

**COMMON COUNCIL
OF THE
CITY OF MADISON, WISCONSIN**

December 9, 2025

Resolution No.: RES-25-_____

**A Resolution Authorizing and Providing for the Issuance
and Establishing Parameters for the Sale of Not to Exceed
\$16,775,000 Water Utility Revenue Refunding Bonds, Series 2026,
and Certain Related Details**

RECITALS

The Common Council (the “**Governing Body**”) of the City of Madison, Wisconsin (the “**Municipality**”) makes the following findings and determinations:

1. Through the Madison Water Utility, the Municipality currently owns and operates a municipal waterworks system (the “**System**”, as more fully defined below), which is a “public utility” within the meaning of Section 66.0621 (1) (b) of the Wisconsin Statutes.

2. Under the provisions of Section 66.0621 of the Wisconsin Statutes, as amended (the “**Act**”), the Municipality may, by action of the Governing Body, provide for, among other things, the acquisition, construction, extension, improvement, operation, and management of the System, and the refunding of municipal obligations issued for such purposes, from the proceeds of obligations that are payable solely from the income and revenues derived from the operation of the System.

3. The Municipality has previously authorized, sold, and issued its \$27,185,000 Water Utility Revenue Bonds, Series 2007, dated December 1, 2007 (the “**Series 2007 Bonds**”), pursuant to a resolution adopted by the Governing Body on November 6, 2007 (the “**2007 Resolution**”). The Series 2007 Bonds were redeemed on January 1, 2018.

4. The Municipality has previously authorized, sold, and issued its \$21,095,000 Water Utility Revenue Bonds, Series 2012, dated December 19, 2012 (the “**Series 2012 Bonds**”), pursuant to a resolution adopted by the Governing Body on November 27, 2012 (the “**2012 Resolution**”). The Series 2012 Bonds are currently outstanding in the aggregate principal amount of \$9,760,000.

5. The Municipality has previously authorized, sold, and issued its \$24,335,000 Water Utility Revenue Bonds, Series 2013, dated December 18, 2013 (the “**Series 2013 Bonds**”), pursuant to a resolution adopted by the Governing Body on December 9, 2013 (the “**2013 Resolution**”). The Series 2013 Bonds are currently outstanding in the aggregate principal amount of \$13,070,000.

6. The Municipality has previously authorized, sold, and issued its \$41,610,000 Water Utility Revenue Bonds, Series 2015, dated December 17, 2015 (the “**Series 2015 Bonds**”), pursuant to a resolution adopted by the Governing Body on December 1, 2015 (the “**2015 Resolution**”). The Series 2015 Bonds are currently outstanding in the aggregate principal amount of \$26,335,000.

7. The Municipality has previously authorized, sold, and issued its \$38,420,000 Water Utility Revenue Refunding and Improvement Bonds, Series 2016, dated December 18, 2016 (the “**Series 2016 Bonds**”), pursuant to a resolution adopted by the Governing Body on December 7, 2016 (the “**2016 Resolution**”). The Series 2016 Bonds are currently outstanding in the aggregate principal amount of \$21,390,000.

8. The Municipality has previously authorized, sold, and issued its \$30,765,000 Water Utility Revenue Bonds, Series 2018A, dated December 20, 2018 (the “**Series 2018A Bonds**”), pursuant to a resolution adopted by the Governing Body on December 4, 2018 (the “**2018A Resolution**”). The Series 2018A Bonds are currently outstanding in the aggregate principal amount of \$23,935,000.

9. The Municipality has previously authorized, sold, and issued its \$9,390,000 City of Madison, Wisconsin Taxable Water Utility Revenue Notes, Series 2018B, dated December 20, 2018 (the “**Series 2018B Notes**”), pursuant to a resolution adopted by the Governing Body on December 4, 2018 (the “**2018B Resolution**”). The Series 2018B Notes Bonds are currently outstanding in the aggregate principal amount of \$3,440,000.

10. The Municipality has previously authorized, sold, and issued its \$33,680,000 Water Utility Revenue Refunding Bonds, Series 2019A, dated December 19, 2019 (the “**Series 2019A Bonds**”), pursuant to a resolution adopted by the Governing Body on December 3, 2019 (the “**2019A Resolution**”). The Series 2019A Bonds are currently outstanding in the aggregate principal amount of \$20,180,000.

11. The Municipality has previously authorized, sold, and issued its \$13,055,000 Taxable Water Utility Revenue Refunding Bonds, Series 2019B, dated December 19, 2019 (the “**Series 2019B Bonds**”), pursuant to a resolution adopted by the Governing Body on December 3, 2019 (the “**2019B Resolution**”). The Series 2019B Bonds are currently outstanding in the aggregate principal amount of \$8,005,000.

12. Pursuant to resolutions adopted by the Governing Body on October 11, 2023, May 22, 2024, and July 24, 2024, the Municipality has also issued and outstanding three series of subordinate water utility revenue bonds that financed or refinanced capital expenditures related to the System, each of which were purchased by the State of Wisconsin Safe Drinking Water Loan Program (collectively, the “**Junior Bonds**”).

13. No other outstanding obligations are payable only from the income and revenues derived from the operation of the System.

14. The Municipality needs funds to finance the current refunding of all or certain specified maturities of the Series 2016 Bonds (the “**Refunding**”).

15. The Governing Body has determined that the Refunding is advantageous and necessary to the Municipality.

16. The Municipality wishes to finance the costs of the Refunding by authorizing, selling, and issuing its not to exceed \$16,775,000 Water Utility Revenue Refunding Bonds, Series 2026 (the “**Bonds**”). The Bonds will be issued pursuant to the Act, on the terms and conditions described in this resolution, and will be secured by and payable from the income and revenues derived and to be derived from the operation of the System. The Bonds will be issued on a parity and equality of rank with the Series 2012 Bonds, the Series 2013 Bonds, the Series 2015 Bonds, the Series 2018A Bonds, the Series 2018B Notes, the Series 2019A Bonds, and the Series 2019B Bonds (collectively, the “**Outstanding Bonds**”).

17. Section 37 of the 2007 Resolution, which section is continued under each resolution authorizing the issuance of the related Outstanding Bonds, authorizes the issuance of additional bonds and notes on a parity and equality of rank with the Outstanding Bonds upon compliance with the conditions set forth under therein (the “**Additional Bonds Test**”). All conditions set forth under the Additional Bonds Test have been or will be satisfied prior to the issuance of the Bonds.

18. In accordance with the provisions of Section 66.0621 (4) (a) 2 of the Wisconsin Statutes and this resolution: (i) interest on the Bonds will be payable at least annually, and (ii) payment of principal of the Bonds will commence not later than three years after the date of issuance of the Bonds.

19. The amount of the annual debt service payments to be made or provided for with respect to the Bonds is reasonable in accordance with prudent municipal utility management practices.

20. The Municipality has taken all actions required by law and has the power to sell and issue the Bonds.

21. The Governing Body is adopting this resolution to sell the Bonds and provide for their issuance upon the terms and conditions set forth in this resolution.

RESOLUTIONS

The Governing Body resolves as follows:

Section 1. Definitions.

In addition to the capitalized terms defined in the recitals above, the following terms have the meanings given in this section, unless the context requires another meaning.

“**2007 Resolution**” has the meaning given in the recitals to this resolution.

“**Act**” means Section 66.0621 of the Wisconsin Statutes, as amended.

“Authorized Officer” means the Municipality’s Finance Director or if absent, then the Municipality’s Mayor, each having the authority to act alone on behalf of the Issuer for purposes of Sections 4 and 25 hereof.

“Bond Counsel” means either Foley & Lardner LLP or any other nationally recognized firm of attorneys, employed by the Municipality, experienced in the field of municipal finance, whose legal and tax opinions concerning municipal obligations are generally accepted by purchasers of such obligations.

“Bond Purchase Agreement” means the Bond Purchaser’s executed Bid Form as described in Section 25 of this resolution and an attachment setting forth the final terms of the Bonds, which evidences the purchase of the Bonds by the Bond Purchaser.

“Bond Purchaser” means the qualified bidder whose bid is received and awarded as determined by the Authorized Officer, consistent with the parameters set forth in Section 4 hereof and in the Official Terms of Offering.

“Bond Register” means the register maintained by the Fiscal Agent at its designated office, in which the Fiscal Agent records:

- (i) The name and address of the owner of each Bond.
- (ii) All transfers of each Bond.

“Bonds” means the not to exceed \$16,775,000 City of Madison, Wisconsin Water Utility Revenue Refunding Bonds, Series 2026, which will be issued pursuant to this resolution.

“Book-Entry System” means a system in which no physical distribution of certificates representing ownership of the Bonds is made to the owners of the Bonds but instead all outstanding Bonds are registered in the name of a securities depository appointed by the Municipality, or in the name of such a depository’s nominee, and the depository and its participants record beneficial ownership and transfers of the Bonds electronically.

“Code” means the Internal Revenue Code of 1986, as amended.

“Continuing Disclosure Agreement” means the Continuing Disclosure Agreement, dated as of the Original Issue Date, to be executed by the Municipality and delivered on the closing date of the Bonds.

“Current Expenses” means the reasonable and necessary cost of operating, maintaining, administering, insuring, and repairing the System. Current Expenses shall be determined in accordance with generally accepted accounting principles and shall include, but not be limited to, salaries and wages, premiums for insurance, and the cost of materials, supplies, and audits. Current Expenses shall exclude allowances for depreciation, debt service on obligations of the System, tax equivalents, capital expenditures, and accumulations of reserves.

“Depository” means DTC or any successor appointed by the Municipality and acting as securities depository for the Bonds.

“Depreciation Fund” means the fund designated as such and described in Section 34(a)(4) of the 2007 Resolution and continued in Section 18(a)(4) of this resolution.

“DTC” means The Depository Trust Company, New York, New York.

“Fiscal Agent” means U.S. Bank Trust Company, National Association, or any successor fiscal agent appointed by the Municipality to act as authentication agent, paying agent, and registrar for the Bonds pursuant to Section 67.10 (2) of the Wisconsin Statutes.

