withholding provisions under FATCA.

*U.S. Federal Estate Tax.* A Taxable Obligation held by an individual who at the time of death is not a citizen or resident of the United States (as specially defined for United States federal estate tax purposes) is not subject to United States federal estate tax if at the time of the individual's death, payments with respect to such Taxable Obligation are not effectively connected with the conduct by such individual of a trade or business in the United States.

#### Backup Withholding and Information Reporting

*United States Holders.* Information reporting applies to payments of interest on the Taxable Obligations, or the proceeds of the sale or other disposition of the Taxable Obligations with respect to certain non-corporate United States holders, and backup withholding may apply unless the recipient of such payment supplies a taxpayer identification number, certified under penalties of perjury, as well as certain other information or otherwise establishes an exemption from backup withholding. Any amounts withheld under the backup withholding rules may be allowed as a refund or a credit against that holder's United States federal income tax liability provided the required information is furnished to the IRS.

*Non-U.S. Holders.* Backup withholding and information reporting on Form 1099 does not apply to payments of principal and interest on the Taxable Obligations to a Non-U.S. Holder provided the Non-U.S. Holder provides the certification described above under "United States Federal Income Tax Considerations for Non-U.S. Holders-Withholding Tax on Payments of Principal and Interest on Taxable Obligations" or otherwise establishes an exemption (provided that neither the City nor its agent has actual knowledge that the holder is a United States person or that the conditions of any other exemptions are not in fact satisfied). Interest payments made to a Non-U.S. Holder may, however, be reported to the IRS and to such Non-U.S. Holder on Form 1042-S.

Information reporting and backup withholding generally do not apply to a payment of the proceeds of a sale of Taxable Obligations effected outside the United States by a foreign office of a foreign broker. However, information reporting requirements (but not backup withholding) will apply to a payment of the



proceeds of a sale of Taxable Obligations effected outside the United States by a foreign office of a broker if the broker (i) is a United States person, (ii) derives 50 percent or more of its gross income for certain periods from the conduct of a trade or business in the United States, (iii) is a “controlled foreign corporation” as to the United States, or (iv) is a foreign partnership that, at any time during its taxable year is 50 percent or more (by income or capital interest) owned by United States persons or is engaged in the conduct of a United States trade or business, unless in any such case the broker has documentary evidence in its records that the holder is a Non-U.S. Holder (and such broker has no actual knowledge to the contrary) and certain conditions are met, or the holder otherwise establishes an exemption. Payment by a United States office of a broker of the proceeds of a sale of Taxable Obligations will be subject to both backup withholding and information reporting unless the holder certifies its non-United States status under penalties of perjury or otherwise establishes an exemption.

Any amounts withheld under the backup withholding rules may be allowed as a refund or a credit against that holder’s United States federal income tax liability provided the required information is furnished to the IRS.

## **STATE TAX MATTERS**

Interest on the Offered Obligations is not exempt from State of Wisconsin income tax or franchise tax.

## **NO DESIGNATION AS QUALIFIED TAX-EXEMPT OBLIGATIONS**

The City will not designate the Offered Obligations as “*qualified tax-exempt obligations*” for purposes of Section 265 (b)(3) of the Code.

## **CONTINUING DISCLOSURE**

In order to assist the Underwriters in complying with SEC Rule 15c2-12 promulgated by the Securities and Exchange Commission (the “*Commission*”), pursuant to the Securities Exchange Act of 1934 (the “*Rule*”), the City shall covenant pursuant to a Resolution adopted by the Governing Body to enter into an undertaking (the “*Undertaking*”) for the benefit of holders including beneficial holders of the Offered Obligations to provide certain financial information and operating data relating to the City annually to a central repository designated by the Commission, currently the Municipal Securities Rulemaking Board (the “*MSRB*”), and to provide notices of the occurrence of certain events enumerated in the Rule electronically or in the manner otherwise prescribed by the MSRB to the MSRB. The MSRB has designated its Electronic Municipal Market Access (“*EMMA*”) system as the system to be used for continuing disclosures to investors. The details and terms of the Undertaking, as well as the information to be contained in the annual report or the notices of reportable events, are set forth in the Continuing Disclosure Certificate to be executed and delivered by the City at the time the Offered Obligations are delivered. Such Certificate will be in substantially the form attached hereto as *Appendix C*. The City intends to fully comply with the Undertaking relating to the Offered Obligations.

On February 1, 2019, the City updated the Continuing Disclosure Certificate to include the two new enumerated events required by the Commission for agreements entering into after February 26, 2019. The City has revised its policies and procedures to recognize the two new enumerated events and is able to comply with the updated Undertaking going forward.

A failure by the City to comply with the Undertaking will not constitute an event of default on the Offered Obligations (although holders will have the right to obtain specific performance of the obligations under the Undertaking). Nevertheless, such a failure must be reported in accordance with the Rule and must be considered by any broker, dealer or municipal securities dealer before recommending the purchase or sale of the Offered Obligations in the secondary market. Consequently, such a failure may adversely affect the transferability and liquidity of the Offered Obligations and their market price.

Prior to August of 2003 the City entered into continuing disclosure undertakings (the “*Pre-2003 Undertakings*”) which contained a six-month filing requirement for Annual Financial Information. Due to the complexity and size of the City’s operations, through June 30, 2017, the City failed to strictly comply with the 6-month time period for filing its Annual Financial Information and updating certain information on the sewerage system that does not significantly change from year to year. The last issue with a Pre-2003 Undertaking matured on June 15, 2019.

The City has endeavored to report rating changes which would impact any of its outstanding debt due to bond insurer downgrades. However, since the Nationally Recognized Statistical Rating Organizations (“NRSRO”) and bond insurers do not notify the City of any such rating changes, no assurance can be provided that notices of all rating changes were reported.

The City has contracted with Lumesis to utilize its DIVER Issuer Disclosure Management service to verify the City’s compliance with its Undertakings and proper filing of the notices. DIVER provides the City with a semi-annual analysis of disclosure filings made by the City compared to the City’s disclosure obligations.

## **FINANCIAL ADVISOR**

PFM Financial Advisors LLC has been retained as Financial Advisor to the City in connection with the issuance of the Offered Obligations.

## **UNDERWRITING**

The Offered Obligations were purchased at competitive bidding conducted on \_\_\_\_\_, 2022.

The award of the N3 Notes and B4 Bonds was made to \_\_\_\_\_, its co-managers and associates.

The award of the T5 Notes and T6 Bonds was made to \_\_\_\_\_, its co-managers and associates.

The public reoffering yields of the Offered Obligations will be detailed on the inside front cover of the Final Official Statement.

## **CLOSING DOCUMENTS AND CERTIFICATES**

Simultaneously with the delivery of and payment for the Offered Obligations by the Underwriters thereof, the City will furnish to the Underwriters the following closing documents, in form satisfactory to Bond Counsel:

- (1) signature and no litigation certificates;

- (2) tax certificates for the Tax-Exempt Obligations;
- (3) certificates of delivery and payment;
- (4) the opinions as to the legality of the Offered Obligations under Wisconsin law and as to the tax-exempt status of the interest on the Tax-Exempt Obligations for federal income tax purposes rendered by Katten Muchin Rosenman LLP, Chicago, Illinois, and Hurtado Zimmerman SC, Wauwatosa, Wisconsin, Co-Bond Counsel to the City, in substantially the forms as set forth in *Appendix B*;
- (5) copies of this Official Statement issued in conjunction with the Offered Obligations within seven business days after the award of the Offered Obligations in accordance with SEC Rule 15c2-12(b)(3);
- (6) Continuing Disclosure Certificates; and
- (7) a statement to the effect that this Official Statement, to the best of its knowledge and belief as of the date of sale and the date of delivery, is true and correct in all material respects and does not contain any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements made herein, in light of the circumstances under which they were made, not misleading.

## **REPRESENTATIONS OF THE CITY**

To the best of its knowledge, the information in this Official Statement does not include any untrue statement of a material fact, nor does the information omit the statement of any material fact required to be stated therein, or necessary to make the statements therein, in light of the circumstances under which they were made, not misleading.

## **ADDITIONAL INFORMATION**

Periodically, the City updates its investor relations websites ([www.MilwaukeeBonds.com](http://www.MilwaukeeBonds.com) and [www.MPSBonds.com](http://www.MPSBonds.com)) with information regarding prospective financings and financial information. Requests for additional information and inquiries may also be directed to:

Aycha Sawa, City Comptroller  
City of Milwaukee, Public Debt Commission  
City Hall, Room 404  
200 East Wells Street  
Milwaukee, Wisconsin 53202  
(414) 286-3321  
[PDC@Milwaukee.gov](mailto:PDC@Milwaukee.gov)

/s/

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Aycha Sawa  
City Comptroller and Secretary  
City of Milwaukee, Wisconsin

## **APPENDIX A**

### **Audited Financial Statements of the City of Milwaukee, Wisconsin for the Year Ended December 31, 2020**

The independent auditor has not been engaged to perform, and has not performed since the date of its report (a portion of which is included herein), any procedures on the financial statements addressed in the report nor on this Official Statement, nor has the independent auditor been asked to give consent to the inclusion of this appendix in this Official Statement.

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## **APPENDIX B**

### **Draft Forms of Legal Opinions**

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\_\_\_\_\_, 2022

The City Comptroller and the Commissioners  
of the Public Debt of the City of Milwaukee,  
Wisconsin

We have examined a record of proceedings relating to the issuance of \$\_\_\_\_\_,000 aggregate principal amount of General Obligation Promissory Notes, Series 2022 N3 (the “Notes”) of the City of Milwaukee (the “City”), a municipal corporation of the State of Wisconsin. The Notes are authorized and issued pursuant to the provisions of Chapter 65 and Chapter 67 of the Wisconsin Statutes and the City Charter and by virtue of a resolution passed by the Common Council of the City on January 18, 2022.

The Notes constitute an issue of “promissory notes” under Section 67.12(12) of the Wisconsin Statutes, are issuable in fully registered form in the denominations of \$5,000 or any integral multiple thereof. The Notes are dated \_\_\_\_\_, 2022, mature (without option of prior redemption) on April 1 in each of the following years in the respective principal amount set forth opposite each such year in the following table, and bear interest from their date, payable on October 1, 2022 and semiannually thereafter on April 1 and October 1 of each year, at the respective rate of interest per annum set forth opposite such year:

<u>Year</u>	<u>Principal Amount</u>	<u>Interest Rate</u>
2023	\$ ,000	. %
2024	,000	
2025	,000	
2026	,000	
2027	,000	
2028	,000	
2029	,000	
2030	,000	
2031	,000	
2032	,000	

In our opinion, the Notes are valid and legally binding general obligations of the City, and the City has power and is obligated to levy ad valorem taxes upon all the taxable property within the City for the payment of the Notes and the interest thereon, without limitation as to rate or amount. The enforceability of rights or remedies with respect to the Notes, however, may be limited by bankruptcy, insolvency or other laws affecting creditors’ rights and remedies heretofore or hereafter enacted.

