

BAIRD

City of Waukesha

Presentation to Finance Committee

February 10, 2015

Bradley D. Viegut, Managing Director

bviegut@rwbaird.com

777 East Wisconsin Avenue

Milwaukee, WI 53202

Phone 414.765.3827

Fax 414.298.7354



City of Waukesha

PRESENTATION TO FINANCE COMMITTEE



Timeline

- Water Commission considers plan of finance January 22, 2015
- Finance Committee considers plan of finance / initial resolutions February 10, 2015
- City Council considers plan of finance / initial resolutions February 19, 2015
 - Preparations are made for issuance
 - ✓ Official Statement
 - ✓ Bond Rating
 - ✓ Marketing
- City Council considers award resolutions (finalizes terms and interest rates) April 21, 2015
- Closing (funds available) May 12, 2015

City of Waukesha

PRESENTATION TO FINANCE COMMITTEE

Borrowing / Structure / Purpose



| | | | |
|--------------------------|---|---|--|
| Approximate Size: | \$20,260,000 | \$3,470,000 | \$5,725,000 |
| Issue: | G.O. Promissory Notes | Taxable G.O. Promissory Notes | G.O. Refunding Bonds |
| Purposes: | <ul style="list-style-type: none"> - 2015 CIP Projects (\$9,680,000) - TID#22 Storm Sewer (\$1,000,000) - Refunds '04, '05, '07 Bonds & '11 Notes (GF, TID#11, 12, 14 - \$9,580,000) | <ul style="list-style-type: none"> - TID#22 Kmart Dev. Project (\$2,035,000) - Refunds '08 Notes (TID#14 - \$1,435,000) | <ul style="list-style-type: none"> - Refunds 2014 NAN (Water - \$5,725,000) |
| Structure: | Matures Oct. 1, 2016 - 2024 | Matures Oct. 1, 2016 - 2024 | Matures Oct. 1, 2019 - 2034 |
| First Interest: | April 1, 2016 | April 1, 2016 | April 1, 2016 |
| Callable: | October 1, 2022 | October 1, 2022 | October 1, 2025 |
| Estimated Rate: | 1.92% | 2.35% | 3.00% |

| | |
|--------------------------|---|
| Approximate Size: | \$15,800,000 |
| Issue: | Note Anticipation Notes |
| Purposes: | <ul style="list-style-type: none"> - Fire Station / Police Substation (\$4,560,000) - Water Utility Project (\$7,700,000) - Sewer Utility Projects (\$3,540,000) |
| Structure: | Matures July 1, 2016 |
| First Interest: | January 1, 2016 |
| Callable: | April 1, 2016 |
| Estimated Rate: | 1.51% |

City of Waukesha 2015 EXAMPLE FINANCING PLAN

| LEVY YEAR | YEAR DUE | EXISTING | | | | PRELIMINARY \$9,680,000 G.O. PROMISSORY NOTES Dated May 12, 2015 (First interest 4/1/16) | | | PRELIMINARY \$4,560,000 NANs Dated May 12, 2015 (First interest 1/1/16) | | | FUTURE CIP FINANCINGS (C) (E) | FUTURE PROJECT FINANCINGS (D) (E) | COMBINED DEBT SERVICE (Levy Supported) | YEAR DUE | |
|-----------|----------|--------------------------------|---------------------------------|----------------------------|---|--|---|---------------------|---|---------------|----------------------|----------------------------------|--------------------------------------|---|----------|------|
| | | DEBT SERVICE (General Fund) | DEBT SERVICE (Parking Util.) | DEBT SERVICE (Cemetary) | * TOTAL DEBT SERVICE (Levy Supported) (B) | PRINCIPAL (10/1) | INTEREST (4/1 & 10/1) TIC= 2.02% | TOTAL | (Due 7/1/16) | TIC= 1.51% | | | | | | |
| 2014 | 2015 | (A) \$10,089,326 | \$389,924 | \$66,578 | * \$10,545,828 | | | | | | | | | | | 2015 |
| 2015 | 2016 | \$10,442,662 | \$386,227 | \$69,660 | * \$10,898,549 | | \$304,182 | \$304,182 | \$155,420 | | \$0 | \$0 | \$11,202,731 | | | 2016 |
| 2016 | 2017 | \$10,033,692 | \$387,993 | \$67,827 | * \$10,489,511 | \$1,125,000 | \$219,450 | \$1,344,450 | | | \$713,150 | \$242,250 | \$12,789,361 | | | 2017 |
| 2017 | 2018 | \$9,530,141 | \$385,989 | \$70,667 | * \$9,986,797 | \$1,145,000 | \$196,950 | \$1,341,950 | | | \$2,427,133 | \$523,800 | \$14,279,680 | | | 2018 |
| 2018 | 2019 | \$8,032,264 | \$3,027 | \$68,509 | * \$8,103,799 | \$1,170,000 | \$174,050 | \$1,344,050 | Assumes NAN principal and interest refinanced | | \$4,726,767 | \$867,138 | \$15,041,753 | | | 2019 |
| 2019 | 2020 | \$7,497,696 | \$3,006 | \$63,769 | * \$7,564,471 | \$1,195,000 | \$150,650 | \$1,345,650 | with Bonds on | | \$6,088,517 | \$1,156,625 | \$16,155,262 | | | 2020 |
| 2020 | 2021 | \$6,953,371 | \$3,013 | \$61,306 | * \$7,017,690 | \$1,215,000 | \$126,750 | \$1,341,750 | 7/1/2016 | | \$7,837,300 | \$1,285,338 | \$17,482,077 | | | 2021 |
| 2021 | 2022 | \$5,068,843 | \$3,006 | \$5,056 | * \$5,076,905 | \$1,245,000 | \$102,450 | \$1,347,450 | | | \$8,838,833 | \$1,435,375 | \$16,698,564 | | | 2022 |
| 2022 | 2023 | \$3,583,019 | \$3,026 | \$5,090 | * \$3,591,134 | \$1,275,000 | \$77,550 | \$1,352,550 | | | \$9,816,633 | \$1,432,763 | \$16,193,080 | | | 2023 |
| 2023 | 2024 | \$477,419 | | | * \$477,419 | \$1,310,000 | \$39,300 | \$1,349,300 | | | \$10,821,033 | \$1,443,663 | \$14,091,415 | | | 2024 |
| 2024 | 2025 | \$475,619 | | | * \$475,619 | | | | | | \$11,809,433 | \$1,442,438 | \$13,727,490 | | | 2025 |
| 2025 | 2026 | \$472,569 | | | * \$472,569 | | | | | | \$10,930,833 | \$1,434,513 | \$12,837,915 | | | 2026 |
| 2026 | 2027 | \$469,219 | | | * \$469,219 | | | | | | \$10,448,233 | \$1,435,100 | \$12,352,552 | | | 2027 |
| 2027 | 2028 | | | | * | | | | | | \$10,052,033 | \$1,433,775 | \$11,485,808 | | | 2028 |
| 2028 | 2029 | | | | * | | | | | | \$9,674,433 | \$1,440,538 | \$11,114,971 | | | 2029 |
| 2029 | 2030 | | | | * | | | | | | \$8,915,233 | \$1,439,963 | \$10,355,196 | | | 2030 |
| 2030 | 2031 | | | | * | | | | | | \$8,915,233 | \$1,432,263 | \$10,347,496 | | | 2031 |
| 2031 | 2032 | | | | * | | | | | | \$8,915,233 | \$997,650 | \$9,912,883 | | | 2032 |
| 2032 | 2033 | | | | * | | | | | | \$8,915,233 | \$809,188 | \$9,724,421 | | | 2033 |
| 2033 | 2034 | | | | * | | | | | | \$8,915,233 | \$277,100 | \$9,192,333 | | | 2034 |
| 2034 | 2035 | | | | * | | | | | | \$8,915,233 | \$276,263 | \$9,191,496 | | | 2035 |
| | | \$73,125,839 | \$1,565,210 | \$478,461 | * \$75,169,509 | \$9,680,000 | \$1,391,332 | \$11,071,332 | \$155,420 | | \$157,675,733 | \$20,805,738 | \$264,722,312 | | | |

(A) Debt service levy in 2015 can be reduced by \$319,967.15 in bid premium generated from the April 8, 2014 \$11,795,000 G.O. Promissory Notes.

(B) Does not reflect proposed refinancing of levy supported debt.

(C) Future CIP borrowings detailed below. Estimated interest rate of 4.00% on 10-year amortizations. Rates are subject to change

2016.....\$12,583,889
2017.....\$9,856,250
2018.....\$10,206,900
2019.....\$9,951,805
2020.....\$12,806,010
2021 and thereafter...\$7,250,000

(D) Future project borrowings at estimated interest rate of 4.25% on 15-year amortizations. To be preceded by 1-year Note Anticipation Notes issuance in year of project. Rates are subject to change.

2016.....\$2,000,000
2017.....\$5,500,000
2018.....\$0
2019.....\$2,875,000

(E) This information is provided for information purposes only. It does not recommend any future issuances and is not intended to be, and should not be regarded as, advice.

