

FINAL OFFICIAL STATEMENT DATED NOVEMBER 5, 2013

NEW ISSUE (BOOK ENTRY ONLY)
NOT BANK QUALIFIED

INVESTMENT RATING: "Aa2"
MOODY'S INVESTORS SERVICE, INC.

In the opinion of Quarles & Brady LLP, Bond Counsel, assuming continued compliance with the requirements of the Internal Revenue Code of 1986, as amended (the "Code") under existing law interest on the Bonds is excludable from gross income and is not an item of tax preference for federal income tax purposes. See "LEGAL MATTERS - Tax Exemption" herein for a more detailed discussion of some of the federal income tax consequences of owning the Bonds. The interest on the Bonds is not exempt from present Wisconsin income or franchise taxes. The Bonds will not be designated by the City as "Qualified Tax-Exempt Obligations" for purposes of Section 265(b)(3) of the Code.

**CITY OF WAUWATOSA
MILWAUKEE COUNTY, WISCONSIN
\$4,575,000 Waterworks System Revenue Bonds, Series 2013**

Dated: November 19, 2013

Due: January 1, As Shown Below

The Waterworks System Revenue Bonds, Series 2013 (the "Bonds") are being issued pursuant to Section 66.0621 of the Wisconsin Statutes. The Bonds are special obligations of the City of Wauwatosa, Wisconsin (the "City") payable only out of revenues of the Waterworks System of the City (the "System"). The Bonds do not constitute an indebtedness of the City within the meaning of any constitutional or statutory debt limitation or provision and are not secured by and do not give rise to a charge against the general credit or taxing powers of the City. The Bonds are being issued for the public purpose of paying the cost of waterworks system improvements and acquisitions set forth in the Water Utility's Capital Budget, including replacing, installing and repairing water mains and meters (the "Projects").

The Bonds will mature January 1, as follows:

Year	Amount	Rate	Price/ Yield	CUSIP No. ¹	Year	Amount	Rate	Price/ Yield	CUSIP No. ¹
2015	\$ 175,000	3.00%	0.39%	943521MM3	2024	\$ 200,000	3.00%	2.80%	943521MW1
2016	200,000	3.00	0.56	943521MN1	2025	200,000	3.00	3.10	943521MX9
2017	200,000	3.00	0.82	943521MP6	2026	175,000	3.25	3.30	943521MY7
2018	175,000	3.00	1.11	943521MQ4	2027	175,000	3.375	3.45	943521MZ4
2019	175,000	3.00	1.49	943521MR2	2028	200,000	3.50	3.60	943521NA8
2020	200,000	3.00	1.85	943521MS0	2029	200,000	4.00	3.75	943521NB6
2021	200,000	3.00	2.20	943521MT8	2030	300,000	4.00	3.85	943521NC4
2022	200,000	3.00	2.40	943521MU5	2033	350,000	4.05	100	943521NF7
2023	200,000	3.00	2.60	943521MV3	2034	375,000	4.125	100	943521NG5

\$675,000 4.00% Term Bonds due January 1, 2032. Price: 100 CUSIP 943521NE0

The Bonds 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 Bonds. 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 Bonds purchased.

Principal of the Bonds, payable annually each January 1, commencing January 1, 2015 through 2030, 2033 and 2034, and as a term bond maturing on January 1, 2032 (the "Term Bonds"), and interest, payable each January 1 and July 1, commencing July 1, 2014, will be paid to DTC, which will in turn remit such principal and interest payments to its participants for subsequent disbursement to the beneficial owners of the Bonds as described herein.

At the option of the City, the Bonds maturing on January 1, 2025 and thereafter are subject to redemption prior to maturity in whole or in part on January 1, 2024 or on any date thereafter at par plus accrued interest to the date of redemption.

The Term Bonds shall be subject to mandatory redemption prior to maturity by lot at par plus accrued interest to the date of redemption as set forth in "THE BONDS – Redemption Provisions" herein.

The rates shown herein are the interest rates payable by the City resulting from the bids for the Bonds on November 5, 2013, by the successful bidder(s). All information concerning the terms of the reoffering of the Bonds, including yields or prices, should be obtained from the successful bidder(s) and not from the City. See "MISCELLANEOUS - Underwriting" herein.

The Bonds are offered when, as and if issued, subject to the receipt of the approving opinion of Quarles & Brady LLP, Milwaukee, Wisconsin, Bond Counsel. The Bonds will be available for delivery on or about November 19, 2013, through the facilities of DTC in New York, New York.

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.

STIFEL
Underwriter

HutchinsonShockeyErley&Co
Financial Advisor to the Issuer

¹ See "CUSIP INFORMATION" herein.

**CITY OF WAUWATOSA
MILWAUKEE COUNTY, WISCONSIN**

Kathleen Ehley
Mayor
(Term Expires April 2016)

COMMON COUNCIL

<u>Name</u>	<u>Aldermanic District</u>	<u>Term Expiration</u>
Peter Donegan	1	April, 2014
James Moldenhauer	1	April, 2016
John J. Dubinski	2	April, 2016
Kathleen Causier	2	April, 2014
Tim J. Hanson	3	April, 2014
Gregory Walz-Chojnacki	3	April, 2016
Dennis R. McBride (President)	4	April, 2016
Jill M. Organ	4	April, 2014
Bobby Pantuso	5	April, 2014
Joel Tilleson	5	April, 2016
Brian M. Ewerdt	6	April, 2014
Jeffrey J. Roznowski	6	April, 2016
Donald Birschel	7	April, 2014
Cheryl Berdan	7	April, 2016
Jason G. Wilke	8	April, 2016
Craig Wilson	8	April, 2014

ADMINISTRATIVE STAFF

James Archambo City Administrator
John Ruggini Finance Director
Carla A. Ledesma City Clerk
Alan R. Kesner City Attorney

WATER UTILITY

James Wojcehowicz Water Superintendent

BOND COUNSEL

Quarles & Brady LLP
Milwaukee, Wisconsin

UNDERWRITER

Stifel, Nicolaus & Company, Inc.
St. Louis, Missouri

FINANCIAL ADVISOR

Hutchinson, Shockey, Erley & Co.
Milwaukee, Wisconsin
Chicago, Illinois

REGISTRAR AND FISCAL AGENT

Officers of the City
City of Wauwatosa, Wisconsin *

* The contact person for fiscal agent matters is John Ruggini, Finance Director.

MANDATORY REDEMPTION AGENT

Associated Trust Company, National Association
Green Bay, Wisconsin

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SUMMARY

This is not a summary of this Official Statement. It is only a brief description of and guide to, and is qualified by, more complete and detailed information contained in the entire Official Statement, including the cover page and appendices hereto, and the documents summarized or described herein. A full review should be made of the entire Official Statement. The offering of Bonds to potential investors is made only by means of the entire Official Statement and all such documents.

Issuer	City of Wauwatosa, Milwaukee County, Wisconsin
Issue	\$4,575,000 Waterworks System Revenue Bonds, Series 2013
Dated Date	November 19, 2013
Principal Due	January 1, 2015 through 2030, 2033 and 2034, and as Term Bonds maturing on January 1, 2032.
Interest Payment Date	Commencing July 1, 2014 and on each January 1 and July 1 thereafter. Interest shall be computed on the basis of a 360-day year of twelve 30-day months.
Redemption Provision	<p>At the option of the City, the Bonds maturing on January 1, 2025 and thereafter shall be subject to redemption prior to maturity in whole or in part on January 1, 2024 or on any date thereafter at par plus accrued interest to the date of redemption. (See "THE BONDS – Redemption Provisions" herein.)</p> <p>The Term Bonds shall be subject to mandatory redemption prior to maturity by lot at par plus accrued interest to the date of redemption as set forth in "THE BONDS – Redemption Provisions" herein.</p>
Purpose	The Bonds will be issued for the purpose of paying the cost of the Projects. See "THE BONDS – Purpose" herein.
Security	The Bonds are special obligations of the City payable out of revenues of the System.
Authority	<p>The Bonds are being issued pursuant to Section 66.0621 Wisconsin Statutes, prior resolutions of the System, an authorizing resolution adopted by the Common Council on October 15, 2013, and an award resolution adopted by the Common Council on November 5, 2013. (See "THE BONDS – Authority of Issuance" herein.)</p> <p>The Bonds are being issued on a parity with certain outstanding obligations of the System. (See "THE BONDS – Authority of Issuance" herein.)</p>
Tax Exemption	Interest on the Bonds is excludable from gross income for federal income tax purposes. (See "LEGAL MATTERS - Tax Exemption" herein.)
Bank Qualification	The Bonds have <u>not</u> been designated as "qualified tax-exempt obligations".
Credit Rating	The Bonds have been rated "Aa2" by Moody's Investors Service, Inc.
Underwriter	Stifel, Nicolaus & Company, Inc., St. Louis, Missouri
Registrar and Fiscal Agent	Officers of the City of Wauwatosa, Wisconsin
Mandatory Redemption Agent	Associated Trust Company, National Association, Green Bay, Wisconsin
Record Date	The 15 th day of the month preceding an interest payment date.
Delivery Date and Place	On or about November 19, 2013 through the facilities of DTC in New York, New York.
Denominations	The Bonds will be issued in denominations of \$5,000 each and integral multiples thereof.
Bond Years	54,433.75 Average Life 11.898 years
Continuing Disclosure	The City will covenant to provide annual reports, as required, and timely notice of certain events as set forth in the Continuing Disclosure Certificate. (See Appendix D herein.)

OFFICIAL STATEMENT

CITY OF WAUWATOSA MILWAUKEE COUNTY, WISCONSIN \$4,575,000 Waterworks System Revenue Bonds, Series 2013

INTRODUCTION

The purpose of this Official Statement, which includes the cover page and appendices hereto, is to provide certain information in connection with the issuance of \$4,575,000 Waterworks System Revenue Bonds, Series 2013 of the City of Wauwatosa, Wisconsin.

This Official Statement speaks only as of its date, and the information contained herein is subject to change.

The information contained in this Official Statement is based upon material provided by the City or obtained from other sources and is believed to be reliable, but is not guaranteed as to accuracy or completeness.

All references to material included in this Official Statement not purporting to be quoted in full are only summaries of certain provisions thereof and do not purport to summarize or describe all the provisions thereof. Reference is made to such instruments, documents and other materials for the complete provisions thereof, copies of which will be furnished upon request.

Information, including the City's prior years' financial statements, is available on the City's website at www.wauwatosa.net or upon request and upon payment to the City of a charge for any copying, mailing and handling if required, from Ms. Jean Plass, Office of the Finance Director, City of Wauwatosa, 7725 W. North Avenue, Wauwatosa, Wisconsin 53213-0068, telephone (414) 479-8922; jplass@wauwatosa.net, or from Hutchinson, Shockey, Erley & Co. at (414) 298-9898.

THE BONDS

Purpose

The Bonds are being issued for the public purpose of paying the cost of waterworks system improvements and acquisitions set forth in the Water Utility's Capital Budget, including replacing, installing and repairing water mains and meters.

Authority for Issuance

The Bonds are being issued pursuant to Section 66.0621, Wisconsin Statutes, Resolution No. R-86-252 (the "1986 Resolution"), as amended and supplemented by Resolution No. R-10-183 adopted on October 25, 2010 (the "2010 Resolution"), Resolution No. R-11-164 adopted on November 15, 2011 (the "2011 Resolution"), an initial resolution adopted by the Common Council on October 15, 2013 (the "Authorizing Resolution"), and a resolution adopted by the Common Council on November 5, 2013, entitled Resolution Supplementing Resolution No. R-86-252; Authorizing the Issuance and Sale of \$4,575,000 Waterworks System Revenue Bonds, Series 2013 and Providing for the Payment of the Bonds and Other Details and Covenants with Respect Thereto (the "Resolution").

The Bonds are being issued on a parity with respect to the lien and claim to the income and revenues of the System with the Waterworks System Revenue Bonds, Series 2010 dated October 25, 2010 (the "2010 Bonds") authorized by the 2010 Resolution and the Waterworks System Refunding Revenue Bonds, Series 2011 dated November 29, 2011 (the "2011 Bonds") authorized by the 2011 Resolution. The 2010 Resolution and 2011 Resolution shall be referred to as the "Prior Resolutions".

The 2010 Bonds and the 2011 Bonds, collectively, shall be referred to as the "Outstanding Bonds".

Description

The Bonds will be dated November 19, 2013 and will bear interest from their dated date to their respective maturities. Principal of the Bonds will be payable annually on each January 1, commencing January 1, 2015 through 2030, 2033 and 2034 and as Term Bonds maturing on January 1, 2032. Interest will be payable each January 1 and July 1, commencing July 1, 2014.

Sources and Applications of Funds

Sources of Funds

Par Amount of Bonds	\$ 4,575,000
Interest Income	<u>5,720</u>
Total	<u>\$ 4,580,720</u>

Applications of Funds

Cost of Projects	\$ <u>4,580,720</u>
Total	<u>\$ 4,580,720</u>

Sources of Payment for the Bonds

The Bonds are special obligations of the City payable only out of revenues of the System and the monies on deposit in the Special Redemption Fund created and established pursuant to the 1986 Resolution as amended by the Prior Resolutions and the Resolution on a parity with the Outstanding Bonds. The Bonds, together with interest thereon, shall not constitute an indebtedness of the City within the meaning of any constitutional or statutory debt limitation or provision and are not secured by and do not give rise to a charge against the general credit or taxing powers of the City.

Additional Security

The City has covenanted to charge itself for the reasonable cost and value of services rendered to the City by the System. The amount of such reasonable cost and value shall be charged against the City and shall be paid by it in quarterly installments as the service accrues. The reasonable cost and value of such service to the City shall be equal to such amount as may be necessary from year to year to pay the balance of an amount which, together, with revenues of the System, will produce in each Bond Year net revenues equivalent of not less than 1.25 times annual principal and interest requirements on the Outstanding Bonds, the Bonds and any parity bonds then outstanding after deduction of all operation and maintenance expenses of the System, but before deduction of depreciation charges and local tax equivalents. The source of revenue for payment by the City may be current revenues of the City, exclusive of the revenues derived from the System, and out of the tax levy of the City. Such payment by the City is subject to certain conditions, including (a) approval of the Wisconsin Public Service Commission, if necessary, (b) annual appropriations by the Common Council, and (c) applicable levy limits, if any. Neither the Resolution nor such payment shall be construed as constituting an obligation of the City to make any such appropriation over and above the reasonable cost and value of services rendered to the City or to make any subsequent payment over and above such reasonable cost and value.

Pledged Revenues

The Pledged Revenues include:

- (1) "Net Revenues" derived from the System consisting of all monies received by the System from rentals, user fees, rates, charges and investments less current expenses of administering and maintaining the System. "Current Expenses" excludes depreciation, debt service, tax equivalents, replacements and capital expenditures.
- (2) Reserve Account. The amount on deposit in the Reserve Account will be maintained in an amount equal to \$1,100,349 or such lesser amount which at no time exceeds an amount equal to the lesser of maximum amount of principal and interest due on the Outstanding Bonds and the Bonds in any Bond Year or 125% of average annual debt service on the Outstanding Bonds, the Bonds and any parity bonds. The Reserve Account shall be maintained by the Treasurer of the City in a segregated account and drawn upon only for the purpose of paying principal of and/or interest on the Outstanding Bonds and Bonds in the event that the System's revenues in any year should be insufficient to pay the principal and interest on the Outstanding Bonds and Bonds.

Additional Bonds

No bonds or obligations payable out of the revenues of the System may be issued in such manner as to enjoy priority over the Bonds. Additional bonds may be issued on a parity with the Outstanding Bonds and the Bonds, as to the pledge of the revenues of the System ("Parity Bonds"), if the following conditions, as more fully set forth the 1986 Resolution as amended and supplemented by the Prior Resolutions and the Resolution are met:

- (1) The net revenues for the last completed fiscal year preceding the issuance of additional debt have been at least 1.25 times the highest combined annual interest and principal requirements on all bonds outstanding payable from the revenues of the System plus the additional bonds to be issued; provided, however, that if prior to the authorization of such additional bonds the City shall

have adopted and put into effect a revised schedule of water rates, then net revenues calculated on the new rates would apply in lieu of the actual net revenues for the last fiscal year.

- (2) The payments required to be made to the various funds and accounts enumerated in the Resolution (including the Reserve Fund but not the Surplus Fund) must have been made in full.
- (3) The additional bonds must be payable as to principal on January 1 of each year and payable as to interest semiannually on January 1 and July 1 of each year.

Redemption Provisions

Optional Redemption

At the option of the City, the Bonds maturing on January 1, 2025 and thereafter shall be subject to redemption prior to maturity on January 1, 2024 or on any date thereafter. Said Bonds shall be redeemable as a whole or in part, and if in part, from maturities selected by the City and within each maturity, by lot, at the principal amount thereof, plus accrued interest to the date of redemption. If less than all of the Bonds of a maturity are to be redeemed, selection of the Bonds to be so redeemed shall be by lot conducted by DTC in accordance with its rules and practices (see "BOOK-ENTRY-ONLY SYSTEM" herein).

Mandatory Redemption

The Term Bonds shall be subject to mandatory redemption prior to maturity by lot on January 1 of each of the years and in the amounts set forth below at the price of par plus accrued interest to the date of redemption.

<u>\$675,000 Term Bonds due January 1, 2032</u>	
<u>Redemption Date</u>	<u>Amount</u>
January 1, 2031	\$ 325,000
January 1, 2032	\$ 350,000 (Maturity)

The Term Bonds to be so redeemed in each such year shall be selected by lot from among the Term Bonds of that maturity then outstanding.

Associated Trust Company, National Association, Green Bay, Wisconsin shall act as Mandatory Redemption Agent for the Term Bonds.

Notice of Redemption

Notice of redemption shall be given by facsimile transmission, certified or registered mail, overnight express delivery, electronic transmission or in any other manner required by DTC to DTC or its nominee as the registered owner of the Bonds. Such notice shall be sent not less than 30 days nor more than 60 days prior to the date fixed for redemption. Except as set forth in any undertaking by the City to provide continuing disclosure, the City will not be responsible for mailing notices of redemption to anyone other than DTC or its nominee.

THE RESOLUTIONS

The Authorizing Resolution and the Resolution are adopted by the Common Council pursuant to the procedures prescribed by State Statutes. Reference is made to the Authorizing Resolution and the Resolution for a complete recital of their terms.

The Authorizing Resolution authorizes the issuance and sale of the Bonds. The Resolution awards the Bonds to the Underwriter and establishes the form and terms of the Bonds, including the dating, maturity schedule, interest payment dates and redemption provisions, as shown in this Official Statement, and approves the interest rates to be borne by the Bonds. Pursuant to the Resolution, the Bonds are special obligations of the City payable only out of revenues of the System on a parity with the Outstanding Bonds. The Resolution establishes, separate and distinct from all other funds of the City, a debt service fund with respect to payment of principal and interest on the Bonds.

BOOK-ENTRY-ONLY SYSTEM

The following information has been furnished by The Depository Trust Company for use in this Official Statement. Neither the Issuer nor the Underwriter takes any responsibility for the accuracy or completeness of such information or as to the absence of material adverse changes in such information subsequent to the date of this Official Statement.

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

2. DTC, the world's largest depository, is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the

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

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

4. To facilitate subsequent transfers, all Securities deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co. or such other name as may be requested by an authorized representative of DTC. The deposit of Securities with DTC and their registration in the name of Cede & Co. or such other nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Securities; DTC's records reflect only the identity of the Direct Participants to whose accounts such Securities are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

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

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

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

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

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

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

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

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

Registrar and Fiscal Agent

Officers of the City will act as the registrar and fiscal agent for the Bonds.

CUSIP INFORMATION

CUSIP is a registered trademark of the American Bankers Association. CUSIP data is provided by Standard & Poor's, CUSIP Service Bureau, a division of The McGraw-Hill Companies, Inc. CUSIP data herein is provided for convenience of reference only. The City and Underwriter take no responsibility for the accuracy of such data.

THE WAUWATOSA WATER UTILITY

Introduction

The Wauwatosa Water Utility (the "Utility") is owned and operated by the City, but is financially self-supporting through the sale of water and associated services. In 2012 the Utility purchased approximately 1,768,047,000 gallons of treated water from the City of Milwaukee, its sole supplier. The Utility served 15,507 metered customers in 2012, producing \$6,688,096 in water sales.

Management

The Utility is under the administration of the Board of Public Works of the City, subject to the direction of the Common Council. The City's Water Superintendent is responsible for the day-to-day operation and management of the Utility. The Utility operates under service rules, which are established by the Public Service Commission of Wisconsin.

The Utility has one part-time and 20 full-time employees.

Existing Facilities

Pumping Stations

The Utility has four pumping stations. Average daily pumpage in 2012 was approximately 4.5 million gallons. Maximum daily pumpage was 9.2 million gallons.

Storage (Reservoirs)

The Utility has three reservoir storage facilities, two steel and one concrete, with a combined storage capacity of 5,700,000 gallons.

Storage (Elevated)

The Utility has three elevated storage facilities, all steel, with a combined storage capacity of 4,500,000 gallons.

Distribution System

Approximately 201 miles of mains, ranging in size from 6" to 24" in diameter, make up the Wauwatosa water distribution system. Nearly all of the pipe is metal (excluding lead) with the remainder being plastic.

At the end of 2012, the City had 2,122 fire hydrants in service.

Service Area

At present, the Wauwatosa Water Utility serves an area of approximately 13.07 square miles, with boundaries defined by the City limits.

Customer Base

The Water Utility's customer base for the past five years was as follows:

	<u>2012</u>	<u>2011</u>	<u>2010</u>	<u>2009</u>	<u>2008</u>
Residential	14,356	14,358	14,359	14,363	14,362
Commercial	1,087	1,082	1,082	1,081	1,086
Public Authority	38	37	37	36	35
Industrial	<u>26</u>	<u>26</u>	<u>27</u>	<u>27</u>	<u>27</u>
Total	15,507	15,503	15,505	15,507	15,510

Production - Gallons of Water Sold

The total gallons (000's omitted) sold for the last five years are as follows:

	<u>2012</u>	<u>2011</u>	<u>2010</u>	<u>2009</u>	<u>2008</u>
Residential	907,691	852,123	820,649	892,247	877,632
Commercial	521,853	493,361	503,274	491,869	495,652
Public Authority	60,853	49,428	40,141	45,863	43,869
Industrial	<u>73,287</u>	<u>146,753</u>	<u>95,025</u>	<u>103,487</u>	<u>128,925</u>
Total	1,563,684	1,541,665	1,459,089	1,533,466	1,546,078

Largest Water System Customers - 2012

<u>Customer</u>	<u>Nature of Business</u>	<u>2012 Annual Consumption in Gallons</u>	<u>2012 Annual Revenues</u>
Mayfair Shopping Center	Shopping center	39,546,012	\$ 119,916
Briggs & Stratton Corp	Small engine manufacturer	29,278,216	91,711
Grede Foundries	Foundry	31,979,992	89,850
County Parks	Parks	26,185,984	86,909
Covenant Laundry	Laundry	19,531,776	56,456
Harley Davidson	Motorcycle manufacturer	11,623,920	48,085
J C Penny	Commercial warehouse	12,077,956	40,957
San Camillo	Senior living complex	11,681,516	35,892
Normandy Village	Apartment complex	10,371,768	35,301
Serafino Square	Apartment complex	<u>9,506,332</u>	<u>34,118</u>
		<u>201,783,471</u>	<u>\$ 639,195</u>

Water Utility Rates

The Wauwatosa Water Utility operates under the primary jurisdiction of the Public Service Commission of Wisconsin (PSC). Water rates are set by the PSC. The Department applies to the PSC for a rate increase and notifies customers of the application. The PSC conducts a field audit and recommends the amount of revenue increase and the authorized rate of return. A hearing is then held on the proposed rates. After the hearing, the proposed rates may go into effect.

The accounting records of the Water Utility are maintained in accordance with the Uniform System of accounts prescribed by the Public Service Commission.

The Water Utility expects to file for a rate increase in 2015.

Water rates effective June 1, 2013 are as follows:

General Service - Metered

Quarterly Service Charge:

5/8 inch meter	\$ 12.03	3 inch meter	\$ 78.12
¾ inch meter	12.03	4 inch meter	117.18
1 inch meter	19.23	6 inch meter	201.33
1 ¼ inch meter	27.03	8 inch meter	300.48
1 ½ inch meter	33.06	10 inch meter	432.69
2 inch meter	48.09	12 inch meter	561.90

Plus Volume Charge:

First	3,333 cubic feet used each month or 10,000 cubic feet used each quarter	\$2.87	per 100 cubic feet
Next	13,334 cubic feet used each month or 40,000 cubic feet used each quarter	\$2.80	per 100 cubic feet
Over	16,667 cubic feet used each month or 50,000 cubic feet used each quarter	\$2.28	per 100 cubic feet

Public Fire Protection Service

Quarterly Service Charge:

5/8 inch meter	\$ 11.88	3 inch meter	\$ 178.80
¾ inch meter	11.88	4 inch meter	297.72
1 inch meter	29.79	6 inch meter	595.41
1 ¼ inch meter	44.25	8 inch meter	952.44
1 ½ inch meter	59.61	10 inch meter	1,428.63
2 inch meter	95.43	12 inch meter	1,904.55

Private fire protection - Unmetered: (Effective March 2, 2013)

Quarterly Service Charge:

2 inch connection	\$ 15.00	10 inch connection	\$ 165.00
3 inch connection	21.00	12 inch connection	201.00
4 inch connection	45.00	14 inch connection	252.00
6 inch connection	84.00	16 inch connection	330.00
8 inch connection	117.00		

NOTE: On March 1, 2013, the PSC approved the City's application to increase water rates. The increase in revenues of \$1,121,465 from the authorized rates will result in revenues of \$7,581,334. Effective June 1, 2013, a pass thru of the City of Milwaukee rate increase increased the City's revenues by \$66,800 for total revenues of \$7,648,134.

Billing Procedures

Bills for water service are rendered quarterly and become due and payable upon issuance following the period for which service is rendered. A late payment charge of 1.0% per month will be added to bills not paid within 20 days of issuance. This late payment charge will be applied to the total unpaid balance for utility service, including unpaid late payment charges. The late payment charge is applicable to all customers. The utility customer may be given a written notice that the bill is overdue no sooner than 20 days after the bill is issued. Unless payment or satisfactory arrangement for payment is made within the next 10 days, service may be disconnected pursuant to the Wis. Admin. Code ch. PSC 185.

Pursuant to Section 66.0809(3) of the Wisconsin Statutes, the owner of any real estate against which charges are delinquent as of October 1 of each year is given notice of such arrearage by October 15. If such arrearage is not settled in full by November 1, a penalty of 10% of the amount of the arrearage is added. If the arrearage with interest and penalty is not paid in full by November 16, the total amount due is levied as a special tax against the real estate to which service has been furnished.

2012 and 2013 Budgets

	Adopted <u>2012</u>	Adopted <u>2013</u>	Re-estimated <u>2013</u> ¹
Operating Revenues			
Charges for services	\$ 6,114,600	\$ 7,131,000	\$ 6,672,000
Other revenues	<u>245,751</u>	<u>257,479</u>	<u>343,591</u>
Total Operating Revenues	6,360,351	7,388,479	7,015,591
Operating Revenue Deductions			
Operating expense	3,961,237	4,072,509	4,047,422
Maintenance expense	<u>1,109,701</u>	<u>1,104,983</u>	<u>1,080,435</u>
Total Operating Deductions	5,070,938	5,177,492	5,127,857
Utility Operating Income	1,289,413	2,210,987	1,887,734
Other Income	<u>145,200</u>	<u>141,200</u>	<u>132,900</u>
Net Income Before Interest Charges	1,434,613	2,352,187	2,020,634
Interest Charges	<u>(400,033)</u>	<u>(315,374)</u>	<u>(391,694)</u>
NET INCOME	<u>\$ 1,034,580</u>	<u>\$ 2,036,813</u>	<u>\$ 1,628,940</u>

¹ The re-estimated 2013 budget is expected to be adopted by the Common Council on November 19, 2013.

Summary of Operations

	<u>2012</u>	<u>2011</u>	<u>2010</u>	<u>2009</u>	<u>2008</u>
Operating Revenues	\$ 6,688,096	\$ 6,646,997	\$ 6,268,519	\$ 6,334,242	\$ 6,387,918
Other Income	<u>11,982</u>	<u>14,614</u>	<u>13,944</u>	<u>22,409</u>	<u>102,746</u>
Total Revenues	6,700,078	6,661,611	6,282,463	6,356,651	6,490,664
Operating Expenses	<u>4,897,761</u>	<u>4,763,689</u>	<u>4,856,829</u>	<u>4,738,821</u>	<u>4,631,095</u>
Net Income	\$ 1,802,317	\$ 1,897,922	\$ 1,425,634	\$ 1,617,830	\$ 1,859,569
Depreciation	\$ 704,637	\$ 642,565	\$ 609,841	\$ 589,792	\$ 602,654
Taxes ¹	\$ 779,320	\$ 641,826	\$ 599,927	\$ 555,821	\$ 521,532
Coverage Ratio	2.24	3.20	2.97	1.51	1.76

¹ Property tax equivalent per PSC Reports

Total Outstanding Revenue Debt Summary (As of November 19, 2013)

Waterworks System

Type of Obligation	Date of Issue	Original Amount	Maturity Dates	Current Amount Outstanding
Revenue Bonds, Series 2010	10/25/10	\$ 7,750,000	01/01/29	\$ 7,100,000
Revenue Bonds, Series 2011	11/29/11	2,400,000	01/01/22	2,200,000
Revenue Bonds, Series 2013	11/19/13	4,575,000	01/01/34	<u>4,575,000</u> ¹
Total Waterworks System Revenue Debt				13,875,000
Less Remaining 2013 Principal Payments				(-)
Net Waterworks System Revenue Debt				<u>\$ 13,875,000</u>

¹ New issue.

Revenue Debt Service Schedules (For Fiscal Year Ending January 1)

	\$7,750,000 Waterworks System Rev Bonds, Series 2010 - 10/25/10		\$2,400,000 Waterworks System Ref Rev Bonds, Series 2011 - 11/29/11		\$4,575,000 Waterworks System Rev Bonds, Series 2013 - 11/19/13 ¹	
	Principal		Principal		Principal	
	<u>01/01</u>	<u>Interest</u>	<u>01/01</u>	<u>Interest</u>	<u>01/01</u>	<u>Interest</u>
2013	\$ 225,000	\$ 262,438	\$ 200,000	\$ 61,931		
2014	225,000	255,687	200,000	52,875		
2015	225,000	248,938	225,000	48,875	\$ 175,000	\$ 177,536 ²
2016	225,000	242,187	225,000	44,375	200,000	153,738
2017	250,000	235,438	225,000	39,875	200,000	147,737
2018	250,000	227,937	250,000	35,375	175,000	141,738
2019	275,000	217,938	250,000	29,750	175,000	136,487
2020	275,000	206,937	250,000	23,500	200,000	131,238
2021	275,000	195,938	275,000	17,250	200,000	125,237
2022	275,000	187,687	300,000	9,000	200,000	119,238
2023	600,000	176,688			200,000	113,237
2024	625,000	157,188			200,000	107,238
2025	650,000	136,875			200,000	101,237
2026	700,000	110,875			175,000	95,238
2027	725,000	86,375			175,000	89,550
2028	750,000	61,000			200,000	83,644
2029	775,000	31,000			200,000	76,644
2030					300,000	68,644
2031					325,000	56,644
2032					350,000	43,643
2033					350,000	29,644
2034					<u>375,000</u>	<u>15,468</u>
	<u>7,325,000</u>	<u>3,041,126</u>	<u>2,400,000</u>	<u>362,806</u>	<u>4,575,000</u>	<u>2,013,780</u>
Less 2013 Payments	<u>225,000</u>	<u>262,438</u>	<u>200,000</u>	<u>61,931</u>	<u>-</u>	<u>-</u>
	\$ <u>7,100,000</u>	\$ <u>2,778,688</u>	\$ <u>2,200,000</u>	\$ <u>300,875</u>	\$ <u>4,575,000</u>	\$ <u>2,013,780</u>

¹ New issue.

² Includes \$98,042 due July 1, 2014.

Total Waterworks System Revenue Debt and Coverage Ratio

	Total <u>Principal</u>	Total <u>Interest</u>	Total <u>Debt Service</u>	Coverage <u>Ratio</u> ¹
2013	\$ 425,000	\$ 324,369	\$ 749,369	2.28
2014	425,000	308,562	733,562	2.33
2015	625,000	475,349	1,100,349	1.55
2016	650,000	440,300	1,090,300	1.57
2017	675,000	423,050	1,098,050	1.56
2018	675,000	405,050	1,080,050	1.58
2019	700,000	384,175	1,084,175	1.57
2020	725,000	361,675	1,086,675	1.57
2021	750,000	338,425	1,088,425	1.57
2022	775,000	315,925	1,090,925	1.57
2023	800,000	289,925	1,089,925	1.57
2024	825,000	264,426	1,089,426	1.57
2025	850,000	238,112	1,088,112	1.57
2026	875,000	206,113	1,081,113	1.58
2027	900,000	175,925	1,075,925	1.59
2028	950,000	144,644	1,094,644	1.56
2029	975,000	107,644	1,082,644	1.58
2030	300,000	68,644	368,644	4.63
2031	325,000	56,644	381,644	4.47
2032	350,000	43,643	393,643	4.34
2033	350,000	29,644	379,644	4.50
2034	<u>375,000</u>	<u>15,468</u>	<u>390,468</u>	4.37
	14,300,000	5,417,712	19,717,712	
Less 2013 Payments	<u>425,000</u>	<u>324,369</u>	<u>749,369</u>	
	\$ 13,875,000	\$ 5,093,343	\$ 18,968,343	

¹ Coverage based on audited 2012 net revenues of \$1,707,552. Rate increases of \$1,188,165 in 2013 results in a coverage ratio in 2014 of 3.39.

THE CITY

Introduction

The City is adjacent to the City of Milwaukee in Milwaukee County. The City has been a municipal corporation since 1897. It encompasses 13.07 square miles and has a 2013 population estimate of 46,705.

The City has 437.76 full-time equivalent ("FTE") employees. City Aldermen are not included in this number.

Transportation

The City is located along two interstate highways, three U.S. highways, and several state highways. The City is also served by passenger and freight railroads and General Mitchell International Airport in the City of Milwaukee.

Common Council

The City has a mayor/alderman form of government with the 16 members of the Common Council elected to serve alternating four-year terms. The Council President is elected to that position by the Council members. The Mayor is also elected for a four-year term and is responsible for conducting the Council meetings.

Board of Public Debt Commissioners

The City created a board of public debt commissioners (the "Board") in May 1938. The Board consists of three resident citizens, the City Finance Director and Deputy Treasurer, three of whom shall constitute a quorum. The Mayor appoints, subject to the approval of a majority of the Common Council, one member each for a term of one, two and three years, respectively. The members receive no compensation and the Board maintains its own records of proceedings, makes its own rules and provides for its own meetings, except when ordered by the Mayor. The Board oversees the issuance and retirement of municipal bonds issued by the City.

