

PRELIMINARY OFFICIAL STATEMENT DATED SEPTEMBER 6, 2019

**NEW ISSUES:
FULL BOOK-ENTRY**

Moody's "Aa2"

S&P "AA"

Fitch "AA"

See "RATINGS" herein

In the opinion of Quarles & Brady LLP, and Crump Law Firm, LLC, Co-Bond Counsel, under existing law interest on the 2019A Bonds and 2019C Notes is excludable from gross income and is not an item of tax preference for federal income tax purposes. See "TAX STATUS – 2019A Bonds and 2019C Notes" herein for a more complete discussion. In the opinion of Co-Bond Counsel, under existing law interest on the 2019B Bonds is included in gross income for federal income tax purposes. See "TAX STATUS – 2019B Bonds" herein. The interest on the Obligations (as hereinafter defined) is not exempt from present Wisconsin income or franchise taxes.

OFFICIAL STATEMENT

Milwaukee County, Wisconsin

Dated: Date of Delivery

Delivery: Expected on October 2, 2019

\$21,415,000*

General Obligation Refunding Bonds, Series 2019A

The \$21,415,000* General Obligation Refunding Bonds, Series 2019A (the "2019A Bonds"), are being issued by Milwaukee County, Wisconsin (the "County") pursuant to Chapter 67 of the *Wisconsin Statutes* for the public purpose of refinancing certain obligations of the County as further described herein. Interest on the 2019A Bonds is payable semiannually on each April 1 and October 1, commencing on April 1, 2020.

\$520,000*

Taxable General Obligation Refunding Bonds, Series 2019B

The \$520,000* Taxable General Obligation Refunding Bonds, Series 2019B (the "2019B Bonds"), are being issued by the County pursuant to Chapter 67 of the *Wisconsin Statutes* for the public purpose of refinancing certain obligations of the County as further described herein. Interest on the 2019B Bonds is payable semiannually on each April 1 and October 1, commencing on April 1, 2020.

\$8,535,000*

General Obligation Promissory Notes, Series 2019C

The \$8,535,000* General Obligation Promissory Notes, Series 2019C (the "2019C Notes"), are being issued by the County pursuant to Chapter 67 of the *Wisconsin Statutes* for the public purpose of financing certain capital projects of the County as further described herein. Interest on the 2019C Notes is payable semiannually on each February 1 and August 1, commencing on February 1, 2020.

The 2019A Bonds, 2019B Bonds and the 2019C Notes will collectively be referred to as the "Obligations". The Obligations are not subject to call and prior redemption. The Obligations will be general obligations of the County for which its full faith and credit and unlimited taxing powers are pledged.

SEE INSIDE COVER PAGE FOR MATURITY AND PRICING SCHEDULE AND CUSIP NUMBERS

The Obligations will be issued as fully registered obligations without coupons and, when issued, will be registered in the name of Cede & Co., as nominee of The Depository Trust Company ("DTC"). DTC will act as securities depository of the Obligations. Individual purchases may be made in book-entry form only, in the principal amount of \$5,000 and integral multiples thereof. Purchasers will not receive certificates representing their interest in the Obligations purchased. Principal of and interest on the Obligations will be paid to DTC, which will in turn remit such principal and interest to its participants for subsequent disbursement to the beneficial owners of the Obligations. (See "Book-Entry-Only System" herein.)

Not Bank Qualified:

The Obligations will not be designated as "qualified tax-exempt obligations"

Co-Financial Advisors:

PFM Financial Advisors LLC and Independent Public Advisors, LLC

Bids Received and Opened:

Thursday, September 12, 2019 at 10:00 A.M. Central Time

By Capital Finance Manager in the Milwaukee County Comptroller's Office

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

* Preliminary, subject to change.