City of Waukesha 2015 FINANCING PLAN - WATER UTILITY

| LEVY YEAR | YEAR DUE | Water Utility Supported | | April 21st Sale Date | | | YEAR DUE | | | |
|-----------|----------|---|--|---|---|--|--|----------------------------|-------------------------------------|------|
| | | | | FINAL | PRELIMINARY | PRELIMINARY | | PRELIMINARY | | |
| | | EXISTING DEBT SERVICE <i>(Revenue)</i> | EXISTING DEBT SERVICE <i>(G.O.)</i> | \$5,725,000 ^(A) NANs Dated April 8, 2014 <i>(First interest 1/1/15)</i> <i>(Due 7/1/15)</i> TIC= 0.95% | \$5,725,000 G.O. REFUNDING BONDS Dated May 12, 2015 <i>(First interest 4/1/16)</i> | \$7,700,000 ^(B) NANs Dated May 12, 2015 <i>(First interest 1/1/16)</i> <i>(Due 7/1/16)</i> TIC= 1.51% | \$7,700,000 G.O. REFUNDING BONDS Dated May 1, 2016 <i>(First interest 4/1/17)</i> | | | |
| | | | | | PRINCIPAL <i>(10/1)</i> | INTEREST <i>(4/1 & 10/1)</i> | TOTAL | PRINCIPAL <i>(10/1)</i> | INTEREST <i>(4/1 & 10/1)</i> | |
| 2014 | 2015 | \$890,402 | \$923,077 | \$140,899 | | | | | | 2015 |
| 2015 | 2016 | \$891,643 | \$581,079 | | | \$244,926 | \$244,926 | | \$223,942 | 2016 |
| 2016 | 2017 | \$542,309 | \$479,079 | Callable: 3/2/2015 | | \$176,700 | \$176,700 | | \$436,333 | 2017 |
| 2017 | 2018 | \$541,575 | \$704,079 | | | \$176,700 | \$176,700 | Callable: 4/1/2016 | \$308,000 | 2018 |
| 2018 | 2019 | \$540,203 | \$1,209,579 | | \$295,000 | \$176,700 | \$471,700 | \$325,000 | \$308,000 | 2019 |
| 2019 | 2020 | \$538,194 | \$1,477,404 | | \$300,000 | \$170,800 | \$470,800 | \$340,000 | \$295,000 | 2020 |
| 2020 | 2021 | \$540,547 | \$1,477,244 | | \$305,000 | \$164,800 | \$469,800 | \$350,000 | \$281,400 | 2021 |
| 2021 | 2022 | \$542,049 | \$1,479,844 | | \$310,000 | \$158,700 | \$468,700 | \$365,000 | \$267,400 | 2022 |
| 2022 | 2023 | \$67,133 | \$1,479,094 | | \$315,000 | \$152,500 | \$467,500 | \$380,000 | \$252,800 | 2023 |
| 2023 | 2024 | \$67,123 | \$1,479,294 | | \$325,000 | \$143,050 | \$468,050 | \$395,000 | \$237,600 | 2024 |
| 2024 | 2025 | \$67,112 | \$1,477,694 | | \$335,000 | \$133,300 | \$468,300 | \$410,000 | \$221,800 | 2025 |
| 2025 | 2026 | \$67,102 | \$1,474,294 | | \$345,000 | \$123,250 | \$468,250 | \$430,000 | \$205,400 | 2026 |
| 2026 | 2027 | \$67,091 | \$814,094 | | \$355,000 | \$112,900 | \$467,900 | \$445,000 | \$188,200 | 2027 |
| 2027 | 2028 | \$67,080 | \$816,356 | | \$365,000 | \$102,250 | \$467,250 | \$460,000 | \$170,400 | 2028 |
| 2028 | 2029 | \$57,165 | \$817,706 | | \$380,000 | \$91,300 | \$471,300 | \$480,000 | \$152,000 | 2029 |
| 2029 | 2030 | \$67,250 | \$818,188 | | \$390,000 | \$79,900 | \$469,900 | \$500,000 | \$132,800 | 2030 |
| 2030 | 2031 | \$67,238 | \$812,275 | | \$400,000 | \$68,200 | \$468,200 | \$520,000 | \$112,800 | 2031 |
| 2031 | 2032 | \$67,226 | \$814,775 | | \$420,000 | \$52,200 | \$472,200 | \$540,000 | \$92,000 | 2032 |
| 2032 | 2033 | \$67,214 | \$396,150 | | \$435,000 | \$35,400 | \$470,400 | \$565,000 | \$70,400 | 2033 |
| 2033 | 2034 | | | | \$450,000 | \$18,000 | \$468,000 | \$585,000 | \$47,800 | 2034 |
| 2034 | 2035 | | | | | | | \$610,000 | \$24,400 | 2035 |
| | | <u>\$5,755,658</u> | <u>\$19,531,302</u> | <u>\$140,899</u> | <u>\$5,725,000</u> | <u>\$2,381,576</u> | <u>\$8,106,576</u> | <u>\$7,700,000</u> | <u>\$3,804,533</u> | |

(A) Bid premium available for debt service in the amount of \$62,012.25. Interest due on 5/12/2015 to be included in the refunding bond proceeds.

(B) Includes capitalized interest through 1/1/2016, amount available for projects is \$7,550,000.

Preliminary

City of Waukesha Tax Increment District No.22 Cash Flow Proforma Analysis

| Assumptions | |
|---|---------|
| Annual Inflation During Life of TID..... | 0.00% |
| 2013 Gross Tax Rate (per \$1000 Equalized Value)..... | \$22.76 |
| Annual Adjustment to tax rate..... | 0.00% |
| Investment rate..... | 0.50% |
| Data above dashed line are actual | |

| Example New Issue \$1,000,000 G.O. Promissory Notes Dated May 12, 2015 | | Example New Issue \$2,035,000 Taxable G.O. Promissory Notes Dated May 12, 2015 | |
|---|-------------|---|-------------|
| Amount for Projects..... | \$1,000,000 | Amount for Projects..... | \$2,000,000 |
| Capitalized Interest..... | \$0 | Capitalized Interest..... | \$0 |
| Cost of Issuance (est.)..... | \$11,274 | Cost of Issuance (est.)..... | \$30,675 |
| Rounding..... | \$17,818 | Rounding..... | \$4,325 |
| Less: Reoffering Premium..... | \$29,092 | Less: Reoffering Premium..... | \$0 |

