



INVITATION TO TENDER BONDS
made by
MASSACHUSETTS WATER RESOURCES AUTHORITY

to the Holders described herein of all or any portion of the maturities listed on pages (i) through (iii) herein of the

MASSACHUSETTS WATER RESOURCES AUTHORITY
General Revenue Bonds, 2017 Series B
General Revenue Refunding Bonds, 2017 Series C (Green Bonds)
General Revenue Bonds, 2019 Series B
General Revenue Refunding Bonds, 2019 Series F (Federally Taxable) (Green Bonds)
General Revenue Bonds, 2020 Series B
General Revenue Bonds, 2021 Series B (Green Bonds)
General Revenue Refunding Bonds, 2021 Series C (Federally Taxable) (Green Bonds)

THIS INVITATION WILL EXPIRE AT 5:00 P.M., NEW YORK CITY TIME, ON MAY 15, 2026,
UNLESS THE INVITATION IS EARLIER TERMINATED OR EXTENDED AS DESCRIBED HEREIN.
See “TERMS OF THE TENDER OFFER” herein.

This Invitation to Tender Bonds, dated May 1, 2026 (as it may be amended or supplemented, this “*Invitation*”), describes an invitation by the Massachusetts Water Resources Authority (the “*Authority*”), to the beneficial owners (the “*Holders*” or “*Bondholders*”) of the Authority’s outstanding bonds of the series and maturities listed on pages (i), (ii) and (iii) of this Invitation (collectively, the “*Bonds*”) to tender their Bonds for purchase for cash at the Offer Purchase Prices determined (i) with respect to the federally tax-exempt Bonds, on the basis of the fixed offer price for each such Bond, and (ii) with respect to the federally taxable Bonds, based on a yield equal to the applicable fixed spread added to the yield on the relevant United States Treasury Security for each such Bond, all as further described herein.

To make an informed decision as to whether, and how, to tender Bonds for purchase pursuant to this Invitation, Bondholders must read this Invitation, including the 2026 POS attached hereto as APPENDIX A, carefully and consult with their broker, accounts executive, financial advisor, attorney and/or other professionals. For more information about risks concerning this Invitation, please see “ADDITIONAL CONSIDERATIONS” herein.

Any Bondholder wishing to tender its Bonds should follow the procedures more specifically described herein. Bondholders and their brokers and accounts executives with questions about this Invitation should contact the Dealer Manager or the Information Agent (as defined herein). Capitalized terms used on this cover page and not otherwise defined have the respective meanings assigned in this Invitation.

Key Dates and Times

All of these dates and times are subject to change. All times are New York City time.
Notices of changes will be sent in the manner provided for in this Invitation.

Launch Date and Post 2026 POS.....	May 1, 2026
Pricing Notice.....	On or about May 7, 2026
Expiration Date.....	5:00 p.m. on May 15, 2026
Preliminary Notice of Acceptance.....	May 18, 2026
Determination of Taxable Bonds Offer Purchase Prices.....	Approximately 10:00 a.m. on May 19, 2026
Notice of Taxable Bonds Offer Purchase Prices.....	May 19, 2026
Final Notice of Acceptance	May 19, 2026
Settlement Date.....	June 3, 2026

*The Dealer Manager
for this Invitation is:*
Jefferies LLC

*The Information Agent and Tender Agent
for this Invitation is:*
Globic Advisors Inc.

The date of this Invitation is May 1, 2026.

BONDS SUBJECT TO THIS INVITATION

TABLE 1 – TAX-EXEMPT BONDS

General Revenue Bonds, 2017 Series B

CUSIP (Base No. 576051)⁽¹⁾	Maturity Date (August 1)	Par Call Date (August 1)	Interest Rate (%)	Outstanding Principal Amount (\$)	Indicative Offer Purchase Price⁽²⁾
RB4	2028	2027	5.000	2,585,000	103.341
RE8	2031	2027	5.000	2,175,000	103.318
RF5	2032	2027	5.000	3,040,000	103.294
RG3	2033	2027	5.000	965,000	103.236
RH1	2034	2027	5.000	3,365,000	103.201
RL2	2037	2027	5.000	2,400,000	102.968
RP3	2040	2027	5.000	475,000	102.724
RQ1 ⁽³⁾	2042	2027	5.000	1,150,000	102.596

General Revenue Refunding Bonds, 2017 Series C (Green Bonds)

CUSIP (Base No. 576051)⁽¹⁾	Maturity Date (August 1)	Par Call Date (August 1)	Interest Rate (%)	Outstanding Principal Amount (\$)	Indicative Offer Purchase Price⁽²⁾
SC1	2028	2027	5.000	5,310,000	103.341
SD9	2029	2027	5.000	5,590,000	103.341
SE7	2030	2027	5.000	25,220,000	103.341
SF4	2031	2027	5.000	27,095,000	103.318
SG2	2032	2027	5.000	37,675,000	103.294

General Revenue Bonds, 2019 Series B

CUSIP (Base No. 576051)⁽¹⁾	Maturity Date (August 1)	Par Call Date (August 1)	Interest Rate (%)	Outstanding Principal Amount (\$)	Indicative Offer Purchase Price⁽²⁾
M78	2030	2029	5.000	1,775,000	108.757
UE4	2031	2029	5.000	3,435,000	108.693
UF1	2032	2029	5.000	3,610,000	108.630
UG9	2033	2029	5.000	3,535,000	108.566
UH7	2034	2029	5.000	3,885,000	108.534
UJ3	2035	2029	5.000	6,020,000	108.247
UK0	2036	2029	5.000	6,400,000	108.056
UL8	2037	2029	5.000	6,705,000	107.897
UM6	2038	2029	5.000	7,045,000	107.802
UN4	2039	2029	5.000	7,670,000	107.518
UP9 ⁽³⁾	2044	2029	5.000	16,775,000	106.015

⁽¹⁾ CUSIP is a registered trademark of the American Bankers Association. CUSIP numbers herein are provided by CUSIP Global Services, managed on behalf of the American Bankers Association by FactSet Research Systems Inc., solely for the convenience of the Bondholders and the Authority is not responsible for the selection or correctness of the CUSIP numbers printed herein and does not make any representation with respect to such numbers or undertake any responsibility for their accuracy.

⁽²⁾ Indicative Offer Purchase Prices are expressed as a dollar amount per \$100 principal amount of the Tax-Exempt Bonds, exclude Accrued Interest, and are preliminary and subject to change. Actual Offer Purchase Prices for each maturity and corresponding CUSIP will appear in the Pricing Notice. In addition to the Purchase Price, Accrued Interest on any Tax-Exempt Bonds purchased will be paid by the Authority to but not including the Settlement Date. All capitalized terms used as defined herein.

⁽³⁾ Denotes a Tax-Exempt Term Bond (as defined herein).

General Revenue Bonds, 2020 Series B

CUSIP (Base No. 576051)⁽¹⁾	Maturity Date (August 1)	Par Call Date (August 1)	Interest Rate (%)	Outstanding Principal Amount (\$)	Indicative Offer Purchase Price⁽²⁾
WY8	2031	2030	5.000	5,430,000	111.325
WZ5	2032	2030	5.000	5,710,000	111.241
XA9	2033	2030	5.000	6,000,000	111.156
XB7	2034	2030	5.000	6,310,000	111.114
XC5	2035	2030	5.000	6,635,000	110.736
XD3	2036	2030	5.000	6,975,000	110.401
XE1	2037	2030	5.000	7,330,000	110.276
XF8	2038	2030	5.000	7,705,000	110.151
XG6	2039	2030	5.000	8,100,000	109.776
XH4	2040	2030	5.000	8,520,000	109.404
XJ0	2041	2030	5.000	8,955,000	109.073
XK7	2042	2030	5.000	9,415,000	108.744

General Revenue Bonds, 2021 Series B (Green Bonds)

CUSIP (Base No. 576051)⁽¹⁾	Maturity Date (August 1)	Par Call Date (August 1)	Interest Rate (%)	Outstanding Principal Amount (\$)	Indicative Offer Purchase Price⁽²⁾
YU4	2032	2031	5.000	2,000,000	113.796

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⁽²⁾ Indicative Offer Purchase Prices are expressed as a dollar amount per \$100 principal amount of the Tax-Exempt Bonds, exclude Accrued Interest, and are preliminary and subject to change. Actual Offer Purchase Prices for each maturity and corresponding CUSIP will appear in the Pricing Notice. In addition to the Purchase Price, Accrued Interest on any Tax-Exempt Bonds purchased will be paid by the Authority to but not including the Settlement Date. All capitalized terms used as defined herein.

BONDS SUBJECT TO THIS INVITATION (CONTINUED)

TABLE 2 – TAXABLE BONDS

General Revenue Refunding Bonds, 2019 Series F (Federally Taxable) (Green Bonds)							
CUSIP⁽¹⁾ (Base No. 576051)	Maturity Date (8/1)	Average Life Date	Interest Rate (%)	Outstanding Principal Amount (\$)	Par Call Date (8/1)	Benchmark Treasury Security⁽²⁾	Indicative Fixed Spreads⁽³⁾
WA0	2027	n/a	2.223	6,000,000	n/a	2-Year	-35 bps
WB8	2028	n/a	2.273	41,805,000	n/a	2-Year	-30 bps
WC6	2029	n/a	2.303	9,260,000	2029	3-Year	-25 bps
WD4	2030	n/a	2.373	10,120,000	2029	5-Year	-30 bps
WE2	2031	n/a	2.453	12,005,000	2029	5-Year	-25 bps
WF9	2032	n/a	2.553	11,455,000	2029	7-Year	-25 bps
WG7	2033	n/a	2.673	1,950,000	2029	7-Year	-15 bps
WH5	2034	n/a	2.723	30,000	2029	10-Year	-15 bps
WJ1 ⁽⁴⁾	2039	8/30/2038	3.104	63,290,000	2029	10-Year	+28 bps

General Revenue Refunding Bonds, 2021 Series C (Federally Taxable) (Green Bonds)							
CUSIP⁽¹⁾ (Base No. 576051)	Maturity Date (8/1)	Average Life Date	Interest Rate (%)	Outstanding Principal Amount (\$)	Par Call Date (8/1)	Benchmark Treasury Security⁽²⁾	Indicative Fixed Spreads⁽³⁾
ZK5	2027	n/a	1.570	9,710,000	n/a	2-Year	-35 bps
ZL3	2028	n/a	1.700	14,630,000	n/a	2-Year	-30 bps
ZM1	2029	n/a	1.820	11,840,000	n/a	3-Year	-25 bps
ZN9	2030	n/a	1.940	13,275,000	n/a	5-Year	-30 bps
ZP4	2031	n/a	2.090	50,260,000	2031	5-Year	-25 bps
ZQ2	2032	n/a	2.240	45,735,000	2031	7-Year	-25 bps
ZR0	2033	n/a	2.390	44,710,000	2031	7-Year	-15 bps
ZS8	2034	n/a	2.490	41,460,000	2031	10-Year	-15 bps
ZT6 ⁽⁴⁾	2041	1/29/2038	2.823	231,215,000	2031	10-Year	+26 bps
ZU3 ⁽⁴⁾	2044	8/9/2043	2.973	10,605,000	2031	10-Year	+63 bps

- ⁽¹⁾ CUSIP is a registered trademark of American Bankers Association. CUSIP numbers herein are provided by CUSIP Global Services, managed on behalf of the American Bankers Association by FactSet Research Systems Inc., solely for the convenience of the Bondholders and the Authority is not responsible for the selection or correctness of the CUSIP numbers printed herein and does not make any representation with respect to such numbers or undertake any responsibility for their accuracy.
- ⁽²⁾ Each Benchmark Treasury Security (as defined herein) will be the most recently auctioned “on-the-run” United States Treasury Security for the maturity indicated as of the date and time that the Offer Purchase Prices for the Taxable Bonds are set, currently expected to be approximately 10:00 a.m., New York City time, on May 19, 2026.
- ⁽³⁾ The Indicative Fixed Spreads (as defined herein) are preliminary and subject to change. Actual Fixed Spreads for each maturity and corresponding CUSIP will appear in the Pricing Notice. The Offer Purchase Prices for the Taxable Bonds derived from the Fixed Spreads (when finalized) will be expressed as a dollar amount per \$100 principal amount of the Taxable Bonds. In addition to the Purchase Price, Accrued Interest on any Taxable Bonds purchased will be paid by the Authority to but not including the Settlement Date.
- ⁽⁴⁾ Denotes a Taxable Term Bond (as defined herein). The Taxable Term Bonds will be priced to their respective average life date.

IMPORTANT INFORMATION

This Invitation and other information with respect to the Tender Offer are and will be available from the Dealer Manager (Jefferies LLC) and the Information Agent (Globic Advisors) at <http://emma.msrb.org> and <https://www.globic.com/mwra>. Bondholders wishing to tender their Bonds for purchase pursuant to this Invitation should follow the procedures described in this Invitation. Pursuant to this Invitation, the Authority may accept offers to tender Bonds in accordance with the procedures set forth herein. The Authority reserves the right to cancel or modify this Invitation at any time on or prior to the Expiration Date, and reserves the right to make a future tender offer at prices different than the prices described herein and in the Pricing Notice, in its sole discretion. The Authority will have no obligation to accept tendered Bonds for purchase or to purchase Bonds tendered and accepted for purchase if cancellation or modification occurs, the Authority is unable to issue the 2026 Series D Bonds, or any other conditions set forth herein are not satisfied. The Authority further reserves the right to accept nonconforming tenders or waive irregularities in any tender.

The Authority also reserves the right in the future to defease, purchase, exchange or refund (on an advance, current or forward basis) any remaining portion of outstanding Bonds through the issuance of publicly offered or privately placed taxable or tax-exempt obligations or funds of the Authority. In addition, subject to market conditions, the Authority is considering defeasing a portion of the unpurchased 2019F Bonds and 2021C Bonds. The consummation of the Tender Offer also is subject to certain other conditions, including, without limitation, the Financing Conditions that are anticipated to occur after the Expiration Date but prior to the Settlement Date. **NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THIS INVITATION OR PASSED UPON THE FAIRNESS OR MERITS OF THE TENDER OFFER OR UPON THE ACCURACY OR ADEQUACY OF THE INFORMATION CONTAINED IN THIS INVITATION. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.**

This Invitation is not being extended to, and Bonds tendered in response to this Invitation will not be accepted from or on behalf of, Bondholders in any jurisdiction in which the Tender Offer or such acceptance thereof would not be in compliance with the laws of such jurisdiction. In any jurisdictions where the securities, “blue sky” or other laws require the Tender Offer to be made through a licensed or registered broker or dealer, the Tender Offer shall be deemed to be made on behalf of the Authority through the Dealer Manager or one or more registered brokers or dealers licensed under the laws of that jurisdiction.

References to website addresses herein are for informational purposes only and may be in the form of a hyperlink solely for the reader’s convenience. Unless specified otherwise, such websites and the information or links contained therein are not incorporated into, and are not a part of, this Invitation.

No dealer, salesperson or other person has been authorized to give any information or to make any representation not contained in this Invitation, including APPENDIX A, and, if given or made, such information or representation may not be relied upon as having been authorized by the Authority.

The delivery of this Invitation shall not under any circumstances create any implication that any information contained herein is correct as of any time subsequent to the date hereof or that there has been no change in the information set forth herein or in any attachments hereto or materials delivered herewith or in the affairs of the Authority since the date hereof. The information contained in this Invitation is as of the date hereof only and is subject to change, completion, or amendment without notice.

Certain statements included or incorporated by reference into this Invitation constitute “forward-looking statements.” Such statements are generally identifiable by the terminology used such as “forecast,” “plan,” “expect,” “estimate,” “budget” or similar words. The achievement of certain results or other expectations contained in such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements described to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. The Authority does not plan to issue any updates or revisions to those forward-looking statements if or when changes to its expectations, or events, conditions or circumstances on which such statements are based, occur.

This Invitation, including APPENDIX A, contains important information which should be read in its entirety before any decision is made with respect to the Tender Offer.

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INVITATION TO TENDER BONDS
made by
MASSACHUSETTS WATER RESOURCES AUTHORITY

to the Holders described herein of all or any portion of the maturities listed on pages (i) through (iii) herein of the

MASSACHUSETTS WATER RESOURCES AUTHORITY
General Revenue Bonds, 2017 Series B (“2017B Bonds”)
General Revenue Refunding Bonds, 2017 Series C (Green Bonds) (“2017C Bonds”)
General Revenue Bonds, 2019 Series B (“2019B Bonds”)
General Revenue Refunding Bonds, 2019 Series F (Federally Taxable) (Green Bonds) (“2019F Bonds”)
General Revenue Bonds, 2020 Series B (“2020B Bonds”)
General Revenue Bonds, 2021 Series B (Green Bonds) (“2021B Bonds”)
General Revenue Refunding Bonds, 2021 Series C (Federally Taxable) (Green Bonds) (“2021C Bonds”)

INTRODUCTION

General

This Invitation to Tender Bonds, dated May 1, 2026 (as amended or supplemented, including the cover page and Appendices hereto, this “**Invitation**”), describes an invitation (the “**Tender Offer**”) by the Massachusetts Water Resources Authority (the “**Authority**”), with the assistance of Jefferies LLC (“**Jefferies**”), as dealer manager (the “**Dealer Manager**”), to the beneficial owners (the “**Holders**” or “**Bondholders**”) of the Authority’s outstanding bonds of the series and certain maturities listed on pages (i), (ii) and (iii) of this Invitation (collectively, the “**Bonds**”) to tender their Bonds for cash purchase at the offer prices to be set forth, in the case of Tax-Exempt Bonds, in the Pricing Notice, which is expected to be dated on or about May 7, 2026 (as amended and supplemented, the “**Pricing Notice**”, a form of which is attached hereto as APPENDIX B) and, in the case of Taxable Bonds, in the Notice of Taxable Bonds Offer Purchase Prices, which is expected to be dated on or about May 19, 2026. The offer prices (each an “**Offer Purchase Price**”) will be determined as follows:

- (i) with respect to the **federally tax-exempt Bonds** listed in Table 1 on pages (i) and (ii) of this Invitation (the “**Tax-Exempt Bonds**”), the Offer Purchase Prices will be as set forth in the Pricing Notice; and
- (ii) with respect to the **federally taxable Bonds** listed in Table 2 on page (iii) of this Invitation (the “**Taxable Bonds**”), the Offer Purchase Prices will each be based on a yield (each, a “**Purchase Yield**”) equal to the applicable fixed spread (each, a “**Fixed Spread**”) set forth in the Pricing Notice to be added to the yield on the relevant benchmark United States Treasury Security (the “**Benchmark Treasury Security**”) set forth on page (iii) hereof and in the Pricing Notice.

In addition, for each Bond purchased, if any, interest accrued from the last payment of interest thereon to but not including the Settlement Date (as hereinafter defined) will be paid on the Settlement Date (“**Accrued Interest**”).

See “TERMS OF THE TENDER OFFER – Consideration for Tender – Tax-Exempt Bonds” and “– Taxable Bonds” below.

The Bonds were issued under and secured by the Authority’s Amended and Restated General Revenue Bond Resolution, effective as of April 23, 2015, as amended as of July 23, 2025 (the “**General Bond Resolution**”), as amended and supplemented, including as supplemented at the time of issuance of each series of the Bonds (each a “**Supplemental Resolution**”, and together with the General Bond Resolution, the “**General Resolution**”). For certain information concerning the Authority, see the Authority’s Preliminary Official Statement, dated May 1, 2026, relating to the Authority’s General Revenue Bonds, 2026 Series C (Green Bonds) (the “**2026 Series C Bonds**”) and the Authority’s General Revenue Refunding Bonds, 2026 Series D (Green Bonds) (the “**2026 Series D Bonds**”) attached hereto as APPENDIX A (the “**2026 POS**”). The Authority is authorized to issue up to \$790 million in aggregate principal amount of 2026 Series C Bonds and the 2026 Series D Bonds. The Authority currently expects to issue approximately \$220* million of 2026 Series C Bonds to repay its commercial paper and approximately \$200* million

of 2026 Series D Bonds to refund other outstanding debt of the Authority; accordingly, the Authority currently expects that approximately \$370* million of 2026 Series D Bonds could be issued to fund the purchase of Bonds pursuant to this Invitation.

Notwithstanding any other provision of this Invitation, the Authority has no obligation to accept for purchase any tendered Bonds, and the Authority's obligation to accept for purchase Bonds validly tendered (and not validly withdrawn) pursuant to this Invitation is subject to the satisfaction of or waiver of the following conditions on or prior to the Settlement Date: (a) the successful completion by the Authority of a debt financing transaction (the "*Proposed Financing*"), including the issuance of the 2026 Series D Bonds, the proceeds of which will be sufficient, together with other available funds of the Authority, to (i) fund the purchase of all Bonds validly tendered and accepted for purchase pursuant to the Tender Offer, and (ii) pay all fees and expenses associated with the issuance of the 2026 Series D Bonds and the Tender Offer; (b) the Authority obtaining satisfactory and sufficient economic benefit as a result of the consummation of the Tender Offer when taken together with the Proposed Financing (collectively, the "*Financing Conditions*"), all on terms and conditions that are in the Authority's best interest in its sole discretion; and (c) the other conditions set forth in "TERMS OF THE TENDER OFFER – Conditions to Purchase" herein. The Authority reserves the right, subject to applicable law, to amend or waive any of the conditions to the Tender Offer, in whole or in part, at any time prior to the Expiration Date (as defined herein) or from time to time, in its sole discretion. The Tender Offer may be withdrawn by the Authority at any time prior to the Expiration Date.

TO MAKE AN INFORMED DECISION AS TO WHETHER, AND HOW, TO TENDER THEIR BONDS FOR PURCHASE, BONDHOLDERS MUST READ THIS INVITATION AND ALL APPENDICES HERETO.

None of the Authority, the Dealer Manager or the Information Agent (as defined herein) makes any recommendation that any Bondholder tender or refrain from tendering all or any portion of such Bondholder's Bonds for purchase. Bondholders must make their own decisions and should read this Invitation carefully and consult with their broker, accounts executive, financial advisor, attorney and/or other appropriate professional in making these decisions.

Subject to the terms and conditions of the Tender Offer, the Authority may purchase Bonds tendered for purchase provided that such Bonds tendered for purchase have been validly tendered by 5:00 p.m., New York City time, on May 15, 2026 (as extended from time to time in accordance with the Tender Offer, the "*Expiration Date*") and accepted by the Authority on May 19, 2026 (the "*Final Acceptance Date*"), assuming all conditions to the Tender Offer have then been satisfied or waived by the Authority on or prior to June 3, 2026 (the "*Settlement Date*"). Subject to the conditions set forth herein, Bondholders who tender Bonds for purchase in accordance with the provisions of the Tender Offer and that are accepted by the Authority will receive payment of the applicable Purchase Price (as defined herein), plus Accrued Interest on such Bonds, on the Settlement Date. **If the Authority elects to purchase any Bonds of a particular CUSIP number, the Authority will purchase all Bonds of that CUSIP number tendered by Bondholders.**

In the event tendered Bonds are not accepted for purchase by the Authority, or all conditions to the Tender Offer are not satisfied or waived by the Authority on or prior to the Settlement Date, any Bonds tendered pursuant to the Tender Offer shall be returned to the Holder and remain Outstanding under the General Resolution.

HOLDERS OF BONDS WHO DO NOT TENDER THEIR BONDS, AS WELL AS HOLDERS OF BONDS WHO TENDER BONDS FOR PURCHASE THAT THE AUTHORITY, IN ITS DISCRETION, DOES NOT ACCEPT, IN WHOLE OR PART, FOR PURCHASE, WILL CONTINUE TO HOLD SUCH BONDS (COLLECTIVELY, THE "*UNTENDERED BONDS*") AND SUCH UNTENDERED BONDS WILL REMAIN OUTSTANDING UNDER THE GENERAL RESOLUTION. THE AUTHORITY RESERVES THE RIGHT TO, AND MAY DECIDE TO, DEFEASE, PURCHASE OR REFUND (ON AN ADVANCE, CURRENT OR FORWARD BASIS) SOME OR ALL OF THE UNTENDERED BONDS THROUGH THE ISSUANCE OF PUBLICLY-OFFERED OR PRIVATELY-PLACED TAXABLE OR TAX-EXEMPT

* Preliminary, subject to change.

OBLIGATIONS OR FUNDS OF THE AUTHORITY. See “INTRODUCTION – Bonds not Tendered for Purchase” and “ADDITIONAL CONSIDERATIONS” herein.

Sources of Funds

The source of funds to purchase the Bonds validly tendered and accepted for purchase pursuant to the Tender Offer with respect to the principal amount thereof will be primarily from proceeds of the 2026 Series D Bonds and supplemented by available funds of the Authority, at the Authority’s sole determination. The payment of Accrued Interest on any Bonds purchased pursuant to the Tender Offer will be funded by available funds of the Authority. **THE PURCHASE OF ANY BONDS TENDERED AND ACCEPTED FOR PURCHASE PURSUANT TO THIS INVITATION IS CONTINGENT ON THE ISSUANCE BY THE AUTHORITY OF THE 2026 SERIES D BONDS AND SATISFACTION OF THE OTHER FINANCING CONDITIONS OUTLINED HEREIN.** The 2026 Series D Bonds are described in the 2026 POS, attached hereto as APPENDIX A.

Brokerage Commissions and Solicitation Fees

Bondholders will not be obligated to pay any brokerage commissions or solicitation fees to the Authority, the Dealer Manager, or the Information Agent in connection with the Tender Offer. However, Bondholders should check with their broker, bank, accounts executive or other financial institution which maintains the account in which their Bonds are held (their “*Financial Representative*”) to determine whether it will charge any commissions or fees.

Bonds not Tendered for Purchase

Any Untendered Bonds will continue to be outstanding under the General Resolution, and be payable and secured, pursuant to the terms of the General Resolution. **THE AUTHORITY RESERVES THE RIGHT TO, AND MAY DECIDE TO, DEFEASE, PURCHASE OR REFUND (ON AN ADVANCE, CURRENT OR FORWARD BASIS) SOME OR ALL OF THE UNTENDERED BONDS THROUGH THE ISSUANCE OF PUBLICLY-OFFERED OR PRIVATELY-PLACED TAXABLE OR TAX-EXEMPT OBLIGATIONS OR FUNDS OF THE AUTHORITY.** See “ADDITIONAL CONSIDERATIONS” herein.

Each of the Bonds, with the exception of the 2019 Series F Bonds maturing on or before August 1, 2029, and the 2021 Series C Bonds maturing on or before August 1, 2031, is subject to redemption in whole or in part, at the option of the Authority on any date on or after their first optional call date, as applicable, as listed on pages (i) through (iii), at a redemption price equal to 100% of the principal amount of the Bonds, or portions thereof, to be redeemed plus accrued but unpaid interest to the date fixed for redemption. In addition, subject to market conditions, the Authority is considering defeasing a portion of the unpurchased 2019F Bonds and 2021C Bonds. **See “– Sinking Fund Amortization of Unpurchased Term Bonds” for additional detail regarding the Bonds that are subject to mandatory redemption from sinking fund installments.**

Dealer Manager, Information Agent

Jefferies is the Dealer Manager for the Tender Offer. Investors with questions about the Tender Offer should contact the Dealer Manager or Globic Advisors, which serves as Information Agent and Tender Agent (the “*Information Agent*” or the “*Tender Agent*”) for the Tender Offer, at the addresses and telephone numbers set forth on the page preceding APPENDIX A. See “DEALER MANAGER” and “INFORMATION AGENT AND TENDER AGENT” herein.

TERMS OF THE TENDER OFFER

Expiration Date

The Tender Offer will expire on the Expiration Date, unless earlier terminated or extended, as described in this Invitation. See “TERMS OF THE TENDER OFFER – Extension, Termination and Amendment of the Tender Offer; Changes to Terms” below for a discussion of the Authority’s ability to extend the Expiration Date and to terminate or amend the Tender Offer.

Offers Only Through the Authority's ATOP Accounts

The Bonds are held in book-entry-only form through the facilities of DTC. The Authority, through the Information Agent, will establish Automated Tender Offer Program (“**ATOP**”) accounts at DTC for the Tender Offer promptly after the date of this Invitation. Bondholders who wish to tender Bonds pursuant to the Tender Offer may do so through the applicable ATOP accounts.

Concurrently with the delivery of Bonds through book-entry transfer into the applicable Authority ATOP accounts, an Agent's Message (as described below) in connection with such book-entry transfer must be transmitted to and received at the related Authority ATOP accounts by not later than 5:00 p.m., New York City time, on the Expiration Date. The confirmation of a book-entry transfer to the Authority's ATOP accounts as described above is referred to herein as a “**Book-Entry Confirmation**.” The term “**Agent's Message**” means a message transmitted by DTC to, and received by, the Information Agent and forming a part of a Book-Entry Confirmation which states that DTC has received an express acknowledgment from the DTC participant tendering Bonds that are the subject of such Book-Entry Confirmation, stating the CUSIP number(s) and the principal amount(s) of the Bonds that have been tendered by such participant pursuant to the Tender Offer, and to the effect that such participant agrees to be bound by the terms of the Tender Offer. By causing DTC to transfer Bonds into the applicable Authority ATOP account, a financial institution warrants to the Authority that it has full authority, and has received from the Bondholder(s) of such Bonds all direction necessary, to tender and sell such Bonds as set forth in this Invitation.

ALL TENDERS FOR PURCHASE MUST BE MADE THROUGH THE AUTHORITY'S ATOP ACCOUNTS. THE AUTHORITY WILL NOT ACCEPT ANY TENDERS FOR PURCHASE THAT ARE NOT MADE THROUGH ITS ATOP ACCOUNTS. LETTERS OF TRANSMITTAL ARE NOT BEING USED IN CONNECTION WITH THE TENDER OFFER.

Any financial institution that is a participant in DTC may make a book-entry tender of the Bonds by causing DTC to transfer such Bonds into the Authority's ATOP accounts relating to the Tender Offer, and the applicable series, maturity and CUSIP number in accordance with DTC's procedures for such transfer. Bondholders who are not DTC participants can only tender Bonds pursuant to the Tender Offer by making arrangements with and instructing their Financial Representative to tender the Bondholder's Bonds through the applicable Authority ATOP accounts. To ensure a Bondholder's Bonds are tendered to the applicable Authority ATOP accounts by 5:00 p.m., New York City time, on the Expiration Date, the Bondholder must provide instructions to the Bondholder's Financial Representative in sufficient time for the Financial Representative to tender the Bonds to the applicable Authority ATOP accounts by this deadline. A Bondholder should contact its Financial Representative for information as to when the Financial Representative needs the Bondholder's instructions in order to tender the Bondholder's Bonds to the applicable Authority ATOP accounts by 5:00 p.m., New York City time, on the Expiration Date.

NONE OF THE AUTHORITY, THE DEALER MANAGER, THE INFORMATION AGENT OR THE TENDER AGENT IS RESPONSIBLE FOR THE TRANSFER OF ANY TENDERED BONDS TO THE APPLICABLE AUTHORITY ATOP ACCOUNTS OR FOR ANY MISTAKES, ERRORS OR OMISSIONS IN THE TRANSFER OF ANY TENDERED BONDS.

Information to Bondholders

The Authority may give information about the Tender Offer to the market and Bondholders by delivery of the information: (i) to the Municipal Securities Rulemaking Board (“**MSRB**”) through its Electronic Municipal Market Access (“**EMMA**”) website, currently located at <http://emma.msrb.org> (the “**EMMA Website**”), using the CUSIP numbers for the Bonds listed in Table 1 and Table 2, as applicable, under “BONDS SUBJECT TO THIS INVITATION”; (ii) to The Depository Trust Company (“**DTC**”) and to the DTC participants holding the Bonds (as shown in a securities position report obtained by the Information Agent); and (iii) by posting electronically on the website of the Information Agent at <https://www.globic.com/mwra> (collectively referred to herein as the “**Information Services**”). Delivery by the Authority of information to the Information Services will be deemed to constitute delivery of this information to each Bondholder.

The Authority, the Dealer Manager, and the Information Agent have no obligation to ensure that a Bondholder actually receives any information given to the Information Services.

Bondholders who would like to receive information transmitted by or on behalf of the Authority as described above must make appropriate arrangements with their Financial Representative.

Any updates to the Tender Offer, including, without limitation any supplements to the 2026 POS, will be distributed through the Information Services.

Minimum Denominations

A Bondholder may tender Bonds for purchase of a particular CUSIP number that it owns in an amount of its choosing, but only in a principal amount equal to the minimum denomination of \$5,000 (the “*Minimum Authorized Denomination*”) or any integral multiple of \$5,000 in excess thereof.

Pricing Notice

On or about May 7, 2026, the Authority will publish the Pricing Notice in the form attached hereto as APPENDIX B, which Pricing Notice will set forth (a) the Offer Purchase Price for each respective CUSIP of the Tax-Exempt Bonds (which may differ from the “Indicative Offer Purchase Prices” listed on pages (i) and (ii) hereof) and (b) the Fixed Spread for each respective CUSIP of the Taxable Bonds (which may differ from the “Indicative Fixed Spreads” listed on page (iii) hereof) as well as an illustration of the resulting Offer Purchase Prices for the Taxable Bonds based on market conditions as described therein. The illustrative Offer Purchase Prices shown in the Pricing Notice with respect to the Taxable Bonds will be subject to change and the actual Offer Purchase Prices for the Taxable Bonds will be determined on or about 10:00 a.m. New York City time on May 19, 2026 as described herein. The Pricing Notice will be made available through the Information Services.

Consideration for Tender Offer

General. The purchase price (each, a “*Purchase Price*”) to be received on the Settlement Date by a Bondholder whose Bonds were validly tendered and accepted for purchase, in whole or in part, by the Authority will equal the par amount of such Bondholder’s purchased Bonds multiplied by the applicable Offer Purchase Price of such Bonds divided by 100. In addition to the Purchase Prices to be paid to Bondholders for Bonds purchased by the Authority, Accrued Interest on such purchased Bonds will be paid by, or on behalf of, the Authority to such Bondholders on the Settlement Date.

Determination of Offer Purchase Prices for the Tax-Exempt Bonds. The Offer Purchase Prices will be set forth in the Pricing Notice for each respective maturity and corresponding CUSIP of Tax-Exempt Bonds tendered pursuant to this Invitation.