This Preliminary Official Statement and the information contained herein are subject to completion and amendment. These securities may not be sold, nor may offers to buy be accepted, prior to the time the Official Statement is delivered in final form. Under no circumstances shall this Preliminary Official Statement constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any sale of these securities, in any jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. This Preliminary Official Statement is in a form deemed final as of its date for purposes of SEC Rule 15c2-12(b)(1), except for the omission of certain information described in the rule, but is subject to revision, amendment, and completion in a Final Official Statement.

OFFICIAL TERMS OF OFFERING

\$520,000*
Taxable General Obligation Refunding Bonds, Series 2019B
Milwaukee County, Wisconsin

Dated Date of Delivery

Irrevocable, sealed bids and electronic bids for the \$520,000* Taxable General Obligation Refunding Bonds, Series 2019B (the “2019B Bonds”) will be received by the Capital Finance Manager in the Comptroller’s Office until 10:00 a.m., Central Time on September 12, 2019 at 901 North Ninth Street, Room 301, Milwaukee County Courthouse, Milwaukee, Wisconsin 53233, after which the sealed bids will be opened and electronic bids will be retrieved and tabulated for approval by the Comptroller. Electronic bids must be submitted through Parity® (see “Electronic Bidding” below).

TERMS OF THE 2019B BONDS

The 2019B Bonds will be dated the date of delivery, and will mature on October 1 in the year and in the principal amount as follows:

Maturity Schedule

<u>Maturity</u> <u>(October 1)</u>	<u>Principal</u> <u>Amount*</u>
2020	\$ 520,000

Interest on said 2019B Bonds will be payable semiannually on April 1 and October 1 of each year commencing on April 1, 2020.

CALL FEATURE

The 2019B Bonds are not subject to prior redemption.

REGISTRATION

The 2019B Bonds will be issued as fully registered bonds without coupons and, when issued, will be registered only in the name of Cede & Co., as nominee for The Depository Trust Company, New York, New York (“DTC”). The County will assume no liability for the failure of DTC, its participants or other nominees to promptly transfer payments to beneficial owners of the 2019B Bonds. In the event that the securities depository relationship with DTC for the 2019B Bonds is terminated and the County does not appoint a successor depository, the County will prepare, authenticate and deliver, at its expense, fully registered certificated 2019B Bonds in the denomination of \$5,000 or any integral multiple thereof in the aggregate principal amount of 2019B Bonds of the same maturities and with the same interest rate or rates then outstanding to the beneficial owners of the 2019B Bonds.

* Preliminary, subject to change.

SECURITY AND PURPOSE

The 2019B Bonds are general obligations of the County. The principal of and interest on the 2019B Bonds will be payable from ad valorem taxes, which shall be levied without limitation as to rate or amount upon all taxable property located in the territory of the County. Proceeds of the 2019B Bonds will be used to refund outstanding obligations of the County and to pay the costs of issuing the 2019B Bonds.

BID SPECIFICATIONS

Bids shall be received on an interest rate basis in an integral multiple of One-Twentieth (1/20) or One-Eighth (1/8) of one percent (1%). All 2019B Bonds of the same maturity shall bear the same interest rate. A rate of interest must be named for each maturity; a zero rate of interest shall not be named. Each bid shall offer to purchase all of the 2019B Bonds and shall offer a price (payable in federal or other immediately available funds) which is not less than \$514,800 (99.0% of par), plus accrued interest to the date of delivery. The County reserves the right, in its discretion, to reject any or all bids, and to waive any informality in any bid.

GOOD FAITH DEPOSIT

A Good Faith Deposit in the amount of \$5,200 is only required by the successful bidder for the 2019B Bonds. The successful bidder for the 2019B Bonds is required to submit such Good Faith Deposit payable to the order of the County in the form of a wire transfer in federal funds.

The successful bidder shall submit the Good Faith Deposit within two hours after verbal award is made. The successful bidder should provide as quickly as it is available, evidence of wire transfer by providing the County the federal funds reference number. If the Good Faith Deposit is not received in the time allotted, the bid of the successful bidder may be rejected and the County may direct the next lowest bidder to submit a Good Faith Deposit and thereafter may award the sale of the 2019B Bonds to the same. If the successful bidder fails to comply with the Good Faith Deposit requirement as described herein, the successful bidder is nonetheless obligated to pay to the County \$5,200 as liquidated damages due to the failure of the successful bidder to timely deposit the Good Faith Deposit.