The current Board members are:

John Ruggini, Finance Director
Derik Summerfield, Business Supervisor
Joel E. Simpson
Marlyn Spear
James P. Maloney

Administrative Organization

The policies of the City of Wauwatosa are set by a 16-member Council.

The City Administrator has the responsibility of administering the day-to-day operations of the City and executing the policy decisions of the Council.

The Finance Director is responsible for the financial operations of the City and has responsibility for the formulation and enforcement of the budget for all departments.

Services

The City of Wauwatosa provides the full range of municipal services, including police and fire protection, parks, public works operations, parking, water and sewer utilities, community development, and general administrative services.

Public Safety

The City has a police force of 119.39 FTE positions providing public safety and protection for the City's residents and a fire department of 106 FTEs providing fire protection and ambulance service.

Employee Relations and Collective Bargaining

The following two bargaining units represent the respective number of City employees:

<u>Union/Association</u>	<u>Contract Term</u>	<u>Number of Members</u>
Wauwatosa Professional Firefighter's Association	1/1/11 – 12/31/13	95
Wauwatosa Peace Officers Association	1/1/11 – 12/31/13	69

According to the City, relations between the City and the bargaining units are termed satisfactory.

All eligible City personnel are covered by the Municipal Employment Relations Act (MERA) of the Wisconsin Statutes. Pursuant to that law, employees have limited rights to organize and collectively bargain with the municipal employers. MERA was amended by 2011 Wisconsin Act 10 (the "Act") and by 2011 Wisconsin Act 32, which altered the collective bargaining rights of public employees in Wisconsin.

Certain legal challenges have been brought with respect to the Act. On May 26, 2011, the Dane County Circuit Court (the "Circuit Court") issued a decision which voided the legislative action taken with respect to the Act due to violations of the State's Open Meetings Law. However, on June 14, 2011, the Supreme Court of Wisconsin overturned the Circuit Court's decision by vacating and declaring all orders and judgments of the Circuit Court with respect to the Act to be void. As a result, the Act took effect on June 29, 2011, the day after it was published in accordance with State statutes. On September 14, 2012, the Circuit Court issued a decision which declared that certain portions of the Act violated State Constitutional rights to freedom of speech and association and equal protection, including portions of the Act that prohibit collectively bargaining with municipal employees with respect to any factor or condition of employment except total base wages. On September 18, 2012, the State Attorney General filed an appeal to the Circuit Court's decision and requested a stay on the enforcement of the decision until such an appeal is decided. On October 22, 2012, the Circuit Court denied the motion for a stay until the appeal is decided. As a consequence, until the appeal is decided, local governments and school districts may be prohibited from following the portions of the Act that have been found unconstitutional. The outcome of these legal proceedings cannot be predicted at this time.

As a result of the amendments to MERA, the City is prohibited from bargaining collectively with municipal employees, other than public safety employees and transit employees, with respect to any factor or condition of employment except total base wages. The City or employee union has the option to pursue mediation and grievance arbitration. Voluntary impasse resolution procedures are prohibited for municipal employees, other than public safety employees and transit employees, including binding interest arbitration. Strikes by any municipal employee or labor organization are expressly prohibited. As a practical matter, it is anticipated that strikes will be rare. Furthermore, if strikes do occur, they may be enjoined by the courts. Impasse resolution for public safety employees and transit employees is subject to final and binding arbitration procedures, which do not include a right to strike. Interest arbitration is available for transit employees if certain conditions are met.

Demographic Information

Population

The Wisconsin Department of Administration, Demographics Services Center has estimated the population trends to be as shown in the table below.

	Estimated <u>2013</u>	Estimated <u>2012</u>	Census <u>2011</u>	Estimated <u>2010</u>	Estimated <u>2009</u>
City of Wauwatosa	46,705	46,320	46,380	46,396	45,800
Milwaukee County	950,410	948,322	948,369	947,735	931,830
State of Wisconsin	5,717,110	5,703,525	5,694,350	5,686,986	5,688,040

Median Age

The median ages for the City, County and State as of the 2010 U.S. Census are as follows:

	<u>Years</u>
City of Wauwatosa	39.8
Milwaukee County	33.6
State of Wisconsin	38.5

Source: U.S. Census Bureau

Income

Adjusted Gross Income per tax return for the City, County and State are presented in the following table:

<u>Year</u>	<u>City of Wauwatosa</u>	<u>Milwaukee County</u>	<u>State of Wisconsin</u>
2011	\$ 66,020	\$ 42,830	\$ 47,640
2010	64,160	41,932	46,958
2009	61,619	41,704	45,372
2008	63,718	43,557	47,046
2007	63,414	43,390	48,985

Source: Wisconsin Department of Revenue, Division of Research & Policy

Economic Information

Construction

Construction activity in the City is indicated by the construction value of building permits issued, as set forth in the following table:

<u>Year</u>	<u>Construction Value of Building Permits</u>
2012	\$ 41,927,585
2011	56,801,548
2010	28,066,090
2009	52,308,950
2008	29,933,434

Source: City of Wauwatosa

Employment

The Wisconsin Department of Workforce Development, Workforce Policy and Information Bureau has estimated the percentage of unemployment to be as follows:

	Aug. <u>2013</u>	2012 <u>Average</u>	2011 <u>Average</u>	2010 <u>Average</u>	2009 <u>Average</u>	2008 <u>Average</u>
City of Wauwatosa	5.3%	5.7%	5.9%	6.7%	6.7%	3.8%
Milwaukee County	8.0	8.4	9.0	9.9	9.6	5.6
State of Wisconsin	6.2	6.9	7.5	8.5	8.7	4.8

Average Annual Employment

The table below presents average annual employment by selected categories within Milwaukee County for the last five available years.

	<u>2012</u>	<u>2011</u>	<u>2010</u>	<u>2009</u>	<u>2008</u>
ALL INDUSTRIES	469,191	468,725	465,103	471,426	496,056
Construction	8,889	9,546	10,594	12,330	14,012
Education & Health Services	125,546	126,238	127,239	128,317	128,076
Financial Activities	32,855	33,812	34,686	36,117	37,219
Information	*	*	*	*	11,751
Leisure & Hospitality	46,040	44,420	43,556	43,760	44,506
Manufacturing	53,646	53,202	52,141	53,387	59,846
Natural Resources & Mining	96	90	85	87	102
Other Services	18,986	18,468	16,719	15,975	15,996
Professional & Business Services	74,539	73,065	69,880	69,036	77,152
Public Administration	21,446	21,457	21,965	22,037	22,210
Trade, Transportation, Utilities	77,634	78,597	78,609	79,690	85,179
Unclassified	*	*	*	*	7

* Data suppressed.

Source: Wisconsin Department of Workforce Development, Bureau of Workforce Information

Major Employers

The following table lists the major commercial, industrial and institutional establishments in the City by employment:

<u>Employer</u>	<u>Product/Business</u>	<u>Approximate Employment</u>
Milwaukee Regional Medical Center	Medical facilities	15,000
Bell Marquette I LLC, (formerly, GE Medical Systems, Inc.)	IT, ultrasound & e-commerce functions	1,400
Briggs & Stratton Corp.	Small engine manufacturer	1,100
Harley Davidson Inc.	Motorcycle manufacturer	830
Wauwatosa Unified School District	Education	828 FTE
J.C. Penney Company	Warehouse, catalog sales, store	532
Lutheran Home of the Aging, Inc.	Nursing home; assisted living	500
St. Camillus Health System	Nursing homes, assisted living	500
UnitedHealth Care	Insurance	465
City of Wauwatosa	Municipal government	454 FTE
Penzeys Spices	Corporate headquarters; store	220
Grede Foundries Liberty Div.	Foundry iron castings; corporate offices	218
Bostik Findley	Adhesives	207

Source: Employer survey, May 2013.

Tax Levies and Collections

Real estate and personal property taxes are levied in December by the Common Council in conjunction with the adoption of the annual budget for the ensuing fiscal year beginning January 1. Levies are based on assessed property values certified on January 1 of the prior year and become a lien on the property at the beginning of the fiscal year. Real estate taxes are payable in full by January 31, or in three installments on January 31, March 31, and May 31. Personal property taxes must be paid in full by January 31. The City Treasurer is responsible for collection of taxes for all taxing purposes on properties within the City through May. On January 15 and February 15 and on the 15th of each month following a month in which an installment payment is due, settlements are made with all taxing entities. On or before August 20, the County pays the City in full for all outstanding real estate taxes due, and assumes responsibility for remaining balances. The City retains responsibility for collection of personal property taxes.

City tax levies for the past five calendar years were as follows:

<u>Year of Collection</u>	<u>City Tax Levies</u>	<u>Levy Rate Per \$1000 of Assessed Valuation</u>
2013	\$37,030,421	\$ 7.13
2012	36,555,123	7.00
2011	36,555,123	6.92
2010	35,827,935	6.79
2009	35,527,935	6.69

The City experiences no real estate tax delinquencies since Milwaukee County is required by State Statute to settle in full with the City on or before August 20 of each year.

Mill Rates

The following are the mill rates per \$1,000 of assessed value for the City for the last five collection years.

	<u>2013</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>	<u>2009</u>
State	\$ 0.15	\$ 0.16	\$ 0.17	\$ 0.17	\$ 0.17
County	5.51	5.52	5.39	5.17	5.00
Sewer District	1.47	1.45	1.42	1.33	1.31
Technical College District	1.92	1.87	1.89	1.93	1.86
School District	8.72	8.18	8.31	7.99	7.54
City	7.13	7.00	6.92	6.79	6.69
School and County Tax Credits	<u>(2.20)</u>	<u>(2.27)</u>	<u>(2.26)</u>	<u>(2.23)</u>	<u>(2.25)</u>
Net Tax Rate	\$ 22.70	\$ 21.91	\$ 21.84	\$ 21.15	\$ 20.32
Ratio of Assessed to Equalized	110.27%	104.23%	101.57%	99.02%	97.91%

Equalized Valuations

The City has experienced (12.07) % decline in equalized value (Tax Increment Value included) over the past five years. This trend is outlined in the table below.

	<u>Including Tax Increment Value</u>	<u>% Change</u>	<u>Excluding Tax Increment Value</u>	<u>% Change</u>
2013	\$4,932,992,500	(0.62)%	\$4,641,119,800	(1.46)%
2012	4,963,918,700	(5.33)	4,709,725,000	(5.90)
2011	5,243,279,500	(4.01)	5,004,833,100	(3.87)
2010	5,462,436,300 ^{1,2}	(2.63)	5,206,269,800	(2.22)
2009	5,610,122,800	(0.62)	5,324,737,600	(0.89)

¹ Assessed Valuation of GE Medical Systems Inc.

The GE Medical Systems building was reassessed as a manufacturing facility and the State of Wisconsin (which is responsible for assessing manufacturing facilities) lowered the assessment for 2010 to \$58.4 million from the 2009 assessment of \$78.0 million.

² Assessed Valuation of Covenant Healthcare

On July 19, 2011, the Wisconsin Supreme Court decided against the City of Wauwatosa in the matter of *Covenant Healthcare v. City of Wauwatosa*, 2011 WI 80.

The equalized value by class of property for 2013 is as follows:

Real Estate	
Residential	\$ 3,153,306,500
Commercial	1,437,578,000
Manufacturing	<u>134,825,300</u>
Total Real Estate	4,725,709,800
Total Personal Property	<u>207,282,700</u>
Total	<u>\$ 4,932,992,500</u>

The percentage mix of equalized value by class of property for the past five years was as follows:

	<u>2013</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>	<u>2009</u>
Real Estate					
Residential	63.92%	63.47%	63.98%	62.93%	63.12%
Commercial	29.14	29.52	29.24	30.13	31.51
Manufacturing	2.73	2.75	2.62	2.66	1.54
Personal Property	<u>4.20</u>	<u>4.26</u>	<u>4.16</u>	<u>4.28</u>	<u>3.82</u>
	100.00%	100.00%	100.00%	100.00%	100.00%
Total Equalized Value (billions)	\$4.933	\$4.964	\$5.243	\$5.462	\$5.610

Largest Taxpayers for 2012

The table below shows the City's larger taxpayers for 2012.

<u>Name</u>	<u>Type of Business</u>	<u>2012 Assessed Valuation</u>	<u>Net Taxes Due</u>
Mayfair Property Inc. (Mayfair Mall)	Shopping center and office tower	\$ 283,184,100	\$ 6,429,486
Bell Marquette I LLC, (formerly, GE Medical Systems Inc.)	IT, ultrasound & e-commerce functions	63,863,500	1,449,974
H-D Capital Drive LLC	Harley Davidson motorcycles	59,122,100	1,342,324
Covenant Healthcare System Inc	Healthcare provider	37,949,970	861,626
Briggs & Stratton Corp.	Small engine manufacturer	30,057,900	682,442
Bonstores Realty One LLC	Boston Store	27,861,240	632,569
J.C. Penney Properties Inc.	Warehouse; catalog sales; store	27,851,760	632,354
Innovation Partners LLC	Office building	25,482,400	578,559
North Mayfair 8	Office buildings	24,218,140	549,855
Mayfair Woods LLC	Office building	<u>23,923,000</u>	<u>543,154</u>
		<u>\$ 603,514,110</u>	<u>\$ 13,702,343</u>

CITY DEBT STRUCTURE

Total Outstanding General Obligation Debt Summary (As of November 19, 2013)

General Obligation Debt by Issue

<u>Type of Obligation</u>	<u>Date of Issue</u>	<u>Original Amount Issued</u>	<u>Maturity Date</u>	<u>Current Amount Outstanding</u>
G.O. Prom. Notes, Series 2004	03/15/04	\$ 2,300,000	03/12/13	\$ -
G.O. Prom. Notes, Series 2005	05/01/05	3,300,000	12/01/14	1,175,000
G.O. Prom. Notes, Series 2006	04/01/06	4,000,000	12/01/15	1,900,000
G.O. Prom. Notes, Series 2007	04/15/07	3,500,000	12/01/16	2,200,000
G.O. Prom. Notes, Series 2008	05/01/08	6,200,000	12/01/17	4,700,000
Taxable G.O. Prom. Notes, Series 2009 (Build America Bonds – Direct Payment)	07/01/09	5,300,000	09/09/13	-
Taxable G.O. Refunding Bonds, Series 2010A	08/03/10	8,450,000	03/01/24	7,000,000
Taxable G.O. Ref & Street Imp. Bonds, Series 2010B (Build America Bonds – Direct Payment)	10/25/10	10,200,000	10/01/30	8,675,000
G.O. Prom. Notes, Series 2011	11/29/11	12,500,000	11/01/21	11,300,000
Taxable G.O. Prom. Notes, Series 2011	12/20/11	4,600,000	06/01/16	4,600,000
G.O. Prom. Notes, Series 2012	08/21/12	12,400,000	06/01/22	11,525,000
G.O. Prom. Notes, Series 2013	08/20/13	6,250,000	06/01/23	6,250,000
G.O. Refunding Bonds, Series 2013	08/20/13	3,315,000	12/01/18	3,315,000
G.O. Sewerage Bonds, Series 2013	11/19/13	9,475,000	11/01/33	<u>9,475,000</u> ¹
Total General Obligation Debt				72,115,000
Less Remaining 2013 Principal Payments				(2,400,000)
Net General Obligation Debt				<u>\$ 69,715,000</u>

¹ New issue to be issued concurrently with the Bonds.

General Obligation Debt Service Schedules

	<u>\$3,300,000 G O Notes</u> <u>Series 2005 – 5/01/05</u>		<u>\$4,000,000 G O Notes</u> <u>Series 2006 - 4/01/06</u>		<u>\$3,500,000 G O Notes</u> <u>Series 2007 - 4/15/07</u>		<u>\$6,200,000 G O Notes</u> <u>Series 2008 - 5/01/08</u>	
	Principal		Principal		Principal		Principal	
	<u>12/01</u>	<u>Interest</u>	<u>12/01</u>	<u>Interest</u>	<u>12/01</u>	<u>Interest</u>	<u>12/01</u>	<u>Interest</u>
2013	\$ 575,000	\$ 44,988	\$ 625,000	\$ 75,219	\$ 400,000	\$ 88,000	\$ 800,000	\$ 158,875
2014	600,000	24,000	625,000	51,000	500,000	72,000	900,000	132,675
2015			650,000	26,000	625,000	52,000	1,000,000	102,500
2016					675,000	27,000	1,000,000	68,750
2017							<u>1,000,000</u>	<u>35,000</u>
	<u>1,175,000</u>	<u>68,988</u>	<u>1,900,000</u>	<u>152,219</u>	<u>2,200,000</u>	<u>239,000</u>	<u>4,700,000</u>	<u>498,000</u>
Less 2013 Payments	<u>575,000</u>	<u>44,988</u>	<u>625,000</u>	<u>75,219</u>	<u>400,000</u>	<u>88,000</u>	<u>800,000</u>	<u>158,875</u>
	<u>\$ 600,000</u>	<u>\$ 24,000</u>	<u>\$ 1,275,000</u>	<u>\$ 77,000</u>	<u>\$ 1,800,000</u>	<u>\$ 151,000</u>	<u>\$ 3,900,000</u>	<u>\$ 339,125</u>

General Obligation Debt Service Schedules continued

	\$8,450,000 Taxable G O Ref Bonds, Series 2010A - 08/03/10		\$10,200,000 Taxable G O Ref & St. Imp. Bonds, Ser 2010B (BABs) - 10/25/10 ¹		\$12,500,000 G O Notes, Ser 2011 - 11/29/11		\$4,600,000 Taxable G O Notes, Ser 2011 - 12/20/11	
	Principal		Principal		Principal		Principal	
	03/01	Interest	10/01	Interest	11/01	Interest	06/01	Interest
2013	\$ 505,000	\$ 296,274	\$ 425,000	\$ 320,100	\$ 800,000	\$ 272,500		\$ 92,000
2014	515,000	285,932	425,000	315,638	500,000	256,500		92,000
2015	530,000	271,398	425,000	310,112	900,000	246,500		92,000
2016	550,000	253,847	425,000	303,313	1,100,000	228,500	\$ 4,600,000	46,000
2017	575,000	234,129	450,000	295,237	1,200,000	206,500		
2018	600,000	211,348	450,000	284,663	1,500,000	182,500		
2019	625,000	186,066	450,000	272,737	2,000,000	152,500		
2020	650,000	158,160	475,000	259,013	2,000,000	102,500		
2021	685,000	127,438	475,000	243,575	2,100,000	52,500		
2022	720,000	94,420	500,000	226,950				
2023	755,000	58,625	525,000	208,450				
2024	795,000	19,875	525,000	187,975				
2025			550,000	166,450				
2026			550,000	142,800				
2027			575,000	118,050				
2028			600,000	91,312				
2029			625,000	62,813				
2030			650,000	32,500				
	<u>7,505,000</u>	<u>2,197,512</u>	<u>9,100,000</u>	<u>3,841,688</u>	<u>12,100,000</u>	<u>1,700,500</u>	<u>4,600,000</u>	<u>322,000</u>
Less 2013 Payments	<u>505,000</u>	<u>296,274</u>	<u>425,000</u>	<u>320,100</u>	<u>800,000</u>	<u>272,500</u>	<u>-</u>	<u>92,000</u>
	\$ 7,000,000	\$ 1,901,238	\$ 8,675,000	\$ 3,521,588	\$ 11,300,000	\$ 1,428,000	\$ 4,600,000	\$ 230,000

¹ The Taxable G.O. Bonds, Series 2010B were issued as Build America Bonds-Direct Payment. The City received a reduced subsidy from the United States Treasury for the October 1, 2013 interest payment and a material event notice was published on October 18, 2013.

	\$12,400,000 G O Notes, Series 2012 – 8/21/12		\$6,250,000 G O Notes Series 2013 – 8/20/13		\$3,315,000 G O Ref Bonds, Ser 2013 – 8/20/13		\$9,475,000 G O Sewerage Bonds, Ser 2013 – 11/19/13 ¹	
	Principal		Principal		Principal		Principal	
	06/01	Interest	06/01	Interest	12/01	Interest	11/01	Interest
2013	\$ 875,000	\$ 301,622				\$ 27,901		
2014	775,000	226,437	\$ 975,000	\$ 176,891	\$ 675,000	99,450	\$ 150,000	\$ 327,216
2015	800,000	210,688	575,000	120,500	675,000	79,200	150,000	340,687
2016	900,000	193,687	525,000	109,500	650,000	58,950	175,000	336,938
2017	1,275,000	171,938	625,000	98,000	650,000	39,450	200,000	332,562
2018	1,550,000	143,687	725,000	84,500	665,000	19,950	250,000	326,563
2019	1,500,000	113,188	750,000	69,750			250,000	319,062
2020	1,575,000	82,437	525,000	54,375			275,000	311,563
2021	1,675,000	49,937	500,000	39,000			325,000	303,312
2022	1,475,000	16,594	525,000	23,625			375,000	293,563
2023			525,000	7,875			350,000	282,312
2024							625,000	271,813
2025							625,000	253,062
2026							675,000	232,750
2027							675,000	205,750
2028							700,000	178,750
2029							725,000	150,750
2030							725,000	121,750
2031							725,000	92,750
2032							750,000	63,750
2033							750,000	31,875
	<u>12,400,000</u>	<u>1,510,215</u>	<u>6,250,000</u>	<u>784,016</u>	<u>3,315,000</u>	<u>324,901</u>	<u>9,475,000</u>	<u>4,776,778</u>
Less 2013 Payments	<u>875,000</u>	<u>301,622</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>27,901</u>	<u>-</u>	<u>-</u>
	\$ 11,525,000	\$ 1,208,593	\$ 6,250,000	\$ 784,016	\$ 3,315,000	\$ 297,000	\$ 9,475,000	\$ 4,776,778

¹ New issue to be issued concurrently with the Bonds.

Total General Obligation Debt

	Total <u>Principal</u>	Total <u>Interest</u>	Total <u>Debt Service</u>	Less <u>Offsetting Revenues</u>	Net <u>Total Debt Service</u>
2013 ¹	\$ 6,030,000	\$ 1,824,414	\$ 7,854,414	\$ 3,694,729	\$ 4,159,685
2014	6,640,000	2,059,939	8,699,939	4,116,650	4,583,289
2015	6,330,000	1,851,585	8,181,585	4,106,178	4,075,407
2016	10,600,000	1,626,485	12,226,485	3,916,228	8,310,257
2017	5,975,000	1,412,816	7,387,816	3,789,309	3,598,507
2018	5,740,000	1,253,211	6,993,211	3,542,230	3,450,981
2019	5,575,000	1,113,303	6,688,303	3,511,947	3,176,356
2020	5,500,000	968,048	6,468,048	3,539,984	2,928,064
2021	5,760,000	815,762	6,575,762	3,576,531	2,999,231
2022	3,595,000	655,152	4,250,152	1,968,074	2,282,078
2023	2,155,000	557,262	2,712,262	1,011,899	1,700,363
2024	1,945,000	479,663	2,424,663	946,602	1,478,061
2025	1,175,000	419,512	1,594,512	878,062	716,450
2026	1,225,000	375,550	1,600,550	907,750	692,800
2027	1,250,000	323,800	1,573,800	880,750	693,050
2028	1,300,000	270,062	1,570,062	878,750	691,312
2029	1,350,000	213,563	1,563,563	875,750	687,813
2030	1,375,000	154,250	1,529,250	846,750	682,500
2031	725,000	92,750	817,750	817,750	-
2032	750,000	63,750	813,750	813,750	-
2033	750,000	31,875	781,875	781,875	-
	<u>75,745,000</u>	<u>16,562,752</u>	<u>92,307,752</u>	<u>45,401,548</u>	<u>46,906,204</u>
Less 2013 Payments	<u>6,030,000</u>	<u>1,824,414</u>	<u>7,854,414</u>	<u>3,694,729</u>	<u>4,159,685</u>
	\$ 69,715,000	\$ 14,738,338	\$ 84,453,338	\$ 41,706,819	\$ 42,746,519

¹ Total Debt Service for 2013 includes the final payment of \$425,000 of principal and \$3,726 of interest on G.O. Notes dated March 15, 2004 paid on March 12, 2013 and \$600,000 of principal and \$143,209 of interest on Taxable G.O. Notes, Series 2009 (Build America Bonds – Direct Payment) dated July 1, 2009 paid on the early redemption date of September 9, 2013.

Total Outstanding Revenue Debt Summary: Shown beginning on page 9 herein.

Lease Revenue Debt

The Wauwatosa Redevelopment Authority (the "Authority") has Taxable Redevelopment Lease Revenue Bonds, Series 2004 dated August 15, 2004 (the "Lease Revenue Bonds") outstanding. The Lease Revenue Bonds are not general obligations of the Authority or the City and do not constitute indebtedness of the City within any constitutional or statutory limitation or provision. The Lease Revenue Bonds are limited obligations of the Authority payable solely from the revenues and income derived by the Authority pursuant to the terms of the lease agreement of the Lease Revenue Bonds between the Authority and the City (the "Lease Agreement").

The Lease Agreement generally provides for payments by the City to the Authority in amounts sufficient to pay the principal and interest on the Lease Revenue Bonds as they come due. It is the City's intent to annually budget the rental payments under the Lease Agreement, and finance such payments with tax increments generated by Tax Incremental District No. 2, subject to annual appropriation by the Common Council.

In addition, Milwaukee County has agreed to guarantee payment if tax increments generated by Tax Incremental District No. 2 are insufficient to pay principal and interest due on the Lease Revenue Bonds.

Lease Revenue Bonds Debt Service Schedules are shown on the following page.

Lease Revenue Bonds Debt Service Schedules

Following are the principal and interest requirements payable on the Lease Revenue Bonds:

	\$24,500,000		
	Redevelopment Authority		
	<u>Taxable Lease Revenue Bonds – 08/15/04</u>		
	Principal		Total
	<u>12/01</u>	<u>Interest</u>	<u>Debt Service</u>
2013	\$ 2,375,000	\$ 802,625	\$ 3,177,625
2014	2,500,000	679,125	3,179,125
2015	2,600,000	549,125	3,149,125
2016	3,600,000	399,625	3,999,625
2017	<u>3,350,000</u>	<u>192,625</u>	<u>3,542,625</u>
	14,425,000	2,623,125	17,048,125
Less 2013			
Payments	<u>2,375,000</u>	<u>802,625</u>	<u>3,177,625</u>
	\$ 12,050,000	\$ 1,820,500	\$ 13,870,500

Debt Ratios

Outstanding general obligation direct debt as a percentage of equalized value and on a per capita basis for the current year as of November 19, 2013 and for the past five years ended December 31 follows:

Ratios of General Obligation Debt to
Equalized Valuation and Population

<u>Year</u>	<u>Outstanding General Obligation Debt</u>	<u>Equalized Valuation</u>	<u>Percent of Equalized Value</u>	<u>Population</u> ¹	<u>Per Capita</u>
2013	\$ 72,115,000 ²	\$ 4,932,992,500	1.46%	46,705	\$ 1,544.05
2012	60,205,000	4,963,918,700	1.21	46,320	1,299.76
2011	52,957,932	5,243,279,500	1.01	46,380	1,141.83
2010	40,935,983	5,462,436,300	0.75	46,396	882.32
2009	34,985,756	5,610,122,800	0.62	45,800	763.88
2008	33,926,469	5,645,219,200	0.60	45,880	739.46

¹ Estimated by the Wisconsin Department of Administration. 2010 is per the 2010 U.S. Census.

² Unaudited.

Indirect Debt

The indirect general obligation debt of the City as of October 1, 2013 is listed below.

<u>Governmental Unit</u>	<u>Outstanding Debt as of October 1, 2013 (Less: 2013 Sinking Funds)</u>	<u>Percent of Debt Within City</u>	<u>Amount of Debt Within City</u>
Wauwatosa School District	\$ - 0 -	100.00%	\$ - 0 -
Milwaukee County	783,826,165	8.50	66,625,224
Milwaukee Metro Sewerage District ¹	961,928,547	8.65	83,206,819
Milwaukee Area Technical College District ²	112,370,000	6.88	<u>7,731,056</u>
			\$ 157,563,099

¹ The Sewerage District expects to draw approximately \$300,000 of Clean Water Fund Loans ("CWF Loans") in December 2013. The CWF Loans are supported by the full faith and credit of the Sewerage District.

² Anticipated financings for the 2013-2014 fiscal year total approximately \$12.0 million.

Total Indirect Debt	\$ 157,563,099
Indirect Debt Per Capita	\$ 3,373.58
Indirect Debt as a % of Equalized Value	3.19%
Total Direct Debt	\$ 69,715,000
Direct Debt Per Capita	\$ 1,492.67
Direct Debt as a % of Equalized Value	1.41%
Total Direct and Indirect Debt	\$ 227,278,099
Total Direct and Indirect Debt Per Capita	\$ 4,866.25
Total Direct and Indirect Debt as a % of Equalized Value	4.61%

Short Term Debt

The City does not issue short-term debt for operational purposes.

Legal Debt Limit

The City has the power to incur indebtedness for City purposes specified by statute (Article 11, Section 3 of the Wisconsin Constitution and Chapter 67, Wisconsin Statutes) in an aggregate amount, not exceeding five percent of the equalized value of taxable property in the City, as last determined by the State of Wisconsin Department of Revenue. In general, such indebtedness may be in the form of bonds and promissory notes for various public purposes.

The City's unused borrowing capacity is as follows:

Equalized Value of Taxable Property in the City for 2013	\$ 4,932,992,500
Total General Obligation Debt Outstanding as of November 19, 2013, Including New Issue	\$ 72,115,000
Less: Remaining 2013 Principal Payments	<u>(2,400,000)</u>
Net General Obligation Debt Outstanding	\$ 69,715,000
Legal Debt Capacity (5% of Equalized Value)	\$ 246,649,625
Unused Margin of Indebtedness	\$ 176,934,625
Unused Legal Debt Capacity	71.74%

No Default on City Indebtedness

The City has never defaulted on any of its prior or outstanding indebtedness.

Future Financings

Concurrently with the issuance of the Bonds, the City is issuing General Obligation Sewerage Bonds, Series 2013.

FINANCIAL INFORMATION

Annual Financial Statements

The City is audited annually by an independent public accounting firm. Copies of the City's audited Comprehensive Annual Financial Report (CAFR) for the Year Ended December 31, 2012 are available from the Office of the Finance Director or on the City's website at www.wauwatosa.net.

The Government Finance Officers Association of the United States and Canada awarded a Certificate of Achievement for Excellence in Financial Reporting to the City for its comprehensive annual financial report for the fiscal year ended December 31, 2011. In order to be awarded a Certificate of Achievement, the City must publish an easily readable and efficiently organized CAFR that satisfies both generally accepted accounting principles and applicable legal requirements.

Annual Budgets

Development of the annual budget begins in May. Developmental budget requests are submitted to the City Administrator and Finance Director in early August. After review by the Mayor and City Administrator, the budget is finalized and submitted to the Budget Committee by the end of August. The Budget Committee completes its review by mid-October and recommends a proposed budget to the Common Council.

In November of each year the Common Council, after conducting public hearings on the budget proposals at which time any resident or taxpayer of the City has an opportunity to be heard, adopts a final budget for the succeeding year and levies taxes for proposed budget purposes. The amounts of taxes so levied, the amounts of the various appropriations and the purposes for such appropriations stated in the final budget (after any alterations made pursuant to the public hearing) may not be changed unless authorized by a vote of two-thirds of the entire membership of the Common Council. Notice of any changes made in the foregoing manner must be published within 10 days thereafter. Failure to give such notice precludes any changes in the budget.

Summaries of the 2012 and 2013 Adopted Budgets are shown on following page. A more detailed budget can be found on the City's website at www.wauwatosa.net.