“Fiscal Year” means the twelve-month period beginning on January 1 of each year and ending on December 31 of each year. The Municipality may change the Fiscal Year of the System; any change will not constitute a modification, change, amendment, or alteration of this resolution for purposes of Section 24 of this resolution.

“Funds and Accounts” has the meaning set forth in Section 18(a) of this resolution.

“Governing Body” means the Municipality’s Common Council.

“Gross Revenues” means the gross revenues of the System from all sources, excluding (i) customer deposits, (ii) collected taxes imposed by other governmental entities, and (iii) earnings on amounts held in the Special Redemption Fund, the Depreciation Fund, and any construction fund funded with proceeds of the Bonds or any issue of Parity Bonds.

“Independent Consultant” means a recognized engineer or firm of engineers or a recognized certified public accountant or firm of certified public accountants who or which is not an officer or regular employee of the Municipality or the System and who or which is not devoting substantially all of his, her, or its time and efforts to the affairs of the System.

“Junior Bonds” has the meaning given in the recitals of this resolution.

“Minimum Reserve Amount” means the least of the following: (i) the maximum annual debt service coming due in any future year on the Bonds and Parity Bonds then outstanding, (ii) 10% of the sum of the original stated principal amounts of the Bonds and each issue of Parity Bonds then outstanding, or (iii) 125% of the average annual debt service on the Bonds and Parity Bonds then outstanding.

“Municipal Officers” means the Mayor and the Clerk of the Municipality. These are the officers required by law to execute revenue obligations on the Municipality’s behalf.

“Municipality” means the City of Madison, Wisconsin.

“Net Revenues” means Gross Revenues after deduction of Current Expenses, plus earnings on amounts held in the Special Redemption Fund.

“Official Terms of Offering” has the meaning given in Section 25 of this resolution.

“Original Issue Date” means the date established for delivery of the Bonds pursuant to the Bond Purchase Agreement.

“Original Purchasers” means the Bond Purchaser and the initial purchaser of each issue of Parity Bonds (as long as the issue of Parity Bonds remains outstanding).

“Outstanding Bonds” has the meaning given in the recitals to this resolution.

“Parity Bonds” means all obligations other than the Bonds payable from the revenues of the System (including the Outstanding Bonds but excluding the Junior Bonds), which are issued on a parity and equality of rank with the Bonds and the Outstanding Bonds pursuant to the restrictive provisions of Section 37 of the 2007 Resolution, the applicable section continued in the other Prior Resolutions, and Section 21 of this Resolution.

“Prior Resolutions” means, collectively, the 2007 Resolution, the 2012 Resolution, the 2013 Resolution, the 2015 Resolution, the 2018A Resolution, the 2018B Resolution, the 2019A Resolution, and the 2019B Resolution, each as defined in the recitals to this resolution.

“Purchase Price” has the meaning given in Section 4 of this resolution.

“Record Date” means the 15th day (whether or not a business day) of the calendar month just before a regularly scheduled interest payment date for the Bonds.

“Recording Officer” means the Municipality’s Clerk.

“Redemption Date” means the date set forth in the Bond Purchase Agreement as the redemption date for the Refunded Bonds, which date shall not be later than 90 days after the Original Issue Date.

“Refunded Bonds” means certain specific maturities of the Series 2016 Bonds as set forth in the Bond Purchase Agreement.

“Refunding” means the current refunding of the Refunded Bonds.

“Reserve Account” means the Reserve Account of the Special Redemption Fund.

“Series 2016 Bonds” has the meaning given in the recitals to this resolution.

“Special Redemption Fund” means the fund designated as such and described in Section 34(a)(3) of the 2007 Resolution and continued in Section 18(a)(3) of this resolution.

“System” means the water utility of the Municipality, which shall include all property of every nature now or hereafter owned by the Municipality for the extraction, collection, storage, treatment, transmission, distribution, metering, and discharge of domestic, industrial, and potable public water, or constituting part of, or used or useful in connection with, the water utility of the Municipality, including all appurtenances, contracts, leases, franchises, and other intangibles relating thereto.

Section 2. Exhibits.

The attached exhibits are also a part of this resolution as though they were fully written out in this resolution:

- (i) *Exhibit A* — Form of Bond.
- (ii) *Exhibit B* — Notice to Electors of Sale.

Section 3. Purposes of Borrowing; Issuance of Bonds.

The Governing Body authorizes the Bonds and orders that they be prepared, executed, and issued. The Bonds will be fully registered, negotiable, water utility revenue refunding bonds of the Municipality in the principal amount of not to exceed \$16,775,000. The Bonds will be issued under the provisions of the Act to pay the costs of the Refunding and the expenses of issuing the Bonds (including, but not limited to, printing costs and fees for financial consultants, Bond Counsel, Fiscal Agent, rating agencies, bond insurance, and registration, as applicable).

Section 4. Terms of Bonds.

The Bonds will be named “City of Madison, Wisconsin Water Utility Revenue Refunding Bonds, Series 2026” or such other name as determined by an Authorized Officer and included in the Bond Purchase Agreement. The Bonds will be dated the Original Issue Date, even if they are actually executed or issued on another date. Each Bond will also be dated the date on which it is authenticated by the Fiscal Agent. That date is its registration date.

The face amount of each Bond will be \$5,000 or any multiple thereof up to the principal amount authorized for that maturity.

The Bonds will bear interest from the Original Issue Date at the rates set forth in the Purchase Agreement pursuant to, and in compliance with, the terms set forth in the Official Terms of Offering and accepted by the Authorized Officer; *provided, however*, that (i) the purchase price agreed to be paid to the Municipality by the Bond Purchaser for the purchase of the Bonds pursuant to Section 25 hereof, shall not be less than 98.5% of the principal amount of the Bonds (the “**Purchase Price**”), (ii) the final structure for the Bonds shall produce aggregate debt service savings for the Refunding, (iii) the principal amount of the Bonds shall not exceed \$16,775,000, and (iv) the final maturity date of the Bonds shall not be later than January 1, 2037. The actual maturity schedule and interest rates per annum, within the parameters set forth this Section and in accordance with the Official Terms of Offering, will be set forth in the Bond Purchase Agreement and accepted by the Authorized Officer.

Interest on the Bonds will be payable on each January 1 and July 1 until the principal of the Bonds has been paid, beginning on July 1, 2026 or on such other date as set forth in the Bond Purchase Agreement, and as to any particular Bond to be redeemed pursuant to Section 8 hereof, on the redemption date of such Bond. Interest on each Bond will be (i) computed on the basis of a 360-day year of twelve 30-day months and (ii) payable to the person or entity in whose name the Bond is registered on the Bond Register at the end of the day

on the applicable Record Date. The Municipality and the Fiscal Agent may treat the person or entity in whose name any Bond is registered on the Bond Register as the absolute owner of the Bonds for all purposes whatsoever under this resolution. The Bonds will be numbered consecutively as may be required to comply with any applicable rules or customs or as determined by the Municipal Officers executing the Bonds.

The principal of, and interest on, the Bonds will be payable in lawful money of the United States of America.

Section 5. Fiscal Agent.

The Municipality appoints the Fiscal Agent to act as authentication agent, paying agent, and registrar for the Bonds. The appropriate officers of the Municipality are directed to enter into a contract with the Fiscal Agent on behalf of the Municipality. The contract may provide for the Municipality to pay the reasonable and customary fees of the Fiscal Agent for those services. The contract shall require the Fiscal Agent to comply with all applicable federal and state regulations. Among other things, the Fiscal Agent shall maintain the Bond Register.

Section 6. Appointment of Depository.

The Municipality appoints DTC to act as securities depository for the Bonds. An authorized representative of the Municipality has previously executed a blanket issuer letter of representations with DTC on the Municipality's behalf, and the Municipality ratifies and approves that document.

Section 7. Book-Entry System.

On their date of issuance, the Bonds will be registered in the name of DTC or its nominee and maintained in a Book-Entry System. If the Municipality's relationship with DTC is terminated, then the Municipality may appoint another securities depository to maintain the Book-Entry System.

If on any date the Bonds are *not* being maintained in a Book-Entry System, then the Municipality will do the following:

- (i) At its expense, the Municipality will prepare, authenticate, and deliver to the beneficial owners of the Bonds fully-registered, certificated Bonds in the denomination of \$5,000 or any multiple thereof in the aggregate principal amount then outstanding. The beneficial owners will be those shown on the records of the Depository and its direct and indirect participants.
- (ii) The Municipality will appoint a fiscal agent to act as authentication agent, paying agent, and registrar under Section 67.10 (2) of the Wisconsin Statutes (the Fiscal Agent may be reappointed in this capacity).

Section 8. Redemption.

The Bond Purchase Agreement may state that certain Bonds maturing on and after a certain date are subject to redemption before their stated maturity dates, at the Municipality's option, in whole or in part, in the order of maturity selected by the Municipality, on a stated redemption date and on any date thereafter. If certain maturities of the Bonds are subject to such optional redemption, then the redemption price will be 100% of the principal amount redeemed, plus accrued interest to the redemption date, and no premium will be paid. If payment of a Bond called for redemption has been made or provided for, then interest on such Bond stops accruing on the stated redemption date. If less than all the principal amount of a specific maturity is redeemed, then the Bonds will be redeemed in \$5,000 multiples in accordance with Sections 9 and 10 below, and if a portion, but not all, of a maturity that is subject to mandatory partial redemptions by operation of a sinking fund (as described below) is being redeemed, then the Municipality will select the amounts to be redeemed on future Sinking Fund Redemption Dates (as defined below) that are reduced as a result of the partial redemption.

If the Bond Purchase Agreement states that certain maturities of the Bonds are term bonds and subject to partial mandatory sinking fund redemption, then the Bonds maturing on such dates shall be subject to mandatory sinking fund redemption at a redemption price of 100% of the principal amount redeemed, plus accrued interest to the redemption date, on January 1 of the years (each a "**Sinking Fund Redemption Date**"), and in the respective principal amounts (subject to reduction as provided in the immediate preceding paragraph), as set forth in the Bond Purchase Agreement and consistent with Section 4 hereof.