Determination of Offer Purchase Prices for the Taxable Bonds. The applicable Fixed Spread with respect to the Taxable Bonds, as set forth in the Pricing Notice, expressed as an interest rate percentage, will be added to the yield on the relevant Benchmark Treasury Security (the “*Treasury Security Yield*”) to arrive at a yield (each, a “*Purchase Yield*”) used to calculate the Offer Purchase Price for each maturity and corresponding CUSIP of the Taxable Bonds tendered pursuant to this Invitation. The Benchmark Treasury Security for each Taxable Bond is identified on page (iii) of this Invitation and will be identified in the Pricing Notice. The Treasury Security Yield will equal the bid-side yield of the Benchmark Treasury Security as quoted on the Bloomberg Bond Trader FIT1 series of pages at approximately 10:00 a.m., New York City time, on May 19, 2026. The Authority expects to publish a Notice of Taxable Bonds Offer Purchase Prices on May 19, 2026, which will be made available to the Information Services.

The Purchase Yields will be used to calculate the Offer Purchase Prices of the Taxable Bonds expressed as a dollar amount per \$100 principal amount of the Taxable Bonds. Such Offer Purchase Prices will be calculated using the market standard bond pricing formula as of the Settlement Date using the relevant Purchase Yield, the coupon of the relevant Taxable Bond, and the maturity date for each of the Taxable Bonds, except that for the Taxable Bonds that are term bonds (the “*Taxable Term Bonds*”), the Offer Purchase Price will be calculated using the market standard bond pricing formula using its “average life date,” shown below, as the assumed maturity date.

Summary of the Taxable Term Bonds

Series	CUSIP	Final Maturity Date	Average Life Date	Outstanding Principal Amount
	(Base No. 576051)			
2019F	WJ1	8/1/2039	8/30/2038	\$63,290,000
2021C	ZT6	8/1/2041	1/29/2038	231,215,000
2021C	ZU3	8/1/2044	8/9/2043	10,605,000

Sinking Fund Amortization of Unpurchased Term Bonds

Taxable Term Bonds. The Taxable Term Bonds are summarized in the table below and are each subject to mandatory redemption from sinking fund installments prior to their respective maturity dates. If less than all of a Taxable Term Bond is purchased by the Authority pursuant to this Invitation, each of the sinking fund installments to be redeemed on each mandatory redemption date or paid at maturity of such Taxable Term Bond will be reduced in Authorized Denominations, pro rata, to an amount equal to such original sinking fund installment multiplied by a percentage equal to (a) the aggregate principal amount of unpurchased Taxable Term Bonds of such CUSIP divided by (b) the Outstanding Principal Amount for such Taxable Term Bond as outlined in the table below, such that for each of such Taxable Term Bonds the sum of all sinking fund installments and the principal amount due at maturity will equal the aggregate principal amount of each such unpurchased Taxable Term Bond and corresponding CUSIP. Unpurchased Taxable Term Bonds will continue to be outstanding and subject to sinking fund installments in amounts that will be reflected on a revised mandatory redemption schedule.

Summary of the Taxable Term Bonds

Series	CUSIP	Final Maturity Date	Outstanding Principal Amount
	(Base No. 576051)		
2019F	WJ1	8/1/2039	\$63,290,000
2021C	ZT6	8/1/2041	231,215,000
2021C	ZU3	8/1/2044	10,605,000

Tax-Exempt Term Bonds. The Tax-Exempt Term Bonds are summarized in the table below and are each subject to mandatory redemption from sinking fund installments prior to their respective maturity dates. If less than all of a Tax-Exempt Term Bond is purchased by the Authority pursuant to this Invitation, the Authority may designate the sinking fund installments that are to be reduced as a result of cancellation or redemption. Such designation may, but is not required to be, on a pro rata basis. Unpurchased Tax-Exempt Term Bonds will continue to be outstanding and subject to sinking fund installments in amounts that will be reflected on a revised mandatory redemption schedule.

Summary of the Tax-Exempt Term Bonds

Series	CUSIP	Final Maturity Date	Outstanding Principal Amount
	(Base No. 576051)		
2017B	RQ1	8/1/2042	\$1,150,000
2019B	UP9	8/1/2044	16,775,000

Provisions Applicable to All Tenders

Need for Advice. A Bondholder should ask its Financial Representative or financial advisor for help in determining: (a) whether to tender Bonds of a particular CUSIP number for purchase, and (b) the principal amount of Bonds of such CUSIP number to be tendered. A Bondholder also should inquire as to whether its Financial Representative or financial advisor will charge a fee for submitting tenders if the Authority purchases the Bondholder's tendered Bonds. The Authority, the Dealer Manager, the Information Agent, and the Tender Agent will not charge any Bondholder for tendering Bonds.

Need for Specificity of Tender. A tender cannot exceed the par amount of Bonds owned by the Bondholder and must include the following information: (i) the CUSIP number(s) of the Bond(s) being tendered, and (ii) the principal amount of each CUSIP number being tendered (such principal amount must be stated in integral multiples

of \$5,000 and if not so stated, for tenders of less than all of the Holder's position in the Bonds, such principal amount will be reduced to the greatest integral multiple of \$5,000). Holders who tender less than all of their Bonds must continue to hold their Bonds in at least the Minimum Authorized Denomination and integral multiples of \$5,000 in excess thereof. Any Bondholder located outside of the United States should check with their broker to determine if there are any additional minimal increments, alternative settlement timing or other limitations.

"All or none" offers are not permitted. A Bondholder cannot condition its offer for any single CUSIP on the acceptance of its offer for a separate CUSIP. No alternative, conditional or contingent offers will be accepted.

ALL TENDERS FOR PURCHASE MUST BE MADE THROUGH THE APPLICABLE AUTHORITY ATOP ACCOUNTS. THE AUTHORITY WILL NOT ACCEPT ANY TENDERS FOR PURCHASE THAT ARE NOT MADE THROUGH ITS ATOP ACCOUNTS. LETTERS OF TRANSMITTAL ARE NOT BEING USED IN CONNECTION WITH THE TENDER OFFER. See "— Offers Only Through the Authority's ATOP Accounts" herein.

A Bondholder may only tender Bonds it owns or controls. By tendering Bonds pursuant to the Tender Offer, a Bondholder will be deemed to have represented and agreed with the Authority as set forth below under "— Representations by Tendering Bondholders to the Authority." All tenders shall survive the death or incapacity of the tendering Bondholder.

Representations by Tendering Bondholders to the Authority

By tendering Bonds for purchase, each tendering Bondholder will be deemed to have represented to and agreed with the Authority and the Dealer Manager that:

(a) the Bondholder has received and has had the opportunity to review this Invitation, the 2026 POS and the Pricing Notice, each in their entirety, prior to making its decision to tender Bonds, and agrees if the purchase of any tendered Bonds is consummated, the purchase of such Bonds shall be on the terms and conditions set forth herein;

(b) the Bondholder has full power and authority to tender, sell, assign and transfer the tendered Bonds; and on the Settlement Date, the Authority will acquire good, marketable and unencumbered title thereto, free and clear of all liens, charges, encumbrances, conditional sales agreements or other obligations and not subject to any adverse claims, subject to payment to the Bondholder of the applicable Purchase Price(s), plus Accrued Interest;

(c) the Bondholder has made its own independent decision to tender its Bonds for purchase pursuant to the Tender Offer, and as to the terms thereof, and such decision is based upon the Bondholder's own judgment and upon advice from such advisors with whom the Bondholder has determined to consult;

(d) the Bondholder is not relying on any communication from the Authority, the Dealer Manager, or the Information Agent as investment advice or as a recommendation to tender the Bondholder's Bonds at the applicable Offer Purchase Price, it being understood that the information from the Authority, the Dealer Manager, and the Information Agent related to the terms and conditions of the Tender Offer made pursuant to this Invitation shall not be considered investment advice or a recommendation to tender Bonds; and

(e) the Bondholder is capable of assessing the merits of and understanding (on its own and/or through independent professional advice), and does understand, agree, and accept the terms and conditions of the Tender Offer.

Determinations as to Form and Validity of the Tender Offer; Right of Waiver and Rejection

All questions as to the validity (including the time of receipt at the applicable Authority ATOP accounts), form, eligibility and acceptance of any Bonds tendered for purchase pursuant to the Tender Offer will be determined by the Authority in its sole discretion and such determinations will be final, conclusive and binding.

The Authority reserves the right to waive any irregularities or defects in any tender. The Authority, the Dealer Manager, and the Information Agent are not obligated to give notice of any defects or irregularities in tenders and they will have no liability for failing to give such notice.

The Authority reserves the absolute right to reject any and all offers, whether or not they comply with the terms of the Tender Offer.

Amendment or Withdrawals of Tenders Prior to an Expiration Date

A Bondholder may amend its offer to tender for purchase in respect of the amount being tendered by causing an amended offer to be received at the applicable Authority ATOP accounts at or before 5:00 p.m., New York City time, on the Expiration Date.

An offer to tender for purchase may be withdrawn by a Bondholder by causing a withdrawal notice to be received at the applicable Authority ATOP Accounts at or before 5:00 p.m., New York City time, on the Expiration Date.

An amended offer or a notice of withdrawal must be submitted in substantially the same manner as an offer. *All amendments or withdrawal notices must be made through the Authority DTC ATOP accounts.*

Bondholders who have tendered for purchase their Bonds will not receive any information from the Authority, the Dealer Manager or the Information Agent concerning offers by other Bondholders. Offering Bondholders will not be afforded an opportunity to amend their offers after 5:00 p.m., New York City time, on the Expiration Date. An amended or withdrawn offer must specify the applicable CUSIP number, and with respect to amended offers, the principal amount previously offered and the new amount being offered. All questions as to the validity (including the time of receipt) of an amendment or withdrawal will be determined by the Authority in its sole discretion and will be final, conclusive and binding.

ALL TENDERS OF BONDS SHALL BE IRREVOCABLE AT 5:00 P.M., NEW YORK CITY TIME, ON THE EXPIRATION DATE.

Preliminary Notice of Acceptance

On May 18, 2026, unless such time or date is extended by the Authority (the “*Preliminary Acceptance Date*”), the Authority will determine the preliminary principal amount, if any, of the Bonds for each CUSIP that it will purchase, based on satisfaction of the Financing Conditions. Notice of the preliminary principal amount of the Bonds, if any, for each CUSIP that the Authority initially expects to purchase pursuant to this Invitation will be provided to the Information Services on the Preliminary Acceptance Date by publication of a Preliminary Notice of Acceptance.

Acceptance of Tenders for Purchase

The Authority shall be under no obligation to accept any Bonds tendered for purchase pursuant to the Tender Offer. Among Bonds tendered for purchase, the Authority will determine in its sole discretion the amount (if any) of the tendered Bonds that it will purchase based on such factors as the Authority deems relevant. The obligation of the Authority to purchase any tendered Bonds is subject to satisfaction of certain conditions as described in this Invitation. **If the Authority elects to purchase any Bonds of a particular CUSIP number, the Authority will purchase all Bonds of that CUSIP number tendered by Bondholders.**

The Authority shall be under no obligation to purchase Bonds tendered for purchase pursuant to the Tender Offer. The Authority will determine in its sole discretion which tendered Bonds, if any, it will purchase and therefore has the right to purchase none, some or all of the Bonds offered, notwithstanding any other statements herein about the Authority’s current intentions for the amount of Bonds to be purchased. Bonds that will be purchased will be indicated by CUSIP. The Authority reserves the right to, and may decide to, defease, purchase or refund (on an advance, current or forward basis), some or all of the Untendered Bonds through the issuance of publicly-offered or privately-placed taxable or tax-exempt obligations or funds of the Authority. See also “INTRODUCTION – Bonds not Tendered for Purchase.”

Notwithstanding any other provision of the Invitation, the consummation of the Tender Offer and the Authority’s obligation to accept for purchase Bonds validly tendered (and not validly withdrawn) pursuant to the Tender Offer are subject to the satisfaction of or waiver of the Financing Conditions (see “INTRODUCTION – General” herein) and the other conditions set forth in “Conditions to Purchase” herein. The Authority

reserves the right, subject to applicable law, to amend or waive any of the conditions to the Tender Offer, in whole or in part, at any time prior to the Expiration Date or from time to time, in its sole discretion. The Tender Offer may be withdrawn by the Authority at any time prior to the Expiration Date.

Acceptance of Tenders Constitutes Irrevocable Agreement

Acceptance by the Authority of Bonds validly tendered for purchase will constitute an irrevocable agreement between the tendering Bondholder and the Authority to sell and purchase such Bonds, subject to satisfaction of all conditions to the Authority's obligation to purchase tendered Bonds and the other terms of the Tender Offer. See "Consideration for Tender Offer" and "Conditions to Purchase" herein.

The acceptance of Bonds tendered for purchase is expected to be made by notification to the Information Services on the Final Acceptance Date. This notification will state the principal amount of the Bonds of each CUSIP number that the Authority has agreed to accept for tender for purchase, as applicable, in accordance with the Tender Offer, which may be zero for a particular CUSIP number.

Following the publication of the Final Notice of Acceptance, all Bonds that were tendered but were not accepted for purchase will be released and returned to the tendering institution in accordance with DTC's ATOP procedures.

Settlement Date

Subject to satisfaction of all conditions to the Authority's obligation to purchase tendered Bonds, as applicable and as described herein, including, without limitation, the Financing Conditions, the Settlement Date is the day on which all Bonds accepted for purchase will be purchased at the aggregate Purchase Price, together with Accrued Interest thereon. The Settlement Date will occur following the Final Acceptance Date, subject to all conditions to the Tender Offer having been satisfied or waived by the Authority. The expected Settlement Date is June 3, 2026, unless extended by the Authority. Bondholders whose Bonds are purchased on the Settlement Date will receive Accrued Interest up to but not including the Settlement Date.

The Authority may, in its sole discretion, change the Settlement Date by giving prior notice thereof in the manner described under "TERMS OF THE TENDER OFFER – Information to Bondholders" herein. However, the Settlement Date shall not be more than 45 business days later than the Launch Date set forth on the cover page. If the Authority does not complete the purchase of the Bonds by 3:00 p.m., New York City time, on the 45th business day after the Launch Date, the right and obligation of the Authority to purchase any Bonds will automatically terminate, without any liability to any Bondholder, and all Bonds will be released and returned to the tendering Holder in accordance with DTC's ATOP procedures. See "– Conditions to Purchase."

Subject to satisfaction of all conditions to the Authority's obligation to purchase Bonds tendered and accepted for purchase pursuant to this Invitation, as described herein, payment by the Authority, or on the Authority's behalf, will be made through DTC on the Settlement Date. The Authority expects that, in accordance with DTC's standard procedures, DTC will transmit the Purchase Price (plus Accrued Interest) to DTC participants holding the Bonds accepted for purchase on behalf of Bondholders for delivery to the Bondholders. **None of the Authority, the Dealer Manager, the Information Agent, or the Tender Agent has any responsibility or liability for the distribution of the aggregate Purchase Price plus Accrued Interest by DTC to the Bondholders.**

Conditions to Purchase

In addition to the Financing Conditions (see "INTRODUCTION – General" herein), if after the Final Acceptance Date, but prior to payment for Bonds accepted by the Authority on the Settlement Date, any of the following events should occur, the Authority will have the absolute right to cancel its obligations to purchase Bonds without any liability to any Bondholder:

- Litigation or another proceeding is pending or threatened which the Authority reasonably believes may, directly or indirectly, have an adverse impact on the Tender Offer or the expected benefits of the Tender Offer to the Authority or the Bondholders;

- A war, national emergency, banking moratorium, suspension of payments by banks, a general suspension of trading by the New York Stock Exchange, or a limitation of prices on the New York Stock Exchange exists and the Authority reasonably believes this fact makes it inadvisable to proceed with the purchase of Bonds;
- A material change in the business or affairs of the Authority has occurred which the Authority reasonably believes makes it inadvisable to proceed with the purchase of Bonds;
- A material change in the net economics of the transaction has occurred due to a material change in market conditions which the Authority reasonably believes makes it inadvisable to proceed with the purchase of Bonds; or
- There shall have occurred a material disruption in securities settlement, payment or clearance services.

These conditions (including the Financing Conditions) are for the sole benefit of the Authority and may be asserted by the Authority, prior to the time of payment of the Bonds it has agreed to purchase, regardless of the circumstances giving rise to any of these conditions or may be waived by the Authority in whole or in part at any time and from time to time in its discretion, and may be exercised independently for each CUSIP. The failure by the Authority at any time to exercise any of these rights will not be deemed a waiver of any of these rights, and the waiver of these rights with respect to particular facts and other circumstances will not be deemed a waiver of these rights with respect to any other facts and circumstances. Each of these rights will be deemed an ongoing right of the Authority which may be asserted at any time and from time to time prior to the time of payment of the Bonds it has agreed to purchase. Any determination by the Authority concerning the events described in this section will be final and binding upon all parties.

UNTENDERED BONDS WILL REMAIN OUTSTANDING UNDER THE GENERAL RESOLUTION. THE AUTHORITY RESERVES THE RIGHT TO, AND MAY DECIDE TO, DEFEASE OR REFUND (ON AN ADVANCE, CURRENT OR FORWARD BASIS) SOME OR ALL OF THE UNTENDERED BONDS THROUGH THE ISSUANCE OF PUBLICLY-OFFERED OR PRIVATELY-PLACED TAXABLE OR TAX-EXEMPT OBLIGATIONS OR FUNDS OF THE AUTHORITY. See “INTRODUCTION – Bonds Not Tendered for Purchase” and “ADDITIONAL CONSIDERATIONS” herein.

Extension, Termination and Amendment of the Tender Offer; Changes to Terms

Through and including the Expiration Date, the Authority has the right to extend the Tender Offer to any date in its sole discretion, provided that a notice of any extension of an Expiration Date is given to the Information Services on or prior to about 11:00 a.m., New York City time, on the first business day after the then current Expiration Date.

The Authority has the right, prior to the Final Acceptance Date to terminate the Tender Offer at any time by giving notice to the Information Services. The termination will be effective at the time specified in such notice.

The Authority has the right, prior to the Expiration Date, to amend or waive the terms of this Invitation in any respect and at any time by giving notice of the amendment or waiver to the Information Services. An amendment or waiver will be effective at the time specified in such notice.

Except with respect to extensions of the Tender Offer as described above, the Authority has the right to amend the terms of the Tender Offer (including a waiver of any term) in any material respect, including, without limitation, to change the Offer Purchase Prices of the Bonds (a “**Purchase Price Amendment**”) by providing a notice of such amendment to the Information Services, including by posting such notice to the Information Services no later than on or about 9:00 a.m., New York City time, five (5) business days prior to the Expiration Date, as it may be extended.

In such event, any offers submitted with respect to the affected Bonds prior to the Authority providing notice of an extension, Purchase Price Amendment, or any other amendment or waiver of the Tender Offer, shall remain in full force and effect and any Bondholder of such affected Bonds wishing to revoke their offer to tender such Bonds must affirmatively withdraw such offer prior to the Expiration Date.

No extension, termination or amendment of the Tender Offer (or waiver of any terms of this Invitation) will change the Authority's right to decline to purchase any Bonds without liability. See "– Conditions to Purchase."

None of the Authority, the Dealer Manager, or the Information Agent has any obligation to ensure that a Bondholder actually receives any information given to the Information Services.

AVAILABLE INFORMATION

Certain information relating to the Bonds and the Authority may be obtained by contacting the Dealer Manager or the Information Agent at the contact information set forth on the page preceding APPENDIX A. Such information is limited to (i) this Invitation, including the information set forth in the 2026 POS which is attached hereto as APPENDIX A, and (ii) information about the Authority available through the EMMA Website.

References to website addresses herein are for informational purposes only and may be in the form of a hyperlink solely for the reader's convenience. Unless specified otherwise, such websites and the information or links contained therein are not incorporated into, and are not a part of, this Invitation.

ADDITIONAL CONSIDERATIONS

None of the Authority, the Dealer Manager or the Information Agent makes any recommendation that any Bondholder tender or refrain from tendering all or any portion of the Bonds. Each Bondholder must make its decision and should read this Invitation and the 2026 POS and consult with its broker, accounts executive, financial advisor and/or other financial professional in making such decision.

In deciding whether to participate in the Tender Offer, each Bondholder should consider carefully, in addition to the Financing Conditions and other information contained in this Invitation, the following:

- The Bonds are not listed on any national or registered securities exchange. To the extent the Bonds are traded, their prices may fluctuate greatly depending on the trading volume and the balance between buy and sell orders. Bondholders may be able to effect a sale of a Bond at a price higher than the Offer Purchase Price corresponding thereto established pursuant to this Invitation.
- To the extent Bonds are not purchased pursuant to this Invitation, the Authority reserves the right to, and may in the future decide to, acquire some or all of the Untendered Bonds through open market purchases, privately negotiated transactions, subsequent tender offers, exchange offers or otherwise, upon such terms and at prices as it may determine, which may be more or less than the consideration offered pursuant to this Invitation, and which could be cash or other consideration. Any future acquisition of Untendered Bonds may be on the same terms or on terms that are more or less favorable to Bondholders than the terms described in this Invitation. The Authority also reserves the right now or in the future to refund (on an advance, current or forward basis), defease, or redeem any remaining portion of outstanding Untendered Bonds through the issuance of publicly offered or privately placed taxable or tax-exempt bonds or from other Authority funds. The decision to undertake any such future transactions will depend on various factors existing at that time. There can be no assurance as to which of these alternatives, if any, the Authority may ultimately choose to pursue in the future.
- Bondholders who do not tender their Bonds, or whose Bonds are tendered but not accepted for purchase, will continue to hold their respective interests in such Bonds and such Untendered Bonds will remain outstanding. If Bonds are purchased pursuant to this Invitation, the principal amount of Bonds for a particular maturity and corresponding CUSIP that remain outstanding will be reduced, which could adversely affect the liquidity and market value of any Untendered Bonds of that maturity and CUSIP that remain outstanding.
- With respect to the Tax-Exempt Term Bonds, the Authority will determine how purchased amounts of those term Bonds will be credited against future mandatory sinking fund redemptions, which could impact the average life of the remaining Untendered Bonds of that CUSIP.

- The ratings of the Bonds by each applicable rating agency reflect only the views of such organization and any desired explanation of the significance of such ratings and any outlooks or other statements given by such rating agency with respect thereto should be obtained from such rating agency. There is no assurance that the current ratings assigned to the Bonds will continue for any given period of time or that any of such ratings will not be revised upward or downward, suspended or withdrawn entirely by any rating agency. Any such upward or downward revision, suspension or withdrawal of such ratings may have an effect on the availability of a market for or the market prices of the Bonds. Each Bondholder should review such ratings and consult with its financial representatives concerning them.
- The purpose of the Tender Offer is to provide the Authority with the opportunity to purchase a portion of the Bonds. The final decision to purchase Bonds, and which Bonds will be accepted for purchase by the Authority will, in part, be based upon market conditions and other factors outside of the control of the Authority.

Timeliness of Offers

The Tender Offer will expire at 5:00 p.m., New York City time, on the Expiration Date (currently scheduled for May 15, 2026), unless extended or terminated. Bonds tendered for purchase as described in this Invitation after 5:00 p.m., New York City time, on the Expiration Date will not be accepted for tender.

Final Acceptance Date

The Authority will accept tender offers, if at all, on the Final Acceptance Date. Notification of the acceptance of Bonds tendered pursuant to the Tender Offer will be given on the Final Acceptance Date, unless the Expiration Date is extended or the Tender Offer is terminated. See “TERMS OF THE TENDER OFFER – Acceptance of Tenders for Purchase” herein.

SUMMARY OF CERTAIN FEDERAL INCOME TAX CONSEQUENCES

General

The following is a general summary of the U.S. federal income tax consequences for Bondholders that respond to this Invitation and have their offer to tender their Bonds accepted by the Authority. The discussion is based on the Internal Revenue Code of 1986, as amended (the “*Code*”), the Treasury Regulations promulgated thereunder, and relevant rulings and decisions now in effect, all of which are subject to change or differing interpretations. No assurances can be given that future changes in U.S. federal income tax laws will not alter the conclusions reached herein.

The discussion below does not purport to deal with U.S. federal income tax consequences applicable to all categories of investors. Further, this summary does not discuss all aspects of U.S. federal income taxation that may be relevant to a particular investor in the Bonds in light of the investor’s particular circumstances or to certain types of investors subject to special treatment under U.S. federal income tax laws (including individuals who are neither citizens nor residents of the United States; foreign corporations, trusts and estates, in each case, as defined for U.S. federal income tax purposes; insurance companies; tax-exempt organizations; financial institutions; brokers-dealers; partnerships and other entities classified as partnerships for U.S. federal income tax purposes; and persons who have hedged the risk of owning the Bonds).

Tendering Bondholders should note that no rulings have been or will be sought from the Internal Revenue Service (the “*IRS*”), and no assurance can be given that the IRS will not take contrary positions, with respect to any of the U.S. federal income tax consequences discussed below. This U.S. federal income tax discussion is included for general information only and should not be construed as a tax opinion nor tax advice by the Authority or any of its advisors or agents to the Bondholders, and Bondholders therefore should not rely upon such discussion.

Treatment of Gain or Loss from Tender

A Bondholder who tenders Bonds pursuant to the Tender Offer generally will realize gain or loss for U.S. federal income tax purposes in an amount equal to the difference between (i) the amount realized by the Bondholder and (ii) the Bondholder's adjusted tax basis in the tendered Bonds.

In the event of a Bondholder who tenders Bonds for cash pursuant to the Tender Offer, the amount realized will be the amount of money received by the Bondholder, exclusive of any amount paid for Accrued Interest.

Any gain or loss arising in connection with a taxable sale pursuant to the Tender Offer may be capital gain or loss (either long-term or short-term, depending on the Bondholder's holding period for the Tendered Bonds) or may be ordinary income or loss, depending on the particular circumstances of the tendering Bondholder. Non-corporate holders may be eligible for reduced rates of U.S. federal income tax on long-term capital gains. The deductibility of capital losses is subject to various limitations.

Backup Withholding

Bondholders that are U.S. Holders will be subject to "backup withholding" of federal income tax in the event they fail to furnish a taxpayer identification number or there are other, related compliance failures.

Additional Considerations for Certain Owners and Taxpayers

The discussion herein does not deal with special classes of beneficial owners of the Bonds, such as dealers or traders in securities, investors that elect mark to market accounting, banks, financial institutions, insurance companies, retirement plans or other tax-deferred or tax advantaged accounts, tax-exempt organizations, partnerships or other pass-through entities (or entities treated as such for U.S. federal income tax purposes), U.S. expatriates, persons holding their Bonds as a part of a hedging, integration, conversion or constructive sale transaction or a straddle, Bondholders that are "United States persons," as defined in section 7701(a)(30) of the Code ("**U.S. Holders**") and are subject to the alternative minimum tax, U.S. Holders that have a functional currency other than the U.S. Dollar, and persons who are not U.S. Holders (all of such holders of the Bonds should consult their tax advisors).

If a partnership or other pass-through entity holds the Bonds, the tax treatment of a partner in the partnership or beneficial owner of the pass-through entity generally will depend upon the status of the partner owner and the activities of the partnership or pass-through entity. A partner of a partnership or a beneficial owner of a pass-through entity holding Bonds should consult its own tax advisor regarding the U.S. federal income tax consequences of the Tender Offer.

Non-tendering Bondholders will not be subject to any U.S. federal income tax consequences in connection with the Tender Offer.

BONDHOLDERS SHOULD CONSULT THEIR OWN TAX ADVISORS IN DETERMINING THE U.S. FEDERAL, STATE, LOCAL, FOREIGN AND ANY OTHER TAX CONSEQUENCES TO THEM FROM THE TENDER OF THE BONDS PURSUANT TO THE TENDER OFFER.

DEALER MANAGER

Pursuant to the terms of that certain Dealer Manager Agreement between the Authority and the Dealer Manager, the Authority has retained Jefferies to act on its behalf as Dealer Manager for the Tender Offer. The Authority has agreed to pay the Dealer Manager customary fees for their services and to reimburse the Dealer Manager for their reasonable out-of-pocket costs and expenses relating to the Tender Offer. References in this Invitation to the Dealer Manager are to Jefferies only in their capacity as the Dealer Manager. The compensation of the Dealer Manager is based upon the amount of Bonds tendered to and accepted by the Authority.

The Dealer Manager may contact Bondholders regarding the Tender Offer and may request brokers, dealers, custodian banks, depositories, trust companies and other nominees to forward this Invitation to beneficial owners of the Bonds.

The Dealer Manager and its affiliates together comprise a full-service financial institution engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, principal investment, hedging, financing and brokerage activities. The Dealer Manager and its affiliates may have, from time to time, performed and may in the future perform, various investment banking services for the Authority for which they received or will receive customary fees and expenses. In the ordinary course of their various business activities, the Dealer Manager and its affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities and financial instruments which may include bank loans and/or credit default swaps) for their own accounts and for the accounts of their respective customers and may at any time hold long and short positions in such securities and instruments. Such investment securities activities may involve securities and instruments of the Authority, including the Bonds. Affiliates of the Dealer Manager may have holdings of Bonds that they are unable to disclose for legal or regulatory reasons.

In addition to its role as a Dealer Manager for the Bonds, Jefferies also is serving as Representative to the underwriters for the 2026 Series C Bonds and the 2026 Series D Bonds as described in the 2026 POS.

The Dealer Manager is not acting as a financial or municipal advisor to the Authority in connection with the Tender Offer.

INFORMATION AGENT AND TENDER AGENT

The Authority has retained Globic Advisors to serve as Information Agent and Tender Agent for the Tender Offer. The Authority has agreed to pay the Information Agent and Tender Agent customary fees for its services and to reimburse the Information Agent and Tender Agent for its reasonable out-of-pocket costs and expenses relating to the Tender Offer.

APPROVAL OF LEGAL PROCEEDINGS

Certain legal matters and the issuance of the 2026 Series D Bonds will be passed upon by Greenberg Traurig, LLP, Boston, Massachusetts, Bond Counsel to the Authority. A copy of the form of opinion of Bond Counsel which will be delivered with the 2026 Series D Bonds is set forth in APPENDIX D of the 2026 POS attached hereto as APPENDIX A. Certain legal matters will be passed upon for the Authority by Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., Boston, Massachusetts, Disclosure Counsel to the Authority. Certain legal matters will be passed upon for the Dealer Manager by their counsel Nutter, McClennen & Fish, LLP, Boston, Massachusetts.

MISCELLANEOUS

No one has been authorized by the Authority, the Dealer Manager, or the Information Agent to recommend to any Bondholder whether to tender Bonds pursuant to the Tender Offer or the amount of Bonds to tender. No one has been authorized to give any information or to make any representation in connection with the Tender Offer other than those contained in this Invitation. Any recommendations, information and representations given or made cannot be relied upon as having been authorized by the Authority, the Dealer Manager or the Information Agent.

None of the Authority, the Dealer Manager, or the Information Agent makes any recommendation that any Bondholder tender or refrain from tendering or exchanging all or any portion of the principal amount of such Bondholder's Bonds. Bondholders must make their own decisions and should read this Invitation carefully and consult with their broker, accounts executive, financial advisor, attorney and/or other professional in making these decisions.

Investors with questions about the Tender Offer should contact the Dealer Manager or the Information Agent. The contact information for the Dealer Manager and the Information Agent and Tender Agent is as follows:

The Dealer Manager for the Tender Offer is:

Jefferies LLC

Contact your Jefferies LLC Representative or the Municipal Syndicate Desk
(800) 567-8567

E-mail: muni_underwriting@jefferies.com

The Information Agent and the Tender Agent for the Tender Offer is:

Globic Advisors

Attn: Robert Stevens

Tel: (212) 227-9622

Email: rstevens@globic.com

Document Website: <https://www.globic.com/mwra>

APPENDIX A

2026 POS

NEW ISSUE – BOOK-ENTRY ONLY SYSTEM

See “Ratings” herein.

In the opinion of Bond Counsel, assuming the accuracy of certain representations and certifications, and continuing compliance with certain tax covenants, under existing statutes, regulations, rulings and court decisions, interest on the 2026 Bonds is excludable from gross income for federal income tax purposes, and interest on the 2026 Bonds is not an item of tax preference for the purpose of computing the alternative minimum tax imposed on individuals. In the case of the alternative minimum tax imposed by Section 55(b)(2) of the Internal Revenue Code of 1986, as amended (the “Code”) on applicable corporations (as defined in Section 59(k) of the Code), interest on the 2026 Bonds is not excluded from the determination of adjusted financial statement income. In the opinion of Bond Counsel, interest on the 2026 Bonds and any profit made on the sale thereof are exempt from Massachusetts personal income taxes, and the 2026 Bonds are exempt from Massachusetts personal property tax. See “Tax Matters” herein.



MASSACHUSETTS WATER RESOURCES AUTHORITY

\$219,875,000* General Revenue Bonds, 2026 Series C (Green Bonds)**\$370,160,000* General Revenue Refunding Bonds, 2026 Series D (Green Bonds)**

Dated: Date of Initial Delivery

Due: As shown on the inside cover pages

The Massachusetts Water Resources Authority (the “Authority”) will issue its General Revenue Bonds, 2026 Series C (Green Bonds) (the “2026 Series C Bonds”) and its General Revenue Refunding Bonds, 2026 Series D (Green Bonds) (the “2026 Series D Bonds,” and together with the 2026 Series C Bonds, the “2026 Bonds”) as fully registered bonds in the name of Cede & Co., as nominee for The Depository Trust Company (“DTC”), New York, New York. Purchases of the 2026 Bonds will be made in book-entry form only, in the denominations of \$5,000 or any integral multiple thereof, and no physical delivery of the 2026 Bonds will be made to purchasers. So long as Cede & Co. is the registered owner of the 2026 Bonds, principal and interest on the 2026 Bonds are payable to DTC by U.S. Bank Trust Company, National Association, as Trustee. See “The 2026 Bonds - Book-Entry-Only System.”

The 2026 Bonds will bear interest at the fixed rates and mature in the years and in the principal amounts set forth on the inside cover pages hereof. Interest on the 2026 Bonds will accrue from their date of delivery. Interest on the 2026 Bonds will be payable on August 1, 2026, and on each February 1 and August 1 thereafter. The 2026 Bonds will be subject to redemption prior to maturity, as more fully described herein.

The 2026 Bonds will constitute general obligations of the Authority. In addition, the 2026 Bonds will be secured by a lien on and pledge of certain revenues and other moneys of the Authority, as described herein. Neither The Commonwealth of Massachusetts (the “Commonwealth”) nor any political subdivision thereof shall be obligated to pay the principal of, or premium, if any, or interest on any 2026 Bond, and neither the faith and credit nor the taxing power of the Commonwealth or any political subdivision thereof is pledged to such payment. The Authority has no taxing power.