City of Wauwatosa General Fund Budgets

	2012 Adopted <u>Budget</u>	2013 Adopted <u>Budget</u>	Percent of Total
REVENUES			
General Property Tax Levy	\$ 34,350,083	\$ 34,712,599	68.75%
Other Taxes	1,461,500	1,460,395	2.89
Special Charges	26,165	26,150	0.05
State Shared Revenues	2,262,584	2,242,349	4.44
State Grants and Aids	1,965,368	1,973,788	3.91
Federal Shared Revenues/Grants	78,510	259,530	0.51
Licenses & Permits	1,209,475	1,207,965	2.39
Fines, Forfeits & Penalties	1,259,000	1,259,000	2.49
Public Charges for Services	2,996,550	3,175,608	6.29
Intergovernmental Charges	1,603,642	1,527,891	3.03
Miscellaneous Revenue	1,052,000	826,000	1.64
Transfers from Other Funds & Use of Equity			
Revolving Funds - Net	29,791	29,791	0.06
Transfer from Amortization Fund	800,000	500,000	0.99
Transfer from Water Utility	690,000	768,399	1.52
Transfer from T.I.F.	-	25,000	0.05
Appropriated Surplus Applied	<u>982,506</u>	<u>500,000</u>	<u>0.99</u>
TOTAL	<u>\$ 50,767,174</u>	<u>\$ 50,494,465</u>	<u>100.00%</u>
 EXPENDITURES			
General Government	\$ 4,241,717	\$ 4,205,424	8.33%
Public Safety	29,006,507	29,175,565	57.78
Transportation – General	5,254,877	5,217,164	10.33
Sanitation	2,643,926	2,327,568	4.61
Health	1,325,468	1,452,815	2.88
Leisure Activities	366,207	368,333	0.73
Conservation & Development	1,759,264	1,948,266	3.86
Non-Departmental & General	1,053,070	545,260	1.08
Transfers to Other Funds & Equity Use:			
Amortization Fund	1,135,000	891,000	1.76
Debt Service Fund	2,160,000	2,776,684	5.50
Parks Reserve	871,138	936,386	1.85
Other Funds	800,000	500,000	0.99
Insurance Reserve Funds	<u>150,000</u>	<u>150,000</u>	<u>0.30</u>
TOTAL	<u>\$ 50,767,174</u>	<u>\$ 50,494,465</u>	<u>100.00%</u>

Summary of Operations

Revenues, Expenditures and Changes in Fund Balances General Fund For the Years Ended December 31

	<u>2012</u>	<u>2011</u>	<u>2010</u>
REVENUES:			
Taxes	\$ 33,663,169	\$ 37,707,053	\$ 32,984,129
Intergovernmental revenues	4,662,550	5,752,331	5,313,350
Licenses and permits	1,371,438	1,482,632	1,135,721
Penalties and forfeitures	1,024,231	1,015,512	1,120,205
Public improvement revenues	9,929	35,184	41,318
Public charges for services	2,696,966	2,908,432	2,731,191
Intergovernmental charges for services	1,475,747	1,610,098	1,595,644
Commercial revenues	<u>1,098,060</u>	<u>1,425,318</u>	<u>1,741,681</u>
 Total Revenues	 46,002,090	 51,936,560	 46,663,239
EXPENDITURES:			
Current			
General government	4,607,161	13,103,386	4,401,405
Protection of persons and property	29,282,911	30,104,871	28,766,507
Health and sanitation	3,950,891	4,103,163	4,058,902
Highway and transportation	4,809,421	5,449,165	5,402,913
Education and recreation	52,006	51,955	51,086
Conservation and development	1,307,821	1,330,195	1,309,826
Unclassified	390,931	360,293	420,455
Debt service			
Interest and other fiscal charges	<u>-</u>	<u>32,685</u>	<u>-</u>
 Total Expenditures	 44,401,142	 54,535,713	 44,411,094
 Excess of Revenues Over (Under) Expenditures	 1,600,948	 (2,599,153)	 2,252,145
OTHER FINANCING SOURCES (USES)			
Long-term debt issued	-	4,339,758	-
Proceeds from sale of capital assets	74,449	-	425,482
Operating transfers in	792,975	1,716,426	641,607
Operating transfers out	<u>(3,103,336)</u>	<u>(2,235,436)</u>	<u>(3,016,556)</u>
 Net change in fund balances	 (634,964)	 1,221,595	 302,678
 FUND BALANCES – BEGINNING OF YEAR	 <u>19,660,431</u>	 <u>18,438,836</u>	 <u>18,136,158</u>
 FUND BALANCES - END OF YEAR	 <u>\$ 19,025,467</u>	 <u>\$ 19,660,431</u>	 <u>\$ 18,438,836</u>
FUND BALANCES			
Nonspendable	\$ 334,387	\$ 348,886	\$ -
Committed	\$ 500,000	\$ 982,506	\$ -
Assigned	\$ 2,351,424	\$ 1,400,393	\$ -
Unassigned	\$ 15,839,656	\$ 16,928,646	\$ -
Reserved	\$ -	\$ -	\$ 1,814,809
Unreserved			
Designated	\$ -	\$ -	\$ 10,792,321
Undesignated	\$ -	\$ -	\$ 5,831,706

Revenues, Expenditures and Changes in Fund Balances
All Governmental Funds
For the Years Ended December 31

	<u>2012</u>	<u>2011</u>	<u>2010</u>
REVENUES:			
Taxes	\$ 43,775,220	\$ 48,207,730	\$ 43,675,616
Intergovernmental revenues	6,764,477	8,382,093	8,593,458
Licenses and permits	1,371,438	1,482,632	1,135,721
Penalties and forfeitures	1,024,231	1,015,512	1,120,205
Public improvement revenues	466,471	526,828	684,410
Public charges for services	3,496,318	3,688,378	3,473,280
Intergovernmental charges for services	1,475,747	1,610,098	1,595,644
Commercial revenues	<u>1,474,619</u>	<u>1,680,596</u>	<u>1,914,743</u>
 Total Revenues	 59,848,521	 66,593,867	 62,193,077
EXPENDITURES:			
General government	4,607,161	13,103,386	4,401,405
Protection of persons and property	29,282,911	30,104,871	28,766,507
Health and sanitation	3,950,891	4,103,163	4,058,902
Highway and transportation	4,809,421	5,449,165	5,402,913
Education and recreation	3,689,289	3,629,583	3,584,513
Conservation and development	2,993,522	3,389,417	2,980,363
Unclassified	390,931	360,293	420,455
Debt service			
Principal	11,518,306	5,359,445	4,634,380
Interest	2,086,725	2,379,499	2,870,692
Capital outlay	<u>9,357,602</u>	<u>4,089,973</u>	<u>9,472,649</u>
 Total Expenditures	 72,686,759	 71,968,795	 66,592,779
Excess of Revenues Over (Under) Expenditures	(12,838,238)	(5,374,928)	(4,399,702)
OTHER FINANCING SOURCES (USES)			
Long-term debt issued	6,675,000	6,372,190	18,133,387
Premium on long term debt	248,000	234,038	-
Current refunding of long term debt	-	-	(19,175,689)
Proceeds from sale of capital assets	74,449	-	425,482
Operating transfers in	15,023,200	12,483,444	11,890,805
Operating transfers out	<u>(13,071,513)</u>	<u>(7,887,807)</u>	<u>(10,457,941)</u>
 Net change in fund balances	 (3,889,102)	 5,826,937	 (3,583,658)
FUND BALANCES - BEGINNING OF YEAR	<u>51,330,633</u>	<u>45,503,696</u>	<u>49,087,354</u>
FUND BALANCES - END OF YEAR	<u>\$ 47,441,531</u>	<u>\$ 51,330,633</u>	<u>\$ 45,503,696</u>
FUND BALANCES			
Nonspendable	\$ 2,394,016	\$ 362,025	\$ -
Restricted	\$ 24,885,738	\$ 30,401,900	\$ -
Committed	\$ 500,000	\$ 982,506	\$ -
Assigned	\$ 3,822,121	\$ 2,655,556	\$ -
Unassigned	\$ 15,839,656	\$ 16,928,646	\$ -
Reserved	\$ -	\$ -	\$ 2,789,809
Unreserved			
Designated	\$ -	\$ -	\$ 36,170,223
Undesignated	\$ -	\$ -	\$ 6,543,664

Pension Plan

All eligible City employees participate in the Wisconsin Retirement System ("System"), a cost-sharing multiple-employer, defined benefit public employee retirement system (PERS). All permanent employees initially employed by a participating WRS employer prior to July 1, 2011, expected to work over 600 hours a year and expected to be employed for at least one year from employee's date of hire are eligible to participate in the System. All employees, initially employed by a participating WRS employer on or after July 1, 2011, and expected to work at least 1200 hours a year and expected to be employed for at least one year from employee's date of hire are eligible to participate in the WRS.

Covered employees are required to contribute one-half of the actuarially determined contribution rate for general category employees and executives and elected officials. Required contributions for protective employees are the same rate as general employees. Employers are required to contribute the remainder of the actuarially determined contribution rate. The employer may not pay the employee required contribution unless provided for by an existing collective bargaining agreement. Contribution rates for 2012 are as follows:

	<u>Employee</u>	<u>Employer</u>
General	5.90%	5.90%
Executives & Elected Officials	7.05%	7.05%
Protective with Social Security	5.90%	9.00%
Protective without Social Security	5.90%	11.30%

The payroll for City employees covered by the System for the year ended December 31, 2012 was \$27,969,711; the employer's total payroll was \$27,849,078. The total required contribution for the year ended December 31, 2012 was \$4,747,322. This amount consisted of \$3,527,769 or 12.61% of covered payroll from the employer and \$1,219,553 or 4.36% of payroll from employees. Total contributions for the years ending December 31, 2011 and 2010 were \$4,639,555 and \$4,462,780, respectively, equal to the required contribution for each year.

See Note 5 of the City's Financial Statements for the Year Ended December 31, 2012 attached as Appendix A for more detailed information on the City's retirement plan.

The City has no pension related debt as of December 31, 2012.

Other Post-Employment Benefits

The City provides other post-employment benefits ("OPEB") to its retirees for health insurance.

See Note 5 of the City's Financial Statements for the Year Ended December 31, 2012 attached as Appendix A for more detailed information.

LEGAL MATTERS

Pending Litigation

The City certifies that there is no pending litigation or threatened litigation, which would restrain or enjoin the issuance, sale, execution or delivery of the Bonds or in any way contest or affect the validity of the Bonds or of any proceedings of the City taken with respect to the issuance and sale of the Bonds.

Levy Limits

Section 66.0602 of the Wisconsin Statutes imposes a limit on property tax levies by cities, villages, towns and counties. No city, village, town or county is permitted to increase its tax levy by a percentage that exceeds its valuation factor (which is defined as a percentage equal to the greater of the percentage change in the political subdivision's January 1 equalized value due to new construction less improvements removed or zero percent). The base amount in any year to which the levy limit applies is the actual levy for the immediately preceding year. This levy limitation is an overall limit, applying to levies for operations as well as for other purposes.

A political subdivision that did not levy its full allowable levy in the prior year can carry forward the difference between the allowable levy and the actual levy, up to a maximum of 1.5% of the prior year's actual levy. The use of the carry forward levy adjustment needs to be approved by a majority vote of the political subdivision's governing body (except in the case of towns) if the amount of carry forward levy adjustment is less than or equal to 0.5% and by a super majority vote of the political subdivision's governing body (three-quarters vote if the governing body is comprised of five or more members, two-thirds vote if the governing body is comprised of fewer than five members) (except in the case of towns) if the amount of the carry forward levy adjustment is greater than 0.5% up to the maximum increase of 1.5%. For towns, the use of the carry forward levy adjustment needs to be approved by a majority vote of the annual town meeting or special town meeting after the town board has adopted a

resolution in favor of the adjustment by a majority vote if the amount of carry forward levy adjustment is less than or equal to 0.5% or by two-thirds vote or more if the amount of carry forward levy adjustment is greater than 0.5% up to the maximum of 1.5%.

Special provisions are made with respect to property taxes levied to pay general obligation debt service. Those are described below. In addition, the statute provides for certain other exclusions from and adjustments to the tax levy limit. Among the items excluded from the limit are amounts levied for any revenue shortfall for debt service on a revenue bond issued under Section 66.0621. Among the adjustments permitted is an adjustment applicable when a tax increment district terminates, which allows an amount equal to the prior year's allowable levy multiplied by 50% of the political subdivision's percentage growth due to the district's termination.

With respect to general obligation debt service, the following provisions are made:

(a) If a political subdivision's levy for the payment of general obligation debt service, including debt service on debt issued or reissued to fund or refund outstanding obligations of the political subdivision and interest on outstanding obligations of the political subdivision, on debt originally issued before July 1, 2005, is less in the current year than in the previous year, the political subdivision is required to reduce its levy limit in the current year by the amount of the difference between the previous year's levy and the current year's levy.

(b) For obligations authorized before July 1, 2005, if the amount of debt service in the preceding year is less than the amount of debt service needed in the current year, the levy limit is increased by the difference between the two amounts. This adjustment is based on scheduled debt service rather than the amount actually levied for debt service (after taking into account offsetting revenues such as sales tax revenues, special assessments, utility revenues, tax increment revenues or surplus funds). Therefore, the levy limit could negatively impact political subdivisions that experience a reduction in offsetting revenues.

(c) The levy limits do not apply to property taxes levied to pay debt service on general obligation debt authorized on or after July 1, 2005.

Approval of Legal Proceedings

Certain legal matters incident to the authorization and issuance of the Bonds are subject to the approval of Quarles & Brady LLP, Milwaukee, Wisconsin, Bond Counsel, whose approving legal opinion will be available at the time of the delivery of the Bonds. The proposed form of such opinion is attached hereto as Appendix C - "Proposed Form of Legal Opinion for the Bonds".

Statement Regarding Bond Counsel Participation

Bond Counsel has not assumed responsibility for this Official Statement or participated in its preparation, except with respect to the sections entitled "LEGAL MATTERS - Tax Exemption", and "Appendix C - "Proposed Form of Legal Opinion for the Bonds" and has not performed any investigation as to its accuracy, completeness or sufficiency.

Tax Exemption

Quarles & Brady LLP, Milwaukee, Wisconsin, Bond Counsel, will deliver a legal opinion with respect to the federal income tax exemption applicable to the interest on the Bonds under existing law substantially in the following form:

"The interest on the Bonds is excludable for federal income tax purposes from the gross income of the owners of the Bonds. The interest on the Bonds is not an item of tax preference for purposes of the federal alternative minimum tax imposed by Section 55 of the Internal Revenue Code of 1986, as amended (the "Code") on corporations (as that term is defined for federal income tax purposes) and individuals. However, for purposes of computing the alternative minimum tax imposed on corporations, the interest on the Bonds is included in adjusted current earnings. The Code contains requirements that must be satisfied subsequent to the issuance of the Bonds in order for interest on the Bonds to be or continue to be excludable from gross income for federal income tax purposes. Failure to comply with certain of those requirements could cause the interest on the Bonds to be included in gross income retroactively to the date of issuance of the Bonds. The Issuer has agreed to comply with all of those requirements. The opinion set forth in the first sentence of this paragraph is subject to the condition that the Issuer comply with those requirements. We express no opinion regarding other federal tax consequences arising with respect to the Bonds."

The interest on the Bonds is not exempt from present Wisconsin income or franchise taxes.

Prospective purchasers of the Bonds should be aware that ownership of the Bonds may result in collateral federal income tax consequences to certain taxpayers. Bond Counsel will not express any opinion as to such collateral tax consequences. Prospective purchasers of the Bonds should consult their tax advisors as to collateral federal income tax consequences.

From time to time legislation is proposed, and there are or may be legislative proposals pending in the Congress of the United States that, if enacted, could alter or amend the federal tax matters referred to above or adversely affect the market value of the Bonds. It cannot be predicted whether, or in what form, any proposal that could alter one or more of the federal tax matters referred to above or adversely affect the market value of the Bonds may be enacted. Prospective purchasers of the Bonds should consult their own tax advisors regarding any pending or proposed federal tax legislation. Bond Counsel expresses no opinion regarding any pending or proposed federal tax legislation.

See "APPENDIX C - "Proposed Form of Legal Opinion for the Bonds".

Not Designated As Qualified Tax-Exempt Obligations

The City will not designate the Bonds as "qualified tax-exempt obligations" for purposes of Section 265 of the Internal Revenue Code of 1986 relating to the ability of financial institutions to deduct from income for federal income tax purposes, interest expense that is allocable to carrying and acquiring tax-exempt obligations.

Original Issue Discount

To the extent that the initial public offering price of certain of the Bonds is less than the principal amount payable at maturity, such Bonds ("Discounted Bonds") will be considered to be issued with original issue discount. The original issue discount is the excess of the stated redemption price at maturity of a Discounted Bond over the initial offering price to the public, excluding underwriters or other intermediaries, at which price a substantial amount of such Discounted Bonds were sold (issue price). With respect to a taxpayer who purchases a Discounted Bond in the initial public offering at the issue price and who holds such Discounted Bond to maturity, the full amount of original issue discount will constitute interest that is not includible in the gross income of the owner of such Discounted Bond for federal income tax purposes and such owner will not, subject to the caveats and provisions herein described, realize taxable capital gain upon payment of such Discounted Bond upon maturity.

Original issue discount is treated as compounding semiannually, at a rate determined by reference to the yield to maturity of each individual Discounted Bond, on days that are determined by reference to the maturity date of such Discounted Bond. The amount treated as original issue discount on a Discounted Bond for a particular semiannual accrual period is generally equal to (a) the product of (i) the yield to maturity for such Discounted Bond (determined by compounding at the close of each accrual period) and (ii) the amount that would have been the tax basis of such Discounted Bond at the beginning of the particular accrual period if held by the original purchaser; and less (b) the amount of any interest payable for such Discounted Bond during the accrual period. The tax basis is determined by adding to the initial public offering price on such Discounted Bond the sum of the amounts that have been treated as original issue discount for such purposes during all prior periods. If a Discounted Bond is sold or exchanged between semiannual compounding dates, original issue discount that would have been accrued for that semiannual compounding period for federal income tax purposes is to be apportioned in equal amounts among the days in such compounding period.

For federal income tax purposes, the amount of original issue discount that is treated as having accrued with respect to such Discounted Bond is added to the cost basis of the owner in determining gain or loss upon disposition of a Discounted Bond (including its sale, exchange, redemption, or payment at maturity). Amounts received upon disposition of a Discounted Bond that are attributable to accrued original issue discount will be treated as tax-exempt interest, rather than as taxable gain.

The accrual or receipt of original issue discount on the Discounted Bonds may result in certain collateral federal income tax consequences for the owners of such Discounted Bonds. The extent of these collateral tax consequences will depend upon the owner's particular tax status and other items of income or deduction. In the case of corporate owners of Discounted Bonds, a portion of the original issue discount that is accrued in each year will be included in the calculation of the corporation's alternative minimum tax liability. Corporate owners of any Discounted Bonds should be aware that such accrual of original issue discount may result in an alternative minimum tax liability although the owners of such Discounted Bonds will not receive a corresponding cash payment until a later year.

The Code contains additional provisions relating to the accrual of original issue discount. Owners who purchase Discounted Bonds at a price other than the issue price or who purchase such Discounted Bonds in the secondary market should consult their own tax advisors with respect to the tax consequences of owning the Discounted Bonds. Under the applicable provisions governing the determination of state and local taxes, accrued interest on the Discounted Bonds may be deemed to be received in the year of accrual even though there will not be a corresponding cash payment until a later year. Owners of Discounted Bonds should consult their own tax advisors with respect to the state and local tax consequences of owning the Discounted Bonds.

Bond Premium

To the extent that the initial offering price of certain of the Bonds is more than the principal amount payable at maturity, such Bonds ("Premium Bonds") will be considered to have bond premium.

Any Premium Bond purchased in the initial offering at the issue price will have "amortizable bond premium" within the meaning of Section 171 of the Code. The amortizable bond premium of each Premium Bond is calculated on a daily basis from the issue date of such Premium Bond until its

stated maturity date (or call date, if any) on the basis of a constant instant rate compounded at each accrual period (with straight line interpolation between the compounding dates). An owner of a Premium Bond that has amortizable bond premium is not allowed any deduction for the amortizable bond premium; rather the amortizable bond premium attributable to a taxable year is applied against (and operates to reduce) the amount of tax-exempt interest payments on the Premium Bonds. During each taxable year, such an owner must reduce his or her tax basis in such Premium Bond by the amount of the amortizable bond premium that is allocable to the portion of such taxable year during which the holder held such Premium Bond. The adjusted tax basis in a Premium Bond will be used to determine taxable gain or loss upon a disposition (including the sale, exchange, redemption, or payment at maturity) of such Premium Bond.

Owners of Premium Bonds who did not purchase such Premium Bonds in the initial offering at the issue price should consult their own tax advisors with respect to the tax consequences of owning such Premium Bonds. Owners of Premium Bonds should consult their own tax advisors with respect to the state and local tax consequences of owning the Premium Bonds.

Exemption From Securities Registration

Wisconsin Statutes, Section 551.201, provides that securities issued by a political subdivision of a state, including the Bonds, are exempt from registration with the Wisconsin Department of Financial Institutions Division of Securities.

Other Covenants of the City

No Arbitrage. The City covenants that no investment will be made which would cause the Bonds to be "arbitrage bonds" within the meaning of Section 148 of the Internal Revenue Code of 1986, as amended.

Compliance With Federal Tax Laws. The City represents and covenants that the projects financed by the Bonds will not cause the Bonds to be "private activity bonds" and that it will comply with the provisions of the Internal Revenue Code of 1986, as amended, including the arbitrage rebate requirements of the Code, to the extent necessary to maintain the tax-exempt status of the Bonds.

MISCELLANEOUS

Rating

The Bonds have been rated "Aa2" by Moody's Investors Service, Inc. ("Moody's"), New York, New York.

Concurrently, Moody's has affirmed the "Aa2" rating on the City's outstanding parity revenue debt.

The rating when issued reflects only the view of the rating agency, and an explanation of the significance of such rating may be obtained therefrom. There is no assurance that the rating will remain in effect for any given period of time or that it will not be revised, either upward or downward, or withdrawn entirely, by the rating agency, if, in their judgment, circumstances so warrant.

Continuing Disclosure

Undertaking to Provide Continuing Disclosure. In order to assist an Underwriter which will reoffer the Bonds in complying with SEC Rule 15c2-12 promulgated by the Securities and Exchange Commission, pursuant to the Securities Exchange Act of 1934 (the "Rule"), the City shall covenant pursuant to the Resolution adopted by the Common Council to enter into an undertaking (the "Undertaking") for the benefit of holders including beneficial holders of the Bonds to provide certain financial information and operating data relating to the City annually to the Municipal Securities Rulemaking Board (the "MSRB"), and to provide notices of the occurrence of certain events enumerated in the Rule electronically or in the manner otherwise prescribed by the MSRB to the MSRB. The details and terms of the Undertaking, as well as the information to be contained in the annual report or the notices of material events, are set forth in the Continuing Disclosure Certificate to be executed and delivered by the City at the time the Bonds are delivered. Such Certificate will be in substantially the form attached hereto as Appendix D. Except as noted in the following sentence, in the previous five years, the City has not failed to comply in all material respects with any previous undertakings under the Rule to provide annual reports or notices of material events. In 2010, the City was required to file its annual report by Monday, September 27, but did not make the filing until Friday, October 1. A failure by the City to comply with the Undertaking will not constitute an event of default on the Bonds (although holders will have the right to obtain specific performance of the obligations under the Undertaking). Nevertheless, such a failure must be reported in accordance with the Rule and must be considered by any broker, dealer or municipal securities dealer before recommending the purchase or sale of the Bonds in the secondary market. Consequently, such a failure may adversely affect the transferability and liquidity of the Bonds and their market price.

The City will file its continuing disclosure information using the Electronic Municipal Market Access ("EMMA") system. Investors will be able to access continuing disclosure information filed with the MSRB at www.emma.msrb.org.

Underwriting

The Bonds were purchased by competitive bidding conducted on November 5, 2013.

The award of the Bonds was made to Stifel, Nicolaus & Company, Inc., St. Louis, Missouri (the "Underwriter"). The public reoffering price or yield of the Bonds may be obtained from the successful Underwriter.

Financial Advisor

Hutchinson, Shockey, Erley & Co., Milwaukee, Wisconsin, is under contract with the City to provide financial advisory services to the City, as well as assistance with the competitive sale of the City's Bonds on November 5, 2013.

CERTIFICATES CONCERNING OFFICIAL STATEMENT

Concurrently with the delivery of the Bonds, the Mayor and the Clerk of the City will deliver to the purchaser of the Bonds a certificate stating that, to the best of their knowledge, this Official Statement did not as of its date and as of the sale date and does not, as of the date of delivery of the Bonds, contain an untrue statement of a material fact or omit to state a material fact required to be included therein for the purpose for which this Official Statement is to be used or necessary to make the statements therein, in the light of the circumstances under which they were made not misleading.

APPENDIX A

**Audited Financial Statements
of the
City of Wauwatosa
For the Year Ended December 31, 2012**

The Comprehensive Annual Financial Report for the City of Wauwatosa for the Year Ended December 31, 2012, including the Auditor's Opinion Letter is available upon request to the City's Finance Director

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CITY OF WAUWATOSA, WISCONSIN
Milwaukee County, Wisconsin

COMPREHENSIVE ANNUAL FINANCIAL REPORT
For the year ended December 31, 2012

Prepared by:

City of Wauwatosa, Wisconsin Finance Department
John Ruggini, Finance Director

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FINANCIAL SECTION

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Management Discussion and Analysis

This section of the City of Wauwatosa's comprehensive annual financial report provides the reader with management's narrative overview and analysis of the financial activities of the City for the fiscal year ended December 31, 2012. This discussion and analysis is designed to (1) assist the reader in focusing on significant financial issues, (2) provide an overview of the City's financial activity, (3) identify changes in the City's financial position, and (4) identify any changes in the City's financial plan (approved budget). The financial discussion and analysis presented in the section is intended to be used in conjunction with the accompanying financial statements. Additional information is provided in the transmittal letter which can be found on pages 1-3 of this report.

Financial Highlights

- ◆ The assets of the City of Wauwatosa exceeded its liabilities by \$143,177,420 (net position) as of December 31, 2012.
- ◆ As of December 31, 2012, the City of Wauwatosa's governmental funds reported combined ending fund balances of \$47,441,531. Of this balance, \$15,839,656 is available for spending at the government's discretion (unassigned fund balance)
- ◆ At the end of the current fiscal year, \$15,839,656 of unassigned fund balance for the general fund is equal to 33.34% of general fund expenditures and transfers out. Of this total, \$6,981,323 represents the City's Amortization Fund, leaving \$8,858,333 remaining which represents 18.65% of the general fund revenues and transfers out.
- ◆ The City's net Other Post Employment Benefit (OPEB) obligation increased \$3,527,879 to \$17,193,904
- ◆ Total primary government debt decreased \$4.1 million due largely to the defeasance of lease revenue bonds. However, general obligation debt increased \$7.2 million as part of a planned enhanced capital improvement plan to address end-of-life infrastructure as well as street and basement flooding.
- ◆ The City maintained a Aaa rating from Moody's

Overview of the Financial Statements

This discussion and analysis are intended to serve as an introduction to the City of Wauwatosa's basic financial statements. The City of Wauwatosa's basic financial statements comprise three components: 1) government-wide financial statements, 2) fund financial statements, 3) notes to the financial statements. This report also contains other supplementary information in addition to the basic financial statements themselves.

Government-wide Financial Statements.

The government-wide financial statements are designed to provide readers with a broad overview of the City of Wauwatosa's finances, in a manner similar to a private sector business.

The *Statement of Net Position* presents information on all of the City of Wauwatosa's assets and liabilities, with the difference between the two reported as *net position*. Over time, increases or decreases in net position may serve as a useful indicator of whether the financial position of the City of Wauwatosa is improving or deteriorating.

The *Statement of Activities* presents information showing how the City's net assets changed during the most recent fiscal year. All changes in net assets are reported as soon as the underlying event giving rise to the change occurs, regardless of the timing of related cash flows. Thus, revenues and expenses are reported in this statement for some items that will only result in cash flows in future fiscal periods (e.g., uncollected taxes and earned but unused vacation leave.)

Both of the government-wide financial statements distinguish functions of the City of Wauwatosa that are principally supported by taxes and intergovernmental revenues (*governmental activities*) from other functions that are intended to recover all or a significant portion of their costs through user fees and charges (*business-type activities*). The governmental activities of the City of Wauwatosa include general government, public safety, public works, health and sanitation, and culture and recreation. The business-type activities of the City of Wauwatosa include the Water Utility, Redevelopment Authority, Sanitary and Storm Water Management.

The government-wide financial statements include the activities of the City of Wauwatosa itself (known as the *primary government*). The Water Utility, although legally separate, functions for all practical purposes as a department of the City of Wauwatosa, and therefore has been included as an integral part of the primary government.

The Government-wide financial statements can be found on pages 25-26.

Fund Financial Statements.

A *fund* is a grouping of related accounts that is used to maintain control over resources that have been segregated for specific activities or objectives. The City of Wauwatosa, like other state and local governments, uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements. All of the funds of the City of Wauwatosa can be divided into three categories: governmental funds, proprietary funds and fiduciary funds.

Governmental Funds.

Governmental funds are used to account for essentially the same functions reported as *governmental activities* in the government-wide financial statements. However, unlike the government-wide financial statements, governmental fund financial statements focus on *near-term inflows and outflows of spendable resources*, as well as on balances of spendable resources available at the end of the fiscal year. Such information may be useful in evaluating the City's near-term financing requirements.

Because the focus of governmental funds is narrower than that of government-wide financial statements, it is useful to compare information presented for *governmental funds* with similar

information presented for *governmental activities* in the government-wide financial statements. By doing so, readers may better understand the long-term impact of the government's near-term financing decisions. Both the governmental fund balance sheet and the governmental fund statement of revenues, expenditures, and changes in fund balances provide a reconciliation to facilitate this comparison between *governmental funds* and *governmental activities*.

The City of Wauwatosa maintains ten individual governmental funds. Information is presented separately in the governmental fund balance sheet and in the governmental fund statement of revenues, expenditures, and changes in fund balances for the General Fund, Capital Projects General Obligation Debt Issue Fund, and the Tax Incremental Fund, which are considered to be major funds. Data from the other seven funds are combined into a single, aggregated presentation. Individual fund data for each of these nonmajor governmental funds is provided in the form of *combining statements* elsewhere in this report.

The City has also presented budgetary comparison information for the General Fund and major Special Revenue Funds in the basic financial statements.

The basic governmental fund financial statements can be found on pages 27-31.

Proprietary funds.

The City of Wauwatosa maintains ten proprietary funds. *Enterprise funds* are used to report the same function presented as *business-type activities* in the government-wide financial statements. *Internal service funds* are an accounting device used to accumulate and allocate costs internally among the City of Wauwatosa's various functions. The City of Wauwatosa uses enterprise funds to account for its Water Utility, Storm Water Management and Sanitary Sewer Funds and the Redevelopment Authority. The City of Wauwatosa uses internal service funds to account for its fleet of vehicles, rental of space in the Municipal Complex, information systems, rental of occupied space in the public works garage, and four self insured insurance programs (health, dental, general liability, workers compensation). The City of Wauwatosa reports the health, dental and workers compensation as one fund for financial statement purposes. In the government-wide financial statements, these services have been allocated between the *governmental activities* and *business-type activities* based on cost drivers associated with the services provided.

The basic proprietary fund financial statements can be found on pages 32-35.

Fiduciary Funds.

Fiduciary funds are used to account for resources held for the benefit of parties outside the government. Fiduciary funds are not reflected in the government-wide financial statement because the resources of those funds are not available to support the City of Wauwatosa's programs. The accounting used for fiduciary funds is much like that used for proprietary funds.

The basic fiduciary fund financial statements can be found on pages 36-37.

Notes to the financial statements.

The notes provide additional information that is essential to a full understanding of the data provided in the government-wide and fund financial statements. The notes to the financial statements can be found on pages 38-82.

Other information.

In addition to the basic financial statements and accompanying notes, this report also presents certain additional supplementary information. The combining statements referred to earlier in connection with nonmajor governmental funds and internal service funds are presented immediately following the notes to the financial statements. A detailed budgetary comparison schedule for the General Fund is presented to demonstrate compliance with the budget. The City has also presented cumulative information related to its Tax Increment Districts and included a statistical section with 10 years of comparative financial, demographic and operational data.

The supplementary information can be found on pages 83-107.

Government-wide Financial Analysis

As noted earlier, net position may serve over time as a useful indicator of a government's financial position. In the case of the City of Wauwatosa assets exceeded liabilities by \$143,177,420 at the close of 2012 as shown below in Figure 1.

The largest portion of the City of Wauwatosa's net position reflects its investment in capital assets (e.g., land, buildings, machinery, and equipment, less any related debt used to acquire those assets that is still outstanding). Although the City of Wauwatosa's investment in capital assets is reported net of related debt, it should be noted that the resources needed to repay this debt must be provided from other sources, since most of the capital assets themselves cannot be used to liquidate these liabilities.

An additional portion of the City of Wauwatosa's net position represents resources that are subject to external restrictions on how they may be used. The remaining balance of unrestricted net position may be used to meet the city's ongoing obligations to citizens and creditors.

Figure 1
CITY OF WAUWATOSA NET POSITION
December 31, 2012

	2012	2011	Change
Governmental activities:			
Invested in capital assets, net of related debt	\$ 58,712,117	56,698,267	2,013,850
Restricted	24,825,826	27,398,789	(2,572,963)
Unrestricted	(18,418,286)	(20,138,732)	1,720,446
Total governmental activities net position	<u>65,119,657</u>	<u>63,958,324</u>	<u>1,161,333</u>
Business-type activities:			
Invested in capital assets, net of related debt	\$ 72,641,361	68,606,064	4,035,297
Restricted	425,000	415,318	9,682
Unrestricted	4,991,402	7,514,749	(2,523,347)
Total business-type activities net position	<u>78,057,763</u>	<u>76,536,131</u>	<u>1,521,632</u>
Primary government:			
Invested in capital assets, net of related debt (2)	\$ 129,296,985	123,247,838	6,049,147
Restricted	25,250,826	27,814,107	(2,563,281)
Unrestricted (2)	(11,370,391)	(10,567,490)	(802,901)
Total primary government net position	<u>143,177,420</u>	<u>140,494,455</u>	<u>2,682,965</u>

Change in Net Position

Net position of the City of Wauwatosa increased by \$2,682,965 (1.9%) in 2012, due to increases in governmental and business net position. See details on page 14. Net position of the City's governmental activities totaled \$65,119,657 as of December 31, 2012, an increase of \$1,161,333. The City's unrestricted net position for governmental activities is negative due to \$14.4 million provided as development incentives associated with TIF 2 that resulted in a liability without an associated asset. As the debt is repaid and when the TIF closes, this negative amount will be reduced. The net position of business-type activities totaled \$78,057,763, an increase of \$1,521,632. Following is a summary of the changes in net position for the City of Wauwatosa.

Governmental Activities

Governmental activities for 2012 increased the City's net position by \$1,161,333 as detailed above. Some of the significant changes in revenues and expenses as shown in Figure 2 that contributed to that change were as follows:

Revenues

- ◆ Charges for services decreased largely due to a decrease in ambulance revenue of \$304,603. While the volume of ambulance transports actually increased in 2012 over 2011, the decrease in revenue is the result of the City's billing provider waiting until the fourth quarter to write off nearly \$300,000 in uncollectible bills. This exceeded the amount reserved for write-off's so, per the City's accounting policies, the balance was charged to the revenue account resulting in decreased revenue.
- ◆ The decrease in operating grants is largely the result of one-time grants received in 2011 that were not received in 2012:
 - Safe Routes to School Grant - \$184,421
 - Federal Emergency Management Agency grants - \$201,191
 - COPS Secure Our Schools Grant - \$491,911
 - Community Development Block Grant Recovery Act Funds - \$256,608

This also includes a reduction in the County's on-going grant for provision of emergency medical services of \$122,123 and a decrease in recycling rebates of \$154,621 due to the declining secondary market for recyclables.

- ◆ Capital grants decreased due to a reduction in state transportation aids of \$182,198 which was partially offset by \$116,708 in one-time local road improvement program funds.
- ◆ Property tax revenue decreased \$233,481 due in large part to decreased Tax Increment Financing District property values.
- ◆ The significant decline in other taxes of \$4,199,029 is due to the one-time chargeback revenue received in 2011 related to a successful property tax appeal.
- ◆ The decrease in unrestricted intergovernmental revenue of \$418,136 is the result of a reduction in State Shared Revenue and a decrease in the value of computer related equipment (and the associated state computer exemption revenue) in Tax Increment District 2.
- ◆ Investment revenue declined \$192,113 due in large part to the investment rate environment. As investments mature, the City is unable to reinvest the proceeds at a similar rate. This loss was also impacted by a negative mark-to-market adjustment at year-end.

Expenses

- ◆ General government expenses decreased \$8,265,337 largely due to the property tax appeal discussed above that was paid in 2011. \$8,403,199 in principal and interest was paid as part of the appeal.
- ◆ The decrease in the protection of persons and property is the result of reduced expenditures associated with the one-time grants received in 2011 and discussed above.
- ◆ Health and sanitation charges increased \$671,763 due to a one-time \$800,000 expenditure for residential refuse carts which enabled the City to transition refuse pick-up from semi-automated to automated resulting in operating budget savings as truck crews were reduced from 2 person to 1 person.

- ◆ Highway and transportation expenditures decreased \$540,211 due largely to a mild winter that resulted in less overtime and fewer fleet charges for snow plow repair and maintenance.