Submission of a bid to purchase the 2019B Bonds serves as acknowledgement and acceptance of the terms of the Good Faith Deposit requirement.

The Good Faith Deposit so wired will be retained by the County until the delivery of the 2019B Bonds, at which time the Good Faith Deposit will be applied against the purchase price of the 2019B Bonds or the good faith deposit will be retained by the County as partial liquidated damages in the event of the failure of the successful bidder to take up and pay for such 2019B Bonds in compliance with this Official Terms of Offering and of its bid. No interest on the Good Faith Deposit will be paid by the County. The balance of the purchase price must be wired in federal funds to the account detailed in the closing memorandum, simultaneously with delivery of the 2019B Bonds.

INSURANCE ON 2019B BONDS

In the event the successful bidder obtains a bond insurance policy for all or a portion of the 2019B Bonds, by or on behalf of it or any other member of its underwriting group, the successful bidder is responsible for making sure that disclosure information is provided about the credit enhancement provider (for example, through a wrapper to the Official Statement). The County will cooperate with the successful bidder in this manner. The costs of obtaining any bond insurance policy and the costs of providing disclosure information about the credit enhancement provider shall be paid by the successful bidder. In addition, the successful bidder will be required, as a condition for delivery of the 2019B Bonds, to certify that the premium will be less than the present value of the interest expected to be saved as a result of such insurance.

ELECTRONIC BIDDING

The County assumes no responsibility or liability for electronic bids. If any provisions in this Official Terms of Offering conflict with information provided by Parity®, this Official Terms of Offering shall control. Further information about the electronic bidding service providers, including any fee charged and applicable requirements, may be obtained from:

Parity®/IPREO
1359 Broadway, 2nd Floor
New York, New York 10018
(212) 849-5021 phone

AWARD

The 2019B Bonds will be awarded to the bidder whose proposal shall result in the lowest true interest cost to the County. The true interest cost is computed as the discount rate which, when used with semiannual compounding to determine the present worth of the principal and interest payments as of the date of the 2019B Bonds, produces an amount equal to the purchase price. The County's computation of the true interest cost of each bid, in accordance with customary practice, will be controlling. If two or more bids provide the same lowest true interest cost, the County shall determine which proposal shall be accepted, and such determination shall be final. A computation by a bidder of such true interest cost contained in any bid shall be for information only and shall not constitute a part of the bid. The successful bidder shall pay accrued interest from the date of the 2019B Bonds to the date of delivery and payment of the purchase price.

The County will reserve the right to: (i) waive non-substantive informalities of any bid or of matters relating to the receipt of bids and award of the 2019B Bonds, (ii) reject all bids without cause, and (iii) reject any bid which the County determines to have failed to comply with the terms hereof.

SETTLEMENT

The 2019B Bonds will be delivered in typewritten form, registered in the name of Cede & Co., as nominee of The Depository Trust Company, securities depository of the 2019B Bonds for the establishment of book-entry accounts at the direction of the successful bidder, within approximately 45 days after the award. Delivery of the 2019B Bonds is currently anticipated to be on or about October 2, 2019. Delivery will be subject to receipt by the successful bidder of the approving legal opinions of Quarles & Brady LLP and Crump Law Firm, LLC, Co-Bond Counsel to the County, which opinions will be available at the time of delivery of the 2019B Bonds, and of customary closing papers, including a non-litigation certificate. On the date of settlement, payment for the 2019B Bonds shall be made in federal or equivalent funds, which shall be received at the offices of the County, or its designee, not later than 11:00 a.m., Central Time. Except as compliance with the terms of payment for the 2019B Bonds shall have been made impossible by action of the County, or its agents, the successful bidder shall be liable to the County for any loss suffered by the County by reason of the successful bidder's non-compliance with said terms for payment.