*The 2026 Bonds are offered when, as and if issued by the Authority and received by the Underwriters, subject to the approval of legality by Greenberg Traurig, LLP, Boston, Massachusetts, Bond Counsel, and certain other conditions. Certain legal matters will be passed upon for the Authority by its Disclosure Counsel, Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., Boston, Massachusetts, and for the Underwriters by their counsel, Nutter, McClennen & Fish, LLP, Boston, Massachusetts. Settlement of the issue is expected at DTC in New York, New York on or about June 3, 2026.**

Jefferies**Barclays****BofA Securities****Morgan Stanley****Goldman Sachs & Co. LLC****J.P. Morgan****Ramirez & Co., Inc.****RBC Capital Markets**

_____, 2026

* Preliminary, subject to change.

Massachusetts Water Resources Authority
\$219,875,000* General Revenue Bonds, 2026 Series C (Green Bonds)
Maturities, Amounts, Rates, Yields and CUSIP[†] Numbers

<u>Year (August 1)*</u>	<u>Amount*</u>	<u>Interest Rate</u>	<u>Yield</u>	<u>CUSIP[†]</u>
2027	\$7,815,000			
2028	8,050,000			
2029	8,295,000			
2030	8,555,000			
2031	8,825,000			
2032	5,865,000			
2033	9,415,000			
2034	5,405,000			
2035	5,685,000			
2036	5,975,000			
2037	6,285,000			
2038	6,600,000			
2039	6,945,000			
2040	7,300,000			
2041	7,675,000			
2042	8,065,000			
2043	8,480,000			
2044	8,915,000			
2045	9,370,000			
2046	9,850,000			
2047	5,255,000			
2048	5,525,000			
2049	5,810,000			
2050	6,105,000			
2051	6,420,000			

\$37,390,000* ____ % Term Bonds maturing August 1, 2056* - Price/Yield ____ % CUSIP[†] _____

* Preliminary, subject to change.

[†] CUSIP is a registered trademark of FactSet. CUSIP data herein are provided by CUSIP Global Services, managed on behalf of the American Bankers Association by FactSet. The CUSIP numbers herein are not intended to create a database and do not serve in any way as a substitute for CUSIP service. The CUSIP numbers have been assigned by an independent company not affiliated with the Authority, the Trustee or the Underwriters and are included solely for the convenience of the Bondholders. None of the Authority, the Trustee or the Underwriters shall be responsible for the selection or correctness of the CUSIP numbers set forth above. The CUSIP numbers are subject to being changed after the issuance of the 2026 Bonds as a result of various subsequent actions including, but not limited to, a refunding in whole or in part of the 2026 Bonds. None of the Authority, the Trustee or the Underwriters have agreed to, nor is there any duty or obligation to, update this Official Statement to reflect any change or correction in the CUSIP numbers printed herein.

Massachusetts Water Resources Authority
\$370,160,000* General Revenue Refunding Bonds, 2026 Series D (Green Bonds)
Maturities, Amounts, Rates, Yields and CUSIP[†] Numbers

Year (August 1)*	Amount*	Interest Rate	Yield	CUSIP[†]
2026	\$1,000,000			
2027	13,000,000			
2028	38,300,000			
2029	47,045,000			
2030	52,420,000			
2031	25,240,000			
2032	28,135,000			
2033	17,550,000			
2034	17,695,000			
2035	9,120,000			
2036	26,540,000			
2037	25,975,000			
2038	26,105,000			
2039	24,305,000			
2040	14,630,000			
2041	1,020,000			
2042	1,080,000			
2043	1,000,000			

* Preliminary, subject to change.

[†] CUSIP is a registered trademark of FactSet. CUSIP data herein are provided by CUSIP Global Services, managed on behalf of the American Bankers Association by FactSet. The CUSIP numbers herein are not intended to create a database and do not serve in any way as a substitute for CUSIP service. The CUSIP numbers have been assigned by an independent company not affiliated with the Authority, the Trustee or the Underwriters and are included solely for the convenience of the Bondholders. None of the Authority, the Trustee or the Underwriters shall be responsible for the selection or correctness of the CUSIP numbers set forth above. The CUSIP numbers are subject to being changed after the issuance of the 2026 Bonds as a result of various subsequent actions including, but not limited to, a refunding in whole or in part of the 2026 Bonds. None of the Authority, the Trustee or the Underwriters have agreed to, nor is there any duty or obligation to, update this Official Statement to reflect any change or correction in the CUSIP numbers printed herein.

The information set forth herein has been obtained from the Authority, DTC and other sources that are deemed to be reliable but, as to information from sources other than the Authority, it is not to be construed as a representation of the Authority. The information and expressions of opinion herein are subject to change without notice, and neither the delivery of this Official Statement nor any sale of the 2026 Bonds shall under any circumstances create any implication that there has been no change in the affairs of the Authority since the date hereof.

No dealer, broker, salesperson or other person has been authorized to give any information or to make any representation other than as contained in this Official Statement and, if given or made, such other information or representation must not be relied upon as having been authorized by the Authority. This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the 2026 Bonds by any person in any jurisdiction in which it is unlawful for such person to make such offer, solicitation or sale.

The Underwriters have provided the following sentence for inclusion in this Official Statement: The Underwriters have reviewed the information in this Official Statement in accordance with, and as part of, their respective responsibilities to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Underwriters do not guarantee the accuracy or completeness of such information.

INFORMATION IN THIS OFFICIAL STATEMENT, INCLUDING THE APPENDICES, THAT HAS BEEN PROVIDED BY THE CONSULTING ENGINEER, HAS BEEN INCLUDED IN RELIANCE UPON CDM SMITH INC. AS EXPERTS.

THIS OFFICIAL STATEMENT, INCLUDING THE APPENDICES, CONTAINS FORECASTS, PROJECTIONS AND ESTIMATES THAT ARE BASED ON CURRENT EXPECTATIONS OR ASSUMPTIONS. IF AND WHEN INCLUDED IN THIS OFFICIAL STATEMENT, THE WORDS “EXPECTS”, “FORECASTS”, “PROJECTS”, “INTENDS”, “ANTICIPATES”, “ESTIMATES”, “ASSUMES” AND ANALOGOUS EXPRESSIONS ARE INTENDED TO IDENTIFY FORWARD-LOOKING STATEMENTS. ANY SUCH STATEMENTS INHERENTLY ARE SUBJECT TO A VARIETY OF RISKS AND UNCERTAINTIES THAT COULD CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM THOSE THAT HAVE BEEN PROJECTED. SUCH RISKS AND UNCERTAINTIES INCLUDE, AMONG OTHERS, GENERAL ECONOMIC AND BUSINESS CONDITIONS, CHANGES IN POLITICAL, SOCIAL AND ECONOMIC CONDITIONS, REGULATORY INITIATIVES AND COMPLIANCE WITH GOVERNMENTAL REGULATIONS, LITIGATION AND VARIOUS OTHER EVENTS, CONDITIONS AND CIRCUMSTANCES, MANY OF WHICH ARE BEYOND THE CONTROL OF THE AUTHORITY. THESE FORWARD-LOOKING STATEMENTS SPEAK ONLY AS OF THE DATE OF THIS OFFICIAL STATEMENT. THE AUTHORITY DOES NOT PLAN TO ISSUE ANY UPDATE OR REVISION TO ANY FORWARD-LOOKING STATEMENT CONTAINED HEREIN TO REFLECT ANY CHANGE IN THE AUTHORITY’S EXPECTATIONS WITH REGARD THERETO OR ANY CHANGE IN EVENTS, CONDITIONS OR CIRCUMSTANCES ON WHICH ANY SUCH STATEMENT IS BASED, SUBJECT TO ITS CONTRACTUAL OBLIGATIONS OF CONTINUING DISCLOSURE AS DESCRIBED HEREIN.

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MASSACHUSETTS WATER RESOURCES AUTHORITY

Board of Directors

Rebecca Tepper, *Chair*
Andrew M. Pappastergion, *Vice Chair*
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Paul E. Flanagan
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Brian Swett
Louis M. Taverna
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Patrick J. Walsh
Jennifer L. Wolowicz
Stephen Estes-Smargiassi, *Executive Director*

Financial Advisor

PFM Financial Advisors LLC

Bond Counsel

Greenberg Traurig, LLP

Independent Accountants

CliftonLarsenAllen LLP

Consulting Engineer

CDM Smith Inc.

Disclosure Counsel

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

Bond Trustee

U.S. Bank Trust Company, National Association

OFFICIAL STATEMENT
OF THE
MASSACHUSETTS WATER RESOURCES AUTHORITY
RELATING TO

\$219,875,000* General Revenue Bonds, 2026 Series C (Green Bonds)
\$370,160,000* General Revenue Refunding Bonds, 2026 Series D (Green Bonds)

The following introductory statement is subject in all respects to more complete information contained elsewhere in this Official Statement. The order and placement of materials in this Official Statement, including the Appendices hereto, are not to be deemed to be a determination of relevance, materiality or relative importance, and this Official Statement, including the cover page, the inside cover pages, and Appendices, should be considered in its entirety. All capitalized terms used in this Official Statement that are not otherwise defined herein shall have the meanings ascribed to them in Appendix C.

INTRODUCTION

Purpose. This Official Statement provides certain information concerning the Massachusetts Water Resources Authority (the “Authority” or “MWRA”) in connection with the sale of \$219,875,000* aggregate principal amount of the Authority’s General Revenue Bonds, 2026 Series C (Green Bonds) (the “2026 Series C Bonds”), and \$370,160,000* aggregate principal amount of the Authority’s General Revenue Refunding Bonds, 2026 Series D (Green Bonds) (the “2026 Series D Bonds,” and together with the 2026 Series C Bonds, the “2026 Bonds”). The 2026 Bonds are to be issued under and secured by the Authority’s Amended and Restated General Revenue Bond Resolution, effective as of April 23, 2015, as amended as of July 23, 2025 (as amended and supplemented, the “General Bond Resolution”). In addition, the 2026 Bonds will be issued and secured under the Authority’s Ninety-Second Supplemental Resolution, approved by the Authority March 18, 2026 (the “Supplemental Resolution,” and collectively with the General Bond Resolution, the “General Resolution”). The 2026 Bonds will constitute valid and binding general obligations of the Authority and will be further secured by a pledge of certain revenues of the Authority in accordance with the terms of the General Resolution. See “Security for the 2026 Bonds – General,” and “- Outstanding Indebtedness and Additional Indebtedness.” Terms used, and not otherwise defined, in this Official Statement are defined in Appendix C - “Summary of Certain Provisions of the General Resolution.”

The 2026 Bonds are secured on a parity basis with all other senior revenue bonds issued under the General Resolution. The proceeds of the 2026 Series C Bonds, together with other available funds, will be used (i) to repay the Authority’s outstanding Tax Exempt Commercial Paper Notes, Series 2016 and Series 2025 (collectively, the “CP Notes”), (ii) to make a deposit to the Debt Service Reserve Fund, if necessary to meet the Debt Service Reserve Fund Requirement, and (iii) to pay a portion of the costs of issuing the 2026 Bonds. The proceeds of the 2026 Series D Bonds, together with other available funds, will be used (i) to pay the purchase price of certain of the Authority’s Outstanding Bonds identified in Appendix E (the “Purchased Bonds”), by means of purchasing such Bonds in accordance with the Authority’s Invitation to Tender Bonds, dated May 1, 2026 (the “Invitation”), pursuant to which the Authority is inviting the holders of certain outstanding Bonds, described in more detail in the Invitation, to tender such Bonds for purchase by the Authority (the “Tender Offer”), (ii) to refund certain of the Authority’s Outstanding Bonds identified in Appendix E (the “Refunded Bonds”), and (iii) to pay the costs of the Tender Offer and a portion of the costs of issuing the 2026 Bonds. See “Application of Bond Proceeds and Other Moneys,” “Plan of Finance,” and Appendix E – “Table of Purchased Bonds and Refunded Bonds.”

The Authority. The Authority, established by the Massachusetts Water Resources Authority Act, Chapter 372 of the Acts of 1984 of The Commonwealth of Massachusetts (as amended, the “Act”), is a body politic and corporate, a public instrumentality and an independent public authority of The Commonwealth of Massachusetts (the “Commonwealth”). In 1985, the Authority assumed possession and control from the Metropolitan District Commission, a department of the Commonwealth (the “MDC”) (which became part of the Department of Conservation and Recreation (the “DCR”) in July 2003), of a water distribution system (the “Waterworks System”) and a sewer system (the “Sewer System”, and together with the Waterworks System, the “Systems”). Pursuant to the

* Preliminary, subject to change.

Act, the Authority is authorized to provide wholesale services in service areas encompassing, in whole or in part, 64 communities located primarily in eastern Massachusetts, including most of the metropolitan Boston area. Fifty-six cities, towns and special purpose entities (collectively, “Local Bodies”) currently are authorized by the Act to receive water from the Waterworks System. Forty-three Local Bodies, included in the Act as originally adopted, connect their local sewer systems to the regional sewage collection and treatment facilities constituting the Sewer System. In addition, the Authority provides wholesale wastewater services to two communities in Central Massachusetts. Approximately 3.0 million people, or approximately 44% of the total population of the Commonwealth, live in the Authority’s service areas. See “The Authority and its Service Areas.”

Rates and Charges. The Authority’s primary source of revenue is the wholesale rates and charges assessed to the Local Bodies. In Fiscal Year 2026 (July 1, 2025 through June 30, 2026), approximately 95.5% of the Authority’s revenues are budgeted to be derived from such assessed rates and charges. One Local Body, the Boston Water and Sewer Commission (the “BWSC”), a public instrumentality of the Commonwealth providing retail water and sewer services within the City of Boston, is budgeted to account for approximately 30.1% of the Authority’s combined water and sewer charges in Fiscal Year 2026. The obligation to pay the Authority’s rates and charges for services rendered is a general obligation of each Local Body, supported by its full faith and credit and payable from all available revenue sources, including local retail user charges and, in the case of city and town Local Bodies (“Municipal Local Bodies”) only, real and personal property taxes and financial aid distributed to such Municipal Local Bodies by the Commonwealth (“local aid”). No specific revenues of the Local Bodies, however, are pledged for the payment of the Authority’s wholesale rates and charges.

The Authority is required by the Act to set its rates and charges at levels sufficient, together with other available revenues, to pay, among other things, its current expenses and its debt service, and is required by the General Resolution to provide debt service coverage at specified levels. In accordance with the Act, the Authority’s rate-setting responsibility is exercised by its Board of Directors independent of the approval of any department, agency or other instrumentality of the Commonwealth or any other governmental body. The Authority’s rate-setting is not subject to certain limitations imposed by the Massachusetts law, commonly known as “Proposition 2½”, on the rate of growth of assessments by state and other governmental entities on municipalities. See “Local Bodies - Municipal Sources of Revenue.”

From Fiscal Year 2022 through Fiscal Year 2026, the average annual increase in the Authority’s assessed rates and charges was approximately 2.7%, with rates and charges for Fiscal Year 2026 budgeted to increase by 2.7%. See “Rates and Charges – General”, “- Historical Rates and Charges”, “- Fiscal Year 2026 Rates and Charges,” and “Management’s Review of Operating Results - Fiscal Year 2026 Current Expense Budget.” The Authority continues to believe that the economic and environmental benefits of an improved water and wastewater infrastructure help to maintain public support for its services and expects that these considerations, together with the statutory enforcement mechanisms available to it for collection of its rates and charges, will continue to assure that the Authority’s revenue requirements are met. See “Rates and Charges - Future Rates and Charges” and “- Enforcement.”

Capital Improvement Program. In addition to its operating responsibilities, the Authority is responsible for rehabilitating, repairing and maintaining the Systems and for operating them in compliance with applicable environmental laws, including the requirements of the federal Safe Drinking Water Act (the “SDWA”) and the federal Clean Water Act. Since its assumption of the ownership and operations of the Systems in 1985, the Authority has undertaken an extensive program of capital improvements to the Systems through the implementation of rolling capital improvement programs (the “CIP”). Capital expenditures since the Authority’s inception through December 31, 2025 totaled more than \$9.7 billion. The Authority’s most significant project to date, the Deer Island Wastewater Treatment Plant and related facilities (the “Deer Island Treatment Plant Project”) was completed at an approximate cost of \$3.8 billion. The Authority also has completed the construction of all facilities originally included in its long-term plan for control of combined sewer overflows (“CSOs”) (the “CSO Control Plan,” and together with the Deer Island Treatment Plant Project, the “Boston Harbor Project”), at an approximate cost of \$925.3 million, and several large sewer interceptor projects, as well as significant capital improvements to the Waterworks System, including the MetroWest Water Supply Tunnel, the Norumbega Covered Storage Reservoir, and the John J. Carroll Water Treatment Plant. The results of the Authority’s efforts are demonstrated improvements to the environment as well as to the delivery of its services.

The Authority developed a Master Plan for the Systems, most recently updated in 2018 (the “Master Plan”), in order to assess Authority-wide needs, identify and prioritize projects to address those needs, and establish timeframes to undertake such projects that reflect appropriate fiscal constraints necessary for the Authority to continue to manage increases in its rates and charges. The Master Plan includes capital expenditures over a 40-year period. The Master Plan is a companion document to the CIP, and includes all projects included in the Authority’s current capital improvement program for Fiscal Year 2026 (the “FY26 CIP”). The FY26 CIP covers the five-year capital budget period from Fiscal Year 2024 through Fiscal Year 2028, and includes a five-year capital spending cap of approximately \$1.4 billion for the five fiscal-year period. For further information on the Master Plan and the CIP, see “Capital Improvement Program” and “Environmental Regulation and Litigation.”

Designation of Green Bonds. The Authority is issuing the 2026 Bonds as “Green Bonds” due to the adherence of the projects financed or refinanced by the 2026 Bonds to the standards of the Clean Water Act and the SDWA. See Appendix F – “Description of Green Bonds Projects.” The purpose of labeling the 2026 Bonds as Green Bonds is to allow investors to invest directly in bonds which finance environmentally beneficial projects. Holders of Green Bonds do not assume any specific risk with respect to any of the funded projects.

Book-Entry System. When delivered, the 2026 Bonds will be registered in the name of Cede & Co., the nominee of The Depository Trust Company (“DTC”). DTC will act as the securities depository for the 2026 Bonds. Purchases of the 2026 Bonds may be made in book-entry form only, through brokers and dealers who are, or who act through, DTC Participants (as hereinafter defined). Beneficial Owners of the 2026 Bonds will not receive physical delivery of certificated securities (except under certain circumstances described in the General Resolution). Payment of the principal of and interest on or the redemption price of the 2026 Bonds are payable by the Trustee to DTC, which will in turn remit such payments to the DTC Participants, which will in turn remit such payments to the Beneficial Owners of the 2026 Bonds. In addition, so long as Cede & Co. is the registered owner of the 2026 Bonds, the right of any Beneficial Owner to receive payment for any 2026 Bond will be based only upon and subject to the procedures and limitations of the DTC book-entry system.

Appendices. Attached hereto as Appendix A are the Authority’s audited financial statements at June 30, 2025 and 2024 and for the Fiscal Years then ended. Attached hereto as Appendix B is the Consulting Engineer’s Financial Feasibility Report, dated April __, 2026 (the “April 2026 Report”), prepared by CDM Smith Inc., the Authority’s consulting engineer (the “Consulting Engineer”), relating to certain financial matters and projections of the Authority, including the Authority’s estimated future rates and charges for Fiscal Years 2027 through 2031. Attached hereto as Appendix C is a summary of certain provisions of the General Resolution prepared by Bond Counsel to the Authority. Attached hereto as Appendix D is the proposed form of legal opinion of Bond Counsel. Attached hereto as Appendix E is a table of Purchased Bonds and Refunded Bonds. Attached hereto as Appendix F is a Description of the Green Bonds Projects.

Documents. Copies of the General Resolution can be obtained from the Authority’s website at www.mwra.com.

THE 2026 BONDS

The following is a summary of certain provisions of the 2026 Bonds. Reference is hereby made to the 2026 Bonds and the General Resolution, each in their entirety, for detailed provisions of the 2026 Bonds. For definitions of certain terms and additional detailed information relating to the 2026 Bonds, see Appendix C - “Summary of Certain Provisions of the General Resolution.”

GENERAL

The 2026 Bonds will be issued in the aggregate principal amount of \$590,035,000*, comprising the 2026 Series C Bonds in the aggregate principal amount of \$219,875,000* and the 2026 Series D Bonds in the aggregate principal amount of \$370,160,000*. The 2026 Bonds will be dated as of the date of their initial delivery and will mature

* Preliminary, subject to change.

in the years and in the principal amounts set forth on the inside cover pages of this Official Statement. The 2026 Bonds will be offered in Authorized Denominations of \$5,000 and integral multiples thereof.

Interest on the 2026 Bonds will be payable on August 1, 2026 and on each February 1 and August 1 thereafter, at the interest rates set forth on the inside cover pages of this Official Statement. The record date for payment of interest on the 2026 Bonds is the 15th day of the calendar month preceding the date on which interest is to be paid. Interest will accrue on the basis of a 360-day year consisting of 12 months of 30 days each.

REDEMPTION*

Mandatory Sinking Fund Redemption. The 2026 Series C Bonds maturing on August 1, 20__ and August 1, 20__ will be subject to mandatory sinking fund redemption and will be redeemed by sinking fund installments on August 1 of each of the years and in the amounts set forth in the following tables at a redemption price equal to 100% of the principal amount thereof plus accrued interest to the date of redemption.

2026 SERIES C BONDS

Due August 1, 20__		Due August 1, 20__	
<u>Year</u>	<u>Sinking Fund Installment</u>	<u>Year</u>	<u>Sinking Fund Installment</u>

[†] Maturity.

Optional Redemption. The 2026 Series C Bonds maturing prior to August 1, ____ are not subject to redemption prior to maturity. The 2026 Series C Bonds maturing on or after August 1, ____ will be subject to redemption prior to maturity, commencing on August 1, ____, in whole or in part, at the option of the Authority and in such order of maturity and sinking fund installments within a maturity, if any, as may be determined by the Authority, at a redemption price of par plus accrued interest to the date of redemption. The 2026 Series D Bonds maturing prior to August 1, ____ are not subject to redemption prior to maturity. The 2026 Series D Bonds maturing on or after August 1, ____ will be subject to redemption prior to maturity, commencing on August 1, ____, in whole or in part, at the option of the Authority and in such order of maturity and sinking fund installments within a maturity, if any, as may be determined by the Authority, at a redemption price of par plus accrued interest to the date of redemption.

Notice of Redemption and Other Notices. So long as DTC or its nominee is the Bondholder, the Authority and the Trustee will recognize DTC or its nominee as the Bondholder for all purposes, including notices and voting. Conveyance of notices and other communications by DTC to Direct Participants (hereinafter defined), by Direct Participants to Indirect Participants (hereinafter defined), and by Direct Participants and Indirect Participants to Beneficial Owners (hereinafter defined) will be governed by arrangements among them, subject to any statutory and regulatory requirements as may be in effect from time to time.

The Trustee shall give notice of redemption to the Bondholders at least once and not less than 20 days prior to the date fixed for redemption. Failure to mail notice to a particular Bondholder, or any defect in the notice to such Bondholder, shall not affect the redemption of any other Bond. So long as DTC or its nominee is the Bondholder, any failure on the part of DTC or failure on the part of a nominee of a Beneficial Owner (having received notice from a Direct Participant or otherwise) to notify the Beneficial Owner so affected, shall not affect the validity of the redemption.

* Preliminary, subject to change.

Notice of optional redemption of any 2026 Bonds may and, if the Authority shall so instruct the Trustee, shall be given conditionally. If and to the extent that any conditions specified or referred to in a notice of redemption are not satisfied on or prior to the proposed redemption date and, if not satisfied, are not waived by the Authority, then such 2026 Bonds shall not be redeemed pursuant to such notice and shall remain outstanding in accordance with their terms.

Purchase in Lieu of Redemption. In the event that the Authority exercises its right to optionally redeem any 2026 Bonds, the Authority may purchase some or all such 2026 Bonds called for redemption by giving written notice to the Trustee of its intent to purchase the principal amount of the 2026 Bonds specified in the notice, at a purchase price equal to the Redemption Price. On the date specified as the redemption date in such notice, the Authority shall cause to be furnished to the Trustee funds in an amount and at the time necessary to permit the Trustee to purchase such 2026 Bonds on the redemption date. Any such purchase of 2026 Bonds by the Authority shall at the option of the Authority, as designated in the notice to the Trustee, either be credited against principal or sinking fund installments due on such 2026 Bonds, and such 2026 Bonds so purchased shall be delivered to the Trustee for cancellation, or shall not be deemed to be a payment or redemption of the 2026 Bonds or any portion thereof and such purchase shall not operate to extinguish or discharge the indebtedness evidenced by such 2026 Bonds.

Selection for Redemption. In the event that less than all of the 2026 Bonds of any maturity are to be redeemed and for so long as the Book-Entry-Only System remains in effect for the 2026 Bonds, the portion of any 2026 Bond of a particular maturity to be redeemed shall be selected by DTC in such manner as DTC may determine. If the Book-Entry-Only System for the 2026 Bonds is no longer in effect, selection for redemption of less than all the 2026 Bonds of any maturity will be made by the Trustee by lot or in any other manner of selection the Trustee in its discretion shall deem appropriate and fair. However, none of the Authority, the Trustee or the Underwriters can provide any assurance that DTC, the Direct or Indirect Participants or any other intermediary will allocate the redemption of 2026 Bonds on such basis.

BOOK-ENTRY-ONLY SYSTEM

DTC will act as securities depository for the 2026 Bonds. The 2026 Bonds 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 2026 Bond certificate will be issued for each maturity within each series of the 2026 Bonds, each in the aggregate principal amount of such maturity, and will be deposited with DTC.

DTC, the world's largest securities 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 instruments (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.

Purchases of 2026 Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the 2026 Bonds on DTC's records. The ownership interest of each actual purchaser of the 2026 Bonds ("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 2026 Bonds 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 2026 Bonds, except in the event that use of the book-entry system for the 2026 Bonds is discontinued.

To facilitate subsequent transfers, all 2026 Bonds 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 2026 Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not affect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the 2026 Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such 2026 Bonds 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.

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.

Redemption notices shall be sent to DTC. If less than all of the 2026 Bonds 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.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to 2026 Bonds unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the Authority 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 2026 Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Principal and interest payments on the 2026 Bonds 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 the Authority or the Trustee, 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 (nor its nominee), the Trustee, or the Authority, 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 the Authority or the Trustee, 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.

DTC may discontinue providing its services as depository with respect to the 2026 Bonds at any time by giving reasonable notice to the Authority or the Trustee. Under such circumstances, in the event that a successor depository is not obtained, 2026 Bond certificates are required to be printed and delivered.

The Authority may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In that event, 2026 Bond certificates will be printed and delivered to DTC.

The information contained in this section concerning DTC and DTC's book-entry system has been obtained from sources that the Authority believes to be reliable, but the Authority takes no responsibility for the accuracy thereof. None of the Authority, the Trustee or the Underwriters will have any responsibility or obligation to the Direct Participants, to the Indirect Participants, or to any Beneficial Owner with respect to (i) the accuracy of any records maintained by DTC, any Direct Participant, or any Indirect Participant; (ii) any notice that is permitted or required to be given to the Bondholders under the General Resolution; (iii) the selection by DTC or any Direct Participant or Indirect Participant of any person to receive payment in the event of a partial redemption of the 2026 Bonds; (iv) the

payment by DTC or any Direct Participant or Indirect Participant of any amount with respect to the principal or interest due with respect to the 2026 Bonds; (v) any consent given or other action taken by DTC as the owner of the 2026 Bonds; or (vi) any other matter.

EXCHANGE AND TRANSFER

If for any reason the Book-Entry-Only System is discontinued, the 2026 Bonds will be exchangeable and transferable on the registration books of the Authority maintained at the designated corporate trust office of the Trustee in Authorized Denominations of \$5,000 and integral multiples thereof. Upon presentation and surrender of any 2026 Bond for transfer or exchange, the Trustee will authenticate and deliver in the name of the designated transferee or transferees or the registered owner, as appropriate, one or more new fully registered 2026 Bonds of the same series and maturity in any Authorized Denomination or Denominations. For every exchange or transfer of 2026 Bonds, the Authority or the Trustee may make a charge sufficient to reimburse it for any tax, fee or other governmental charge required to be paid with respect to such exchange or transfer. The Authority shall not be obligated to make any transfer or exchange of any 2026 Bonds during the 15-day period preceding an interest or principal payment date. Neither the Authority nor the Trustee shall be required to transfer or exchange the 2026 Bonds for a period of 15 days next preceding the mailing of any notice of redemption or to transfer or exchange any 2026 Bond called for redemption.

APPLICATION OF BOND PROCEEDS AND OTHER MONEYS

GENERAL

The proceeds of the 2026 Bonds, together with funds available under the General Resolution and other available funds of the Authority, are expected to be applied on the date of issue of the 2026 Bonds in the estimated amounts as follows (rounded to the nearest dollar):

SOURCES OF FUNDS:

Principal Amount of 2026 Bonds	\$
Original Issue Premium/Discount	
Available Funds.....	
TOTAL	

USE OF FUNDS:

Repay CP Notes	
Purchase of Purchased Bonds.....	
Refunding of Refunded Bonds	
[Deposit to Debt Service Reserve Fund]	
Costs of Issuance*	
TOTAL	

*Includes Underwriters' discount and dealer manager fee.

PLAN OF FINANCE

A portion of the proceeds of the 2026 Series C Bonds, together with other available funds, will be deposited to the applicable funds and accounts under the General Resolution and used to pay outstanding principal of the CP Notes not later than 90 days following the date of issuance of the 2026 Series C Bonds. The remaining portion of the 2026 Series C Bonds will be used to pay the costs of issuing the 2026 Bonds and to make a deposit to the Debt Service Reserve Fund, if necessary to meet the Debt Service Reserve Fund Requirement.

A portion of the proceeds of the 2026 Series D Bonds, together with other available funds, will be used to purchase the Bonds tendered for purchase and accepted by the Authority (the "Purchased Bonds") pursuant to the Tender Offer (as more fully described herein) and to refund the Refunded Bonds. The purchase of the Purchased Bonds and refunding of the Refunded Bonds is contingent upon the issuance of the 2026 Series D Bonds. The

remaining portion of the proceeds of the 2026 Series D Bonds will be used to pay the costs of the Tender Offer and issuing the 2026 Bonds.

PURCHASE OF THE PURCHASED BONDS

On May 1, 2026, the Authority released the Invitation which sets forth the terms and conditions of the Tender Offer.

The Authority expects to purchase any Purchased Bonds, for cash, through application of a portion of the proceeds of the 2026 Series D Bonds, together with funds available under the General Resolution and other available funds of the Authority, subject to the terms and conditions set forth in the Invitation. The Purchased Bonds, if any, will be purchased and cancelled on the Settlement Date set forth in the Invitation, and shall no longer be deemed outstanding under the General Resolution.

This section is not intended to summarize all of the terms of the Tender Offer and reference is made to the Invitation for a discussion of the terms and conditions of the Tender Offer, including the conditions for settlement of the Purchased Bonds, if any. The offer to purchase Purchased Bonds is made solely through the Invitation and is subject to the terms and conditions set forth therein.

REFUNDING OF THE REFUNDED BONDS

A portion of the proceeds of the 2026 Series D Bonds, together with certain amounts available under the General Resolution, will be deposited into the Refunding Trust Fund established under a Refunding Trust Agreement (the “Refunding Trust Agreement”) to be entered into between the Authority and U.S. Bank Trust Company, National Association, as trustee for the Refunded Bonds identified in Appendix E hereto. Such amounts will be invested in Defeasance Obligations, and will be applied to pay scheduled principal of and interest on the Refunded Bonds, if any, prior to, and the redemption prices of plus accrued interest on all Refunded Bonds on, their applicable redemption dates, as set forth in Appendix E. Upon the issuance of the 2026 Series D Bonds, the Refunded Bonds will no longer be outstanding under the General Resolution. The sufficiency of the amounts deposited in the Refunding Trust Fund to pay in full the principal and redemption price of and interest on the Refunded Bonds, as and when due, will be verified by The Arbitrage Group, Inc. See “VERIFICATION OF MATHEMATICAL COMPUTATIONS” herein. The Authority may elect to refund some, all or none of the Refunded Bonds identified in Appendix E. Any such refunding is contingent upon the issuance of the 2026 Series D Bonds.

SECURITY FOR THE 2026 BONDS

GENERAL

The following summary of the security for the 2026 Bonds is qualified in its entirety and reference is hereby made to Appendix C hereto and to the General Resolution, which set forth in further detail provisions relating to the security for the 2026 Bonds. For definitions of certain capitalized terms used but not defined herein, see Appendix C - “Summary of Certain Provisions of the General Resolution.”

The 2026 Bonds constitute valid and binding general obligations of the Authority and the full faith and credit of the Authority is pledged to the payment of the principal and redemption price of and interest on the 2026 Bonds. The Authority is subject to suit, but its property is not generally subject to attachment or levy by execution to satisfy a judgment on the 2026 Bonds. The Authority has no taxing power.

Neither the Commonwealth nor any political subdivision thereof shall be obligated to pay the principal of or premium or interest on any 2026 Bond, and neither the faith and credit nor taxing power of the Commonwealth or of any political subdivision thereof is pledged to such payment.

The General Resolution provides for the issuance of senior revenue bonds and subordinated revenue bonds thereunder. The Authority may issue additional bonds on a parity with the 2026 Bonds and the other senior revenue bonds issued to date (collectively, “Bonds”) upon the satisfaction of certain conditions. See “Security for the 2026

Bonds - Outstanding and Additional Indebtedness,” and Appendix C - “Summary of Certain Provisions of the General Resolution – Additional Indebtedness,” “- Conditions Precedent to Delivery of a Series of Bonds,” and “Conditions Precedent to Delivery of a Series of Parity or Senior Secured Bonds.” All Bonds are equally and ratably secured under the provisions of the General Resolution and by the Funds and Accounts established thereunder, and all Bonds will be on parity with the 2026 Bonds. See “Debt Service Reserve Fund” below.