Figure 2
CHANGE IN NET POSITION- GOVERNMENTAL ACTIVITIES
For The Years Ended December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>	<u>Variance</u>
Revenues:			
Program Revenues:			
Charges for services	\$ 5,747,623	\$ 6,019,524	(271,901)
Operating grants	4,229,361	5,564,088	(1,334,727)
Capital grants/ contributions	2,392,370	2,669,078	(276,708)
General Revenues:			
Property taxes	42,280,407	42,513,888	(233,481)
Other taxes	1,494,813	5,693,842	(4,199,029)
Grants not restricted to specific programs	2,631,507	3,049,643	(418,136)
Investments	1,073,904	1,266,017	(192,113)
Gain -sales/disposal of capital assets	74,449	-	74,449
Other	-	-	-
Eliminated Transfers			
Total revenues	<u>\$ 59,924,434</u>	<u>\$ 66,776,080</u>	<u>(6,851,646)</u>
Expenses:			
General government	\$ 4,944,296	\$ 13,209,633	(8,265,337)
Protection of persons and property	31,971,250	32,870,560	(899,310)
Health and sanitation	4,894,825	4,223,730	671,095
Highway and transportation	7,436,831	7,977,042	(540,211)
Education and recreation	4,211,093	4,145,124	65,969
Conservation and development	3,100,189	3,179,740	(79,551)
Unclassified	390,931	360,293	30,638
Interest and fiscal charges	2,140,153	2,312,246	(172,093)
Total gov't activities expense	<u>\$ 59,089,568</u>	<u>\$ 68,278,368</u>	<u>(9,188,800)</u>
Increase (decrease) in net position before transfers			
	\$ 834,866	\$ (1,502,288)	2,337,154
Transfers	<u>326,467</u>	<u>(910,568)</u>	<u>1,237,035</u>
Change in net position	\$ 1,161,333	\$ (2,412,856)	3,574,189
Net position- beginning			
	<u>63,958,324</u>	<u>66,371,180</u>	<u>(2,412,856)</u>
Net position- ending	<u>\$ 65,119,657</u>	<u>\$ 63,958,324</u>	<u>1,161,333</u>

Business Activities

Business activities for 2012 increased the City's net position by \$1,521,632 as detailed above. Some of the significant changes in revenues and expenses as shown in Figure 3 that contributed to that change were as follows:

Revenues

- ◆ Higher charges for service are largely the result of the hot dry summer experienced in 2012 which resulted in higher water consumption
- ◆ The Water Utility was reimbursed for nearly \$400,000 in expenditures associated with two capital projects resulting in a \$70,496 increase in capital contributions

Expenses

- ◆ Water expenses increases largely due to \$75,077 increase in wages as several positions held vacant in 2011 were filled in 2012 and an increase in the payment in lieu of taxes made to the City of \$137,494 due to the increase number of capital projects. In addition, health insurance expenses increased \$98,887 as the Water Utility began being charged for retiree health insurance.
- ◆ Sanitary expenses increased \$560,505 due to a \$52,972 increase in debt interest expenses and a \$74,424 increase in depreciation, both related to the enhanced capital improvement program currently being undertaken by the City. Expenses also increased due to the implementation of a pilot program designed to determine the best solution for infiltration of rain water into the public sanitary sewers through private laterals. This \$829,070 expense was offset by a \$444,755 decrease in the manhole repair program as the 2012 contract was awarded late in 2012 and the work did not take place until 2013.
- ◆ Storm water expenses increased \$200,846 due to a \$93,405 increase in depreciation expense and a \$136,179 increase in interest costs, both related to the enhanced capital improvement program currently being undertaken by the City. These increases were offset by a \$49,674 decrease in benefit costs.

Figure 3
CHANGE IN NET POSITION- BUSINESS ACTIVITIES
For The Years Ended December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>	<u>Variance</u>
Revenues:			
Program Revenues:			
Charges for services	\$ 15,618,762	\$ 15,419,445	199,317
Operating grants	-	-	-
Capital grants/ contributions	581,927	511,431	70,496
General Revenues:			-
Investments	41,857	44,314	(2,457)
Miscellaneous	-	-	-
Total revenues	<u>\$ 16,242,546</u>	<u>\$ 15,975,190</u>	<u>267,356</u>
Expenses:			
Water Utility	\$ 6,107,124	\$ 5,887,434	219,690
Redevelopment authority	-	-	-
Sanitary sewer	6,431,091	5,870,586	560,505
Storm water management	1,856,232	1,655,386	200,846
Total gov't activities expense	<u>\$ 14,394,447</u>	<u>\$ 13,413,406</u>	<u>981,041</u>
Increase (decrease) in net position before transfers	\$ 1,848,099	\$ 2,561,784	(713,685)
Transfers	(326,467)	910,568	(1,237,035)
Change in net position	<u>\$ 1,521,632</u>	<u>\$ 3,472,352</u>	<u>(1,950,720)</u>
Net position- beginning	<u>76,536,131</u>	<u>73,063,779</u>	<u>3,472,352</u>
Net position- ending	<u>\$ 78,057,763</u>	<u>\$ 76,536,131</u>	<u>1,521,632</u>

Fund Financial Analysis

As noted earlier, the City of Wauwatosa uses fund accounting to ensure and demonstrate compliance with finance-related laws and regulations. Fund financial reporting focuses on short-term spendable resources and balances of spendable resources available at year-end.

Governmental Funds

As of December 31, 2012, the City of Wauwatosa's governmental funds reported combined ending balances of \$47,441,531, a reduction of \$3,889,102 from the prior year. This decrease is due to several factors described below and presented in Figure 4.

- The decrease is almost entirely due to a decrease in the TIF fund balance of \$3,323,524. This was largely the result of a \$6.2 million final principal payment of the 2007 Redevelopment Lease Bonds used to finance development in TIF 2.

- The General Fund balance decreased \$634,964 to \$19,025,467. While the City reported an operating budget surplus of \$516,438, this was offset by a planned use of \$800,000 of Amortization Funds (considered part of Unassigned Fund Balance). These funds were used for the city-wide replacement of refuse carts which enabled the City to implement automated refuse collection and reduce solid waste operating costs. In addition, the City used \$218,650 in funds from the Reserve for Contingency which is replenished with fund balance. The Amortization Fund was also used to soften the impact of decreased interest earnings. Of the \$15,839,656 Unassigned Fund Balance, \$6,981,323 is held in the Amortization Fund but considered unassigned.
- Debt Service fund balance increased \$166,765 due entirely to bond premium earned in 2012 but which must be utilized for 2013 bond payments. \$2,000,000 of the \$2,543,841 in the Debt Service Fund balance was advanced to TIF 6 and will be repaid in 2015 when General Obligations Bonds are issued. These returned funds will then be used to pay the Covenant debt. The remaining \$543,841 is largely capitalized interest on that debt and bond premium.
- The Parks Fund increased by \$155,626 due in part by \$95,000 in asset replacement costs which is budgeted annually so as to build up fund balance in order to cash finance the replacement of the Hart Park stadium turf in 2018 and track in 2028. The remaining surplus in 2012 was due to better than expected rental revenues.
- The Redevelopment Authority Fund Balance was reduced to 0 as this fund was created as a reserve for the 2007 Redevelopment Lease bonds discussed above. As those bonds were defeased in 2012, the \$975,000 held in this fund reverted to TIF 2.
- The Capital Projects Fund balance grew by \$662,087 due largely to better than expected special assessment receipts and unspent bond proceeds of \$1,793,389.

Figure 3
CHANGE IN GOVERNMENTAL FUND BALANCES

	General Fund	TIF	Debt Service	Library	Parks	Redevelopment Lease Rev Bond	Information Systems Equipment	Capital Projects	Total
Beginning year balance	\$ 19,660,431	\$ 23,428,740	\$ 2,377,076	\$ 720,152	\$ 407,705	\$ 975,000	\$ 127,306	\$ 3,634,223	\$ 51,330,633
Current Year Activity	\$ (634,964)	\$ (3,323,524)	\$ 166,765	\$ (22,185)	\$ 155,626	\$ (975,000)	\$ 82,093	\$ 662,087	\$ (3,889,102)
End of Year Balance	\$ 19,025,467	\$ 20,105,216	\$ 2,543,841	\$ 697,967	\$ 563,331	\$ -	\$ 209,399	\$ 4,296,310	\$ 47,441,531
Non-spendable	\$ 334,387	\$ 59,629	\$ 2,000,000						\$ 2,394,016
Restricted		\$ 20,045,587	\$ 543,841					\$ 4,296,310	\$ 24,885,738
Committed	\$ 500,000								\$ 500,000
Assigned	\$ 2,351,424			\$ 697,967	\$ 563,331		\$ 209,399		\$ 3,822,121
Unassigned	\$ 15,839,656								\$ 15,839,656

Proprietary Funds

Revenue and Expenditure highlights related to Water, Sanitary and Storm water funds are discussed on page 18. However, it important to highlight that the City intentionally drew-down cash in the Sanitary and Storm funds to finance capital improvements associated with the City's enhanced capital improvement plan, especially the \$15 million Meinecke Neighborhood Flood

Mitigation Project. As a result, while current assets decreased \$2,352,807 and \$4,284,084 respectively, total net capital assets increased \$5,203,046 and \$7,096,650. This will be described in more detail below. The Sanitary Sewer fund is also showing a negative unrestricted net position due to the fact that the Meinecke project proceed quicker than planned and part of the financing relies on yet-to-be-issued 2013 bonds which will reimburse the sanitary fund \$1,984,498 and the storm water fund \$525,000. As a result capital activities were undertaken prior to issuing debt so that unrestricted resources were used. In addition, a 20% rate increase was approved for the sanitary fund and a 21.2% increase for the stormwater fund was approved in December 2012.

Internal Service Funds showed a decrease in net position of \$2,123,052. This is due to an increase in the net Other Post Employment Benefit (OPEB) obligation by \$3,527,879 to a total of \$17,193,904 in the Health/Life Fund. The annual OPEB cost was \$5,354,611 representing 34.12% of the net OPEB obligation. The unfunded actuarial accrued liability (UAAL) is \$62,372,743. The increase from 2011 is largely due to premiums paid by post-65 retirees who pay 100% of premium which did not fully cover claims costs.

General Fund Budgetary Highlights

Differences between actual revenues and expenses and the final amended budget resulted in a negative revenue variance of \$539,654 (1.16% of total) and a positive expenditure variance of \$1,365,255 (2.98% of total). The following explains these variances:

Revenues

- ◆ State and Federal grant revenue was \$58,851 less than budgeted
- ◆ Court penalties was \$149,989 below budget as the implementation of a new software product resulted in delays issuing warrants, driver licenses suspensions and tax refund intercept amounts. Additional staffing was deployed to address the back-log of data entry but the revenue loss persisted throughout the entire year.
- ◆ Ambulance revenue (Public Charges for Service/Public Safety) was \$248,903 less than budget due to an unexpectedly high write-off amount issued by the third-party billing company at the end of 2012. This required that the write-off allowance be increased and the revenue correspondingly decreased.
- ◆ Interest earnings were \$165,837 below budget due to the interest rate environment in which maturing longer term investments are reinvested at lower interest rates and mark-to-market losses.

Expenditures

- ◆ General Government expenditures were \$176,959 less than budget due largely to unfinished projects which were carried over into 2013.
- ◆ \$477,837 of savings compared to the budget for the Protection of Persons and Property is due to vacancies related to higher-than-average retirements in the police department.
- ◆ Highway and Transportation expenditures were \$470,947 less than budget due to vacancies in the Engineering department, project inspection services being charged

directly to the capital fund, vacancies in the Roadway Maintenance department and lower than estimated fleet charges.

Capital Assets and Debt Administration

Capital Assets

The City of Wauwatosa investments in capital assets for its governmental and business-type activities as of December 31, 2012 increased \$18,978,714 to \$183,799,890 net of accumulated depreciation. This investment in capital assets includes land, buildings, sewer and water main improvements, machinery and equipment, parks facilities, roads and bridges. The increase in the City of Wauwatosa's investment in capital assets for the current fiscal year was 11.5% for primary functions. This significant increase reflects 2012 as the first-year of the City's enhanced capital improvement plan to replace infrastructure (largely roads, bridges and sewer mains) that are past-their useful life or of insufficient capacity.

Major capital assets improvements during 2012 included the following:

- ◆ 6,785 linear feet of reconstructed and resurfaced streets.
- ◆ 34,743 linear feet of replaced or relined sanitary sewer mains
- ◆ 13,373 linear feet of replaced or relined storm sewer mains
- ◆ 14,097 linear feet of replaced water mains
- ◆ \$1,196,800 in bridge repairs
- ◆ \$252,300 in public building roof replacements
- ◆ \$689,836 in replacement of street light fixtures with LED upgrades

Additional information on the City of Wauwatosa's capital assets can be found on pages 58-59.

Debt Administration

At the end of the current fiscal year, the City of Wauwatosa had total bonded debt outstanding of \$84,354,990. Of this amount \$60,204,990 is backed by the full faith and credit of the City. The City of Wauwatosa issued \$12,400,000 for street and sewer improvements. The City maintains an "Aaa" rating from Moody's for its general obligation debt.

State Statutes limit the amount of general obligation debt a government entity may issue to 5 percent of its total equalized valuation. The current debt limitation for the City of Wauwatosa is \$248,195,935 which significantly exceeds the City's current outstanding general obligation debt.

The remainder of the City of Wauwatosa's debt represents bonds secured solely by specific revenue sources. The Wauwatosa Water Utility has outstanding debt of \$9,725,000 and maintains a Aa2 rating from Moody's. The balance of \$14,425,000 are bonds issued by the Wauwatosa Redevelopment Authority that are payable only out of revenues derived from a lease agreement between the City and the Authority. Debt service fund expenditures of \$3,942,629 were \$223,608 lower than the prior year.

Additional information on the City of Wauwatosa's long-term debt can be found in note G on pages 62-68 of this report.

Economic Factors and Next Year's Budget and Rates

The City of Wauwatosa is an inner ring suburban community located in Milwaukee County. Wauwatosa is strategically located at the center of the Milwaukee metropolitan area with excellent transportation access. It is the home of a number of regionally significant institutions and companies – including the Milwaukee County Grounds, the County Medical Center, Research Park, Harley-Davidson, GE Health Care and Briggs and Stratton – and is second only to downtown Milwaukee as a regional employment center. The City of Wauwatosa features diverse neighborhoods, an excellent variety of housing stock, a thriving Village business district, and a key regional shopping center; the City is noted for its level of municipal services, excellent schools, the civic engagement of its citizens, and its high quality of life.

Other key economic factors include:

- ◆ The City's equalized property valuation has increased from \$3.87 billion in 2002 to \$5.20 billion in 2013.
- ◆ The unemployment rate for the City of Wauwatosa is currently 5.6% as of December 2012. This compares favorably to the state's average of 6.8% and Milwaukee County's average rate of 8.5%.
- ◆ The City maintains a Aaa bond rating from Moody's Investors Service, based in part on the relatively strong economic climate of the City.

The City adopts operating budgets for its governmental funds (General, Special Revenue, Debt Service, Capital Projects) and enterprise funds (Water and Sewer Utilities). The 2013 fiscal year operating budget for the General Fund includes \$50,494,465 in projected revenues and expenditures. The budget includes \$500,000 of fund balance as a revenue source; however, no use of equity is anticipated through active management of vacancies.

Funding for the operating budget of the City is provided from many sources, including property taxes, room taxes, grants and aids from the State and County, user fees, permits and licenses, fines, and other miscellaneous revenues. Several revenue sources are more sensitive to economic factors, in particular building permits, room taxes and investment earnings. Building permit and room tax revenue show positive growth due to local economic recovery and modest increases are budgeted. However, due to the worsening interest rate environment and declining cash balances, largely the result of gradual spending down the TIF 2 balance, interest earning revenue is projected to decrease through 2014. Property tax limitations put in place by the State of Wisconsin and flat or declining state and federal revenues will continue to put pressure on the City's operating budget.

Total compensation increases have been moderated in 2013 due to favorable labor contracts with police and fire unions in which salary increases were offset by increased pension contributions as well as the transition to a high-deductible health plan for all employees. This

was made possible by changes in state legislation in 2011 that made design of the healthcare plan a non-negotiable item.

No significant new programs were added to the 2013 operating budget given the current economic climate and revenue pressures. Accompanying the revenue challenges noted above will be the need to examine program expenditures and service levels for modifications.

Rate increases for sanitary, storm and water are planned for 2013 due largely to increases in debt service associated with enhanced capital spending. The increases in capital spending are predominately related to replacing infrastructure at the end of its useful life as well as expanding capacity of the storm and sanitary sewer system to address surface and basement flooding that has been experienced in recent years.

BASIC FINANCIAL STATEMENTS

**CITY OF WAUWATOSA, WISCONSIN
STATEMENT OF NET POSITION
DECEMBER 31, 2012**

	<u>Governmental Activities</u>	<u>Business- type Activities</u>	<u>Total</u>
ASSETS			
Cash and investments	\$ 55,681,618	\$ 6,810,275	\$ 62,491,893
Receivables (net of allowance for uncollectible accounts)	47,743,766	3,701,817	51,445,583
Note and loan receivable	125,551	-	125,551
Internal balances	835,142	(835,142)	-
Inventories	115,979	148,092	264,071
Prepaid items	99,323	6,522	105,845
Unamortized debt discount and expense	431,075	52,821	483,896
Unamortized maintenance costs	-	165,459	165,459
Investment in Cities and Villages Mutual Insurance Company	1,184,453	-	1,184,453
Restricted assets - cash and investments	-	1,981,047	1,981,047
Non-utility property	-	2,684	2,684
Capital assets, not being depreciated	24,488,276	142,558	24,630,834
Capital assets, being depreciated, net of accumulated depreciation	<u>56,146,976</u>	<u>103,022,080</u>	<u>159,169,056</u>
Total assets	<u>186,852,159</u>	<u>115,198,213</u>	<u>302,050,372</u>
LIABILITIES			
Accounts payable and other current liabilities	6,383,812	1,694,574	8,078,386
Accrued interest payable	326,152	110,326	436,478
Deposits	-	5,507	5,507
Unearned revenue	44,045,892	-	44,045,892
Liabilities payable from restricted assets	-	1,086,885	1,086,885
Noncurrent liabilities:			
Due within one year	7,538,787	2,996,174	10,534,961
Due in more than one year	46,243,955	31,246,984	77,490,939
Accrued net other postemployment benefits obligation	<u>17,193,904</u>	<u>-</u>	<u>17,193,904</u>
Total liabilities	<u>121,732,502</u>	<u>37,140,450</u>	<u>158,872,952</u>
NET POSITION			
Invested in capital assets, net of related debt	58,712,117	72,641,361	129,296,985
Restricted for debt service	24,825,826	425,000	25,250,826
Unrestricted (deficit)	<u>(18,418,286)</u>	<u>4,991,402</u>	<u>(11,370,391)</u>
TOTAL NET POSITION	<u>\$ 65,119,657</u>	<u>\$ 78,057,763</u>	<u>\$ 143,177,420</u>

The accompanying notes are an integral part of the financial statements.

CITY OF WAUWATOSA, WISCONSIN
STATEMENT OF ACTIVITIES
For the Year Ended December 31, 2012

FUNCTIONS/PROGRAMS	Program Revenues				Net (Expenses) Revenues and Changes in Net Assets		
	Expenses	Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions	Governmental Activities	Business-type Activities	Totals
Governmental activities:							
General government	\$ 4,944,296	\$ 1,058,006	\$ 60,854	\$ -	\$ (3,825,436)	\$ -	\$ (3,825,436)
Protection of persons and property	31,971,250	3,714,073	1,847,929	43,181	(26,366,067)	-	(26,366,067)
Health and sanitation	4,894,825	196,401	460,673	-	(4,237,751)	-	(4,237,751)
Highway and transportation	7,436,831	183,568	319,396	2,349,189	(4,584,678)	-	(4,584,678)
Education and recreation	4,211,093	567,066	317,006	-	(3,327,021)	-	(3,327,021)
Conservation and development	3,100,189	28,509	1,223,503	-	(1,848,177)	-	(1,848,177)
Unclassified	390,931	-	-	-	(390,931)	-	(390,931)
Interest and fiscal charges	2,140,153	-	-	-	(2,140,153)	-	(2,140,153)
Total governmental activities	<u>59,089,568</u>	<u>5,747,623</u>	<u>4,229,361</u>	<u>2,392,370</u>	<u>(46,720,214)</u>	<u>-</u>	<u>(46,720,214)</u>
Business-type activities:							
Water Utility	6,107,124	6,688,096	-	413,499	-	994,471	994,471
Sanitary Sewer	6,431,091	6,564,362	-	19,428	-	152,699	152,699
Storm Water Management	1,856,232	2,366,304	-	149,000	-	659,072	659,072
Total business-type activities	<u>14,394,447</u>	<u>15,618,762</u>	<u>-</u>	<u>581,927</u>	<u>-</u>	<u>1,806,242</u>	<u>1,806,242</u>
Total	\$ 73,484,015	\$ 21,366,385	\$ 4,229,361	\$ 2,974,297	(46,720,214)	1,806,242	(44,913,972)
General revenues:							
Taxes:							
Property taxes, levied for general purposes					34,395,125	-	34,395,125
Property taxes, levied for debt service					2,160,000	-	2,160,000
Property taxes, levied for TIF					5,725,282	-	5,725,282
Other taxes					1,494,813	-	1,494,813
Intergovernmental revenues not restricted to specific programs					2,631,507	-	2,631,507
Gain on sale of capital assets					74,449	-	74,449
Investment income					1,073,904	41,857	1,115,761
Total general revenues					<u>47,555,080</u>	<u>41,857</u>	<u>47,596,937</u>
Transfers					326,467	(326,467)	-
Change in net position					1,161,333	1,521,632	2,682,965
NET POSITION - BEGINNING OF YEAR					<u>63,958,324</u>	<u>76,536,131</u>	<u>140,494,455</u>
NET POSITION - END OF YEAR					<u>\$ 65,119,657</u>	<u>\$ 78,057,763</u>	<u>\$ 143,177,420</u>

The accompanying notes are an integral part of the financial statements.

CITY OF WAUWATOSA, WISCONSIN
BALANCE SHEET
GOVERNMENTAL FUNDS
DECEMBER 31, 2012

	General Fund	Special Revenue Fund Tax Incremental District Fund	Capital Projects General Obligation Debt Issue Fund	Nonmajor Governmental Funds	Total Governmental Funds
ASSETS					
Cash and investments	\$ 18,617,019	\$ 22,316,635	\$ 6,569,703	\$ 2,049,637	\$ 49,552,994
Taxes receivable	32,935,016	6,678,903	-	5,346,920	44,960,839
Delinquent personal property taxes	33,896	-	-	-	33,896
Special assessments receivable:					
Due in installments	-	-	-	543,416	543,416
Deferred	-	-	-	18,552	18,552
Accounts receivable, net	1,199,605	-	-	-	1,199,605
Accrued investment income receivable	253,611	-	-	-	253,611
Note receivable	125,551	-	-	-	125,551
Other accrued receivables	671,758	-	7,088	16,961	695,807
Due from other funds	1,081,621	-	-	-	1,081,621
Prepayments	39,694	59,629	-	-	99,323
Inventories	797	-	-	-	797
Advance to other funds	260,000	-	-	2,000,000	2,260,000
TOTAL ASSETS	\$ 55,218,568	\$ 29,055,167	\$ 6,576,791	\$ 9,975,486	\$ 100,826,012
LIABILITIES AND FUND BALANCES					
LIABILITIES					
Accounts payable	\$ 2,229,273	\$ 6,048	\$ 2,280,481	\$ 68,266	\$ 4,584,068
Accrued payroll	771,002	-	-	-	771,002
Due to other funds	816,061	-	-	219,939	1,036,000
Advance from other funds	-	2,260,000	-	-	2,260,000
Deferred revenue	32,376,765	6,683,903	-	5,672,743	44,733,411
Total liabilities	36,193,101	8,949,951	2,280,481	5,960,948	53,384,481
FUND BALANCES					
Nonspendable	334,387	59,629	-	2,000,000	2,394,016
Restricted	-	20,045,587	4,296,310	543,841	24,885,738
Committed	500,000	-	-	-	500,000
Assigned	2,351,424	-	-	1,470,697	3,822,121
Unassigned	15,839,656	-	-	-	15,839,656
Total fund balances	19,025,467	20,105,216	4,296,310	4,014,538	47,441,531
TOTAL LIABILITIES AND FUND BALANCES	\$ 55,218,568	\$ 29,055,167	\$ 6,576,791	\$ 9,975,486	

Amounts reported for governmental activities in the statement of net position are different because:

Capital assets used in governmental funds are not financial resources and therefore are not reported in the funds.	76,495,959
Internal service funds net position	(5,926,328)
Other long-term assets that are not available to pay for current-period expenditures and therefore are deferred in the funds.	
Special assessments	561,968
Loan receivable	125,551
Certain governmental fund expenditures are capitalized and amortized to expense on the full accrual basis.	431,075
Some liabilities, including long-term debt, are not due and payable in the current period and therefore are not reported in the funds.	(54,010,099)
	\$ 65,119,657

The accompanying notes are an integral part of the financial statements.

CITY OF WAUWATOSA, WISCONSIN
STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES
GOVERNMENTAL FUNDS
For the Year Ended December 31, 2012

	General Fund	Special Revenue Fund Tax Incremental District Fund	Capital Projects		Total Governmental Funds
			General Obligation Debt Issue Fund	Nonmajor Governmental Funds	
REVENUES					
Taxes	\$ 33,663,169	\$ 5,725,282	\$ -	\$ 4,386,769	\$ 43,775,220
Intergovernmental revenues	4,662,550	880,924	-	1,221,003	6,764,477
Licenses and permits	1,371,438	-	-	-	1,371,438
Penalties and forfeitures	1,024,231	-	-	-	1,024,231
Public improvement revenues	9,929	-	-	456,542	466,471
Public charges for services	2,696,966	-	-	799,352	3,496,318
Intergovernmental charges for services	1,475,747	-	-	-	1,475,747
Commercial revenues	1,098,060	47,445	119,486	209,628	1,474,619
Total revenues	<u>46,002,090</u>	<u>6,653,651</u>	<u>119,486</u>	<u>7,073,294</u>	<u>59,848,521</u>
EXPENDITURES					
Current					
General government	4,607,161	-	-	-	4,607,161
Protection of persons and property	29,282,911	-	-	-	29,282,911
Health and sanitation	3,950,891	-	-	-	3,950,891
Highway and transportation	4,809,421	-	-	-	4,809,421
Education and recreation	52,006	-	-	3,637,283	3,689,289
Conservation and development	1,307,821	464,698	-	1,221,003	2,993,522
Unclassified	390,931	-	-	-	390,931
Debt service					
Principal	-	178,610	-	11,339,696	11,518,306
Interest and other fiscal charges	-	-	-	2,086,725	2,086,725
Capital outlay	-	-	9,357,602	-	9,357,602
Total expenditures	<u>44,401,142</u>	<u>643,308</u>	<u>9,357,602</u>	<u>18,284,707</u>	<u>72,686,759</u>
Excess of revenues over (under) expenditures	1,600,948	6,010,343	(9,238,116)	(11,211,413)	(12,838,238)
OTHER FINANCING SOURCES (USES)					
Long-term debt issued	-	-	6,675,000	-	6,675,000
Premium on long term debt	-	-	-	248,000	248,000
Proceeds from sale of capital assets	74,449	-	-	-	74,449
Transfers in	792,975	1,559	3,225,203	11,003,463	15,023,200
Transfers out	(3,103,336)	(9,335,426)	-	(632,751)	(13,071,513)
Net change in fund balances	(634,964)	(3,323,524)	662,087	(592,701)	(3,889,102)
FUND BALANCES - BEGINNING OF YEAR	<u>19,660,431</u>	<u>23,428,740</u>	<u>3,634,223</u>	<u>4,607,239</u>	<u>51,330,633</u>
FUND BALANCES - END OF YEAR	<u>\$ 19,025,467</u>	<u>\$ 20,105,216</u>	<u>\$ 4,296,310</u>	<u>\$ 4,014,538</u>	<u>\$ 47,441,531</u>

The accompanying notes are an integral part of the financial statements.

CITY OF WAUWATOSA, WISCONSIN
 RECONCILIATION OF THE STATEMENT OF REVENUES, EXPENDITURES
 AND CHANGES IN FUND BALANCES OF GOVERNMENTAL FUNDS
 TO THE STATEMENT OF ACTIVITIES
 For the Year Ended December 31, 2012

Net change in fund balances - total governmental funds \$ (3,889,102)

Amounts reported for governmental activities in the statement of activities are different because:

Governmental funds report capital outlays as expenditures. However in the statement of activities, the cost of these assets is allocated over their estimated useful lives and reported as depreciation expense. This is the amount by which capital outlays (\$5,854,961) were more than depreciation (\$3,437,297) in the current period. 2,417,664

Debt proceeds provide current financial resources to governmental funds, but issuing debt increases long-term liabilities in the statement of net position. Repayment of debt principal is an expenditure in the governmental funds, but the repayment reduces long-term liabilities in the statement of net position. This is the amount by which proceeds (\$6,675,000) were less than the repayments (\$11,535,596). 4,860,596

Governmental funds report debt premiums, discounts, and issuance costs as other financing sources (uses) or expenditures. However, in the statement of net assets, these are deferred and reported as other assets or adjustments to long-term debt. They are amortized over the period the debt is outstanding in the statement of activities and are reported as interest expense.

Premium on debt issued	(248,000)
Amortization of debt premium	38,986
Amortization of debt issuance costs	(68,334)

Revenues in the statement of activities that do not provide current financial resources are not reported as revenues in the funds. 1,464

Some expenses in the statement of activities do not require the use of current financial resources and, therefore, are not reported as expenditures in the governmental funds. This amount represents the increase in accrued interest payable (24,080), and the decrease in accrued vacation payable (\$11,670). (12,410)

Some expenses in the governmental funds are recorded as a reduction in long-term liabilities in the statement of net assets. This amount represents payments on landfill closure obligation. 5,390

The net revenue (expense) of internal service funds is reported with governmental activities. (1,944,921)

Change in net assets of governmental activities \$ 1,161,333

The accompanying notes are an integral part of the financial statements.

CITY OF WAUWATOSA, WISCONSIN
STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCES -
BUDGET AND ACTUAL
GENERAL FUND

For the Year Ended December 31, 2012

	Budgeted Amounts		Actual	Variance with Final Budget
	Original	Final		
REVENUES				
Taxes	\$ 33,651,583	\$ 33,640,357	\$ 33,663,169	\$ 22,812
Intergovernmental revenues	4,306,462	4,721,401	4,662,550	(58,851)
Licenses and permits	1,209,475	1,276,522	1,371,438	94,916
Fines, penalties and forfeitures	1,259,000	1,199,000	1,024,231	(174,769)
Public improvement revenues	26,165	26,209	9,929	(16,280)
Public charges for services	2,846,550	2,936,556	2,696,966	(239,590)
Intergovernmental charges for services	1,603,642	1,497,870	1,475,747	(22,123)
Commercial revenues	1,202,000	1,243,829	1,098,060	(145,769)
Total revenues	46,104,877	46,541,744	46,002,090	(539,654)
EXPENDITURES				
General government	4,466,924	4,784,120	4,607,161	176,959
Protection of persons and property	29,278,572	29,760,748	29,282,911	477,837
Health and sanitation	3,980,219	4,088,934	3,950,891	138,043
Highway and transportation	5,370,077	5,280,368	4,809,421	470,947
Education and recreation	42,089	55,219	52,006	3,213
Conservation and development	1,447,992	1,393,015	1,307,821	85,194
Unclassified	1,065,163	403,993	390,931	13,062
Total expenditures	45,651,036	45,766,397	44,401,142	1,365,255
Excess of revenues over (under) expenditures	453,841	775,347	1,600,948	825,601
OTHER FINANCING SOURCES (USES)				
Proceeds from sale of capital assets	-	-	74,449	74,449
Transfers in	719,791	747,391	792,975	45,584
Transfers out	(1,821,138)	(1,821,138)	(3,103,336)	(1,282,198)
Net change in fund balances	\$ (647,506)	\$ (298,400)	(634,964)	\$ (336,564)
FUND BALANCES - BEGINNING OF YEAR			19,660,431	
FUND BALANCES - END OF YEAR			\$ 19,025,467	

The accompanying notes are an integral part of the financial statements.

CITY OF WAUWATOSA, WISCONSIN
STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCES -
BUDGET AND ACTUAL
SPECIAL REVENUE FUND TAX INCREMENTAL DISTRICT FUND
For the Year Ended December 31, 2012

	<u>Budgeted Amounts</u>		<u>Actual</u>	<u>Variance with Final Budget</u>
	<u>Original</u>	<u>Final</u>		
REVENUES				
Taxes	\$ 5,246,500	\$ 5,725,282	\$ 5,725,282	\$ -
Intergovernmental revenues	809,000	561,528	880,924	319,396
Commercial revenues	<u>74,100</u>	<u>34,960</u>	<u>47,445</u>	<u>12,485</u>
Total revenues	<u>6,129,600</u>	<u>6,321,770</u>	<u>6,653,651</u>	<u>331,881</u>
EXPENDITURES				
Conservation and development	488,433	435,653	464,698	(29,045)
Debt service principal	<u>162,000</u>	<u>178,610</u>	<u>178,610</u>	<u>-</u>
Total expenditures	<u>650,433</u>	<u>614,263</u>	<u>643,308</u>	<u>(29,045)</u>
Excess of revenues over expenditures	5,479,167	5,707,507	6,010,343	302,836
OTHER FINANCING SOURCES (USES)				
Transfers in	1,920	4,801,468	1,559	(4,799,909)
Transfers out	<u>(11,643,925)</u>	<u>(24,019,981)</u>	<u>(9,335,426)</u>	<u>14,684,555</u>
Net change in fund balance	<u>\$ (6,162,838)</u>	<u>\$ (13,511,006)</u>	<u>(3,323,524)</u>	<u>\$ 10,187,482</u>
FUND BALANCE - BEGINNING OF YEAR			<u>23,428,740</u>	
FUND BALANCE - END OF YEAR			<u>\$ 20,105,216</u>	

The accompanying notes are an integral part of the financial statements.