Section 9. Manner of Payment/Transfers/Redemption Notices Under Book-Entry System.

So long as the Bonds are being maintained in a Book-Entry System, the following provisions apply:

Payment. The Fiscal Agent is directed to pay the principal of, and interest on, the Bonds by wire or other electronic money transfer to the Depository or its nominee in accordance with the Depository's rules that are then in effect.

Transfers. The Bonds are transferable, only upon the Bond Register and only if the Depository ceases to act as securities depository for the Bonds and the Municipality appoints a successor securities depository. If that happens, then upon the surrender of the Bonds to the Fiscal Agent, the Municipality will issue new fully registered Bonds in the same aggregate principal amount to the successor securities depository, and the Bonds will be recorded as transferred to the successor securities depository in the Bond Register.

The Fiscal Agent will not be required to make any transfer of the Bonds (i) during the 15 calendar days before the date of the sending of notice of any proposed redemption of the Bonds or (ii) with respect to any particular Bond, after such Bond has been called for redemption.

Partial Redemption. If less than all the principal amount of a specific maturity is to be redeemed, then the Depository and its direct and indirect participants will randomly select

the beneficial owners of the Bonds to be redeemed. If a Bond has been called for redemption but less than all the principal amount thereof is redeemed, then on or after the redemption date, upon surrender of the Bond to the Fiscal Agent, the Municipality will issue a new Bond in the principal amount outstanding after the redemption.

Notice of Redemption. Notice of the redemption of any of the Bonds will be sent to the Depository, in the manner required by the Depository, not less than 30, and not more than 60, days before the proposed redemption date. A notice of optional redemption may be revoked by sending notice to the Depository, in the manner required by the Depository, not less than 15 days before the proposed optional redemption date.

Section 10. Manner of Payment/Transfers/Redemption Notices Not Under Book-Entry System.

If on any date the Bonds are *not* being maintained in a Book-Entry System, then the following provisions apply:

Payment. The Fiscal Agent will pay the principal of each Bond upon its presentation and surrender on or after its maturity or earlier redemption date at the designated office of the Fiscal Agent, and the Fiscal Agent will pay, on each interest payment date, the interest on each Bond by wire or other electronic money transfer, or by check of the Fiscal Agent sent by first class mail, to the person or entity in whose name the Bond is registered on the Bond Register at the end of the day on the applicable Record Date.

Transfers. Each Bond is transferable, only upon the Bond Register, for a like aggregate principal amount of the same maturity and interest rate in denominations of \$5,000 or any multiple thereof. A transfer may be requested by the registered owner in person or by a person with a written power of attorney. The Bond shall be surrendered to the Fiscal Agent, together with a written instrument of transfer satisfactory to the Fiscal Agent signed by the registered owner or by the person with the written power of attorney. The Municipality will issue one or more new fully registered Bonds in the same aggregate principal amount to the transferee or transferees, as applicable, in exchange for the surrendered Bonds and upon the payment of a charge sufficient to reimburse the Municipality or the Fiscal Agent for any tax, fee, or other governmental charge required to be paid with respect to such registration.

The Fiscal Agent will not be required to make any transfer of the Bonds (i) during the 15 calendar day period before the date of the sending of notice of any proposed redemption of the Bonds or (ii) with respect to any particular Bond, after the Bond has been called for redemption.

Partial Redemption. If less than all the principal amount of a specific maturity is to be redeemed, then the Municipality or the Fiscal Agent will randomly select the Bonds to be redeemed. If a Bond has been called for redemption but less than the entire principal amount thereof is redeemed, then on or after the redemption date, upon surrender to the Fiscal Agent of the Bond, the Municipality will issue a new Bond in the principal amount outstanding after the redemption.

Notice of Redemption. Notice of the redemption of any of the Bonds will be sent by first class mail, not less than 30, and not more than 60, days before the proposed redemption date, to the registered owners of the Bonds to be redeemed at the respective addresses set forth in the Register. A notice of optional redemption may be revoked by sending a notice by first class mail not less than 15 days before the proposed optional redemption date to the registered owners of the Bonds which have been called for redemption.

Section 11. Form of Bonds.

The Bonds shall be in substantially the form shown in Exhibit A. Omissions, insertions, or variations are permitted if they are deemed necessary or desirable and are consistent with this resolution or any supplemental resolution. The Municipality may cause the approving opinion of Bond Counsel to be printed or reproduced on the Bonds.

Section 12. Execution of Bonds.

The Bonds shall be signed by the persons who are the Municipal Officers on the date on which the Bonds are signed. The Bonds shall be sealed with the Municipality's corporate seal (or a facsimile thereof), if the Municipality has one, and they shall also be authenticated by the manual signature of an authorized representative of the Fiscal Agent.

The Bonds will be valid and binding even if before they are delivered any person whose signature appears on the Bonds is no longer living or is no longer the person authorized to sign the Bonds. In that event, the Bonds will have the same effect as if the person were living or were still the person authorized to sign the Bonds.

A facsimile or electronic signature may be used as long as at least one signature of a Municipal Officer is a manual signature or the Fiscal Agent's certificate of authentication has a manual signature. If a facsimile or electronic signature is used, then it will be treated as the officer's own signature.

Section 13. Continuing Disclosure.

The appropriate officers of the Municipality are directed to sign the Continuing Disclosure Agreement, and the Municipality agrees to comply with all its terms.

Section 14. Payable Only From Special Redemption Fund.

The Bonds and Parity Bonds, together with interest thereon, shall be payable only from the Special Redemption Fund as provided in the Prior Resolutions and in this resolution. The registered owners of the Bonds and Parity Bonds will have a valid claim only against the Special Redemption Fund and the revenues pledged to such fund. The Bonds and all Parity Bonds, together with the interest thereon, shall not constitute an indebtedness of the Municipality within the meaning of any constitutional or statutory limitation or provision and shall not constitute a general obligation of the Municipality or a charge against its general credit or taxing power. The Municipality will not be liable for the payment of the principal of, and interest on, the Bonds except as provided in this resolution.

Section 15. Pledge.

The Municipality pledges the Net Revenues to the Special Redemption Fund to pay the principal of, and interest on, the Bonds and all Parity Bonds as provided in this resolution. Such revenues will be used for no purpose other than to pay the principal of, and interest on, the Bonds and all Parity Bonds, and on a subordinate basis, the Junior Bonds, on the dates on which such amounts are due.

Section 16. Equality of Lien.

All Bonds and all Parity Bonds, regardless of issue dates, maturity dates, or series designations, will be secured equally by the pledge of the Net Revenues and all amounts in the Special Redemption Fund.

Section 17. No Senior Bonds; Parity Bonds.

The Municipality will issue no bonds, notes, or other obligations payable from the revenues of the System, or enjoying a lien on the revenues or property of the System, that have a priority over the Bonds with respect to their payment or security, except as otherwise permitted in Section 21(a) of this resolution. The Municipality may issue Parity Bonds on the terms and conditions set forth in the applicable sections of each Prior Resolution and in Sections 21(b) and (c) of this resolution.

Section 18. Funds and Accounts.

(a) Funds and Accounts; Purposes.

The Municipality affirms, continues, and creates, as applicable, the following funds and accounts of the System, some of which were originally created, continued, or renamed, as applicable, under Section 34 of the 2007 Resolution (collectively, the “**Funds and Accounts**”), to provide for the collection, distribution, and use of the Gross Revenues and proceeds of the Bonds:

- (1) Water Utility Revenue Fund (the “**Revenue Fund**”), into which the entire Gross Revenues will be deposited as received.
- (2) Water Utility Operation and Maintenance Fund (the “**Operation and Maintenance Fund**”), which will be used to hold amounts expected to be used for the payment of the reasonable and necessary expenses of operating and maintaining the System, including salaries, wages, materials, supplies, and insurance, and for the purposes described in Section 19(c)(1) of this resolution.
- (3) Water Utility Special Redemption Fund, which will be divided into the following three accounts: (i) the “**Interest and Principal Account**”, (ii) the “**Earnings Account**”, and (iii) the “**Reserve Account**.” Amounts held in the Interest and Principal Account and the Earnings Account will be used only to pay principal of,

and premium, if any, and interest on, the Bonds and any Parity Bonds as provided in this resolution. Amounts held in the Reserve Account will be used to pay principal of, or interest on, the Bonds or any Parity Bonds on any date when amounts in the Interest and Principal Account and the Earnings Account are insufficient to make such payments. Notwithstanding the foregoing, to effect the Refunding an additional account shall be created within the Special Redemption Fund with the name “**2026 Escrow Account**”. Funds held in the 2026 Escrow Account shall be used to pay the redemption price of the Refunded Bonds on the Redemption Date. Any balance remaining in the 2026 Escrow Account after the Redemption Date shall be transferred to the Earnings Account.

- (4) Water Utility Depreciation Fund (the “**Depreciation Fund**”), which will be used to hold amounts expected to be used to pay for repairs, replacements, extensions, or additions to the System, *provided*, that amounts in the Depreciation Fund can be used for any such purpose only if such amounts are not needed to make up any deficiency in the Interest and Principal Account or the Reserve Account.
- (5) Water Utility Surplus Fund (the “**Surplus Fund**”), amounts in which will be used for the purposes described in Section 19(c)(4) of this resolution.

(b) **Limitation on the Use of Amounts in the Funds and Accounts.**

Amounts held in the Funds and Accounts shall be used only for the purposes described in this resolution.

(c) **Requirement to Maintain the Special Redemption Fund as a Separate Fund.**

The Special Redemption Fund shall be maintained as a separate fund either in the treasury of the Municipality or with a trustee. The other Funds and Accounts may be combined in a single investment or bank account.

(d) **Investment of Amounts held in Funds and Accounts.**

Amounts in the Funds and Accounts may be invested in any manner permitted by the laws of Wisconsin, subject to the following limitations:

- (i) The investments in each Fund or Account shall be sold whenever necessary to provide funds for the purposes for which the Fund or Account was created.
- (ii) No investment may be purchased or retained if the purchase of the investment or its retention would cause any Bond to be an “arbitrage

bond” (within the meaning of Section 148 of the Code or the Treasury Regulations promulgated thereunder).