| Year | Background Data | | | | | | Revenues | | | Expenditures | | | | | | TID Status | | | Year | |
|------|--|--|---------------------|------------------------|-------------------------|------------|--------------|---------------------|----------------|---------------------|---|--------------|---------------------|---|--------------|-----------------------|----------------|--|------------------------|---------------|
| | (a) | (b) | (c) | (d) | (e) | (f) | (g) | (h) | (i) | (j) | (k) | (l) | (m) | (n) | (o) | (p) | (q) | (r) | | (s) |
| | TIF District Valuation (January 1) | Value of Exempt Computers (December 31) | Inflation Increment | Construction Increment | TIF Increment Over Base | Tax Rate | Tax Revenue | Investment Proceeds | Total Revenues | Principal (10/1) | Interest (4/1 & 10/1) TIC= 2.11% | Debt Service | Principal (10/1) | Interest (4/1 & 10/1) TIC= 2.58% | Debt Service | Combined Expenditures | Annual Balance | Year End Cumulative Balance (December 31) | | Cost Recovery |
| | Base Value \$38,400,500 | | | (1) | | (2) | | | | | | | | | | | | | | |
| 2013 | | \$205,300 | | | \$3,981,900 | | | | | | | | | | | | | | | |
| 2014 | \$42,177,100 | \$205,300 | \$0 | | \$3,981,900 | \$21.87 | \$0 | \$0 | \$0 | | | | | | | \$0 | \$0 | \$0 | | |
| 2015 | \$42,177,100 | \$205,300 | \$0 | \$9,247,600 | \$13,229,500 | \$21.87 | \$87,070 | \$0 | \$87,070 | | | | | | | \$0 | \$87,070 | \$87,070 | | |
| 2016 | \$51,424,700 | \$205,300 | \$0 | | \$13,229,500 | \$21.87 | \$87,070 | \$435 | \$87,506 | | \$32,366 | \$32,366 | | \$63,921 | \$63,921 | \$96,286 | (\$8,781) | \$78,290 | | |
| 2017 | \$51,424,700 | \$205,300 | \$0 | \$15,000,000 | \$28,229,500 | \$21.87 | \$289,283 | \$391 | \$289,675 | | \$23,350 | \$23,350 | \$140,000 | \$46,115 | \$186,115 | \$209,465 | \$80,210 | \$158,499 | | |
| 2018 | \$66,424,700 | \$205,300 | \$0 | | \$28,229,500 | \$21.87 | \$289,283 | \$792 | \$290,076 | \$35,000 | \$23,350 | \$58,350 | \$190,000 | \$44,505 | \$234,505 | \$292,855 | (\$2,779) | \$155,720 | | |
| 2019 | \$66,424,700 | \$205,300 | \$0 | | \$28,229,500 | \$21.87 | \$617,281 | \$779 | \$618,060 | \$150,000 | \$22,650 | \$172,650 | \$270,000 | \$41,560 | \$311,560 | \$484,210 | \$133,850 | \$289,569 | | |
| 2020 | \$66,424,700 | \$205,300 | \$0 | | \$28,229,500 | \$21.87 | \$617,281 | \$1,448 | \$618,729 | \$155,000 | \$19,650 | \$174,650 | \$275,000 | \$36,565 | \$311,565 | \$486,215 | \$132,514 | \$422,083 | | |
| 2021 | \$66,424,700 | \$205,300 | \$0 | | \$28,229,500 | \$21.87 | \$617,281 | \$2,110 | \$619,391 | \$160,000 | \$16,550 | \$176,550 | \$280,000 | \$30,653 | \$310,653 | \$487,203 | \$132,189 | \$554,272 | | |
| 2022 | \$66,424,700 | \$205,300 | \$0 | | \$28,229,500 | \$21.87 | \$617,281 | \$2,771 | \$620,052 | \$165,000 | \$13,350 | \$178,350 | \$285,000 | \$23,933 | \$308,933 | \$487,283 | \$132,770 | \$687,042 | | |
| 2023 | \$66,424,700 | \$205,300 | \$0 | | \$28,229,500 | \$21.87 | \$617,281 | \$3,435 | \$620,716 | \$165,000 | \$10,050 | \$175,050 | \$295,000 | \$16,665 | \$311,665 | \$486,715 | \$134,001 | \$821,043 | Expenditures Recovered | |
| 2024 | \$66,424,700 | \$205,300 | \$0 | | \$28,229,500 | \$21.87 | \$617,281 | \$4,105 | \$621,386 | \$170,000 | \$5,100 | \$175,100 | \$300,000 | \$8,700 | \$308,700 | \$483,800 | \$137,586 | \$958,629 | Expenditures Recovered | |
| 2025 | \$66,424,700 | \$205,300 | \$0 | | \$28,229,500 | \$21.87 | \$617,281 | \$4,793 | \$622,074 | | | | | | | \$0 | \$622,074 | \$1,580,703 | Expenditures Recovered | |
| 2026 | \$66,424,700 | \$205,300 | \$0 | | \$28,229,500 | \$21.87 | \$617,281 | \$7,904 | \$625,184 | | | | | | | \$0 | \$625,184 | \$2,205,888 | Expenditures Recovered | |
| 2027 | \$66,424,700 | \$205,300 | \$0 | | \$28,229,500 | \$21.87 | \$617,281 | \$11,029 | \$628,310 | | | | | | | \$0 | \$628,310 | \$2,834,198 | Expenditures Recovered | |
| 2028 | \$66,424,700 | \$205,300 | \$0 | | \$28,229,500 | \$21.87 | \$617,281 | \$14,171 | \$631,452 | | | | | | | \$0 | \$631,452 | \$3,465,650 | Expenditures Recovered | |
| 2029 | \$66,424,700 | \$205,300 | \$0 | | \$28,229,500 | \$21.87 | \$617,281 | \$17,328 | \$634,609 | | | | | | | \$0 | \$634,609 | \$4,100,259 | Expenditures Recovered | |
| 2030 | \$66,424,700 | \$205,300 | \$0 | | \$28,229,500 | \$21.87 | \$617,281 | \$20,501 | \$637,782 | | | | | | | \$0 | \$637,782 | \$4,738,041 | Expenditures Recovered | |
| 2031 | \$66,424,700 | \$205,300 | \$0 | | \$28,229,500 | \$21.87 | \$617,281 | \$23,690 | \$640,971 | | | | | | | \$0 | \$640,971 | \$5,379,012 | Expenditures Recovered | |
| 2032 | \$66,424,700 | \$205,300 | \$0 | | \$28,229,500 | \$21.87 | \$617,281 | \$26,895 | \$644,176 | | | | | | | \$0 | \$644,176 | \$6,023,188 | Expenditures Recovered | |
| 2033 | \$66,424,700 | \$205,300 | \$0 | | \$28,229,500 | \$21.87 | \$617,281 | \$30,116 | \$647,397 | | | | | | | \$0 | \$647,397 | \$6,670,585 | Expenditures Recovered | |
| | | | | \$0 | \$24,247,600 | | \$10,011,921 | \$172,696 | \$10,184,617 | \$1,000,000 | \$166,416 | \$1,166,416 | \$2,035,000 | \$312,616 | \$2,347,616 | \$3,514,031 | | | | |

Type of TID: Mixed-Use

- 2013 TID Inception (5/21/2013)
- 2028 Final Year to Incur TIF Related Costs
- 2033 Maximum Legal Life of TID (27 Years)

(1) Increment per City Estimates.

(2) 2014 tax rate reflects an \$0.89 adjustment due to Wisconsin Act 145. This will increase state aid to technical college districts and lower levy amounts.

City of Waukesha

Illustration of Hypothetical Refinancing ⁽¹⁾

| BEFORE REFINANCING | | | | | | | | | | | | | |
|--------------------|--|--------|--------------------------|---|--------|--------------------------|--|--------|--------------------------|---|--------|--------------------------|--------------------------|
| Calendar Year | \$21,925,000 G.O. Refunding Bonds (AR) Dated February 15, 2004 | | | \$4,220,000 G.O. Refunding Bonds (AR) Dated April 1, 2005 | | | \$5,885,000 G.O. Refunding Bonds (CR) Dated May 21, 2007 | | | \$10,915,000 G.O. Prom. Notes (CR) Dated August 9, 2011 | | | TOTAL DEBT SERVICE |
| | PRINCIPAL (10/1) | RATE | INTEREST (4/1 & 10/1) | PRINCIPAL (4/1) | RATE | INTEREST (4/1 & 10/1) | PRINCIPAL (10/1) | RATE | INTEREST (4/1 & 10/1) | PRINCIPAL (10/1) | RATE | INTEREST (4/1 & 10/1) | |
| 2015 | \$605,000 | 4.000% | \$188,450 | \$250,000 | 5.000% | \$28,325 | \$240,000 | 4.000% | \$216,538 | \$1,000,000 | 4.000% | \$154,450 | \$2,682,763 |
| 2016 | \$680,000 | 5.000% | \$164,250 | \$265,000 | 4.000% | \$16,775 | \$620,000 | 4.000% | \$206,938 | \$1,010,000 | 3.000% | \$114,450 | \$3,077,413 |
| 2017 | \$825,000 | 5.000% | \$130,250 | \$45,000 | 4.500% | \$10,463 | \$855,000 | 4.000% | \$182,138 | \$600,000 | 3.500% | \$84,150 | \$2,732,000 |
| 2018 | \$870,000 | 5.000% | \$89,000 | \$50,000 | 4.500% | \$8,325 | \$900,000 | 4.750% | \$147,938 | \$530,000 | 3.500% | \$63,150 | \$2,658,413 |
| 2019 | \$910,000 | 5.000% | \$45,500 | \$50,000 | 4.500% | \$6,075 | \$935,000 | 4.500% | \$105,188 | \$545,000 | 4.000% | \$44,600 | \$2,641,363 |
| 2020 | | | | \$55,000 | 4.500% | \$3,713 | \$715,000 | 4.500% | \$63,113 | \$570,000 | 4.000% | \$22,800 | \$1,429,625 |
| 2021 | | | | \$55,000 | 4.500% | \$1,238 | \$750,000 | 4.125% | \$30,938 | | | | \$837,175 |
| 2022 | | | | | | | | | | | | | |
| 2023 | | | | | | | | | | | | | |
| | <u>\$3,890,000</u> | | <u>\$617,450</u> | <u>\$770,000</u> | | <u>\$74,913</u> | <u>\$5,015,000</u> | | <u>\$952,788</u> | <u>\$4,255,000</u> | | <u>\$483,600</u> | <u>\$16,058,750</u> |

Maturities callable 10/1/2014
Purpose: TIF#11

Maturities callable 4/1/2015
Purpose: TIF#11, Levy (Cemetery)

Maturities callable 10/1/2017
Purpose: Levy, TID #12, TID #14

Maturities callable 10/1/2017
Purpose: Levy, TID#14

 CALLABLE MATURITIES

(1) This illustration represents a mathematical calculation of potential interest cost savings (cost), assuming hypothetical rates based on current rates +10 bps for municipal bonds as of 1/23/15. Actual rates may vary. If actual rates are higher than those assumed, the interest cost savings would be lower. This illustration provides information and is not intended to be a recommendation, proposal or suggestion for a refinancing or otherwise to be considered as advice.

(2) Present value calculated using the All Inclusive Cost (AIC) of 1.99% as the discount rate.

(3) TIF#11 purposes excluded from debt service transfer.