By submitting a bid, any bidder makes the representation that it understands Co-Bond Counsel represent the County in the Bond transaction and, if such bidder has retained either Co-Bond Counsel in an unrelated matter, such bidder represents that the signatory to the bid is duly authorized to, and does thereby consent to and waive for and on behalf of such bidder, any conflict of interest of such Co-Bond Counsel arising from any adverse position to the County in this matter; and such consent and waiver shall supersede any formalities otherwise required in any separate understandings, guidelines or contractual arrangements between the bidder and Co-Bond Counsel.

LEGAL OPINIONS

The successful bidder will be furnished without cost, the unqualified approving legal opinions of Quarles & Brady LLP, Milwaukee, Wisconsin, and Crump Law Firm, LLC, Milwaukee, Wisconsin, Co-Bond Counsel to the County.

CUSIP NUMBERS

The County will assume no obligation for the assignment of CUSIP numbers on the 2019B Bonds or for the correctness of any numbers printed thereon. The County will permit such numbers to be assigned and printed at the expense of the successful bidder, but neither the failure to print such numbers on any 2019B Bonds nor any error with respect thereto will constitute cause for failure or refusal by the successful bidder to accept delivery of the 2019B Bonds.

CERTIFICATION REGARDING OFFICIAL STATEMENT

The County will deliver, at closing, a certificate, executed by appropriate officers of the County acting in their official capacities, to the effect that the facts contained in the Official Statement relating to the County and the 2019B Bonds are true and correct in all material respects, and that the Official Statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements therein, in light of the circumstances under which they were made, not misleading.

UNDERTAKING TO PROVIDE CONTINUING DISCLOSURE

In order to assist bidders in complying with SEC Rule 15c2-12, as amended, the County will covenant to undertake (pursuant to a certificate executed by an authorized officer of the County), to provide annual reports and timely notice of certain events for the benefit of holders of the 2019B Bonds. The details and terms of the undertaking are set forth in a Continuing Disclosure Certificate to be executed and delivered by the County, a form of which is included in the Preliminary Official Statement and in the final Official Statement.

TRANSCRIPT OF PROCEEDINGS

A transcript of the proceedings relative to the issuance of the 2019B Bonds will be furnished to the successful bidder without cost, including a closing certificate stating that there is no litigation pending or threatened affecting the validity of or the security for the 2019B Bonds.

IRREGULARITIES

The Comptroller reserves the right to reject any and all bids and to waive any and all irregularities.

OFFICIAL STATEMENT

A copy of the County's Preliminary Official Statement may be obtained by contacting PFM Financial Advisors LLC, 115 South 84th Street, Suite 315, Milwaukee, Wisconsin 53214 (414/771-2700) or Pamela Bryant, Capital Finance Manager, Milwaukee County Comptroller's Office, 901 North Ninth Street, Milwaukee, Wisconsin 53233 (414/278-4396). The Preliminary Official Statement may be obtained from the following website: www.i-dealprospectus.com. The Preliminary Official Statement is in a form deemed final as of its date for purposes of Securities and Exchange Rule 15c2-12(b)(1) (the "Rule"), but is subject to minor revision, amendment and completion in a final Official Statement in accordance with the Rule.

By awarding the 2019B Bonds to any underwriter or underwriting syndicate, the County agrees that within seven business days after the date of such award it shall provide the senior managing underwriter of the successful syndicate with an electronic copy of a final Official Statement.

The County designates the senior managing underwriter of the syndicate to which the 2019B Bonds are awarded as its agent for purposes of distributing copies of the final Official Statement to each participating underwriter. Any underwriter executing and delivering an Official Bid Form with respect to the 2019B Bonds agrees thereby that if its bid is accepted by the County (i) it shall accept such designation and (ii) it will enter into a contractual relationship with all participating underwriters of the County for purposes of assuring the receipt by each such participating underwriter of the final Official Statement.

/s/ Scott B. Manske
Milwaukee County Comptroller