The General Resolution also permits the issuance of Subordinated Bonds which are referred to herein, together with the Bonds, as “Secured Bonds.” Subordinated Bonds are secured by a pledge of the Revenues of the Authority subordinate to the pledge securing Bonds (only the interest on CP Notes, which constitute Subordinated Bonds, is secured by the subordinated lien on Revenues). In the event of any Event of Default under the General Resolution, so long as there are any Bonds Outstanding, directions to the Trustee with respect to remedies shall be given by a majority of the holders of the Outstanding Bonds, excluding the holders of the Subordinated Bonds. See Appendix C - “Summary of Certain Provisions of the General Resolution - Events of Default,” “- Proceedings Brought by Trustee,” and “-Restrictions on Action by Holders of Secured Bonds.”

The Act limits the total amount of the Authority’s unrefunded bonds and notes that may be Outstanding at any time. See “Financial Operations - Debt Limitation.” For a table showing the debt service on Outstanding Secured Bonds, see “Financial Operations - Outstanding and Proposed Indebtedness.”

NET REVENUE PLEDGE

In the General Resolution, the Authority pledges as security for Bonds, including the 2026 Bonds, (i) its Revenues, (ii) all moneys or securities held in any Fund or Account established under the General Resolution (except the Operating Fund, the Note Payment Fund, the Rebate Fund and any Subordinated Debt Service Reserve Fund) together with all investment earnings thereon (except to the extent such earnings are required to be deposited into the Rebate Fund), and (iii) all other moneys and securities to be received by the Authority or by any Fiduciary pursuant to the General Resolution. In the General Resolution, the Authority further pledges as security for the Subordinated Bonds the property described in clauses (i) through (iii) of the preceding sentence (except monies or securities in the Debt Service Fund and the Debt Service Reserve Fund), subject to the prior pledge for the payment of Bonds described in the preceding sentence. Such pledges are subject to the provisions of the General Resolution regarding the application of Revenues and the other moneys pledged as security for Secured Bonds. For the definition of Revenues see Appendix C - “Summary of Certain Provisions of the General Resolution.”

The General Resolution provides that the Authority shall promptly cause all Revenues received to be deposited in the Revenue Fund held by the Trustee and that prior to application to the Debt Service Fund, the Subordinated Debt Service Fund and the other Funds and Accounts established under the General Resolution, the Revenues on deposit in the Revenue Fund are to be applied to the Authority’s expenses of maintaining, repairing and operating the Systems and engaging in other activities authorized by the Act.

The General Resolution provides that the funds on deposit in the Revenue Fund be transferred by the Trustee on the last Business Day of each month to the following funds and accounts in the following order:

First, to the Operating Fund, an amount necessary to make the amount on deposit therein equal to the Operating Expenses for the next succeeding three months as shown in the Operating Budget of the Authority on file with the Trustee.

Second, to the Debt Service Fund, the amounts necessary on a pro rata basis (i) to make up any deficiency in any Subaccount resulting from an increase in the applicable interest rate on any Variable Rate Bonds over the rate assumed in calculating the amount required for a prior deposit pursuant to the General Resolution, (ii) to increase the amount on deposit in each Subaccount of the Interest Account to equal interest included in Adjusted Debt Service next coming due on Outstanding Bonds of the applicable Series accrued and unpaid and to accrue to and including the last day of the next succeeding month after taking into account any available moneys in the corresponding Subaccount of the Capitalized Interest Account, (iii) to increase the amount on deposit in each Subaccount of the Principal Account to equal that portion of the Principal Installment included in Adjusted Debt Service next coming due (within 12 months) on Outstanding Bonds of

the applicable Series accrued and unpaid and to accrue to and including the last day of the next succeeding month, (iv) to increase the amount on deposit in each Subaccount of the Redemption Account to equal the Redemption Price of Outstanding Bonds of the applicable Series then called for redemption (other than Sinking Fund Installments) as of any date on or prior to the last day of the next succeeding month, and (v) on a pro rata basis to each Subaccount of the Interest Account established with respect to regularly scheduled payments under interest rate swap agreements or other hedge agreements (“regularly scheduled swap payments”) relating to a Series of Bonds, the amount (if any) necessary to increase the amount on deposit in each such Subaccount so that it equals that portion of the regularly scheduled swap payments next coming due with respect to such Series of Bonds accrued and unpaid and to accrue to and including the last day of the next succeeding month.

Third, to the Subordinated Debt Service Fund, the amounts with respect to Subordinated Bonds determined in the same manner as the amounts in the Debt Service Fund described in the preceding paragraph with respect to Bonds.

Fourth, to the Debt Service Reserve Fund, to the Common Account therein one-twelfth of the amount, if any, necessary to increase the amount on deposit in such Account, determined as of the first day of the Fiscal Year, to an amount equal to the Debt Service Reserve Fund Requirement (provided that no such deposit shall be required in a Fiscal Year following the funding of the Common Account in connection with the issuance of a Series of Bonds), and (ii) the deposit required by any Supplemental Resolution to any Special Account.

Fifth, to the Subordinated Debt Service Reserve Fund, (i) an amount necessary to increase the amount on deposit in each Series Subaccount of the Common Account to equal the level required by any Supplemental Resolution, and (ii) the deposit required by any Supplemental Resolution to any Special Account.

Sixth, to the Commonwealth Obligation Fund, an amount equal to the amount of Commonwealth Obligations payable during the next succeeding month.

Seventh, to the Rebate Fund, the amount of the Rebate Fund Requirement, if any, determined in accordance with the applicable Supplemental Resolution.

Each fund and account must be funded from Revenues to the amount required under the General Resolution before Revenues are transferred to funds and accounts lower in the flow of funds.

On each December 31 and June 30 or, if such day is not a Business Day, on the next preceding Business Day, the Trustee is required under the General Resolution to transfer funds in the Revenue Fund to the Operating Reserve Fund, the Insurance Reserve Fund, the Renewal and Replacement Reserve Fund and the Water Pollution Abatement Fund in the amounts specified in the General Resolution, then to the Revolving Fund, as directed by the Authority, and the remainder to the General Fund except to the extent that the Authority directs that the remainder be retained in the Revenue Fund.

See Appendix C - “Summary of Certain Provisions of the General Resolution - Flow of Funds from the Revenue Fund” for a more detailed explanation of the flow of funds.

COVERAGE COVENANTS

Under the Act and the General Resolution, the Authority is required to meet the following three covenants with respect to Rates and Charges (collectively, the “Coverage Covenants”).

Rate Covenant. Pursuant to the General Resolution, and as required by the Act, the Authority covenants that for each Fiscal Year it will maintain Revenues sufficient to pay Current Expenses, debt service on Indebtedness, required deposits to reserves, costs of maintenance, replacement or improvement of the Systems to be funded as

Current Expenses, and all amounts which the Authority may be obligated to pay by any law or contract (the “Rate Covenant”).

Coverage Ratio Covenants. In addition to the Rate Covenant, the Authority is required under the General Resolution to fix and adjust Rates and Charges sufficient to provide Revenues Available for Bond Debt Service in each Fiscal Year in an amount (i) at least equal to debt service for such Fiscal Year on all Outstanding Bonds (which term excludes Subordinated Bonds) multiplied by the Primary Bond Coverage Ratio of 1.2 (the “Primary Bond Coverage Requirement”), and (ii) so long as any Parity Subordinated Bonds shall be Outstanding, for any 12-month period, at least equal to debt service during such 12-month period on all Outstanding Bonds plus debt service during such 12-month period on all Outstanding Parity Subordinated Bonds multiplied by 1.1 (the “Secured Bond Coverage Ratio”).

The Primary Bond Coverage Ratio may be adjusted by the Authority provided that such adjustment will not adversely affect the then current ratings, if any, assigned to any Series of Outstanding Secured Bonds by each Rating Agency. In any event, the Primary Bond Coverage Ratio shall not be less than 1.1. See Appendix C - “Summary of Certain Provisions of the General Resolution.”

In addition, the Authority may provide for additional subordinated bond coverage requirements in supplemental resolutions authorizing the issuance of Subordinated Bonds (“Subordinated Bond Coverage Requirements”). In such event, the Authority also shall fix and adjust Rates and Charges sufficient to provide Revenues Available for Subordinated Debt Service in each Fiscal Year at least equal to the Subordinated Bond Coverage Requirement. At this time, there is no Subordinated Bond Coverage Requirement in effect in addition to the coverage requirements described in the preceding two paragraphs.

Covenant as to Establishment of Rates; Failure to Comply with Covenants. Under the General Resolution, the Authority covenants to adopt its Rates and Charges strictly in accordance with the Act as in effect on the original effective date of the General Revenue Bond Resolution (*i.e.*, January 24, 1990), which establishment shall be conclusive and final and not subject to supervision or regulation by the Commonwealth or any of its political subdivisions, at a level sufficient to satisfy the Coverage Covenants.

If in any Fiscal Year the Authority shall not comply with the Coverage Covenants, then the Authority shall not be deemed to be in default under the General Resolution so long as it shall specify to the Trustee the corrective steps that it has taken to ensure compliance with the Coverage Covenants for the then current Fiscal Year; retain the Consulting Engineer or a Rate Consultant to review the adequacy of the Authority’s charges with respect to the Systems and to recommend changes necessary for the Authority to be in compliance with the Coverage Covenants; and use its best efforts to effect such changes as recommended by the Consulting Engineer or Rate Consultant. See Appendix C - “Summary of Certain Provisions of the General Resolution - Covenants of the Authority - Covenant as to Rates and Charges; Debt Service Coverage Ratio.”

Operating Reserve Fund and Rate Stabilization Fund Transfers. The Authority may include moneys transferred from the Operating Reserve Fund and the Rate Stabilization Fund as Revenues Available for Bond Debt Service in meeting the Coverage Covenants, subject to certain limitations. See the definition of “Revenues Available for Bond Debt Service,” “Operating Reserve Fund,” and “Rate Stabilization Fund” in Appendix C - “Summary of Certain Provisions of the General Resolution.”

DEBT SERVICE RESERVE FUND

The General Resolution establishes a Debt Service Reserve Fund to be funded in an amount that equals the Debt Service Reserve Fund Requirement. The Debt Service Reserve Fund Requirement is an amount, calculated as of the first day in each Fiscal Year or the date of issuance of a Series of Bonds, equal to the least of (i) 50% of the maximum amount of Adjusted Debt Service due in any succeeding Fiscal Year on all Bonds Outstanding on such date, (ii) 10% of the original net proceeds of such Bonds, (iii) 125% of the average annual Debt Service on such Bonds, or (iv) the maximum amount of Debt Service due on such Bonds in any succeeding Fiscal Year. Following the issuance

of the 2026 Bonds, the Debt Service Reserve Fund Requirement is approximately \$145.6 million*. See Appendix C - "Summary of Certain Provisions of the General Resolution."

Moneys in the Debt Service Reserve Fund are available for the payment of principal of and premium and interest on all Bonds, but not Subordinated Bonds, equally and ratably. See "Financial Operations – Outstanding and Proposed Indebtedness" for a table setting forth the debt service requirements on the Authority's Outstanding Bonds and Subordinated Bonds without giving effect to the issuance of the 2026 Bonds, the purchase of the Purchased Bonds or the refunding of the Refunded Bonds. In the event that moneys are withdrawn from the Debt Service Reserve Fund, such withdrawal shall be replenished as nearly as practicable in 12 equal monthly installments commencing in the Fiscal Year following such withdrawal. See Appendix C - "Summary of Certain Provisions of the General Resolution - Flow of Funds from the Revenue Fund."

OTHER RESERVES

The General Resolution also establishes an Operating Reserve Fund, an Insurance Reserve Fund and a Renewal and Replacement Reserve Fund. The annual requirement for each such reserve is funded in two installments on each December 31 and June 30. Under certain circumstances, moneys on deposit in each of these reserves are available to pay debt service on Secured Bonds. Additionally, other reserves and funds established under the General Resolution are generally available, with certain exceptions, to pay debt service on Secured Bonds in the event Revenues are insufficient. See Appendix C - "Summary of Certain Provisions of the General Resolution - Debt Service Fund," "- Subordinated Debt Service Fund," "- Priority of Funds in the Event of Debt Service Fund Shortfall," and "- Priority of Funds in the Event of Subordinated Debt Service Fund Shortfall."

Operating Reserve Fund. The Operating Reserve Fund is funded from Revenues in the amount of the Operating Reserve Fund Requirement which must be at least one-sixth of the annual Operating Expenses set forth in the Operating Budget. Moneys in the Operating Reserve Fund may be transferred to the Operating Fund for the payment of Operating Expenses upon delivery of a Certificate of an Authorized Representative of the Authority. See Appendix C - "Summary of Certain Provisions of the General Resolution - Operating Reserve Fund."

Insurance Reserve Fund. The Insurance Reserve Fund is funded from Revenues in the amount of the Insurance Reserve Fund Requirement. Moneys in the Insurance Reserve Fund may be applied by the Authority in the same manner as insurance proceeds, as provided in the General Resolution. See Appendix C - "Summary of Certain Provisions of the General Resolution - Insurance Reserve Fund."

Renewal and Replacement Reserve Fund. The Renewal and Replacement Reserve Fund is funded from Revenues in the amount of the Renewal and Replacement Reserve Fund Requirement. Moneys in the Renewal and Replacement Reserve Fund may be applied to fund emergency repairs and replacements and other expenditures for repairs and replacements not provided for in the Operating Budget and the Capital Budget. See Appendix C - "Summary of Certain Provisions of the General Resolution - Renewal and Replacement Reserve Fund."

The adequacy of each of the Operating Reserve Fund Requirement, the Insurance Reserve Fund Requirement and the Renewal and Replacement Reserve Fund Requirement is reviewed annually by the Authority. The adequacy of Operating Reserve Fund Requirement and the Renewal and Replacement Reserve Fund Requirement also is reviewed every third year by the Consulting Engineer and the adequacy of the Insurance Reserve Fund Requirement is reviewed every third year by the Consulting Engineer or an insurance consultant. The adequacy of the funding requirements has been confirmed for the Insurance Reserve Fund by the Authority's insurance consultant in a report dated March 2026, and for the Operating Reserve Fund and the Renewal and Replacement Reserve Fund by the Consulting Engineer in its most recent triennial report dated October 2023 with respect to the Systems, prepared and delivered in accordance with the General Resolution.

See Appendix C - "Summary of Certain Provisions of the General Resolution."

* Preliminary, subject to change.

OUTSTANDING AND ADDITIONAL INDEBTEDNESS

The Authority has outstanding multiple series of Secured Bonds, aggregating approximately \$4.0 billion, as of April 1, 2026, which are secured under the General Resolution on parity with or subordinate to the 2026 Bonds. See “Financial Operations - Outstanding and Proposed Indebtedness.” In addition, the Authority expects to continue to issue Secured Bonds and other indebtedness in the future, pursuant to the provisions of the General Resolution.

The General Resolution contains certain conditions precedent to the issuance of additional Bonds, among them that the Authority shall have met its Primary Bond Coverage Ratio Covenant for the most recent period of 12 consecutive months for which data is available and that the Consulting Engineer shall certify that for the Fiscal Year of issuance and the Fiscal Year thereafter either (i) projected Revenues Available for Bond Debt Service will be sufficient to satisfy the Primary Bond Coverage Ratio Covenant (taking into account the Series of Bonds to be issued and any other Series of Bonds to be issued in such Fiscal Year), or (ii) projected Revenues Available for Bond Debt Service, including only increases in Rates and Charges then approved and including increases in Operating Expenses to the extent required by the General Resolution, will be sufficient to pay debt service on all Bonds (taking into account the Series of Bonds to be issued) and certain required reserve deposits. The foregoing requirements need not be met for Bonds issued to refund other Bonds so long as debt service is not increased in any Fiscal Year and the latest maturity date of Secured Bonds is not extended. The General Resolution requires that upon the issuance of Bonds, for refunding purposes or otherwise, the Debt Service Reserve Fund (which secures Bonds but not Subordinated Bonds) be fully funded to its applicable requirement.

The General Resolution provides certain conditions precedent to the issuance of Subordinated Bonds that are similar to the conditions required in connection with the issuance of additional Bonds.

The General Resolution also permits the Authority to issue other Indebtedness including, but not limited to, revenue, grant and bond anticipation notes, Indebtedness secured by the General Fund and certain non-recourse Indebtedness.

See Appendix C - “Summary of Certain Provisions of the General Resolution - Additional Indebtedness,” “- Conditions Precedent to Delivery of a Series of Bonds,” and “- Conditions Precedent to Delivery of a Series of Parity or Senior Secured Bonds.”

MODIFICATIONS TO THE GENERAL RESOLUTION

The General Bond Resolution provides that it may be amended by the Authority subject to certain conditions. With certain exceptions, an amendment of the General Bond Resolution requires the consent of the holders of at least 51% of the aggregate outstanding principal amount of the Series of Secured Bonds that would be affected by such amendment, measured at the time such amendment becomes effective. Principal exceptions include the following: (i) certain specified amendments may be made by the Authority acting alone or by the Authority with the consent of the Trustee, (ii) no amendment of the General Bond Resolution may permit a reduction of principal or Redemption Price of or a change in the terms of redemption, maturity of principal or resolution of principal or Redemption Price of any Secured Bond, a reduction of the interest rate on any Secured Bond, or a change in the terms of redemption or maturity of principal of any installment of interest on any Secured Bond, in each case without the consent of the holder of such Secured Bond, (iii) no amendment of the General Bond Resolution may reduce the percentages or otherwise affect the classes of Secured Bonds required to consent to modifications to the General Bond Resolution without the consent of the holders of all the Secured Bonds, and (iv) no amendment of the General Bond Resolution may change or modify any of the rights or obligations of the Trustee unless the Trustee assents thereto. For a more complete description of the amendment provisions of the General Bond Resolution, see Appendix C - “Summary of Certain Provisions of the General Resolution - Supplemental Resolutions” and “- Amendments.” In addition, certain modifications to the General Bond Resolution may also be subject to consent by other financial institutions, such as credit enhancers and liquidity providers, pursuant to the terms of contracts between such financial institutions and the Authority.

In July 2025, the Authority approved a modification to the General Resolution amending the definition of the term “Credit Facility” to eliminate the requirement that the issuer of a Credit Facility be required to have a senior long-term rating in one of the two highest rating categories. Such modification is effective with respect to all Secured

Bonds issued after the date the modification was approved, and will be effective with respect to other Subordinate Bonds and Senior Bonds if and when the requisite consents have been obtained.

THE AUTHORITY AND ITS SERVICE AREAS

PURPOSES AND POWERS

The Authority was created by the Act, effective January 1, 1985. Pursuant to the Act, the Authority has several main objectives: to construct and maintain sewage treatment facilities which ensure that the Sewer System's wastewater discharges meet federal and state pollution control requirements; to maintain, operate and improve an adequate water supply distribution system and provide water in conformance with all applicable state and federal regulations; to establish programs for leak detection and reduction of infiltration and inflow within its service areas; to repair, replace, rehabilitate and extend the Systems and to finance the capital and operating expenses arising from their operations on a self-sustaining basis; to provide professional management and Systems-wide planning; and to establish and administer charges on a basis that will foster the conservation of water and improve the quality of the environment.

The Authority owns all personal property constituting the Systems. Real property, including all watersheds, reservoirs and other water rights relating to the Systems (the "DCR Watershed System"), is owned by the Commonwealth and administered by the DCR. Under the Act, the Authority has an exclusive right to utilize such quantities of water as may be safely yielded from the DCR Watershed System that are necessary to provide the Authority's water supply. See "The Systems."

Under the Act, the Authority may: issue revenue bonds and notes (subject to the debt limitation contained in the Act) (see "Financial Operations - Debt Limitation"); hire personnel and engage consultants and other experts; adopt budgets for its operations and capital improvement programs and establish, after it has held public hearings, rates and charges for its services; expand the service areas of the Waterworks System and the Sewer System subject to certain approvals and other conditions (see "The Systems"); acquire property by purchase, lease or, under certain limitations, eminent domain (other than water and water rights) and lease, sell, transfer or otherwise encumber its property (subject to legal restraints on the disposition of certain public property); and establish rates and charges for its services and commodities without supervision by other agencies of the Commonwealth or any other governmental body and enforce the collection thereof (see "Rates and Charges").

The Act provides that the Authority's existence shall continue until terminated by law, provided that no such law shall take effect so long as any bonds or notes of the Authority are outstanding unless adequate provision has been made for the payment or satisfaction of such obligations.

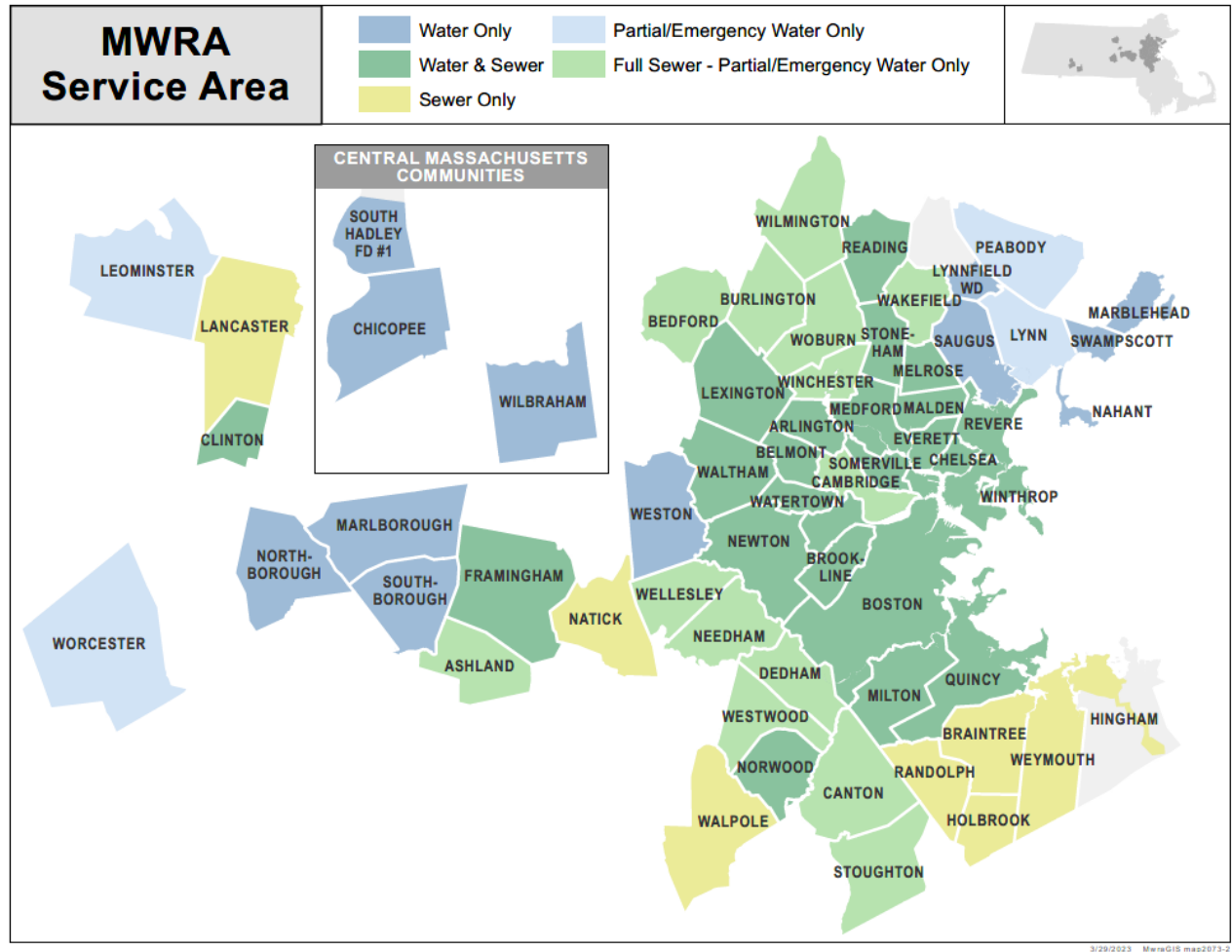
SERVICE AREAS AND MAP

Pursuant to the Act, the Authority is authorized to provide wholesale water and sewer services in service areas encompassing, in whole or in part, 64 communities located primarily in eastern Massachusetts, including most of the cities and towns in the metropolitan Boston area. Approximately 3.0 million people, or approximately 44% of the total population of the Commonwealth, live in the Authority's service areas. Under certain circumstances, the Authority's service areas may be expanded to include additional communities. See "The Systems."

Fifty-six Local Bodies currently are authorized by the Act to receive water from the Waterworks System. Forty-three Local Bodies, included in the Act as originally adopted, connect their local sewer systems to the regional sewage collection and treatment facilities constituting the Sewer System. In addition, the Authority provides wholesale wastewater services to two communities in Central Massachusetts.

The following map shows the Authority's current service areas for water and sewer services, excluding the Lynnfield Center Water District which receives water only.

MAP OF THE AUTHORITY'S SERVICE AREAS



* Excludes the Lynnfield Center Water District, which receives water only.

CHARGES TO LOCAL BODIES

The percentage of the Authority's revenues that has been derived from the rates and charges paid by the Local Bodies for the Authority's wholesale water and sewer services has varied over time. During the past 10 fiscal years, more than 95% of the Authority's revenues have been derived from such rates and charges. In Fiscal Year 2026, approximately 95.5% of the Authority's revenues are budgeted to be derived from such rates and charges. The Local Bodies in turn fund payment of the Authority's rates and charges from a variety of local sources. The obligation to pay the Authority's rates and charges is a general obligation of each Local Body, supported by its full faith and credit and payable from all revenue sources. See "Local Bodies."

The Act originally authorized 46 Local Bodies to be served by the Waterworks System, 32 of which currently derive their entire municipal water supply from the Waterworks System. Eleven currently receive a portion of their water supply from the Waterworks System. Three - Cambridge, Leominster and Worcester - do not generally receive water from the Authority, although in the Authority's Fiscal Years 2023, 2024, and 2026, Cambridge did purchase water from the Authority. In addition to those Local Bodies originally authorized by the Act to be served by the Waterworks System, the Authority's Board of Directors has approved additional members of the Waterworks System - the Towns of Bedford (which receives its water through the Town of Lexington), Stoughton, Reading, Wilmington, Burlington, Ashland, as well as the Lynnfield Center Water District and the Dedham-Westwood Water District (which previously had received a portion of its water supply from the Waterworks System). In addition, the Town of North Reading and the North Sherborn Water and Sewer District have been authorized by the legislature to be served by the Waterworks System, once all necessary approvals to receive water from the Waterworks System have been obtained. The Authority from time to time considers the further addition of members to the Waterworks System. See "The Systems - The Waterworks System - Extension and Contraction of Waterworks Service Area." The allocation among Local Bodies of the Authority's water charges for each Fiscal Year generally is based upon water consumption in the preceding calendar year. See "Rates and Charges – General."

The Act authorizes 43 Local Bodies to be served by the Sewer System, all of which currently receive service from the Authority. The Authority also provides wholesale wastewater services to the Town of Clinton and the Lancaster Sewer District through the Clinton Wastewater Treatment Plant. The North Sherborn Water and Sewer District has been authorized by the legislature to be served by the Sewer System, once all necessary approvals to receive sewer services have been obtained. The Authority's sewer charges are allocated on a proportional basis utilizing, among other factors, total metered flow, contributing population and census population. See "Rates and Charges – General."

Five Local Bodies, of which the BWSC is the largest, are budgeted to account for approximately 46.4% of the aggregate rates and charges assessed in Fiscal Year 2026. Fiscal Year 2026 charges for these five Local Bodies are set forth below:

	<u>Percent of Total FY 2026 Authority Water Charges*</u>	<u>Percent of Total FY 2026 Authority Sewer Charges*</u>	<u>Percent of Total FY 2026 Authority Charges*</u>
Boston Water & Sewer Commission	34.9%	27.6%	30.1%
City of Newton	4.8	4.6	4.7
City of Quincy	4.8	4.2	4.4
City of Cambridge	0.0	5.9	3.8
City of Somerville	<u>3.4</u>	<u>3.3</u>	<u>3.4</u>
Total	47.9%	45.6%	46.4%

* Totals may not sum due to rounding.

The following table sets forth the Fiscal Year 2026 charges assessed by the Authority to each Local Body, except charges to certain Local Bodies and certain governmental users with special arrangements with the Authority. See Footnote 1 to the following table and "Local Bodies - Special Arrangements."

FISCAL YEAR 2026 SYSTEMS CHARGES BY LOCAL BODY¹

Local Body	System Charges			Percent of
	Water	Sewer	Combined	Total FY 2026 Charges
Arlington	\$ 6,087,599	\$ 9,607,850	\$ 15,695,449	1.79%
Ashland	0	3,059,045	3,059,045	0.35%
Bedford	0	3,950,878	3,950,878	0.45%
Belmont	3,608,362	5,740,003	9,348,365	1.06%
Boston Water and Sewer Commission ²	112,816,245	152,091,678	264,907,923	30.15%
Braintree	0	10,548,153	10,548,153	1.20%
Brookline	8,986,468	13,172,037	22,158,505	2.52%
Burlington	2,573,260	6,369,082	8,942,342	1.02%
Cambridge	0	32,988,091	32,988,091	3.75%
Canton	2,690,642	5,327,610	8,018,252	0.91%
Chelsea	6,200,998	10,260,239	16,461,237	1.87%
Dedham	0	6,358,854	6,358,854	0.72%
Dedham-Westwood Water District ⁴	1,734,437	0	1,734,437	0.20%
Everett	7,072,297	10,587,729	17,660,026	2.01%
Framingham	10,197,614	15,742,436	25,940,050	2.95%
Hingham Sewer District	0	2,107,708	2,107,708	0.24%
Holbrook	0	2,236,223	2,236,223	0.25%
Leominster	0	0	0	0.00%
Lexington	8,650,822	9,333,555	17,984,377	2.05%
Lynn Water & Sewer Commission ³	121,220	0	121,220	0.01%
Lynnfield Water District ⁴	947,614	0	947,614	0.11%
Malden	9,243,076	14,572,763	23,815,839	2.71%
Marblehead	3,195,219	0	3,195,219	0.36%
Marlborough	7,280,864	0	7,280,864	0.83%
Medford	8,387,383	13,768,213	22,155,596	2.52%
Melrose	3,762,588	6,828,033	10,590,621	1.21%
Milton	4,294,618	7,283,496	11,578,114	1.32%
Nahant	550,871	0	550,871	0.06%
Natick	0	6,950,548	6,950,548	0.79%
Needham	1,776,283	7,763,087	9,539,370	1.09%
Newton	15,601,358	25,494,669	41,096,027	4.68%
Northborough	1,607,902	0	1,607,902	0.18%
Norwood	4,842,022	9,595,999	14,438,021	1.64%
Peabody	1,948,049	0	1,948,049	0.22%
Quincy	15,546,511	23,477,168	39,023,679	4.44%
Randolph	0	7,609,601	7,609,601	0.87%
Reading	3,089,421	5,075,578	8,164,999	0.93%
Revere	6,847,418	12,903,732	19,751,150	2.25%
Saugus	5,357,267	0	5,357,267	0.61%
Somerville	11,051,015	18,396,138	29,447,153	3.35%
Southborough	1,234,149	0	1,234,149	0.14%
Stoneham	4,019,561	6,135,875	10,155,436	1.16%
Stoughton	95,933	5,897,834	5,993,767	0.68%
Swampscott	2,429,832	0	2,429,832	0.28%
Wakefield	3,685,827	6,724,353	10,410,180	1.18%
Walpole	0	4,828,356	4,828,356	0.55%
Waltham	13,409,660	15,082,080	28,491,740	3.24%
Watertown	4,688,527	7,675,590	12,364,117	1.41%
Wellesley	3,710,550	7,355,370	11,065,920	1.26%
Weston	2,935,214	0	2,935,214	0.33%
Westwood	0	3,065,348	3,065,348	0.35%
Weymouth	0	14,288,678	14,288,678	1.63%
Wilmington	1,102,504	3,385,069	4,487,573	0.51%
Winchester	2,410,018	5,755,305	8,165,323	0.93%
Winthrop	2,047,059	4,209,668	6,256,727	0.71%
Woburn	5,759,665	11,559,336	17,319,001	1.97%
Total	\$ 323,597,942	\$ 555,163,058	\$ 878,761,000	100.00%

- ¹ The table above excludes six communities, the revenues received from which are accounted for by the Authority as other charges for services, rather than as rates and charges. These excluded communities include four of the 24 communities that currently receive water pursuant to contracts: Chicopee, South Hadley (served by South Hadley Fire District No. 1) and Wilbraham (collectively, the “CVA Communities”) and Worcester. Worcester currently only receives water services on an emergency basis. The fifth excluded community is Clinton, which receives its first 800 million gallons of water per year at no charge pursuant to a special act, and typically consumes less than 800 million gallons annually, but would be charged generally applicable rates for any amounts in excess thereof. Clinton also receives wastewater services provided by the Clinton Wastewater Treatment Plant and charges for this service are excluded from this chart. The sixth excluded community, Lancaster (served by the Lancaster Sewer District), receives wastewater services provided by the Clinton Wastewater Treatment Plant. The six excluded communities are budgeted to account for approximately \$7.2 million in Authority revenues in Fiscal Year 2026. The chart also excludes Leominster, which, although named in the Act to be served by the Waterworks System, has taken no water from the Authority since January 1991, and North Reading, which was authorized through an amendment to the Act to receive water from the Authority, but to which services are not currently provided. The chart also excludes North Sherborn Water and Sewer District, which was authorized through an amendment to the Act to receive water and sewer treatment from the Authority, but to which services are not currently provided. Burlington and Ashland, originally named in the Act to receive wastewater services only, have been authorized pursuant to amendments to the Act to receive water services; such services have not yet commenced in Ashland, but have in Burlington.
- ² The Authority’s services to the City of Boston are provided through and assessed to the BWSC. The BWSC is a body politic and corporate and independent political subdivision of the Commonwealth. The City of Boston is not liable for the rates and charges imposed on the BWSC by the Authority.
- ³ The Authority’s services to a single large industrial user in Lynn are provided through and assessed to the Lynn Water and Sewer Commission (the “LWSC”). The LWSC provides service to the rest of Lynn from its own resources without obtaining service from the Authority. The LWSC is a body politic and corporate and independent political subdivision of the Commonwealth. Neither the City of Lynn nor the retail industrial user is liable for the rates and charges imposed on the LWSC by the Authority.
- ⁴ The Authority provides water services of the Town of Lynnfield through the Lynnfield Water District and Lynnfield Center Water District, both of which are a body corporate of the Commonwealth, and to the Towns of Dedham and Westwood through the Dedham-Westwood Water District, a body politic and corporate of the Commonwealth. The Town of Lynnfield and the Towns of Dedham and Westwood are not liable for the rates and charges imposed by the Authority on the Lynnfield Water District, Lynnfield Center Water District and the Dedham-Westwood Water District, respectively.