We are further of the opinion that, under existing law, interest on the Notes is not includable in the gross income of the owners thereof for Federal income tax purposes. If there is continuing compliance with the applicable requirements of the Internal Revenue Code of 1986 (the “Code”), we are of the opinion that interest on the Notes will continue to be excluded from the gross income of the owners thereof for Federal income tax purposes. We are further of the opinion that the Notes are not “private activity bonds” within the meaning of Section 141(a) of the Code; accordingly, interest on the Notes is not an item of tax preference for purposes of computing alternative minimum taxable income.

The Code contains certain requirements that must be satisfied from and after the date hereof in order to preserve the exclusion from gross income for Federal income tax purposes of interest on the Notes. These requirements relate to the use and investment of the proceeds of the Notes, the payment of certain



amounts to the United States, the security and source of payment of the Notes and the use of the property financed with the proceeds of the Notes. The City has covenanted to comply with these requirements.

Interest on the Notes is not exempt from Wisconsin income taxes.

Respectfully submitted,

\_\_\_\_\_, 2022

The City Comptroller and the Commissioners  
of the Public Debt of the City of Milwaukee,  
Wisconsin

We have examined a record of proceedings relating to the issuance of \$\_\_\_\_\_,000 aggregate principal amount of General Obligation Corporate Purpose Bonds, Series 2022 B4 (the “Bonds”) of the City of Milwaukee (the “City”), a municipal corporation of the State of Wisconsin. The Bonds are authorized and issued pursuant to the provisions of Chapter 65 and Chapter 67 of the Wisconsin Statutes and the City Charter and by virtue of resolutions passed by the Common Council of the City on January 17, 2018, January 15, 2019, January 21, 2020, January 19, 2021 and January 18, 2022.

The Bonds constitute an issue of “corporate purpose bonds” under Section 67.05 of the Wisconsin Statutes, are issuable in fully registered form in the denominations of \$5,000 or any integral multiple thereof. The Bonds are dated \_\_\_\_\_, 2022, mature on April 1 in each of the following years in the respective principal amount set forth opposite each such year in the following table, and bear interest from their date, payable on October 1, 2022 and semiannually thereafter on April 1 and October 1 of each year, at the respective rate of interest per annum set forth opposite such year:

<u>Year</u>	<u>Principal Amount</u>	<u>Interest Rate</u>
2033	\$ ,000	. %
2034	,000	
2035	,000	
2036	,000	
2037	,000	
2038	,000	
2039	,000	
2040	,000	
2041	,000	
2042	,000	

The Bonds are subject to redemption prior to maturity at the option of the City, in such principal amounts and from such maturities as the City shall determine and by lot within a single maturity, on April 1, 2032 and on any date thereafter, at a redemption price equal to the principal amount thereof to be redeemed, plus accrued interest thereon to the date fixed for redemption.

In our opinion, the Bonds are valid and legally binding general obligations of the City, and the City has power and is obligated to levy ad valorem taxes upon all the taxable property within the City for the payment of the Bonds and the interest thereon, without limitation as to rate or amount. The enforceability of rights or remedies with respect to the Bonds, however, may be limited by bankruptcy, insolvency or other laws affecting creditors’ rights and remedies heretofore or hereafter enacted.

We are further of the opinion that, under existing law, interest on the Bonds is not includable in the gross income of the owners thereof for Federal income tax purposes. If there is continuing compliance with the applicable requirements of the Internal Revenue Code of 1986 (the “Code”), we are of the opinion that interest on the Bonds will continue to be excluded from the gross income of the owners thereof for Federal income tax purposes. We are further of the opinion that the Bonds are not “private activity bonds” within

the meaning of Section 141(a) of the Code; accordingly, interest on the Bonds is not an item of tax preference for purposes of computing alternative minimum taxable income.

The Code contains certain requirements that must be satisfied from and after the date hereof in order to preserve the exclusion from gross income for Federal income tax purposes of interest on the Bonds. These requirements relate to the use and investment of the proceeds of the Bonds, the payment of certain amounts to the United States, the security and source of payment of the Bonds and the use of the property financed with the proceeds of the Bonds. The City has covenanted to comply with these requirements.

Interest on the Bonds is not exempt from Wisconsin income taxes.

Respectfully submitted,

\_\_\_\_\_, 2022

The City Comptroller and the Commissioners  
of the Public Debt of the City of Milwaukee,  
Wisconsin

We have examined a record of proceedings relating to the issuance of \$\_\_\_\_\_,000 aggregate principal amount of Taxable General Obligation Promissory Notes, Series 2022 T5 (the “Notes”) of the City of Milwaukee (the “City”), a municipal corporation of the State of Wisconsin. The Notes are authorized and issued pursuant to the provisions of Chapter 65 and Chapter 67 of the Wisconsin Statutes and the City Charter and by virtue of a resolution passed by the Common Council of the City on January 18, 2022.

The Notes constitute an issue of “promissory notes” under Section 67.12(12) of the Wisconsin Statutes, are issuable in fully registered form in the denominations of \$5,000 or any integral multiple thereof. The Notes are dated \_\_\_\_\_, 2022, mature (without option of prior redemption) on April 1 in each of the following years in the respective principal amount set forth opposite each such year in the following table, and bear interest from their date, payable on October 1, 2022 and semiannually thereafter on April 1 and October 1 of each year, at the respective rate of interest per annum set forth opposite such year:

<u>Year</u>	<u>Principal Amount</u>	<u>Interest Rate</u>
2023	\$ ,000	. %
2024	,000	
2025	,000	
2026	,000	
2027	,000	
2028	,000	
2029	,000	
2030	,000	
2031	,000	
2032	,000	

In our opinion, the Notes are valid and legally binding general obligations of the City, and the City has power and is obligated to levy ad valorem taxes upon all the taxable property within the City for the payment of the Notes and the interest thereon, without limitation as to rate or amount. The enforceability of rights or remedies with respect to the Notes, however, may be limited by bankruptcy, insolvency or other laws affecting creditors’ rights and remedies heretofore or hereafter enacted.

Interest on the Notes is not exempt from Federal or Wisconsin income taxes.

Respectfully submitted,

\_\_\_\_\_, 2022

The City Comptroller and the Commissioners  
of the Public Debt of the City of Milwaukee,  
Wisconsin

We have examined a record of proceedings relating to the issuance of \$\_\_\_\_\_,000 aggregate principal amount of Taxable General Obligation Corporate Purpose Bonds, Series 2022 T6 (the “Bonds”) of the City of Milwaukee (the “City”), a municipal corporation of the State of Wisconsin. The Bonds are authorized and issued pursuant to the provisions of Chapter 65 and Chapter 67 of the Wisconsin Statutes and the City Charter and by virtue of resolutions passed by the Common Council of the City January 17, 2018, January 15, 2019, January 21, 2020, January 19, 2021 and January 18, 2022.

The Bonds constitute an issue of “corporate purpose bonds” under Section 67.05 of the Wisconsin Statutes, are issuable in fully registered form in the denominations of \$5,000 or any integral multiple thereof. The Bonds are dated \_\_\_\_\_, 2022, mature on April 1 in each of the following years in the respective principal amount set forth opposite each such year in the following table, and bear interest from their date, payable on October 1, 2022 and semiannually thereafter on April 1 and October 1 of each year, at the respective rate of interest per annum set forth opposite such year:

<u>Year</u>	<u>Principal Amount</u>	<u>Interest Rate</u>
2033	\$ ,000	. %
2034	,000	
2035	,000	
2036	,000	
2037	,000	
2038	,000	
2039	,000	
2040	,000	
2041	,000	
2042	,000	

The Bonds are subject to redemption prior to maturity at the option of the City, in such principal amounts and from such maturities as the City shall determine and by lot within a single maturity, on April 1, 2032 and on any date thereafter, at a redemption price equal to the principal amount thereof to be redeemed, plus accrued interest thereon to the date fixed for redemption.

In our opinion, the Bonds are valid and legally binding general obligations of the City, and the City has power and is obligated to levy ad valorem taxes upon all the taxable property within the City for the payment of the Bonds and the interest thereon, without limitation as to rate or amount. The enforceability of rights or remedies with respect to the Bonds, however, may be limited by bankruptcy, insolvency or other laws affecting creditors’ rights and remedies heretofore or hereafter enacted.

Interest on the Bonds is not exempt from Federal or Wisconsin income taxes.

Respectfully submitted,

## **APPENDIX C**

### **Form of Continuing Disclosure Certificate**

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## MASTER CONTINUING DISCLOSURE CERTIFICATE

This Master Continuing Disclosure Certificate (the “Certificate”) dated as of February 1, 2019 is executed and delivered in connection with the issuance, from time to time, of municipal securities of the City of Milwaukee, Wisconsin (the “City”) and pursuant to Resolution 181110 duly adopted by the Common Council of the City on December 18, 2018 (the “Resolution”). Capitalized terms used in this Certificate shall have the respective meanings specified above or in Article I hereof. Pursuant to the Resolution, the City agrees as follows:

### ARTICLE I - Definitions

Section 1.1. Definitions. The following capitalized terms used in this Certificate shall have the following respective meanings:

(1) “Annual Financial Information” means, collectively, (i) the financial information and operating data as described in an Addendum Describing Annual Report; and (ii) information regarding amendments to this Certificate required pursuant to Sections 4.2(c) and (d) of this Certificate.

The descriptions contained in clause (i) above of financial information and operating data constituting Annual Financial Information are of general categories of financial information and operating data. Where such descriptions include information that no longer can be generated because the operations to which it related have been materially changed or discontinued, a new Addendum Describing Annual Report shall be executed describing the information to be provided.

(2) “Audited Financial Statements” means the annual financial statements, if any, of the City, audited by such auditor as shall then be required or permitted by State law or the Resolution. Audited Financial Statements shall be prepared in accordance with GAAP for governmental units as prescribed by GASB; provided, however, that the City may from time to time, if required by federal or State legal requirements, modify the basis upon which its financial statements are prepared. Notice of any such modification, other than modifications prescribed by GASB, shall be provided to the Repository, and shall include a reference to the specific federal or State law or regulation describing such accounting basis.

(3) “Counsel” means a nationally recognized bond counsel or counsel expert in federal securities laws, acceptable to the City.

(4) “Event” means such events as described in Addendum Describing Enumerated Events.

(5) “Event Notice” means notice of an Enumerated Event.

(6) “GAAP” means generally accepted accounting principles for governmental units as prescribed by GASB.

(7) “GASB” means the Governmental Accounting Standards Board.

(8) “MSRB” means the Municipal Securities Rulemaking Board established pursuant to the provisions of Section 15B(b)(1) of the Securities Exchange Act of 1934.

(9) “Offered Obligations” means an issue of municipal securities of the City in connection with which the City has executed and delivered a Supplemental Certificate.