- (iii) All investments held in the Funds and Accounts shall be secured to the fullest extent required by the laws of Wisconsin.

(e) **Required Transfers of Earnings on Certain Funds and Accounts.**

All income from the investment of amounts in the Special Redemption Fund shall be transferred to the Earnings Account. All income from the investment of amounts in the Depreciation Fund shall be retained in the Depreciation Fund. All income from the investment of amounts in all other Funds and Accounts shall be transferred to the Revenue Fund and regarded as revenues of the System.

(f) **Rebate Matters.**

To comply with the rebate requirements of Section 148(f) of the Code and the related Treasury Regulations:

- (i) The Municipality shall cause a determination to be made of the amount, if any, of rebate required to be paid with respect to the Bonds to the United States Treasury at least every five years (as of the anniversary date of the issuance of the Bonds) and upon the retirement of the last Bond. The Municipality may engage Bond Counsel or another qualified rebate determination provider to prepare the determination and may pay reasonable compensation to the provider for the performance of such services.
- (ii) The Municipality shall make required rebate payments to the United States Treasury with respect to the Bonds on such dates and in such amounts and manner as are required by the Code and the related Treasury Regulations.
- (iii) The Municipality shall keep records of the rebate determinations prepared and rebate payments made until three years after the April 15th of the calendar year immediately following the date of the retirement of the last Bond.

Section 19. Application of Revenues.

(a) **Deposits to Revenue Fund and Transfers From Revenue Fund.**

Until all Bonds and Parity Bonds have been retired, or until there is on deposit in the Special Redemption Fund an amount sufficient to provide for the payment of the principal of all Bonds and all Parity Bonds, together with the interest thereon to maturity, the Gross Revenues shall, to the extent permitted by law, be deposited as collected in the Revenue Fund and shall be transferred from the Revenue Fund and deposited in the Operation and Maintenance Fund, the Special Redemption Fund, the Depreciation Fund, and the Surplus Fund in the following order:

- (1) A sum sufficient of the money in the Revenue Fund for the purposes of the Operation and Maintenance Fund shall be deposited in the Operation and Maintenance Fund.
- (2) A sum sufficient of the money in the Revenue Fund for the purposes of the Special Redemption Fund shall be deposited in the Special Redemption Fund.
- (3) A sum sufficient of the money in the Revenue Fund for the purposes of the Depreciation Fund shall be deposited in the Depreciation Fund until there is on hand in the Depreciation Fund an amount equal to \$750,000.
- (4) The remainder of the money in the Revenue Fund shall be deposited in the Surplus Fund.

Transfers from the Revenue Fund to the Operation and Maintenance Fund, the Special Redemption Fund, the Depreciation Fund, and the Surplus Fund shall be made in the order indicated above, on such dates as are necessary to carry out the purposes of the respective funds.

(b) **Transfers to the Special Redemption Fund.**

The Governing Body intends that the amount of money deposited in the Special Redemption Fund from all sources will be sufficient (i) to pay the interest on the Bonds and Parity Bonds as the same becomes due, (ii) to retire the Bonds and the Parity Bonds at maturity, and (iii) to provide for any required monthly deposits to the Reserve Account.

(c) **Transfers Among Certain Funds and Accounts; Uses of Amounts in Funds and Accounts.**

Amounts deposited in the following Funds and Accounts shall be held, used, or transferred as follows:

- (1) *Operation and Maintenance Fund.* Amounts deposited in the Operation and Maintenance Fund shall be used for the purposes described in Section 18(a)(2) of this resolution, unless the balance in the Operation and Maintenance Fund exceeds the estimated operating and maintenance expenses of the System for the next succeeding 90 days, in which case the excess amount (i) shall be transferred to the Special Redemption Fund to remedy any deficiency in the Special Redemption Fund, and (ii) if or to the extent that no such deficiency exists, then the remaining excess amount may be transferred to the Surplus Fund.
- (2) *Interest and Principal Account and Earnings Account.* Amounts deposited in the Special Redemption Fund shall first be used to deposit each month into the Interest and Principal Account an

amount equal to one-sixth (1/6) of the next installment of interest due on the Bonds and Parity Bonds then outstanding, plus an amount equal to one-twelfth (1/12) of the next installment of principal of the Bonds and such Parity Bonds coming due, until the full amount of such installments is on deposit in the Interest and Principal Account. The deposits shall be made first from the Earnings Account until it is depleted, and all moneys in the Earnings Account will be deemed to have been used first in payment of interest on the Bonds and Parity Bonds. Any funds remaining in the Earnings Account after each such transfer shall first be transferred to the Interest and Principal Account until there is on hand in the Interest and Principal Account an amount equal to the full amount of interest and principal coming due on the Bonds and any Parity Bonds then outstanding during the 12 months following the date of such transfer and after that either (i) be used to retire the Bonds or Parity Bonds in advance of maturity by redemption or by purchase of such Bonds or Parity Bonds on the open market or an invitation and receipt of tenders of the lowest dollar price or prices obtainable, but not exceeding the lowest price at which such Bonds or Parity Bonds could be redeemed on the next succeeding redemption date or (ii) be invested so as to restrict the yield thereon to avoid the Bonds and the Outstanding Bonds being classified as "arbitrage bonds" within the meaning of Section 148 of the Code or any Treasury Regulations promulgated thereunder. Notwithstanding the foregoing, unless the Municipality is provided with an opinion of Bond Counsel that the action specified below will not adversely affect the exclusion of interest on the Bonds or the Outstanding Bonds from gross income for federal income tax purposes, (A) moneys in the Earnings Account that are allocable to "proceeds" (within the meaning of Treas. Reg. § 1.148-1(b)) of the Bonds or the Outstanding Bonds may only be deposited in the Interest and Principal Account if such moneys will be used to pay principal of, or interest on, the issue to which such proceeds are allocable, and (B) no moneys that are allocable to proceeds of the Bonds or the Outstanding Bonds be used to pay principal of, or interest on, obligations that are not part of the issue to which the proceeds are allocable.

- (3) *Reserve Account.* The next available amounts in the Special Redemption Fund shall be used to make monthly transfers to the Reserve Account to increase the balance therein until there is on hand in the Reserve Account an amount equal to the Minimum Reserve Amount. Amounts in the Reserve Account shall be used whenever necessary to pay principal of, or interest on, the Bonds and Parity Bonds whenever the Interest and Principal Account and the Earnings Account are insufficient for that purpose. Any amounts in the Reserve Account in excess of the Minimum

Reserve Amount shall be transferred to the Earnings Account. For the purpose of computing the Minimum Reserve Amount, all investments in the Reserve Account shall be valued semiannually, on each interest payment date, at then current market value. In the event that amounts are withdrawn from the Reserve Account or amounts on deposit in the Reserve Account on any valuation date are less than the Minimum Reserve Amount, the Municipality, from revenues of the System, shall restore any amounts so withdrawn or any shortfall so that 12 months following such withdrawal or shortfall the amount on deposit in the Reserve Account equals the Minimum Reserve Amount.

- (4) *Surplus Fund.* Amounts in the Surplus Fund shall first be used whenever necessary to pay principal of, or interest on, the Bonds and Parity Bonds when the Special Redemption Fund is insufficient for that purpose, and thereafter to remedy any deficiency in any of the Funds or Accounts, or if at the close of any Fiscal Year there is no such deficiency, then such amounts may be disbursed as follows:
- (i) to provide for the payment of the principal of, and interest on, the Junior Bonds and any bonds issued on a parity to the Junior Bonds as the same becomes due, and to remedy any deficiency in any of the funds and accounts established or continued under the resolutions authorizing the Junior Bonds.
 - (ii) to retire Bonds or Parity Bonds in advance of maturity by redemption or by purchase of such Bonds or Parity Bonds on the open market or an invitation and receipt of tenders at the lowest dollar price or prices obtainable; or
 - (iii) to rebate payments made by customers of the System pursuant to any plan adopted by the Governing Body of the Municipality; or
 - (iv) to the general fund of the Municipality.

All transfers and deposits within any Fund or Account or to any other Fund or Account required or permitted by this section shall be made at such times as are necessary to carry out the purposes of the applicable Fund or Account.

Section 20. Agreements and Covenants Regarding the Operation of the System.

For so long as the Bonds and any Outstanding Bonds remain outstanding, the Municipality agrees and covenants with each and every registered owner of the Bonds and any Outstanding Bonds as follows:

- (a) The reasonable cost and value of any service rendered to the Municipality by the System by furnishing utility services, including, but not limited to, fire, police, safety, and health protection, will, to the extent permitted by law, be charged against the Municipality and be paid by it monthly as the service accrues out of the current revenues of the Municipality collected or in process of collection, but not from Gross Revenues, and, if necessary, out of the tax levy of the Municipality made by it to raise money to meet its necessary current expenses.
- (b) The Municipality will faithfully and punctually perform all duties concerning the System required by the constitution and statutes of the State of Wisconsin, including the making and collecting of reasonable, lawful, and sufficient rates for services rendered by the System and the segregation and application of the revenues of the System as provided in this resolution.
- (c) The Municipality will not sell, lease, or in any manner dispose of all, or any part of, the System or any additions or extensions that may be made to the System, until all Bonds and Outstanding Bonds have been paid in full, both principal and interest, or until provision has been made for the payment in full of all Bonds and Outstanding Bonds, both principal and interest, unless the property to be sold, leased, or otherwise disposed of has been found by the Governing Body not to be necessary or useful in the operation of the System. The proceeds received from any sale, lease, or disposal of any such property of the System shall be paid into (i) the Earnings Account of the Special Redemption Fund, if the property sold or leased was acquired or improved with proceeds of the Bonds or any Outstanding Bonds that are tax-exempt obligations, or (ii) the Revenue Fund, in all other cases.
- (d) The Municipality will: (i) operate and maintain the System in good condition; (ii) charge and collect such lawfully established rates and charges for the service rendered by the System so that the Gross Revenues will be sufficient to make the payments into the Funds and Accounts created by this resolution and provide for Net Revenues at least equal to 1.25 times the highest combined annual principal and interest requirements on all Bonds and Parity Bonds then outstanding; and (iii) promptly take such actions as are necessary to adopt and enforce increased rates whenever such increase shall be necessary to fulfill any covenant of this resolution.
- (e) The Municipality will keep proper books and accounts relating to the System separate from all other records of the Municipality and will cause such books and accounts to be audited annually by a recognized independent firm of certified public accountants and will make available to the owners of any of the Bonds or Outstanding Bonds the latest balance sheet and the profit and loss statement of the System as certified by such

accountants. The registered owners of any Bonds or Outstanding Bonds will have the right to inspect the System and the records, accounts, and data of the Municipality relating to the System at all reasonable times. Each audit of the books and accounts of the System, in addition to whatever matters may be thought proper by the accountants to be included therein, shall include the following: (i) a statement in detail of the revenues and expenditures of the System for the Fiscal Year; (ii) a statement of the Net Revenues for the Fiscal Year; (iii) a balance sheet as of the end of the Fiscal Year; (iv) the accountants' comment regarding the manner in which the Municipality has carried out the requirements of this resolution and the accountants' recommendation for any changes or improvements in the operation of the System; (v) a list of the insurance policies in force at the end of the Fiscal Year setting out as to each policy the amount of the policy, the risks covered, the name of the insurer, and the expiration date of the policy; and (vi) the number and types of connections at the end of the Fiscal Year.