CITY OF WAUWATOSA, WISCONSIN
STATEMENT OF NET POSITION
PROPRIETARY FUNDS
DECEMBER 31, 2012

	Business-type Activities Enterprise Funds				Governmental Activities	
	Water	Sanitary Sewer	Storm Water Management	Nonmajor Enterprise Fund	Total Enterprise Funds	Internal Service Funds
ASSETS						
CURRENT ASSETS						
Cash, cash equivalents and temporary investments	\$ 2,961,090	\$ 802,296	\$ 2,294,348	\$ 752,541	\$ 6,810,275	\$ 6,128,624
Receivables, net	1,660,113	1,756,542	285,162	-	3,701,817	38,040
Due from other funds	374,027	358,793	2,101,190	-	2,834,010	-
Inventories	148,092	-	-	-	148,092	115,182
Restricted assets - special redemption fund - bond principal and interest fund	584,656	-	-	-	584,656	-
Prepayments	6,522	-	-	-	6,522	-
Total current assets	<u>5,734,500</u>	<u>2,917,631</u>	<u>4,680,700</u>	<u>752,541</u>	<u>14,085,372</u>	<u>6,281,846</u>
NONCURRENT ASSETS						
Restricted assets:						
Special redemption fund - reserve fund	798,687	-	-	-	798,687	-
Water system improvement funds	597,704	-	-	-	597,704	-
Non-Utility property	2,684	-	-	-	2,684	-
Investment in Cities and Villages Mutual Insurance Company	-	-	-	-	-	1,184,453
Other assets:						
Unamortized debt discount & expense	52,821	-	-	-	52,821	-
Unamortized maintenance costs	165,459	-	-	-	165,459	-
Capital assets:						
Land	81,405	-	-	-	81,405	22,617
Buildings	789,794	-	-	-	789,794	1,252,654
Improvements other than buildings	44,152,128	57,715,940	41,900,933	-	143,769,001	-
Machinery and equipment	1,474,284	1,144,930	-	-	2,619,214	11,868,786
Construction in progress	61,153	-	-	-	61,153	-
Less: Accumulated depreciation	<u>(13,337,900)</u>	<u>(20,858,249)</u>	<u>(9,959,780)</u>	<u>-</u>	<u>(44,155,929)</u>	<u>(9,004,764)</u>
Total capital assets, net	<u>33,220,864</u>	<u>38,002,621</u>	<u>31,941,153</u>	<u>-</u>	<u>103,164,638</u>	<u>4,139,293</u>
Total noncurrent assets	<u>34,838,219</u>	<u>38,002,621</u>	<u>31,941,153</u>	<u>-</u>	<u>104,781,993</u>	<u>5,323,746</u>
Total assets	<u>40,572,719</u>	<u>40,920,252</u>	<u>36,621,853</u>	<u>752,541</u>	<u>118,867,365</u>	<u>11,605,592</u>
LIABILITIES						
CURRENT LIABILITIES						
Accounts payable	232,831	1,050,026	265,363	-	1,548,220	1,028,742
Accrued payroll	57,091	-	-	-	57,091	-
Due to other funds	889,676	1,989,955	-	-	2,879,631	-
Customer deposits	5,507	-	-	-	5,507	-
Current portion of long-term debt	-	1,281,866	1,683,434	-	2,965,300	-
Current portion of refunding bond	21,536	3,550	5,788	-	30,874	-
Accrued interest payable	4,274	37,219	68,833	-	110,326	-
Other accrued liabilities	89,263	-	-	-	89,263	98,795
Liabilities payable from restricted assets:						
Accounts payable - construction account	502,229	-	-	-	502,229	-
Current portion of long-term debt	425,000	-	-	-	425,000	-
Accrued interest payable	159,656	-	-	-	159,656	-
Total current liabilities	<u>2,387,063</u>	<u>4,362,616</u>	<u>2,023,418</u>	<u>-</u>	<u>8,773,097</u>	<u>1,127,537</u>
NONCURRENT LIABILITIES						
Bonds payable	9,400,854	7,504,031	13,914,135	-	30,819,020	-
Refunding bond	298,522	49,215	80,227	-	427,964	-
Accrued net other postemployment benefits obligation	-	-	-	-	-	17,193,904
Total non-current liabilities	<u>9,699,376</u>	<u>7,553,246</u>	<u>13,994,362</u>	<u>-</u>	<u>31,246,984</u>	<u>17,193,904</u>
Total liabilities	<u>12,086,439</u>	<u>11,915,862</u>	<u>16,017,780</u>	<u>-</u>	<u>40,020,081</u>	<u>18,321,441</u>
NET POSITION						
Invested in capital assets, net of related debt	23,495,864	29,906,080	19,239,417	-	72,641,361	4,139,293
Restricted for debt service	425,000	-	-	-	425,000	-
Unrestricted	4,565,416	(901,690)	1,364,656	752,541	5,780,923	(10,855,142)
Total net position	<u>\$ 28,486,280</u>	<u>\$ 29,004,390</u>	<u>\$ 20,604,073</u>	<u>\$ 752,541</u>	<u>78,847,284</u>	<u>\$ (6,715,849)</u>

Some amounts reported for business-type activities in the statement of net position are different because certain internal service fund assets and liabilities are included with business-type activities.

Net position of business-type activities (789,521)
\$ 78,057,763

The accompanying notes are an integral part of the financial statements.

CITY OF WAUWATOSA, WISCONSIN
STATEMENT OF REVENUES, EXPENSES
AND CHANGES IN FUND NET POSITION
PROPRIETARY FUNDS
For the Year Ended December 31, 2012

	Business-type Activities Enterprise Funds				Governmental Activities	
	Water	Sanitary Sewer	Storm Water Management	Nonmajor Enterprise Fund	Total Enterprise Funds	Internal Service Funds
OPERATING REVENUES						
Charges for services and sales	\$ 6,419,664	\$ 6,564,362	\$ 2,366,304	\$ -	\$ 15,350,330	\$ 14,392,348
Other operating revenues	268,432	-	-	-	268,432	1,306,470
Total operating revenues	<u>6,688,096</u>	<u>6,564,362</u>	<u>2,366,304</u>	<u>-</u>	<u>15,618,762</u>	<u>15,698,818</u>
OPERATING EXPENSES						
Operation and maintenance	4,897,761	5,342,864	848,264	-	11,088,889	17,833,319
Depreciation	704,637	800,684	544,712	-	2,050,033	906,779
Taxes	94,765	-	-	-	94,765	-
Total operating expenses	<u>5,697,163</u>	<u>6,143,548</u>	<u>1,392,976</u>	<u>-</u>	<u>13,233,687</u>	<u>18,740,098</u>
Operating income (loss)	<u>990,933</u>	<u>420,814</u>	<u>973,328</u>	<u>-</u>	<u>2,385,075</u>	<u>(3,041,280)</u>
NON-OPERATING REVENUES (EXPENSES)						
Dividend income	-	-	-	-	-	61,287
Investment income	11,982	15,457	13,283	1,135	41,857	7,146
Grants	-	-	149,000	-	149,000	-
Gain on sale or trade of assets	-	-	-	-	-	90,848
Interest on long-term debt	(326,235)	(257,837)	(398,557)	-	(982,629)	-
Total non-operating revenues (expenses)	<u>(314,253)</u>	<u>(242,380)</u>	<u>(236,274)</u>	<u>1,135</u>	<u>(791,772)</u>	<u>159,281</u>
Income (loss) before capital contributions and transfers	676,680	178,434	737,054	1,135	1,593,303	(2,881,999)
CAPITAL CONTRIBUTIONS	1,017,569	70,316	49,788	-	1,137,673	1,679,421
TRANSFERS IN	194,433	-	-	-	194,433	150,000
TRANSFERS OUT	<u>(779,320)</u>	<u>(13,655)</u>	<u>(432,671)</u>	<u>-</u>	<u>(1,225,646)</u>	<u>(1,070,474)</u>
Change in net assets	1,109,362	235,095	354,171	1,135	1,699,763	(2,123,052)
NET POSITION - BEGINNING OF YEAR	<u>27,376,918</u>	<u>28,769,295</u>	<u>20,249,902</u>	<u>751,406</u>		<u>(4,592,797)</u>
NET POSITION - END OF YEAR	<u>\$ 28,486,280</u>	<u>\$ 29,004,390</u>	<u>\$ 20,604,073</u>	<u>\$ 752,541</u>		<u>\$ (6,715,849)</u>

Some amounts reported for business-type activities in the statement of activities are different because the net revenue (expense) of certain internal service funds is reported with business-type activities.

Change in net position of business-type activities

(178,131)
\$ 1,521,632

The accompanying notes are an integral part of the financial statements.

CITY OF WAUWATOSA, WISCONSIN
STATEMENT OF CASH FLOWS
PROPRIETARY FUNDS
For the Year Ended December 31, 2012

	Business-type Activities				Governmental	
	Enterprise Funds				Activities	
	Water	Sanitary Sewer	Storm Water Management	Nonmajor Enterprise Fund	Total Enterprise Funds	Internal Service Funds
CASH FLOWS FROM OPERATING ACTIVITIES						
Receipts from customers and users	\$ 6,791,477	\$ 6,489,307	\$ 2,437,470	\$ -	\$ 15,718,254	\$ 1,405,567
Payments from other funds	-	-	-	-	-	14,347,732
Payments to suppliers	(3,629,673)	(3,227,037)	(853,310)	-	(7,710,020)	(12,363,020)
Payments to employees	(1,239,328)	(375,892)	(203,740)	-	(1,818,960)	(1,906,966)
Net cash provided by operating activities	<u>1,922,476</u>	<u>2,886,378</u>	<u>1,380,420</u>	<u>-</u>	<u>6,189,274</u>	<u>1,483,313</u>
CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES						
Principal paid on noncapital debt	(21,110)	(3,480)	(5,673)	-	(30,263)	-
Interest paid on noncapital debt	(11,152)	(2,153)	(3,510)	-	(16,815)	-
Payments from other funds	-	-	-	-	-	150,000
Payments to other funds	(654,134)	-	(2,417,169)	-	(3,071,303)	(1,070,474)
Net cash provided by (used in) noncapital financing activities	<u>(686,396)</u>	<u>(5,633)</u>	<u>(2,426,352)</u>	<u>-</u>	<u>(3,118,381)</u>	<u>(920,474)</u>
CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES						
Proceeds from long-term debt	-	1,825,000	3,900,000	-	5,725,000	-
Acquisition and construction of capital assets	(3,068,141)	(5,933,414)	(7,591,574)	-	(16,593,129)	(6,500)
Proceeds from the sale of property, plant and equipment	-	-	-	-	-	113,549
Grant funds received	-	-	149,000	-	149,000	-
Payments from other funds	194,433	-	-	-	194,433	-
Principal paid on capital debt	(2,825,000)	(983,966)	(1,274,009)	-	(5,082,975)	-
Interest paid on capital debt	(368,891)	(239,847)	(358,562)	-	(967,300)	-
Net cash provided by (used in) capital and related financing activities	<u>(6,067,599)</u>	<u>(5,332,227)</u>	<u>(5,175,145)</u>	<u>-</u>	<u>(16,574,971)</u>	<u>107,049</u>
CASH FLOWS FROM INVESTING ACTIVITIES						
Interest and dividends received	11,982	15,457	13,283	1,135	41,857	68,433
Net cash provided by investing activities	<u>11,982</u>	<u>15,457</u>	<u>13,283</u>	<u>1,135</u>	<u>41,857</u>	<u>68,433</u>
Net increase (decrease) in cash and cash equivalents	(4,819,537)	(2,436,025)	(6,207,794)	1,135	(13,462,221)	738,321
CASH AND CASH EQUIVALENTS - BEGINNING OF YEAR	<u>9,761,674</u>	<u>3,238,321</u>	<u>8,502,142</u>	<u>751,406</u>	<u>22,253,543</u>	<u>5,390,303</u>
CASH AND CASH EQUIVALENTS - END OF YEAR	<u>\$ 4,942,137</u>	<u>\$ 802,296</u>	<u>\$ 2,294,348</u>	<u>\$ 752,541</u>	<u>\$ 8,791,322</u>	<u>\$ 6,128,624</u>

The accompanying notes are an integral part of the financial statements.

CITY OF WAUWATOSA, WISCONSIN
STATEMENT OF CASH FLOWS
PROPRIETARY FUNDS
(Concluded)
For the Year Ended December 31, 2012

	Business-type Activities Enterprise Funds				Governmental Activities	
	Water	Sanitary Sewer	Storm Water Management	Nonmajor Enterprise Fund	Total Enterprise Funds	Internal Service Funds
Reconciliation of operating income (loss) to net cash provided by operating activities:						
Operating income (loss)	\$ 990,933	\$ 420,814	\$ 973,328	\$ -	\$ 2,385,075	\$ (3,041,280)
Adjustments to reconcile operating income (loss) to net cash provided by operating activities:						
Depreciation expense	704,637	800,684	544,712	-	2,050,033	906,779
Depreciation charged to other accounts	35,670	-	-	-	35,670	-
Tax equivalent charged to sewer utility	13,655	(13,655)	-	-	-	-
Payment of capitalized maintenance costs	(42,018)	-	-	-	(42,018)	-
Amortization of maintenance costs	83,629	-	-	-	83,629	-
Loss on disposal of capital assets	2,208	-	-	-	2,208	-
(Increase) Decrease:						
Accounts receivable	108,756	(75,055)	71,166	-	104,867	54,481
Due from other funds	(18,643)	(8,163)	(10,378)	-	(37,184)	-
Inventories	12,005	-	-	-	12,005	(206)
Prepaid items	357	-	-	-	357	-
Increase (Decrease):						
Accounts payable	36,557	(221,250)	(198,408)	-	(383,101)	24,300
Accrued payroll	10,825	-	-	-	10,825	-
Customer deposits	(387)	-	-	-	(387)	-
Other accrued liabilities	4,882	-	-	-	4,882	3,539,239
Due to other funds	(20,590)	1,983,003	-	-	1,962,413	-
Total adjustments	931,543	2,465,564	407,092	-	3,804,199	4,524,593
Net cash provided by operating activities	<u>\$ 1,922,476</u>	<u>\$ 2,886,378</u>	<u>\$ 1,380,420</u>	<u>\$ -</u>	<u>\$ 6,189,274</u>	<u>\$ 1,483,313</u>
Noncash investing, capital and financing activities						
Capital additions contributed						
City of Wauwatosa	\$ 604,070	\$ 50,888	\$ 49,788	\$ -	\$ 704,746	\$ 1,679,421
Developers	413,499	19,428	-	-	432,927	-
	<u>\$ 1,017,569</u>	<u>\$ 70,316</u>	<u>\$ 49,788</u>	<u>\$ -</u>	<u>\$ 1,137,673</u>	<u>\$ 1,679,421</u>
Reconciliation of cash and cash equivalents to the statement of net assets - proprietary funds						
Unrestricted cash and cash equivalents	\$ 2,961,090	\$ 802,296	\$ 2,294,348	\$ 752,541	\$ 6,810,275	\$ 6,128,624
Restricted cash and cash equivalents						
Special redemption funds						
Bond reserve fund	798,687	-	-	-	798,687	-
Bond principal and interest fund	584,656	-	-	-	584,656	-
Waterworks system improvement fund	597,704	-	-	-	597,704	-
Cash and cash equivalents end of year	<u>\$ 4,942,137</u>	<u>\$ 802,296</u>	<u>\$ 2,294,348</u>	<u>\$ 752,541</u>	<u>\$ 8,791,322</u>	<u>\$ 6,128,624</u>

The accompanying notes are an integral part of the financial statements.

CITY OF WAUWATOSA, WISCONSIN
STATEMENT OF FIDUCIARY NET POSITION
FIDUCIARY FUNDS
DECEMBER 31, 2012

	Private Purpose Trust Funds	Agency Funds
	Total	Total
ASSETS		
Cash and investments	\$ 102,724	\$ 62,841,941
Interest receivable	103	-
Taxes receivable	-	24,841,595
Total assets	102,827	\$ 87,683,536
LIABILITIES		
Special deposits	-	\$ 46,130
Due to other taxing units	-	87,637,406
Total liabilities	-	\$ 87,683,536
NET POSITION - RESTRICTED	\$ 102,827	

The accompanying notes are an integral part of the financial statements.

CITY OF WAUWATOSA, WISCONSIN
 STATEMENT OF CHANGES IN FIDUCIARY NET POSITION
 FIDUCIARY FUNDS
 For the Year Ended December 31, 2012

	<u>Private Purpose Trust Funds</u>
ADDITIONS	
Contributions	\$ 7,202
Investment income	<u>117</u>
Total additions	7,319
 DEDUCTIONS	 <u>4,863</u>
Changes in net assets	2,456
 NET POSITION - BEGINNING OF YEAR	 <u>100,371</u>
 NET POSITION - END OF YEAR	 <u><u>\$ 102,827</u></u>

The accompanying notes are an integral part of the financial statements.

CITY OF WAUWATOSA, WISCONSIN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting policies of the City of Wauwatosa, Wisconsin (the City) conform to generally accepted accounting principles as applicable to governmental units.

A. Reporting Entity

This report includes all of the funds of the City of Wauwatosa, Wisconsin. The reporting entity for the City consists of a) the primary government, b) organizations for which the primary government is financially, accountable and c) other organizations for which the nature and significance of their relationship with the primary government are such that their exclusion would cause the reporting entity's financial statements to be misleading or incomplete. A legally separate organization should be reported as a component unit if the elected officials of the primary government are financially accountable to the organization. The primary government is financially accountable if it appoints a voting majority of the organization's governing body and 1) it is able to impose its will on that organization or 2) there is a potential for the organization to provide specific financial benefits to or burdens on the primary government. The primary government may be financially accountable if an organization is fiscally dependent on the primary government. A legally separate, tax exempt organization should be reported as a component unit of a reporting entity if all of the following criteria are met: 1) the economic resources received or held by the separate organization are entirely or almost entirely for the direct benefit of the primary government, its component units, or its constituents; 2) the primary government is entitled to, or has the ability to otherwise access, a majority of the economic resources received or held by the separate organization; 3) the economic resources received or held by an individual organization that the specific primary government, or its component units, is entitled to, or has the ability to otherwise access, are significant to that primary government. Blended component units, although legally separate entities, are, in substance, part of the government's operations and are reported with similar funds of the primary government. The Wauwatosa Redevelopment Authority is reported as a blended component unit. The Authority serves the City and is governed by a seven member board appointed by the Mayor and approved by the Common Council. The Authority does not issue separate financial statements.

B. Government-wide and Fund Financial Statements

Government-wide Financial Statements

The statement of net position and statement of activities display information about the reporting government as a whole. They include all funds of the reporting entity except for fiduciary funds. The statements distinguish between governmental and business-type activities. Governmental activities generally are financed through taxes, intergovernmental revenues, and other nonexchange revenues. Business-type activities are financed in whole or in part by fees charged to external parties for goods or services.

CITY OF WAUWATOSA, WISCONSIN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

B. Government-wide and Fund Financial Statements (continued)

Government-wide Financial Statements

The statement of activities demonstrates the degree to which the direct expenses of a given function or segment are offset by program revenues. Direct expenses are those that are clearly identifiable with a specific function or segment. The City does not allocate indirect expenses to functions in the statement of activities. Program revenues include 1) charges to customers or applicants who purchase, use or directly benefit from goods, services, or privileges provided by a given function or segment, and 2) grants and contributions that are restricted to meeting the operational or capital requirements of a particular function or segment. Taxes and other items not included among program revenues are reported as general revenues. Internally dedicated resources are reported as general revenues rather than as program revenues.

Fund Financial Statements

Financial statements of the reporting entity are organized into funds, each of which are considered to be a separate accounting entity. Each fund is accounted for by providing a separate set of self-balancing accounts, which constitute its assets, deferred outflows, liabilities, deferred inflows, net position/fund balance, revenues, and expenditure/expenses.

Separate financial statements are provided for governmental funds, proprietary funds, and fiduciary funds, even though the latter are excluded from the government-wide financial statements. An emphasis is placed on major and nonmajor funds within the governmental and enterprise categories. Major individual governmental funds and major individual enterprise funds are reported as separate columns in the fund financial statements.

A fund is considered major if it is the primary operating fund of the City or meets the following criteria:

- a. Total assets and deferred outflows, liabilities and deferred inflows, revenues, or expenditures/expenses of that individual governmental or enterprise fund are at least 10% of the corresponding total for all funds of that category or type (that is; total governmental funds or total enterprise funds), and
- b. The same element of the individual governmental fund or enterprise fund that met the 10% test is at least 5% of the corresponding total for all governmental and enterprise funds combined.
- c. In addition, any other governmental or enterprise fund that the City believes is particularly important to financial statement users may be reported as a major fund.

CITY OF WAUWATOSA, WISCONSIN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

B. Government-wide and Fund Financial Statements (continued)

The City reports the following major governmental funds:

General Fund - accounts for the City's primary operating activities. It is used to account for all financial resources except those required to be accounted for in another fund.

Special Revenue Fund Tax Incremental District Fund - accounts for the City's five Tax Incremental Districts.

Capital Projects Fund General Obligation Debt Issue Fund - accounts for proceeds from long-term borrowing and other resources to be used for capital improvement projects.

The City reports the following major enterprise funds:

Water Utility - accounts for operations of the water system.

Sanitary Sewer - accounts for operations of the sewer system.

Storm Water Management - accounts for operations of the storm water management system.

The City reports the following nonmajor governmental and enterprise funds:

Nonmajor Governmental Funds

Special Revenue Funds - used to account for the proceeds of specific revenue sources (other than major capital projects) that are legally restricted to expenditures for specified purposes.

Special Assessments

Community Development Block Grant

Public Library

Parks

Debt Service Fund - used to account for the accumulation of resources for, and the payment of, general long-term debt principal, interest, and related costs.

Capital Projects Funds - used to account for resources to be used for capital improvement projects.

Redevelopment Authority Lease Revenue Bond Fund

Information Systems Equipment

CITY OF WAUWATOSA, WISCONSIN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

B. Government-wide and Fund Financial Statements (continued)

Nonmajor Enterprise Funds

Redevelopment Authority Reserve Fund - used to account for funds set aside for the construction of a parking lot and other redevelopment activities in a specific area of the City.

In addition, the City reports the following fund types:

Internal service funds are used to account for the financing of goods or services provided by one department or agency to other departments or agencies of the City, or to other governmental units, on a cost-reimbursement basis. Funds included are *Fleet Maintenance, Public Works Building, Risk Management, Information Systems* and *Municipal Building Complex*.

Private-purpose trust funds are used to report any trust arrangement not properly reported in a pension trust fund under which principal and income benefit individuals, private organizations, or other governments. Funds included are the *Firemen's Special Endowment, Bachman Flag Account* and *Land Conservation Account*.

Agency funds are used to account for assets held by the City in a trustee capacity or as an agent for individuals, private organizations, and/or other governmental units. Funds included are *Special Deposits* and the *Subsequent Year's Tax Roll Collections*.

C. Measurement Focus, Basis of Accounting, and Financial Statement Presentation

Government-wide Financial Statements

The government-wide statement of net position and statement of activities are reported using the economic resources measurement focus and the accrual basis of accounting. Under the accrual basis of accounting, revenues are recognized when earned and expenses are recorded when the liability is incurred or economic asset used. Revenues, expenses, gains, losses, assets, deferred outflows, liabilities, and deferred inflows resulting from exchange and exchange-like transactions are recognized when the exchange takes place. Property taxes are recognized as revenues in the year for which they are levied. Taxes receivable for the following year are recorded as receivables and deferred revenue. Grants and similar items are recognized as revenue as soon as all eligibility requirements imposed by the provider are met. Special assessments are recorded as revenue when earned. Unbilled receivables are recorded as revenues when services are provided.

CITY OF WAUWATOSA, WISCONSIN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

C. Measurement Focus, Basis of Accounting, and Financial Statement Presentation
(continued)

As a general rule, the effect of interfund activity has been eliminated from the government-wide financial statements. Exceptions to this general rule are charges between the City's water, sewer, and storm water utilities and various other functions of the government. Elimination of these charges would distort the direct costs and program revenues reported for the various functions.

Fund Financial Statements

Governmental fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Revenues are recorded when they are both measurable and available. Available means collectible within the current period or soon enough thereafter to be used to pay liabilities of the current period. For this purpose, the City considers revenues to be available if they are collected within 60 days of the end of the current fiscal period. Expenditures are recorded when the related fund liability is incurred, except for unmatured interest on long-term debt, claims, judgments, compensated absences, other post employment benefits and pension expenditures, which are recorded as a fund liability when expected to be paid with expendable available financial resources.

Property taxes are recorded in the year levied as receivables and deferred revenues. They are recognized as revenues in the succeeding year when services financed by the levy are being provided.

Intergovernmental aids and grants are recognized as revenues in the period the City is entitled to the resources and the amounts are available. Amounts owed to the City which are not available are recorded as receivables and deferred revenues. Amounts received prior to the entitlement period are also recorded as deferred revenues.

Special assessments are recorded as revenues when they become measurable and available as current assets. Annual installments due in future years are reflected as receivables and deferred revenues.

Revenues susceptible to accrual include property taxes, miscellaneous taxes, public charges for services, special assessments and interest. Other general revenues such as fines and forfeitures, inspection fees, recreation fees, and miscellaneous revenues are recognized when received in cash or when measurable and available under the criteria described above.

CITY OF WAUWATOSA, WISCONSIN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

C. Measurement Focus, Basis of Accounting, and Financial Statement Presentation
(continued)

The City reports deferred revenues on its governmental funds balance sheet. Deferred revenues arise from taxes levied in the current year which are for subsequent year's operations. Deferred revenues also arise when potential revenue does not meet both the "measurable" and "available" criteria for recognition in the current period or when resources are received before the City has a legal claim to them, as when grant monies are received prior to the incurrence of qualifying expenditures. In subsequent periods, when both revenue recognition criteria are met, or when the City has a legal claim to the resources, the liability for deferred revenue is removed from the balance sheet and revenue is recognized.

Proprietary and fiduciary fund financial statements are reported using the economic resources measurement focus and the accrual basis of accounting, as described previously in this note.

The proprietary funds distinguish operating revenues and expenses from nonoperating items. Operating revenues and expenses generally result from providing services and producing and delivering goods in connection with a proprietary fund's principal ongoing operations. The principal operating revenues of the proprietary funds are charges to customers for sales and services. Operating expenses for proprietary funds include the cost of sales and services, administrative expenses, and depreciation on capital assets. All revenues and expenses not meeting this definition are reported as nonoperating revenues and expenses. Nonoperating revenues are reported for grants and contributions that are received and intended for general operational purposes. Grants received that are restricted to capital purchases are reported as capital contributions.

All Financial Statements

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets, deferred outflows, liabilities, deferred inflows and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenditures/expenses during the reporting period. Actual results could differ from those estimates.

Accounting Changes

The City of Wauwatosa adopted GASB Statement No. 63 *Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position* as of January 1, 2012. GASB Statement No. 63 impacted financial reporting by standardizing the presentation of deferred outflows of resources and deferred inflows of resources and their effects on a government's net position. The impact of adoption of this statement resulted in identifying the Statement of Net Assets as the Statement of Net Position, and identifying the Statements of Revenues, Expenses and Changes in Net Assets as the Statements of Revenues, Expenses and Changes in Net Position.

CITY OF WAUWATOSA, WISCONSIN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

D. Assets, Liabilities, and Net Position or Equity

1. Deposits and Investments

For purposes of the statement of cash flows, the City considers all highly liquid investments with an initial maturity of three months or less when acquired to be cash equivalents.

Investment of City funds is restricted by state statutes. Available investments are limited to:

1. Time deposits in any credit union, bank, savings bank, trust company or savings and loan association authorized to transact business in the state, which mature in three years or less.
2. Bonds or securities of any county, city, drainage district, technical college district, village, town, or school district of the state. Also, bonds issued by a local exposition district, a local professional baseball park district, a local professional football stadium district, a local cultural arts district, or by the University of Wisconsin Hospitals and Clinics Authority.
3. Bonds or securities issued or guaranteed by the federal government.
4. The local government investment pool.
5. Any security maturing in seven years or less and having the highest or second highest rating category of a nationally recognized rating agency.
6. Securities of an open-end management investment company or investment trust, subject to various conditions and investment options.
7. Repurchase agreements with public depositories, with certain conditions.

Investment of library trust funds is regulated by Chapter 112 of the Wisconsin Statutes, which gives broad authority to use such funds to acquire various kinds of investments including stocks, bonds and debentures.

Investments are stated at fair value, which is the amount at which an investment could be exchanged in a current transaction between willing parties. Fair values are based on quoted market prices. No investments are reported at amortized cost. Adjustments necessary to record investments at fair value are recorded in the operating statement as increases or decreases in investment income. Investment income on commingled investments of municipal accounting funds is allocated to the General Fund and the TIF Fund based on average fund balance. The difference between the bank balance and carrying value is due to outstanding checks and/or deposits in transit.

The Wisconsin Local Government Investment Pool (LGIP) is part of the State Investment Fund (SIF), and is managed by the State of Wisconsin Investment Board. The SIF is not registered with the Securities and Exchange Commission, but operates under the statutory authority of Wisconsin Chapter 25. The SIF reports the fair value of its underlying assets annually. Participants in the LGIP have the right to withdraw their funds in total on one day's notice. At December 31, 2012, the fair value of the City's share of the LGIP's assets was substantially equal to the amount as reported in these statements.

CITY OF WAUWATOSA, WISCONSIN
 NOTES TO FINANCIAL STATEMENTS
 DECEMBER 31, 2012

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

D. Assets, Liabilities, and Net Position or Equity (continued)

2. Receivables

Property taxes are levied in December on the assessed value as of the prior January 1. In addition to property taxes for the City, taxes are collected for and remitted to the state and county governments as well as the local school district and technical college district. Taxes for all state and local governmental units billed in the current year for the succeeding year are reflected as receivables and due to other taxing units in the accompanying agency fund statement of net position.

Property tax calendar - 2012 tax roll:

Lien date and levy date	December 2012
Tax bills mailed	December 2012
Payment in full, or	January 31, 2013
First installment due	January 31, 2013
Second installment due	March 31, 2013
Third installment due	May 31, 2013
Personal property taxes in full	January 31, 2013

Tax deed - 2012 delinquent real estate taxes	October 2015
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Accounts receivable have been shown net of an allowance for doubtful accounts. Delinquent real estate taxes as of July 31 are paid in full by the county, which assumes the collection thereof. No provision for uncollectible accounts receivable has been made in the accompanying enterprise fund financial statements because the utilities have the right by law to place delinquent bills on the tax roll.

During the course of operations, transactions occur between individual funds that may result in amounts owed between funds. Short-term interfund loans are reported as "due to and from other funds." Long-term interfund loans (noncurrent portion) are reported as "advances from and to other funds." Interfund receivables and payables between funds within governmental activities are eliminated in the statement of net position. Any residual balances outstanding between the governmental activities and business-type activities are reported in the government-wide financial statements as "internal balances".

In the governmental fund financial statements, advances to other funds are offset equally by nonspendable fund balance to demonstrate that a portion of fund balance is not available for appropriation.

CITY OF WAUWATOSA, WISCONSIN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

D. Assets, Liabilities, and Net Position or Equity (continued)

3. Inventories and Prepaid Items

Governmental fund inventory items are charged to expenditure accounts when purchased. Year-end inventory was not significant. Proprietary fund inventories are generally used for construction and for operation and maintenance work. They are not for resale. They are valued at cost based on weighted average, and charged to construction or operation and maintenance expense when used.

Certain payments to vendors reflect costs applicable to future accounting periods and are recorded as prepaid items in both government-wide and fund financial statements.

4. Restricted Assets

Mandatory segregations of assets are presented as restricted assets. Such segregations are required by bond agreements and other external parties. Current liabilities payable from these restricted assets are so classified. Restricted net position represent cash and investments restricted for debt service.

5. Capital Assets

Government-wide Statements

In the government-wide financial statements, capital assets are defined by the government as assets with an initial cost of more than \$5,000 for general capital assets and \$10,000 for infrastructure assets, and an estimated useful life in excess of two years. All capital assets are valued at historical cost or estimated historical cost if actual amounts are unavailable. Donated capital assets are recorded at their estimated fair value at the date of donation.

Additions to and replacements of capital assets of business-type activities are recorded at original cost, which includes material, labor, overhead, and an allowance for the cost of funds used during construction when significant. For tax-exempt debt, the amount of interest capitalized equals the interest expense incurred during construction netted against any interest revenue from temporary investment of borrowed funds. No net interest was capitalized during the current year. The cost of renewals and betterments relating to retirement units is added to capital assets. The cost of property replaced, retired or otherwise disposed of, is deducted from capital assets and, generally, together with removal costs less salvage, is charged to accumulated depreciation.

CITY OF WAUWATOSA, WISCONSIN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

D. Assets, Liabilities, and Net Position or Equity (continued)

5. Capital Assets (continued)

Government-wide Statements (continued)

Depreciation of all exhaustible capital assets is recorded as an allocated expense in the statement of activities, with accumulated depreciation reflected in the statement of net position. Depreciation is provided over the assets' estimated useful lives using the straight-line method of depreciation. The range of estimated useful lives by type of asset is as follows:

Buildings	20-40 Years
Land improvements other than building	20-30 Years
Machinery and equipment	2-23 Years
Utility system (improvements other than buildings)	18-77 Years
Infrastructure	15-40 Years

Fund Financial Statements

In the fund financial statements, capital assets used in governmental fund operations are accounted for as capital outlay expenditures of the governmental fund upon acquisition. Capital assets used in proprietary fund operations are accounted for the same way as in the government-wide statements.

6. Other Assets

In governmental funds, debt issuance costs are recognized as expenditures in the current period. For the government-wide and the proprietary fund type financial statements, debt issuance costs are deferred and amortized over the term of the debt issue.

7. Compensated Absences

Under terms of employment, employees are granted sick leave and vacations in varying amounts. Only vacation benefits considered to be vested are disclosed in these statements. All vested vacation pay is accrued when incurred in the government-wide and proprietary financial statements. A liability for these amounts is reported in governmental funds only if they have matured, for example, as a result of employee resignations and retirements, or are payable with expendable available resources. Payments for vacation will be made at rates in effect when the benefits are used. Historically, the balance of the compensated absences have been used in the subsequent year through use by active employees. As such, the ending balance has been classified as due within one year.

CITY OF WAUWATOSA, WISCONSIN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

D. Assets, Liabilities, and Net Position or Equity (continued)

7. *Compensated Absences* (continued)

Accumulated vacation liabilities at December 31, 2012 are determined on the basis of current salary rates and include salary related payments. Employees hired after January 1, 2008 that meet certain length of service or age requirements upon retirement, will receive their accumulated sick days paid into a retiree health savings plan at the rate of pay in effect upon retirement. The liability for the accrued sick leave is recorded in the government-wide and proprietary financial statements to the extent that it is probable that the City will compensate the employees for the benefits through cash payments at the time of the employees' retirement rather than be taken as absences. The City has not estimated the probability of cash payments on accumulated sick leave, as the total accumulated sick leave earned by employees hired after January 1, 2008 is immaterial to the financial statements.

8. *Long-Term Obligations/Conduit Debt*

All long-term obligations to be repaid from governmental and business-type resources are reported as liabilities in the government-wide statements. The long-term obligations consist primarily of notes and bonds payable, and accrued compensated absences.

Long-term obligations for governmental funds are not reported as liabilities in the fund financial statements. The face-value of debts are reported as other financing sources and payments of principal, interest and debt issuance costs are reported as expenditures. The accounting in proprietary funds is the same as it is in the government-wide statements.

The City has approved the issuance of industrial revenue bonds (IRB) for the benefit of private business enterprises. IRB's are secured by mortgages or revenue agreements on the associated projects, and do not constitute indebtedness of the City. Accordingly, the bonds are not reported as liabilities in the accompanying financial statements. The total amount of IRB's outstanding at the end of the year is approximately \$17.49 million, made up of one issue.