(10) “Official Statement” means the “final official statement” as defined in paragraph (f)(3) of the Rule.



(11) “Repository” means the SID and repository(ies), as designated from time to time by the SEC to receive continuing disclosure filings. The SID, repository(ies), and filing information are set forth in the Addendum Describing Repository and SID as may be revised from time to time.

(12) “Rule” means Rule 15c2-12 promulgated by the SEC under the Securities Exchange Act of 1934 (17 CFR Part 240, §240.15c2-12), as in effect on the date of this Certificate, including any amendments and official interpretations thereof issued either before or after the effective date of this Certificate which are applicable to this Certificate.

(13) “SEC” means the United States Securities and Exchange Commission.

(14) “Security Holders” means the holders from time to time of Offered Obligations.

(15) “SID” means, at any time, a then-existing state information depository, if any, as operated or designated as such by or on behalf of the State for the purposes referred to in the Rule. As of the date of this Certificate, there is no SID.

(16) “State” means the State of Wisconsin.

(17) “Unaudited Financial Statements” means the same as Audited Financial Statements, except the same shall not have been audited.

(18) “Underwriters” means the underwriter(s) purchasing an issue of Offered Obligations.

## ARTICLE II - The Undertaking

Section 2.1. Purpose. This Certificate shall apply to Offered Obligations, and shall constitute a written undertaking for the benefit of the Security Holders, and is being executed and delivered solely to assist the Underwriters in complying with paragraph (b)(5) of the Rule.

Section 2.2. Annual Financial Information. (a) The City shall provide Annual Financial Information for the City with respect to each fiscal year of the City, by no later than nine months after the end of the respective fiscal year, to the Repository.

(b) The City shall provide, in a timely manner, not in excess of ten (10) business days after the occurrence of the event, notice of any failure of the City to provide the Annual Financial Information by the date specified in subsection (a) above to the Repository.

Section 2.3. Audited Financial Statements. If not provided as part of Annual Financial Information by the dates required by Section 2.2(a) hereof, the City shall provide Unaudited Financial Statements by the dates required, and will also provide Audited Financial Statements, when and if available, to the Repository.

Section 2.4. Notices of Enumerated Events. (a) If an Enumerated Event occurs, the City shall provide, in a timely manner (as may be further defined in the Addendum Describing Enumerated Events), an Enumerated Event Notice to the Repository.

(b) Upon any legal defeasance of an Offered Obligation, the City shall provide notice of such defeasance to the Repository, which notice shall state whether the Offered Obligations to be defeased have been defeased to maturity or to redemption and the timing of such maturity or redemption.

Section 2.5. Additional Disclosure Obligations. The City acknowledges and understands that other state and federal laws, including but not limited to the Securities Act of 1933 and SEC Rule 10b-5 promulgated under the Securities Exchange Act of 1934, may apply to the City, and that under some

circumstances compliance with this Certificate, without additional disclosures or other action, may not fully discharge all duties and obligations of the City under such laws.

Section 2.6. Additional Information. Nothing in this Certificate shall be deemed to prevent the City from disseminating any other information, using the means of dissemination set forth in this Certificate or any other means of communication, or including any other information in any Annual Financial Information or Enumerated Event Notice, in addition to that which is required by this Certificate. If the City chooses to include any information in any Annual Financial Information or Enumerated Event Notice in addition to that which is specifically required by this Certificate, the City shall have no obligation under this Certificate to update such information or include it in any future Annual Financial Information or Enumerated Event Notice.

### ARTICLE III - Operating Rules

Section 3.1. Reference to Other Documents. It shall be sufficient for purposes of Section 2.2 hereof if the City provides Annual Financial Information by specific reference to documents (i) either (1) provided to the Repository existing at the time of such reference, or (2) filed with the SEC, or (ii) if such a document is an Official Statement, available from the MSRB.

Section 3.2. Submission of Information. Annual Financial Information may be provided in one document or multiple documents, and at one time or in part from time to time.

Section 3.3. Enumerated Event Notices. Each Enumerated Event Notice shall be so captioned and shall prominently state the title, date and CUSIP numbers of the Offered Obligations.

Section 3.4. Transmission of Information and Notices. Transmission of information and notices shall be as prescribed by the SEC and the Repository. The transmission requirements are described in the Addendum Describing Repository.

### ARTICLE IV - Termination, Amendment and Enforcement

Section 4.1. Termination. (a) The City's obligations under this Certificate with respect to an Offered Obligation shall terminate upon legal defeasance, prior redemption or payment in full of the Offered Obligation.

(b) This Certificate or any provision hereof, shall be null and void in the event that the City (1) delivers to the City an opinion of Counsel, addressed to the City, to the effect that those portions of the Rule which require the provisions of this Certificate or any of such provisions, do not or no longer apply to the Offered Obligations, whether because such portions of the Rule are invalid, have been repealed, or otherwise, as shall be specified in such opinion, and (2) delivers copies of such opinion to the Repository.

Section 4.2. Amendment. (a) This Certificate may be amended, by written certificate of the Comptroller, without the consent of the Security Holders if all of the following conditions are satisfied: (1) such amendment is made in connection with a change in circumstances that arises from a change in legal (including regulatory) requirements, a change in law (including rules or regulations) or in interpretations thereof, or a change in the identity, nature or status of the City or the type of business conducted thereby; (2) this Certificate as so amended would have complied with the requirements of the Rule as of the date of this Certificate, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances; (3) the City shall have received an opinion of Counsel addressed to the City, to the same effect as set forth in clause (2) above and further to the effect that the amendment does not materially impair the interests of the Security Holders; and (4) the City delivers copies of such opinion and amendment to the Repository.

(b) In addition to subsection (a) above, this Certificate may be amended and any provision of this Certificate may be waived, without the consent of the Security Holders, if all of the following conditions are satisfied: (1) an amendment to the Rule is adopted, or a new or modified official interpretation of the Rule is issued, after the effective date hereof which is applicable to this Certificate; (2) the City shall have received an opinion of Counsel to the effect that performance by the City under this Certificate as so amended or giving effect to such waiver, as the case may be, will not result in a violation of the Rule; and (3) the City shall have delivered copies of such opinion and amendment to the Repository.

(c) To the extent any amendment to this Certificate results in a change in the types of financial information or operating data provided pursuant to this Certificate, the first Annual Financial Information provided thereafter shall include a narrative explanation of the reasons for the amendment and the impact of the change.

(d) If an amendment is made to the accounting principles to be followed in preparing financial statements, other than changes prescribed by GASB, the Annual Financial Information for the year in which the change is made shall present a comparison between the financial statements or information prepared on the basis of the new accounting principles and those prepared on the basis of the former accounting principles. Such comparison shall include a qualitative and, to the extent reasonably feasible, quantitative discussion of the differences in the accounting principles and the impact of the change in the accounting principles on the presentation of the financial information. Notice of any such amendment shall be provided by the City to the Repository.

Section 4.3. Benefit; Third-Party Beneficiaries; Enforcement. (a) The provisions of this Certificate shall constitute a contract with and inure solely to the benefit of the Security Holders. Beneficial owners of Offered Obligations shall be third-party beneficiaries of this Certificate.

(b) Except as provided in this subparagraph (b), the provisions of this Certificate shall create no rights in any person or entity. The obligations of the City to comply with the provisions of this Certificate shall be enforceable by the Security Holders, including beneficial owners of Offered Obligations. The Security Holders' rights to enforce the provisions of this Certificate shall be limited solely to a right, by action in mandamus or for specific performance, to compel performance of the City's obligations under this Certificate and the Resolution. In consideration of the third-party beneficiary status of beneficial owners of Offered Obligations pursuant to subsection (a) of this Section, beneficial owners shall be deemed to be Security Holders for purposes of this subsection (b).

(c) Any failure by the City to perform in accordance with this Certificate shall not constitute a default under the Resolution and any rights and remedies provided by the Resolution upon the occurrence of a default shall not apply to any such failure.

(d) This Certificate shall be construed and interpreted in accordance with the laws of the State, and any suits and actions arising out of this Certificate shall be instituted in a court of competent jurisdiction in the State; provided, however, that to the extent this Certificate addresses matters of federal securities laws, including the Rule, this Certificate shall be construed in accordance with such federal securities laws and official interpretations thereof.

IN WITNESS WHEREOF, I have hereunto executed this Certificate this 1st day of February, 2019.

CITY OF MILWAUKEE, WISCONSIN

By: \_\_\_\_\_  
Comptroller

## ADDENDUM DESCRIBING ENUMERATED EVENTS

This Addendum Describing Listed Events (the “Addendum”) is delivered by the City of Milwaukee, Wisconsin (the “City”) pursuant to the Master Continuing Disclosure Certificate (the “Certificate”), executed and delivered by the Issuer and dated February 1, 2019. This Addendum describes specific events required to be reported by Rule 15c2-12 promulgated by the SEC under the Securities Exchange Act of 1934 (the “Rule”). Capitalized terms that are not defined in this Addendum have the meanings set forth in the Certificate. “Obligor” shall mean the entity specified in the Addendum Describing Annual Report.

Enumerated Event: Any of the following events with respect to the Offered Obligations, whether relating to the City or otherwise:

- (i) principal and interest payment delinquencies;
- (ii) non-payment related defaults, if material;
- (iii) unscheduled draws on debt service reserves reflecting financial difficulties;
- (iv) unscheduled draws on credit enhancements reflecting financial difficulties;
- (v) substitution of credit or liquidity providers, or their failure to perform;
- (vi) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax-exempt status of the Offered Obligations, or other events affecting the tax-exempt status of the Offered Obligations;
- (vii) modifications to rights of Security Holders, if material;
- (viii) bond calls, if material, and tender offers;
- (ix) defeasances;
- (x) release, substitution, or sale of property securing repayment of the Offered Obligations, if material;
- (xi) rating changes;
- (xii) bankruptcy, insolvency, receivership or similar event of the Obligor. Note: The event is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent or similar officer for the Obligor in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the Obligor, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan or reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the Obligor.
- (xiii) the consummation of a merger, consolidation, or acquisition involving the Obligor or the sale of substantially all of the assets of the Obligor, other than pursuant to its terms, if material;
- (xiv) appointment of a success or additional trustee or the change of name of a trustee, if material;
- (xv) incurrence of a financial obligation of the obligated person, if material, or agreement to covenants, events of default, remedies, priority rights or other similar terms of a financial obligation of the obligated person, any of which affect security holders, if material; and
- (xvi) default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a financial obligation of the obligated person, any of which reflect financial difficulties.

As used in clauses (xv) and (xvi), the term financial obligation means a (i) debt obligation; (ii) derivative instrument entered into in connection with, or pledged as security or a source of payment for, an existing or planned debt obligation; or (iii) guarantee of (i) or (ii). The term financial obligation shall not include municipal securities as to which a final official statement has been provided to the MSRB consistent with the Rule.

For purposes of reporting the above enumerated events, “timely manner” shall mean not in excess of ten (10) business days after the occurrence of the event.