Subject to applicable federal and state regulations and certain regulatory powers of the Authority, Local Bodies continue to exercise control over their respective retail water distribution and wastewater collection systems. Except in an emergency, written notice of any proposed local rules and regulations regarding use of the retail systems must be furnished to the Authority prior to adoption. Regulatory powers for monitoring and regulating Local Bodies conferred by the Act upon the Authority relate to matters such as water conservation and development of local water supply sources, implementation of federal and state toxic waste and pretreatment laws, reduction of infiltration and inflow of ground and surface waters into the Sewer System, and installation of water meters. See “The Systems.”

By state legislative action or with the Authority’s approval, Local Bodies currently served by the Authority could seek to develop alternative water or wastewater delivery systems, although such systems would need to comply with all applicable federal and state environmental standards. The Authority believes that such alternatives are likely to be prohibitive in cost for most of the Local Bodies and, particularly in the case of alternative sewage treatment facilities, would take many years to implement.

RATES AND CHARGES

GENERAL

For Fiscal Year 2026, approximately 95.5% of the Authority’s budgeted revenues are expected to be derived from wholesale rates and charges assessed to the Local Bodies. The remaining revenues are expected to be derived primarily from investment income and miscellaneous income, including assessments to certain Local Bodies not included as rates and charges. The Act requires that the Authority set its rates and charges at levels sufficient to pay, among other things, its current expenses and its debt service, and to provide the debt service coverage required by the General Bond Resolution. See “Security for the 2026 Bonds - Coverage Covenants.”

In accordance with the Act, the Authority’s rate setting is exercised independently by its Board of Directors without being subject to the approval of any department, agency or other instrumentality of the Commonwealth or any other governmental body. The Authority’s rates and charges are adopted annually generally in June, after notice and public hearing, and review of non-binding recommendations by the Authority’s Advisory Board. The level of the

Authority's rates and charges assessed to Local Bodies is not subject to the limitations set forth in Proposition 2½. For a discussion of the effect of Proposition 2½ on the ability of Municipal Local Bodies to raise revenues to pay assessed rates and charges through property tax levies, see "Local Bodies - Municipal Sources of Revenue."

The Authority's charges for services are billed directly to Local Bodies on a wholesale basis. The Authority notifies each Local Body of its annual charges on or about July 1 of each year. To assist Local Bodies with their respective annual budget or rate-setting processes, the Authority furnishes them with preliminary estimates of their respective rates and charges for the following Fiscal Year in February of each year. Authority charges are payable in 10 equal installments due on or before the first business day of each month, excluding January and July, of each Fiscal Year. There is an interest charge of 1% per month for late payments.

As required by the Act, the Authority establishes charges of general application separately for the services provided by the Waterworks System and the Sewer System. In setting water rates, the Authority first identifies through its budgeting process the total amount of revenue that must be raised through water rates in a given Fiscal Year, net of other anticipated sources of revenue, such as investment income, receipts from water supply contracts and other special arrangements. Generally, charges for water services are computed by the Authority on the basis of the proportional metered water use of each Local Body for the immediately preceding calendar year. Accordingly, with certain exceptions, the Fiscal Year 2026 water charges are based on the Local Bodies' metered water use in calendar year 2024.

Sewer charges are computed on a proportional allocation basis utilizing, among other things, total flow, contributing population and census population for each Local Body. Consistent with the initial step in setting water rates, the Authority first determines the total amount of revenue required to be raised from sewer charges. The total amount of required revenue for the Sewer System is allocated either to operating costs or capital costs. Operating costs are allocated to each Local Body based on the average of the prior three calendar years' total flow, with adjustments for strength of flow to take into account above-average concentrations of total suspended solids and biochemical oxygen demand. Capital costs, including debt service, are allocated to each Local Body based on a combination of (i) the average of the prior three years' peak month wastewater flow and average concentrations of total suspended solids and biochemical oxygen demand, (ii) the proportion of the population of the Local Body that is served by the local sewer system (the "contributing population") to the total contributing population in the Sewer System, and (iii) the proportion of the Local Body's U.S. census population, based upon the Commonwealth's most recent bi-annual update (the "census population"), to the total census population in the Sewer System.

Beginning in Fiscal Year 2017, the Authority implemented a rate smoothing mechanism that allows the rate revenue requirement related to capital financing expenses to be smoothed between the charges for the Waterworks System and the Sewer System, mitigating annual volatility. This approach allows for more certain predictability by the Local Bodies of rate increases.

HISTORICAL RATES AND CHARGES

The Authority's rates and charges have increased at an average annual rate of approximately 2.7% for the period from Fiscal Year 2022 through Fiscal Year 2026. Since the Authority's inception, in all but two instances, the Authority has collected from the Local Bodies 100% of its rates and charges within 30 days of their due dates. The following table sets forth the aggregate budgeted charges of the Authority from Fiscal Year 2022 through Fiscal Year 2026, and the percentage change from the prior Fiscal Year.

**HISTORICAL RATE REVENUE
AND PERCENT INCREASES¹**
(dollar amounts in millions)

Fiscal Year	<u>Water</u>		<u>Sewer</u>		<u>Combined</u>	
	<u>Amount</u>	<u>Increase</u>	<u>Amount</u>	<u>Increase</u>	<u>Amount</u>	<u>Increase</u>
2022	\$277.4	3.5%	\$514.7	2.7%	\$792.1	3.5%
2023	288.3	3.9	526.3	2.3	814.6	2.8
2024	299.7	3.9	534.6	1.6	834.3	2.4
2025	311.4	3.9	544.1	1.8	855.5	2.5
2026	323.6	3.9	555.2	2.0	878.8	2.7

¹ Does not include revenues received by the Authority from Local Bodies pursuant to contracts or special acts that are accounted for as other charges for service rather than as rates and charges.

The costs of the CIP projects primarily have been funded through the proceeds of long-term indebtedness, including such major projects as the Boston Harbor Project, the MetroWest Water Supply Tunnel, and the John J. Carroll Water Treatment Plant. As a result, the debt service on such indebtedness is a significant portion of the Authority's Current Expense Budget ("CEB"). Approximately 55.3% of the total expenses included in the Fiscal Year 2026 Current Expense Budget ("FY26 CEB") is for capital financing expenses. In recent years, the Authority has managed rate increases through the use of commercial paper, refinancing existing debt at lower interest rates, the use of revenues to defease debt, undertaking additional borrowing at subsidized interest rates from the Massachusetts Clean Water Trust (the "Trust"), and various efficiency and cost control strategies. Commencing in Fiscal Year 2006 to date in Fiscal Year 2026, the Authority has used revenues to defease more than \$962 million of Secured Bond debt service. The Authority's efforts have resulted in mitigating rate increases to date and in leveling out anticipated rate increases due to increasing debt service costs. Nonetheless, the Authority's rates and charges will continue to increase as the Authority's operating expenses increase and as the Authority continues to undertake capital improvements to upgrade and maintain the Systems. See "Future Rates and Charges" below.

The Authority is eligible to receive funding from the Commonwealth's Sewer Rate Relief Fund (the "Fund"), in the form of debt service assistance, in order to mitigate increases in rates. The amount of such debt service assistance is subject to annual appropriation by the Commonwealth and varies annually. In prior fiscal years, the Commonwealth had reduced or eliminated appropriations to the Fund. Accordingly, for planning purposes, in preparing the CEB, the Authority generally assumes that it will not receive any additional debt service assistance. The Authority cannot predict the amount, if any, of additional debt service assistance that will be appropriated in future years. The FY26 CEB as adopted did not include debt service assistance. However, the Authority received approximately \$1.2 million in debt service assistance in FY26 and will use those funds to reduce the FY27 rates and charges.

FISCAL YEAR 2026 RATES AND CHARGES

The FY26 CEB, approved by the Board of Directors in June 2025, assumed an increase in combined rates and charges for Fiscal Year 2026 of 2.7%.

As is the case for every fiscal year, the Authority's goal for Fiscal Year 2026 was to utilize a multi-year rate management strategy to provide sustainable, and predictable rate increases to the Local Bodies. The Authority continued to employ conservative budgeting and fiscal discipline in developing the FY26 CEB, and the combination of these measures resulted not only in a 2.7% increase for Fiscal Year 2026, but also in projected rate increases of not more than 3.0% for the next several fiscal years, as further discussed below. As part of its multi-year rate management strategy, the Authority anticipates not making a withdrawal from the Rate Stabilization Fund in Fiscal Year 2026. See "Future Rates and Charges" and "Management's Review of Operating Results – Fiscal Year 2026 Current Expense Budget" below.

FUTURE RATES AND CHARGES

While the Authority expects to continue to seek and adopt measures to moderate its future rate increases, the Authority's rates and charges are expected to continue to increase to meet the increased debt service costs necessary

to finance the projects included in the CIP, and to fund increased operating expenses resulting from the operation of the Systems.

The table below sets forth the Authority's estimates of its rate revenue requirement for Fiscal 2026 and its future rate revenue requirements for Fiscal Years 2027 through 2030, based on the FY26 CEB and the Fiscal Year 2026 CIP (the "FY26 CIP"). The estimates assume that the Authority will not receive debt service assistance during the projection period. The estimates also assume an inflation rate of 2.5% for capital projects that are not yet under contract, and that annual capital expenditures will be made in accordance with the FY26 CIP and will be capped at \$700 million for Fiscal Years 2029 through 2032. \$300 million in 2036 and thereafter. The Authority's estimates, based on the FY26 CIP, assume the issuance of \$2.6 billion of additional Secured Bonds from Fiscal Year 2026 through Fiscal Year 2030 to finance the FY26 CIP, and approximately \$117.5 million in pay-as-you-go capital expenditures during the same period. The estimates assume that the Authority's future long-term bond financings will consist of 25-year debt. Long-term debt is assumed to bear fixed rates of interest of 5.0% in Fiscal Year 2026 and 6.0% thereafter. Variable rate indebtedness of the Authority is assumed to bear interest at 4.25% in Fiscal Year 2026 and 4.0% in all subsequent fiscal years. Loans from the Trust are assumed to bear interest at an effective rate of 2.15% with a 20-year term. Generally, operating expenses (other than labor costs) are inflated at 3.0% annually; labor costs are inflated at 2.7% annually. The estimates also assume that the Authority will make withdrawals from the Rate Stabilization Fund to offset rate increases. The Authority deposited \$6.5 million into the Rate Stabilization Fund in Fiscal Year 2018 as a reserve for the increased costs expected in connection with the construction of a replacement power cable serving the Deer Island Treatment Plant. The Authority used \$1.5 million of these funds in the Fiscal Year 2021 CEB, \$1.3 million in the Fiscal Year 2022 CEB, \$1.0 million in the Fiscal Year 2023 CEB, \$0.3 million in Fiscal Year 2024 CEB, and \$0.0 in Fiscal Years 2025 and 2026. The projections assume that the Authority will utilize \$0.8 million in Fiscal Year 2027 to offset these anticipated increased costs. The Authority believes that the estimates are based upon realistic cost estimates and other assumptions, and include adequate provision for contingencies. See "Historical Rates and Charges", above, and "Management's Review of Operating Results", below. However, as discussed below, there can be no assurance that actual revenue requirements or expenditures will not vary from current estimates and cause actual rates and charges to be different from current estimates. For a discussion of risk factors that could lead to higher costs in the CIP, see "Capital Improvement Program - Factors Affecting the Capital Projects."

**ESTIMATED FUTURE RATE REVENUE REQUIREMENTS
AND PERCENTAGE INCREASES
(dollar amounts in millions)**

<u>Fiscal Year</u>	<u>Rate Revenue</u>	<u>Percentage Increase</u>
2026	878.8	-
2027	904.8	3.0%
2028	931.6	3.0
2029	959.9	3.0
2030	988.9	3.0

Actual retail rate increases of specific Local Bodies vary considerably because of different practices among Local Bodies in the extent to which the Authority's rates and charges are incorporated into retail user charges and the disparity in levels of the local water and sewer costs of the Local Bodies. Based upon the most recent survey conducted by the Authority's Advisory Board of Local Bodies' rates and charges (the "2025 Survey"), which reflects the Local Bodies' charges for calendar year 2025, and assuming annual household water usage of 90,000 gallons, the 2025 Survey estimates that the annual average household combined water and sewer bill in those Local Bodies that receive full water and sewer services from the Authority is approximately \$2,097. Actual annual bills vary from this average, in part due to the fact that there are certain Local Bodies that in the past raised their own retail rates at paces different from the Authority's rate increases and to the fact that actual annual household usage in many Local Bodies is less than 90,000 gallons.

The Local Bodies fund their payment of the Authority's rates and charges in a variety of ways, so that it is difficult to generalize about the effect of the Authority's future rate increases on retail ratepayers, including households and businesses in the service area. Provision for and payment of increasing rates and charges will depend on a number of factors, including the Local Bodies' methods of funding Authority charges and the availability of local sources of revenue.

From time to time, public concern is expressed regarding the increasing level of the Authority's rates and charges. The Authority believes that public awareness of several factors will continue to mitigate public opposition. These factors include: (i) the federal and state legal and regulatory mandates (including legal enforcement orders issued by courts or administrative agencies) to which the Authority is subject, (ii) the importance of improvements to the Systems to support future regional economic growth, (iii) public support for meeting environmental protection and public health goals, and (iv) the Authority's success in mitigating rate increases in the past, including average annual increases of approximately 2.7% in Fiscal Years 2022 through 2026.

The Authority believes that the considerations described above contributed to the Authority receiving substantial financial assistance, from both the federal and state governments, to help finance the CIP. This financial assistance - in the form of capital grants, loans from the Trust at subsidized interest rates, and debt service assistance - helped in the past to mitigate rate increases. The Authority will continue to pursue financial assistance for its programs through legislative and other avenues to help mitigate future rate increases, however, there can be no assurance as to the receipt or continuation of state or federal support.

ENFORCEMENT

The Authority has adopted, and is authorized by the Act to enforce billing and collection procedures and regulations, including requirements for the submission to the Authority of relevant information regarding the provision of retail services by Local Bodies. In the event any charge to a Local Body is not paid when due, the Act authorizes the Authority to recover the amount due, together with interest and other actual damages, by action in the state superior court.

Without suit, the Authority may use an intercept mechanism (the "local aid intercept") established by the Act to recover amounts unpaid by a Local Body. To trigger this mechanism, the Authority must certify to the State Treasurer the amount of any unpaid charge, whereupon the State Treasurer is required by the Act to deduct such unpaid charge from all amounts payable to the Local Body by the Commonwealth, if any, regardless of their intended use (including state reimbursements, grants and general local aid funds) and to pay such amount to the Authority. For a description of general local aid funds as a source of revenue available to Local Bodies to pay Authority charges, see "Local Bodies - Municipal Sources of Revenue." The Authority has covenanted in the General Resolution to use this enforcement mechanism in the event that a Local Body fails to make timely payment. Although the Authority successfully has used the local aid intercept in the past, the Authority has not needed to use the local aid intercept in more than 25 years.

Distributions of local aid payable to the municipalities served by Special Purpose Local Bodies, including the BWSC, would not be available to meet unpaid charges due the Authority through the local aid intercept. Municipalities served by such Special Purpose Local Bodies are budgeted to account for approximately 30.5% of the Authority's combined rates and charges assessed for Fiscal Year 2026.

Under the laws of the Commonwealth, there are currently several other similar local aid intercept mechanisms that may affect the amounts available for intercept on behalf of the Authority. The State Treasurer is authorized to deduct from a Local Body's local aid distributions amounts owed by such Local Body to the Commonwealth for certain assessments and charge-backs. In addition, under the so-called Qualified Bond Act, cities and towns in the Commonwealth, including certain Local Bodies, may secure their bonds and notes by authorizing the State Treasurer to intercept from their respective local aid distributions the amount necessary to pay principal and interest on such debt. Under state law, the amounts available for intercept on behalf of the Authority also may be affected by actions taken by or on behalf of the Massachusetts Department of Revenue, the Massachusetts School Building Authority, and the Massachusetts Bay Transportation Authority, among others, with respect to amounts owed to or by a Local Body. Finally, under the Commonwealth legislation establishing the Trust, the State Treasurer may, under certain circumstances, deduct from a community's local aid distribution (i) the amount of charges owed by the community to the Trust, (ii) the amount of charges owed by the community to any entity that provides wastewater or drinking water service to the community and has a repayment obligation to the Trust (a "Regional Unit") that the Regional Unit has not fulfilled by reason of the default of such community in its payment obligations to the Regional Unit, and (iii) the community's pro rata share of any payment obligation of a Regional Unit to the Trust that has not been fulfilled but not due to the default of any particular community or communities served by the Regional Unit. Since the Authority is a Regional Unit under the Trust's enabling act, failure by the Authority to pay debt service on its loans from the

Trust would permit the Trust to exercise its intercept against the Local Bodies. As of April 1, 2026, the Authority had outstanding approximately \$807.6 million in aggregate principal amount of loans from the Trust. The Trust also has made loans to or purchased local governmental obligations from 40 Local Bodies in an approximate aggregate principal amount of \$725.8 million outstanding as of April 1, 2026, the debt service on which also is subject to intercept.

In addition to the possibility of a Municipal Local Body's local aid being accessed by another offset mechanism prior to the Authority's attempt to intercept it, the availability of local aid in the future to satisfy unpaid charges imposed by the Authority will be dependent upon, among other things, the aggregate amount actually appropriated by the state legislature and distributed by the Governor in a fiscal year. For a discussion of these and other factors affecting local aid, see "Local Bodies - Municipal Sources of Revenue."

OTHER SOURCES OF REVENUE

The Authority receives revenues from other sources, including water supply contracts and other arrangements between the Authority and certain Local Bodies under which amounts paid to the Authority are not accounted for by the Authority as assessed rates and charges (although such contract revenues are included in the definition of Rates and Charges for purposes of the General Resolution). Such revenue is budgeted to be approximately \$10.9 million in Fiscal Year 2026. See "Local Bodies - Special Arrangements." The Authority also receives investment earnings on various funds that it holds, which are budgeted to total approximately \$23.3 million in Fiscal Year 2026. Revenues from permits, fines, fees and other miscellaneous sources are budgeted to total approximately \$6.7 million in Fiscal Year 2026. The Authority anticipates no withdrawal from the Rate Stabilization Fund in Fiscal Year 2026 as discussed above under "Future Rates and Charges."

LOCAL BODIES

GENERAL

The Authority provides services to Local Bodies on a wholesale basis. The obligation of the Local Bodies to pay for these services is a general obligation payable from any and all sources of revenue available to the Local Bodies. The legal structure of a Local Body determines which revenue sources are available to it under state law. The revenues available to Special Purpose Local Bodies, each a retail system operator, are limited primarily to retail user fees and charges and investment income. Such entities have no taxing power and do not ordinarily receive distributions of local aid. Revenues of Municipal Local Bodies used to pay the Authority's rates and charges are derived primarily from retail user charges, property taxes, and local aid. All Municipal Local Bodies have instituted retail user charges, although there are substantial differences in the proportion of its full costs that each Municipal Local Body recovers through its retail user charges.

BOSTON WATER AND SEWER COMMISSION

The BWSC is budgeted to account for approximately 30.2% of the Authority's combined rates and charges assessed for Fiscal Year 2026. Established in 1977 as a public instrumentality, a body politic and corporate and a political subdivision of the Commonwealth, the BWSC is responsible for the retail operation of the water distribution and wastewater collection and storm water drainage systems of the City of Boston (the "City") and for the maintenance and improvement of such systems. The BWSC purchases its water in bulk from the Authority. Such water is delivered through 29 active metered connections located at various points throughout the BWSC's water distribution system. The BWSC's sewer system transports the City's wastewater to the Authority's interceptor sewers, which convey the wastewater to the Deer Island Treatment Plant for treatment and disposal.

The Authority's charges to the BWSC constitute general obligations of the BWSC. The BWSC has no taxing power but funds its operations through the collection of user fees and charges. Chapter 436 of the Acts of 1977 of the Commonwealth (the "BWSC Act") requires the BWSC to establish its rates and charges at levels sufficient to (i) pay the current expenses of the BWSC (including the Authority's rates and charges), (ii) pay all BWSC debt service, (iii) create and maintain reasonable reserves required by any bond resolution, (iv) provide funds for paying the cost of all necessary repairs, replacements and renewals of the BWSC's systems, and (v) pay or provide for any and all amounts

that the BWSC may be obligated to pay or provide for by law or contract. The BWSC's rates and charges are independently set by the BWSC and are not subject to regulation or approval by any other governmental body.

The BWSC serves approximately 96,000 accounts for water, sewer and stormwater services. Its 20 largest users as of December 31, 2025 are estimated to have accounted for approximately 20.9% of the BWSC's aggregate retail user charges for the fiscal year ended December 31, 2025. Its customers include many large commercial entities, governmental agencies and not-for-profit institutions including its five largest customers: the Boston Housing Authority, Boston University, the Massachusetts Port Authority, Mass General Brigham and Medical Area Total Energy Plant (MATEP). The BWSC has realized surpluses from its operations in each year since its inception.

As of December 31, 2025, the BWSC had approximately \$591.3 million aggregate principal amount of revenue bonds outstanding. The BWSC has granted a security interest in its revenues as security for its revenue bonds. The BWSC's bond resolutions also provide that debt service on the BWSC's revenue bonds and operating expenses of the BWSC shall be paid prior to the Authority's rates and charges. As of December 31, 2025, the BWSC had combined loans/grants from the Authority outstanding in the amount of approximately \$45.7 million.

The single largest component of the BWSC's expenses has been assessments to the BWSC by the Authority. Authority assessments for the costs of water supply and wastewater treatment services provided to the BWSC have continued and, based on BWSC projections, will continue to increase as a percentage of the BWSC's total expenses. The BWSC estimates that the Authority's assessments to the BWSC will be 53.7% of the BWSC's total expenses in calendar year 2026.

MUNICIPAL SOURCES OF REVENUE

General. Cities and towns in the Commonwealth are limited by state law as to the types of revenues that they can raise to support local spending, including for the rates and charges of the Authority. Under current state law, the Municipal Local Bodies may derive their revenues from several sources, including water and sewer user charges, property taxes, local aid distributions, certain excise receipts (including motor vehicle excises and local option excises), departmental revenues (including parking fines and building permit fees), and investment income. Some of the revenue sources discussed in this subsection are not available to Special Purpose Local Bodies, including the BWSC.

User Fees and Charges. Each Municipal Local Body owns and operates a distribution system of pipes for water and a collection system for sewage. Each Municipal Local Body is authorized by state law to charge just and equitable retail user charges to cover the respective costs of providing these municipal services, including operation and maintenance of the Municipal Local Body's system, replacement of capital components of the system over time, and the Authority's annual charges to such Municipal Local Body. These retail user charges are not subject to the limitations of Proposition 2½. Under the Act, Local Bodies may establish rates and charges for retail services on a flat rate basis or on an ascending unit rate based on quantity, and may permit adjustments in their local rates for the age, infirmity or poverty of their retail customers.

The Act also permits the Authority, subject to federal and state constitutional restrictions on the impairment of contracts in effect on the effective date of the Act, to require Local Bodies to adopt systems of rates and charges that comply with applicable federal and state law and with Authority policies designed to promote water conservation, full local cost recovery, the elimination of infiltration and inflow of ground and surface waters, and the pretreatment of industrial wastes.

The revenues received by a Municipal Local Body through its retail user charges are not pledged to the payment of any costs of the local systems, including the payment of the rates and charges of the Authority. A Municipal Local Body may elect, however, to segregate such retail user charges and apply them only to the costs of the respective local systems.

Enforcement remedies are available under state law to Municipal Local Bodies to collect unpaid retail user charges. A Municipal Local Body may terminate water and sewer service to any retail user who has not paid the respective charges. In addition, if a Municipal Local Body accepts the applicable statutory sections, unpaid water and

sewer charges become a lien upon the associated real estate by operation of law and are added to the property tax bill for such real estate. In general, the laws relating to the imposition of interest on unpaid real estate taxes and the foreclosure of title to real estate for nonpayment of taxes apply equally to unpaid water and sewer charges.

Among the Municipal Local Bodies, different local policies, including each Municipal Local Body's decision about the extent to which the costs of operating its local system are recovered through its retail rates, and the complexity of its rate structure and its accounting methodologies, result in divergent retail user charges. Currently, while all Municipal Local Bodies have instituted retail user charges, certain Municipal Local Bodies may not recover the entire cost of providing retail services through user charges. The Authority is able to offer technical assistance to the Municipal Local Bodies to help them establish systems of retail user charges and identify costs that can be recovered through such charges.

Property Taxes. Property taxes are raised through assessments against real and personal property in a municipality. State law mandates a revaluation of all taxable property every three years. These revaluations are reviewed and certified by the Commonwealth. In the years between the revaluations, the Commonwealth permits municipalities to establish new values for year-to-year increases in assessments on the basis of market trends, using the most recent revaluation as a basis. These new values, together with the municipalities' proposed tax rates, are subject to annual certification by the Commonwealth. The property tax levy generally is certified by the Commonwealth in the fall. Most municipalities adopt a quarterly payment schedule for property taxes, with installments due on August 1, November 1, February 1 and May 1.

Proposition 2½ generally constrains levels of property taxation, one of the primary sources of revenue for cities and towns in the Commonwealth, and limits the charges and fees imposed on cities and towns by certain governmental entities. The law is not a constitutional provision and accordingly is subject to amendment or repeal by the state legislature. Proposition 2½ contains limitations on the revenues that may be collected by certain governmental entities, including a limitation on the property taxes that may be levied by any city or town in any fiscal year to the lesser of (i) 2.5% of the full and fair cash valuation of the real estate and personal property therein, and (ii) 2.5% over the previous year's levy limit plus any growth in the tax base from certain new construction and parcel subdivisions. Proposition 2½ also limits any increase in the charges and fees assessed by certain governmental entities on cities and towns to the sum of (i) 2.5% of the total charges and fees imposed in the preceding fiscal year, and (ii) any increase in charges for services customarily provided locally or services obtained by the city or town at its option.

Any property tax increase in excess of the limits imposed by Proposition 2½ must be approved by a vote of the municipality. However, amendments to Proposition 2½ enacted in 1994 permit a Municipal Local Body, and a Special Purpose Local Body through agreement with the municipalities it serves, to offset increases in user charges resulting from increases in water and sewer debt service costs (including increases in the Authority's debt service costs incorporated into the Authority's rates and charges to such Local Body) through the assessment of property taxes in excess of the limits imposed by Proposition 2½, subject to certain conditions, without requiring a vote of the municipality.

Local Aid. Local aid is the generic term used to describe all distributions made by the Commonwealth to cities and towns. Certain local aid distributions are earmarked for specific programs, e.g., a large portion of local aid has been earmarked for public education, but the bulk of such distributions are available to the municipality to be applied to any authorized expenditures. Except for amounts distributed to municipalities pursuant to state law from state lottery receipts, all local aid is subject to annual appropriation by the state legislature. The major formula used by the state legislature in determining the payment level to each city and town tends to provide proportionately more local aid to communities with relatively lower per capita income and with higher service cost levels in order to compensate for the gap between certain fixed costs incurred by a municipality and its revenue-raising capacity. The bulk of the local aid distributions are, by state law, made monthly. From time to time legislation and voter initiative petitions are approved that affect the amount of local aid to be distributed by the Commonwealth.

Under the Massachusetts Constitution and state finance law, the State Treasurer and the Governor have the authority to withhold or delay local aid payments under certain circumstances. Any available moneys in the state treasury, including amounts appropriated for local aid, may be used as a matter of last resort by the State Treasurer if required to pay Commonwealth notes. Moreover, the statute governing the Commonwealth's distribution of school

aid (which constitutes a portion of the local aid distribution) provides that such payments are due only to the extent that sufficient funds are available therefor.

The amount of local aid distributions varies, based on the Commonwealth's budget constraints, and there can be no assurance that local aid will not be reduced in the future. However, the Authority believes that the availability of its various enforcement mechanisms, including its statutory authority to intercept local aid distributions, will adequately provide for the payment of its rates and charges. For a comparison of the Authority's rates and charges with respect to each Municipal Local Body, see "The Authority and Its Service Areas" and "Charges to Local Bodies." For a discussion of the Authority's enforcement mechanisms and the possible limits on the availability of the local aid intercept, see "Rates and Charges – Enforcement."

SPECIAL ARRANGEMENTS

Twenty-seven Local Bodies currently are charged for water services pursuant to contracts between the Local Bodies and the Authority or by special legislative acts. Of these Local Bodies, 21 pay for water services at the full water rates. Various arrangements are in effect for five Local Bodies, which in the aggregate are budgeted to account for approximately 4.8% of total consumption in Fiscal Year 2026. The three CVA Communities have a separate assessment. Southborough receives its first 110 million gallons per year at no charge. Clinton receives its first 800 million gallons of water per year at no charge pursuant to a special act, and typically consumes less than 800 million gallons annually, but would be charged generally applicable rates for any amounts in excess thereof.

Pursuant to Authority regulations, continuation of water supply services to any Local Body under special acts or contracts shall be made on such reasonable terms and charges as the Authority shall determine, provided in each instance the Authority determines that (i) the safe yield of the DCR Watershed System, on advice of the DCR Division of Water Supply Protection, is sufficient to meet the projected demand (provided that any Local Body previously receiving water supply services on a contract basis shall not be denied continuation of service if it has no other local water supply capable of being developed), (ii) no existing or potential local water supply has been abandoned, (iii) the Local Body has adopted a water management plan approved by the state Water Resources Commission, (iv) the Local Body has adopted effective demand management, leak detection and water system rehabilitation measures, (v) a local water source feasible for development has not been identified by the Local Body or the Massachusetts Department of Environmental Protection ("DEP"), and (vi) a water use survey has been completed identifying all local users in the Local Body consuming in excess of 20 million gallons per year.

The provision of sewer services by the Sewer System, in contrast to the special acts and contractual arrangements governing a portion of the services provided by the Waterworks System, is governed solely by the Act and other applicable federal and state environmental quality laws and regulations.

MANAGEMENT AND ORGANIZATION OF THE AUTHORITY

BOARD MEMBERSHIP

The Authority is governed by an 11-member Board of Directors (the "Board") chaired by the Secretary of Energy and Environmental Affairs for the Commonwealth. The Secretary and two other members are appointed by the Governor – one resident of a Connecticut River basin community and one resident of a Merrimack River basin community who represent water resources protection interests (terms coterminous with the Governor). At least one of the three gubernatorial appointments must be a representative of a minority group. One member is appointed by the Mayor of Quincy (term coterminous with the Mayor) and one member is appointed by the Winthrop Town Council by majority vote (four-year term). Three members of the Board are appointed by the Mayor of Boston (terms coterminous with the Mayor), and three are appointed by the Advisory Board (staggered three-year terms). See "Advisory Board" below. Six members of the Board constitute a quorum, and the affirmative vote of six members is required to approve any matter put to a vote of the Board. A member of the Board continues to serve until a successor is appointed.

The present members of the Board, their occupations, appointment categories, the dates of their original appointment and the dates of expiration of their terms as members of the Board are set forth on the following table.

BOARD OF DIRECTORS

<u>Member</u>	<u>Occupation</u>	<u>Date and Source of Original Appointment</u>	<u>Current Term Expires</u>
Rebecca Tepper, <i>Chair</i>	Secretary of Energy and Environmental Affairs <i>Ex Officio</i>	January 5, 2023	Coterminous with term as Secretary
Andrew M. Pappastergion, <i>Vice Chair</i>	Commissioner, Department of Public Works, Town of Brookline (Retired)	June 25, 1997; Advisory Board	June 30, 2027
Brian Peña, <i>Secretary</i>	Water Treatment Superintendent, Town of Andover	June 22, 2015; Governor	Coterminous with Governor
Paul E. Flanagan	Fire Chief, Town of Winthrop (Retired)	October 15, 2012; Winthrop Town Council	April 30, 2027
Joseph C. Foti	Deputy Administrator and Chief of Operations and Maintenance, MassDOT Highway Division	August 8, 2001; Advisory Board	June 30, 2028
Brian Swett	Chief Climate Officer, City of Boston	May 2024	Coterminous with Mayor
Louis M. Taverna	Chief Engineer, City of Newton (Retired)	June 1, 2023; Advisory Board	June 30, 2026
Henry F. Vitale	Executive Director, Boston Water and Sewer Commission	January 15, 2013; Mayor of Boston	Coterminous with Mayor
John J. Walsh	Manufacturing Engineer (Retired)	June 3, 2009; Mayor of Quincy	Coterminous with Mayor
Patrick J. Walsh	President, Laborers Local 223	February 9, 2021; Mayor of Boston	Coterminous with Mayor
Jennifer L. Wolowicz	Town Administrator, Town of Monson	March 18, 2013; Governor	Coterminous with Governor

ORGANIZATION, MANAGEMENT AND STAFF

The staff of the Authority is headed by an Executive Director who is responsible for the implementation of Authority programs, policies and procedures at the direction of the Board. Frederick A. Laskey, who served as Executive Director to the Authority since May 2001, is retiring effective May 8, 2026. There are four divisions and several departments that report directly to the Executive Director, including the Affirmative Action Compliance Unit, the Internal Audit Department, Public Affairs, Security and the Tunnel Redundancy Program.

The Chief Operating Officer heads the Operations Division. Although the Operations Division provides some services on a consolidated basis to more efficiently support both the Waterworks System and the Sewer System, the costs for providing water and sewer services are separately tracked in order to comply with the Act.

The Authority has established the Tunnel Redundancy Program to manage and direct the design, construction, engineering and procurement activities for the Tunnel Redundancy Project through a Director and staff dedicated to the project. See “Capital Improvement Program - Capital Projects in FY26 CIP - Waterworks Projects - Transmission System.”

The Finance Division, headed by the Director of Finance, comprises four departments - Treasury, Rates and Budget, Controller, and Risk Management.

The Administration Division, headed by the Director of Administration, comprises six departments - Human Resources, Management Information Systems, Procurement, Occupational Health and Safety, Fleet Services, and Facilities Management.

The Law Division addresses legal and regulatory issues involving the Authority.