- (f) The Municipality will carry, for the benefit of the registered owners of the Bonds and Parity Bonds, insurance of a kind and in such amounts as would usually be carried by private companies or other public bodies engaged in operating a similar utility system. All amounts received for losses under any of such insurance policies, except public liability, shall be used in repairing the damage or in replacing the property destroyed, unless the Governing Body finds that it is not advisable to repair such damage or replace such property and that the operation of the System will not be impaired if such property is not repaired or such property is not replaced, in which case such amounts shall be deposited in the Earnings Account, *provided, however*, that any amounts deposited in the Earnings Account shall not reduce the amounts otherwise required to be paid into the Special Redemption Fund.
- (g) The Municipality will grant no franchise for the operation of another System (or any part thereof) within the geographic limits of the Municipality, unless the denial of such franchise would be in violation of any law.
- (h) The Municipality will by ordinance or resolution of its Governing Body require all buildings in the Municipality used for human habitation and located adjacent to service from the System, or located in a block through which service from the System extends, to be connected with service from the System.
- (i) The Municipality will not enter into any contract with any person or persons which would cause any Bonds or Outstanding Bonds that were issued with the intent that interest on the issue would be excluded from gross income for federal income tax purposes to become "private activity

bonds,” within the meaning of Section 141(a) of the Code or any Treasury Regulations promulgated thereunder.

- (j) The Municipality will comply with all requirements of the Code that must be satisfied subsequent to the issuance of the Bonds or the Outstanding Bonds, including, but not limited to the rebate requirements set forth in the Code and the Treasury Regulations. The Municipality will comply with the provisions of the Tax Certificate delivered in connection with the issuance of the Bonds relating to these requirements.

Section 21. Additional Bonds.

The Municipality will issue no notes, bonds, or any other obligations of any kind or nature payable from or enjoying a lien on the Gross Revenues, the Special Redemption Fund, or properties of the System on a parity with or having a priority over the Bonds, except as provided in this Section:

- (a) Notes (including bond anticipation notes) or bonds may be issued having a priority over the Bonds and Parity Bonds if either (i) such notes or bonds are issued, wholly or in part, for the purpose of and will provide an amount sufficient, together with the earnings thereon and all other funds legally available therefor, to pay the entire principal of, and all interest on, the Bonds and Parity Bonds to their maturity or early redemption; or (ii) immediately upon the issuance of such notes or bonds, the Municipality has discharged all the Bonds and Parity Bonds in the manner provided in Section 22 of this resolution, the corresponding provisions of the Prior Resolutions, and the resolutions authorizing the issuance of Parity Bonds issued after the Original Issue Date.
- (b) Additional notes (including bond anticipation notes) or bonds may be issued on a parity with the Bonds and Parity Bonds if such notes or bonds are issued for the purpose of refunding any of the Bonds or Parity Bonds which either (i) have matured or (ii) will mature not later than 90 days after the date of delivery of such refunding notes or bonds if there are insufficient amounts in the Special Redemption Fund to provide for the required payments.
- (c) Additional notes (including bond anticipation notes) or bonds may be issued on a parity with the Bonds and Parity Bonds if all the following conditions have been satisfied:
 - (1) If (A) the Net Revenues for the last completed Fiscal Year were at least equal to 1.25 times the highest combined annual principal and interest requirements on all bonds and notes then outstanding payable from the Gross Revenues (other than bonds being refunded) and the bonds or notes so proposed to be issued for any succeeding Bond Year; *provided, however*, that if prior to the

authorization of such additional bonds or notes the Municipality has adopted and put into effect a revised schedule of rates, then the Net Revenues for the last completed Fiscal Year which would, in the written opinion of an Independent Consultant employed for that purpose, have resulted from such rates had they been in effect for such period, may be used in lieu of the actual Net Revenues for the last completed Fiscal Year; (B) the need for such financing is evidenced by a certificate or certificates of an Independent Consultant with recognized expertise in utility ratemaking before the Public Service Commission of Wisconsin employed for that purpose, giving a detailed description of the proposed projects to be financed, an estimate of the cost of the proposed projects including proposed capitalized interest, if any, and an estimate of the time of completion of the proposed projects, and showing the feasibility of such financing with reference to projected Net Revenues based on rates and charges projected to be in effect upon completion of such projects; *provided*, that such feasibility shall not be deemed shown unless the projected Net Revenues for each of the two full Fiscal Years next succeeding the estimated date of completion of such projects shall be equal to at least 1.25 times the highest combined annual principal and interest requirements on all bonds and notes then outstanding payable from the Gross Revenues (other than bonds and notes being refunded), and the bonds or notes so proposed to be issued for any succeeding Fiscal Year in which there shall be a principal maturity on such outstanding bonds or notes; or (C) the proceeds of the additional bonds or notes will be used to refund Bonds or Parity Bonds, and after giving effect to the refunding, the payments due in each year of the principal of, and interest on, the Bonds and Parity Bonds then outstanding (not including the obligations being refunded) and the additional bonds or notes proposed to be issued will be less than the payments due in each year of the principal of, and interest on, the Bonds and Parity Bonds then outstanding (in other words, the refunding will produce debt service savings in each year). For purposes of this subsection, except as otherwise provided, Net Revenues for any Fiscal Year will be either (x) the Net Revenues shown in the audit of the System's books and accounts for the Fiscal Year required by Section 20(e) of this resolution, if such an audit is available, or (y) if such an audit is not available, then the estimated, unaudited Net Revenues for the last completed Fiscal Year.

- (2) The payments required to be made into the Funds and Accounts created or continued pursuant to Section 18 of this resolution must be current.

- (3) There shall be on hand in the Reserve Account immediately upon the issuance of such additional bonds or notes an amount not less than the Minimum Reserve Amount.
- (4) Additional bonds or notes shall be payable as to principal on January 1 of each year and as to interest on January 1 and July 1 of each year.
- (5) The proceeds of the additional bonds or notes shall be used only to refund Bonds or Parity Bonds, or for acquiring or constructing additions, extensions, improvements, renewals or replacements to the System.

In the case of bond anticipation notes, the provisions of the Act shall govern with respect to all matters relating to the lien and sources of payment of such notes.

Section 22. Discharge and Satisfaction of Bonds and Covenants.

The agreements, covenants, liens, and pledges entered into, created, or imposed pursuant to this resolution may be fully discharged and satisfied with respect to any or all of the Bonds in any one or more of the following ways:

- (a) By paying the Bonds when they become due and payable, or upon their prior redemption in the manner provided in this resolution;
- (b) By depositing with the Fiscal Agent for the Bonds funds in the amount necessary, without consideration of any reinvestment thereof, to pay the principal of, and interest on, the Bonds until their maturity or earlier redemption; *provided* that if the Bonds are to be redeemed prior to their stated maturities, then (i) the Bonds shall have been irrevocably called for redemption by the Municipality, and (ii) provision shall have been made for the required notice of the redemption in the manner provided in this resolution; *provided, further*, that any such deposit can only be made if the deposit will not adversely affect the exclusion of interest on the Bonds from gross income of the owners thereof for federal income tax purposes; or
- (c) By depositing with a trustee or an escrow agent, in trust for such purpose, on or before the date of maturity or redemption, money and/or direct obligations of, or obligations the principal of, and interest on, which are fully guaranteed by, the United States of America, in such amount as, together with the income or increment to accrue thereon without consideration of any reinvestment thereof, will be fully sufficient to pay or redeem (when redeemable) the Bonds at or before their respective maturity dates; *provided*, that if a Bond is to be redeemed prior to its stated maturity date, then (i) the Bond shall have been irrevocably called for redemption by the Municipality, and (ii) provision shall have been made for the required notice of the redemption in the manner provided in

this resolution; *provided, further*, that any such deposit can only be made if the deposit will not adversely affect the exclusion of interest on the Bonds from gross income of the owners thereof for federal income tax purposes.

Upon a payment or a deposit of money or investments in the amount and manner required by this section, all liability of the Municipality with respect to the relevant Bonds will cease, determine, and be completely discharged, and the registered owners of any Bonds that are not then retired will be entitled only to payment out of the money and investments deposited as required by this section.

Section 23. Resolution a Contract; Remedies of Bondowners.

The provisions of this resolution constitute a contract between the Municipality and the registered owners of the Bonds. After the issuance of the Bonds no change or alteration in the provisions of this resolution may be made, except (a) as provided in Section 24 of this resolution, and (b) as provided in the definition of “Fiscal Year” in Section 1 of this resolution.

The registered owners of any of the Bonds will have the right, in addition to all other rights, by mandamus or other suit or action in any court of competent jurisdiction, to enforce their rights against the Municipality, the Governing Body, and any and all officers and agents thereof, including, but not limited to, the right to require the Municipality, the Governing Body, and any other authorized body to fix and collect rates and charges fully adequate to carry out all provisions and agreements contained in this resolution, and the right to have a receiver appointed for the System in the event of a default in the payment of principal of, or interest on, the Bonds.