IN WITNESS WHEREOF, this Addendum is executed this 1st day of February, 2019.

CITY OF MILWAUKEE, WISCONSIN

By: \_\_\_\_\_  
Comptroller

## **ADDENDUM DESCRIBING REPOSITORY AND SID**

This Addendum Describing Repository (the "Addendum") is delivered by the City of Milwaukee, Wisconsin (the "Issuer") pursuant to the Master Continuing Disclosure Certificate, executed and delivered by the Issuer and dated February 1, 2019. This Addendum describes the filing information as specified by the Securities and Exchange Commission.

### **Repositories**

In December, 2008, the Securities and Exchange Commission modified Exchange Act Rule 15c2-12 to require that Continuing Disclosure shall be made to the Electronic Municipal Market Access system administered by the MSRB ("EMMA"). Pursuant to that modification, continuing disclosure filings will be provided to the Municipal Securities Rulemaking Board for disclosure on the EMMA system.

Information submitted to the MSRB for disclosure on the EMMA shall be in an electronic format as prescribed by the MSRB. All documents provided to the MSRB shall be accompanied by identifying information as prescribed by the MSRB.

### **SID (State Information Depository)**

None.

IN WITNESS WHEREOF, this Addendum is executed this 1st day of February, 2019.

CITY OF MILWAUKEE, WISCONSIN

By: \_\_\_\_\_  
Comptroller

**ADDENDUM DESCRIBING ANNUAL REPORT  
FOR GENERAL OBLIGATION DEBT**

This Addendum Describing Annual Report for General Obligation Debt (the “Addendum”) is delivered by the City of Milwaukee, Wisconsin (the “City”) pursuant to the Master Continuing Disclosure Certificate (the “Certificate”), executed and delivered by the Issuer and dated February 1, 2019. This Addendum describes the content of Annual Financial Information prepared with respect to general obligation debt of the Issuer. Capitalized terms that are not defined in this Addendum have the meanings set forth in the Certificate.

Obligor: The City of Milwaukee, Wisconsin

Information and operating data included in the Annual Financial Information for Issuer:

1. Audited Financial Statements, if available, or Unaudited Financial Statements of the Issuer.
2. Operating data for the reporting year of the type included in the City’s Comprehensive Annual Financial Report (“CAFR”) for the year ending December 31, 2017, Required Supplementary Information Exhibit E-1, and Statistical Section Tables 5, 6, 7, and 8. If the CAFR does not contain the information, then the City agrees to provide such operating data, to the extent such information is prepared by the City. No separate filing is required if the operating data is included in the document filed pursuant to paragraph 1.

IN WITNESS WHEREOF, this Addendum is executed this 1st day of February, 2019.

CITY OF MILWAUKEE, WISCONSIN

By: \_\_\_\_\_  
Comptroller

**SUPPLEMENTAL CERTIFICATE**

This Supplemental Certificate is executed and delivered by the City of Milwaukee, Wisconsin (the “Issuer”) to supplement the Master Continuing Disclosure Certificate (the “Certificate”), executed and delivered by the Issuer and dated February 1, 2019. Pursuant to the provisions of the Certificate, the Issuer hereby determines that the Certificate and the Addendum Describing Annual Report, as described below, shall apply to the following issue of obligations:

Name of Obligations:

- \_\_\_\_,000 General Obligation Promissory Notes, Series 2022 N3
- \_\_\_\_,000 General Obligation Corporate Purpose Bonds, Series 2022 B4
- \_\_\_\_,000 Taxable General Obligation Promissory Notes, Series 2022 T5
- \_\_\_\_,000 Taxable General Obligation Corporate Purpose Bonds, Series 2022 T6

Addendum Describing Annual Report:

**ADDENDUM DESCRIBING ANNUAL REPORT  
FOR GENERAL OBLIGATION DEBT**

Date of Issues:

May 19, 2022

No Previous Non-Compliance. The Issuer represents that for the period beginning 5 years prior to the date hereof, it has not failed to comply in any material respect with any previous undertaking in a written contract or agreement specified in paragraph (b)(5)(i) of the Rule.

IN WITNESS WHEREOF, this Supplemental Certificate is executed this 19th day of May, 2022.

CITY OF MILWAUKEE, WISCONSIN

By: \_\_\_\_\_  
Comptroller

## **APPENDIX D**

### **BOOK-ENTRY-ONLY SYSTEM**



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## BOOK-ENTRY-ONLY SYSTEM

*The information in this section concerning The Depository Trust Company (“DTC”) and DTC’s book-entry-only system has been obtained from DTC, and the City and the Underwriter take no responsibility for the accuracy thereof.*

The Depository Trust Company (“DTC”), New York, NY, will act as securities depository for the Offered Obligations. The Offered Obligations will be issued as fully-registered securities registered in the name of Cede & Co. (DTC’s partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered Note certificate will be issued for each maturity of the Offered Obligations, each in the aggregate principal amount of such maturity, and will be deposited with DTC.

DTC, the world’s largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a “*banking organization*” within the meaning of the New York Banking Law, a member of the Federal Reserve System, a “*clearing corporation*” within the meaning of the New York Uniform Commercial Code, and a “*clearing agency*” registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U. S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC’s participants (“*Direct Participants*”) deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants’ accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation (“*DTCC*”). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly (“*Indirect Participants*”). DTC has a S&P Global rating of AA+. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at [www.dtcc.com](http://www.dtcc.com) and [www.dtc.org](http://www.dtc.org).

Purchases of Offered Obligations under the DTC system must be made by or through Direct Participants, which will receive a credit for the Offered Obligations on DTC’s records. The ownership interest of each actual purchaser of each Note (“*Beneficial Owner*”) is in turn to be recorded on the Direct and Indirect Participants’ records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Offered Obligations are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in Offered Obligations, except in the event that use of the book-entry system for the Offered Obligations is discontinued.

To facilitate subsequent transfers, all Offered Obligations deposited by Direct Participants with DTC are registered in the name of DTC’s partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Offered Obligations with DTC and their registration in the name of Cede & Co., or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Offered Obligations; DTC’s records reflect only the identity of the Direct Participants to whose accounts such Securities are credited,

which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of Securities may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Securities, such as redemptions, tenders, defaults, and proposed amendments to the Security documents. For example, Beneficial Owners of Securities may wish to ascertain that the nominee holding the Securities for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the registrar and request that copies of notices be provided directly to them.

Redemption notices shall be sent to DTC. If less than all of the Offered Obligations within an issue are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to Offered Obligations unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to Issuer as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts Offered Obligations are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Redemption proceeds, distributions, and dividend payments on the Offered Obligations will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from Issuer or Agent, on payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "*street name*," and will be the responsibility of such Participant and not of DTC, Agent, or Issuer, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds, distributions, and dividend payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of Issuer or Agent, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

A Beneficial Owner shall give notice to elect to have its Offered Obligations purchased or tendered, through its Participant, to Agent, and shall effect delivery of such Offered Obligations by causing the Direct Participant to transfer the Participant's interest in the Offered Obligations, on DTC's records, to Agent. The requirement for physical delivery of Offered Obligations in connection with an optional tender or a mandatory purchase will be deemed satisfied when the ownership rights in the Offered Obligations are transferred by Direct Participants on DTC's records and followed by a book-entry credit of tendered Offered Obligations to Agent's DTC account.

DTC may discontinue providing its services as depository with respect to the Offered Obligations at any time by giving reasonable notice to Issuer or Agent. Under such circumstances, in the event that a successor depository is not obtained, Security certificates are required to be printed and delivered.

The City may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In that event, Note or Bond certificates will be printed and delivered to DTC.

The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that Issuer believes to be reliable, but Issuer takes no responsibility for the accuracy thereof.

NEITHER THE CITY, THE PAYING AGENT NOR THE UNDERWRITERS WILL HAVE ANY RESPONSIBILITY OR OBLIGATION TO PARTICIPANTS, TO INDIRECT PARTICIPANTS OR TO ANY BENEFICIAL OWNER WITH RESPECT TO (1) THE ACCURACY OF ANY RECORDS MAINTAINED BY DTC, ANY DTC PARTICIPANT OR ANY INDIRECT PARTICIPANT; (2) THE PAYMENT BY DTC, ANY DTC PARTICIPANT OR ANY INDIRECT PARTICIPANT OF ANY AMOUNT WITH RESPECT TO THE PRINCIPAL OF, PREMIUM, IF ANY, OR INTEREST ON THE OFFERED OBLIGATIONS; (3) ANY NOTICE WHICH IS PERMITTED OR REQUIRED TO BE GIVEN TO HOLDERS OF THE OFFERED OBLIGATIONS; (4) ANY CONSENT GIVEN BY DTC OR OTHER ACTION TAKEN BY DTC AS THE HOLDER OF THE OFFERED OBLIGATIONS; OR (5) THE SELECTION BY DTC, ANY DTC PARTICIPANT OR ANY INDIRECT PARTICIPANT OF ANY BENEFICIAL OWNER TO RECEIVE PAYMENT IN THE EVENT OF A PARTIAL REDEMPTION OF OFFERED OBLIGATIONS.

**APPENDIX E**

**OFFICIAL NOTICES OF SALE**

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**OFFICIAL NOTICE OF SALE**

**FOR**

**\$102,140,000\***

**CITY OF MILWAUKEE, WISCONSIN  
GENERAL OBLIGATION NOTES AND BONDS**

**comprised of**

**\$74,180,000\***

**GENERAL OBLIGATION PROMISSORY NOTES  
SERIES 2022 N3**

**and**

**\$27.960,000\***

**GENERAL OBLIGATION CORPORATE PURPOSE BONDS  
SERIES 2022 B4**

**Sale Data:**

**SALE DATE AND TIME:**

Thursday, April 28, 2022  
10:00 a.m. Central Time

**ACCEPTANCE FOR ELECTRONIC BIDS:**

Bids will only be accepted electronically  
via PARITY®

\* Subject to change in accordance with this Official Notice of Sale.