CITY OF WAUWATOSA, WISCONSIN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

D. Assets, Liabilities, and Net Position or Equity (continued)

9. Claims and Judgments

Claims and judgments are recorded as liabilities if all the conditions of Governmental Accounting Standards Board pronouncements are met. Claims and judgments that would normally be liquidated with expendable available financial resources are recorded during the year as expenditures in the governmental funds. If they are not to be liquidated with expendable available financial resources, no liability is recognized in the governmental fund statements. The related expenditure is recognized when the liability is liquidated. Claims and judgments are recorded in the government-wide statements and proprietary funds as expenses when the related liabilities are incurred. There were no significant claims or judgments at year end.

10. Net Position and Fund Balance Classifications

Government-wide Statements

Net Position is classified in three components:

- a. The net investment in capital assets component of net position consists of capital assets, net of accumulated depreciation, reduced by the outstanding balances of bonds, mortgages, notes, or other borrowings that are attributable to the acquisition, construction, or improvement of those assets.
- b. The restricted component of net position consists of restricted assets reduced by liabilities and deferred inflows of resources related to those assets. Generally, a liability or deferred inflow relates to restricted assets if the asset results from a resource flow that also results in the recognition of a liability or deferred inflows or if the liability will be liquidated with the restricted assets reported.
- c. The *unrestricted* component of net position is the amount of the assets and deferred outflows, net of the liabilities and deferred inflows that are not included in the determination of net investment in capital assets or the restricted components of net position.

When both restricted and unrestricted resources are available for use, it is the City's policy to use restricted resources first, then unrestricted resources as they are needed.

Fund Statements

In the governmental fund financial statements, governmental funds report nonspendable fund balance for amounts that cannot be spent because they are either:

- a. not in spendable form; or
- b. legally or contractually required to be maintained intact.

CITY OF WAUWATOSA, WISCONSIN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

D. Assets, Liabilities, and Net Position or Equity (continued)

10. Equity Classifications (continued)

Fund Statements (continued)

Restricted fund balance is reported when constraints placed on the use of resources are either:

- a. externally imposed by creditors (such as through debt covenants), grantors, contributors, or laws or regulations of other governments; or
- b. imposed by law through constitutional provisions or enabling legislation.

Committed fund balance is reported for amounts that can only be used for specific purposes pursuant to constraints imposed by adopted resolution of the Common Council.

Assigned fund balance is reported for amounts that are constrained by the City management's intent to be used for specific purposes, but is neither restricted nor committed. Assignments are made by the City's Finance Director.

Unassigned fund balance is the residual classification for the General Fund.

For classification of governmental fund balances the City considers an expenditure to be made from the most restrictive classification when one or more classifications are available.

E. Other Policies - Tax Incremental Districts

1. In 1994, the City adopted Resolution #94-319 creating "City of Wauwatosa Tax Incremental District No. 2" to encourage development of the city tax base, efficient use of land, buildings and public improvements and private investment. The Tax Incremental District has been created in compliance with Wisconsin Statutes. Project costs are estimated at \$10 million and have been financed from 1995 and 1997 debt issues. Property taxes to be generated in future years, measured by the increment in value of the property in the District over the base year, are to be used to retire the interest and principal of the debt issue.

In 2004, the City adopted Resolution #04-182 which amended the project plan for the City of Wauwatosa Tax Incremental District No. 2. The additional project costs are estimated at \$27.6 million and include the purchase and leasing of approximately 23.5 acres of land, construction of a four story parking structure, site preparation, and a second mortgage loan to the developer. The project costs have been financed by a \$24.5 million 2004 debt issue and other available funds.

CITY OF WAUWATOSA, WISCONSIN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

E. Other Policies - Tax Incremental Districts (continued)

In 2007, the City adopted Resolution #07-96 which amended the project plan for the City of Wauwatosa Tax Incremental District No. 2. The additional project costs are estimated at \$3.5 million to be financed by the developer. The resolution included the issuance of a municipal revenue obligation to repay the developer from TIF proceeds, through the dissolution date. Should the TIF close before the project costs are repaid, the City is not liable for any additional payments.

2. In 2000, the City adopted Resolution #00-160 creating "City of Wauwatosa Tax Incremental District No. 3" to encourage development of the city tax base, efficient use of land, buildings and public improvements and private investment. The Tax Incremental District has been created in compliance with the Wisconsin Statutes. Project costs are estimated at \$2.6 million and will be financed with future debt issues. Property taxes to be generated in future years, measured by the increment in value of the property in the District over the base year, are to be used to retire the interest and principal of the debt issue.

In 2006, the City adopted Resolution #06-179 which amended the project plan for the City of Wauwatosa Tax Incremental District No. 3. The additional project costs are estimated at \$6 million for the purpose of additional public infrastructure improvements and payments to a developer for environmental remediation.

3. In 2002, the City adopted Resolution #02-111 creating "City of Wauwatosa Tax Incremental District No. 4" to encourage development of the city tax base, efficient use of land, buildings and public improvements and private investment. The Tax Incremental District has been created in compliance with the Wisconsin Statutes. Project costs are estimated at \$500,000 and have been financed with an advance from the City's General Fund. Property taxes to be generated in future years, measured by the increment in value of the property in the District over the base year, are to be used to repay the General Fund.
4. In 2007, the City adopted the Resolution #07-79 creating "City of Wauwatosa Tax Incremental District No. 5" to encourage development of the city tax base, efficient use of land, buildings and public improvements and private investment. The Tax Incremental District has been created in compliance with the Wisconsin Statutes. Project costs are estimated at \$1,950,000. The costs are to be paid by the developer. Property taxes to be generated in future years, measured by the increment in value of the property in the District over the base year, are to reimburse the developer for the costs incurred in accordance with the project plan.

CITY OF WAUWATOSA, WISCONSIN
 NOTES TO FINANCIAL STATEMENTS
 DECEMBER 31, 2012

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

E. Other Policies - Tax Incremental Districts (continued)

5. In 2010, the City adopted the Resolution #10-73 creating "City of Wauwatosa Tax Incremental District No. 6" to encourage development of the city tax base, efficient use of land, buildings and public improvements and private investment. The Tax Incremental District has been created in compliance with the Wisconsin Statutes. Project costs are estimated at \$12,000,000. The costs are to be paid by future debt issues and other available funds. Property taxes to be generated in future years, measured by the increment in value of the property in the District over the base year, are to be used to retire the interest and principal of the debt issue.

NOTE 2 - RECONCILIATION OF GOVERNMENT-WIDE AND FUND FINANCIAL STATEMENTS

Explanation of Certain Differences Between the Governmental Fund Balance Sheet and the Statement of Net Position

Long-term liabilities applicable to the City's governmental activities are not due and payable in the current period, and accordingly, are not reported as fund liabilities. Interest on long-term debt is not accrued in governmental funds, but rather is recognized as an expenditure when due. All liabilities, both current and long-term, are reported in the statement of net position.

Bonds and notes payable	\$ 51,226,548
Bond Premium	441,563
Compensated absences	1,829,983
Accrued interest payable	326,152
Landfill postclosure liability	163,106
MADACC obligation	<u>22,747</u>
Combined Adjustment for Long-Term Liabilities	<u>\$ 54,010,099</u>

NOTE 3 - STEWARDSHIP, COMPLIANCE, AND ACCOUNTABILITY

Budgetary Information

Budgetary information is derived from the annual operating budget and is presented using the same basis of accounting for each fund as described in Note 1. A budget has been adopted for all funds in accordance with Wisconsin Statute Section 65.90.

CITY OF WAUWATOSA, WISCONSIN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE 3 - STEWARDSHIP, COMPLIANCE, AND ACCOUNTABILITY (continued)

Budgetary Information (continued)

The budgeted amounts presented include any amendments made. Management may authorize transfers of budgeted amounts within departments. Certain transfers between departments and changes to the overall budget must be approved by a two-thirds council action. Supplemental appropriations during the year were approximately \$115,361. Appropriations lapse at year end unless specifically carried over. Carryovers to the following year were \$648,921. Expenditures are monitored by management at the department level for all funds.

NOTE 4 - DETAILED NOTES ON ALL FUNDS

A. Deposits and Investments

The City's cash and investments at year end were comprised of the following:

	Carrying Value	Bank Balance
Petty cash	\$ 26,600	\$ -
Deposits		
Demand deposits	13,896,849	14,785,155
Demand deposits, interest bearing	40,585,417	40,585,417
Certificates of deposit	5,260,035	5,260,035
Total deposits	59,742,301	60,630,607
Investments		
U.S. Agency Securities	5,020,288	5,020,288
Municipal Securities	19,945,841	19,945,841
Corporate Securities	2,760,478	2,760,478
Investment pools:		
Local Government Investment Pool (LGIP)	39,922,097	39,922,097
Total investments	67,648,704	67,648,704
Total cash and investments	\$ 127,417,605	\$ 128,279,311
Reconciliation to the Statement of Net Position:		
Unrestricted cash and investments	\$ 62,491,893	
Restricted cash and investments	1,981,047	
Fiduciary Funds:		
Private purpose trust funds	102,724	
Agency funds	62,841,941	
Total cash and investments	\$ 127,417,605	

CITY OF WAUWATOSA, WISCONSIN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE 4 - DETAILED NOTES ON ALL FUNDS (continued)

A. Deposits and Investments (continued)

Deposits in each local and area bank are insured by the FDIC in the amount of \$250,000 for interest bearing accounts and unlimited coverage for noninterest bearing accounts.

Any losses caused by failure of public depositories are also covered by the State Deposit Guarantee Fund. The fund provides coverage of \$400,000 in each financial institution above the applicable insurance coverage provided by the FDIC. However, although the fund had reserves available at December 31, 2012, the future availability of resources to cover the losses cannot be projected because provisions of the 1985 Wisconsin Act 25 provided that the amount in the fund will be used to repay public depositors for losses until the appropriation is exhausted, at which time the fund is abolished. This coverage has not been considered in computing custodial credit risk.

Certificates of deposit held in the LGIP are covered by FDIC insurance, which applies to the proportionate public unit share of accounts.

The Securities Investor Protection Corporation (SIPC), created by the Securities Investor Protection Act of 1970, is an independent government-sponsored corporation (not an agency of the U.S. government). Wells Fargo and M & I Bank's SIPC membership provides account protection up to a maximum of \$500,000 per customer, of which \$250,000 may be in cash. Additionally, Wells Fargo, through HSBC Gibbs, has additional securities coverage of \$149.5 million per customer, subject to a \$600 million aggregate limit.

The City also maintains collateral agreements with certain depository banks to cover uninsured balances.

As of January 1, 2013, FDIC insurance coverage changes to \$250,000 for time and savings accounts and \$250,000 for demand deposit accounts

Custodial Credit Risk

Deposits - Custodial risk is the risk that in the event of a financial institution failure, the City's deposits may not be returned to the City. The City's investment policy does not address custodial credit risk for deposits.

As of December 31, 2012, \$10,673,074 of the City's bank balance of \$60,630,607 was exposed to custodial credit risk as uninsured and uncollateralized.

Investments - For an investment, custodial credit risk is the risk that, in the event of the failure of the counter party, the City will not be able to recover the value of its investment or collateral securities that are in the possession of an outside party. The City investment policy does not address custodial credit risk for investments.

As of December 31, 2012, \$15,852,433 of the City's investment balance of \$67,648,704 was exposed to custodial credit risk as uninsured and uncollateralized.

CITY OF WAUWATOSA, WISCONSIN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE 4 - DETAILED NOTES ON ALL FUNDS (continued)

A. Deposits and Investments (continued)

Credit Risk

Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. The City's investment policy does not address credit risk for investments.

Wisconsin Statutes limit investments in commercial paper and corporate bonds to securities which bear a rating in the top two rating categories issued by recognized statistical rating organizations. As of December 31, 2012 the City is exposed to credit risk with investments in the following:

<u>Investment Type</u>	<u>Fair Value</u>	<u>Moody's Rating</u>
Local Government Investment Pool	39,922,097	Unrated
U.S. Agency Securities	5,020,288	AAA
Municipal Securities	1,028,091	AAA
Municipal Securities	1,288,036	AA
Municipal Securities	636,990	AA-
Municipal Securities	2,093,719	A+
Municipal Securities	605,227	A2
Municipal Securities	2,655,100	Aa1
Municipal Securities	6,987,193	Aa2
Municipal Securities	1,045,778	Aa3
Municipal Securities	801,488	SP-1
Municipal Securities	2,804,219	Unrated
Corporate Securities	2,760,478	Aa3
Total fair value of investments subject to credit risk	<u>\$ 67,648,704</u>	

Interest Rate Risk

Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of an investment. The City's investment policy does not address interest rate risk. As of December 31, 2012 the City's investments were as follows:

<u>Investment Type</u>	<u>Fair Value</u>	<u>Maturity (Months)</u>
U.S. Agency Securities	\$ 5,020,288	64.2
Municipal Securities	19,945,841	24.8
Local Government Investment Pool	39,922,097	2.4
Corporate Securities	2,760,478	1.0

CITY OF WAUWATOSA, WISCONSIN
 NOTES TO FINANCIAL STATEMENTS
 DECEMBER 31, 2012

NOTE 4 - DETAILED NOTES ON ALL FUNDS (continued)

A. Deposits and Investments (continued)

Concentration of Credit Risk

As of December 31, 2012, the City's investment portfolio did not hold investments from individual issuers which comprised over 5% of their investment balances.

B. Receivables

Receivables as of year end for the government's individual major funds and nonmajor and fiduciary funds detailed according to source are displayed on the face of the fund financial statements. As of December 31, 2012, an allowance for uncollectible accounts has been established for ambulance billings of \$200,000.

C. Deferred Revenue

Governmental funds report deferred revenue in connection with receivables for revenues that are not considered to be available to liquidate liabilities of the current period. Property taxes receivable for the subsequent year are not earned and cannot be used to liquidate liabilities of the current period. Governmental funds also defer revenue recognition in connection with resources that have been received, but not yet earned. At the end of the current fiscal year, the various components of deferred revenue and unearned revenue reported in the governmental funds were as follows:

	<u>Unavailable</u>	<u>Unearned</u>	<u>Total</u>
Property taxes receivable	\$ -	\$ 43,740,688	\$ 43,740,688
Retiree health insurance billings	-	134,091	134,091
Unspent grant proceeds	-	79,674	79,674
Other	-	91,439	91,439
Loan receivable	125,551		125,551
Special assessments	561,968	-	561,968
	<u>\$ 687,519</u>	<u>\$ 44,045,892</u>	<u>\$ 44,733,411</u>

CITY OF WAUWATOSA, WISCONSIN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE 4 - DETAILED NOTES ON ALL FUNDS (continued)

D. Restricted Assets

Following is a list of restricted assets at December 31, 2012:

Business-type activities	
Cash and investments	
Special Redemption Funds	
Bond Reserve Fund	\$ 798,687
Bond Principal and Interest Fund	<u>584,656</u>
Total Special Redemption Funds	1,383,343
Waterworks System Improvement Fund	<u>597,704</u>
 Total business-type activities	 <u>\$ 1,981,047</u>

CITY OF WAUWATOSA, WISCONSIN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE 4 - DETAILED NOTES ON ALL FUNDS (continued)

E. Capital Assets

Capital asset activity for the year ended December 31, 2012 was as follows:

	<u>Beginning Balance</u>	<u>Additions</u>	<u>Deletions</u>	<u>Ending Balance</u>
Governmental activities				
Capital assets not being depreciated				
Land	\$ 23,280,978	\$ 158,800	\$ -	\$ 23,439,778
Construction in progress	<u>732,888</u>	<u>315,610</u>	<u>-</u>	<u>1,048,498</u>
Total capital assets not being depreciated	<u>24,013,866</u>	<u>474,410</u>	<u>-</u>	<u>24,488,276</u>
Capital assets being depreciated				
Buildings	22,929,682	30,526	-	22,960,208
Improvements	5,090,195	-	-	5,090,195
Machinery and equipment	16,843,046	2,354,980	934,489	18,263,537
Infrastructure	<u>63,050,711</u>	<u>4,680,966</u>	<u>1,538,861</u>	<u>66,192,816</u>
Total capital assets being depreciated	<u>107,913,634</u>	<u>7,066,472</u>	<u>2,473,350</u>	<u>112,506,756</u>
Less: accumulated depreciation for				
Buildings	9,745,958	489,529	-	10,235,487
Improvements	750,268	280,392	-	1,030,660
Machinery and Equipment	11,319,468	1,282,430	911,788	11,690,110
Infrastructure	<u>32,650,659</u>	<u>2,291,725</u>	<u>1,538,861</u>	<u>33,403,523</u>
Total accumulated depreciation	<u>54,466,353</u>	<u>4,344,076</u>	<u>2,450,649</u>	<u>56,359,780</u>
Capital assets being depreciated, net of depreciation	<u>53,447,281</u>	<u>2,722,396</u>	<u>22,701</u>	<u>56,146,976</u>
Total capital assets, net of depreciation	<u>\$ 77,461,147</u>	<u>\$ 3,196,806</u>	<u>\$ 22,701</u>	<u>\$ 80,635,252</u>

Depreciation expense was charged to functions as follows:

Governmental activities	
General government	\$ 63,641
Protection of persons and property	631,753
Health and sanitation	3,965
Highway and transportation, which includes the depreciation of infrastructure	2,310,849
Education and recreation	427,089
Depreciation expense-allocated with Internal Service Fund	<u>906,779</u>
Total governmental activities depreciation expense	<u>\$ 4,344,076</u>

CITY OF WAUWATOSA, WISCONSIN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE 4 - DETAILED NOTES ON ALL FUNDS (continued)

E. Capital Assets (continued)

	<u>Beginning Balance</u>	<u>Additions</u>	<u>Deletions</u>	<u>Ending Balance</u>
Business-type activities				
Capital assets not being depreciated				
Land	\$ 81,405	\$ -	\$ -	\$ 81,405
Construction in progress	11,595	61,153	11,595	61,153
Total capital assets not being depreciated	<u>93,000</u>	<u>61,153</u>	<u>11,595</u>	<u>142,558</u>
Capital assets being depreciated				
Buildings	789,794	-	-	789,794
Machinery & equipment	2,620,654	-	1,440	2,619,214
Improvements other than buildings	126,921,701	17,842,967	995,667	143,769,001
Total capital assets being depreciated	<u>130,332,149</u>	<u>17,842,967</u>	<u>997,107</u>	<u>147,178,009</u>
Less: accumulated depreciation for				
Buildings	479,095	25,273	-	504,368
Machinery & equipment	1,910,726	93,526	1,440	2,002,812
Improvements other than buildings	40,675,299	1,966,904	993,454	41,648,749
Total accumulated depreciation	<u>43,065,120</u>	<u>2,085,703</u>	<u>994,894</u>	<u>44,155,929</u>
Capital assets being depreciated, net of depreciation	<u>87,267,029</u>	<u>15,757,264</u>	<u>2,213</u>	<u>103,022,080</u>
Total capital assets, net of depreciation	<u>\$ 87,360,029</u>	<u>\$ 15,818,417</u>	<u>\$ 13,808</u>	<u>\$ 103,164,638</u>

Depreciation expense was charged to functions as follows:

Business-type activities	
Water Utility	
Depreciation	\$ 704,637
Depreciation charged to Water Utility operation and maintenance expenses	14,913
Depreciation charged to Sanitary Sewer expenses	<u>20,757</u>
	740,307
Sanitary Sewer	800,684
Storm Water Management	<u>544,712</u>
Total business-type activities depreciation expense	<u>\$ 2,085,703</u>

CITY OF WAUWATOSA, WISCONSIN
 NOTES TO FINANCIAL STATEMENTS
 DECEMBER 31, 2012

NOTE 4 - DETAILED NOTES ON ALL FUNDS (continued)

F. Interfund Receivables/Payables and Transfers

The following is a schedule of interfund receivables and payables including any overdrafts on pooled cash and investment accounts:

<u>Receivable Fund</u>	<u>Payable Fund</u>	<u>Amount</u>
Governmental Funds		
General Fund	Water Utility	\$ 861,682
General Fund	Nonmajor governmental funds	219,939
		<u>1,081,621</u>
Proprietary Funds		
Sanitary Sewer	Water Utility	27,994
Sanitary Sewer	General Fund	330,799
Storm Water Management	General Fund	116,692
Storm Water Management	Sanitary Sewer	1,984,498
Water Utility	General Fund	368,570
Water Utility	Sanitary Sewer	5,457
		<u>2,834,010</u>
Total interfund receivables		<u>\$ 3,915,631</u>

The principal purpose of these interfund balances result from the time lag between the dates that (1) interfund goods and services are provided or reimbursable expenditures occur, (2) transactions are recorded in the accounting system and (3) payments between funds are made.

The General Fund advanced \$575,000 to the Special Revenue Fund - Tax Incremental District in 2002. This advance earns interest at rates ranging from 4.3% to 6.45% and is due in annual installments from 2012 through 2016. The outstanding balance as of December 31, 2012 was \$260,000.

The Debt Service fund advanced \$2,000,000 to the Special Revenue Fund - Tax Incremental District in 2012. This advance earns interest at 2.0%. The advance was issued to provide interim financing until the District obtains external long term financing. The outstanding balance as of December 31, 2012 was \$2,000,000.

CITY OF WAUWATOSA, WISCONSIN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE 4 - DETAILED NOTES ON ALL FUNDS (continued)

F. Interfund Receivables/Payables and Transfers (continued)

The following is a schedule of interfund transfers:

<u>Transferred To</u>	<u>Transferred From</u>	<u>Amount</u>
General Fund	Water Utility	\$ 779,320
	Sanitary Sewer	13,655
		<u>792,975</u>
Special Revenue Fund - Tax Incremental District	Capital Projects - Redevelopment Authority Lease Revenue Bond	<u>1,559</u>
Debt Service Fund	General Fund	1,282,198
	Special Revenue Funds - Parks	174,650
	Special Revenue Funds	
	Tax Incremental District	8,102
	Internal Service Funds	75,490
		<u>1,540,440</u>
Capital Projects Fund - General Obligation Debt Issue Fund	General Fund	800,000
	Special Revenue Funds	
	Tax Incremental District	817,532
	Special Assessments	456,542
	Storm Water Management	238,238
	Internal Service Funds	912,891
		<u>3,225,203</u>
Capital Projects Fund - Redevelopment Authority Lease Revenue Bond	Special Revenue Fund - Tax Incremental District	<u>8,509,792</u>
Capital Projects Fund - Information Systems Equipment	Internal Service Fund	<u>82,093</u>
Special Revenue Fund - Parks	General Fund	<u>871,138</u>
Internal Service Funds	General Fund	<u>150,000</u>
Water Utility	Storm Water Management	<u>194,433</u>
		<u>\$ 15,367,633</u>

Generally, transfers are used to (1) move revenue from the funds that collect them to the fund that the budget requires to expend them, (2) move receipts restricted to debt service from the funds collecting the receipts to the Debt Service Fund and (3) use unrestricted revenue collected in the General Fund to finance various program accounted for in other funds in accordance with budgetary authorizations.

CITY OF WAUWATOSA, WISCONSIN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE 4 - DETAILED NOTES ON ALL FUNDS (continued)

G. Long-Term Obligations

Long-term obligations activity for the year ended December 31, 2012 was as follows:

	Beginning Balance	Increases	Decreases	Ending Balance	Due Within One Year
Governmental activities					
Bonds and notes payable					
General obligation debt					
Promissory notes and bonds	\$ 31,444,450	\$ 6,675,000	\$ 2,756,764	\$ 35,362,686	\$ 3,033,817
State Trust Fund loans	107,932	-	107,932	-	-
Bond Premium	232,549	248,000	38,986	441,563	-
Total general obligation debt	31,784,931	6,923,000	2,903,682	35,804,249	3,033,817
Redevelopment lease revenue bond	22,900,000	-	8,475,000	14,425,000	2,375,000
Municipal revenue obligation	1,617,472	-	178,610	1,438,862	178,610
Total bonds and notes payable	<u>56,302,403</u>	<u>6,923,000</u>	<u>11,557,292</u>	<u>51,668,111</u>	<u>5,587,427</u>
Other Liabilities					
Accrued unused vacation	1,929,088	2,072,692	2,073,002	1,928,778	1,928,778
Landfill postclosure liability	168,496	-	5,390	163,106	5,292
MADACC obligation	40,037	-	17,290	22,747	17,290
Total other liabilities	<u>2,137,621</u>	<u>2,072,692</u>	<u>2,095,682</u>	<u>2,114,631</u>	<u>1,951,360</u>
Total governmental activities long-term liabilities	<u>\$ 58,440,024</u>	<u>\$ 8,995,692</u>	<u>\$ 13,652,974</u>	<u>\$ 53,782,742</u>	<u>\$ 7,538,787</u>
Business-type activities					
Bonds and notes payable					
General obligation debt	\$ 21,405,542	\$ 5,725,000	\$ 2,288,238	\$ 24,842,304	\$ 2,996,174
Revenue bonds	12,550,000	-	2,825,000	9,725,000	425,000
Unamortized bond premium	113,676	-	12,822	100,854	-
Total business-type activities long-term liabilities	<u>\$ 34,069,218</u>	<u>\$ 5,725,000</u>	<u>\$ 5,126,060</u>	<u>\$ 34,668,158</u>	<u>\$ 3,421,174</u>

CITY OF WAUWATOSA, WISCONSIN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE 4 - DETAILED NOTES ON ALL FUNDS (continued)

G. Long-Term Obligations (continued)

Governmental Activities Debt

General Obligation Debt

General obligation debt of the governmental activities is shown below.

	Date of Issue	Final Maturity	Interest Rates	Original Amount	Balance 12/31/12
Promissory notes	03/15/04	12/01/13	2.0 - 3.13%	\$ 902,980	\$ 141,982
	03/15/05	12/01/14	3.375 - 4.0	1,003,200	357,200
	04/01/06	12/01/15	3.625 - 4.0	1,803,000	856,530
	04/15/07	12/01/16	4.0	1,142,382	718,062
	05/01/08	12/01/17	3.0 - 3.5	1,906,000	1,444,750
	07/01/09	12/01/18	2.125-5.25	3,500,000	2,707,520
	11/29/11	11/01/21	2.0-2.5	1,772,190	1,715,480
	12/20/11	06/01/16	2.0	4,600,000	4,600,000
	08/21/12	06/01/22	.35-2.25	6,675,000	<u>6,675,000</u>
				<u>19,216,524</u>	
Refunding bonds	08/03/10	03/01/24	1.75-5.0	7,933,387	7,046,162
	10/25/10	10/01/30	.85 - 5.0	10,200,000	<u>9,100,000</u>
				<u>16,146,162</u>	
Total general obligation debt					<u>\$ 35,362,686</u>

Redevelopment Lease Revenue Bond

The Wauwatosa Redevelopment Authority has the following debt outstanding:

Type	Date of Loan	Due Date	Interest Rate	Original Amount	Balance 12/31/12
Redevelopment Lease Revenue Bond	08/15/04	12/01/17	5.40%	\$ 24,500,000	<u>\$ 14,425,000</u>

CITY OF WAUWATOSA, WISCONSIN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE 4 - DETAILED NOTES ON ALL FUNDS (continued)

G. Long-Term Obligations (continued)

Governmental Activities Debt (continued)

The redevelopment lease revenue bonds are not a general obligation of the Authority or the City and do not constitute indebtedness of the City or the Authority within any constitutional or statutory limitation or provision. The bonds are limited obligations of the Authority payable solely from the revenues and income derived by the Authority pursuant to the terms of the respective lease agreements dated in 1997 and 2004 between the Authority and the City. The 2007 bonds are payable from the revenues and income derived from the Authority on a parity with the 2004 bonds and from the amounts available in the reserve account for the 2007 bonds. The 2004 bonds are payable from the revenues and income derived from the Authority on a parity basis with the 1997 bonds and from the amounts available in the reserve account for the 1997 bonds.

The lease agreements generally provide for payments by the City to the Authority in amounts sufficient to pay the principal and interest on the bonds as they come due. It is the City's intent to annually budget the rental payments under the Lease Agreements, and finance such payments with tax increments generated by Tax Incremental District No. 2, subject to annual appropriation by the Common Council. In addition, Milwaukee County has agreed to guarantee payment if tax increments generated by Tax Incremental District No. 2 are insufficient to pay principal and interest due on the 2004 and 2007 bonds.

The Wauwatosa Redevelopment Authority is part of the primary government for financial reporting purposes. Consequently, the Authority's debt and assets are reported as part of the City's debt and assets. Accordingly, the City has reported the debt issue in its long-term obligations. Debt service activity is reported in the City's Debt Service Fund. Lease arrangements between the City and Authority have been eliminated for reporting purposes.

Municipal Revenue Obligation

On August 15, 2007 the City entered into a developer agreement including a municipal revenue obligation payable to the Developer to reimburse actual costs expended by the Developer relating to approved TIF No. 5 project costs as described in the project plan. The Developer completed eligible costs of \$1,800,000 and became eligible for repayment in 2009. The municipal revenue obligation is not a general obligation of the City, and is payable solely from the revenues and income derived by the tax increment of TIF No. 5.

CITY OF WAUWATOSA, WISCONSIN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE 4 - DETAILED NOTES ON ALL FUNDS (continued)

G. Long-Term Obligations (continued)

Business-type Activities Debt

Debt of the business-type activities is shown below.

Type	Date of Loan	Interest Rate	Principal Payable	Interest Payable	Original Amount	Balance 12/31/12
WATER						
Waterworks System						
Revenue Bonds						
Series 2010	10/25/10	3.0 - 4.0%	1/1/11-29	1/1&7/1	\$ 7,750,000	\$ 7,325,000
Series 2011	11/29/11	2.0 - 3.0	1/1/13-22	1/1&7/1	2,400,000	<u>2,400,000</u>
						9,725,000
General Obligation Refunding Bonds	08/03/10	1.75 - 5.0	3/1/11-24	3/1&9/1	360,359	<u>320,058</u>
Total Water Utility						<u>10,045,058</u>
SANITARY SEWER						
Promissory Notes						
Series 2004	03/15/04	2.0 - 3.125	12/1/05-13	6/1&12/1	610,190	112,753
Series 2005	05/01/05	3.375 - 4.0	12/1/06-14	6/1&12/1	1,303,500	450,965
Series 2006	04/01/06	3.625 - 4.0	12/1/07-15	6/1&12/1	1,382,000	656,450
Series 2007	04/15/07	4.0	12/1/08-16	6/1&12/1	1,043,018	655,618
Series 2008	05/01/08	3.0 - 3.5	12/1/09-17	6/1&12/1	1,141,000	865,000
Series 2009	07/01/09	2.125-5.25	12/1/10-18	6/1&12/1	1,000,000	773,560
Series 2011	11/29/11	2.0-2.5	11/1/12-21	5/1&11/1	3,560,487	3,446,551
Series 2012	08/21/12	.35-2.25	6/1/13-22	6/1&12/1	1,825,000	<u>1,825,000</u>
						8,785,897
General Obligation Refunding Bonds	08/03/10	1.75 - 5.0	3/1/11-24	3/1&9/1	59,409	<u>52,765</u>
Total Sanitary Sewer						<u>8,838,662</u>

CITY OF WAUWATOSA, WISCONSIN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE 4 - DETAILED NOTES ON ALL FUNDS (continued)

G. Long-Term Obligations (continued)

Business-type Activities Debt (continued)

Type	Date of Loan	Interest Rate	Principal Payable	Interest Payable	Original Amount	Balance 12/31/12
STORM WATER MAINTENANCE						
Promissory Notes						
Series 2004	03/15/04	2.0 - 3.125	12/1/05-13	6/1&12/1	\$ 921,380	\$ 170,255
Series 2005	05/01/05	3.375 - 4.0	12/1/06-14	6/1&12/1	1,030,260	366,835
Series 2006	04/01/06	3.625 - 4.0	12/1/07-15	6/1&12/1	815,000	387,020
Series 2007	04/15/07	4.0	12/1/08-16	6/1&12/1	1,314,600	826,320
Series 2008	05/01/08	3.0 - 3.5	12/1/09-17	6/1&12/1	3,153,000	2,390,250
Series 2009	07/01/09	2.125-5.25	12/1/10-18	6/1&12/1	800,000	618,920
Series 2011	11/29/11	2.0-2.5	11/1/12-21	5/1&11/1	7,167,323	6,937,969
Series 2012	08/21/12	.35-2.25	6/1/13-22	6/1&12/1	3,900,000	<u>3,900,000</u>
						15,597,569
General Obligation Refunding Bonds	08/03/10	1.75 - 5.0	3/1/11-24	3/1&9/1	96,845	<u>86,015</u>
Total Storm Water Maintenance						<u>15,683,584</u>
Total business-type activities debt						<u>\$ 34,567,304</u>

The Water Utility has \$9,725,000 in Waterworks System Revenue Bonds outstanding at December 31, 2012. The bonds are not general obligations of the City of Wauwatosa and are payable from income and revenues derived from the operations of the system in accordance with the resolution adopted in conjunction with the issuance of the debt. The resolution creates a statutory mortgage lien upon the system and its revenues in accordance with Section 66 of Wisconsin Statutes. The Utility has established certain funds, as described in the resolution, to account for the allocation of the Utility's gross revenue and has deposited funds in compliance with the bond covenants. The Water system and the earnings of the system remain subject to the lien until payment in full of the principal and interest on the bonds.

There are a number of limitations and restrictions contained in the bond indentures. The City believes it is in compliance with all significant limitations and restrictions.

CITY OF WAUWATOSA, WISCONSIN
 NOTES TO FINANCIAL STATEMENTS
 DECEMBER 31, 2012

NOTE 4 - DETAILED NOTES ON ALL FUNDS (continued)

G. Long-Term Obligations (continued)

***Annual Maturities of General Obligation Debt, Redevelopment Lease Revenue Bonds,
 and Water System Revenue Bonds***

Debt service requirements to maturity (exclusive of the municipal revenue obligation) are as follows:

	Governmental Long-Term Debt		Business-type Long-Term Debt	
	Principal	Interest	Principal	Interest
2013	\$ 5,408,817	\$ 1,941,162	\$ 3,421,174	\$ 1,023,711
2014	5,195,721	1,713,758	3,269,280	890,138
2015	5,367,131	1,501,783	3,312,868	787,228
2016	10,837,410	1,219,972	3,162,590	687,564
2017	5,929,257	883,539	3,095,743	592,953
2018-22	10,994,121	2,313,797	13,385,878	1,791,169
2023-27	4,180,229	897,427	3,394,771	614,955
2028-30	1,875,000	186,625	1,525,000	61,500
Totals	\$ 49,787,686	\$ 10,658,063	\$ 34,567,304	\$ 6,449,218

All general obligation notes and bonds payable are backed by the full faith and credit of the City. Notes and bonds in the governmental funds will be retired by future property tax levies or tax increments accumulated by the debt service fund. Business-type activities debt is payable by revenues from user fees of those funds or, if the revenues are not sufficient, by future tax levies.

Margin of Indebtedness

In accordance with Wisconsin Statutes, total general obligation indebtedness of the City may not exceed 5% of the equalized value of taxable property within the City's jurisdiction. The debt limit as of December 31, 2012, was \$248,195,935. Total general obligation debt outstanding at year end was \$60,204,990.