City of Waukesha

Illustration of Hypothetical Refinancing ⁽¹⁾

| AFTER REFINANCING | | | | | | | | | | | | | |
|-------------------|--|--------------------------|---|--------------------------|--|--------------------------|---|--------------------------|--|---|--------------|------------------------------|--------------------------------------|
| Calendar Year | \$21,925,000 G.O. Refunding Bonds (AR) Dated February 15, 2004 | | \$4,220,000 G.O. Refunding Bonds (AR) Dated April 1, 2005 | | \$5,885,000 G.O. Refunding Bonds (CR) Dated May 21, 2007 | | \$10,915,000 G.O. Prom. Notes (CR) Dated August 9, 2011 | | PRELIMINARY \$9,580,000 G.O. Promissory Notes (CR/AR) Dated May 12, 2015 ⁽¹⁾ | | | TOTAL NEW DEBT SERVICE | POTENTIAL DEBT SERVICE SAVINGS |
| | PRINCIPAL (10/1) | INTEREST (4/1 & 10/1) | PRINCIPAL (4/1) | INTEREST (4/1 & 10/1) | PRINCIPAL (10/1) | INTEREST (4/1 & 10/1) | PRINCIPAL (10/1) | INTEREST (4/1 & 10/1) | PRINCIPAL (10/1) (4/1/2021) | INTEREST (4/1 & 10/1) TIC= 1.91% | TOTAL | | |
| | 2015 | *** | \$94,225 | \$250,000 | \$17,288 | \$240,000 | \$142,569 | \$1,000,000 | \$122,875 | | | | |
| 2016 | *** | \$0 | *** | \$0 | \$620,000 | \$59,000 | \$1,010,000 | \$51,300 | \$75,000 | \$278,470 | \$353,470 | \$2,093,770 | \$983,643 |
| 2017 | *** | \$0 | *** | \$0 | \$855,000 | \$34,200 | \$600,000 | \$21,000 | \$345,000 | \$199,400 | \$544,400 | \$2,054,600 | \$677,400 |
| 2018 | *** | \$0 | *** | \$0 | *** | \$0 | *** | \$0 | \$1,905,000 | \$192,500 | \$2,097,500 | \$2,097,500 | \$560,913 |
| 2019 | *** | \$0 | *** | \$0 | *** | \$0 | *** | \$0 | \$1,975,000 | \$154,400 | \$2,129,400 | \$2,129,400 | \$511,963 |
| 2020 | | | *** | \$0 | *** | \$0 | *** | \$0 | \$1,770,000 | \$114,900 | \$1,884,900 | \$1,884,900 | (\$455,275) |
| 2021 | | | *** | \$0 | *** | \$0 | | | \$1,680,000 | \$79,000 | \$1,759,000 | \$1,759,000 | (\$921,825) |
| 2022 | | | | | | | | | \$900,000 | \$45,900 | \$945,900 | \$945,900 | (\$945,900) |
| 2023 | | | | | | | | | \$930,000 | \$27,900 | \$957,900 | \$957,900 | (\$957,900) |
| | \$0 | \$94,225 | \$250,000 | \$17,288 | \$1,715,000 | \$235,769 | \$2,610,000 | \$195,175 | \$9,580,000 | \$1,092,470 | \$10,672,470 | \$15,789,926 | \$268,824 |

 REFINANCED WITH 2015 ISSUE.

| | |
|--|-------------|
| LESS TRANSFER FROM PRIOR ISSUE D/S FUND..... | (\$112,181) |
| ROUNDING AMOUNT..... | \$8,825 |
| POTENTIAL GROSS SAVINGS..... | \$165,468 |

| | |
|---|-----------|
| (2) POTENTIAL PRESENT VALUE SAVINGS \$..... | \$455,543 |
| POTENTIAL PRESENT VALUE SAVINGS %..... | 4.870% |

City of Waukesha

Illustration of Hypothetical Refinancing ⁽¹⁾

| Calendar Year | BEFORE REFINANCING | | | | AFTER REFINANCING | | | | | | POTENTIAL DEBT SERVICE SAVINGS | | |
|---------------|--|--------|--------------------------|--------------------|--|--------------------------|-----------|---|--------------------------|-------------|--------------------------------|------------------------|-----------|
| | \$3,860,000 Tax. G.O. Prom. Notes Dated August 5, 2008 | | | | \$3,860,000 Tax. G.O. Prom. Notes Dated August 5, 2008 | | | PRELIMINARY \$1,435,000 Tax. G.O. Prom. Notes (AR) Dated May 12, 2015 ⁽¹⁾ | | | | TOTAL NEW DEBT SERVICE | |
| | PRINCIPAL (10/1) | RATE | INTEREST (4/1 & 10/1) | TOTAL DEBT SERVICE | PRINCIPAL (10/1) | INTEREST (4/1 & 10/1) | TOTAL | PRINCIPAL (10/1) | INTEREST (4/1 & 10/1) | TOTAL | | TIC= 1.51% | |
| 2015 | \$655,000 | 5.100% | \$108,780 | \$763,780 | \$655,000 | \$71,093 | \$726,093 | | | | | \$726,093 | \$37,688 |
| 2016 | \$690,000 | 5.250% | \$75,375 | \$765,375 | *** | \$0 | \$0 | \$710,000 | \$19,430 | \$729,430 | | \$729,430 | \$35,945 |
| 2017 | \$725,000 | 5.400% | \$39,150 | \$764,150 | *** | \$0 | \$0 | \$725,000 | \$8,338 | \$733,338 | | \$733,338 | \$30,813 |
| | \$2,070,000 | | \$223,305 | \$2,293,305 | \$655,000 | \$71,093 | \$726,093 | \$1,435,000 | \$27,767 | \$1,462,767 | | \$2,188,860 | \$104,445 |

Maturities callable 10/1/2015
Purpose: TID #14

CALLABLE MATURITIES

 REFINANCED WITH 2015 ISSUE.

| | |
|--|------------|
| LESS TRANSFER FROM PRIOR ISSUE D/S FUN | (\$37,688) |
| ROUNDING AMOUNT..... | \$1,063 |
| POTENTIAL GROSS SAVINGS..... | \$67,820 |

| | |
|---|----------|
| (2) POTENTIAL PRESENT VALUE SAVINGS \$..... | \$79,133 |
| POTENTIAL PRESENT VALUE SAVINGS %..... | 5.592% |

(1) This illustration represents a mathematical calculation of potential interest cost savings (cost), assuming hypothetical rates based on current rates +10bps for municipal bonds as of 1/23/15. Actual rates may vary. If actual rates are higher than those assumed, the interest cost savings would be lower. This illustration provides information and is not intended to be a recommendation, proposal or suggestion for a refinancing or otherwise to be considered as

(2) Present value calculated using the All Inclusive Cost (AIC) of 1.84% as the discount rate.

City of Waukesha Illustration of Hypothetical Refinancing ⁽¹⁾

| Calendar Year | BEFORE REFINANCING | | | | | | AFTER REFINANCING | | | | | | | POTENTIAL DEBT SERVICE SAVINGS | | | |
|---------------|---|--------|--------------------------|--|--------|--------------------------|--------------------|---|--------------------------|--|--------------------------|--|--------------------------|--------------------------------|------------------------|--------------------|-------------------|
| | \$21,925,000 G.O. Refunding Bonds Dated February 15, 2004 | | | \$4,220,000 G.O. Refunding Bonds Dated April 1, 2005 | | | TOTAL DEBT SERVICE | \$21,925,000 G.O. Refunding Bonds Dated February 15, 2004 | | \$4,220,000 G.O. Refunding Bonds Dated April 1, 2005 | | PRELIMINARY \$4,080,000 G.O. Promissory Notes Dated May 12, 2015 ⁽²⁾ | | | TOTAL NEW DEBT SERVICE | | |
| | PRINCIPAL (10/1) | RATE | INTEREST (4/1 & 10/1) | PRINCIPAL (4/1) | RATE | INTEREST (4/1 & 10/1) | | PRINCIPAL (10/1) | INTEREST (4/1 & 10/1) | PRINCIPAL (4/1) | INTEREST (4/1 & 10/1) | PRINCIPAL (10/1) | INTEREST (4/1 & 10/1) | | TOTAL | | |
| 2015 | \$605,000 | 4.000% | \$188,450 | \$250,000 | 5.000% | \$28,325 | \$1,071,775 | *** | \$94,225 | \$250,000 | \$23,925 | | | | \$368,150 | \$703,625 | |
| 2016 | \$680,000 | 5.000% | \$164,250 | \$265,000 | 4.000% | \$16,775 | \$1,126,025 | *** | \$0 | \$45,000 | \$12,375 | | \$125,998 | \$125,998 | \$183,373 | \$942,653 | |
| 2017 | \$825,000 | 5.000% | \$130,250 | \$45,000 | 4.500% | \$10,463 | \$1,010,713 | *** | \$0 | \$45,000 | \$10,463 | \$220,000 | \$90,900 | \$310,900 | \$366,363 | \$644,350 | |
| 2018 | \$870,000 | 5.000% | \$89,000 | \$50,000 | 4.500% | \$8,325 | \$1,017,325 | *** | \$0 | \$50,000 | \$8,325 | \$340,000 | \$86,500 | \$426,500 | \$484,825 | \$532,500 | |
| 2019 | \$910,000 | 5.000% | \$45,500 | \$50,000 | 4.500% | \$6,075 | \$1,011,575 | *** | \$0 | \$50,000 | \$6,075 | \$400,000 | \$79,700 | \$479,700 | \$535,775 | \$475,800 | |
| 2020 | | | | \$55,000 | 4.500% | \$3,713 | \$58,713 | | | \$55,000 | \$3,713 | \$410,000 | \$71,700 | \$481,700 | \$540,413 | (\$481,700) | |
| 2021 | | | | \$55,000 | 4.500% | \$1,238 | \$56,238 | | | \$55,000 | \$1,238 | \$880,000 | \$63,500 | \$943,500 | \$999,738 | (\$943,500) | |
| 2022 | | | | | | | | | | | | \$900,000 | \$45,900 | \$945,900 | \$945,900 | (\$945,900) | |
| 2023 | | | | | | | | | | | | \$930,000 | \$27,900 | \$957,900 | \$957,900 | (\$957,900) | |
| | <u>\$3,890,000</u> | | <u>\$617,450</u> | <u>\$770,000</u> | | <u>\$74,913</u> | <u>\$5,352,363</u> | | <u>\$0</u> | <u>\$94,225</u> | <u>\$550,000</u> | <u>\$66,113</u> | <u>\$4,080,000</u> | <u>\$592,098</u> | <u>\$4,672,098</u> | <u>\$5,382,435</u> | <u>(\$30,073)</u> |