**OFFICIAL NOTICE OF SALE**  
**CITY OF MILWAUKEE, WISCONSIN**

**\$74,180,000\* GENERAL OBLIGATION PROMISSORY NOTES, SERIES 2022 N3**

**AND**

**\$27,960,000\* GENERAL OBLIGATION CORPORATE PURPOSE BONDS, SERIES 2022 B4**

NOTICE IS HEREBY GIVEN that the City of Milwaukee, Wisconsin (the “City”), will receive electronic bids until 10:00 A.M., Central Time, on Thursday, the

**28TH DAY OF APRIL, 2022**

at the Office of the City Comptroller, in said City, for the purchase of Seventy Four Million One Hundred Eighty Thousand Dollars (\$74,180,000)\* General Obligation Promissory Notes, Series 2022 N3 (the “Notes”) and Twenty Seven Million Nine Hundred Sixty Thousand Dollars (\$27,960,000)\* General Obligation Corporate Purpose Bonds, Series 2022 B4 (the “Bonds”, and collectively with the Notes, the “Obligations”). Bids must be submitted via PARITY through their competitive bidding application BidComp. Bids will be retrieved and publicly announced in Room 404, 200 E. Wells St., Milwaukee, Wisconsin shortly after the deadline for the receipt of bids. In the event that access to, or function of, PARITY is materially interrupted at any time during the 60 minutes prior to the time bids are due, the City reserves the right to extend the deadline for submitting bids. The official award will be considered at a meeting of the City’s Public Debt Commission scheduled for 3:00 P.M. Central Time on April 28, 2022. *Information regarding the Obligations is furnished solely to provide limited summary information, and does not purport to be comprehensive. All such information is qualified in its entirety by reference to the more detailed descriptions appearing in the Official Statement, including Appendices.*

**Details of the Obligations**

The Obligations will be dated as May 19, 2022 (the “Dated Date”), and will bear interest from the Dated Date, payable commencing on October 1, 2022 and semiannually thereafter on April 1 and October 1. Interest will be computed on the basis of a 360-day year of twelve 30-day months.

The Notes mature on April 1, in each of the years and in the principal amounts as follows:

Maturing (April 1)	Amount*	Maturing (April 1)	Amount*
2023	\$7,995,000	2028	\$6,665,000
2024	7,995,000	2029	6,675,000
2025	8,070,000	2030	6,680,000
2026	8,075,000	2031	6,690,000
2027	8,635,000	2032	6,700,000

The Notes are not subject to redemption prior to maturity.

The Bonds mature on April 1, in each of the years and in the principal amounts as follows:

Maturing (April 1)	Amount*	Maturing (April 1)	Amount*
2033	\$4,795,000	2038	\$830,000
2034	4,765,000	2039	840,000
2035	4,775,000	2040	850,000
2036	4,790,000	2041	750,000
2037	4,800,000	2042	765,000

\* Subject to change in accordance with this Official Notice of Sale



The Bonds are subject to redemption prior to their maturity at the option of the City on any date on and after April 1, 2032, at a price of par plus accrued interest to the date fixed for their redemption. If less than all outstanding Bonds are called for redemption, the Bonds shall be called in such order of maturity as shall be determined by the City. If less than all of the Bonds of any maturity are called for redemption, the particular Bonds of such maturity to be redeemed shall be selected by lot. Notice of redemption shall be mailed, postage prepaid, no earlier than 60 days and no later than 30 days prior to the redemption date, to the owners of any Bonds to be redeemed in whose name such Bonds are registered as of the date of the notice. Any defect in the notice shall not invalidate the notice. The record date for receiving payment of the redemption price shall be the 15<sup>th</sup> calendar day (whether or not a business day) prior to the redemption date.

### **Bid Parameters**

No bid for less than all of the Obligations will be considered. **Interest Rates:** Bidders are required to name the interest rate or rates the Obligations are to bear. The rates must not exceed 5.00%; and the rates shall be in multiples of one-eighth of one percent or one-twentieth of one percent. There shall be only one rate for Obligations maturing on the same date. **Minimum Dollar Bid per Maturity:** No maturity may have an initial offering price of less than 100% of par value plus accrued interest, if any. **Minimum Issue Price:** No bid at less than par value plus accrued interest, if any, will be considered.

### **Good Faith Deposit**

No later than 12:00 noon, Central Time (the "Due Time") on the date the bids are opened, the successful bidder must submit a Good Faith Deposit ("Deposit") either in the form of a certified check or a cashier's check drawn on a state or national bank or trust company in the amount of One Million Dollars (\$1,000,000), payable to the City Treasurer of Milwaukee, Wisconsin, or by wire transfer of such amount as instructed by the City, as a guarantee of good faith, to be forfeited to said City by the successful bidder as liquidated damages should such bidder fail to take up and pay for the Obligations when ready. The Deposit of the successful bidder will be retained by the City and deducted from the purchase price at the time of closing.

Failure to provide a Deposit by the Due Time will result in the winning bid being rejected, and the City will negotiate with the next highest bidder(s) for the completion of the transaction.

The successful bidder agrees that, in addition to the general terms for the Good Faith Deposit, the Deposit amount represents liquidated damages for the City in the event that the winning bidder fails to provide the Deposit by the Due Time. The City shall be entitled to the liquidated damages even if the City rejects the winning bid due to failure to provide the Deposit by the Due Time, and regardless of whether the City is able to complete the transaction with another bidder at a higher or lower cost, or at all. The successful bidder agrees to reimburse the City for costs to collect the liquidated damages, and to the jurisdiction of Wisconsin courts.

Only the successful bidder is required to submit a Good Faith Deposit. Any good faith checks submitted by unsuccessful bidders will be returned promptly upon the official determination of the bid to be accepted. All bids shall remain firm until 6:00 P.M. Central Time, by which time the official award of the Obligations will be made or all bids rejected.

### **Award**

The Obligations will be awarded to the qualified bidder offering the lowest true interest cost to the City. The City's computation of true interest cost of each bid will be controlling. True interest cost can be estimated as follows: the present value rate necessary to discount, to the Purchase Price (hereinafter defined), the future debt service payments from the payment dates to the Dated Date, calculated on the basis of a 360-day year of twelve 30-day months, and with semi-annual compounding. The "Purchase Price" is principal plus premium. The City reserves the right to reject any or all bids or to waive any irregularity in any bid.

Prior to the award of the Obligations, the aggregate principal amount of the Obligations offered for sale may be revised downward in an amount not to exceed the aggregate premium bid. A SUCCESSFUL BIDDER MAY NOT WITHDRAW ITS BID OR CHANGE THE PRICE OR INTEREST RATE BID AT THE INITIAL OFFERING

PRICE AS A RESULT OF ANY REVISION MADE TO THE PRINCIPAL AMOUNT OF THE NOTES OR BONDS. In the event of any such revision, no re-bidding or re-calculation of bids submitted will be required or permitted. Obligations will be awarded up to the revised aggregate principal amount.

The City will contact the successful bidder shortly after opening of the bids. The successful bidder will then have 15 minutes to provide the City with the reoffering yield and prices of each maturity of the Obligations. The City will calculate the underwriting discount, which shall be a fixed percentage of the par amount of each Offered Obligation. Based upon the information, the City will recalculate the par amount of each maturity of the Obligations being offered, and the adjusted bid price. The City will inform the successful bidder as soon as possible of the anticipated adjusted amounts.

The winning bid will be reported to PARITY, but the City assumes no responsibility or liability for results posted on such website.

### **Submission of Bids**

Proposals for the purchase of the Obligations must be submitted electronically via PARITY, in accordance with the requirements prescribed by this Notice of Sale. Please refer to your contract/agreement with PARITY regarding any requirements for participation. If more than one bid shall be submitted by the same bidder for the Obligations, each such bid shall be considered a separate proposal for the purchase of the Obligations.

**Any prospective bidder must submit its bid via PARITY through their competitive bidding application BidComp. By submitting a bid, a bidder agrees:**

1. The City may regard the electronic transmission of the bid via the electronic service (including information about the Purchase Price for the Obligations and interest rate or rates to be borne by the Obligations and any other information included in such transmission) as though the same information were submitted and executed on behalf of the bidder by a duly authorized signatory. If the bid is accepted by the City, the terms of this Notice of Sale, and the information transmitted through the electronic service shall form a contract, and the bidder shall be bound by the terms of such contract.
2. To comply with the rules of the electronic bidding service. In the event of any conflict between such rules (regardless of what the rules are called or how they are established) and the terms set forth in this Notice of Sale, the terms set forth in this Notice of Sale shall control.
3. That the bidder is solely responsible for making necessary arrangements to access electronic bidding services. The City shall not have any duty or obligation to provide or assume such access. None of the electronic bidding services is an agent of the City. The City shall have no liability whatsoever based on the bidders use of the electronic service including, but not limited, to any failure by the electronic service to correctly or timely transmit information provided by the bidder.

The City assumes no responsibility or liability for bids submitted through PARITY. The City also assumes no responsibility for the accuracy of information on the Obligations presented by, nor of calculations performed by, nor of restrictions on the entry of bids enforced by, PARITY. If any provisions in this Official Notice of Sale conflict with information provided by PARITY, this Official Notice of Sale shall control. The City's computation of true interest cost of each bid will be controlling.

An electronic bid shall be deemed an irrevocable offer to purchase the Obligations on the terms provided in the Official Notice of Sale, and shall be binding upon the bidder as if made by a signed, sealed bid delivered to the City. The City shall not be responsible for any malfunction or mistake made by, or as a result of the use of the facilities of PARITY, the use of such facility being the sole risk of the prospective bidder.

For purposes of the electronic bid process, the time as maintained by the City shall constitute the official time. All bids shall be deemed to incorporate the provisions of this Official Notice of Sale.

Bids may be submitted electronically via PARITY® pursuant to this notice, but no bid will be received after the time for receiving bids specified above. To the extent any instructions or directions set forth in PARITY® conflict with this notice, the terms of this notice shall control. For further information about PARITY®, potential bidders may contact PARITY® at (212) 404-8102. The fee for use of PARITY may be obtained from PARITY, and such fee shall be the responsibility of the bidder.

### **Payment and Delivery of the Obligations**

Payment for the Obligations shall be made in Federal Reserve Funds or other available funds immediately subject to use by the City. The Obligations will be delivered on or about May 19, 2022, or as soon thereafter as the Obligations may be ready for delivery, at the expense of the City, through the facilities of The Depository Trust Company, New York, New York.

The Obligations, when issued, will be registered only in the name of Cede & Co., as nominee for The Depository Trust Company, New York, New York (“DTC”). DTC will act as securities depository of the Obligations. A certificate for each Obligation having the same maturity and interest rate will be issued to DTC and immobilized in its custody. Individual purchases will be made in book-entry-only form pursuant to the rules and procedures established between DTC and its participants, in the principal amount of \$5,000 and integral multiples thereof. Individual purchasers will not receive certificates evidencing their ownership of the Obligation purchased. The successful bidder shall be required to deposit the Obligations with DTC as a condition to delivery of the Obligations. The City will make payment of the principal and interest on the Obligations to DTC or its nominee as registered owner of the Obligations. Transfer of said payments to participants of DTC will be the responsibility of DTC; transfer of said payments to beneficial owners by DTC participants will be the responsibility of such participants and other nominees of beneficial owners all as required by rules and procedures of DTC and the participants. No assurance can be given by the City that DTC, its participants and other nominees of beneficial owners will make prompt transfer of said payments. The City assumes no liability for failures of DTC, its participants or other nominees to promptly transfer said payments to beneficial owners of the Obligations. Notices, if any, given by the City to DTC are redistributed in the same manner as are payments. The City assumes no liability for the failure of DTC, its participants or other nominees to promptly transfer said notices to the beneficial owners of the Obligations. The City is not responsible for supervising the activities or reviewing the records of DTC, its participants or other persons acting through such participants. In the event that the securities depository relationship with DTC for the Obligations is terminated and the City does not appoint a successor depository, the City will prepare, authenticate and deliver, at its expense, Notes and Bonds in fully registered certificated notes in the denomination of \$5,000 or any integral multiple thereof in the aggregate principal amount of Obligations of the same interest rate then outstanding as directed by the registered owners of the Obligations.