CITY OF WAUWATOSA, WISCONSIN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE 4 - DETAILED NOTES ON ALL FUNDS (continued)

G. Long-Term Obligations (continued)

Landfill Postclosure Liability

State and federal laws and regulations require the City to place a final cover on its landfill site and to perform certain maintenance and monitoring functions at the site after closure. Future landfill maintenance and monitoring costs are estimated to be a total of \$163,106 over the next 20 years.

MADACC Obligation - Intermunicipal Agreement

The City is a member of the Milwaukee Area Domestic Animal Control Commission along with eighteen other communities within Milwaukee County. The commission was created by an agreement signed in 1997 pursuant to the provisions of Section 66.30 of the Wisconsin Statutes. The commission was established to provide a jointly operated animal control services facility. The commission is governed by a nineteen member Board consisting of one representative from each municipality, each having one vote. Formulas for the sharing of operating and debt costs, and for the distribution of assets upon termination of participation, are provided within the agreement. In 1997, the commission borrowed \$2.5 million at 5.75%, due annually from 1998 through 2013, for the purchase of land and the construction of a facility. The City's share of that borrowing is included in the long-term obligations.

CITY OF WAUWATOSA, WISCONSIN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE 4 - DETAILED NOTES ON ALL FUNDS (continued)

H. Net Position / Fund Balances

Net position reported on the government wide statement of net position at December 31, 2012 includes the following:

Governmental Activities

Invested in capital assets, net of related debt	
Nondepreciated	\$ 24,488,276
Depreciated	56,146,976
Less: related debt excluding unspent bond proceeds	<u>(21,923,135)</u>
Total invested in capital assets, net of related debt	58,712,117
Restricted for debt service	24,825,826
Unrestricted	<u>(18,418,286)</u>
Total governmental activities net assets	<u>\$ 65,119,657</u>

Business-type Activities

Invested in capital assets, net of related debt	
Land	\$ 81,405
Construction in progress	61,153
Other capital assets, net of accumulated depreciation	103,022,080
Less: related long-term debt outstanding (net of unspent proceeds of debt)	<u>(30,523,277)</u>
Total invested in capital assets, net of related debt	72,641,361
Restricted net assets	
Restricted for debt service principal and interest	425,000
Unrestricted	<u>4,991,402</u>
Total business-type activities net assets	<u>\$ 78,057,763</u>

CITY OF WAUWATOSA, WISCONSIN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE 4 - DETAILED NOTES ON ALL FUNDS (continued)

H. Net Position / Fund Balances (continued)

Governmental Fund Balances

Governmental fund balances reported on the fund financial statements at December 31, 2012 include the following:

Nonspendable

Major Funds

General Fund -

Prepayments and inventories \$ 40,491

Non-current receivables 293,896

334,387

Special Revenue Fund - Tax Incremental District

Prepayments and inventories 59,629

Non-Major Funds

Debt Service Fund

Non-current receivables 2,000,000

Total non-spendable fund balance 2,394,016

Restricted

Major Funds

Special Revenue Fund - Tax Incremental District - debt service 20,045,587

Capital Projects Fund - General Obligation Debt Issue Fund 4,296,310

Non-Major Funds

Debt Service Fund 543,841

Total restricted fund balance 24,885,738

Committed

Major Funds - General Fund - budget appropriations 500,000

Assigned

Major Funds

General Fund

Subsequent year's expenditures 648,921

Capital improvements 1,202,572

Parks 499,931

2,351,424

Non-Major Funds

Special Revenue Fund - Parks Fund 563,331

Special Revenue Fund - Library Fund 697,967

Capital Projects Fund - Informations Systems Equipment 209,399

Total assigned fund balance 3,822,121

Unassigned

Major Funds - General Fund 15,839,656

Total governmental fund balance \$ 47,441,531

CITY OF WAUWATOSA, WISCONSIN
 NOTES TO FINANCIAL STATEMENTS
 DECEMBER 31, 2012

NOTE 4 - DETAILED NOTES ON ALL FUNDS (continued)

H. Net Position / Fund Balances (continued)

The City also maintains an amortization fund balance governed by Section 3.04 of the Wauwatosa Municipal Code, which provides that the balance may be used to pay principal and interest on the outstanding debt upon the direction of the City's Common Council. The ordinance further provides that the Board of Public Debt Commissioners may, with the approval of the Common Council, apply all or any part of the fund for any purpose for which municipal bonds may be legally issued. This balance is a portion of the General Fund unassigned fund balance.

NOTE 5 - OTHER INFORMATION

A. Employees' Retirement System

Eligible City of Wauwatosa employees participate in the Wisconsin Retirement System (System), a cost sharing multiple-employer defined benefit public employee retirement system (PERS). All employees, initially employed by a participating WRS employer prior to July 1, 2011, expected to work at least 600 hours a year and expected to be employed for at least one year from employee's date of hire are eligible to participate in the System. All employees, initially employed by a participating WRS employer on or after July 1, 2011, and expected to work at least 1200 hours a year and expected to be employed for at least one year from the employee's date of hire are eligible to participate in the System.

Covered employees are required to contribute one-half of the actuarially determined contribution rate for general category employees, and executives and elected officials. Required contributions for protective employees are the same rate as general employees. Employers are required to contribute the remainder of the actuarially determined contribution rate. The employer may not pay the employee required contribution unless provided for by an existing collective bargaining agreement. Contribution rates for 2012 are:

	<u>Employee</u>	<u>Employer</u>
General	5.90%	5.90%
Executives & Elected Officials	7.05%	7.05%
Protective with Social Security	5.90%	9.00%
Protective without Social Security	5.90%	11.30%

The payroll for City employees covered by the System for the year ended December 31, 2012 was \$27,969,711; the employer's total payroll was \$27,849,078. The total required contribution for the year ended December 31, 2012 was \$4,747,322. This amount consisted of \$3,527,769 or 12.61% of payroll from the employer and \$1,219,553, or 4.36% of payroll from employees. Total contributions for the years ended December 31, 2011 and 2010 were \$4,639,555 and \$4,462,780, respectively, equal to the required contribution for each year.

CITY OF WAUWATOSA, WISCONSIN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE 5 - OTHER INFORMATION (continued)

A. Employees' Retirement System (continued)

Employees who retire at or after age 65, (62 for elected officials, 54 for protective occupation employees with less than 25 years of service, 53 for protective occupation employees with more than 25 years of service), are entitled to receive a retirement benefit. Employees may retire at age 55, (50 for protective occupation employees), and receive actuarially reduced benefits. The factors influencing the benefit are: (1) final average earnings, (2) years of creditable service, and (3) a formula factor. The final average earnings are the average of the employee's three highest year's earnings. Employees terminating covered employment before becoming eligible for a retirement benefit may withdraw their contributions and, by doing so, forfeit all rights to any subsequent benefit. For employees beginning participation on or after January 1, 1990 and no longer actively employed on or after April 24, 1998, creditable service in each of five years is required for eligibility for a retirement annuity. Participants employed prior to 1990 and on or after April 24, 1998 through June 30, 2011 are immediately vested. For participants employed after July 1, 2011, five years of creditable service is required for eligibility.

The WRS also provides death and disability benefits for employees. Eligibility and the amount of all benefits are determined under Chapter 40 of the Wisconsin Statutes. The WRS issues an annual financial report that may be obtained by writing to the Department of Employee Trust Funds, P.O. Box 7931, Madison, Wisconsin 53707.

The City has no pension related debt as of December 31, 2012.

B. Risk Management

The City is exposed to various risks of loss related to torts, theft of, damage to, or destruction of assets; errors and omissions; natural disasters and worker's compensation. The City is self-insured for medical coverage for certain employees at December 31, 2012. The City purchases general and automobile liability insurance from the Cities and Villages Mutual Insurance Company. The City purchases commercial insurance for all other risks. There have been no significant reductions in insurance coverage for any risk of loss in the past year and settled claims have not exceeded the commercial coverage in any of the past three fiscal years.

Self-Insured General and Auto Liability

In 1987, the City issued \$1,990,827 taxable General Obligation Refunding Bonds to provide financing of the City's participation in the Wisconsin Municipal Insurance Commission (WMIC). The WMIC is an intergovernmental cooperative commission formed to facilitate the formation of the Cities and Villages Mutual Insurance Company (CVMIC). In 1987, the WMIC issued \$28.645 million of revenue bonds to provide for the capitalization of the CVMIC. The CVMIC is a separate and distinct entity independent of the WMIC and is owned by the participating cities and villages of the WMIC. The CVMIC was formed to provide liability insurance to Wisconsin municipalities as of January 1, 1988. The CVMIC has an A.M. Best rating of A-.

CITY OF WAUWATOSA, WISCONSIN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE 5 - OTHER INFORMATION (continued)

B. Risk Management (continued)

Self-Insured General and Auto Liability (continued)

Management of each organization consists of a board of directors or officers comprised of representatives elected by each of three classes of participants based on population. The City does not exercise any control over the activities of the agencies beyond the election of the officers and board.

In prior years, the CVMIC paid dividends to the City based on a schedule designed to enable the City to partially or totally finance the City's debt service requirements on its related general obligation issue. As of December 31, 2007, the City's debt and the WMIC's debt were paid in full. The WMIC has no assets, liabilities or financial activity for the year ended December 31, 2012. CVMIC continues to pay dividends that are used to pay the City's insurance premiums.

Complete financial statements for the year ended December 31, 2012 for the CVMIC can be obtained from the CVMIC administrative office at 9898 W. Bluemound Road, Wauwatosa, WI 53226-4319.

Member equity in the CVMIC includes the following components:

- Member equity ownership attributable to the WMIC bonds (\$25 million) is based on the amount of the bond the member delivered in proportion to the bonds delivered by all members. The City's percentage participation in WMIC and CVMIC at December 31, 2012 was 4.74% or \$1,184,453.
- Member equity ownership attributable to earnings on premiums and other non-borrowed assets is based on the aggregate premiums paid by the member in proportion to the premiums paid by all members, weighted to reflect length of membership. The CVMIC component of ownership as of December 31, 2011 was not significant to these financial statements.

Upon withdrawal, expulsion or dissolution, a member is entitled to the following:

- A lump sum payment of its ownership percentage of unencumbered reserves attributable to earnings on premiums and other assets.
- A lump sum payment of its bond amount percentage of unencumbered reserves attributable to the WMIC bond proceeds.
- Annual installment payments of its bond amount percentage of the minimum permanent surplus in effect at the time of departure determined by dividing the amount of its ownership by the number of years the WMIC bonds will be outstanding, plus reasonable interest.

CITY OF WAUWATOSA, WISCONSIN
 NOTES TO FINANCIAL STATEMENTS
 DECEMBER 31, 2012

NOTE 5 - OTHER INFORMATION (continued)

B. Risk Management (continued)

Self-Insured General and Auto Liability (continued)

The CVMIC provides the City with \$10,000,000 of liability coverage for losses over its self-insured retention level of \$100,000 per occurrence with a \$400,000 aggregate stop loss. The City's annual cost is the sum of its annual premium, claims incurred and applicable to the self-insured retention and other operating expenses. An annual premium is charged to cover expected claims and administrative costs. The claims component of the premium is determined by independent actuaries and allocated among participating municipalities based on payroll and loss history. The City and other participating cities and villages are subject to cover loss experiences, which exceed predictions through retrospective assessments.

At December 31, 2012, the Risk Management General Liability Fund had net position of \$1,463,759, which includes the City's Investment in CVMIC of \$1,184,453.

Changes in the claim liability amounts for the years ended December 31, 2012 and 2011 were as follows:

	<u>2012</u>	<u>2011</u>
Unpaid claims - Beginning of Year	\$ 196,302	\$ 156,850
Current year claims and changes in estimates	160,618	122,638
Claim payments	<u>250,404</u>	<u>83,186</u>
Unpaid claims - End of Year	<u>\$ 106,516</u>	<u>\$ 196,302</u>

CITY OF WAUWATOSA, WISCONSIN
 NOTES TO FINANCIAL STATEMENTS
 DECEMBER 31, 2012

NOTE 5 - OTHER INFORMATION (continued)

B. Risk Management (continued)

Self-Insured Medical Care Coverage Plan

The City maintains a self-insured medical care coverage plan for its employees which is accounted for in an Internal Service Fund. The plan provides coverage up to a maximum of \$75,000 per contract and approximately \$7,900,000 for the aggregate of contracts. The City purchases commercial insurance for claims in excess of coverage provided by the fund. This fund also accounts for the City's other post employment benefits

All funds of the City participate in the plan. The City does not maintain a reserve for the coverage of catastrophic losses. The claims liability of \$630,139 reported in the Internal Service Fund at December 31, 2012, is based on the requirements of the Governmental Accounting Standards Board Statement No. 10, which requires that a liability for claims be reported if information prior to the issuance of the financial statements indicates that it is probable that a liability has been incurred at the date of the financial statements and the amount of loss can be reasonably estimated. Changes in the claims liability amount for the years ended December 31, 2012 and 2011 were as follows:

	<u>Beginning Balance</u>	<u>Current Year Claims and Changes in Estimates</u>	<u>Claim Payments</u>	<u>Ending Balance</u>
2011	\$ 447,290	7,057,955	\$ 6,884,597	\$ 620,648
2012	620,648	6,476,370	6,466,879	630,139

The net position (deficit) of the fund are reported as unrestricted and are comprised of the following components:

Employee insurance	\$ 3,521,017
Other post employment obligation	<u>(17,193,904)</u>
Total	<u>\$ (13,672,887)</u>

CITY OF WAUWATOSA, WISCONSIN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE 5 - OTHER INFORMATION (continued)

C. Other Postemployment Benefits

The City provides other postemployment benefits (OPEB) to its retirees for health insurance.

Plan Description

The City provides a single-employer defined benefit healthcare plan administered by United Health Care. The City provides medical and life insurance benefits for substantially all retirees in accordance with terms set forth in labor contracts.

The plan provides full health insurance coverage until age 65 to City employees hired prior to January 1, 2008 who reach normal retirement age as specified by the labor contracts. The plan provides up to 50% health coverage until age 65 to City employees hired after January 1, 2008 who reach normal retirement age and reach a specified number of years of service. Police and fire retirees hired after January 1, 2008 receive 50% of health coverage upon reaching age 50, and having 15 years of service. General and Department of Public Works employees receive health coverage based on their years of service such that retirees with 15, 20, 25, and 30 years of service receive annual health coverage premium contributions of 15, 30, 40, and 50 percent respectively.

The plan does not issue stand-alone financial statements.

Funding Policy

The contribution of plan members and the employer are established and may be amended by the City Common Council. The required contribution is based on pay-as-you-go financing. For 2012, City and plan members receiving benefits paid approximately \$1,826,732 toward medical claims and administrative expenses for retirees. This represents 6.96% of total covered payroll for the year.

CITY OF WAUWATOSA, WISCONSIN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE 5 - OTHER INFORMATION (continued)

C. Other Postemployment Benefits (continued)

Annual OPEB Costs and Net OPEB Obligation

The City's annual OPEB cost (expense) is calculated based on the annual required contribution of the employer (ARC), an amount actuarially determined in accordance with the parameters of GASB Statement No. 45. The ARC represents a level of funding that, if paid on an ongoing basis, is projected to cover normal costs each year and amortize any unfunded actuarial liabilities (or funding excess) over a period not to exceed thirty years.

The following table shows the components of the City's annual OPEB cost for the year, the amount actually contributed to the plan (pay-as-you-go basis), and the changes in the District's net OPEB obligation:

Annual Required Contribution (ARC)	\$ 5,607,754
Interest on Net OPEB Obligation	444,146
Adjustment to ARC	<u>(697,289)</u>
Annual OPEB Cost	5,354,611
Contribution made	<u>(1,826,732)</u>
Increase in net OPEB Obligation	3,527,879
Net OPEB obligation- beginning of year	<u>13,666,025</u>
 Net OPEB obligation - end of year	 <u>\$ 17,193,904</u>

The City's annual OPEB costs, the percentage of annual OPEB cost contributed to the plan, and the net OPEB obligation for 2012, 2011 and 2010 are as follows:

<u>Year Ended</u>	<u>Annual OPEB Cost</u>	<u>Percentage of Annual OPEB Cost Contributed</u>	<u>Net OPEB Obligation</u>
12/31/2010	\$ 4,869,774	36.41%	\$ 10,415,766
12/31/2011	5,026,477	35.34%	13,666,025
12/31/2012	5,354,611	34.12%	17,193,904

The multi-year trend information is located in the required supplementary information immediately following the notes to the financial statements.

CITY OF WAUWATOSA, WISCONSIN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE 5 - OTHER INFORMATION (continued)

C. Other Postemployment Benefits (continued)

Funded Status and Funding Progress

The most recent actuarial valuation conducted by the City of Wauwatosa was as of December 31, 2012.

The actuarial accrued liability for benefits was \$62,372,743 and the actuarial value of assets was zero, resulting in an unfunded actuarial accrued liability (UAAL) of \$62,372,743. The covered payroll (annual payroll of active employees covered by the plan) was \$26,256,123 and the ratio of the UAAL to the covered payroll was 237.56 percent.

Actuarial Methods and Assumptions

Actuarial valuations of an ongoing plan involve estimates of the value of reported amounts and assumptions about the probability of occurrence of events far into the future. Examples include assumptions about future employment, mortality, and the healthcare cost trend amounts determined regarding the funded status of the plan and the annual required contributions of the Employer, and are subject to continual revision as actual results are compared with past expectations and new estimates are made about the future.

The retiree healthcare valuation was based on the projected unit credit actuarial cost method. Calculations are based on the types of benefits provided under the terms of the substantive plan at the time of each valuation and on the pattern of sharing of costs between the employer and plan members to that point. In addition, the projection of benefits for financial reporting purposes does not explicitly incorporate the potential effects of legal or contractual funding limitations on the pattern of cost sharing between the employer and plan members in the future. Actuarial calculations reflect a long-term perspective. Consistent with that perspective, actuarial methods and assumptions used include techniques that are designed to reduce short-term volatility in actuarial accrued liabilities and the actuarial value of assets.

The OPEB valuation uses a discount rate assumption of 3.25 percent based on the City's projected short-term investment rate of return. The valuation utilizes an assumed inflation rate of 2.5% embedded within the total discount rate above. The healthcare cost trends rate is 8.5 percent initially, and reduced by decrements to the ultimate rate of 4.7 percent after 70 years.

The actuarial accrued liability for the benefits is amortized over an open period of 30 years.

CITY OF WAUWATOSA, WISCONSIN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE 5 - OTHER INFORMATION (continued)

D. Antenna Lease Agreements

The City has lease agreements with cellular phone companies to lease water towers as sites for cellular antennas. The initial term of the leases was five years with the right to extend the leases for four additional five-year terms. All agreements have been extended for five additional years.

Rental income from rental of the water towers reported in other water revenues amounted to \$173,330.

Future minimum rentals related to these leases and expected future extensions are as follows:

2013	\$	177,897
2014		180,753
2015		197,279
2016		213,337
2017		216,596
Thereafter		<u>4,295,822</u>
	\$	<u>5,281,684</u>

All leases have an automatic extension until at least the year 2019, with the longest term reaching through 2043.

E. Commitments and Contingencies

The City self-insures its general liability, medical, dental and worker's compensation insurance up to specified limits. City's management and legal counsel do not anticipate any material losses from known occurrences.

The City participates in a number of State and Federally assisted grant programs. These programs are subject to program compliance audits by grantors or their representatives. The audits of these programs for or including the year ended December 31, 2012 have not been conducted. Accordingly, the City's compliance with applicable grant requirements will be established at some future date. The amount, if any, of expenditures which may be disallowed by the granting agencies cannot be determined at this time, although the City expects such amounts, if any, to be immaterial.

On April 24, 2007 the City entered into a Developer agreement which included a Municipal Revenue Obligation to reimburse eligible project costs incurred by the developer. This obligation is payable solely from a portion of the Tax Incremental District No. 2 increment as defined by the developer agreement. Should the TIF close before the project costs are repaid, the City is not liable for any additional payments. Costs are reported as project costs in the year paid. Total costs that could be reimbursed amount to \$6,447,658. 2009 was the first year in which the City made a payment under this agreement. The amount the City paid in 2012 was \$393,367. Cumulative payments made through 2011 are \$1,428,352.

CITY OF WAUWATOSA, WISCONSIN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE 5 - OTHER INFORMATION (continued)

F. Subsequent Events

Management evaluated subsequent events through June 26, 2013, the date the financial statements were available to be issued. Events or transactions occurring after December 31, 2012, but prior to June 26, 2013 that provide additional evidence about conditions that existed at December 31, 2012, have been recognized in the financial statements for the year ended December 31, 2012. Events or transactions that provided evidence about conditions that did not exist at December 31, 2012 but arose before the financial statements were available to be issued have not been recognized in the financial statements for the year ended December 31, 2012.

NOTE 6 - TAX INCREMENTAL DISTRICTS 2, 3, 4, 5 AND 6

A. Plan Summaries

The City has created five Tax Incremental District funds. Tax Incremental District No. 2 was created on January 1, 1995, and its dissolution date is January 1, 2022. There have been three amendments to Tax Incremental District No. 2, occurring on April 15, 1997, April 20, 2004, and in April, 2007. These amendments did not affect the dissolution date of January 1, 2022. Tax Incremental District No. 3 was created on January 1, 2001, and its dissolution date is January 1, 2028. The Tax Incremental District No. 3 plan was amended on August 1, 2006. The amendment did not affect the dissolution date. Tax Incremental District No. 4 was created on January 1, 2002 and its dissolution date is January 1, 2029. Tax Incremental District No. 5 was created on April 3, 2007 and has a dissolution date of January 1, 2034. Tax Incremental District No. 6 was created on October 4, 2010 and has a dissolution date of October 4, 2037.

In 2012, the City adopted Resolution #12-173 amending the project plan for "Tax incremental District #3." The additional project costs are estimated at \$380,000 for the purpose of site demolition, site preparation and environmental remediation, utility relocation, parking spaces within the footprint of any structure on the site, and other eligible project costs.

In 2012, the City adopted Resolution #12-211 creating "Tax Incremental District #7" to promote redevelopment within the City. The District was created in compliance with Wisconsin State Statutes. Project costs were estimated at \$10,795,694. Financing for the proposed project will be done through bond issuance as reimbursement to the redeveloper for certain identified project costs. The City will use the authority of a Developer-Funded Performance Incentive Tax Incremental District to finance the public improvements. The City anticipates financing the entire cost of the public improvements assuming the redeveloper is able to achieve the development benchmarks contained within an approved term sheet between the City and redeveloper. In addition to the anticipated bond issuance, the City also anticipates providing a forgivable loan to the redeveloper for certain eligible costs pending performance is achieved by the redeveloper. With the proposed financing contained within the Project Plan, the redeveloper will finance the improvement costs upfront and will be reimbursed with a combination of City bond issuance and City forgivable loan. Proposed project costs within the district shall also include public and private costs such as acquisition, site preparation, landscaping, curbs and sidewalks, utility improvements, public infrastructure improvements, developer loan, and other eligible costs associated with redevelopment of the District.

CITY OF WAUWATOSA, WISCONSIN
 NOTES TO FINANCIAL STATEMENTS
 DECEMBER 31, 2012

NOTE 6 - TAX INCREMENTAL DISTRICTS 2, 3, 4, 5 AND 6 (continued)

B. Cash and Investments

The Tax Incremental Districts invest funds in accordance with the provisions of the Wisconsin Statutes Section 66.0603 and 67.11(2). The Tax Incremental Districts maintain common cash and investment accounts with the City of Wauwatosa. Disclosures related to cash and investments can be found in Note 4 of the financial statements.

C. Interfund Advances

The City of Wauwatosa General Fund advanced \$575,000 to the City of Wauwatosa Tax Incremental District No. 4 in 2002. This advance incurs interest at rates ranging from 4.3 to 6.45% and is due in annual installments from 2012 to 2016. The outstanding balance as of December 31, 2012 was \$260,000.

A repayment schedule of the interfund advance is as follows:

Calendar			
Year	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2013	60,000	16,550	76,550
2014	65,000	12,800	77,800
2015	70,000	8,673	78,673
2016	65,000	4,193	69,193
	<u>\$ 260,000</u>	<u>\$ 42,216</u>	<u>\$ 302,216</u>

As of December 31, 2012, \$519,483 is available in the Special Revenue Fund for Tax Incremental District No. 4 debt payments.

The City of Wauwatosa Non-Major Debt Service Fund advanced \$2,000,000 to the City of Wauwatosa Tax Incremental District No. 6 in 2012. This advance incurs interest at a rate of 2.0%. The advance was issued to provide interim financing until the District obtains external long term financing, as such, a repayment schedule has not been established.

The City of Wauwatosa Tax Incremental District No. 2 advanced \$2,057,319 to the City of Wauwatosa Tax Incremental District No. 6 in 2012. This advance incurs interest at a rate of 2.0%. The advance was issued to provide interim financing until the District obtains external long term financing, as such, a repayment schedule has not been established. This advance has been eliminated in the combined reporting of all of the tax incremental districts within the Special Revenue Fund Tax Incremental District Fund within the City's financial statements.

CITY OF WAUWATOSA, WISCONSIN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE 6 - TAX INCREMENTAL DISTRICTS 2, 3, 4, 5 AND 6 (continued)

D. Long-term Debt

Aggregate maturities of all long-term debt relating to Tax Incremental District No. 2 are shown below. As of December 31, 2012, \$18,466,339 is available in the Special Revenue TIF for debt payments.

<u>Calendar Year</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2013	\$ 2,375,000	\$ 802,626	\$ 3,177,626
2014	2,500,000	679,126	3,179,126
2015	2,600,000	549,126	3,149,126
2016	3,600,000	399,626	3,999,626
2017	3,350,000	192,626	3,542,626
	<u>\$ 14,425,000</u>	<u>\$ 2,623,130</u>	<u>\$ 17,048,130</u>

Aggregate maturities of all long-term debt relating to Tax Incremental District No. 6 are as follows:

<u>Calendar Year</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2013	\$ 9,844	\$ 3,353	\$ 13,197
2014	6,153	3,156	9,309
2015	11,075	3,033	14,108
2016	13,536	2,812	16,348
2017	14,766	2,541	17,307
2018-2021	93,521	6,030	99,551
	<u>\$ 148,895</u>	<u>\$ 20,925</u>	<u>\$ 169,820</u>

E. Supplemental Information

The Historical Summary of Project Costs, Project Revenues and Net Cost to be Recovered Through Tax Increments, and the Historical Summary of Sources, Uses, and Status of Funds are provided as supplemental schedules to these financial statements. Those schedules are prepared in accordance with generally accepted accounting principles as applicable to governmental units and as defined by Wisconsin Statutes Sections 66.1105. The summary statements were prepared from data recorded in the following funds of the City of Wauwatosa.

- Tax Incremental Financing Special Revenue Fund
- Redevelopment Authority Lease Revenue Bond Capital Projects Fund
- Debt Service Fund
- Capital Projects Fund

Detailed descriptions of the purpose of these funds can be found in Note 1 of the financial statements. The data was consolidated for the purpose of these schedules. Therefore, the amounts shown in the schedules will not directly correlate with amounts shown in the basic financial statements of the City of Wauwatosa, Wisconsin.

This information is an integral part of the accompanying financial statements.

REQUIRED SUPPLEMENTARY INFORMATION

CITY OF WAUWATOSA, WISCONSIN
SCHEDULE OF FUNDING PROGRESS
OTHER POSTEMPLOYMENT BENEFITS
RETIREE HEALTH AND LIFE INSURANCE
For the Year Ended December 31, 2012

Year Ending	Actuarial Valuation Date	Actuarial Value of Assets	Actuarial Liability (AAL) Unit Credit Actuary Method	Unfunded AAL (UAAL)	Funded Ratio	Covered Payroll	UAAL as a Percentage of Covered Payroll
12/31/2009	10/1/2008	\$ -	\$ 52,485,692	\$ 52,485,692	0.00%	\$ 26,655,772	196.90%
12/31/2010	10/1/2010	-	52,326,127	52,326,127	0.00%	25,443,611	205.66%
12/31/2012	12/31/2012	-	62,372,743	62,372,743	0.00%	26,256,123	237.56%

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APPENDIX B

Resolution

RESOLUTION NO. _____

RESOLUTION SUPPLEMENTING RESOLUTION
NO. R-86-252; AUTHORIZING THE ISSUANCE AND SALE OF
\$4,575,000 WATERWORKS SYSTEM REVENUE BONDS, SERIES 2013
AND PROVIDING FOR THE PAYMENT OF THE BONDS
AND OTHER DETAILS AND COVENANTS WITH RESPECT THERETO

WHEREAS, the City of Wauwatosa, Milwaukee County, Wisconsin (the "Municipality") owns and operates a waterworks system (the "System") which is operated for a public purpose as a public utility by the Municipality;

WHEREAS, under the provisions of Chapter 66 of the Wisconsin Statutes, any municipality may, by action of its governing body, provide for purchasing, acquiring, constructing, extending, adding to, improving, conducting, controlling, operating and managing a public utility from the proceeds of revenue bonds ("System Costs"), and refunding outstanding obligations issued for the above purposes, which bonds are to be payable only from the revenues received from any source by such utility, including all rentals and fees;

WHEREAS, the Municipality has heretofore issued revenue bonds which pledge the income and revenues of, and constitute a lien on, the System, pursuant to Resolution No. R-86-252 adopted by the Common Council of the Municipality (the "Governing Body") on June 3, 1986 (the "Bond Resolution"), to wit: Waterworks System Revenue Bonds, Series 1986, dated June 1, 1986 (the "1986 Bonds"), which are no longer outstanding;

WHEREAS, Section 9 of the Bond Resolution provides that additional revenue bonds may be issued on a parity with the 1986 Bonds or any parity bonds to pay System Costs or to refund revenue bonds issued for System Costs with respect to the lien and claim to the income and revenues of the System provided certain conditions are met;

WHEREAS, pursuant to the Bond Resolution, as amended, the Municipality heretofore has issued and has outstanding the Waterworks System Revenue Bonds listed on the attached Exhibit A which were issued on a parity and equality of rank with each other with respect to the lien and claim to the income and revenues of the System, as permitted by and in compliance with the conditions of Section 9 of the Bond Resolution (the bonds defined on the attached Exhibit A shall be referred to herein as the "Prior Bonds") (the resolutions defined on the attached Exhibit A shall be referred to herein as the "Prior Resolutions");

WHEREAS, the Prior Bonds pledge the income and revenues of and constitute a lien upon the System;

WHEREAS, on October 15, 2013, the Governing Body adopted a resolution directing the City Clerk, in consultation with Hutchinson, Shockey, Erley & Co., Milwaukee, Wisconsin ("HSE"), to take the steps necessary to sell revenue bonds designated "Waterworks System Revenue Bonds, Series 2013" (the "Bonds") to pay the cost of System improvements and acquisitions set forth in the Water Utility's Capital Budget, including replacing, installing and repairing water mains and meters (the "Project");

WHEREAS, for the purpose of paying the cost of the Project (including paying legal, financing and other professional fees in connection therewith and funding the Reserve Account, if necessary), the Governing Body deems it to be necessary, desirable and in the best interest of the Municipality to authorize and sell the Bonds on a parity with the Prior Bonds, which Bonds are to be authorized and issued pursuant to the provisions of Section 66.0621, Wisconsin Statutes and Section 9 of the Bond Resolution;

WHEREAS, the Bonds will mature, in accordance herewith, commencing not later than three years after the date of the issuance thereof in such amounts that the requirement each year to pay both principal and interest thereon (the latter being payable not less than annually from the date of issuance of the revenue bonds) will, it is hereby found by this Governing Body, be reasonable in accordance with prudent municipal utility management practices;

WHEREAS, to the best of its knowledge, information and belief, and in reliance upon the Additional Bonds Certificate to be executed and delivered in substantially the form attached hereto as Exhibit B and incorporated herein by this reference, the Municipality complies with the conditions precedent to the issuance of additional revenue bonds on parity with the Prior Bonds;

WHEREAS, other than the Prior Bonds, no bonds or obligations payable from the revenues of the System are now outstanding;

WHEREAS, HSE, in consultation with the officials of the Municipality, prepared an Official Notice of Sale (a copy of which is attached hereto as Exhibit C and incorporated herein by this reference) setting forth the details of and the bid requirements for the Bonds and indicating that the Bonds would be offered for public sale on November 5, 2013;

WHEREAS, the City Clerk (in consultation with HSE) caused a form of notice of the sale to be published and/or announced and caused the Official Notice of Sale to be distributed to potential bidders offering the Bonds for public sale on November 5, 2013;

WHEREAS, the Municipality has duly received bids for the Bonds as described on the Bid Tabulation attached hereto as Exhibit D and incorporated herein by this reference (the "Bid Tabulation"); and

WHEREAS, it has been determined that the bid proposal (the "Proposal") submitted by the financial institution listed first on the Bid Tabulation fully complies with the bid requirements set forth in the Official Notice of Sale and is deemed to be the most advantageous to the Municipality. HSE has recommended that the Municipality accept the Proposal. A copy of said Proposal submitted by such institution (the "Purchaser") is attached hereto as Exhibit E and incorporated herein by this reference.

NOW, THEREFORE, BE IT RESOLVED by the Governing Body of the Municipality that:

Section 1A. Definitions. The definitions in the Bond Resolution, as amended by the Prior Resolutions, apply to and are incorporated into this Resolution except as expressly amended below or unless the context expressly or by necessary implication requires otherwise. References in the Bond Resolution, as amended by the Prior Resolutions, to "Bonds", "Parity

Bonds" or "Additional Bonds" shall apply to the Bonds being issued pursuant to this Resolution. All references to specific sections in the Bond Resolution, as amended by the Prior Resolutions also apply to the Bonds being issued pursuant to this Resolution unless otherwise amended herein.

Section 1B. Restated, Additional and/or Amended Definitions. In addition to and/or in amendment of the terms defined in the Bond Resolution, as amended by the Prior Resolutions, the following terms shall have the following meanings in this Resolution unless the context expressly or by implication requires otherwise:

"Bonds" means the Waterworks System Revenue Bonds, Series 2013 of the Municipality dated November 19, 2013, authorized to be issued by this Resolution on a parity with the Prior Bonds;

"Bond Resolution" means Resolution No. R-86-252 adopted by the Governing Body of the Municipality on June 3, 1986;

"Bond Year" means the one-year period ending on a principal payment date for the Bonds;

"Code" means the Internal Revenue Code of 1986, as amended;

"DTC" or "Depository" means The Depository Trust Company, New York, New York, or its nominee or its successor which shall act as securities depository for the Bonds;

"Mandatory Redemption Agent" means Associated Trust Company, National Association;

"Original Purchaser" or "Purchaser" means the financial institution listed first on the Bid Tabulation;

"Parity Bonds" means bonds payable from the revenues of the System other than the Prior Bonds and the Bonds but issued on a parity and equality of rank with the Bonds and Prior Bonds pursuant to the restrictive provisions of Section 9 of the Bond Resolution;

"Paying Agent" means the Finance Director of the Municipality;

"Prior Bonds" means the bonds described on Exhibit A, collectively;

"Prior Resolutions" means the resolutions described on Exhibit A, collectively;

"Project" means paying the cost of waterworks system improvements and acquisitions set forth in the Water Utility's Capital Budget, including replacing, installing and repairing water mains and meters;

"Regulations" means the income tax regulations promulgated under the Code;

"Reserve Requirement" means an amount which at no time exceeds an amount equal to the lesser of the combined maximum amount of principal and interest due on the Prior Bonds and the Bonds or any Parity Bonds in any Bond Year or an amount not greater than 125% of combined average annual debt service on the Prior Bonds, the Bonds or any Parity Bonds; and

"Resolution" means this Resolution entitled: "Resolution Supplementing Resolution No. R-86-252; Authorizing the Issuance and Sale of \$4,575,000 Waterworks System Revenue Bonds, Series 2013, and Providing for the Payment of the Bonds and Other Details and Covenants With Respect Thereto" adopted by the Governing Body on November 5, 2013.