Brief resumes of the Authority’s senior management appear below:

Stephen Estes-Smargiassi, *Executive Director*

Mr. Estes-Smargiassi was appointed Executive Director in April 2026 to serve for an interim period commencing upon the retirement of the incumbent on May 8, 2026. Mr. Estes-Smargiassi joined the Authority in 1987, most recently serving as the Director of Planning and Sustainability. In 39 years at MWRA, he has led or participated in all MWRA master planning, and water quality and supply planning initiatives, including outreach and coordination with local and state health and environmental officials. He has been active in research, and regulatory policy advocacy, working to develop data and policy alternatives to support appropriate national and state environmental and public health regulations. Mr. Estes-Smargiassi holds a Bachelor of Civil Engineering from the Massachusetts Institute of Technology and a Masters in City and Regional Planning from Harvard University.

Kathleen M. Murtagh, *Chief Operating Officer*

Ms. Murtagh was appointed Chief Operating Officer in July 2025. Previously, she served as the Director of the then newly created Tunnel Redundancy Program in April 2018. She has more than 28 years of geotechnical engineering experience overseeing a broad range of civil engineering projects. Prior to her appointment, Ms. Murtagh served as a Vice President at CDM Smith Inc. Earlier in her career she was a geotechnical engineer at Haley and Aldrich, Inc. Ms. Murtagh has extensive underground and tunneling engineering experience, having worked on a wide range of tunneling projects of varying sizes and employing a variety of construction methods. Ms. Murtagh is a Massachusetts Registered Professional Engineer and holds a Bachelor of Science degree in Civil Engineering from the University of New Hampshire and a Master of Science in Civil Engineering from Virginia Polytechnic Institute and State University. Ms. Murtagh has a contract with the Authority that expires in June 2028.

Thomas J. Durkin, *Director of Finance*

Mr. Durkin was appointed Director of Finance in January 2015; he previously had served as Treasurer of the Authority since January 2008. Prior to joining the Authority, Mr. Durkin was the Deputy City Manager for the City of Chelsea, Massachusetts. Mr. Durkin also served as Finance Director for the Cities of Chelsea and Beverly, Massachusetts and as Treasurer for the City of Peabody, Massachusetts. Mr. Durkin holds a Master of Science degree in Corporate Finance from Bentley College and a Bachelor of Arts degree from the University of Massachusetts, Lowell.

Michele S. Gillen, *Director of Administration*

Ms. Gillen was appointed Director of Administration in January 2015, formerly serving as Deputy Director of Administration and Finance of the Authority since October 2009. Prior to her appointment as Deputy Director of Administration and Finance, Ms. Gillen served as Director of Real Property and Environmental Management (2005 to 2009). Ms. Gillen also has held several positions within the Authority's Public Affairs Department. Ms. Gillen holds a Bachelor of Arts degree from Fordham University and a Master of Science degree from the University of Massachusetts at Boston.

Matthew R. Horan, *Deputy Director, Finance/Treasurer*

Mr. Horan was appointed Deputy Director, Finance/Treasurer in October 2019, formerly serving as Treasurer of the Authority since January 2015. Mr. Horan also served as Deputy Treasurer of the Authority (2008 to 2015) and as the Authority's Project Manager, Debt and Finance (2003 to 2008). Mr. Horan also has held several positions within the Authority's Operations Division. Mr. Horan holds a Bachelor of Science degree and a Master of Science degree from Boston College.

Carolyn M. Francisco Murphy, *General Counsel*

Ms. Francisco Murphy was appointed General Counsel in July 2018, to be effective in September 2018. Ms. Francisco Murphy joined the Authority in January 2016 as the Director of Procurement. Prior to joining the Authority, Ms. Francisco Murphy had practiced law with the firm of Corwin & Corwin, LLP since September 1995. Prior to entering private practice, Ms. Francisco Murphy served as a law clerk to the Justices of the Massachusetts Superior Court. Ms. Francisco Murphy holds a law degree from Suffolk University and a Bachelor of Arts degree from Emmanuel College.

EMPLOYEES

As of April 1, 2026, the Authority had approximately 1,114 employees, including persons with professional qualifications in the fields of construction, engineering, environmental science, accounting, finance, law and management. The Authority believes that future staffing needs to support facilities constructed under the CIP are adequately reflected in its projected revenue requirements.

Under Massachusetts law, employees of the Authority have certain organizational and representational rights which include the right to organize, to bargain collectively by representatives of their choosing on questions of wages, hours and other terms and conditions of employment and to engage in lawful concerted activities for bargaining or other mutual aid or protection. The law prohibits strikes by Authority employees.

As of April 1, 2026, approximately 1,043 of the Authority's employees were organized into five collective bargaining units: Unit 1 is represented by United Steelworkers Local 9358; Unit 2 is represented by the American Federation of State, County and Municipal Employees Council 93 Local 1242; Unit 3 is represented by the National Association of Government Employees, Local R1-168; Unit 6 is represented by United Steelworkers Local 9360; and Unit 9 is represented by the Massachusetts Organization of State Engineers and Scientists.

The Authority's collective bargaining agreement with Unit 2 expires on March 31, 2027. The Authority's collective bargaining agreements with Units 1, 3, 6 and 9 expire on June 30, 2027.

The Act provides that no collective bargaining agreement entered into by the Authority shall limit inherent management rights including (i) employment, assignment and promotion of employees, (ii) termination and discharge of employees for other than arbitrary, capricious or unreasonable grounds, (iii) determination of the Authority's levels of service and staffing and the methods, means and personnel for performing operations, (iv) supervision, control, evaluation and establishment of productivity standards, and (v) use of part-time regular employees and independent contractors and vendors.

The Authority believes that its relationships with its employees and their union representatives are generally good.

ADVISORY BOARD

The Advisory Board to the Authority was established by the Act to serve as a liaison between the Authority and the Local Bodies. It is composed of one representative from 60 of the 61 original Local Bodies named in the Act (Lancaster is not represented on the Advisory Board), one from the Metropolitan Area Planning Council (a legislatively-created, comprehensive regional planning organization), and six persons appointed by the Governor to include an expert in environmental protection, one representative each from the Connecticut River basin, the Quabbin/Ware watershed areas and the Wachusett watershed area, and two persons qualified by membership or affiliation in organizations directly concerned with the recreational or commercial uses of Boston Harbor.

The Advisory Board, whose staff is headed by an executive director, is empowered by the Act to do the following:

- Name three members to the Authority's Board;
- Approve, subject to other requirements of the Act, extension of service to additional communities;
- Make recommendations to the Authority on annual expense budgets, capital facility programs and expenditure budgets and user charges;
- Hold hearings on matters relating to the Authority; and
- Make recommendations to the Governor and the state legislature regarding the Authority.

The Advisory Board actively monitors the Authority's programs from the perspective of the Authority's rate payers. In addition to participating in the process of formulating the Authority's current expense budgets and capital improvement programs, the Advisory Board has pursued legislative support for debt service assistance, watershed protection and other measures of interest to the Local Bodies. The Advisory Board works with the Authority to enhance community assistance programs and share technical information and resources. The Advisory Board also developed the sewer rate methodology upon which the Authority's Sewer System annual rates and charges are based. See "Rates and Charges - General."

The Authority and Advisory Board share the goals of improved service to the Local Bodies and additional financial assistance for the Authority's programs.

RETIREMENT SYSTEMS AND EMPLOYEE BENEFITS

All employees of the Authority are members of a contributory retirement system for public employees. The Act provides that all employees transferred to the Authority from the MDC on July 1, 1985 who were members of the State Employees' Retirement System (the "State System") shall remain members of the State System. All other employees of the Authority are members of a separate retirement system established in the Act known as the Massachusetts Water Resources Authority Employees' Retirement System (the "Authority System"). The Authority System is managed by a five-member board consisting of the Secretary of the Authority, *ex officio*, two members

elected each for three-year terms by the present and retired members of the Authority System, a member appointed by the Authority for a three-year term, and another member selected by the other four members.

Neither the Authority nor the Authority System has any liability for retirement benefits paid to members of the State System. For these individuals, the total cost of benefits earned while employed by the Authority is paid by the Commonwealth and by the employees' own contributions. As of April 1, 2026, eight employees of the Authority were members of the State System. While employees of the DCR Division of Water Supply Protection are not members of the Authority System and the Authority is not directly responsible for the payment of benefits, the cost of such benefits are included in the computation of the expenses of the Division that are reimbursable in part by the Authority. See "The Systems - The Waterworks System."

The retirement benefits of employees of the Authority System are funded in part by employee contributions and investment returns, and in part by the Authority. As of April 1, 2026, there were 1,072 active members, 187 inactive members, and 915 retirees in the Authority System. The Act requires the Authority to pay annually to the Authority System any amounts needed to finance any pension benefits earned by its members. The most recently completed actuarial study of the Authority System is as of January 1, 2025 (the "2025 Pension Study"). The actuarial unfunded accrued liability reported in the 2025 Pension Study is estimated to be approximately \$111.9 million, resulting in the Authority System being approximately 87.1% funded, assuming a 6.9% investment return assumption. The expected unfunded liability in the 2025 Pension Study increased from the amount included in the 2024 Pension Study primarily due to actuarial losses due to wage inflation, mortality, number of retirements and prior period investment losses. The Authority's contributions to the Authority System for Fiscal Years 2019 through 2024 were approximately \$7.0 million, \$7.3 million, \$10 million, \$11.2 million, \$12.6 million and \$14.1 million, respectively. The Authority's current policy is to reach full funding by the end of Fiscal Year 2030. For Fiscal Year 2025, on the basis of the 2024 Pension Study, the Authority included in the FY25 CEB a \$21.3 million contribution to the Authority System. The Fiscal Year 2025 payment is comprised of the \$16.1 million required contribution and an additional \$5.2 million deposit. The FY26 CEB included a \$26.3 million contribution to the Authority System. The Fiscal Year 2026 payment is comprised of the \$18.3 million required contribution and an additional \$8.0 million deposit. The 2025 Pension Study includes additional optional payments of \$6.5 million in Fiscal Years 2027 and 2028.

Employee contributions to both the State System and Authority System range from 5% of salary to not more than 11% of salary depending upon salary and the initial date of becoming a member of a system. Employees of the Authority do not participate in the federal Social Security Administration System.

GASB Statement No. 43, *Financial Reporting for Postemployment Benefit Plans Other Than Pension Plans*, was effective for the Fiscal Year ending June 30, 2007. The Authority began to implement GASB Statement No. 45, *Accounting and Financial Reporting by Employers for Postemployment Benefits Other Than Pensions*, for the Fiscal Year ending June 30, 2008.

In addition to providing the pension benefits described above, the Authority provides other postemployment health care and life insurance benefits ("OPEB") for retired employees through the Group Insurance Commission ("GIC"). GIC is a quasi-independent state agency that administers an agent multi-employer defined benefit OPEB plan (the "OPEB Plan"). The benefits, benefit levels, employee contributions and employer contributions are governed by and can be amended by the Authority. As of January 1, 2024, the most recent actuarial evaluation date for the Authority's OPEB liability, approximately 1,056 retirees and survivors and 1,061 active employees met the eligibility requirements for the OPEB Plan and the unfunded actuarial accrued liability was determined to be \$95.8 million. The increase in the unfunded actuarial accrued liability over the last report was driven by higher projected future healthcare costs and a higher number of family plans experienced versus the actuarial assumption. The Authority previously decided not to fund any OPEB liability until the Authority System was fully funded. Based on the actuarial study of the Authority System completed as of January 1, 2015, which showed the Authority System was 98.3% funded, in Fiscal Year 2015 the Authority established an irrevocable OPEB trust (the "OPEB Trust"). The Authority began funding the OPEB Trust in April 2015 with an initial deposit of \$10.8 million, including \$10 million released from reserves in connection with certain modifications to the General Resolution that became effective in April 2015, and \$800,000 that had been segregated by the Authority toward its OPEB liability in Fiscal Year 2010. In Fiscal Years 2018 through 2025, \$5.0 million, \$5.6 million, \$6.0 million, \$6.2 million, \$4.7 million, \$4.8 million, \$2.8 million and \$5.3 million, respectively, was deposited to the OPEB Trust, which deposits represented 50% of the actuarial determined contribution (the "ADC") for the applicable fiscal year based on the then current actuarial evaluation. The

FY26 CEB includes \$5.3 million for deposit to the OPEB Trust, which represents 50% of the ADC for Fiscal Year 2026, based on the January 1, 2024 actuarial evaluation. The Authority currently expects that the OPEB Trust will be funded annually at 50% of the ADC for the applicable fiscal year, based on the most current actuarial evaluation. In Fiscal Years 2021 through 2025, the total amount of Authority current benefit payments plus the applicable deposit to the OPEB Trust set forth above, represented 126%, 165%, 177%, 187%, and 125 (as calculated under GASB 75), respectively, of the ADC based on the then applicable current actuarial evaluation. As of December 31, 2025, the OPEB Trust had a balance of \$101.4 million.

PUBLIC AFFAIRS

The Authority maintains strong relationships with the various constituencies it serves, including the Local Bodies, the Advisory Board, elected and appointed officials, interest groups, and the public at-large. Public outreach and education - critical to building support for the Authority's operational and environmental objectives - are accomplished through a wide variety of activities, including community assistance programs, technical assistance to industrial customers, the Authority's website, social media, rapid response to public inquiries, facility tours, informational publications, school education programs, intergovernmental and media liaisons, and targeted programs for communities impacted by Authority facilities.

FINANCIAL OPERATIONS

GENERAL

As required by the Act, the Authority's operations for sewage collection, treatment and disposal and for delivery of water are treated separately for accounting and billing purposes, and revenues, expenses, assets and funds pertaining to these two operations are segregated by function. Indirect administrative costs and capital costs are allocated to water or sewer operations, as appropriate. The Authority's Fiscal Year commences on July 1.

The Authority uses a budgetary system of accounting in setting its rates and charges and preparing its annual budget (the "Current Expense Budget" or "CEB") for its current expenses, including operating costs and direct and indirect administrative costs (collectively, "Current Expenses"). United States of America generally accepted accounting principles ("GAAP") are used by the Authority in preparing its monthly internal and annual audited financial statements.

Current and Capital Expense Budgets. In accordance with the Act, the Authority adopts annually a Current Expense Budget, which may be amended under certain circumstances. While the Authority's Current Expense Budget must be submitted to the Advisory Board for comment and recommendation not less than 60 days prior to its adoption, and amendments to the budget must be submitted to the Advisory Board no less than 30 days prior to their adoption, the Authority's Current Expense Budget is not subject to approval by any board (including the Advisory Board), department, agency or other instrumentality of the Commonwealth or any other governmental body.

The Act requires that the Authority adopt and update capital facilities programs for the Systems and capital expense budgets to implement and finance such programs. See "Capital Improvement Program."

MANAGEMENT AND FINANCIAL CONTROLS

The Authority uses a performance-based budgeting format for its Current Expense Budget, which provides a basis for measuring operating activities, strengthens managerial accountability for each of the departments and provides a framework for the apportionment of resources. The Authority also uses a system of monthly and quarterly reports on key management indicators. Presentation formats allow for month-to-month, year-to-date, and year-to-year comparisons.

The Authority uses a variety of fiscal management systems to monitor and control Current Expenses. In addition to weekly cash reports, the Authority monitors its spending through monthly variance reports for each of its cost centers. Variance explanations are prepared at the end of the first quarter of the Fiscal Year, and monthly

thereafter. Starting with results through January of each Fiscal Year, the budget variance reports include updated forecasts of year-end expenditures.

The Authority has instituted a set of fiscal controls for the CIP. The Authority prepares monthly and quarterly reports on capital budget performance and semi-annual variance analysis reports on the capital budget. From time-to-time, as necessary, the Authority follows its established budget amendment policy to make adjustments to the capital budget. Procurements are processed by a central department to ensure uniform contract language, standard safeguards and competitive bids for the Authority. Contract amendments and construction change orders are subject to critical review and evaluation by field and budget staff, procurement officers, and legal counsel. Resident inspectors monitor all construction in progress to ensure quality of material and workmanship. Claims by contractors are reviewed and may be negotiated by the Authority's construction and legal staff. The Authority also has instituted audit procedures to examine wage, overhead and profit rates on professional service contracts.

The Authority has an integrated management information system for its financial functions, including general ledger, budget, accounts receivable, debt management, cash management, procurement, accounts payable, and payroll systems. The Authority regularly upgrades and enhances this system to ensure the ongoing efficiency of its operation.

The Authority's business plan defines critical operational goals and objectives, as well as related activities and improvements in support of these objectives. The Authority also has developed annual performance targets that provide a quantifiable standard against which to measure progress towards achieving these objectives.

OUTSTANDING AND PROPOSED INDEBTEDNESS

As of April 1, 2026, the Authority had Outstanding approximately \$2.5 billion of Bonds, \$807.6 million of Subordinated Bonds issued to the Trust ("SRF Bonds"), \$287.1 million of Multi-Modal Subordinated General Revenue Bonds and Subordinated General Revenue Refunding Bonds (the "Variable Rate Bonds"), a \$100 million revolving credit facility (the "Revolving Loan") (which, together with the SRF Bonds and the Variable Rate Bonds, constitute Subordinated Bonds), and \$240.0 million in commercial paper notes (the "CP Notes"). The CP Notes constitute Subordinated Parity Bond Anticipation Notes and may be issued and outstanding in an aggregate principal amount of up to \$300 million. The interest on the CP Notes, but not the principal thereof, is secured by a lien on Revenues on parity with the lien securing other Subordinated Bonds. See Note 6 to the Authority's Financial Statements for additional information on the Authority's Outstanding indebtedness. As of April 1, 2026, there was nothing drawn under the Revolving Loan.

The Authority has in place several credit and liquidity facilities from commercial banking institutions providing credit or liquidity, or both, support for certain of the Variable Rate Bonds, aggregating approximately \$287.1 million in principal amount as of April 1, 2026. The credit and liquidity providers are secured on the same basis under the General Resolution as the owners of the Subordinated Bonds. The Authority's agreements with the credit and liquidity providers contain the same financial covenants and liens on Revenues that are provided to all owners of Subordinated Bonds under the General Resolution. See Note 6 to the Authority's Financial Statements for additional information on the Authority's Variable Rate Bonds.

The following table sets forth debt service on the Authority's Outstanding Secured Bonds for each Fiscal Year in which such Secured Bonds will be Outstanding.

SECURED BOND DEBT SERVICE
(in thousands of dollars)

Fiscal Year	Debt Service On General Revenue Bonds ¹		Debt Service On Subordinated Bonds ²		Total Secured Bond Debt Service
	Principal	Interest	Principal	Interest	
2026	\$178,685	112,509	\$110,862	\$28,868	\$430,923
2027	140,285	105,560	143,190	26,897	415,932
2028	148,095	99,062	111,641	23,322	382,120
2029	155,125	92,452	102,128	20,020	369,725
2030	169,400	85,366	73,356	17,604	345,726
2031	182,165	77,119	60,492	15,870	335,646
2032	177,095	69,291	59,324	14,268	319,979
2033	174,210	62,145	54,794	12,984	304,133
2034	158,440	55,181	55,135	11,612	280,368
2035	118,295	49,365	55,281	10,281	233,222
2036	124,850	44,414	53,405	8,901	231,570
2037	142,350	38,684	51,290	7,499	239,822
2038	153,255	32,372	47,171	4,026	236,824
2039	169,520	25,861	30,058	3,184	228,624
2040	157,210	19,375	24,222	2,587	203,394
2041	111,205	14,103	21,498	2,085	148,891
2042	60,285	10,608	17,789		90,303
2043	42,195	8,334	18,186		69,943
2044	40,145	6,407			62,932
2045	33,185	4,695			51,865
2046	23,595	3,328			36,332
2047	13,040	2,400	-	-	15,440
2048	13,440	1,725	-	-	15,165
2049	17,900	924	-	-	18,824
2050	9,305	233	-	-	9,538
Total	\$2,713,275	\$1,021,515	\$1,128,057	\$214,394	\$5,077,241

Totals may not sum due to rounding.

¹ Preliminary, subject to change. Does not reflect the issuance of the 2026 Bonds, the refunding of the Refunded Bonds, or purchase of Purchased Bonds.

² Variable Rate Bonds are carried at an assumed interest rate of 4.0% per annum.

Includes debt service on the SRF Bonds net of subsidy amounts. Does not include debt service on (i) CP Notes or (ii) the Revolving Loan.

The Authority expects to issue additional Secured Bonds in the future. The projected issuances from Fiscal Year 2026 through Fiscal Year 2030 to finance the CIP are included in the projected rates under “Rates and Charges – Future Rates and Charges.” The Authority’s future borrowing needs will be based on the actual size and timing of capital expenditures, which vary based on actual project schedules. The Authority’s current expectations regarding the timing and amount of additional indebtedness also assume that a portion of the CIP will be funded through pay-as-you-go capital expenditures. The estimates further assume legislative approval of adequate and timely increases in the Authority’s debt limit, if needed. See “Debt Limitation” below. Changes in the CIP or the ability of the Authority to fund the current planned level of pay-as-you-go capital expenditures could impact the Authority’s current expectations regarding future indebtedness.

DEBT LIMITATION

The Act contains a limitation on the total amount of unrefunded bonds and notes of the Authority that may be outstanding at any one time. The debt limit is currently \$6.45 billion. As of April 1, 2026, the Authority had outstanding approximately \$4.0 billion of bonds.

The Authority periodically has requested and received increases in its debt limit to allow for the issuance of bonds to finance the CIP. The Authority expects to seek additional increases in the limit, if necessary, in order to finance the CIP in the future. Any such increase is subject to legislative approval. Failure to secure increases in the debt limit sufficient to finance the CIP as planned would require the Authority to adjust its construction plans and schedules and seek alternative sources of funding.

REPORTS

In accordance with the Act, the Authority prepares annual financial reports, which contain financial statements relating to its operations maintained in accordance with GAAP and audited by independent certified public accountants.

Included in Appendix A are the audited financial statements of the Authority at June 30, 2025 and June 30, 2024 and for the Fiscal Years then ended, audited by CliftonLarsenAllen LLP, independent accountants. See “Financial Statements.”

Pursuant to the General Resolution, the Authority files with the Trustee a triennial report of the Consulting Engineer, setting forth a detailed analysis of the Authority’s Systems, the CEB and the CIP, including recommendations as to reserve requirements and other matters. The most recent triennial report, the 2023 Triennial Report, was completed in October 2023 and has been posted on EMMA and can be found at <https://emma.msrb.org/MarketActivity/ContinuingDisclosureDetails/P11291927>.

The Authority also files other reports and information from time to time with federal and state governmental authorities in accordance with legislative and regulatory requirements.

MANAGEMENT’S REVIEW OF OPERATING RESULTS

HISTORICAL REVENUES, EXPENSES AND FUND DEPOSITS

The following table is prepared in accordance with the General Resolution and sets forth a summary of the Authority’s historical revenues, expenses and fund deposits for Fiscal Years 2021 through 2025. For financial statements prepared in accordance with GAAP regarding Fiscal Year 2025, see Appendix A - “Audited Financial Statements for the Years Ended June 30, 2025.”

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HISTORICAL REVENUES, EXPENSES AND FUND DEPOSITS

(in thousands of dollars)

	<u>FY 2021</u>	<u>FY 2022</u>	<u>FY 2023</u>	<u>FY 2024</u>	<u>FY 2025</u>
Revenues					
Rates and Charges	\$778,828	\$803,047	\$829,105	\$844,947	\$866,398
Investment Income ¹	4,242	5,435	25,614	32,981	30,026
Transfer from Rate Stabilization Fund	1,500	1,250	980	305	-
Other Income	8,579	9,990	9,037	6,771	6,895
Total Revenues	<u>\$793,149</u>	<u>\$819,722</u>	<u>\$864,736</u>	<u>\$885,004</u>	<u>\$903,319</u>
Operating Expenses ²	\$298,396	\$296,959	\$319,458	\$354,928	\$372,802
Capital Lease	3,217	3,217	3,217	3,217	3,217
Net Operating Revenues	<u>\$491,536</u>	<u>\$519,546</u>	<u>\$542,061</u>	<u>\$526,859</u>	<u>\$527,300</u>
Debt Service on Bonds	\$281,064	\$261,060	\$313,377	\$318,360	\$329,821
Other Debt Service ³	175,082	203,439	159,622	153,289	146,786
Debt Prepayment	3,900	5,609	5,500	4,000	5,500
Amount Available After Operations and Debt Service	<u>\$ 31,490</u>	<u>\$ 49,438</u>	<u>\$ 63,562</u>	<u>\$ 51,210</u>	<u>\$45,193</u>
Fund Deposits					
Reserve Funds	\$ 1,815	\$ 1,413	\$ 2,418	\$ 7,347	\$ 1,906
Construction Fund ⁴	\$ 16,745	\$ 18,554	\$ 22,033	\$ 26,547	\$ 26,296
Rate Stabilization	-	-	-	-	-

¹ Unrealized gains or losses recorded on investments are excluded.

² Includes payment of certain Commonwealth Obligations, that are paid after Debt Service on Secured Bonds and that are not included in Operating Expenses for purposes of calculating certain Coverage Covenants; excludes depreciation.

³ Includes debt service on Variable Rate Bonds and SRF Bonds. Excludes amortized issuance expenses, refinanced principal payments and interest on CP Notes.

⁴ Includes deposits from current revenue to fund capital projects.

FISCAL YEAR 2021

The Fiscal Year 2021 CEB (the “FY21 CEB”) was adopted by the Board in May 2020. The FY21 CEB totaled \$791.4 million, a decrease of 0.11% over the FY20 CEB. Non-rate revenue totaled \$22.0 million, resulting in a rate revenue requirement of \$769.4 million, an increase of 1.0% over Fiscal Year 2020. The FY21 CEB assumed that the Authority would not receive any additional state debt service assistance in Fiscal Year 2021 or thereafter. However, the Authority received approximately \$1.3 million of debt service assistance in Fiscal Year 2021, which the Authority applied to offset rates and charges in Fiscal Year 2022. The FY21 CEB utilized \$1.5 million of rate stabilization funds, which represents a portion of the \$6.5 million of funds deposited in Fiscal Year 2018 in preparation for additional expenses relating to a replacement cross-harbor power cable servicing the Deer Island Treatment Plant.

Total expenses in the FY21 CEB decreased by \$0.9 million, or 0.11%, from the FY20 CEB, with a decrease in capital financing expenses of \$11.2 million, an increase in direct expenses of \$3.9 million, and an increase in indirect expenses of \$6.4 million. The FY21 CEB included \$252.2 million of direct expenses, \$57.3 million of indirect expenses, and \$481.9 million of capital financing expenses. Capital financing expenses represented 61.1% of total expenses in the FY21 CEB.

Total actual expenses in Fiscal Year 2021 were approximately \$13.0 million, or 1.6% less than budgeted, direct expenses of \$239.5 million were 5.0% less than budgeted, indirect expenses of \$58.9 million were 2.9% more than budgeted, and capital financing expenses of \$480.0 million (including optional cash defeasances totaling \$25.6 million of certain of Bonds) were 0.4% less than budgeted. Direct expenses were less than budgeted due primarily to maintenance expenses, wages and salaries, professional services, utilities, other materials, fringe benefits, chemicals, workers’ compensation, overtime, other services, and training and meetings being less than budgeted.

Total actual revenues for Fiscal Year 2021 were approximately \$1.8 million or 0.01% more than budgeted.

FISCAL YEAR 2022

The FY22 CEB was adopted by the Board in June 2021. The FY22 CEB totaled \$813.0 million, an increase of 2.7% over the FY21 CEB. Non-rate revenue totaled \$20.9 million, resulting in a rate revenue requirement of \$792.1 million, an increase of 2.95% over Fiscal Year 2021. The FY22 CEB assumed that the Authority would not receive any additional debt service assistance in Fiscal Year 2022 or thereafter. However, the Authority received approximately \$1.2 million in debt service assistance in Fiscal Year 2022, which the Authority applied to offset rates and charges in Fiscal Year 2023. The FY22 CEB utilized \$1.25 million of rate stabilization funds, which represents a portion of the \$6.5 million of funds deposited in Fiscal Year 2018 in preparation for additional expenses relating to a replacement cross-harbor power cable servicing the Deer Island Treatment Plant.

Total expenses in the FY22 CEB increased by \$21.6 million, or 2.7%, from the FY21 CEB, with an increase in capital financing expenses of \$14.6 million, an increase in direct expenses of \$7.6 million, and a decrease in indirect expenses of \$0.6 million. The FY22 CEB included \$259.8 million of direct expenses, \$56.7 million of indirect expenses, and \$496.5 million of capital financing expenses. Capital financing expenses represent 61.1% of total expenses in the FY22 CEB.

Total actual expenses for Fiscal Year 2022 were approximately \$24.2 million, or 3.0% less than budgeted, direct expenses of \$241.7 million were 7% less than budgeted, capital financing expenses of \$491.9 million (including optional cash defeasances totaling \$25.4 million of certain bonds) were 0.9% less than budgeted, and indirect expenses of \$55.3 million were 2.4% less than budgeted. Direct expenses were less than budgeted and were driven by lower spending for wages and salaries, maintenance, other materials, fringe benefits, professional services and workers' compensation, partially offset by higher spending on utilities.

Total actual revenues for Fiscal Year 2022 of \$819.7 million were \$6.7 million or 0.8% higher than budgeted.

FISCAL YEAR 2023

The FY23 CEB was adopted by the Board in June 2022. The FY23 CEB totals \$840.2 million, an increase of 3.3% over the FY22 CEB. Non-rate revenue totals \$25.5 million, resulting in a rate revenue requirement of \$814.6 million, an increase of 2.85% over Fiscal Year 2022. The FY23 CEB assumes that the Authority will not receive any additional debt service assistance in Fiscal Year 2023 or thereafter. The FY23 CEB utilizes \$1.0 million of rate stabilization funds, which represents a portion of the \$6.5 million of funds deposited in Fiscal Year 2018 in preparation for additional expenses relating to a replacement cross-harbor power cable servicing the Deer Island Treatment Plant.

Total expenses in the FY23 CEB increased by \$27.2 million, or 3.3%, from the FY22 CEB, with an increase in capital financing expenses of \$9.4 million, an increase in direct expenses of \$13.9 million, and an increase in indirect expenses of \$3.8 million. The FY23 CEB includes \$273.7 million of direct expenses, \$60.5 million of indirect expenses, and \$506.0 million of capital financing expenses. Capital financing expenses represent 60.2% of total expenses in the FY23 CEB.

Total actual expenses for Fiscal Year 2023 were approximately \$17.0 million, or 2.0% less than budgeted, direct expenses of \$261.3 million were 4.5% less than budgeted, capital financing expenses of \$503.7 million (including optional cash defeasances totaling \$21.8 million of certain bonds) were 0.4% less than budgeted, and indirect expenses of \$58.1 million were 3.9% less than budgeted. Direct expenses were less than budgeted and were driven by lower spending for wages and salaries, other materials, other services, fringe benefits, professional services and workers' compensation, partially offset by higher spending on chemicals, utilities, and maintenance.

Total actual revenues for Fiscal Year 2023 of \$864.7 million were \$24.5 million or 2.9% higher than budgeted.

FISCAL YEAR 2024

The FY24 CEB was adopted by the Board in June 2023. The FY24 CEB totals \$874.1 million, an increase of 4.0% over the FY23 CEB. Non-rate revenue totals \$39.9 million, resulting in a rate revenue requirement of \$834.3

million, an increase of 2.4% over Fiscal Year 2023. The FY24 CEB assumes that the Authority will not receive any additional debt service assistance in Fiscal Year 2024 or thereafter. The FY24 CEB utilizes \$0.3 million of rate stabilization funds, which represents a portion of the \$6.5 million of funds deposited in Fiscal Year 2018 in preparation for additional expenses relating to a replacement cross-harbor power cable servicing the Deer Island Treatment Plant.

Total expenses in the FY24 CEB increased by \$34.0 million, or 4.0%, from the FY23 CEB, with an increase in direct expenses of \$42.3 million, an increase in indirect expenses of \$10.0 million and a decrease in capital financing expense of \$18.2 million. The FY24 CEB includes \$316.0 million of direct expenses, \$70.4 million of indirect expenses, and \$487.8 million of capital financing expenses. Capital financing expenses represent 55.8% of total expenses in the FY23 CEB.

Fiscal Year 2024 total expenses were approximately \$854.2 million, or 2.3% less than budgeted, direct expenses of \$285.3 million were 9.7% less than budgeted, capital financing expenses of \$499.2 million (including a cash tender and cash defeasance of certain outstanding bonds totaling \$32.2 million) were 2.4% greater than budgeted, and indirect expenses of \$70.0 million were 1.0% less than budgeted. Direct expenses were less than budgeted due primarily to lower wages and salaries, other services, chemicals, professional services, fringe benefits, maintenance, other materials, and training and meetings. These were partially offset by higher spending on utilities, overtime, and worker's compensation.

Total Fiscal Year 2024 revenue of \$885.0 million was \$10.9 million or 1.2% higher than budgeted.

FISCAL YEAR 2025

The FY25 CEB was adopted by the Board of Directors in June 2024. The FY25 CEB totals approximately \$900.6 million, an increase of 3.0% over the FY24 CEB. Non-rate revenue totals \$45.1 million, resulting in a rate revenue requirement of \$855.5 million, an increase of 2.5% over Fiscal Year 2024.

Total expenses in the FY25 CEB increased by \$26.5 million, or 3.0%, over the FY24 CEB, with capital financing expenses increasing by \$16.4 million, an increase in direct expenses of \$5.0 million, and an increase in indirect operating expenses of \$5.1 million. The FY25 CEB includes \$321.0 million of direct expenses, \$75.4 million of indirect expenses, and \$504.2 million of capital financing expenses. Capital financing expenses represent 56.0% of total expenses in the FY25 CEB.

For Fiscal Year 2025, total expenses were approximately \$880.1 million, or 2.3% less than budgeted, direct expenses of \$300.5 million were 6.4% less than budgeted, capital financing expenses of \$507.3 million were 0.6% greater than budgeted (including a cash defeasance of certain outstanding bonds totaling \$25.7 million), and indirect expenses of \$72.3 million were 4.2% less than budgeted. Direct expenses were less than budgeted due primarily to lower spending for Wages & Salaries, Professional Services, Other Services, Fringe Benefits, Chemicals, Overtime, and Training & Meetings, partially offset by higher spending on Other Materials, Maintenance, Utilities, and Worker's Compensation. Total revenue for Fiscal Year 2025 of \$903.3 million was \$2.7 million or 0.3% higher than budgeted.