### **Establishment of Issue Price (10% Test to Apply if Competitive Sale Requirements are Not Satisfied)**

Each successful bidder shall assist the City in establishing the issue price of the Obligations and shall execute and deliver to the City at Closing an “issue price” or similar certificate setting forth the reasonably expected initial offering price to the public or the sales price or prices of each maturity of the Obligations, together with the supporting pricing wires or equivalent communications, substantially in the form included as part of this Notice of Sale, with such modifications as may be appropriate or necessary, in the reasonable judgment of each successful bidder, the City and Bond Counsel. All actions to be taken by the City under this Notice of Sale to establish the issue price of the Obligations may be taken on behalf of the City by the City’s municipal advisor identified herein and any notice or report to be provided to the City may be provided to the City’s municipal advisor. Any questions concerning such certification should be directed to Bond Counsel.

The City intends that the provisions of Treasury Regulation Section 1.148-1(f)(3)(i) (defining “competitive sale” for purposes of establishing the issue price of the Obligations) will apply to the initial sale of the Obligations (the “competitive sale requirements”) because:

- (1) the City shall disseminate this Notice of Sale to potential underwriters in a manner that is reasonably designed to reach potential underwriters;
- (2) all bidders shall have an equal opportunity to bid;

- (3) the City may receive bids from at least three underwriters of municipal bonds who have established industry reputations for underwriting new issuances of municipal bonds; and
- (4) the City anticipates awarding the sale of the Obligations to the bidder or bidders who submits a firm offer to purchase the Obligations at the highest price (or lowest true interest cost), as set forth in this Notice of Sale.

Any bid submitted pursuant to this Notice of Sale shall be considered a firm offer for the purchase of the Obligations, as specified in the bid.

Most of the City's competitive sales in the past 5 years would have met the competitive sale requirements, however, no assurance can be given that the competitive sale requirements will be met for this sale. In the event that the competitive sale requirements are not satisfied, the City shall so advise each successful bidder. The City shall treat the first price at which 10% of each maturity of the Obligations (the "10% test") is sold to the public as the issue price of that maturity. Each successful bidder shall advise the City if any maturity of the Obligations satisfies the 10% test as of the date and time of the award of the Obligations. **The City will not require bidders to comply with the "hold-the-offering-price rule" and therefore does not intend to use the initial offering price to the public as of the sale date of any maturity of the Obligations as the issue price of that maturity. Bids will not be subject to cancellation in the event that the competitive sale requirements are not satisfied. Bidders should prepare their bids on the assumption that all of the maturities of the Obligations will be subject to the 10% test in order to establish the issue price of the Obligations of that maturity.**

If the competitive sale requirements are not satisfied, then until the 10% test has been satisfied as to each maturity of the Obligations, the successful bidder agrees to promptly report to the City the prices at which the unsold Obligations of that maturity have been sold to the public. That reporting obligation shall continue, whether or not the Closing Date has occurred, until the 10% test has been satisfied as to the Obligations of that maturity.

By submitting a bid, each bidder confirms that: (i) any agreement among underwriters, any selling group agreement and each retail distribution agreement (to which the bidder is a party) relating to the initial sale of the Obligations to the public, together with the related pricing wires, contains or will contain language obligating each underwriter, each dealer who is a member of the selling group, and each broker-dealer that is a party to such retail distribution agreement, as applicable, to report the prices at which it sells to the public the unsold Obligations of each maturity allotted to it until it is notified by the successful bidder that either the 10% test has been satisfied as to the Obligations of that maturity or all Obligations of that maturity have been sold to the public, if and for so long as directed by the winning bidder and as set forth in the related pricing wires, and (ii) any agreement among underwriters relating to the initial sale of the Obligations to the public, together with the related pricing wires, contains or will contain language obligating each underwriter that is a party to a retail distribution agreement to be employed in connection with the initial sale of the Obligations to the public to require each broker-dealer that is a party to such retail distribution agreement to report the prices at which it sells to the public the unsold Obligations of each maturity allotted to it until it is notified by the successful bidder or such underwriter that either the 10% test has been satisfied as to the Obligations of that maturity or all Obligations of that maturity have been sold to the public, if and for so long as directed by the party to winning bidder or such underwriter and as set forth in the related pricing wires.

Sales of any Obligations to any person that is a related party to an underwriter shall not constitute sales to the public for purposes of this Notice of Sale. Further, for purposes of this Notice of Sale:

- (1) "public" means any person other than an underwriter or a related party,
- (2) "underwriter" means (A) any person that agrees pursuant to a written contract with the City (or with the lead underwriter to form an underwriting syndicate) to participate in the initial sale of the Obligations to the public and (B) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (A) to participate in the initial sale of the Obligations to the public (including a member of a selling group or a party to a retail distribution agreement participating in the initial sale of the Obligations to the public).
- (3) a purchaser of any of the Obligations is a "related party" to an underwriter if the underwriter and the purchaser are subject, directly or indirectly, to (i) at least 50% common ownership of the voting

power or the total value of their stock, if both entities are corporations (including direct ownership by one corporation of another), (ii) more than 50% common ownership of their capital interests or profits interests, if both entities are partnerships (including direct ownership by one partnership of another), or (iii) more than 50% common ownership of the value of the outstanding stock of the corporation or the capital interests or profit interests of the partnership, as applicable, if one entity is a corporation and the other entity is a partnership (including direct ownership of the applicable stock or interests by one entity of the other), and

- (4) “sale date” means the date that the Obligations are awarded by the City to the successful bidder or bidders.

### **Issue Price Certificate – Competitive Sale Requirements**

The undersigned, on behalf of \_\_\_\_\_ (“Winning Underwriter”), hereby certifies as set forth below with respect to the sale of the \$\_\_\_\_\_ principal amount of General Obligation Promissory Notes, Series 2022 N3, and the \$\_\_\_\_\_ principal amount of General Obligation Corporate Purpose Bonds, Series 2022 B4, of the City of Milwaukee, Wisconsin (the “Obligations”).

#### **1. Reasonably Expected Initial Offering Price.**

(a) As of the Sale Date, the reasonably expected initial offering price of each maturity of the Obligations to the Public by the Winning Underwriter is the respective price listed in the attached schedule (the “Expected Offering Price”). The Expected Offering Price is the price for the Maturity of the Obligations used by Winning Underwriter in formulating its bid to purchase the Obligations.

(b) Winning Underwriter was not given the opportunity to see other bids prior to submitting its bid but was able to see the ranking of its bid relative to other bids (*i.e.*, “Leader”, “Cover”, “3<sup>rd</sup>” *etc.*).

(c) The bid submitted by Winning Underwriter constituted firm offer to purchase the Obligations.

#### **2. Defined Terms.**

(a) *Maturity* means Obligations with the same credit and payment terms. Obligations with different maturity dates or with the same maturity date but different stated interest rates or credit terms, are treated as separate Maturities.

(b) *Public* means any person (including an individual, trust, estate, partnership, association, company, or corporation) other than an Underwriter or a related party to an Underwriter. The term “related party” for purposes of this certificate generally means, in, the case of corporations, any two or more persons who have greater than 50 percent common ownership, directly or indirectly.

(c) *Sale Date* means the first day on which there is a binding contract in writing for the sale of a Maturity of the Obligations. The Sale Date of the Obligations is April 28, 2022.

(d) *Underwriter* means (i) any person that agrees pursuant to a written contract with the Issuer (or with the lead underwriter to form an underwriting syndicate) to participate in the initial sale of the Obligations to the Public, and (ii) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (i) of this paragraph to participate in the initial sale of the Obligations to the Public (including a member of a selling group or a party to a retail distribution agreement participating in the initial sale of the Obligations to the Public).

The representations set forth in this certificate are limited to factual matters only. Nothing in this certificate represents Winning Underwriter’s interpretation of any laws, including specifically Sections 103 and 148 of the Internal Revenue Code of 1986 and the Treasury Regulations thereunder. The undersigned understands that the foregoing information will be relied upon by the City of Milwaukee (the “Issuer”) with respect to certain of the representations set forth in the Tax Compliance Certificate pertaining to the Obligations and with respect to compliance with the federal income tax rules affecting the Obligations, and by Bond Counsel, in connection with rendering its opinion that the interest on the Obligations is excluded from gross income for federal income tax

purposes, the preparation of the Internal Revenue Service Form 8038-G, and other federal income tax advice that it may give to the Issuer from time to time relating to the Obligations.

### **Issue Price Certificate – 10% Test**

The undersigned, on behalf of \_\_\_\_\_ (“Underwriter”), hereby certifies as set forth below with respect to the sale of the \$\_\_\_\_\_ principal amount of General Obligation Promissory Notes, Series 2022 N3 and the \$\_\_\_\_\_ principal amount of General Obligation Corporate Purpose Bonds, Series 2022 B4, of the City of Milwaukee, Wisconsin (the “Obligations”).

1. ***Sale of the Obligations.*** As of the date of this certificate, for each Maturity of the Obligations, the first price at which at least 10% of such Maturity of the Obligations was sold to the Public is the respective price listed in Schedule A. [NOTE: This statement must be modified if 10% of any maturity is not sold by the issue date of the Obligations]

2. ***Defined Terms.***

(a) *Issuer* means City of Milwaukee, Wisconsin.

(b) *Maturity* means Obligations with the same credit and payment terms. Obligations with different maturity dates, or Obligations with the same maturity date but different stated interest rates, are treated as separate Maturities.

(c) *Public* means any person (including an individual, trust, estate, partnership, association, company, or corporation) other than an Underwriter or a related party to an Underwriter. The term “related party” for purposes of this certificate generally means any two or more persons who have greater than 50 percent common ownership, directly or indirectly.

(d) An *underwriter* means (i) any person that agrees pursuant to a written contract with the Issuer (or with the lead underwriter to form an underwriting syndicate) to participate in the initial sale of the Obligations to the Public, and (ii) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (i) of this paragraph to participate in the initial sale of the Obligations to the Public (including a member of a selling group or a party to a retail distribution agreement participating in the initial sale of the Obligations to the Public).

The representations set forth in this certificate are limited to factual matters only. Nothing in this certificate represents the Underwriter’s interpretation of any laws, including specifically Sections 103 and 148 of the Internal Revenue Code of 1986 and the Treasury Regulations thereunder. The undersigned understands that the foregoing information will be relied upon by the City of Milwaukee (the “Issuer”) with respect to certain of the representations set forth in the Tax Compliance Certificate and with respect to compliance with the federal income tax rules affecting the Obligations, and by Bond Counsel in connection with rendering its opinion that the interest on the Obligations is excluded from gross income for federal income tax purposes, the preparation of the Internal Revenue Service Form 8038-G, and other federal income tax advice that it may give to the Issuer from time to time relating to the Obligations.