Maturities callable 10/1/2014.
Maximum term is 2/15/2024
Purpose: TIF#11

CALLABLE MATURITIES

Maturities callable 4/1/2015.
Maximum term is 5/15/2019 (TIF#11 component)
Purpose: TIF#11, Levy (Cemetery)

*** REFINANCED WITH 2015 ISSUE.
Levy component

ROUNDING AMOUNT..... \$6,772
POTENTIAL GROSS SAVINGS (LOSS)..... (\$23,300)

(1) This illustration represents a mathematical calculation of potential interest cost savings (cost), assuming hypothetical rates based on current rates +10bps for municipal bonds as of 1/23/15. Actual rates may vary. If actual rates are higher than those assumed, the interest cost savings would be lower. This illustration provides information and is not intended to be a recommendation, proposal or suggestion for a refinancing or otherwise to be considered as advice.

(2) POTENTIAL PRESENT VALUE SAVINGS \$..... \$276,053
POTENTIAL PRESENT VALUE SAVINGS %..... 6.72%

(2) Present value calculated using the All Inclusive Cost (AIC) of 2.05% as the discount rate.

City of Waukesha

Illustration of Hypothetical Refinancing ⁽¹⁾

| Calendar Year | BEFORE REFINANCING | | | | AFTER REFINANCING | | | | | | | | | | |
|---------------|--|--------|--------------------------|--------------------------|--|--------------------------|-------------|--|--------|--------------------------|-----------|------------------------------|--------------------------------------|--|--|
| | \$5,885,000 G.O. Refunding Bonds (CR) Dated May 21, 2007 | | | TOTAL DEBT SERVICE | \$5,885,000 G.O. Refunding Bonds (CR) Dated May 21, 2007 | | | PRELIMINARY \$850,000 G.O. Prom. Notes (AR) Dated May 12, 2015 ⁽¹⁾ | | | | TOTAL NEW DEBT SERVICE | POTENTIAL DEBT SERVICE SAVINGS | | |
| | PRINCIPAL (10/1) | RATE | INTEREST (4/1 & 10/1) | | PRINCIPAL (10/1) | INTEREST (4/1 & 10/1) | TOTAL | PRINCIPAL (10/1) | RATE | INTEREST (4/1 & 10/1) | TOTAL | | | | |
| | | | | | | | | | | | | | | | |
| 2015 | \$240,000 | 4.000% | \$216,538 | \$456,538 | \$240,000 | \$198,600 | \$438,600 | | | | | \$438,600 | \$17,938 | | |
| 2016 | \$620,000 | 4.000% | \$206,938 | \$826,938 | \$620,000 | \$171,063 | \$791,063 | \$5,000 | 2.000% | \$23,564 | \$28,564 | \$819,626 | \$7,311 | | |
| 2017 | \$855,000 | 4.000% | \$182,138 | \$1,037,138 | \$855,000 | \$146,263 | \$1,001,263 | \$10,000 | 2.000% | \$16,900 | \$26,900 | \$1,028,163 | \$8,975 | | |
| 2018 | \$900,000 | 4.750% | \$147,938 | \$1,047,938 | \$710,000 | \$112,063 | \$822,063 | \$205,000 | 2.000% | \$16,700 | \$221,700 | \$1,043,763 | \$4,175 | | |
| 2019 | \$935,000 | 4.500% | \$105,188 | \$1,040,188 | \$745,000 | \$78,338 | \$823,338 | \$200,000 | 2.000% | \$12,600 | \$212,600 | \$1,035,938 | \$4,250 | | |
| 2020 | \$715,000 | 4.500% | \$63,113 | \$778,113 | \$510,000 | \$44,813 | \$554,813 | \$210,000 | 2.000% | \$8,600 | \$218,600 | \$773,413 | \$4,700 | | |
| 2021 | \$750,000 | 4.125% | \$30,938 | \$780,938 | \$530,000 | \$21,863 | \$551,863 | \$220,000 | 2.000% | \$4,400 | \$224,400 | \$776,263 | \$4,675 | | |
| | \$5,015,000 | | \$952,788 | \$5,967,788 | \$4,210,000 | \$773,000 | \$4,983,000 | \$850,000 | | \$82,764 | \$932,764 | \$5,915,764 | \$52,024 | | |

Maturities callable 10/1/2017
Purpose: Levy, TID #12, TID #14

CALLABLE MATURITIES

REFINANCED WITH 2015 ISSUE. LESS TRANSFER FROM PRIOR ISSUE D/S FUND.....
Levy, TIF#14 Component ROUNDDING AMOUNT.....

POTENTIAL GROSS SAVINGS..... \$32,643

⁽²⁾ POTENTIAL PRESENT VALUE SAVINGS \$..... \$30,895
POTENTIAL PRESENT VALUE SAVINGS %..... 3.838%

(1) This illustration represents a mathematical calculation of potential interest cost savings (cost), assuming hypothetical rates based on current rates +10bps for municipal bonds as of 1/23/15. Actual rates may vary. If actual rates are higher than those assumed, the interest cost savings would be lower. This illustration provides information and is not intended to be a recommendation, proposal or suggestion for a refinancing or otherwise to be considered as advice.

(2) Present value calculated using the All Inclusive Cost (AIC) of 1.67% as the discount rate.

City of Waukesha

Illustration of Hypothetical Refinancing ⁽¹⁾

| BEFORE REFINANCING | | | | | | | | | | |
|--------------------|--|-----------|--------------------------|--|-----------|--------------------------|--|-------------|--------------------------|--------------------------|
| Calendar Year | \$5,885,000 G.O. Refunding Bonds (CR) Dated May 21, 2007 | | | \$3,860,000 Tax. G.O. Prom. Notes Dated August 5, 2008 | | | \$10,915,000 G.O. Promissory Notes (CR) Dated August 9, 2011 | | | TOTAL DEBT SERVICE |
| | PRINCIPAL (10/1) | RATE | INTEREST (4/1 & 10/1) | PRINCIPAL (10/1) | RATE | INTEREST (4/1 & 10/1) | PRINCIPAL (10/1) | RATE | INTEREST (4/1 & 10/1) | |
| | 2015 | \$240,000 | 4.000% | \$216,538 | \$655,000 | 5.100% | \$108,780 | \$1,000,000 | 4.000% | \$154,450 |
| 2016 | \$620,000 | 4.000% | \$206,938 | \$690,000 | 5.250% | \$75,375 | \$1,010,000 | 3.000% | \$114,450 | \$2,716,763 |
| 2017 | \$855,000 | 4.000% | \$182,138 | \$725,000 | 5.400% | \$39,150 | \$600,000 | 3.500% | \$84,150 | \$2,485,438 |
| 2018 | \$900,000 | 4.750% | \$147,938 | | | | \$530,000 | 3.500% | \$63,150 | \$1,641,088 |
| 2019 | \$935,000 | 4.500% | \$105,188 | | | | \$545,000 | 4.000% | \$44,600 | \$1,629,788 |
| 2020 | \$715,000 | 4.500% | \$63,113 | | | | \$570,000 | 4.000% | \$22,800 | \$1,370,913 |
| 2021 | \$750,000 | 4.125% | \$30,938 | | | | | | | \$780,938 |
| | \$5,015,000 | | \$952,788 | \$2,070,000 | | \$223,305 | \$4,255,000 | | \$483,600 | \$12,999,693 |
| | Maturities callable 10/1/2017 Purpose: Levy, TID #12, TID #14 | | | Maturities callable 10/1/2015 Purpose: TID #14 | | | Maturities callable 10/1/2017 Purpose: Levy, TID#14 | | | |
| | CALLABLE MATURITIES | | | | | | | | | |

(1) This illustration represents a mathematical calculation of potential interest cost savings (cost), assuming hypothetical rates based on current rates +10bps for municipal bonds as of 1/23/15. Actual rates may vary. If actual rates are higher than those assumed, the interest cost savings would be lower. This illustration provides information and is not intended to be a recommendation, proposal or suggestion for a refinancing or otherwise to be considered as advice.