FISCAL YEAR 2026 CURRENT EXPENSE BUDGET

The FY26 CEB was adopted by the Board of Directors in June 2025. The FY26 CEB totals approximately \$919.7 million, an increase of 2.1% over the FY25 CEB. Non-rate revenue totals \$40.9 million, resulting in a rate revenue requirement of \$878.8 million, an increase of 2.7% over Fiscal Year 2025. The FY26 CEB continues to assume that the Authority will receive no additional state debt service assistance in Fiscal Year 2026 or thereafter. The FY26 CEB does not utilize rate stabilization or bond redemption funds.

Total expenses in the FY26 CEB increased by \$19.1 million, or 2.1%, over the FY25 CEB, with capital financing expenses increasing by \$4.5 million, an increase in direct expenses of \$7.0 million, and an increase in indirect operating expenses of \$7.6 million. The FY26 CEB includes \$328.0 million of direct expenses, \$83.0 million of indirect expenses, and \$508.7 million of capital financing expenses. Capital financing expenses represent 55.30% of total expenses in the FY26 CEB.

As of the end of the third quarter of Fiscal Year 2026, total expenses were approximately \$626.5 million, or 2.7% less than budgeted, direct expenses of \$225.6 million were 4.7% less than budgeted, capital financing expense of \$337.1 million were 0.9% less than budgeted, and indirect expenses of \$63.8 million were 5.1% less than budgeted. Direct expenses were less than budgeted due primarily to Wages & Salaries, Other Services, Fringe Benefits, Chemicals, Professional Services, Overtime, Training & Meetings, and Other Materials. Spending was higher than budget for Utilities, Maintenance, and Workers' Compensation.

Total revenue through the second quarter of Fiscal Year 2026 of \$693.0 million was \$3.6 million or 0.5% higher than budgeted.

PROPOSED FISCAL YEAR 2027 CURRENT EXPENSE BUDGET

In February 2026, the Board approved the transmittal to the Advisory Board for its review and comment of the Authority's Proposed Fiscal Year 2027 Current Expense Budget (the "Proposed FY27 CEB"), which is expected to be adopted by the Board in final form in June 2026. The Proposed FY27 CEB totals \$943.8 million, an increase of 2.6% over the FY26 CEB. Non-rate revenue totals \$38.8 million, resulting in a rate revenue requirement of \$905.1 million, an increase of 3.0% over Fiscal Year 2026. The Proposed FY27 CEB continues to assume that the Authority will receive no additional state debt service assistance in Fiscal Year 2027 or thereafter. The Proposed FY27 CEB does not utilize rate stabilization or bond redemption funds.

Total expenses in the Proposed FY27 CEB are increased by \$24.1 million, or 2.6%, over the FY26 CEB, with capital financing expenses increasing by \$3.4 million, an increase in direct expenses of \$16.8 million, and an increase in indirect operating expenses of \$3.9 million. The Proposed FY27 CEB includes \$344.8 million of direct expenses, \$86.9 million of indirect expenses, and \$512.1 million of capital financing expenses. Capital financing expenses represent 54.3% of total expenses in the Proposed FY27 CEB.

Based on the Proposed FY27 CEB, the Authority estimates rate increases of 3.0% for Fiscal Year 2027, and 3.1% for Fiscal Years 2028 through 2031. See "Rates and Charges - Future Rates and Charges," and Appendix B - "May 2026 Report of the Consulting Engineer - Section 4 Rate Revenue Requirement and Retail Customer Impacts."

DEBT SERVICE COVERAGE

The Authority has met or exceeded the Coverage Covenants, as required by the General Resolution, in each of the last five fiscal years, as shown in the following table.

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HISTORICAL COVERAGE
(in thousands of dollars)

	<u>FY 2021</u>	<u>FY 2022</u>	<u>FY 2023</u>	<u>FY 2024</u>	<u>FY 2025</u>
Operating Revenues	\$ 786,119	\$ 811,854	\$ 836,955	\$ 851,718	\$ 872,293
Interest Income	4,242	5,435	25,614	32,981	30,026
Transfers from Rate Stabilization Fund ¹	1,500	1,250	980	305	-
Total Revenues	\$ 791,861	\$ 818,539	\$ 863,549	\$ 885,004	\$ 903,318
Operating Expenses	\$(283,600)	\$(280,006)	\$(300,332)	\$(338,550)	\$(372,858)
Commonwealth Obligations ²	25,845	25,963	26,151	28,986	28,964
OPEB ³	(13,495)	(17,327)	(20,893)	(8,516)	-
Pollution Remediation	514	1,787	4,185	-	1,963
Capital Lease	(3,217)	(3,217)	(3,217)	(3,217)	(3,217)
Net Revenues	\$ 517,908	\$ 545,739	\$ 569,443	\$ 563,707	\$ 558,170
Revenues Available for Bond Debt Service (A)	\$ 517,908	\$ 545,739	\$ 569,443	\$ 563,707	\$ 558,170
Required Senior Debt Service Fund Deposits (B)	\$ 255,429	\$ 234,363	\$ 290,415	\$ 284,993	\$ 298,142
Required Subordinated Debt Service Deposits (C)	\$ 175,082	\$ 204,728	\$ 160,805	\$ 148,285	\$ 142,485
Coverage:					
Primary Bond Coverage Ratio ⁴	203%	233%	196%	198%	187%
Secured Bond Coverage Ratio ⁵	120%	124%	126%	130%	127%

¹ Amounts transferred from the Rate Stabilization Fund to the Revenue Fund are included as Revenues for coverage purposes in the year of such transfer up to an amount equal to 0.1 times Required Debt Service Fund Deposits for such year. Consistent with this treatment, in calculating coverage for a Fiscal Year, moneys transferred to the Rate Stabilization Fund are not included as Revenues.

² Commonwealth Obligations are paid after debt service on Bonds and are, therefore, excluded from Operating Expenses in calculating coverage.

³ Represents the Authority's OPEB liability under GASB 45.

⁴ A divided by B.

⁵ A divided by the sum of B and C.

THE SYSTEMS

THE WATERWORKS SYSTEM

History. Boston and surrounding communities have one of the oldest public water supply systems in the United States, dating to 1652 when the “Water Works Company” was incorporated to construct Boston’s first waterworks facility. Facilities were added over the years to meet increasing demand, and by the mid-1800s, a large scale water supply system utilizing cast iron pipes from a series of area reservoirs had been fully developed. In 1895, after a major study of the existing Boston metropolitan water supply and demand forecasts, work was begun on a major expansion project, the Wachusett Reservoir and Aqueduct. Construction of the Wachusett Reservoir, finished in 1908, more than doubled the system’s yield. In 1919, after the state legislature commissioned a second major water supply study, planning was begun for the Quabbin Reservoir. Construction of the Quabbin Reservoir, completed in 1939 and filled to capacity by 1946, represented the last major expansion of the system’s water supply, increasing the reservoirs’ total storage capacity from 78 billion gallons to approximately 490 billion gallons, and the watershed area from approximately 185 square miles to approximately 467 square miles.

Water Supply. The Act granted to the Authority the exclusive right to utilize for water supply purposes all of the water from the existing DCR Watershed System as may be safely yielded. The safe yield is defined to be the average quantity of water that can be supplied on a continuous basis through a drought period. Under present operating rules the Authority’s water sources can supply a safe yield of approximately 300 million gallons per day (“mgd”). The

Authority's statutory right to utilize water derived from the DCR Watershed System includes the delivery, distribution and sale of water and the receipt by the Authority of revenues from charges relating to such delivery, distribution and sale.

DCR's Division of Water Supply Protection (the "Division") is responsible for management and maintenance of the DCR Watershed System, including a mandate to construct, maintain and operate a system of watersheds, reservoirs, water rights and rights in sources of water supply, and to supply a sufficient supply of pure water to the Authority. Other DCR responsibilities include forestry and wildlife management; conservation of water, land and other natural resources; preservation of the environment; and operation of a visitor's center at the Quabbin Reservoir. The Authority must pay the Commonwealth for the Division's watershed management and maintenance costs.

The present major sources of water to the Waterworks System are the watersheds of the Quabbin Reservoir, the Ware River and the Wachusett Reservoir. Other standby sources include the Sudbury Reservoir and the Framingham Reservoir No. 3. The Quabbin Reservoir, located approximately 65 miles west of Boston, is one of the largest reservoirs in the world built exclusively for water supply purposes, covering 39 square miles with a capacity of 412 billion gallons. Water for the Quabbin Reservoir is derived from the impounded Swift River, a tributary of the Connecticut River, with a runoff from 186 square miles of watershed. In addition, a limited quantity of the runoff from 98 square miles of the Ware River watershed is diverted to the Quabbin Reservoir.

The Wachusett Reservoir is located in central Massachusetts, approximately 35 miles west of Boston. The Wachusett Reservoir has a capacity of 65 billion gallons and a surface area of approximately 6.5 square miles. The Sudbury Reservoir, in the Sudbury River watershed, has an 8.4 billion gallon capacity and a surface area of approximately two square miles. Framingham Reservoir No. 3, also in the Sudbury River watershed, has a capacity of 1.2 billion gallons and a surface area of approximately one-half of a square mile. The Sudbury and Framingham Reservoirs are currently maintained off-line for emergency use only.

In close conjunction with the Authority, DCR has developed and implemented Watershed Protection Plans for the Quabbin, Wachusett and Ware watershed areas to protect water quality in the reservoirs. Components of this program include a land acquisition program funded by the Authority targeting critical lands, a completed sewer project to improve tributary water quality, public access controls around the reservoir, state regulations on development in critical areas along tributaries, and a substantial water quality monitoring and research program. Updated five-year protection programs for all three watersheds, covering 2024 through 2028, have been approved by DEP. The plans focus on continuing protection efforts to minimize the level of pathogens and nutrient pollution entering the reservoir.

Water Transmission and Distribution. Because of the variety of local conditions and elevations, six water pressure zones are required for the Waterworks System's service area. These six zones are supplied through tunnels and aqueducts from the two active source water reservoirs and water is distributed through pumping and major transmission and storage facilities, all of which are owned and maintained by the Authority. Major system components include approximately 350 miles of aqueducts, tunnels and mains, 12 active distribution storage reservoirs and standpipes, 11 active pumping stations, and four active hydro-electric power stations.

Water from the Quabbin Reservoir, which has an elevation 530 feet above the base elevation of Boston, is delivered to the Wachusett Reservoir by the Quabbin Aqueduct, a 24.6-mile tunnel. From the Wachusett Reservoir, water is delivered through the eight-mile Cosgrove Tunnel, built in the 1960s, and the Wachusett Aqueduct, first used in 1898, to the Hultman Aqueduct intake structure in Marlborough and to the Weston Reservoir via the Weston Aqueduct. The Hultman Aqueduct, in service since the 1940s, connects with the Cosgrove Tunnel and continues the delivery of water 17.8 miles into the Boston area. Water from the Wachusett Reservoir and the back-up Sudbury Reservoir can be delivered in an emergency through the 17.5-mile Sudbury Aqueduct, built in 1878, to the Chestnut Hill Reservoir which is now off-line. The Chestnut Hill Emergency Pump Station can pump from the Chestnut Hill Reservoir into the transmission and distribution system in an emergency. With the completion of the 17.6-mile MetroWest Water Supply Tunnel, the Hultman Aqueduct was rehabilitated in phases and now provides redundancy for large segments of the MetroWest Water Supply Tunnel. The Authority is undertaking several additional projects designed to provide further redundancy to the water transmission system, including having completed the construction of a new pump station at the Wachusett Aqueduct. In addition, the Authority is undertaking preliminary design and geotechnical investigations for two deep rock tunnels that will provide significant redundancy for the water

transmission system serving the metropolitan Boston area. See “Capital Improvement Program - Capital Projects In FY26 CIP - Waterworks Projects – Transmission System.”

The major links of the water supply distribution system in the Boston area are the Authority’s 5.4 mile City Tunnel, a 7.1 mile City Tunnel Extension serving communities north of Boston, and the Dorchester Tunnel, a 6.4 mile tunnel providing distribution to communities south of Boston. The Authority provides water supply to each Local Body through one or more metered connections and through certain non-metered connections that are used on an emergency basis only. Less than 5% of monthly water consumption is estimated, rather than metered, due to the necessary use of an emergency connection or to a faulty meter or other system malfunction. The water distribution system has a total of 160 metered connections and approximately 73 non-metered emergency connections. The Authority is responsible for the maintenance of the water distribution system to and including the metered connection or, in the case of an emergency connection, the emergency valve. Local Bodies distribute water to their retail customers through approximately 6,000 miles of community-maintained water pipelines.

Water Quality. Due to the high quality of its source waters and its well protected watersheds, the Authority received a waiver from DEP of filtration requirements for water supplied from the Wachusett Reservoir to the metropolitan Boston area. To meet the waiver requirements and to comply with applicable SDWA regulations, the Authority constructed the John J. Carroll Water Treatment Plant (previously referred to as the Walnut Hill Water Treatment Plant) (the “Carroll Water Treatment Plant”) in Marlborough, and later a second primary disinfection treatment process at the Carroll Water Treatment Plant. See “Environmental Regulation and Litigation - Water Supply - Drinking Water Regulation.” The Carroll Water Treatment Plant has a maximum daily design capacity of 405 mgd and an average daily design capacity of 270 mgd.

The Authority has eliminated the use of open distribution reservoirs, which are vulnerable to airborne contaminants and allow the growth of bacteria, plants and algae, by constructing covered storage facilities. Approximately 2.4 billion gallons of open reservoirs have been replaced with more than 200 million gallons of covered storage downstream of the Carroll Water Treatment Plant.

The Authority also received a waiver from DEP of filtration requirements for water supplied to the three CVA Communities by the Chicopee Valley Aqueduct from the Ware River/Quabbin Reservoir supply system. To meet the waiver conditions and improve disinfection to assure water quality and SDWA compliance, the Authority constructed a disinfection facility, the William A. Brutsch Water Treatment Facility (the “Brutsch Treatment Facility”) at Ware, and two 12.5 million gallon concrete water storage tanks to replace the open Nash Hill Reservoir. See “Environmental Regulation and Litigation - Water Supply - Drinking Water Regulation.”

The Authority’s Local Water System Assistance Program, which began in Fiscal Year 2001, provides interest free loans to eligible Local Bodies to replace, rehabilitate, and maintain components of their waterworks systems.

The Authority works with state and local officials to increase awareness of water quality issues affecting the water distribution systems operated by the Authority and the Local Bodies, and collaborates with Local Bodies to deal with local water quality problems as they arise. The Authority has established a program to provide interest free loans and grants, in an aggregate amount up to \$200 million, to Local Bodies to assist them in replacing lead service lines in their local water distribution systems. See “Capital Improvement Program - Capital Projects In FY26 CIP – Waterworks Projects – Other Waterworks Projects.”

Water Demand. At the time the Authority assumed responsibility for the Waterworks System in 1985, the average daily withdrawal of water from the system had exceeded the safe yield of 300 mgd in each year since 1969. To address the problem, the Authority established programs for detecting and repairing leaks, encouraging conservation and reduced water use, preserving and developing local supply sources, and implementing a drought response plan. In large part as a result of the Authority’s programs, water use declined by over 100 mgd since 1987, and since 1989 average daily withdrawals have been within the safe yield. Demand continues to decline due to continued improvements in water use efficiency in plumbing fixtures and appliances. The Authority’s withdrawals from the Waterworks System have averaged 203 mgd for the last five years, which is about 100 mgd below the safe yield. Barring a drought more severe than any on record and assuming continuing conservation efforts and proper maintenance of the transmission and distribution system, the Authority projects that its existing supplies will be more than sufficient for its water supply needs through at least the year 2060. The Authority currently has no plans to

develop any new sources of water. For a description of certain of the environmental and regulatory constraints involved in the process of augmenting the Authority's water supply, see "Environmental Regulation and Litigation - Water Supply - Expansion of Water Supplies."

Extension and Contraction of Waterworks Service Area. Under the Act, the Authority may extend the Waterworks System to additional communities not currently served on such reasonable terms as the Authority may determine. Such an extension of service requires that the Authority first make certain findings similar to those required to be made in connection with the continuation of water supply services to communities currently served under special acts or contracts. See "Local Bodies - Special Arrangements." Any extension of the Waterworks System is subject to the approval of the Governor, the state legislature, the Advisory Board, and the regulatory bodies within the Commonwealth's Executive Office of Energy and Environmental Affairs ("EOEEA") having jurisdiction. Extension of the Waterworks System to any community not currently served by the Authority also requires the approval by majority vote of its city council or town meeting, as the case may be. The Authority also is authorized to enter into arrangements not involving an extension of the Waterworks System to provide water supply services to any community or any agency or facility of the Commonwealth or the United States not currently served, provided (i) no such arrangement shall extend for a period greater than six months without the approval of the Advisory Board, and (ii) the Authority finds that the arrangement will not jeopardize its ability to service its existing statutory and contractual supply agreements. In cases of water supply emergency, as determined by DEP, the Authority may approve a connection to an adjoining community.

The Authority has extended services to eight additional Local Bodies since commencing operations of the Waterworks System in 1985. One additional community also has been authorized, through amendments to the Act, to receive water services, subject to first obtaining all required approvals. The Authority is in active discussions with several additional communities regarding the possible extension of the Waterworks System service area, in part due to the excess of supply available to the Authority's service area. The Authority does not expect that any additional admissions to the service area will result in the use of water demand above the safe yield of 300 mgd, and expects water usage to remain significantly under the safe yield for the foreseeable future.

A community requesting admission to the Waterworks System is required to pay an entrance fee for its proportional share of historic investments in the system, a connection fee to cover all costs associated with establishing a connection to the Waterworks System, and the prevailing water rate for all annual water consumption pursuant to the Authority's policy. The policy further requires a community that requests a temporary connection to the Waterworks System to pay a cost per million gallons which includes the prevailing water rate, a proportional asset value contribution, and, in certain recurring cases, a surcharge on the then-prevailing water rate (as well as the asset value contribution) of up to 10%. Should such a community ultimately seek admission to the Waterworks System, any asset value contribution would be credited to its entrance fee, but the surcharge would be nonrefundable and would not be credited to other costs. In June 2022 the Advisory Board voted to recommend that the Authority temporarily waive its entrance fee for communities entering the Waterworks System or purchasing additional water through the end of calendar year 2027, subject to certain conditions. In particular, the entrance fee waiver is limited to the first 20 mgd of water provided to communities that are not currently members of the Waterworks System. In addition, communities seeking the entrance fee waiver are required to demonstrate that they are seeking admission to or additional water supply from the Authority because their local water sources are impacted by water quality issues, their water supply is located in a stressed basin, or local economic development is significantly constrained by their existing water supply. In September 2022, the Board approved the proposed entrance fee waiver program. The Authority waived entrance fees for Wilmington, Burlington, and the Dedham Westwood Water District in connection with additional water supply and the entrance fee for the Lynnfield Center Water District in connection with admission. See "Water Demand" above. At this time, the Authority cannot predict how many other communities, if any, will elect to take advantage of the entrance fee waiver.

A Local Body specified in the Act as eligible for receiving water supply services could seek to withdraw from the Waterworks System by state legislative action. However, in the opinion of the Authority and its Consulting Engineer, the cost and time required to implement adequate alternative water supply sources in accordance with existing and anticipated state and federal environmental laws and regulations generally would preclude this course of action as a practical matter for any substantial portion of the Waterworks System's service area.

THE SEWER SYSTEM

History. The Authority's existing wastewater facilities include certain components constructed as early as 1884, when the Boston Main Drainage System was originally placed in operation. At that time, combined sewage was pumped by a pump station constructed in 1884 to Moon Island in Boston Harbor, where sewage was held in storage tanks before being released on the outgoing tides. In 1898, the Neponset Valley Sewer System was completed, with flows sent to Moon Island through the Boston Main Drainage System. Also in 1898, a pump station was constructed on Deer Island in Boston Harbor to pump sewage from the metropolitan area north of Boston to Deer Island, where it was held in storage tanks before being released on the outgoing tides. In 1904, the original South Sewerage System was completed, conveying flow from the Charles River Watershed, the Neponset River Watershed and areas south of the Boston Main Drainage System. After screening at Nut Island, flows from the South Sewerage System were discharged into Boston Harbor. Some flow from the Boston Main Drainage System also was redirected to Nut Island. In response to concerns about water pollution, a primary wastewater treatment plant was constructed on Nut Island in 1952 to treat the discharge from the South Sewerage System and, in 1968, a second primary wastewater treatment plant at Deer Island was completed and flow from the Boston Main Drainage System began to be diverted to Deer Island.

Wastewater Collection. The Sewer System is divided into a northern system and southern system, serving a total population of approximately 2.3 million. The 43 Local Bodies within the Sewer System's service area own and operate approximately 5,400 miles of local sewers, which connect to the Authority's approximately 240 miles of large interceptor sewers located to parallel the natural drainage patterns of the Mystic, Charles and Neponset River Watersheds. Approximately one-third of the sewage treated by the Authority originates in the BWSC's wastewater conveyance system. The Authority operates and maintains the regional wastewater transport and treatment system, including 240 miles of interceptor sewer, 11 pumping stations, five headworks, four CSO treatment facilities, and the treatment plants at Deer Island and Clinton. Local Bodies' sewer collection systems, some of which are combined sanitary and storm sewers, connect to the Authority's wastewater transport system through more than 1,800 connections.

The northern system includes four pumping stations that pump wastewater into interceptors, which carry the wastewater to four headworks where large debris is screened out and grit is removed. From the headworks, the wastewater flows down vertical shafts into one of two deep rock tunnels 300 feet under Boston Harbor, through which the wastewater is carried to Deer Island. Flow also is conveyed to Deer Island by means of a 10-foot diameter interceptor through Winthrop. At Deer Island a large pumping station, substantially rehabilitated in 1995, lifts the flow from the tunnels into the treatment plant.

The southern system includes seven pumping stations that pump wastewater into interceptors, which carry the wastewater to the High Level Sewer and ultimately to the Nut Island Headworks. At Nut Island, the headworks facility removes grit and screenings before the flow enters the Inter-Island Tunnel for transport to Deer Island, where it is lifted by pumps at the South System Pump Station to the treatment plant.

Wastewater Treatment. The Deer Island Treatment Plant includes, at Deer Island, pumping, headworks, odor control, disinfection, primary and secondary treatment and residual facilities, utilities (including a hydropower plant), a 4.8-mile deep rock inter-island tunnel that brings south system flows from Nut Island to Deer Island for treatment, and a 9.5-mile deep rock effluent outfall tunnel. Primary treatment design capacity at the Deer Island Treatment Plant allows for an average daily flow of approximately 361 mgd and a peak hourly flow of 1,270 mgd. Effluent wastewater is disinfected and discharged into Massachusetts Bay through a series of diffusers located at the end of the 9.5 mile effluent outfall tunnel, which has a maximum discharge capacity of 1,270 mgd at mean high tide. Sludge resulting from the treatment process is anaerobically digested and then piped to and processed at the dewatering and pelletization facility located at the Fore River Shipyard in Quincy. See "Residuals Management" below.

The wastewater treatment plant in Clinton serves an area adjoining the Wachusett Reservoir watershed lands in central Massachusetts made up of the towns of Clinton and Lancaster (served by the Lancaster Sewer District) and includes an advanced secondary treatment facility with a design capacity for an average flow of three mgd.

The Authority's Toxics Reduction and Control Department administers a permitting and inspection effort that allows for control and limitation of the volume and type of industrial waste discharged into the Sewer System so that both sludge and effluent from the treatment plants meet applicable environmental standards.

The Authority's sewer use regulations, which give the Authority the ability to assess civil and financial penalties directly against violators of its regulations and permits, have been coupled with vigorous enforcement measures.

Residuals Management. The Authority operates sludge dewatering and pelletization facilities located on a portion of the site of the former Fore River Shipyard in Quincy. Digested liquid sludge is piped to the site from Deer Island and is processed for use as fertilizer in agriculture, horticulture and turf management. Sludge cake or pellets that are not used as fertilizer are landfilled. The Authority entered into a new contract in January 2024 with New England Fertilizer Company ("NEFCo.") for both the operation and management of the plant and the disposition, through sale or otherwise, of the sludge. The current NEFCo. contract expires in December 2033.

Combined Sewer Overflows; Infiltration and Inflow. Many older areas of Boston, Cambridge, Chelsea and Somerville are served by combined sewers, which are pipes that carry both sanitary flow and stormwater runoff. These sewers, built mostly before 1910, were designed to discharge combined flows in excess of the sewer systems' capacity into nearby waterways during heavy rainstorms to protect the system, as well as homes and businesses connected to it, from flooding. The Authority's and the Local Bodies' interceptors, trunk sewers, and pumping systems serving the combined sewer areas are not capable of fully handling combined flows generated by large storm events. Combined flows in excess of the sewer systems' capacities historically were diverted and discharged through overflow conduits into Boston Harbor, Dorchester Bay, the Charles, Mystic and Neponset Rivers, and Alewife Brook. These overflows had been a source of pollution in Boston Harbor and its tributary rivers. In connection with a Federal action brought against the MDC, as predecessor to the Authority, and others under the Clean Water Act (the "Clean Water Act Case"), the Authority developed, and the court approved, the CSO Control Plan, a long-term plan for control of CSO discharges. The CSO Control Plan was developed to address discharges at those CSO outfalls hydraulically related to the Authority's Sewer System. The CSO Control Plan required that the Authority close certain outfalls and achieve specific, numerical long-term levels of control at each of the CSO outfalls that were permitted to remain open under the Plan. In December 2015, the Authority achieved substantial completion of the construction of the projects included in the CSO Control Plan. Under the CSO Control Plan, among other requirements, 29 outfalls were required to be closed to CSO discharges, five outfalls along the South Boston Beaches are considered effectively closed (designed to not activate up to a 25-year storm at the time of construction) and the remaining system-wide discharge volume has been significantly reduced. Additional CSO control has been achieved as a result of separate actions undertaken by certain Local Bodies with CSO permits, resulting in seven more CSO outfalls being closed. The CSO Control Plan also required the Authority to construct or improve and upgrade four treatment facilities that provide screening, disinfection and dechlorination at those CSO outfalls that discharge the majority of the remaining CSO volume. Certain further system improvements have been implemented after completion of the required CSO Control Plan. As a result of these efforts, the total annual volume of CSO discharge, as of the end of 2024, in a "Typical Year" has been reduced by approximately 88%, from 3.3 billion gallons in 1988 to 0.4 billion gallons, with 94.5% of the remaining overflow volume receiving treatment at the Authority's four CSO facilities. See "Environmental Regulation and Litigation – Wastewater Management for additional information regarding the CSO Control Plan, including current milestones, status of and reporting under the Clean Water Act Case.

Extension and Contraction of Wastewater Service Area. The Act authorizes the Authority to provide sewer service for a limited term to any person within or outside its service area not currently connected to the Sewer System, provided any such arrangement does not entail an extension of the Sewer System or have a term in excess of six months (unless a longer term is approved by the Advisory Board). The Act authorizes the Authority to extend the Sewer System to additional local bodies, provided such extension is approved by the Governor, the state legislature, the Advisory Board and DEP. Extension of the Sewer System to any community not currently served by the Authority also requires the approval by majority vote of its city council or town meeting, as the case may be. Prior to extending the Sewer System to any new local body, the Authority must determine that (i) the safe capacity of the Sewer System as so extended will be sufficient to meet ordinary wet weather demand, (ii) all feasible measures have been taken by the local body to limit infiltration and inflow of surface and ground waters into the Sewer System, and (iii) the local body has adopted an industrial pretreatment program in accordance with applicable law. At the present time, the Authority does not anticipate adding any communities to the Sewer System.

Although a Local Body could withdraw from the Sewer System by state legislative action, in the opinion of the Authority and its Consulting Engineer, existing and anticipated state and federal environmental laws and regulations would cause any alternative to the Authority's wastewater collection services for a Local Body to be prohibitively expensive as a practical matter since it would require the construction of new treatment facilities in accordance with state and federal environmental laws.

CYBERSECURITY, OTHER SECURITY AND EMERGENCY PREPAREDNESS

The Authority completed a Vulnerability Assessment and Emergency Response Plan ("VAERP"), both mandated by the federal Bioterrorism Act of 2002, and maintains individual Emergency Action Plans for each facility, and event-driven plans for every reasonably foreseeable contingency. The Authority has reviewed and updated the Vulnerability Assessments, now referred to as Risk and Resiliency Assessments ("RRAs") and certified their completion to the U.S. Environmental Protection Agency ("EPA") by March 31, 2025, as required under the federal America's Water Infrastructure Act ("AWIA") of 2018. The Authority updated its Emergency Response Plans as required under AWIA and certified compliance with the AWIA requirement prior to the required deadline of September 30, 2025. AWIA requires that both the RRA and VAERP be reviewed and certified on a five year schedule. An Emergency Services Unit, established and funded through several Homeland Security grants, is trained and equipped to provide rapid response to any incidents of water system contamination. This Unit is equipped with boats, a boom deployment unit and a mobile laboratory, enabling it to respond to spills at any of the Authority's open reservoirs and facilities. The Authority also utilizes a state-of-the-art, real-time contaminant monitoring system ("CMS") at a number of locations throughout the Waterworks System, from the source reservoirs through to the distribution system. The system performs continual water quality testing and sends an alarm to the Authority's operations and control center if a test indicates conditions outside of a normal range. In addition to the fixed location of the CMS system, the Authority has implemented a mobile water contaminant testing system which can be deployed anywhere within the Authority's region. The Authority has contracted with cyber-security firms to perform an assessment of the Authority's information systems and to co-manage and monitor them 24x7 for potential threats. The Authority ensures that employees and contractors who use information systems are provided with cybersecurity training both when they begin work at the MWRA, as well as, on an annual basis. Additionally, the Authority conducts periodic unannounced email "Phishing" drills and provides additional training to users who do not successfully pass the exercise. When necessary, the Authority provides Physical and Cybersecurity updates and awareness bulletins to its employees and contractors. The Authority's facilities are patrolled by the Massachusetts State Police, and a private security service provides additional protection at the Deer Island Treatment Plant, the Authority's Chelsea facility, and the Carroll Water Treatment Plant. Contract Security Forces also monitor cameras, intrusion alarms, key card access and fire alarms for the vast majority of facilities at a central security monitoring point in Chelsea. The Authority uses extensive liaison efforts within the U.S. Intelligence and Law Enforcement Communities, as well as, Information Sharing and Analysis Centers such as, the Water ISAC, Electricity ISAC, MS-ISAC, and InfraGard to identify emerging and future potential threats. The Authority first developed in 2005 and has kept updated a Pandemic Emergency Action Plan ("EAP"), which was followed and updated as appropriate, in connection with the COVID-19 pandemic.

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CLIMATE CHANGE

Included among the Authority's long-term planning efforts has been a review of the potential impacts of climate change on the facilities comprising the Systems, as well as its operations. The Deer Island Treatment Plant was designed in 1989 to account for the then projected two foot sea level rise; the entire Plant was raised up and the effluent outfall tunnel was made slightly larger to protect the Plant and preserve its design capacity. The Plant also is protected by a massive seawall, portions of which the Authority expects to undergo rehabilitation, the final design of which is underway. The Authority also examined its other coastal wastewater facilities and identified approximately 18 of them that could be affected by storm surge flooding with the projected rise in sea level. The Authority has implemented short-term actions for almost all the vulnerable facilities. Longer-term modifications are being programmed into planned and anticipated rehabilitation projects for the identified facilities as part of the Authority's Master Plan and ongoing CIP planning process. Such modifications have been completed at several facilities, including the Chelsea Creek Headworks, Chelsea Creek Screen House and Alewife Brook Pump Station. MWRA also coordinates with communities as they undertake climate resiliency actions to cost effectively further reduce risk to MWRA facilities.

MWRA has conducted several reviews of the waterworks systems' potential performance under a warmer and more variable climate, including work with the Water Research Foundation and National Center of Atmospheric Research. That work indicates that the MWRA water system will be able to take advantage of the increased average precipitation expected, with its large reservoirs capturing increased water yield in wetter periods and storing it for availability during drier periods. While the research indicates that MWRA's safe yield will likely slightly increase, MWRA planning continues to conservatively use the safe yield of 300 mgd. The Authority also has undertaken improvements to the dams in the Waterworks System as part of its ongoing CIP.

CAPITAL IMPROVEMENT PROGRAM

MASTER PLAN

The Authority prepared a 40-year master plan for the Systems in 2006 and has updated it approximately every five years since, most recently in 2018 to cover Fiscal Years 2019 through 2058. The Master Plan is intended to be a companion document to the CIP. The goal of the Master Plan is to take a broad view of longer-term System needs in order for the Authority to make informed decisions on capital priorities during the development of the CIP. The Master Plan also helped to guide development of the current five-year capital spending cap. The Master Plan covers four spending periods – the two CIP program periods of Fiscal Years 2019 through 2023 and Fiscal Years 2024 through 2028, as well as an additional 10-year period (Fiscal Years 2029 through 2038), and 20-year period (Fiscal Years 2039 through 2058). The Master Plan includes and prioritizes the projects currently included in the CIP, and projects identified and recommended for inclusion in future CIPs. The Master Plan includes approximately \$5.75 billion in capital project needs over the next 40 years, including approximately \$2.58 billion for the Waterworks System and approximately \$3.17 billion for the Sewer System. For the Waterworks System, 69% of the capital project needs are attributable to the costs of completing major redundancy projects, including the Metropolitan Tunnel Redundancy Project, the largest Waterworks Project included in the planning period, and 31% of the capital project needs are attributable to ongoing asset protection, including the rehabilitation and replacement of existing facilities. More than 94%, or \$2.99 billion, of the capital project needs for the Sewer System are attributable to ongoing asset protection, including rehabilitation or replacement of existing infrastructure assets that are at the end of their useful lives. The remaining capital needs of the Sewer System are for new equipment and projects to optimize existing systems, add capacity, and upgrade technology. The Authority is currently in the process of updating the Master Plan.

CAPITAL IMPROVEMENT PLANNING

The Act requires the Authority to adopt and update capital facilities programs for the Systems and capital expense budgets to implement and finance such programs. The Authority annually prepares and updates the CIP. In June 2025, the Board approved the FY26 CIP, which includes and updates spending for Fiscal Years 2024 through 2028, and projections beyond Fiscal Year 2028. The FY26 CIP reflects the Authority's ongoing efforts to manage rate increases to the Local Bodies while continuing to upgrade and maintain the Systems, and the Authority's effort to align its project prioritization process with the Master Plan.