### **Authorization, Security, and Conditions of Delivery**

The Obligations have been approved by resolutions adopted by the Common Council of the City and are issued for the financing of various public improvement projects, fiscal requirements of the City, and refunding outstanding obligations of the City. The Obligations will be direct general obligations of the City, payable from taxes levied on all property within said City, subject to taxation by said City, without limitation as to rate or amount.

The Obligations are being issued subject to the legal opinions of Katten Muchin Rosenman LLP, Chicago, Illinois and Hurtado Zimmerman SC, Wauwatosa, Wisconsin, Bond Counsel, which opinions, together with the completed Obligations, will be furnished to the successful bidder at the expense of the City. The form of such opinion appears as Appendix B in the Official Statement.

The successful bidder will be furnished with the usual closing documents, including a certificate that no litigation is pending affecting the issuance of the Obligations. The Preliminary Official Statement is in a form which

the City “deems final” as of \_\_\_\_\_, 2022 for purposes of SEC Rule 15c2-12(b)(1), but is subject to revision, amendment and completion in a Final Official Statement as defined in SEC Rule 15c2-12(e)(3). The successful bidder will also be furnished with up to ten copies of the Final Official Statement issued in conjunction with this offering within seven business days after the award of the Obligations in accordance with SEC Rule 15c2-12(b)(3). It is anticipated that CUSIP identification numbers will be included on the Obligations, but neither the failure to include such numbers on any Obligation nor any error with respect thereto shall constitute cause for failure or refusal by the purchaser thereof to accept delivery of and pay for the Obligations in accordance with terms of its proposal. No CUSIP identification number shall be deemed to be a part of any Obligation or a part of the contract evidenced thereby, and no liability shall hereafter attach to the City or any of its officers or agents because of or on account of such numbers.

In order to assist bidders in complying with the continuing disclosure requirements of SEC Rule 15c2-12 and as part of the City’s contractual obligation arising from its acceptance of the successful bidder’s proposal, at the time of the delivery of the Obligations the City will provide an executed copy of its Continuing Disclosure Certificate. Said Certificate will constitute a written agreement or contract of the City for the benefit of holders of and owners of beneficial interests in the Obligations, to provide in a timely manner and notice of certain events with respect to the Obligations. Notice of the occurrence of certain events with respect to the Obligations will be provided to each nationally recognized municipal securities information repository, to the Municipal Securities Rulemaking Board and to the Wisconsin State Information Repository, if created.

The successful bidder agrees to provide the Commissioners of the Public Debt with a list of all firms that are participating in the underwriting and the amount of each firm’s participation, specifying which are minority-owned and specifying the amount of the initial participation and the final participation of each firm. The successful bidder further agrees to supply to the City all necessary pricing information and any Participating Underwriter identification necessary to complete the Final Official Statement within 24 hours after the award. Immediately upon receiving the Final Official Statement, the successful bidder agrees to file it with the Electronic Municipal Market Access system of the Municipal Securities Rulemaking Board.

The successful bidder may, at its option, refuse to accept the Obligations if prior to their delivery, any income tax law of the United States of America shall provide that the interest on such Obligations is includable or shall be includable at a future date in gross income for federal income tax purposes, and in such case the deposit made by the successful bidder will be returned and the successful bidder will be relieved of its contractual obligations arising from the acceptance of its proposal.

The City understands that, from time to time, it is advantageous to take bond insurance into account when submitting a bid. The use of bond insurance will require insurance related certifications by the bidder in the Issue Price certificate. Bond insurance is at the sole discretion and risk of the bidder. The City will assist in the reoffering of the Obligations with insurance by including bidder provided bond insurance information in the Final Official Statement. However, the City does not have the authority to enter into agreements with the bond insurer. The successful bidder does not have the option to refuse delivery of the Obligations due to bond insurance related issues, including downgrade of the bond insurer prior to delivery. Reprinting of the Final Official Statement due to bond insurance related issues that arise after the date of sale shall be at the sole expense of the bidder.

Additional information may be obtained from the undersigned City Comptroller upon request.

AYCHA SAWA  
City Comptroller and Secretary  
Public Debt Commission  
City Hall, Room 404  
200 E. Wells St.  
Milwaukee, WI 53202

By order of the Commissioners of the  
Public Debt of the City of Milwaukee

BERNARD J. ALLEN, Chairperson  
DAVID MISKY, Member  
MARY REAVEY, Member  
COMMISSIONERS OF THE PUBLIC DEBT

\_\_\_\_\_, 2022

**OFFICIAL NOTICE OF SALE**

**FOR**

**\$8,605,000\***

**CITY OF MILWAUKEE, WISCONSIN  
TAXABLE GENERAL OBLIGATION NOTES AND BONDS**

**comprised of**

**\$4,955,000\***

**TAXABLE GENERAL OBLIGATION PROMISSORY NOTES  
SERIES 2022 T5**

**and**

**\$3,650,000\***

**TAXABLE GENERAL OBLIGATION CORPORATE PURPOSE BONDS  
SERIES 2022 T6**

**Sale Data:**

**SALE DATE AND TIME:**

Thursday, April 28, 2022  
10:30 a.m. Central Time

**PLACE OF ACCEPTANCE FOR ELECTRONIC  
BIDS:**

Bids will only be accepted electronically  
via PARITY®

\* Subject to change in accordance with this Official Notice of Sale.



**OFFICIAL NOTICE OF SALE**  
**CITY OF MILWAUKEE, WISCONSIN**

**\$4,955,000\* TAXABLE GENERAL OBLIGATION PROMISSORY NOTES, SERIES 2022 T5**  
**AND**  
**\$3,650,000\* TAXABLE GENERAL OBLIGATION CORPORATE PURPOSE BONDS,**  
**SERIES 2022 T6**

NOTICE IS HEREBY GIVEN that the City of Milwaukee, Wisconsin (the “City”), will receive sealed bids and electronic bids until 10:30 A.M., Central Time, on Thursday, the

**28TH DAY OF APRIL, 2022**

at the Office of the City Comptroller, in said City, for the purchase of Four Million Nine Hundred Fifty Five Thousand Dollars (\$4,955,000)\* Taxable General Obligation Promissory Notes, Series 2022 T5 (the “Notes”) and Three Million Six Hundred Fifty Thousand Dollars (\$3,650,000)\* Taxable General Obligation Corporate Purpose Bonds, Series 2022 T6 (the “Bonds”, and collectively with the Notes, the “Obligations”). Bids must be submitted via PARITY through their competitive bidding application BidComp. Bids will be retrieved and publicly announced in Room 404, 200 E. Wells St., Milwaukee, Wisconsin shortly after the deadline for the receipt of bids. In the event that access to, or functions of, PARITY is materially interrupted at any time during the 90 minutes prior to the time bids are due, the City reserves the right to extend the deadline for submitting bids. The official award will be considered at a meeting of the City’s Public Debt Commission scheduled for 3:00 P.M. Central Time on April 28, 2022. *Information regarding the Obligations is furnished solely to provide limited summary information, and does not purport to be comprehensive. All such information is qualified in its entirety by reference to the more detailed descriptions appearing in the Official Statement, including Appendices.*

**Details of the Obligations**

The Obligations will be dated as May 19, 2022 (the “Dated Date”), and will bear interest from the Dated Date, payable commencing on October 1, 2022 and semiannually thereafter on April 1 and October 1. Interest will be computed on the basis of a 360-day year of twelve 30-day months.

The Notes mature on April 1, in each of the years and in the principal amounts as follows:

Maturing (April 1)	Amount*	Maturing (April 1)	Amount*
2023	\$425,000	2028	\$600,000
2024	425,000	2029	510,000
2025	430,000	2030	510,000
2026	430,000	2031	515,000
2027	595,000	2032	515,000

The Notes are not subject to redemption prior to maturity.

The Bonds mature on April 1, in each of the years and in the principal amounts as follows:

Maturing (April 1)	Amount*	Maturing (April 1)	Amount*
2033	\$500,000	2038	\$210,000
2034	505,000	2039	215,000
2035	510,000	2040	220,000
2036	515,000	2041	225,000
2037	520,000	2042	230,000

\* Subject to change in accordance with this Official Notice of Sale

The Bonds are subject to redemption prior to their maturity at the option of the City on any date on and after April 1, 2032, at a price of par plus accrued interest to the date fixed for their redemption. If less than all outstanding Bonds are called for redemption, the Bonds shall be called in such order of maturity as shall be determined by the City. If less than all of the Bonds of any maturity are called for redemption, the particular Bonds of such maturity to be redeemed shall be selected by lot. Notice of redemption shall be mailed, postage prepaid, no earlier than 60 days and no later than 30 days prior to the redemption date, to the owners of any Bonds to be redeemed in whose name such Bonds are registered as of the date of the notice. Any defect in the notice shall not invalidate the notice. The record date for receiving payment of the redemption price shall be the 15th calendar day (whether or not a business day) prior to the redemption date.

#### **Bid Parameters**

No bid for less than all of the Obligations will be considered. **Interest Rates:** Bidders are required to name the interest rate or rates the Obligations are to bear. The rates must not exceed 7.00%; and the rates shall be in multiples of one-eighth of one percent, or one-one-hundredth of one percent. There shall be only one rate for Obligations maturing on the same date. **Minimum Dollar Price per Maturity:** No maturity may have an initial offering price of less than 100% of par value plus accrued interest, if any. **Minimum Issue Price:** No bid of less than par value plus accrued interest, if any, will be considered.

#### **Good Faith Deposit**

No later than 12:00 noon, Central Time (the “Due Time”) on the date the bids are opened, the successful bidder must submit a Good Faith Deposit (“Deposit”) either in the form of a certified check or a cashier’s check drawn on a state or national bank or trust company in the amount of Three Hundred Thousand Dollars (\$300,000), payable to the City Treasurer of Milwaukee, Wisconsin, or by wire transfer of such amount as instructed by the City, as a guarantee of good faith, to be forfeited to said City by the successful bidder as liquidated damages should such bidder fail to take up and pay for the Obligations when ready. The Deposit of the successful bidder will be retained by the City and deducted from the purchase price at the time of closing. No adjustment of the Deposit will be made as a result in the change in the final par amount of the Obligations.

Failure to provide a Deposit by the Due Time will result in the winning bid being rejected, and the City will negotiate with the next highest bidder(s) for the completion of the transaction.

The successful bidder agrees that, in addition to the general terms for the Good Faith Deposit, the Deposit amount represents liquidated damages for the City in the event that the winning bidder fails to provide the Deposit by the Due Time. The City shall be entitled to the liquidated damages even if the City rejects the winning bid due to failure to provide the Deposit by the Due Time, and regardless of whether the City is able to complete the transaction with another bidder at a higher or lower cost, or at all. The successful bidder agrees to reimburse the City for costs to collect the liquidated damages, and to the jurisdiction of Wisconsin courts.