Section 24. Amendment of Resolution.

Amendment Without the Consent of the Owners. This resolution may be amended from time to time without the consent of the registered owners of the Bonds to make any change that does not adversely affect the registered owners of the Bonds, including, without limitation, to cure any ambiguities, inconsistencies, or typographical errors that may be contained in this resolution.

Amendment With the Consent of the Owners. This resolution may also be amended from time to time with the written consent of the registered owners of not less than two-thirds in outstanding principal amount of the Bonds (not including any Bonds that are held or owned by or for the account of the Municipality); *provided, however*, this resolution may be amended only with the unanimous written consent of:

- (a) The registered owners of the Bonds:
 - (i) To make any change in the stated maturity date of, or interest rate on, any Bond; to modify the terms of payment of principal of, or interest on, any Bond; or to impose any conditions with respect to payment of principal of, or interest on, any Bond;

- (ii) To materially affect the rights of the owners of less than all Bonds then outstanding; or
 - (iii) To reduce the required outstanding principal amount of the Bonds for which consent shall be given to effect any future amendments to this resolution; and
- (b) The registered owners of any series of Outstanding Bonds:
 - (i) To make any change in the stated maturity date of or interest rate on any Outstanding Bond of the series; to modify the terms of payment of principal of, or interest on, any Outstanding Bond of the series; or to impose any conditions with respect to payment of principal of, or interest on, any Outstanding Bond of the series;
 - (ii) To materially affect the rights of the owners of less than all Outstanding Bonds of the series then outstanding; or
 - (iii) To reduce the required outstanding principal amount of Outstanding Bonds of the series for which consent shall be given to effect any future amendments to this resolution.

Notice. If the Municipality proposes to amend this resolution under any provision of this section, then the Municipality shall cause notice of the proposed amendment (the “**Amendment Notice**”) and, if consent is required, a form of consent to the proposed amendment (the “**Consent**”) to be (i) sent by first class mail to all registered owners of the Bonds and, if appropriate, any Outstanding Bonds and (ii) filed with the Municipal Securities Rulemaking Board if required under the Continuing Disclosure Agreement. The Amendment Notice shall briefly describe the nature of the proposed amendment and shall state that a copy of the proposed amendment is on file for public inspection in the office of the Recording Officer. The Consent must refer to the proposed amendment, specifically evidence consent to and approval of the proposed amendment, and be dated by the owner of the Bonds and, if appropriate, the Outstanding Bonds upon execution of the Consent. The Amendment Notice and Consent may be one instrument.

If on any date prior to one year after the date the Amendment Notice and Consent were sent the Recording Officer receives Consents executed by the registered owners of the Bonds and Outstanding Bonds owning not less than the outstanding principal amount required to approve the amendment, then the Governing Body may adopt a resolution effecting the proposed amendment, and upon the adoption of the resolution effecting the proposed amendment, the proposed amendment will become effective and binding upon the registered owners of all the Bonds and Outstanding Bonds.

Any Consent given by the registered owner of a Bond or an Outstanding Bond pursuant to the provisions of this section will be irrevocable for a period of six months from the date of the Consent and will be conclusive and binding upon all future registered owners of the same Bond or Outstanding Bond during the six-month period. A Consent may be revoked on any date after the six-month period by the registered owner who gave the Consent or by a

successor in title by filing notice of such revocation with the Recording Officer; *provided*, that a revocation will not be effective if the Recording Officer has already received Consents from registered owners of the Bonds and Outstanding Bonds owning not less than the required outstanding principal amount to approve the amendment, evidencing their consent to and approval of the proposed amendment that was the subject of the Consent.

Section 25. Sale of Bonds.

The Bonds are hereby authorized and ordered to be sold to a purchaser to be determined by competitive bid.

The Municipal Officers and the Authorized Officer (in consultation with the Issuer's Financial Advisor Baker Tilly Financial Advisors, LLC), are each hereby authorized to cause a preliminary offering document for the Bonds (the "**Preliminary Official Statement**") to be prepared and distributed to any banks, underwriters, investment houses, or the like deemed to be advisable, and to enclose therewith a "**Bid Form**" and the document to be used for offering the Bonds for sale by competitive bid which shall include the bidding terms for the Bonds and the parameters set forth in Section 4 of this resolution (the "**Official Terms of Offering**"). The Municipal Officers and the Authorized Officer are each hereby authorized, on behalf of the Issuer, to approve the form of Preliminary Official Statement and to deem it final as of its date for purposes of Securities and Exchange Commission Rule 15c2-12(b)(1), and to supply copies of the Preliminary Official Statement upon request.

The Authorized Officer is hereby authorized and directed to receive written bids for the sale of the Bonds on behalf of the Issuer on the date fixed in the Official Terms of Offering, on which date such bids shall be publicly opened and read; *provided, however*, that such date shall not be later than May 31, 2026. The Authorized Officer may, in such person's discretion, (i) waive any informality in any bid, (ii) reject any or all bids without cause, or (iii) reject any bid which the Authorized Officer determines to have failed to comply with the terms of the Official Terms of Offering or the parameters set forth in Section 4 hereof.

Subject to the terms of this resolution, each Authorized Officer, acting alone on behalf of the Issuer, is hereby authorized and directed to award the sale of the Bonds to the Bond Purchaser at the Purchase Price, plus any accrued interest; such award to be evidenced by and effected by the execution of the Bond Purchase Agreement. If the Bond Purchase Agreement signed and presented by the Bond Purchaser contains final terms for the Bonds that comply with the parameters set forth in this resolution and in the Official Terms of Offering, then an Authorized Officer is hereby authorized to approve and accept the Bond Purchase Agreement, and an Authorized Officer, acting alone on behalf of the Issuer, is directed (i) to sign the Bond Purchase Agreement in the Municipality's name and (ii) to take any additional actions needed to complete the sale of the Bonds, including arranging for a specific date, time, and location of closing of the sale.

The Municipality's Finance Director is directed to comply with the terms of the Official Terms of Offering with respect to any good-faith deposit requirements.

The Municipal Officers are directed to sign the Bonds and to arrange for delivery of the Bonds to the Bond Purchaser through the facilities of DTC or its FAST agent in accordance with the Official Terms of Offering, the Bond Purchase Agreement, and this resolution. The Bonds may be delivered or credited to the Bond Purchaser upon payment by the Bond Purchaser of the Purchase Price, plus any accrued interest, as required by the Official Terms of Offering and this resolution.

Unless waived by the Bond Purchaser, the delivery of the Bonds is conditioned upon the Municipality furnishing the following items to the Bond Purchaser:

- (i) The Bonds, together with the written, unqualified approving opinion of Bond Counsel, evidencing the legality of the Bonds and that interest on the Bonds will be excluded from gross income for federal income tax purposes.
- (ii) A transcript of the proceedings relating to the issuance of the Bonds.
- (iii) A certificate showing that no litigation has been threatened or is pending that would affect the legality of the Bonds or the right of the Municipality to issue them on the date of their delivery.

Section 26. Redemption of Refunded Bonds.

Subject to the delivery of the Bonds and the receipt of the Purchase Price for the Bonds from the Bond Purchaser, the Municipality irrevocably directs that the principal amount of the Refunded Bonds be redeemed and paid in full in advance of their stated maturity dates on the Redemption Date. The appropriate officers of the Municipality are directed to instruct the fiscal agent for the Series 2016 Bonds to take all actions required to call such Refunded Bonds for redemption on the Redemption Date, including giving notice in the manner that the 2016 Resolution requires. The Municipality ratifies and approves any action that has been taken prior to the date of this resolution in connection with the Refunding and the redemption of the Refunded Bonds.

Section 27. Application of Bond Proceeds.

- (a) The proceeds from the sale of the Bonds shall be disbursed as follows:
 - (i) Any accrued interest and any rounding amount shall be deposited in the Interest and Principal Account of the Special Redemption Fund.
 - (ii) The remaining proceeds of the sale of the Bonds, together with the amount set forth in subsection (b)(i) below, shall be deposited in the 2026 Escrow Account and used to effect the Refunding.
- (b) Amounts in the existing Funds and Accounts shall be transferred on the date issuance of the Bonds as follows (as specified in the Bond Purchase

Agreement or as may be specified by the finance officer of the Municipality's water utility):

- (i) Any amount held in or credited to the Interest and Principal Account of the Special Redemption Fund and allocable to the Series 2016 Bonds shall be transferred to the 2026 Escrow Account and used to effect the Refunding.
- (ii) Any amount held in or credited to the Reserve Account of the Special Redemption Fund in excess of the Minimum Reserve Amount and allocable to the Series 2016 Bonds shall be transferred to the 2026 Escrow Account and used to effect the Refunding.
- (iii) The remaining balances in all other funds and accounts established or continued under the 2016 Resolution with respect to the Series 2016 Bonds shall be transferred to the corresponding Funds and Accounts and applied as provided in this resolution.

Section 28. Final Official Statement.

The Municipality authorizes and directs that a final offering document (the “**Final Official Statement**”) be prepared and distributed prior to the issuance of the Bonds. The Final Official Statement shall be in substantially the form of the Preliminary Official Statement and shall include the final terms of the Bonds as set forth in the Purchase Agreement. The Authorized Officer is directed to deliver copies of the Final Official Statement to the Bond Purchaser and, if the Bond Purchaser requests, the Municipal Officers or the Authorized Officer shall execute one or more copies on behalf of the Municipality. Execution and delivery of the Final Official Statement will conclusively evidence the approval of the Municipal Officers.

Section 29. Publication of Notice.

The Recording Officer is directed to publish notice that the Municipality has agreed to sell the Bonds. The notice shall be published promptly after the execution of the Bond Purchase Agreement in the Municipality's official newspaper as a class 1 notice under Chapter 985 of the Wisconsin Statutes. The notice shall be in substantially the form attached hereto as Exhibit B. The Recording Officer shall obtain proof, in affidavit form, of the publication and shall compare the notice as published with the attached form to make sure that no mistake was made in publication.

