

[Date]

[Issuer Name]

[Address Line 1]

[City, State, Zip Code]

RE: Underwriting Commitment for [Name of Refunding Bond Issue]

Dear [Contact Person Name],

On behalf of [Underwriter Name] (the "Underwriter"), we are pleased to submit this commitment to serve as the sole [or senior] manager for the upcoming issuance of [Issuer Name] Refunding Bonds, Series [Year] (the "Bonds").

1. Description of the Transaction

The Bonds are being issued for the purpose of refunding certain outstanding maturities of the Issuer's [Name of Original Bond Issue] to achieve debt service savings and to pay costs of issuance.

2. Commitment to Purchase

Subject to the terms and conditions set forth in a formal Bond Purchase Agreement (BPA) to be executed at the time of pricing, the Underwriter agrees to purchase the Bonds at a price and interest rate to be mutually agreed upon, based on prevailing market conditions.

3. Scope of Services

The Underwriter shall provide the following services:

- Assistance in the structuring and sizing of the refunding escrow.
- Review of the Preliminary Official Statement and legal documentation.
- Marketing of the Bonds to institutional and retail investors.
- Management of the bond closing and delivery process.

4. Underwriting Discount

The Underwriter's fee for these services will be \$[Amount] per \$1,000 of Bonds issued, inclusive of all expenses, unless otherwise specified in the final BPA.

5. Conditions Precedent

This commitment is subject to the following:

- Satisfactory completion of due diligence.
- The receipt of an unqualified approving opinion from Bond Counsel.
- The maintenance of the Issuer's current credit ratings.
- The absence of any material adverse change in the financial markets or the Issuer's financial condition.

6. Expiration

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

We look forward to working with you on this successful refinancing.

Sincerely,

[Signature]

[Name of Authorized Officer]

[Title]

[Underwriter Name]

Accepted and Agreed:

[Issuer Name]

By: _____

Date: _____