(2) Present value calculated using the All Inclusive Cost (AIC) of 1.51% and 1.84% as the discount rate.

City of Waukesha

Illustration of Hypothetical Refinancing ⁽¹⁾

| Calendar Year | AFTER REFINANCING | | | | | | | | | | TOTAL NEW DEBT SERVICE | POTENTIAL DEBT SERVICE SAVINGS |
|---------------|--|--------------------------|--|--------------------------|--|--------------------------|---|--------------------------|---|--------------------------|------------------------|--------------------------------|
| | \$5,885,000 G.O. Refunding Bonds (CR) Dated May 21, 2007 | | \$3,860,000 Tax. G.O. Prom. Notes Dated August 5, 2008 | | \$10,915,000 G.O. Promissory Notes (CR) Dated August 9, 2011 | | PRELIMINARY \$1,435,000 Tax. G.O. Prom. Notes (AR) Dated May 12, 2015 ⁽¹⁾ | | PRELIMINARY \$755,000 G.O. Prom. Notes (CR/AR) Dated May 12, 2015 ⁽¹⁾ | | | |
| | PRINCIPAL (10/1) | INTEREST (4/1 & 10/1) | PRINCIPAL (10/1) | INTEREST (4/1 & 10/1) | PRINCIPAL (10/1) | INTEREST (4/1 & 10/1) | PRINCIPAL (10/1) | INTEREST (4/1 & 10/1) | PRINCIPAL (10/1) | INTEREST (4/1 & 10/1) | | |
| | | | | | | | TIC= 1.51% | | TIC= 1.42% | | | |
| 2015 | \$240,000 | \$204,981 | \$655,000 | \$71,093 | \$1,000,000 | \$150,325 | | | | | \$2,321,399 | \$53,369 |
| 2016 | \$620,000 | \$183,825 | *** | \$0 | \$1,010,000 | \$106,200 | \$710,000 | \$19,430 | \$5,000 | \$20,930 | \$2,675,385 | \$41,377 |
| 2017 | \$855,000 | \$159,025 | *** | \$0 | \$600,000 | \$75,900 | \$725,000 | \$8,338 | \$15,000 | \$15,000 | \$2,453,263 | \$32,175 |
| 2018 | \$655,000 | \$124,825 | | | \$460,000 | \$54,900 | | | \$330,000 | \$14,700 | \$1,639,425 | \$1,663 |
| 2019 | \$680,000 | \$93,713 | | | \$475,000 | \$38,800 | | | \$330,000 | \$8,100 | \$1,625,613 | \$4,175 |
| 2020 | \$715,000 | \$63,113 | | | \$495,000 | \$19,800 | | | \$75,000 | \$1,500 | \$1,369,413 | \$1,500 |
| 2021 | \$750,000 | \$30,938 | | | | | | | | | \$780,938 | \$0 |
| | \$4,515,000 | \$860,419 | \$655,000 | \$71,093 | \$4,040,000 | \$445,925 | \$1,435,000 | \$27,767 | \$755,000 | \$60,230 | \$12,865,434 | \$134,259 |

| | |
|-----|-----------------------------|
| *** | REFINANCED WITH 2015 ISSUE. |
| | Levy, TIF#12 Component |
| | Levy Component |

| | |
|---|-----------------|
| LESS TRANSFER FROM PRIOR ISSUE D/S FUND.. | (\$53,369) |
| ROUNDING AMOUNT..... | \$1,063 |
| POTENTIAL GROSS SAVINGS..... | \$81,953 |

| | |
|--|-----------------|
| ⁽²⁾ POTENTIAL PRESENT VALUE SAVINGS \$..... | \$79,133 |
| POTENTIAL PRESENT VALUE SAVINGS %..... | 3.715% |

City of Waukesha Tax Increment District No. 11 Cash Flow Proforma Analysis

| Assumptions | |
|---|---------|
| Annual Inflation During Life of TID..... | 0.00% |
| 2013 Gross Tax Rate (per \$1000 Equalized Value)..... | \$22.76 |
| Annual Adjustment to tax rate..... | 0.00% |
| Investment rate..... | 0.00% |
| Data above dashed line are actual | |

REFUNDS THE 2004 & 2005 BONDS
Dated: May 12, 2015

| Year | Background Data | | | | | Revenues | | | Expenditures | | | | | | TID Status | | | Year | | |
|------|--|---------------------------|------------------------|-------------------------|----------|--------------|---------------|----------------|-----------------------|-----------------------------|-------------------------------|-----------|--------------|-------------------------------|----------------|-----------------------|----------------|------------------------|-----------------------------|---------------|
| | (a) | (b) | (c) | (d) | (e) | (f) | (g) | (h) | (i) | (j) | (k) Example Refinancing Issue | | (n) | (o) | (p) | (q) | (r) | | (s) | |
| | TIF District Valuation | Value of Exempt Computers | Construction Increment | TIF Increment Over Base | Tax Rate | Tax Revenue | Other Revenue | Total Revenues | Existing Debt Service | Less: Refunded Debt Service | Principal | Interest | Debt Service | Impact of Example Refinancing | Other Expenses | Combined Expenditures | Annual Balance | | Year End Cumulative Balance | Cost Recovery |
| | (January 1) | (December 31) | (1) | | (2) | | (3) | | | | TIC = 2.01% | | | (4) | | | | | (December 31) | |
| | Base Value \$37,524,600 | | | | | | | | | | | | | | | | | | | |
| 2010 | \$88,429,100 | \$1,048,240 | | \$34,270,940 | \$21.51 | | | | | | | | | | | | | | | |
| 2011 | \$70,747,300 | \$508,740 | | \$46,993,540 | \$21.67 | | | | | | | | | | | | | | | |
| 2012 | \$84,009,400 | \$896,100 | | \$41,561,400 | \$22.91 | | | | | | | | | | | | | | | |
| 2013 | \$78,189,900 | \$929,700 | | \$45,228,500 | \$22.76 | | | | | | | | | | | | | | | |
| 2014 | \$81,823,400 | \$929,700 | | \$45,228,500 | \$21.87 | | | | | | | | | | | | | | | |
| 2015 | \$81,823,400 | \$929,700 | \$6,500,000 | \$51,728,500 | \$21.87 | \$945,793 | \$28,248 | \$974,041 | \$1,624,349 | \$0 | | | | \$16,625 | \$1,640,974 | (\$666,934) | (\$2,232,333) | | | |
| 2016 | \$88,323,400 | \$929,700 | \$7,000,000 | \$58,728,500 | \$21.87 | \$988,990 | | \$988,990 | \$1,679,479 | (\$703,625) | | | (\$703,625) | \$0 | \$975,854 | \$13,136 | (\$2,886,130) | | | |
| 2017 | \$95,323,400 | \$929,700 | | \$58,728,500 | \$21.87 | \$1,131,122 | | \$1,131,122 | \$1,928,312 | (\$1,068,650) | \$220,000 | \$90,900 | \$310,900 | (\$644,350) | \$0 | \$1,031,635 | \$3,330 | (\$2,882,800) | | |
| 2018 | \$95,323,400 | \$929,700 | | \$58,728,500 | \$21.87 | \$1,284,188 | | \$1,284,188 | \$1,675,985 | (\$955,250) | \$340,000 | \$86,500 | \$426,500 | (\$532,500) | \$0 | \$1,134,390 | \$99,487 | (\$2,783,313) | | |
| 2019 | \$95,323,400 | \$929,700 | | \$58,728,500 | \$21.87 | \$1,284,188 | | \$1,284,188 | \$1,666,890 | (\$959,000) | \$400,000 | \$79,700 | \$479,700 | (\$475,800) | \$0 | \$1,143,958 | \$149,798 | (\$2,633,515) | | |
| 2020 | \$95,323,400 | \$929,700 | | \$58,728,500 | \$21.87 | \$1,284,188 | | \$1,284,188 | \$1,619,758 | (\$955,500) | \$410,000 | \$71,700 | \$481,700 | (\$481,700) | \$0 | \$1,142,865 | \$140,230 | (\$2,493,284) | | |
| 2021 | \$95,323,400 | \$929,700 | | \$58,728,500 | \$21.87 | \$1,284,188 | | \$1,284,188 | \$661,165 | \$0 | \$880,000 | \$63,500 | \$943,500 | \$943,500 | \$0 | \$1,142,865 | \$141,323 | (\$2,351,961) | | |
| 2022 | \$95,323,400 | \$929,700 | | \$58,728,500 | \$21.87 | \$1,284,188 | | \$1,284,188 | \$199,415 | \$0 | \$900,000 | \$45,900 | \$945,900 | \$945,900 | \$0 | \$1,143,615 | \$141,273 | (\$2,210,688) | | |
| 2023 | \$95,323,400 | \$929,700 | | \$58,728,500 | \$21.87 | \$1,284,188 | | \$1,284,188 | \$197,715 | \$0 | \$930,000 | \$27,900 | \$957,900 | \$957,900 | \$0 | \$1,153,590 | \$140,573 | (\$2,070,115) | | |
| 2024 | \$95,323,400 | \$929,700 | | \$58,728,500 | \$21.87 | \$1,284,188 | | \$1,284,188 | \$195,690 | \$0 | | | | \$0 | \$193,110 | \$130,598 | (\$1,939,518) | | | |
| 2025 | \$95,323,400 | \$929,700 | | \$58,728,500 | \$21.87 | \$1,284,188 | | \$1,284,188 | \$193,110 | \$0 | | | | \$0 | \$195,195 | \$1,091,078 | (\$848,440) | | | |
| 2026 | \$95,323,400 | \$929,700 | | \$58,728,500 | \$21.87 | \$1,284,188 | | \$1,284,188 | \$195,195 | \$0 | | | | \$0 | \$195,195 | \$1,088,993 | \$240,553 | Expenditures Recovered | | |
| 2027 | \$95,323,400 | \$929,700 | | \$58,728,500 | \$21.87 | \$1,284,188 | | \$1,284,188 | \$201,425 | \$0 | | | | \$0 | \$201,425 | \$1,082,763 | \$1,323,316 | Expenditures Recovered | | |
| 2028 | \$95,323,400 | \$929,700 | | \$58,728,500 | \$21.87 | \$1,284,188 | | \$1,284,188 | \$201,785 | \$0 | | | | \$0 | \$201,785 | \$1,082,403 | \$2,405,719 | Expenditures Recovered | | |
| | | | | | | \$18,180,962 | \$28,248 | \$18,209,210 | \$12,436,318 | (\$4,642,025) | \$4,080,000 | \$592,098 | \$4,672,098 | \$30,073 | \$16,625 | \$12,483,015 | | | | |