Section 30. Authorization of Officers.

The appropriate officers of the Municipality are directed to prepare and furnish the following items to the Bond Purchaser and to the attorneys approving the legality of the Bonds:

- (i) Certified copies of proceedings and records of the Municipality relating to the Bonds and to the financial condition and affairs of the Municipality.

- (ii) Other affidavits, certificates, and information that may be required to show the facts about the legality of the Bonds, as such facts appear on the books and records under the officer's custody or control or as are otherwise known to the officer.

Section 31. Tax Law Covenants.

The Municipality covenants that it will comply with all requirements of the Code, and the Treasury Regulations promulgated thereunder, that must be satisfied so that interest on the Bonds will be excluded from gross income for federal income tax purposes.

Section 32. Municipal Bond Insurance.

If the Bond Purchaser purchases municipal bond insurance with respect to the Bonds as permitted in the Official Terms of Offering, then the appropriate officers of the Municipality are hereby authorized and directed to take all actions necessary to assist the Bond Purchaser in obtaining such municipal bond insurance. Further, the Authorized Officer is hereby authorized to agree to such additional provisions as the insurer may reasonably request and which are acceptable to the Authorized Officer, including provisions regarding restrictions on investment of proceeds of the Bonds, the payment procedure under the municipal bond insurance policy, the rights of the insurer in the event of default and payment of the Bonds by the insurer, and notices to be given to the insurer. In addition, appropriate reference to the municipal bond insurance policy shall be added to the form of Bonds if required by the insurer. Notwithstanding the foregoing, in the event the insurer requires specific insurer provisions to be applicable to the Bonds, the Municipal Officers and the Authorized Officer are hereby authorized and directed to review and negotiate, as applicable, such provisions and to include language reflecting such provisions in a separate certificate to be signed by the Municipal Officers and the Authorized Officer.

Section 33. Further Authorizations.

The Municipality authorizes its officers, attorneys, and other agents or employees to do all acts required of them to carry out the purposes of this resolution.

Section 34. Conflict with Prior Acts.

In case any part of a prior action of the Governing Body conflicts with this resolution, that part of the prior action is hereby rescinded.

Section 35. Severability of Invalid Provisions.

If a court holds any provision of this resolution to be illegal or invalid, then the illegality or invalidity shall not affect any other provision of this resolution, except that this Section shall not be interpreted as rescinding any part of a resolution that authorized the issuance of any Outstanding Bonds.

Section 36. Effective Date.

 This resolution takes effect upon its adoption and approval in the manner provided by law.

* * * * *

Adopted: December 9, 2025

Approved: December ____, 2025

Mayor

Clerk

EXHIBIT A

FORM OF BOND

Unless this certificate is presented by an authorized representative of The Depository Trust Company, a New York corporation (“DTC”), to the issuer or its agent for registration of transfer, exchange, or payment, and any certificate issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

UNITED STATES OF AMERICA
STATE OF WISCONSIN
CITY OF MADISON

Registered

No. R-_____

\$16,775,000_____

WATER UTILITY REVENUE REFUNDING BOND, SERIES 2026

<u>Interest</u> <u>Rate</u>	<u>Maturity</u> <u>Date</u>	<u>Original</u> <u>Issue Date</u>	<u>CUSIP</u>
_____%	January 1, 20__	_____, 2026	558614 ____

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: _____ DOLLARS

THE CITY OF MADISON, WISCONSIN (herein called the “**Municipality**”) hereby acknowledges itself to owe and for value received promises to pay the Principal Amount to the Registered Owner, solely from the income and revenues hereinafter specified, on the Maturity Date, and interest on the Principal Amount from the Original Issue Date at the annual rate of the Interest Rate. Interest is payable on each January 1 and July 1 until the Principal Amount has been paid, beginning on _____ 1, 20__, and as to any particular Bond to be redeemed as described below, on the redemption date of such Bond. Interest is computed on the basis of a 360-day year of twelve 30-day months.

This Bond is one of a duly authorized issue of bonds (the “**Bonds**”) of the Municipality of an aggregate principal amount of \$_____, all of like tenor, except as to denomination, interest rate, maturity date, and redemption provisions, issued by the Municipality pursuant to Article XI, Section 3 of the Wisconsin Constitution and Section 66.0621 of the Wisconsin Statutes, and acts supplementary thereto.

This Bond, together with interest hereon, is payable in lawful money of the United States of America, together with the Municipality’s outstanding (i) \$21,095,000 Water

Utility Revenue Bonds, Series 2012, dated December 19, 2012, (ii) \$24,335,000 Water Utility Revenue Bonds, Series 2013, dated December 18, 2013, (iii) \$41,610,000 Water Utility Revenue Bonds, Series 2015, dated December 17, 2015, (iv) \$30,765,000 Water Utility Revenue Bonds, Series 2018A, dated December 20, 2018, (v) \$9,390,000 Taxable Water Utility Revenue Notes, Series 2018B, dated December 20, 2018, (iv) \$33,680,000 Water Utility Revenue Refunding Bonds, Series 2019A, dated December 19, 2019, and (vii) \$13,055,000 Taxable Water Utility Revenue Refunding Bonds, Series 2019B, dated December 19, 2019 (collectively, the “**Outstanding Bonds**”), but only from the “**Water Utility Special Redemption Fund**,” which fund was continued by a resolution adopted on December 9, 2025 (the “**2025 Resolution**”) entitled “A Resolution Authorizing and Providing for the Issuance and Establishing Parameters for the Sale of Not to Exceed \$16,775,000 Water Utility Revenue Refunding Bonds, Series 2026, and Certain Related Details.” Reference is hereby made to the 2025 Resolution for a more complete statement of the revenues from which and conditions under which this Bond is payable, the provisions pursuant to which this Bond has been issued, and the conditions under which bonds and notes may hereafter be issued on a parity with this Bond. The Bonds rank on a parity with the Outstanding Bonds. This Bond does not constitute an indebtedness of the Municipality within the meaning of any constitutional or statutory limitation or provision, the Bonds and interest thereon are not general obligations of the Municipality, and the Municipality is not obligated, directly or indirectly or contingently, to levy or to pledge any form of taxation whatsoever for payments due with respect to the Bonds.

This Bond is a valid claim of the registered owner hereof only against the Water Utility Special Redemption Fund and the revenues pledged to the Water Utility Special Redemption Fund. Sufficient revenues have been pledged to the Water Utility Special Redemption Fund and will be used for no other purpose than to pay the principal of, premium, if any, and interest on, the Bonds, the Outstanding Bonds, and any Parity Bonds hereafter issued as the same becomes due.

On the date of their initial delivery, the Bonds will be maintained in a system in which no physical distribution of certificates representing ownership of the Bonds is made to the owners of the Bonds but instead all outstanding Bonds are registered either in the name of a securities depository appointed by the Municipality (a “**Depository**”), or in the name of the Depository’s nominee, and the Depository and its participants record beneficial ownership and effect transfers of the Bonds electronically (a “**Book-Entry System**”). So long as the Bonds are maintained in the Book-Entry System, then the principal of, and interest on, this Bond will be paid by wire transfer to the Depository or its nominee in accordance with the Depository’s rules that are then in effect by U.S. BANK TRUST COMPANY, NATIONAL ASSOCIATION, or any successor fiscal agent appointed by the Municipality (hereinafter, the “**Fiscal Agent**”), which shall act as authentication agent, paying agent, and registrar for the Bonds.

If on any date the Bonds are *not* being maintained in a Book-Entry System, then (i) the principal of this Bond will be paid by the Fiscal Agent upon its presentation and surrender on or after its maturity or earlier redemption date at the designated office of the Fiscal Agent, and (ii) the interest on this Bond will be paid by the Fiscal Agent, on each interest payment date, by wire or other electronic money transfer, or by check of the Fiscal Agent sent by first class mail, to the person or entity in whose name this Bond is registered in the register (the “**Bond Register**”) maintained by the Fiscal Agent at the end of the day on the 15th day (whether or not

a business day) of the calendar month immediately preceding each regularly scheduled interest payment date (the “**Record Date**”). The Municipality and the Fiscal Agent may treat the person or entity in whose name this Bond is registered on the Bond Register as the absolute owner of the Bonds for all purposes whatsoever under the 2025 Resolution.

The Bonds maturing on or after January 1, 20__ are subject to redemption prior to their stated maturity dates, at the Municipality’s option, in whole or in part, in the order of maturity selected by the Municipality, on January 1, 20__ and on any date thereafter. The redemption price will be 100% of the principal amount redeemed plus accrued interest to the redemption date, and no premium will be paid. If payment of a Bond called for redemption has been made or provided for, then interest on the Bond stops accruing on the stated redemption date. If less than all outstanding principal amount of a specific maturity is redeemed, then the Bonds will be redeemed in \$5,000 multiples as described below[, and if a portion, but not all, of a maturity that is subject to partial redemptions by operation of a sinking fund (as described below) is being redeemed, then the Municipality will select the amounts to be redeemed on future Sinking Fund Redemption Dates (as defined below) that are reduced as a result of the partial redemption.]

[The Bonds maturing on January 1 in the years 20__ and 20__ (collectively, the “**Term Bonds**”) are also subject to mandatory partial redemptions prior to their stated maturity dates by operation of a sinking fund. On the following redemption dates (each a “**Sinking Fund Redemption Date**”) the Municipality will redeem the following principal amounts (subject to reduction as provided in the immediately preceding paragraph) of the Term Bonds:

<u>Term Bonds Maturing January 1, 20__</u>		
Sinking Fund		
Redemption Date		Principal Amount
<u>(January 1)</u>		<u>To be Redeemed</u>
20__		\$,000
20__	(Stated Maturity)	,000

<u>Term Bonds Maturing January 1, 20__</u>		
Sinking Fund		
Redemption Date		Principal Amount
<u>(January 1)</u>		<u>To be Redeemed</u>
20__		\$,000
20__	(Stated Maturity)	,000]

[The redemption price will be 100% of the principal amount redeemed, plus accrued interest to the Sinking Fund Redemption Date, and no premium will be paid. The particular Term Bonds to be redeemed will be selected in the manner described below and the Municipality will give notice of the redemption in the manner described below.]