Section 2A. Authorization and Award of the Bonds. For the purpose of paying the cost of the Project, there shall be borrowed pursuant to Section 66.0621, Wisconsin Statutes, the principal sum of FOUR MILLION FIVE HUNDRED SEVENTY-FIVE THOUSAND DOLLARS (\$4,575,000) from the Purchaser in accordance with the terms and conditions of the Proposal. The Proposal of the Purchaser offering to purchase the Bonds for the sum set forth on the Proposal, plus accrued interest to the date of delivery, resulting in a true interest cost as set forth on the Proposal is hereby accepted. The Mayor and City Clerk or other appropriate officers of the Municipality are authorized and directed to execute an acceptance of the Proposal on behalf of the Municipality. The good faith deposit of the Purchaser shall be retained by the Finance Director and applied in accordance with the Official Notice of Sale, and any good faith deposits submitted by unsuccessful bidders shall be promptly returned. The Bonds shall bear interest at the rates set forth on the Proposal.

Section 2B. Ratification of the Official Notice of Sale and Offering Materials. The Governing Body of the Municipality hereby ratifies and approves the details of the Bonds set forth in Exhibit C attached hereto as and for the details of the Bonds. The Official Notice of Sale and other offering materials prepared and circulated by HSE are hereby ratified and approved in all respects. All actions taken by officers of the Municipality and HSE in connection with the preparation and distribution of the Official Notice of Sale are hereby ratified and approved in all respects.

Section 3A. Terms of the Bonds. The revenue bonds shall be designated "Waterworks System Revenue Bonds, Series 2013" (the "Bonds"); shall be dated November 19, 2013; shall be in the denomination of \$5,000 or any integral multiple thereof; shall be numbered 1 and upward; shall bear interest at the rates and shall mature on January 1 of each year, in the years and principal amounts as set forth on the Pricing Summary attached hereto as Exhibit F-1 and incorporated herein by this reference. Interest is payable semi-annually on January 1 and July 1 of each year commencing on July 1, 2014. Interest shall be computed upon the basis of a 360-day year of twelve 30-day months and will be rounded pursuant to the rules of the Municipal Securities Rulemaking Board. The schedule of principal and interest payments due on the Bonds is set forth on the Debt Service Schedule attached hereto as Exhibit F-2 and incorporated herein by this reference (the "Schedule").

It is hereby determined and declared that the above schedule of maturities of the Bonds is such that the requirement each year to pay both the principal of and interest on the Bonds is reasonable in accordance with prudent municipal utility management practices.

Section 3B. Redemption Provisions. The Bonds maturing on January 1, 2025 and thereafter shall be subject to redemption prior to maturity, at the option of the Municipality, on January 1, 2024 or on any date thereafter. Said Bonds shall be redeemable as a whole or in part, and if in part, from maturities selected by the Municipality and within each maturity, by lot, at the principal amount thereof, plus accrued interest to the date of redemption. The Proposal specifies that certain of the Bonds are subject to mandatory redemption. The terms of such mandatory redemption are set forth on an attachment hereto as Exhibit MRP and incorporated herein by this reference.

Section 4. Parity with the Prior Bonds. The Bonds shall be "additional bonds" or "parity bonds" within the meaning of Section 9 of the Bond Resolution; are issued on a parity with the Prior Bonds; and are secured by an equal lien and claim to the revenues of the System and the moneys on deposit in the Special Redemption Fund all as set forth in the Bond Resolution, as amended by the Prior Resolutions and this Resolution.

Section 5A. Form, Execution Registration and Payment of the Bonds. The Bonds shall be issued in registered form and shall be executed and delivered in substantially the form attached hereto as Exhibit G and incorporated herein by this reference.

Section 5B. Payment of the Bonds; Fiscal Agent. The principal of and interest on the Bonds shall be paid by the Finance Director (the "Fiscal Agent").

Section 5C. Mandatory Redemption of the Term Bonds; Agent. The Governing Body hereby authorizes the appropriate officers of the Municipality to enter into a mandatory redemption agreement with Associated Trust Company, National Association, Green Bay, Wisconsin to provide the notices required in connection with the mandatory redemption of the Term Bonds (as defined on Exhibit MRP) in a timely and appropriate manner.

Section 5D. Utilization of The Depository Trust Company Book-Entry-Only System. In order to make the Bonds eligible for the services provided by The Depository Trust Company, New York, New York ("DTC"), the Municipality agrees to the applicable provisions set forth in the Blanket Issuer Letter of Representations previously executed on behalf of the Municipality and on file in the City Clerk's office.

Section 5E. Persons Treated as Owners; Transfer of Bonds. The Municipality shall cause books for the registration and for the transfer of the Bonds to be kept by the Fiscal Agent. The person in whose name any Bond shall be registered shall be deemed and regarded as the absolute owner thereof for all purposes and payment of either principal or interest on any Bond shall be made only to the registered owner thereof. All such payments shall be valid and effectual to satisfy and discharge the liability upon such Bond to the extent of the sum or sums so paid.

Any Bond may be transferred by the registered owner thereof by surrender of the Bond at the office of the Fiscal Agent, duly endorsed for the transfer or accompanied by an assignment duly executed by the registered owner or his attorney duly authorized in writing. Upon such transfer, the Mayor and City Clerk shall execute and deliver in the name of the transferee or transferees a new Bond or Bonds of a like aggregate principal amount, series and maturity and

the Fiscal Agent shall record the name of each transferee in the registration book. No registration shall be made to bearer. The Fiscal Agent shall cancel any Bond surrendered for transfer.

The Municipality shall cooperate in any such transfer, and the Mayor and City Clerk are authorized to execute any new Bond or Bonds necessary to effect any such transfer.

Section 6. Security for the Bonds. The Bonds, together with interest thereon, shall not constitute an indebtedness of the Municipality nor a charge against its general credit or taxing power. The Bonds, together with interest thereon, shall be payable only out of the Special Redemption Fund created and established pursuant to the Bond Resolution, as amended by the Prior Resolutions and this Resolution, and shall be a valid claim of any holder thereof only against said Special Redemption Fund and the revenues of the System pledged to such fund on a parity with the Prior Bonds. Sufficient revenues are hereby pledged to said Special Redemption Fund, and shall be used for no other purpose than to pay the principal of, premium, if any, and interest on the Prior Bonds, the Bonds and any Parity Bonds as the same becomes due. It is the express intent and determination of the Governing Body that the amounts transferred from the Revenue Fund and deposited in the Special Redemption Fund shall be sufficient in any event to pay the interest on the Prior Bonds, the Bonds and any Parity Bonds as the same accrues and the principal amount thereof as the same matures, and to provide any amounts required to be paid monthly into the Reserve Account to maintain the Reserve Requirement.

Section 7. Funds and Accounts. In accordance with the Act, for the purpose of the application and proper allocation of the revenues of the System, and to secure the payment of the principal of and interest on the Prior Bonds, the Bonds and any Parity Bonds, certain funds of the System have been created and established pursuant to Section 6 of the Bond Resolution, as amended by the Prior Resolutions and this Resolution, which shall be used solely for the purposes set forth in the Bond Resolution, as amended by the Prior Resolutions and as further amended by this Resolution as follows:

Subparagraph (c) of Section 6 of the Bond Resolution is hereby amended and supplemented to read as follows:

"(c) Waterworks System Special Redemption Fund, which shall be divided into two separate accounts to be known as the "Interest and Principal Account" and the "Reserve Account".

(i) There shall be deposited in the Interest and Principal Account from Bond and any Parity Bond proceeds all accrued interest. In addition, there shall be deposited in said account in the manner specified in Section 7 of the Bond Resolution, an amount sufficient (after giving effect to available amounts in said account from accrued interest, any premium, investment earnings and any other source) to pay the principal of and interest on the Prior Bonds, the Bonds and any Parity Bonds as the same becomes due. The Interest and Principal Account shall be used solely for the purposes of paying principal of and interest on the Prior Bonds, the Bonds and any Parity Bonds in accordance with the provisions of the Bond Resolution, the Prior Resolutions and this Resolution. The minimum amounts to be so deposited in the Interest and Principal

Account for the debt service on the Bonds are set forth on Exhibit F-2 and incorporated herein by this reference.

(ii) There heretofore has been deposited into the Reserve Account \$798,687 from proceeds of prior issues of revenue bonds. Upon issuance of the Bonds, there shall be additionally deposited in the Reserve Account from proceeds of the Bonds an amount necessary to make the amount on deposit in the Reserve Account equal to the Reserve Requirement. The Reserve Account shall be used solely for the purpose of paying principal of or interest on the Prior Bonds, the Bonds or any Parity Bonds at any time when there shall be insufficient money in the Interest and Principal Account.

The Reserve Account shall be funded and replenished in the manner specified in Section 7(c) of the Bond Resolution, except that it shall be funded until the amount accumulated in the Reserve Account equals the Reserve Requirement by an amount equal to the total Reserve Requirement divided by twelve. The Municipality intends that at all times the Reserve Account constitutes a "reasonably required reserve fund" under Section 148 of the Code and any applicable Regulations and therefore, at no time shall the amounts in the Reserve Account exceed the Reserve Requirement. The amounts in the Reserve Fund up to such amount may be invested without regard to yield limitation and any amount over such amount shall be invested in conformity with the Code and any applicable Regulations.

Section 8. Application of Revenues. After the delivery of any of the Bonds or any Parity Bonds, the entire gross earnings of the System shall continue to be deposited as collected in the Revenue Fund and shall be transferred monthly to the funds listed in the Bond Resolution, as amended by the Prior Resolutions and this Resolution, in the order of priority set forth in the Bond Resolution, as amended by the Prior Resolutions and this Resolution.

Section 9. Service to the Municipality. The provisions of the Bond Resolution, as amended and supplemented by the Prior Resolutions are hereby further amended and supplemented to clarify that the reasonable cost and value of services rendered to the Municipality by the System by furnishing water services for public purposes, shall be charged against the Municipality and shall be paid by it in quarterly installments as the service accrues, out of the current revenues of the Municipality collected or in the process of collection, exclusive of the revenues derived from the System, and out of the tax levy of the Municipality made by it to raise money to meet its necessary current expenses. It is hereby found and determined that the reasonable cost and value of such service to the Municipality in each year shall be an amount which, together with the other revenues of the System, will produce in each Bond Year Net Revenues equivalent to not less than one and one-quarter (1.25) times annual principal and interest requirements on the Prior Bonds, the Bonds and any Parity Bonds then outstanding after deduction of all operation and maintenance expenses of the System but before deduction of depreciation charges and local tax equivalents. However such payment out of the tax levy shall be subject to (a) approval of the Public Service Commission, or successors to its function, if necessary, (b) yearly appropriations therefor and (c) applicable levy limitations, if any; but neither this Resolution nor such payment shall be construed as constituting an obligation of the Municipality to make any such appropriation over and above the reasonable cost and value of services rendered to the Municipality and its inhabitants or make any subsequent payment over and above such reasonable cost and value. Such compensation for such service rendered to the

Municipality shall, in the manner hereinabove provided, be paid into the Revenue Fund created by the Bond Resolution.

Section 10. Sale of the Bonds. The Bonds shall be sold to the Purchaser for the sum set forth on the Proposal, plus accrued interest to the date of delivery.

Section 11. Application of Bond Proceeds. The proceeds of the sale of the Bonds (including any premium and accrued interest from their date to the date of delivery) shall be deposited and applied as follows:

(a) to the Interest and Principal Account of the Special Redemption Fund, the amount of any accrued interest received from the sale of the Bonds;

(b) to the Reserve Account of the Special Redemption Fund, any amount needed so that, together with additional Municipality funds on hand deposited therein, the amount in the Reserve Account equals the Reserve Requirement and is in compliance with Section 7 above; and

(c) to the Waterworks System Improvement Fund, a special fund hereby created and established, in an amount sufficient to pay the costs of extending, adding to and improving the System, as described in the preamble hereof. The balance remaining in said Improvement Fund after paying said costs shall be transferred to the Special Redemption Fund for use in payment of principal of and interest on the Bonds, the Prior Bonds and any Parity Bonds.

Section 12. No Arbitrage. All investments made pursuant to this Resolution shall be Permitted Investments, but no such investment shall be made in such a manner as would cause the Bonds to be "arbitrage bonds" within the meaning of Section 148 of the Code or the Regulations and an officer of the Municipality, charged with the responsibility for issuing the Bonds, shall certify as to facts, estimates, circumstances and reasonable expectations in existence on the date of delivery of the Bonds to the Purchaser which will permit the conclusion that the Bonds are not "arbitrage bonds," within the meaning of the Code or Regulations.

Section 13. Compliance with Federal Tax Laws. (a) The Municipality represents and covenants that the projects financed by the Bonds and their ownership, management and use will not cause the Bonds to be "private activity bonds" within the meaning of Section 141 of the Code. The Municipality further covenants that it shall comply with the provisions of the Code to the extent necessary to maintain the tax-exempt status of the interest on the Bonds including, if applicable, the rebate requirements of Section 148(f) of the Code. The Municipality further covenants that it will not take any action, omit to take any action or permit the taking or omission of any action within its control (including, without limitation, making or permitting any use of the proceeds of the Bonds) if taking, permitting or omitting to take such action would cause any of the Bonds to be an arbitrage bond or a private activity bond within the meaning of the Code or would otherwise cause interest on the Bonds to be included in the gross income of the recipients thereof for federal income tax purposes. The City Clerk or other officer of the Municipality charged with the responsibility of issuing the Bonds shall provide an appropriate certificate of the Municipality certifying that the Municipality can and covenanting that it will comply with the provisions of the Code and Regulations.

(b) The Municipality also covenants to use its best efforts to meet the requirements and restrictions of any different or additional federal legislation which may be made applicable to the Bonds provided that in meeting such requirements the Municipality will do so only to the extent consistent with the proceedings authorizing the Bonds and the laws of the State of Wisconsin and to the extent that there is a reasonable period of time in which to comply.

Section 14. Execution of the Bonds; Professional Services. The Bonds shall be prepared in typewritten or printed form, executed on behalf of the Municipality by the manual or facsimile signatures of the Mayor and City Clerk, authenticated by its fiscal agent, if any, sealed with its official or corporate seal, if any, or a facsimile thereof and delivered to the Purchaser upon payment to the Municipality of the purchase price thereof, plus accrued interest to the date of delivery. In the event that either of the officers whose signatures appear on the Bonds shall cease to be such officers before the delivery of the Bonds, such signatures shall, nevertheless, be valid and sufficient for all purposes to the same extent as if they had remained in office until such delivery. The aforesaid officers are hereby authorized to do all acts and execute all documents as may be necessary and convenient for effectuating the Closing. The Municipality hereby authorizes the officers and agents of the Municipality to enter into, on its behalf, agreements and contracts in conjunction with the Bonds, including but not limited to agreements and contracts for legal, trust, fiscal agency, disclosure and continuing disclosure, and rebate calculation services. Any such contract heretofore entered into in conjunction with the issuance of the bonds is hereby ratified and approved in all respects.

Section 15. Official Statement. The Governing Body hereby approves the Near Final Official Statement with respect to the Bonds and deems the Near Final Official Statement as "final" as of its date for purposes of SEC Rule 15c2-12 promulgated by the Securities and Exchange Commission pursuant to the Securities and Exchange Act of 1934 (the "Rule"). All actions taken by officers of the Municipality in connection with the preparation of such Near Final Official Statement and any addenda to it or Final Official Statement are hereby ratified and approved. In connection with the Closing, the appropriate Municipality official shall certify the Near Final Statement and any addenda or Final Official Statement. The City Clerk shall cause copies of the Near Final Official Statement and any addenda or Final Official Statement to be distributed to the Purchaser.

Section 16. Undertaking to Provide Continuing Disclosure. The Municipality hereby covenants and agrees, for the benefit of the owners of the Bonds, to enter into a written undertaking (the "Undertaking") required by the Rule to provide continuing disclosure of certain financial information and operating data and timely notices of the occurrence of certain events in accordance with the Rule. This Undertaking shall be enforceable by the owners of the Bonds or by the Purchaser on behalf of such owners (provided that the rights of the owners and the Purchaser to enforce the Undertaking shall be limited to a right to obtain specific performance of the obligations hereunder and any failure by the Municipality to comply with the provision of this Undertaking shall not be an event of default with respect to the Bonds).

The City Clerk, or other officer of the Municipality charged with the responsibility for issuing the Bonds, shall provide a Continuing Disclosure Certificate for inclusion in the transcript of proceedings, setting forth the details and terms of the Municipality's Undertaking.

Section 17. Resolution a Contract. The provisions of this Resolution shall constitute a contract between the Municipality and the holder or holders of the Bonds and any Parity Bonds, and after issuance of any Bond or any Parity Bond no change or alteration of any kind in the provisions of this Resolution may be made except as provided hereof, until all of the Bonds and any Parity Bonds have been paid in full as to both principal and interest. The holder or holders of any Bond or any Parity Bonds shall have the right in addition to all other rights, by mandamus or other suit or action in any court of competent jurisdiction, to enforce his or their rights against the Municipality, the Governing Body thereof, and any and all officers and agents thereof, including, but without limitation, the right to require the Municipality, its Governing Body and other authorized body, to fix and collect rates and charges fully adequate to carry out all of the provisions and agreements contained in this Resolution.

Section 18. Record Book. The City Clerk shall provide and keep the transcript of proceedings as a separate record book (the "Record Book") and shall record a full and correct statement of every step or proceeding had or taken in the course of authorizing and issuing the Bonds in the Record Book.

Section 19. Bond Insurance. If the Purchaser of the Bonds determines to obtain municipal bond insurance with respect to the Bonds, the officers of the Municipality are authorized to take all actions necessary to obtain such municipal bond insurance. The Mayor and City Clerk are authorized to agree to such additional provisions as the bond insurer may reasonably request and which are acceptable to the Mayor and City Clerk including provisions regarding restrictions on investment of Bond proceeds, the payment procedure under the municipal bond insurance policy, the rights of the bond insurer in the event of default and payment of the Bonds by the bond insurer and notices to be given to the bond insurer. In addition, any reference required by the bond insurer to the municipal bond insurance policy shall be made in the form of Bond provided herein.

Section 20. Ratification; Conflicting Resolutions, Ordinances, Severability, Closing and Effective Date. Except as amended and supplemented herein and in the Prior Resolutions, the terms of the Bond Resolution are hereby reaffirmed and ratified in all respects. Any other prior ordinances, resolutions, rules or other actions of the Governing Body or any parts thereof in conflict with the provisions hereof shall be and the same are hereby rescinded insofar as they may so conflict. In the event that any one or more provisions hereof shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any other provisions hereof. The appropriate officers and agents of the Municipality are hereby directed and authorized to do all acts and execute and deliver all documents as may be necessary and convenient to effectuate the closing of this transaction. The foregoing shall take effect immediately upon adoption and approval in the manner provided by law.

Adopted and recorded November 5, 2013.

Kathleen Ehley
Mayor

(SEAL)

ATTEST:

Carla A. Ledesma
City Clerk

John Ruggini
Finance Director

APPENDIX C

**PROPOSED FORM OF LEGAL OPINION
FOR THE BONDS**

November 19, 2013

Re: City of Wauwatosa, Wisconsin ("Issuer")
\$4,575,000 Waterworks System Revenue Bonds, Series 2013,
dated November 19, 2013 ("Bonds")

We have acted as bond counsel to the Issuer in connection with the issuance of the Bonds. In such capacity, we have examined such law and such certified proceedings, certifications, and other documents as we have deemed necessary to render this opinion.

Regarding questions of fact material to our opinion, we have relied on the certified proceedings and other certifications of public officials and others furnished to us without undertaking to verify the same by independent investigation.

The Bonds are issued pursuant to Section 66.0621, Wisconsin Statutes (the "Act"), Resolution No. R-86-252 adopted by the Common Council of the Issuer on June 3, 1986, as previously amended and supplemented (the "Bond Resolution"), and a supplementing resolution adopted by the Common Council of the Issuer on November 5, 2013 (the "Supplemental Resolution") (hereinafter the Bond Resolution and the Supplemental Resolution shall be referred to as the "Resolutions").

The Issuer has heretofore issued and has outstanding certain Waterworks System Revenue Bonds defined in the Supplemental Resolution as Prior Bonds. The Bonds are issued on a parity with the Prior Bonds.

The Bonds are numbered R-1 and upward; bear interest at the rates set forth below; and mature on January 1 of each year, in the years and principal amounts as follows:

<u>Year</u>	<u>Principal Amount</u>	<u>Interest Rate</u>
2015	\$175,000	3.00%
2016	200,000	3.00
2017	200,000	3.00
2018	175,000	3.00
2019	175,000	3.00
2020	200,000	3.00
2021	200,000	3.00
2022	200,000	3.00
2023	200,000	3.00
2024	200,000	3.00
2025	200,000	3.00
2026	175,000	3.25

<u>Year</u>	<u>Principal Amount</u>	<u>Interest Rate</u>
2027	\$175,000	3.375%
2028	200,000	3.50
2029	200,000	4.00
2030	300,000	4.00
2032	675,000	4.00
2033	350,000	4.05
2034	375,000	4.125

Interest is payable semi-annually on January 1 and July 1 of each year commencing on July 1, 2014.

The Bonds maturing on January 1, 2025 and thereafter are subject to redemption prior to maturity, at the option of the Issuer, on January 1, 2024 or on any date thereafter. Said Bonds are redeemable as a whole or in part, and if in part, from maturities selected by the Issuer and within each maturity, by lot, at the principal amount thereof, plus accrued interest to the date of redemption.

The Bonds maturing in the year 2032 are subject to mandatory redemption by lot as provided in the Supplemental Resolution at the redemption price of par plus accrued interest to the date of redemption and without premium.

We further certify that we have examined a sample of the Bonds and find the same to be in proper form.

Based upon and subject to the foregoing, it is our opinion under existing law that:

1. The Issuer is duly created and validly existing under the Constitution and laws of the State of Wisconsin with the power to adopt the Resolutions, perform the agreements on its part contained therein and issue the Bonds.
2. The Resolutions have been duly adopted by the Issuer and constitute valid and binding obligations of the Issuer enforceable upon the Issuer.
3. Pursuant to the Act, the Resolutions create a valid lien on the revenues (the "Revenues") of the Waterworks System of the Issuer (the "System") pledged by the Resolutions for the security of the Bonds on a parity with the Prior Bonds.
4. The Bonds have been lawfully authorized and issued by the Issuer pursuant to the laws of the State of Wisconsin now in force and are valid and binding special obligations of the Issuer in accordance with their terms payable solely from the Revenues of the System. The Issuer has covenanted in the Resolutions that such Revenues shall at all times be sufficient to pay the principal of and interest on the Prior Bonds and the Bonds as the same falls due.
5. The interest on the Bonds is excludable for federal income tax purposes from the gross income of the owners of the Bonds. The interest on the Bonds is not an item of tax preference for purposes of the federal alternative minimum tax imposed by Section 55 of the Internal

Revenue Code of 1986, as amended (the "Code") on corporations (as that term is defined for federal income tax purposes) and individuals. However, for purposes of computing the alternative minimum tax imposed on corporations, the interest on the Bonds is included in adjusted current earnings. The Code contains requirements that must be satisfied subsequent to the issuance of the Bonds in order for interest on the Bonds to be or continue to be excludable from gross income for federal income tax purposes. Failure to comply with certain of those requirements could cause the interest on the Bonds to be included in gross income retroactively to the date of issuance of the Bonds. The Issuer has agreed to comply with all of those requirements. The opinion set forth in the first sentence of this paragraph is subject to the condition that the Issuer comply with those requirements. We express no opinion regarding other federal tax consequences arising with respect to the Bonds.

We express no opinion regarding the accuracy, adequacy, or completeness of the Official Statement or any other offering material relating to the Bonds. Further, we express no opinion regarding tax consequences arising with respect to the Bonds other than as expressly set forth herein.

Except as expressly set forth in paragraph 3 above regarding the priority of the Bonds with respect to other obligations of the Issuer under the Act, we express no opinion regarding the perfection or priority of the lien on Revenues or other funds created under the Resolutions.

The rights of the owners of the Bonds and the enforceability thereof may be subject to bankruptcy, insolvency, reorganization, moratorium and similar laws affecting creditors' rights and may be subject to the exercise of judicial discretion in accordance with general principles of equity, whether considered at law or in equity.

This opinion is given as of the date hereof, and we assume no obligation to revise or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention, or any changes in law that may hereafter occur.

APPENDIX D

CONTINUING DISCLOSURE CERTIFICATE

CONTINUING DISCLOSURE CERTIFICATE

This Continuing Disclosure Certificate (the "Disclosure Certificate") is executed and delivered by the City of Wauwatosa, Milwaukee County, Wisconsin (the "Issuer") in connection with the issuance of \$4,575,000 Waterworks System Revenue Bonds, Series 2013, dated November 19, 2013 (the "Securities"). The Securities are being issued pursuant to Resolutions adopted by the Governing Body of the Issuer on October 15, 2013 and November 5, 2013 (collectively, the "Resolution") and delivered to Stifel, Nicolaus & Co., Inc. (the "Purchaser") on the date hereof. Pursuant to the Resolution, the Issuer has covenanted and agreed to provide continuing disclosure of certain financial information and operating data and timely notices of the occurrence of certain events. In addition, the Issuer hereby specifically covenants and agrees as follows:

Section 1(a). Purpose of the Disclosure Certificate. This Disclosure Certificate is being executed and delivered by the Issuer for the benefit of the holders of the Securities in order to assist the Participating Underwriters within the meaning of the Rule (defined herein) in complying with SEC Rule 15c2-12(b)(5). References in this Disclosure Certificate to holders of the Securities shall include the beneficial owners of the Securities. This Disclosure Certificate constitutes the written Undertaking required by the Rule.

Section 1(b). Filing Requirements. Any filing under this Disclosure Certificate must be made solely by transmitting such filing to the MSRB (defined herein) through the Electronic Municipal Market Access ("EMMA") System at www.emma.msrb.org in the format prescribed by the MSRB. All documents provided to the MSRB shall be accompanied by the identifying information prescribed by the MSRB.

Section 2. Definitions. In addition to the defined terms set forth in the Resolution, which apply to any capitalized term used in this Disclosure Certificate unless otherwise defined in this Section, the following capitalized terms shall have the following meanings:

"Annual Report" means any annual report provided by the Issuer pursuant to, and as described in, Sections 3 and 4 of this Disclosure Certificate.

"Audited Financial Statements" means the Issuer's annual financial statements, which are currently prepared in accordance with generally accepted accounting principles (GAAP) for governmental units as prescribed by the Governmental Accounting Standards Board (GASB) and which the Issuer intends to continue to prepare in substantially the same form.

"Final Official Statement" means the Final Official Statement dated November 5, 2013 delivered in connection with the Securities, which is available from the MSRB.

"Fiscal Year" means the fiscal year of the Issuer.

"Governing Body" means the Common Council of the Issuer or such other body as may hereafter be the chief legislative body of the Issuer.

"Issuer" means the City of Wauwatosa, Wisconsin which is the obligated person with respect to the Securities.

"Issuer Contact" means the Finance Director of the Issuer who can be contacted at 7725 West North Avenue, Wauwatosa, WI 53213, phone (414) 479-8962, fax (414) 479-8989.

"Material Event" means any of the events listed in Section 5(a) of this Disclosure Certificate.

"MSRB" means the Municipal Securities Rulemaking Board located at 1900 Duke Street, Suite 600, Alexandria, Virginia 22314.

"Participating Underwriter" means any of the original underwriter(s) of the Securities (including the Purchaser) required to comply with the Rule in connection with the offering of the Securities.

"Rule" means SEC Rule 15c2-12(b)(5) promulgated by the SEC under the Securities Exchange Act of 1934, as the same may be amended from time to time, and official interpretations thereof.

"SEC" means the Securities and Exchange Commission.

Section 3. Provision of Annual Report and Audited Financial Statements.

(a) The Issuer shall, not later than 270 days after the end of the Fiscal Year, commencing with the year that ends December 31, 2013, provide the MSRB with an Annual Report filed in accordance with Section 1(b) of this Disclosure Certificate and which is consistent with the requirements of Section 4 of this Disclosure Certificate. The Annual Report may be submitted as a single document or as separate documents comprising a package, and may cross-reference other information as provided in Section 4 of this Disclosure Certificate; provided that the Audited Financial Statements of the Issuer may be submitted separately from the balance of the Annual Report and that, if Audited Financial Statements are not available within 270 days after the end of the Fiscal Year, unaudited financial information will be provided, and Audited Financial Statements will be submitted to the MSRB when and if available.

(b) If the Issuer is unable or fails to provide to the MSRB an Annual Report by the date required in subsection (a), the Issuer shall send in a timely manner a notice of that fact to the MSRB in the format prescribed by the MSRB, as described in Section 1(b) of this Disclosure Certificate.

Section 4. Content of Annual Report. The Issuer's Annual Report shall contain or incorporate by reference the Audited Financial Statements and updates of the following sections of the Final Official Statement to the extent such financial information and operating data are not included in the Audited Financial Statements:

1. Customer Base
2. Production - Gallons of Water Sold
3. Largest Water System Customers - 2012
4. Total Outstanding Revenue Debt Summary
5. Total Outstanding General Obligation Debt Summary

Any or all of the items listed above may be incorporated by reference from other documents, including official statements of debt issues of the Issuer or related public entities, which are available to the public on the MSRB's Internet website or filed with the SEC. The Issuer shall clearly identify each such other document so incorporated by reference.

Section 5. Reporting of Material Events.

(a) This Section 5 shall govern the giving of notices of the occurrence of any of the following events with respect to the Securities:

1. Principal and interest payment delinquencies;
2. Non-payment related defaults, if material;
3. Unscheduled draws on debt service reserves reflecting financial difficulties;
4. Unscheduled draws on credit enhancements reflecting financial difficulties;
5. Substitution of credit or liquidity providers, or their failure to perform;
6. Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the Securities, or other material events affecting the tax status of the Securities;
7. Modification to rights of holders of the Securities, if material;
8. Securities calls, if material, and tender offers;
9. Defeasances;
10. Release, substitution or sale of property securing repayment of the Securities, if material;
11. Rating changes;
12. Bankruptcy, insolvency, receivership or similar event of the Issuer;
13. The consummation of a merger, consolidation, or acquisition involving the Issuer or the sale of all or substantially all of the assets of the Issuer, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; and
14. Appointment of a successor or additional trustee or the change of name of a trustee, if material.

For the purposes of the event identified in subsection (a)12. above, the event is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent or similar officer for the Issuer in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the Issuer, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the Issuer.

(b) When a Material Event occurs, the Issuer shall, in a timely manner not in excess of ten business days after the occurrence of the Material Event, file a notice of such occurrence with the MSRB. Notwithstanding the foregoing, notice of Material Events described in subsections (a) (8) and (9) need not be given under this subsection any earlier than the notice (if any) of the underlying event is given to holders of affected Securities pursuant to the Resolution.

(c) Unless otherwise required by law, the Issuer shall submit the information in the format prescribed by the MSRB, as described in Section 1(b) of this Disclosure Certificate.

Section 6. Termination of Reporting Obligation. The Issuer's obligations under the Resolution and this Disclosure Certificate shall terminate upon the legal defeasance, prior redemption or payment in full of all the Securities.

Section 7. Issuer Contact; Agent. Information may be obtained from the Issuer Contact. Additionally, the Issuer may, from time to time, appoint or engage a dissemination agent to assist it in carrying out its obligations under the Resolution and this Disclosure Certificate, and may discharge any such agent, with or without appointing a successor dissemination agent.

Section 8. Amendment; Waiver. Notwithstanding any other provision of the Resolution or this Disclosure Certificate, the Issuer may amend this Disclosure Certificate, and any provision of this Disclosure Certificate may be waived, if such amendment or waiver is supported by an opinion of nationally recognized bond counsel to the effect that such amendment or waiver would not, in and of itself, cause the undertakings to violate the Rule. The provisions of this Disclosure Certificate constituting the Undertaking or any provision hereof, shall be null and void in the event that the Issuer delivers to the MSRB an opinion of nationally recognized bond counsel to the effect that those portions of the Rule which require this Disclosure Certificate are invalid, have been repealed retroactively or otherwise do not apply to the Securities. The provisions of this Disclosure Certificate constituting the Undertaking may be amended without the consent of the holders of the Securities, but only upon the delivery by the Issuer to the MSRB of the proposed amendment and an opinion of nationally recognized bond counsel to the effect that such amendment, and giving effect thereto, will not adversely affect the compliance of this Disclosure Certificate and by the Issuer with the Rule.

Section 9. Additional Information. Nothing in this Disclosure Certificate shall be deemed to prevent the Issuer from disseminating any other information, using the means of dissemination set forth in this Disclosure Certificate or any other means of communication, or

including any other information in any Annual Report or notice of occurrence of a Material Event, in addition to that which is required by this Disclosure Certificate. If the Issuer chooses to include any information in any Annual Report or notice of occurrence of a Material Event in addition to that which is specifically required by this Disclosure Certificate, the Issuer shall have no obligation under this Disclosure Certificate to update such information or include it in any future Annual Report or notice of occurrence of a Material Event.

Section 10. Default. (a) Except as described in the Final Official Statement, in the previous five years, the Issuer has not failed to comply in all material respects with any previous undertakings under the Rule to provide annual reports or notices of material events.

(b) In the event of a failure of the Issuer to comply with any provision of this Disclosure Certificate any holder of the Securities may take such actions as may be necessary and appropriate, including seeking mandate or specific performance by court order, to cause the Issuer to comply with its obligations under the Resolution and this Disclosure Certificate. A default under this Disclosure Certificate shall not be deemed an event of default with respect to the Securities and the sole remedy under this Disclosure Certificate in the event of any failure of the Issuer to comply with this Disclosure Certificate shall be an action to compel performance.

Section 11. Beneficiaries. This Disclosure Certificate shall inure solely to the benefit of the Issuer, the Participating Underwriters and holders from time to time of the Securities, and shall create no rights in any other person or entity.

IN WITNESS WHEREOF, we have executed this Certificate in our official capacities effective the 19th day of November, 2013.

Kathleen Ehley
Mayor

(SEAL)

Carla A. Ledesma
City Clerk