

[Date]

[Issuer Name]

[Authorized Representative Title]

[Address]

[City, State, Zip Code]

RE: Preliminary Underwriting Commitment for [Bond Series Name/Title]

Dear [Name of Representative],

On behalf of [Underwriter Firm Name] (the "Underwriter"), we are pleased to submit this preliminary commitment to serve as the [Senior/Sole] Underwriter for the proposed issuance of [Bond Series Title] (the "Bonds") by [Issuer Name] (the "Issuer").

1. Proposed Terms of Issuance

The Underwriter proposes to purchase the Bonds under the following preliminary parameters:

- **Principal Amount:** Approximately \$[Amount]
- **Expected Dated Date:** [Date]
- **Interest Rates:** To be determined based on prevailing market conditions at the time of pricing.
- **Maturity Schedule:** As set forth in the attached Exhibit A.

2. Nature of Commitment

This letter constitutes a preliminary expression of interest and does not represent a final, binding agreement to purchase the Bonds. A formal commitment is subject to the following conditions:

- Execution of a mutually agreeable Bond Purchase Agreement.
- Final approval by the Issuer's governing body.
- Delivery of a favorable legal opinion from Bond Counsel.
- Successful completion of all due diligence requirements.
- The absence of any material adverse change in the financial markets or the Issuer's financial condition.

3. Underwriter's Discount

The Underwriter's compensation for these services will be a discount of \$[Amount] per \$1,000 of Bonds issued, plus reimbursement for reasonable out-of-pocket expenses, including Underwriter's Counsel fees.

4. Role Disclosure

In accordance with MSRB Rule G-17, the Underwriter is acting solely as a principal in a commercial, arms-length transaction and not as a municipal advisor or fiduciary to the Issuer.

5. Expiration

This preliminary commitment shall remain valid until [Expiration Date], unless extended by the Underwriter in writing.

We look forward to the opportunity to work with [Issuer Name] on this financing.

Sincerely,

[Signature]

[Name of Authorized Officer]

[Title]

[Underwriter Firm Name]

Acknowledgment and Acceptance:

By: _____

Name: [Name of Issuer Representative]

Title: [Title]

Date: _____