Type of TID: Blight Elimination
 1997 TID Inception
 2019 Final Year to Incur TIF Related Costs
 2024 Maximum Legal Life of TID (27 Years)
 2028 Maximum Legal Life of TID (31 Years with 4-Year Extension)

| | |
|---|---------------|
| ROUNDING AMOUNT..... | \$6,772 |
| POTENTIAL GROSS SAVINGS (LOSS)..... | (\$23,300) |
| POTENTIAL PRESENT VALUE SAVINGS \$..... | \$276,053 (5) |
| POTENTIAL PRESENT VALUE SAVINGS %..... | 6.72% |

- (1) Increment per City Estimates.
 (2) 2014 tax rate reflects an \$0.89 adjustment due to Wisconsin Act 145. This will increase state aid to technical college districts and lower levy amounts.
 (3) Other revenues include transfers and Motel tax per City records.
 (4) Other expenses include debt issuance costs, accounting fees and room tax per City records.
 (5) Present value calculated using the All Inclusive Cost (AIC) of 2.05% as the discount rate.

City of Waukesha

Tax Increment District No. 12

Cash Flow Proforma Analysis

| Assumptions | |
|---|---------|
| Annual Inflation During Life of TID (MLG Estimate)..... | 0.00% |
| 2013 Gross Tax Rate (per \$1000 Equalized Value)..... | \$22.76 |
| Annual Adjustment to tax rate..... | 0.00% |
| Investment rate..... | 0.50% |
| Data above dashed line are actual | |

| REFUNDS THE 2007 BONDS |
|------------------------|
| Dated: May 12, 2015 |

| Year | Background Data | | | | | | Revenues | | | Expenditures | | | | | | | TID Status | | | Year |
|------|-----------------------------|---------------------|---------------------|------------------------|-------------------------|----------|-------------|---------------------|----------------|-----------------------|-----------------------------|---------------------------|-------------|-------------------------------|----------------|-----------------------|----------------|-----------------------------|---------------|------|
| | (a) | (b) | (c) | (d) | (e) | (f) | (g) | (h) | (i) | (j) | (k) | (l) (m) (n) | | (o) | (p) | (q) | (r) | (s) | (t) | |
| | TIF District Valuation | of Exempt Computers | Inflation Increment | Construction Increment | TIF Increment Over Base | Tax Rate | Tax Revenue | Investment Proceeds | Total Revenues | Existing Debt Service | Less: Refunded Debt Service | Example Refinancing Issue | | Impact of Example Refinancing | Other Expenses | Combined Expenditures | Annual Balance | Year End Cumulative Balance | Cost Recovery | |
| | (January 1) | (December 31) | | (1) | | (2) | | | | | | Principal | Interest | Debt Service | | (4) | | | (December 31) | |
| | Base Value \$107,700 | | | | | | | | | | | | | | | | | | | |
| 2010 | | | | | \$14,292,210 | | | | | | | | | | | | | | | 2010 |
| 2011 | \$14,269,300 | \$182,830 | | | \$17,935,830 | \$21.67 | | | | | | | | | | | | | | 2011 |
| 2012 | \$17,860,700 | \$144,200 | | | \$16,863,200 | \$22.91 | | | | | | | | | | | | | | 2012 |
| 2013 | \$16,826,700 | \$143,500 | | | \$17,134,800 | \$22.76 | | | | | | | | | | | | | | 2013 |
| 2014 | \$17,099,000 | \$143,500 | \$0 | | \$17,134,800 | \$21.87 | \$383,748 | \$0 | \$383,748 | \$889,201 | \$0 | | | | | \$5,090 | \$894,291 | (\$510,543) | (\$814,731) | 2014 |
| 2015 | \$17,099,000 | \$143,500 | \$0 | | \$17,134,800 | \$21.87 | \$374,678 | \$0 | \$374,678 | \$505,089 | (\$17,938) | | | | | \$0 | \$505,089 | (\$130,410) | (\$945,142) | 2015 |
| 2016 | \$17,099,000 | \$143,500 | \$0 | | \$17,134,800 | \$21.87 | \$374,678 | \$0 | \$374,678 | \$495,999 | (\$35,875) | \$5,000 | \$23,564 | \$28,564 | (\$7,311) | \$0 | \$488,688 | (\$114,010) | (\$1,059,151) | 2016 |
| 2017 | \$17,099,000 | \$143,500 | \$0 | | \$17,134,800 | \$21.87 | \$374,678 | \$0 | \$374,678 | \$422,838 | (\$35,875) | \$10,000 | \$16,900 | \$26,900 | (\$8,975) | \$0 | \$413,863 | (\$39,184) | (\$1,098,335) | 2017 |
| 2018 | \$17,099,000 | \$143,500 | \$0 | | \$17,134,800 | \$21.87 | \$374,678 | \$0 | \$374,678 | \$426,370 | (\$225,875) | \$205,000 | \$16,700 | \$221,700 | (\$4,175) | \$0 | \$422,195 | (\$47,517) | (\$1,145,852) | 2018 |
| 2019 | \$17,099,000 | \$143,500 | \$0 | | \$17,134,800 | \$21.87 | \$374,678 | \$0 | \$374,678 | \$416,901 | (\$216,850) | \$200,000 | \$12,600 | \$212,600 | (\$4,250) | \$0 | \$412,651 | (\$37,973) | (\$1,183,825) | 2019 |
| 2020 | \$17,099,000 | \$143,500 | \$0 | | \$17,134,800 | \$21.87 | \$374,678 | \$0 | \$374,678 | \$512,681 | (\$223,300) | \$210,000 | \$8,600 | \$218,600 | (\$4,700) | \$0 | \$507,981 | (\$133,303) | (\$1,317,128) | 2020 |
| 2021 | \$17,099,000 | \$143,500 | \$0 | | \$17,134,800 | \$21.87 | \$374,678 | \$0 | \$374,678 | \$508,969 | (\$229,075) | \$220,000 | \$4,400 | \$224,400 | (\$4,675) | \$0 | \$504,294 | (\$129,615) | (\$1,446,743) | 2021 |
| 2022 | \$17,099,000 | \$143,500 | \$0 | | \$17,134,800 | \$21.87 | \$374,678 | \$0 | \$374,678 | \$870,359 | \$0 | | | | \$0 | \$0 | \$870,359 | (\$495,680) | (\$1,942,423) | 2022 |
| 2023 | \$17,099,000 | | | | | \$21.87 | \$374,678 | \$0 | \$374,678 | \$163,694 | \$0 | | | | \$0 | \$0 | \$163,694 | \$210,985 | (\$1,731,438) | 2023 |
| 2024 | | | | | | | \$374,678 | \$0 | \$374,678 | | \$0 | | | | \$0 | \$0 | \$0 | \$374,678 | (\$1,356,760) | 2024 |
| | | | | | \$0 | \$0 | | | \$4,130,532 | \$0 | \$4,130,532 | \$5,212,100 | (\$984,788) | \$850,000 | \$82,764 | \$932,764 | (\$34,086) | \$5,090 | \$5,183,104 | |

Type of TID: Industrial (created before 10/1/04)

- 2001 TID Inception
- 2019 Final Year to Incur TIF Related Costs
- 2024 Maximum Legal Life of TID (23 Years)

| | |
|---|---------------------|
| ROUNDING AMOUNT..... | (\$1,443) |
| POTENTIAL GROSS SAVINGS..... | \$32,643 |
| POTENTIAL PRESENT VALUE SAVINGS \$..... | \$30,895 (3) |
| POTENTIAL PRESENT VALUE SAVINGS %..... | 3.84% |

- (1) Increment per City Estimates.
- (2) 2014 tax rate reflects an \$0.89 adjustment due to Wisconsin Act 145. This will increase state aid to technical college districts and lower levy amounts.
- (3) Present value calculated using the All Inclusive Cost (AIC) of 1.67% as the discount rate.
- (4) Other expenses include debt issuance costs and accounting fees per City records.