So long as the Bonds are being maintained in a Book-Entry System, the following provisions apply:

Transfers. The Bonds are transferable, only upon the Bond Register and only if the Depository ceases to act as securities depository for the Bonds and the Municipality appoints a successor securities depository. If that happens, then upon the surrender of the Bonds to the Fiscal Agent, the Municipality will issue new fully registered Bonds in the same aggregate principal amounts to the successor securities depository, and the Bonds will be recorded as transferred to the successor securities depository in the Bond Register.

The Fiscal Agent will not be required to make any transfer of the Bonds (i) during the 15 calendar day period before the date of the sending of notice of any proposed redemption of the Bonds or (ii) with respect to any particular Bond, after such Bond has been called for redemption.

Partial Redemption. If less than all the principal amount of a specific maturity is to be redeemed, then the Depository and its direct and indirect participants will randomly select the beneficial owners of the Bonds to be redeemed. If a Bond has been called for redemption but less than all the principal amount thereof is redeemed, then on or after the redemption date, upon surrender of the Bond to the Fiscal Agent, the Municipality will issue a new Bond in the principal amount outstanding after the redemption.

Notice of Redemption. Notice of the redemption of any of the Bonds will be sent to the Depository, in the manner required by the Depository, not less than 30, and not more than 60, days before the proposed redemption date. A notice of optional redemption may be revoked by sending notice to the Depository, in the manner required by the Depository, not less than 15 days before the proposed optional redemption date.

If on any date the Bonds are *not* being maintained in a Book-Entry System, then the following provisions apply:

Transfers. Each Bond is transferable, only upon the Bond Register, for a like aggregate principal amount of the same maturity and interest rate in denominations of \$5,000 or any multiple thereof. A transfer may be requested by the registered owner in person or by a person with a written power of attorney. The Bond shall be surrendered to the Fiscal Agent, together with a written instrument of transfer satisfactory to the Fiscal Agent signed by the registered owner or by the person with the written power of attorney. The Municipality will issue one or more new fully registered Bonds in the same aggregate principal amount to the transferee or transferees, as applicable, in exchange for the surrendered Bonds and upon the payment of a charge sufficient to reimburse the Municipality or the Fiscal Agent for any tax, fee, or other governmental charge required to be paid with respect to such registration.

The Fiscal Agent will not be required to make any transfer of the Bonds (i) during the 15 calendar day period before the date of the sending of notice of any proposed redemption of the Bonds, or (ii) with respect to any particular Bond, after the Bond has been called for redemption.

Partial Redemption. If less than all the principal amount of a specific maturity is to be redeemed, then the Municipality will randomly select the Bonds to be redeemed. If a Bond has been called for redemption by less than the entire principal amount thereof is redeemed, then on or after the redemption date, upon surrender to the Fiscal Agent of the Bond, the Municipality will issue a new Bond in the principal amount outstanding after the redemption.

Notice of Redemption. Notice of the redemption of any of the Bonds will be sent by first class mail, not less than 30, and not more than 60, days before the proposed redemption date, to the registered owners of any Bonds to be redeemed at the respective addresses set forth in the Bond Register. Notice of optional redemption may be revoked by sending a notice by first class mail, not less than 15 days before the proposed optional redemption date to the registered owners of any Bonds which were to have been redeemed.

The Municipality hereby certifies, recites, and declares that all acts, conditions, and procedures required by law to be, or to be done, precedent to and in the issuing of this Bond and of the issue of which it is a part, do exist, have happened, and have been done and performed in regular and due form, time, and manner as required by law; and that a sufficient amount of the income and revenue to be received by the Municipality from the operation of the System has been pledged to and will be set aside into a special fund for the payment of principal of, and interest on, this Bond.

IN WITNESS WHEREOF, the Municipality, by its governing body, has caused this Bond to be executed in its name and on its behalf by the manual or facsimile signatures of its Mayor and Clerk, and to be sealed with its corporate seal (or a facsimile thereof), if any, all as of the Original Issue Date.

CITY OF MADISON, WISCONSIN

By: _____
Mayor

[SEAL]

And: _____
Clerk

CERTIFICATE OF AUTHENTICATION:

Dated: _____, 2026

This Bond is one of the Bonds described in the within-mentioned Resolution.

U.S. BANK TRUST COMPANY, NATIONAL ASSOCIATION,
as Fiscal Agent

Authorized Signatory

ASSIGNMENT

For value received, the undersigned hereby sells, assigns and transfers unto

PLEASE INSERT SOCIAL SECURITY OR
OTHER IDENTIFYING NUMBER OF ASSIGNEE

(Please Print or Type Name and Address of Assignee)

the within-mentioned Bond and all rights thereunder and does hereby irrevocably constitute and appoint _____ attorney-in-fact, to transfer the same on the books of the registry in the office of the Fiscal Agent, with full power of substitution in the premises.

Dated: _____

Signature Guaranteed

NOTICE: Signatures must be guaranteed by an “eligible guarantor institution” meeting the requirements of the Fiscal Agent, which requirements include membership or participation in the Securities Transfer Association Medallion Program (“STAMP”) or such other “signature guarantee program” as may be determined by the Fiscal Agent in addition to, or in substitution for, STAMP, all in accordance with the Securities Exchange Act of 1934, as amended.

NOTE: The signature to this assignment must correspond with the name as written on the face of the within Bond in every particular, without alteration or enlargement or change whatsoever. When assignment is made by a guardian, trustee, executor or administrator, an officer of a corporation, or anyone in a representative capacity, proof of such person’s authority to act must accompany this Bond.

EXHIBIT B

NOTICE TO THE ELECTORS OF THE CITY OF MADISON, WISCONSIN RELATING TO BOND SALE

On December 9, 2025, pursuant to Section 67.12 (12) of the Wisconsin Statutes, a resolution was offered, read, approved, and adopted whereby the City of Madison, Wisconsin (the "City") authorized the borrowing of money through the issuance of bonds and authorized certain City officials to enter into a purchase contract relating to said borrowing. On _____ the City entered into a purchase contract with an underwriter to whom the City agreed to sell its water utility revenue refunding bonds in the principal amount of \$ _____. It is anticipated that the bond closing will be held on or about _____, 2026. A copy of all proceedings had to date with respect to the authorization and sale of said bonds is on file and may be examined in the office of the City Clerk at Room 101, City-County Building, 210 Martin Luther King, Jr. Boulevard, Madison, Wisconsin between the hours of 9:00 a.m. and 4:30 p.m. on weekdays.

This notice is given pursuant to Section 893.77 of the Wisconsin Statutes, which provides that (i) an action or proceeding to contest the validity of such financing, for other than constitutional reasons, shall be commenced within 30 days after the date of publication of this notice, and (ii) the notice may not be published until after the issuer has entered into a contract for sale of the bond or other financing.

Publication Date: _____, 20__

/s/ Lydia A. McComas
City Clerk

CERTIFICATIONS BY CLERK

I, Lydia A. McComas, hereby certify that I am the duly qualified and acting Clerk of the City of Madison, Wisconsin (the “**Municipality**”), and as such I have in my possession, or have access to, the complete corporate records of the Municipality and of its Common Council (the “**Governing Body**”) and that attached hereto is a true, correct, and complete copy of the resolution (the “**Resolution**”) entitled:

**A Resolution Authorizing and Providing for the Issuance
and Establishing Parameters for the Sale of Not to Exceed
\$16,775,000 Water Utility Revenue Refunding Bonds, Series 2026,
and Certain Related Details**

I do hereby further certify as follows:

1. **Meeting Date.** On December 9, 2025 a meeting of the Governing Body was held commencing at _____ p.m.
2. **Posting.** On December ____, 2025 (and not less than 24 hours prior to the meeting), I posted, or caused to be posted, at the Municipality’s offices in Madison, Wisconsin a notice setting forth the date, time, location, and subject matter (including specific reference to the Resolution) of said meeting.
3. **Notification of Media.** On December ____, 2025 (and not less than 24 hours prior to the meeting), I communicated or caused to be communicated, the date, time, location, and subject matter (including specific reference to the Resolution) of said meeting to those news media who have filed a written request for such notice and to the official newspaper of the Municipality.
4. **Open Meeting Law Compliance.** The meeting was a regular meeting of the Governing Body that was held in open session in compliance with Subchapter V of Chapter 19 of the Wisconsin Statutes and any other applicable local rules and state statutes.
5. **Members Present.** The meeting was duly called to order by the Mayor (the “**Presiding Officer**”), who chaired the meeting. Upon roll call, I noted and recorded that there were ____ members of the Governing Body present at the meeting, such number being a quorum of the Governing Body.
6. **Consideration of and Roll Call Vote on Resolution.** Various matters and business were taken up during the course of the meeting without intervention of any closed session. One of the matters taken up was the Resolution. A proper quorum of the Governing Body was present for the consideration of the Resolution, and each member of the Governing Body had received a copy of the Resolution. All rules of the Governing Body that interfered with the consideration of the Resolution, if any, were suspended by a two-thirds vote of the Governing Body. The Resolution was then introduced, moved, and seconded, and after due consideration, upon roll call, ____ of the Governing Body members voted Aye, ____ voted Nay, and ____ Abstained.

7. **Adoption of Resolution.** The Resolution was supported by the affirmative vote of three-fourths of all members of the Governing Body. The Presiding Officer then declared that the Resolution was adopted, and I recorded the adoption of the Resolution.

8. **Approval of Presiding Officer.** The Resolution was approved by the Presiding Officer on December ____, 2025, and I have recorded this approval. This approval is evidenced by the signature of the Presiding Officer on the copy of the Resolution attached hereto.

9. **Publication of Notice.** I have caused the Notice to Electors in the form set forth in Exhibit B to the Resolution to be published in the place specified in the Resolution.

IN WITNESS WHEREOF, I have signed my name and affixed the seal of the Municipality hereto on December ____, 2025.

Clerk

[SEAL]