Only the successful bidder is required to submit a Good Faith Deposit. Any good faith checks submitted by unsuccessful bidders will be returned promptly upon the official determination of the bid to be accepted. All bids shall remain firm until 6:00 P.M. Central Time, by which time the official award of the Obligations will be made or all bids rejected.

## **Award**

The Obligations will be awarded to the qualified bidder offering the lowest true interest cost to the City. The City's computation of true interest cost of each bid will be controlling. True interest cost can be estimated as follows: the present value rate necessary to discount, to the Purchase Price (hereinafter defined), the future debt service payments from the payment dates to the Dated Date, calculated on the basis of a 360-day year of twelve 30-day months, and with semi-annual compounding. The "Purchase Price" is principal plus premium. The City reserves the right to reject any or all bids or to waive any irregularity in any bid.

Prior to the award of the Obligations, the aggregate principal amount of the Obligations offered for sale may be revised downward in an amount not to exceed the aggregate premium bid above the minimum purchase price. A SUCCESSFUL BIDDER MAY NOT WITHDRAW ITS BID OR CHANGE THE PRICE OR INTEREST RATE BID AT THE INITIAL OFFERING PRICE AS A RESULT OF ANY REVISION MADE TO THE PRINCIPAL AMOUNT OF THE NOTES OR BONDS. In the event of any such revision, no re-bidding or re-calculation of bids submitted will be required or permitted. Obligations will be awarded up to the revised aggregate principal amount.

The City will contact the successful bidder shortly after opening of the bids. The successful bidder will then have 15 minutes to provide the City with the reoffering yield and prices of each maturity of the Obligations. The City will calculate the underwriting discount, which shall be a fixed percentage of the par amount of each Offered Obligation. Based upon the information, the City will recalculate the par amount of each maturity of the Obligations being offered, and the adjusted bid price. The City will inform the successful bidder as soon as possible of the anticipated adjusted amounts.

The winning bid will be reported to PARITY, but the City assumes no responsibility or liability for results posted on such website.

## **Submission of Bids**

Proposals for the purchase of the Obligations must be submitted electronically via the PARITY, in accordance with the requirements prescribed by this Notice of Sale. Please refer to your contract/agreement with PARITY regarding any requirements for participation. If more than one bid shall be submitted by the same bidder for the Obligations, each such bid shall be considered a separate proposal for the purchase of the Obligations.

**Any prospective bidder must submit its bid via PARITY through their competitive bidding application BidComp. By submitting a bid, a bidder agrees:**

1. The City may regard the electronic transmission of the bid via the electronic service (including information about the Purchase Price for the Obligations and interest rate or rates to be borne by the Obligations and any other information included in such transmission) as though the same information were submitted and executed on behalf of the bidder by a duly authorized signatory. If the bid is accepted by the City, the terms of this Notice of Sale, and the information transmitted through the electronic service shall form a contract, and the bidder shall be bound by the terms of such contract.
2. To comply with the rules of the electronic bidding service. In the event of any conflict between such rules (regardless of what the rules are called or how they are established) and the terms set forth in this Notice of Sale, the terms set forth in this Notice of Sale shall control.
3. That the bidder is solely responsible for making necessary arrangements to access electronic bidding services. The City shall not have any duty or obligation to provide or assume such access. None of the electronic bidding services is an agent of the City. The City shall have no liability whatsoever based on the bidders use of the electronic service including, but not limited, to any failure by the electronic service to correctly or timely transmit information provided by the bidder.

The City assumes no responsibility or liability for bids submitted through PARITY. The City also assumes no responsibility for the accuracy of information on the Obligations presented by, nor of calculations performed by, nor of restrictions on the entry of bids enforced by, PARITY. If any provisions in this Official Notice of Sale conflict

with information provided by PARITY, this Official Notice of Sale shall control. The City's computation of true interest cost of each bid will be controlling.

An electronic bid shall be deemed an irrevocable offer to purchase the Obligations on the terms provided in the Official Notice of Sale, and shall be binding upon the bidder as if made by a signed, sealed bid delivered to the City. The City shall not be responsible for any malfunction or mistake made by, or as a result of the use of the facilities of PARITY, the use of such facility being the sole risk of the prospective bidder.

For purposes of the electronic bid process, the time as maintained by the City shall constitute the official time. All bids shall be deemed to incorporate the provisions of this Official Notice of Sale.

Bids may be submitted electronically via PARITY® pursuant to this notice, but no bid will be received after the time for receiving bids specified above. To the extent any instructions or directions set forth in PARITY® conflict with this notice, the terms of this notice shall control. For further information about PARITY®, potential bidders may contact PARITY® at (212) 404-8102. The fee for use of PARITY may be obtained from PARITY, and such fee shall be the responsibility of the bidder.

### **Payment and Delivery of the Obligations**

Payment for the Obligations shall be made in Federal Reserve Funds or other available funds immediately subject to use by the City. The Obligations will be delivered on or about May 19, 2022, or as soon thereafter as the Obligations may be ready for delivery, at the expense of the City, through the facilities of The Depository Trust Company, New York, New York.

The Obligations, when issued, will be registered only in the name of Cede & Co., as nominee for The Depository Trust Company, New York, New York ("DTC"). DTC will act as securities depository of the Obligations. A certificate for each Obligation having the same maturity and interest rate will be issued to DTC and immobilized in its custody. Individual purchases will be made in book-entry-only form pursuant to the rules and procedures established between DTC and its participants, in the principal amount of \$5,000 and integral multiples thereof. Individual purchasers will not receive certificates evidencing their ownership of the Obligation purchased. The successful bidder shall be required to deposit the Obligations with DTC as a condition to delivery of the Obligations. The City will make payment of the principal and interest on the Obligations to DTC or its nominee as registered owner of the Obligations. Transfer of said payments to participants of DTC will be the responsibility of DTC; transfer of said payments to beneficial owners by DTC participants will be the responsibility of such participants and other nominees of beneficial owners all as required by rules and procedures of DTC and the participants. No assurance can be given by the City that DTC, its participants and other nominees of beneficial owners will make prompt transfer of said payments. The City assumes no liability for failures of DTC, its participants or other nominees to promptly transfer said payments to beneficial owners of the Obligations. Notices, if any, given by the City to DTC are redistributed in the same manner as are payments. The City assumes no liability for the failure of DTC, its participants or other nominees to promptly transfer said notices to the beneficial owners of the Obligations. The City is not responsible for supervising the activities or reviewing the records of DTC, its participants or other persons acting through such participants. In the event that the securities depository relationship with DTC for the Obligations is terminated and the City does not appoint a successor depository, the City will prepare, authenticate and deliver, at its expense, Obligations in fully registered certificated bonds in the denomination of \$5,000 or any integral multiple thereof in the aggregate principal amount of Obligations of the same interest rate then outstanding as directed by the registered owners of the Obligations.

### **Authorization, Security, and Conditions of Delivery**

The Obligations have been approved by resolutions adopted by the Common Council of the City and are issued for the financing of various public improvement projects. The Obligations will be direct general obligations of the City, payable from taxes levied on all property within said City, subject to taxation by said City, without limitation as to rate or amount.

The Obligations are being issued subject to the legal opinions of Katten Muchin Rosenman LLP, Chicago, Illinois and Hurtado Zimmerman SC, Wauwatosa, Wisconsin, Bond Counsel, which opinions, together with the

completed Obligations, will be furnished to the successful bidder at the expense of the City. The form of such opinion appears as Appendix B in the Official Statement.

The successful bidder will be furnished with the usual closing documents, including a certificate that no litigation is pending affecting the issuance of the Obligations. The Preliminary Official Statement is in a form which the City “deems final” as of \_\_\_\_\_, 2022 for purposes of SEC Rule 15c2-12(b)(1), but is subject to revision, amendment and completion in a Final Official Statement as defined in SEC Rule 15c2-12(e)(3). The successful bidder will also be furnished with up to ten copies of the Final Official Statement issued in conjunction with this offering within seven business days after the award of the Obligations in accordance with SEC Rule 15c2-12(b)(3). It is anticipated that CUSIP identification numbers will be included on the Obligations, but neither the failure to include such numbers on any Obligation nor any error with respect thereto shall constitute cause for failure or refusal by the purchaser thereof to accept delivery of and pay for the Obligations in accordance with terms of its proposal. No CUSIP identification number shall be deemed to be a part of any Obligation or a part of the contract evidenced thereby, and no liability shall hereafter attach to the City or any of its officers or agents because of or on account of such numbers.

The successful bidder agrees to provide the Commissioners of the Public Debt with a list of all firms that are participating in the underwriting and the amount of each firm’s participation, specifying which are minority-owned and specifying the amount of the initial participation and the final participation of each firm. The successful bidder further agrees to supply to the City all necessary pricing information and any Participating Underwriter identification necessary to complete the Final Official Statement within 24 hours after the award. Immediately upon receiving the Final Official Statement, the successful bidder agrees to file it with the Electronic Municipal Market Access system of the Municipal Securities Rulemaking Board.

In order to assist bidders in complying with the continuing disclosure requirements of SEC Rule 15c2-12 and as part of the City’s contractual obligation arising from its acceptance of the successful bidder’s proposal, at the time of the delivery of the Obligations the City will provide an executed copy of its Continuing Disclosure Certificate. Said Certificate will constitute a written agreement or contract of the City for the benefit of holders of and owners of beneficial interests in the Obligations, to provide in a timely manner and notice of certain events with respect to the Obligations. Notice of the occurrence of certain events with respect to the Obligations will be provided to each nationally recognized municipal securities information repository, to the Municipal Securities Rulemaking Board and to the Wisconsin State Information Repository, if created.

The City understands that, from time to time, it is advantageous to take bond insurance into account when submitting a bid. Bond insurance is at the sole discretion and risk of the bidder. The City will assist in the reoffering of the Obligations with insurance by including bidder provided bond insurance information in the Final Official Statement. However, the City does not have the authority to enter into agreements with the bond insurer. The successful bidder does not have the option to refuse delivery of the Obligations due to bond insurance related issues, including downgrade of the bond insurer prior to delivery. Reprinting of the Final Official Statement due to bond insurance related issues that arise after the date of sale shall be at the sole expense of the bidder.

Additional information may be obtained from the undersigned City Comptroller upon request.

AYCHA SAWA  
City Comptroller and Secretary  
Public Debt Commission  
City Hall, Room 404  
200 E. Wells St.  
Milwaukee, WI 53202

By order of the Commissioners of the  
Public Debt of the City of Milwaukee  
  
BERNARD J. ALLEN, Chairperson  
DAVID MISKY, Member  
MARY REAVEY, Member  
COMMISSIONERS OF THE PUBLIC DEBT

\_\_\_\_\_, 2022