Preliminary - Uniform

**City of Waukesha
Tax Increment District No. 14
Cash Flow Proforma Analysis**

| Assumptions | | |
|---|---------|--|
| Annual Inflation During Life of TID..... | 0.00% | |
| 2013 Gross Tax Rate (per \$1000 Equalized Value)..... | \$22.76 | |
| Annual Adjustment to tax rate..... | 0.00% | |
| Investment rate..... | 0.00% | |
| Data above dashed line are actual | | |

REFUNDS THE 2007 BONDS, 2008 & 2011 NOTES
Dated: May 12, 2015

| Year | Background Data | | | | | Revenues | | | Expenditures | | | | | | TID Status | | | Year | | |
|------|-----------------------------|---------------------------|------------------------|-------------------------|----------|--------------|---------------------|----------------|-----------------------|-----------------------------|----------------------------|----------|--------------|-------------------------------|----------------|-----------------------|----------------|--------------|-----------------------------|---------------|
| | (a) | (b) | (c) | (d) | (e) | (f) | (g) | (h) | (i) | (j) | (k) (l) (m) | | | (n) | (o) | (p) | (q) | | (r) | (s) |
| | TIF District Valuation | Value of Exempt Computers | Construction Increment | TIF Increment Over Base | Tax Rate | Tax Revenue | Investment Proceeds | Total Revenues | Existing Debt Service | Less: Refunded Debt Service | Example Refinancing Issues | | | Impact of Example Refinancing | Other Expenses | Combined Expenditures | Annual Balance | | Year End Cumulative Balance | Cost Recovery |
| | (January 1) | (December 31) | (1) | | (2) | | | | | | Principal | Interest | Debt Service | | (4) | | | | (December 31) | |
| | 2011 Rev. Base Value | | | | | | | | | | | | | | | | | | | |
| | \$10,371,100 | | | | | | | | | | | | | | | | | | | |
| | 2014 Rev. Base Value | | | | | | | | | | | | | | | | | | | |
| | \$9,684,489 | | | | | | | | | | | | | | | | | | | |
| 2013 | \$72,918,300 | \$622,900 | | \$68,998,500 | \$22.76 | | | | | | | | | | | | | | | |
| 2014 | \$78,746,700 | \$622,900 | | \$69,685,111 | \$21.87 | \$1,441,842 | \$0 | \$1,441,842 | \$1,298,750 | \$0 | \$1,298,750 | | | | \$43,463 | \$1,342,213 | \$99,629 | (\$688,602) | | 2013 |
| 2015 | \$78,746,700 | \$622,900 | \$10,000,000 | \$79,685,111 | \$21.87 | \$1,508,757 | \$0 | \$1,508,757 | \$1,307,268 | (\$53,369) | \$1,307,268 | | | | \$16,313 | \$1,323,580 | \$185,177 | (\$403,796) | | 2014 |
| 2016 | \$88,746,700 | \$622,900 | \$10,000,000 | \$89,685,111 | \$21.87 | \$1,523,771 | \$0 | \$1,523,771 | \$1,312,613 | (\$796,738) | \$715,000 | \$40,360 | \$755,360 | (\$41,377) | \$13,108 | \$1,284,343 | \$239,428 | (\$164,369) | | 2015 |
| 2017 | \$98,746,700 | \$622,900 | | \$89,685,111 | \$21.87 | \$1,742,436 | \$0 | \$1,742,436 | \$1,309,588 | (\$795,513) | \$740,000 | \$23,338 | \$763,338 | (\$32,175) | \$9,823 | \$1,287,235 | \$455,201 | \$290,832 | | 2016 |
| 2018 | \$98,746,700 | \$622,900 | | \$89,685,111 | \$21.87 | \$1,961,101 | \$0 | \$1,961,101 | \$547,288 | (\$346,363) | \$330,000 | \$14,700 | \$344,700 | (\$1,663) | \$6,454 | \$552,079 | \$1,409,022 | \$1,699,855 | Expenditures Recovered | 2017 |
| 2019 | \$98,746,700 | \$622,900 | | \$89,685,111 | \$21.87 | \$1,961,101 | \$0 | \$1,961,101 | \$371,075 | (\$342,275) | \$330,000 | \$8,100 | \$338,100 | (\$4,175) | \$3,000 | \$369,900 | \$1,591,201 | \$3,291,056 | Expenditures Recovered | 2018 |
| 2020 | \$98,746,700 | \$622,900 | | \$89,685,111 | \$21.87 | \$1,961,101 | \$0 | \$1,961,101 | \$105,800 | (\$78,000) | \$75,000 | \$1,500 | \$76,500 | (\$1,500) | \$3,000 | \$107,300 | \$1,853,801 | \$5,144,857 | Expenditures Recovered | 2019 |
| 2021 | \$98,746,700 | \$622,900 | | \$89,685,111 | \$21.87 | \$1,961,101 | \$0 | \$1,961,101 | \$31,800 | \$0 | | | | \$0 | \$3,000 | \$34,800 | \$1,926,301 | \$7,071,158 | Expenditures Recovered | 2020 |
| 2022 | \$98,746,700 | \$622,900 | | \$89,685,111 | \$21.87 | \$1,961,101 | \$0 | \$1,961,101 | \$30,900 | \$0 | | | | \$0 | \$3,000 | \$33,900 | \$1,927,201 | \$8,998,360 | Expenditures Recovered | 2021 |
| 2023 | \$98,746,700 | \$622,900 | | \$89,685,111 | \$21.87 | \$1,961,101 | \$0 | \$1,961,101 | \$0 | \$0 | | | | \$0 | \$3,000 | \$3,000 | \$1,958,101 | \$10,956,461 | Expenditures Recovered | 2022 |
| 2024 | \$98,746,700 | \$622,900 | | \$89,685,111 | \$21.87 | \$1,961,101 | \$0 | \$1,961,101 | \$0 | \$0 | | | | \$0 | \$3,000 | \$3,000 | \$1,958,101 | \$12,914,562 | Expenditures Recovered | 2023 |
| 2025 | \$98,746,700 | \$622,900 | | \$89,685,111 | \$21.87 | \$1,961,101 | \$0 | \$1,961,101 | \$0 | \$0 | | | | \$0 | \$3,000 | \$3,000 | \$1,958,101 | \$14,872,664 | Expenditures Recovered | 2024 |
| 2026 | \$98,746,700 | \$622,900 | | \$89,685,111 | \$21.87 | \$1,961,101 | \$0 | \$1,961,101 | \$0 | \$0 | | | | \$0 | \$3,000 | \$3,000 | \$1,958,101 | \$16,830,765 | Expenditures Recovered | 2025 |
| | | | | | | | | | | | | | | | | | | | | |
| | | | | | | \$23,866,717 | \$0 | \$23,866,717 | \$6,315,080 | (\$2,412,256) | \$2,190,000 | \$87,998 | \$2,277,998 | (\$80,890) | \$113,160 | \$6,347,350 | | | | |

Type of TID: Blight Elimination
 2003 TID Inception
 2021 Final Year to Incur TIF Related Costs
 2026 Maximum Legal Life of TID (23 Years)

| | |
|---|--------------|
| ROUNDING AMOUNT..... | \$1,063 |
| POTENTIAL GROSS SAVINGS..... | \$81,953 |
| POTENTIAL PRESENT VALUE SAVINGS \$..... | \$79,133 (3) |
| POTENTIAL PRESENT VALUE SAVINGS %..... | 3.72% |

- (1) Increment per City Estimates.
 (2) 2014 tax rate reflects an \$0.89 adjustment due to Wisconsin Act 145. This will increase state aid to technical college districts and lower levy amounts.
 (3) Present value calculated using the All Inclusive Cost (AIC) of 1.51% and 1.84% as the discount rate.
 (4) Other expenses include payment to General Fund for GACO grant, debt issuance costs, accounting fees and miscellaneous expenses per City records.