The CIP describes all ongoing capital projects and new projects to be initiated during a 10-year planning period. The costs shown for each project in the CIP include any payments made on such project prior to the commencement of the 10-year planning period, the expected costs for such project for each year of a five-year budget period, and the expected balance of such costs through completion of the project, if completion is beyond the five-year budget period. The Authority updates the CIP annually and rolls it forward every five years. The five-year budget period included in the FY26 CIP is the period from Fiscal Year 2024 through Fiscal Year 2028 (the “Current Budget Period”).

The Authority also establishes a five-year baseline cap corresponding to the five-year budget period included in the CIP. The Authority established at such time a baseline cap at \$1.4 billion for Fiscal Years 2024 through 2028 (the “Current Cap Period”), in connection with the adoption of the CIP in Fiscal Year 2024 for the Current Budget Period. The baseline cap does not include expenditures for the Authority’s two community financial assistance programs – the Local Water System Assistance Program and the Infiltration/Inflow control program and for the Chicopee Valley Aqueduct system projects.

During the course of the Fiscal Year, the Authority’s financial information system produces monthly statements of capital spending compared to the budget plan. The Authority reports on capital program progress in its monthly management indicators report and dollar variances in its monthly financial update. At mid-year and at year-end progress, project schedules and variances are summarized and reported. The Authority reviews and revises, as necessary, the scope and anticipated cost of the projects included in the CIP periodically during the course of the Fiscal Year.

FISCAL YEAR 2026 CIP

The FY26 CIP was adopted by the Board of Directors in June 2025. The FY26 CIP covers the third year of the five-year CIP budget period of Fiscal Year 2024 through Fiscal Year 2028. A re-projected spending cap of \$1.4 billion is included in the FY26 CIP for the five-year budget period.

Total projected spending during Fiscal Year 2026, as contained in the FY26 CIP, is \$298.3 million, excluding contingency, of which \$175.1 million is allocated to Wastewater System Improvements, \$173.9 million is allocated to Waterworks System Improvements, and \$31.8 million is allocated to Business and Operations Support. The FY26 CIP continues to reflect the Authority’s capital spending priorities in the areas of asset protection and water system redundancy, which account for 57.7% and 17.9%, respectively, or \$1.5 billion of the total \$2.0 billion projected to be expended over the five-year period covered by the FY26 CIP. The FY26 CIP includes approximately \$355.7 million for the five-year period covered by the FY26 CIP and approximately \$2.3 billion for the period beyond Fiscal Year 2028 to address critical redundancy improvements to components of the metropolitan water tunnel system.

FISCAL YEAR 2026 CAPITAL IMPROVEMENT PROGRAM EXPENDITURE FORECAST FOR FISCAL YEARS 2026-2028^{1,2} (in millions of dollars)

	Total Contract Amount	Payments through FY23	FY24	FY25	FY26	FY27	FY28	Total FY24-FY28	Beyond FY28
Wastewater System Improvements	\$5,927.1	\$2,552.4	\$94.0	\$153.4	\$175.1	\$308.0	\$454.5	\$1,184.9	\$2,283.7
Waterworks System Improvements	\$5,694.7	\$2,530.8	\$105.0	\$125.0	\$173.9	\$149.6	\$163.3	\$716.7	\$2552.1
Business & Operations Support	\$234.3	\$150.0	\$9.3	\$12.8	\$31.8	\$23.2	\$12.6	\$89.7	\$3.9
Total³	\$11,856.0	\$5,233.3	\$208.2	\$91.1	\$380.8	\$480.8	\$630.4	\$1,991.3	\$4,839.7

¹ Does not include program contingency of \$99.4 million.

² Reflects FY26 CIP as adopted by the Board in June 2025; updated for Fiscal Year 2025 actual expenditures.

³ Totals may not sum due to rounding.

CAPITAL PROJECTS IN FY26 CIP

The majority of spending in the FY26 CIP reflects the Authority's primary focus on asset protection, water system redundancy, water pipeline replacement and rehabilitation, and community assistance programs. A description of the most significant projects included in the FY26 CIP follows, including the approximate costs for the Current Budget Period (Fiscal Years 2024 through 2028), except where noted.

Wastewater Projects

A substantial portion of the Authority's capital expenditures to date have been for improvements to the Sewer System, particularly the Boston Harbor Project. The FY26 CIP includes substantial funding in the area of asset protection to maintain the facilities constructed as part of the Boston Harbor Project, as well as other projects designed to maintain and improve the Sewer System. A description of the most significant projects included in the FY26 CIP follows.

Interception and Pumping. The Authority has undertaken several major projects to extend, enlarge and rehabilitate large sewer interceptors to alleviate sewer surcharging and overflow problems. These projects were necessitated by the age of the systems and their inadequate capacity to serve existing or projected populations. The Authority is now developing projects to ensure the proper maintenance and protection of these and other interception and pumping facility assets, including equipment replacement, facility improvements, and utility and process control system upgrades and improvements. Interception and pumping asset protection is the second largest Wastewater Project included in the FY26 CIP (\$211.1 million).

Treatment. To protect the investment of MWRA ratepayers in the Deer Island Treatment Plant Project by ensuring timely replacement of Plant systems, which contain more than 60,000 pieces of equipment with an approximate value of \$1.0 billion, the Authority is continuing its significant asset protection program through maintenance and capital improvements at the Deer Island Treatment Plant, including equipment and system replacement and upgrades (the "DITP Asset Protection Project"). The DITP Asset Protection Project is the largest project in the FY26 CIP (\$683.0 million), representing approximately 34.3% of total spending during the Current Budget Period.

Combined Sewer Overflows. Discharges of combined wastewater and stormwater runoff from CSO outfalls in the Authority's system and four of the Local Bodies' systems (Boston, Cambridge, Chelsea and Somerville) historically compromised the water quality in Boston Harbor, Dorchester Bay, the Charles, Mystic and Neponset Rivers, and Alewife Brook. Under the Clean Water Act Case, the Authority had the responsibility for developing and implementing the CSO Control Plan, addressing the discharges from 86 CSO outfalls present in the late 1980s within the service area of and hydraulically related to the Authority's Sewer System. The construction component of this project is complete; in December 2021 the Authority completed a performance assessment of the CSO Control Plan and filed a final performance assessment report in the Clean Water Act Case. In December 2024, the Authority filed a supplement to the final performance assessment report in the Clean Water Act Case. The FY26 CIP includes \$22.1 million remaining to be spent to support further planning, design and construction efforts. See "Environmental Regulation and Litigation - Wastewater Management – NPDES Permits and Variances" and "- Boston Harbor: Clean Water Act Case" for additional information regarding the CSO Control Plan including performance assessment, current milestones and reporting under and status of the Clean Water Act Case.

Other Wastewater Projects. Included in the FY26 CIP is additional funding for the Authority's Infiltration/Inflow Local Financial Assistance Program, which provides financial assistance to Local Bodies for the rehabilitation of their local collection systems, with the goal of structurally reducing infiltration/inflows into their local sewer systems and thereby reducing the volume of wastewater treated by the Authority at the Deer Island Treatment Plant (\$242.1 million, after crediting loan repayments expected during the Current Budget Period).

Waterworks Projects

Capital projects for the Waterworks System are designed to upgrade and extend the useful life of the water supply, transmission and distribution systems in order to assure a satisfactory and consistent level of water quality and

distribution throughout the Waterworks System. Certain of these projects are mandated by federal regulatory requirements.

Drinking Water Quality Improvements. The Authority is undertaking a series of projects to protect reservoir watersheds, provide and improve water treatment facilities, and upgrade distribution storage and pipelines. The projects, as a whole, are designed to improve each aspect of the Waterworks System from the watersheds to the consumer to ensure that high quality water reliably reaches the Authority's customers' taps. The FY26 CIP includes \$19.4 million for these projects.

Transmission System. Critical needs of the Authority's aqueduct system include the provision of redundancy for critical sections of the transmission system, particularly in the areas to the north and south of Boston. The Metropolitan Tunnel Redundancy Project, the largest project included in the CIP over the 10-year planning period, will provide critical redundancy for the City Tunnel, the City Tunnel Extension and the Dorchester Tunnel. The FY26 CIP includes \$327.0 million for the Current Budget Period, and \$2.1 billion for the period beyond Fiscal Year 2028 to fund this project. The project is expected to consist of two deep rock tunnels and related facilities and to be implemented over at least a 15-year period. The project is in the final design stage. Given the magnitude of the project, the Authority has elected to follow the project management model used in the Boston Harbor Project, and has engaged a Director of the Tunnel Redundancy Program, who reports directly to the Executive Director. The director oversees and directs the design, construction, engineering and procurement activities for the project through a staff dedicated to the project. Interim improvements to the metropolitan water distribution system are being undertaken to protect and improve critical facilities while the Metropolitan Tunnel Redundancy Project is being undertaken. The FY26 CIP includes total expenditures of \$75.0 million for these projects during the Current Budget Period.

Distribution and Pumping. The FY26 CIP continues the rehabilitation, upgrade or new construction of pipelines, pumping facilities, valves and meters. Several large projects included in the FY26 CIP, consisting of improvements to the distribution and pumping systems designed to improve system performance and reliability, as well as provide extra storage and redundancy, include projects for the Revere & Malden Pipeline Improvements (\$46.6 million), New Connection Mains – Shaft 7 to WASM 2 (\$58.9 million) and the Northern Extra High Service Area (\$46.8 million).

Other Waterworks Projects. Among these projects are the Authority's Local Water System Assistance Program (\$128.8 million, after crediting loan repayments expected during the Current Budget Period), which provides financial assistance to Local Bodies to undertake pipeline relining and replacement projects for their retail water distribution systems, including a program to provide interest-free loans to assist Local Bodies in replacing lead service lines, and Waterworks System facility asset protection (\$39.4 million).

Business and Operations Support and Contingency

Business and Operations Support. Business and operations support projects include vehicle and security equipment purchases, technical assistance contracts, funds for the upgrade of the Authority's Management Information Systems, "green energy" projects, and security improvements.

Contingencies. In each budget cycle project contingency is estimated for a five-year period. The contingency is established as a percentage of the expected capital expenditure cash outlays in each of the Fiscal Years: 15.0% for tunnel construction and 7.0% for all other projects.

PROPOSED FISCAL YEAR 2027 CIP

In January 2026, the Board approved the transmittal to the Advisory Board for its review and comment of the Authority's Proposed Fiscal Year 2027 CIP (the "Proposed FY27 CIP"). The final CIP for Fiscal Year 2027 is expected to be adopted by the Board in final form in June 2026. The Proposed FY27 CIP covers the fourth year of the five-year CIP budget period of Fiscal Year 2024 through Fiscal Year 2028. A proposed spending cap of \$1.4 billion is included in the Proposed FY27 CIP for the five-year budget period.

Total projected spending during Fiscal Year 2027, as contained in the Proposed FY27 CIP, is \$427.3 million, of which \$219.6 million is allocated to Wastewater System Improvements, \$163.4 million is allocated to Waterworks System Improvements, and \$44.3 million is allocated to Business and Operations Support. The Proposed FY27 CIP continues to reflect the Authority's capital spending priorities in the areas of asset protection and water system redundancy, which account for 56.0% and 20.2%, respectively, or \$1.4 billion of the total \$1.8 billion projected to be expended over the five-year period covered by the Proposed FY27 CIP. The Proposed FY27 CIP includes approximately \$164.9 million for the five-year period covered by the Proposed FY27 CIP and approximately \$2.1 billion for the period beyond Fiscal Year 2028 to address critical redundancy improvements to components of the metropolitan water tunnel system. See "Capital Projects in FY26 CIP – Waterworks Projects – Transmission System."

FACTORS AFFECTING THE CAPITAL PROJECTS

The following is not intended as a complete summary, but describes some of the uncertainties that may affect the Authority's capital programs. Unforeseen circumstances affecting the projects may result in delays or cost escalations not currently provided for in the Authority's projections.

The Authority must complete its capital projects in a complex legal and political environment. Many of its projects require special coordination among engineering, legal, and regulatory activities requiring the assistance and cooperation of federal, state and local governmental agencies. They may be governed by court-ordered or administrative deadlines or requirements. Many of the Authority's projects also involve impacts on surrounding communities, extensive permitting and concerns for environmental mitigation.

The scope and complexity of many of the Authority's capital projects makes the timetable and expenditure forecasts for the CIP subject to change. Such factors as future environmental or other legal mandates, as well as traditional construction risks could alter the Authority's forecasts. In preparing estimates of future revenue requirements for the CIP, the Authority has included inflation assumptions for the purposes of projecting the level of project expenditures when expected to be made or contracted for in accordance with each project's cash flow projections.

SOURCES AND USES OF CAPITAL FUNDS

The Authority expects to finance its capital expenditures principally from the proceeds of revenue bonds issued under the General Resolution. Certain capital improvements are eligible for federal grants and loans under the Clean Water Act and the SDWA's revolving fund program. The Authority also plans a gradual increase in the use of current revenues to fund certain capital projects.

ENVIRONMENTAL REGULATION AND LITIGATION

The Authority's Waterworks System and Sewer System are subject to significant regulation under federal and state environmental laws.

WATER SUPPLY

In the maintenance and expansion of water supply, the Authority is subject to environmental and regulatory oversight chiefly in the areas described below.

Drinking Water Regulation. Under the SDWA, EPA regulates the level of contaminants allowed in drinking water by establishing national drinking water standards so that drinking water will be protected against microbiological or chemical contaminants. Standards include maximum levels, treatment techniques, and other performance standards for contaminants such as coliform bacteria, and lead and copper. Enforcement of drinking water standards in Massachusetts under the SDWA has been delegated to DEP, which also acts under authority of state law and has adopted Massachusetts Drinking Water Standards.

In accordance with SDWA requirements, the Authority eliminated all uncovered distribution storage and, based on annual reviews, DEP continues to find that the Authority's water supply meets federal criteria for unfiltered

sources. The Authority undertook a staged compliance schedule for capital improvements to modify treatment processes at the Carroll Water Treatment Plant and the Brutsch Treatment Facility, to meet regulations promulgated in January 2006 under the SDWA that require all unfiltered water systems to have two means of primary disinfection beginning in calendar year 2014. Based on findings from pilot testing and other research, the Authority selected ultraviolet light disinfection (“UV disinfection”) for the second means of disinfection as the most sound and cost-effective method. The Authority met the deadlines for implementation of the UV disinfection systems as required under the SDWA.

Under EPA’s Lead and Copper Rule (the “LCR”) the Authority is required to conduct sampling in conjunction with the Local Bodies to detect the presence of lead in their customers’ tap water. Improved corrosion control was implemented in 1996, and lead levels have dropped approximately 90% from initial testing in 1992. Authority system-wide levels in its most recent annual sampling round, conducted beginning in September 2025, were again below the lead action level, as they have been since 2004. The Authority’s system also continues to meet the copper standard. The Authority has been actively involved in the development and review of EPA’s proposed revisions to the LCR. EPA promulgated revisions to the LCR in January 2021, which subsequently were further reviewed and a revised final LCR was promulgated in December 2021 (so-called, “LCRR”), with an effective date of October 2024. EPA also announced at that time its intention to issue additional changes to the LCRR in 2024. These changes, the Lead and Copper Rule Improvements (“LCRI”), were issued in final form in October 2024, with a compliance date of November 1, 2027. The LCRR and LCRI impose no specific substantive new requirements directly on the Authority, although a review of corrosion control doses or chemicals will likely be required depending on local community lead sampling results. The Authority has proactively begun that process. Local Bodies whose systems are above the lead action level are currently required by DEP to conduct lead education and lead service line replacement programs. Under the LCRR, Local Bodies were required to conduct complete inventories of their lead service line by October 2024. All MWRA communities met that deadline, reporting that approximately 2.8 percent of all service lines are lead. The LCRI will require that communities provide additional customer outreach, develop plans for replacing all lead service lines no later than 2037, and conduct additional sampling in schools and childcare facilities. The Authority anticipates continuing to provide laboratory services to Local Bodies as they meet those new requirements. Under the LCRI, EPA offers an option for water systems that exceed the new Action Level of 10 parts per billion to defer or avoid adding additional corrosion control if the system agrees to replace all its lead service lines within five years of exceeding the new Action Level. The Authority anticipates availing itself of that option, and has expanded its Local Water System Assistance Program to include additional financial assistance to Local Bodies for the replacement of lead service lines. Working with its Advisory Board, the Authority added an additional \$100 million to its Lead Service Line Replacement loan program, and added a 25 percent grant portion for those communities that replace the portion of the lead service line on private property at no cost to the owner to facilitate Local Bodies’ compliance with this requirement. See “The Systems - The Waterworks System - Water Quality” and “Capital Improvement Program - Capital Projects in FY26 CIP - Waterworks Projects.”

DEP issued drinking water regulations for six Per- and Polyfluoroalkyl Substances (“PFAS”) effective in January 2021. Compliance testing by the Authority of the newly-regulated PFAS compounds indicate that MWRA’s levels were well below the DEP standards. MWRA does not anticipate any treatment changes as a result of the DEP PFAS regulations. EPA has also released rules for six PFAS compounds (four of which overlap with the state standards) which were finalized in April 2024. EPA has announced its intention to remove some of the requirements under that new Rule. Current data indicates that MWRA and all fully-supplied Local Bodies meet the new EPA PFAS standards without the need for any treatment changes. Each partially-supplied Local Body will need to individually review its data, and may need to make source or treatment changes to meet the standards.

Water Resources Management. Pursuant to the State Water Management Act (the “WMA”), water users with surface or ground water withdrawals of more than 100,000 gallons per day must have a WMA Permit or Registration, depending upon whether the withdrawal was existing at the time the WMA was enacted. Under the WMA, the Authority is registered to withdraw 312.82 mgd in the aggregate from the Nashua and Chicopee Rivers. WMA Registrations are renewed every 10 years, and currently extend through April 2033. The conditions of the Registration require best management practices that build upon the Authority’s existing conservation programs. In January 2023, DEP finalized revisions to current water management regulations that will require registered users to comply with the requirements in the Commonwealth’s drought management plan based on regionally designated drought conditions. The regulations include a provision that allows for locally designed and triggered drought responses for surface water systems with multi-year reservoir storage. MWRA is eligible under that provision and

updated and submitted a revised drought plan to DEP for acceptance by the deadline of April 2025. Pending formal completion of DEP's review, the revised drought response plan guides MWRA's supply planning and drought response.

Expansion of Water Supplies. While the WMA and other state laws and regulations would govern any substantial structural enlargement of the Authority's water supply system, the Authority does not foresee any circumstances requiring expansion or augmentation of the system. The Authority's current service area water demand is approximately 200 mgd, compared to a safe yield of the Waterworks System of 300 mgd. Accordingly, the Authority believes its current water supply sources are adequate to support the existing Waterworks System's service area, as well as the addition of new member communities as currently contemplated. See "The Systems - The Waterworks System - Extension and Contraction of Waterworks Service Area."

WASTEWATER MANAGEMENT

Sewage Collection, Treatment and Disposal. The Clean Water Act imposes several permit and regulatory requirements on wastewater treatment systems. Public sewage treatment plant owners and operators such as the Authority are required to provide secondary treatment as established by federal regulation for all wastewater discharge from treatment plants into waters of the United States. Under the Clean Water Act, individual states, with EPA approval, also establish surface water quality standards classifying water body uses and pollutant control criteria to protect those uses. All sewage system discharges require National Pollutant Discharge Elimination System ("NPDES") permits specifying applicable technology-based requirements, as well as any more stringent controls required to achieve the water quality standards established by the state pursuant to federal regulations. The current NPDES permit for the Deer Island Treatment Plant was issued jointly by DEP and EPA. The Clinton Wastewater Treatment Plant is regulated by both a NPDES General Permit issued by EPA and a separate similar General Permit issued by DEP. See "NPDES Permits and Variances" below. Major wastewater treatment systems also must adopt and enforce pretreatment regulations for industries and other non-domestic sources discharging into sewers. Treatment plants are also subject to the Clean Water Act and state regulations governing sludge use and disposal.

The Clean Water Act is enforced by EPA and DEP through administrative orders and procedures. Violations also may be the basis for federal lawsuits brought on EPA's behalf by the United States Department of Justice (the "DOJ") or by private citizens. In 1985, DOJ brought such an action against the Authority and others, referred to herein as the "Clean Water Act Case" and described below.

NPDES Permits and Variances. The Authority operates its sewage system, including the Deer Island Treatment Plant and CSO outfalls, under a NPDES permit (the "DITP Permit"), which became effective in August 2000. The DITP Permit incorporates federal secondary treatment requirements, other technology-based requirements, and other limits necessary for discharges to meet water quality standards established by the Commonwealth and approved by EPA. The DITP Permit includes extensive water quality monitoring requirements, including a contingency plan (the "Contingency Plan") to identify and respond to water quality changes that could potentially be related to effluent discharges from the effluent outfall tunnel, and numerous other requirements for pollution prevention, facility best management practices, management of infiltration/inflow, and restrictions on dry day flow.

The quality of wastewater effluent discharged from the Deer Island Treatment Plant is monitored by the Authority to assess compliance with water quality standards and pollutant limits set forth in the DITP Permit. Because of the intermittent operation of CSO treatment facilities, ongoing upgrades and improvements to the collection system and the challenge of providing treatment in rapidly fluctuating flows, excursions from effluent limits applicable to treated CSO discharges under the DITP Permit have occurred, although none to date have resulted in administrative penalties. The Authority and Cambridge each have permitted CSO outfalls for the Lower Charles River/Charles Basin and the Authority, Cambridge and Somerville each have permitted CSO outfalls for the Alewife Brook/Upper Mystic River Basin (collectively the "Variance Waters") that currently operate under DEP-adopted regulatory variances to the Massachusetts Surface Water Quality Standards. The variances recognize that it is not feasible to fully attain the Class B water quality standard (which effectively requires no CSO discharges) currently applicable to these Variance Waters. The most recent variances were issued by DEP on August 30, 2024, for the period September 1, 2024, to August 31, 2029 ("Variances"). EPA approved the Variances on February 3, 2026. The Variance with respect to the Lower Charles River/Charles Basin provides that the Variance and its conditions will be incorporated into the Authority's and Cambridge's NPDES and surface water discharge permits at the time of reissuance of those permits;

likewise, the Variance with respect to the Alewife Brook/Upper Mystic River Basin provides that the Variance and its conditions will be incorporated into the Authority's, Cambridge's and Somerville's NPDES and surface water discharge permits at the time of reissuance of those permits. While the CSO outfalls that discharge to the Variance Waters (the "Variance Waters CSO Outfalls") are included within the CSO Control Plan, among the requirements included for each of the Authority, Cambridge and Somerville under the applicable Variance is to prepare and implement an Updated CSO Control Plan (or joint plan) for their respective Variance Waters CSO Outfalls. The Variances include the requirement that a draft Updated CSO Control Plan be submitted to DEP and EPA by April 30, 2026 (an extension from an earlier deadline of December 31, 2025). Per the Variances the draft plan shall include, among other requirements, a recommended plan, an evaluation of CSO control alternatives up to and including full elimination, an affordability analysis, and documentation necessary to support further issuance of variances or reclassification of the Massachusetts Surface Water Quality Standards to permit limited CSO discharges in the Variance Waters. MWRA, Cambridge, and Somerville submitted to DEP and EPA a draft Updated CSO Control Plan on April 30, 2026 for regulatory review and public comment. The draft Updated CSO Control Plan includes recommended alternatives which are projected to result in zero CSO discharges in a "2050 typical year" (a metric based on climate change model predictions of average annual rainfall forecast for the 2050 planning year and defined in the draft Updated CSO Control Plan). The preliminary estimated capital costs of the draft Updated CSO Control Plan are approximately \$1.3 billion to be allocated among the parties as negotiated and approved by the respective governing bodies. Such preliminary estimated costs are planning level capital cost estimates, in today's dollars, that are not escalated to the mid-point of construction. Such costs also exclude land acquisition, extensive permitting, or operation and maintenance costs. Design and construction expenses are currently expected to commence in 2028 and be completed in 2042. The Variances include the requirement to submit, following a public comment period, a final Updated CSO Control Plan by January 31, 2027, for review under the Massachusetts Environmental Policy Act ("MEPA"). Pursuant to the Variances, between the period of January 31, 2027 and August 31, 2029, DEP, in coordination with EPA, will review the final Updated CSO Control Plan and take action to approve or disapprove the plan.

The Variances also require that discharges from Variance Waters CSO Outfalls be limited to those set forth in the CSO Control Plan goals, with allowance for any conditions that exceed "typical year" conditions. As reported in the below-described Clean Water Act Case, certain outfalls have not met their CSO Control Plan goals. The Authority filed notices of claim for adjudicatory appeal and requests for adjudicatory hearing with DEP's Office of Appeal and Dispute Resolution and a certiorari action in Superior Court to challenge the discharge limit requirement in the Variances with respect to certain outfalls.* These actions were resolved and dismissed. DEP agreed that so long as the activations and discharge volumes for the Authority's Variance Waters CSO Outfalls do not exceed the "Q4-2024 System Conditions" set forth in the Supplemental Report (with allowance for any conditions that exceed Typical Year conditions), any inability during the term of the Variances to limit CSO discharges to those set forth the Variances shall not constitute a failure by MWRA to meet a condition of the Variances and shall not nullify the authorization to discharge provided by the Variances. See "THE SYSTEMS – The Sewer System – Combined Sewer Overflows; Infiltration and Inflow" and "Boston Harbor: Clean Water Act Case."

The Authority placed on-line in September 2000 the 9.5-mile effluent outfall tunnel at the Deer Island Treatment Plant, which discharges to Massachusetts Bay, and as a result implemented a comprehensive Ambient Monitoring Plan that has been attached to the DITP Permit since that time. The monitoring includes conditions of water column, sediment quality, and fish and shellfish, and is overseen by an independent panel of scientists. The results of the monitoring have shown only a localized signature of the outfall discharge, and no adverse impacts to Massachusetts Bay, while Boston Harbor's ecosystem has rebounded.

The Authority submitted its renewal application for the DITP Permit in February 2005. The nominal five-year term of the current DITP Permit expired in August 2005. The DITP Permit remains in effect until a succeeding permit becomes final. In 2020, EPA terminated its joint NPDES permitting agreement with DEP. The permits are now issued separately by EPA and DEP. On May 31, 2023, EPA issued a draft DITP Permit and the public comment period ended November 28, 2023. Among other things, the draft DITP Permit includes new seasonal limits for *Enterococcus* (due to changes in state water quality standards), monitoring requirements for PFAS compounds, modifications to

* See *In the Matters of Massachusetts Water Resources Authority Challenge to Certain Conditions in Alewife Brook/Upper Mystic River Basin and Lower Charles River/Charles Basin Variances*, OADR Nos. 2024-029 and 2024-030 and *Massachusetts Water Resources Authority v. Massachusetts Department of Environmental Protection*, Suffolk Sup. Ct. No. 2484CV02837

Massachusetts Bay water quality monitoring, and requirements for developing storm and flood event plans. The draft DITP Permit does not specifically identify the current DITP secondary process flow limit of 700 mgd, a threshold that is an important operational aspect of the wastewater system. This threshold provides that bypassing secondary treatment for flows in excess of the 700 mgd secondary process limit is not an unauthorized bypass, consistent with the EPA policy and related guidance. The draft DITP Permit adds the Local Bodies that comprise the Sewer System as “Co-permittees” and the four CSO Local Bodies as “CSO-responsible co-permittees.” The draft DITP Permit incorporates the requirements of the CSO Control Plan goals for Typical Year CSO outfall activations and volumes as DITP Permit limitations, as well as the variances for the Variance Waters CSO discharges. In November 2023, the Authority submitted comments on the draft DITP Permit that included concerns and objections to certain provisions including, among others, the failure to specifically identify the current secondary process flow limit of 700 mgd and the inclusion of co-permittees. The Authority also objected to the incorporation of the CSO Control Plan goals for outfall activations and volumes as DITP Permit limitations due to, among other reasons, the status of certain outfalls not meeting their goals and concern regarding permit noncompliance and risk of enforcement action. See “Combined Sewer Overflows; Infiltration and Inflow” and “Boston Harbor: Clean Water Act Case” for additional information regarding CSO outfalls and CSO Control Plan goals. The Authority requested revisions and modifications to the draft DITP Permit relating to these and other provisions of the draft Permit. DEP issued a draft state surface water discharge permit on May 31, 2023, that generally incorporates EPA’s draft DITP Permit by reference and adds certain state-specific requirements relating to monitoring of PFAS compounds and reporting. The Authority submitted comments on the draft state surface water discharge permit. The Authority cannot predict whether EPA or DEP will make revisions to the draft DITP Permit or draft state surface water discharge permit, respectively, as a result of comments received. See “THE SYSTEMS - The Sewer System - Combined Sewer Overflows; Infiltration and Inflow” and “Boston Harbor: Clean Water Act Case.”

The Authority submitted its renewal application for the NPDES Permit associated with the Clinton Wastewater Treatment Plant (the “Clinton WTP”) in August 2021. Since the Authority submitted its renewal application in a timely fashion, the Clinton WTP NPDES Permit was administratively continued beyond its nominal five-year term, which expired in February 2022. In February 2022, EPA issued a draft NPDES General Permit for the discharge of wastewater from medium-sized wastewater treatment facilities in the Commonwealth, which was subsequently issued as a final NPDES General Permit in September 2022. Facilities eligible for coverage under the General Permit include those in Massachusetts with a design flow between one and five million gallons per day, which includes the Clinton WTP. DEP issued a similar General Permit under state law in October 2022. On December 1, 2022, the Authority submitted to EPA and DEP a Notice of Intent to discharge under the General Permit and authorization to discharge was received from EPA and DEP in late February 2023, with an effective date of the new permit of April 1, 2023.

Boston Harbor: Clean Water Act Case. The DOJ, acting at the request of EPA and certain citizen groups, brought a consolidated action in 1985 in the United States District Court for the District of Massachusetts (the “District Court”) against the MDC, the Commonwealth, BWSC and others, captioned U.S. v. M.D.C. et al., No. 85-0489-RGS and referred to in this Official Statement as the Clean Water Act Case. Plaintiffs sued for violations of NPDES permit conditions and certain terms of outstanding administrative orders previously issued by EPA. In connection with the Clean Water Act Case and pursuant to multiple orders of the District Court over a period of over 35 years, the Authority undertook and completed the Deer Island Treatment Plant Project in 2001 and the construction portion of the projects included in the CSO Control Plan in 2015. Under the Clean Water Act Case, among other requirements, the Authority was required to conduct a post-construction monitoring and performance assessment of the CSO Control Plan (the “performance assessment”) to verify whether the levels of CSO control included in the CSO Control Plan have been achieved. The Authority commenced the performance assessment in 2017. In December 2021 the Authority filed its Performance Assessment Report and Interim Update (the “Final Report”) with the District Court. The Final Report documented the substantial reduction in CSO discharge volumes over the last several decades. The Authority reported in the Final Report, as of the end of 2021, the CSO Control Plan goals for Typical Year CSO activation and volume were met, or materially met, at all but 16 of the 86 CSO outfalls included in the Final Report. Subsequent to the Final Report the Authority filed annual reports in 2022, 2023 and 2024 providing certain performance information including with respect to CSO outfalls that as of the reporting period in the filing met or materially met the CSO Control Plan goals, CSO outfalls that were expected to meet or materially meet the CSO Control Plan goals by a certain time frame and CSO outfalls that would not meet the CSO Control Plan goals by December 2024 when the Authority was required to file a supplement to the Final Report (“Supplemental Report”). The Authority also provided updates on projects that were expected to improve performance at certain outfalls.

In December 2024 the Authority filed the Supplemental Report that contained final performance information of all 86 outfalls and the final results and conclusions as to the 16 CSO outfalls, including an alternatives analysis regarding what further actions could be taken, and estimated costs associated with those actions, to further reduce or meet the CSO Control Plan goals for certain CSO outfalls that did not meet their respective CSO Control Plan goals. Among other information, in the Supplemental Report the Authority reported, as of the end of December 2024, with respect to CSO outfalls that met or materially met (or was expected to soon materially meet) their CSO Control Plan goals and that the CSO Control Plan goals were not met for eight CSO outfalls. The Authority also reported that: for two of the eight outfalls there is an Authority project that is forecasted to enable such outfalls to materially meet their CSO Control Plan goals; that BWSC continues to perform sewer separation work that is predicted to result in a third outfall meeting its CSO Control Plan goal by the end of 2030; and that the Authority procured design work to make further improvements at a fourth CSO outfall. The Supplemental Report noted that, other than certain projects referenced in the Supplemental Report, the Authority did not recommend any further work to meet the CSO Control Plan goals for the eight CSO outfalls that did not meet their goals. Pursuant to the Variances, the Authority, Cambridge, and Somerville submitted to DEP and EPA a draft Updated CSO Control Plan on [April 30, 2026] with respect to the Variance Waters CSO Outfalls for regulatory review and public comment. See “The Systems- The Sewer System - Combined Sewer Overflows; Infiltration and Inflow” and “NPDES Permit and Variances” above.

In March 2025, the United States filed a response to the Supplemental Report that, among other things, noted that the Authority has come a long way towards reaching the goals of the Clean Water Act with respect to CSOs, but alleged that the Authority has yet to fully achieve those goals and asserted that the Authority still needs to take further action to comply with the Act. With respect to the outfalls that the Authority maintains materially met the CSO Control Plan goals, the United States asserted that the data provided to date is insufficient for EPA to make a determination whether the CSO Control Plan goals have been met or materially met with regard to these outfalls and that it believes additional data is needed regarding these outfalls before making such determination. In addition to the Authority completing certain work outlined in the Supplemental Report, including the Updated CSO Control Plan (see “NPDES Permit and Variances”), the United States suggested that the Authority continue to submit annual progress reports in the Boston Harbor case through the year 2030, reporting on compliance activities in the preceding year. In March 2025, CLF also filed a response to the Supplemental Report, reserving further comment until a later date. The Authority has engaged in discussions with EPA, DEP, and CLF regarding this matter. At a March 2026 status conference with the District Court the Authority reported that it expects to reach agreement on certain issues, but not on others, and that it expects a joint motion will be filed covering the issues on which agreement was reached including extending the schedule and adding milestones in the case until after the Updated Control Plan is approved. With respect to issues on which the parties reached agreement, on April 30, 2026, the United States and the Authority filed with the District Court a Joint Motion to amend the schedule in the Boston Harbor Case to add additional milestones from 2026 to 2030 with certain obligations of the Authority. If the Joint Motion is allowed by the District Court it requires the Authority, among other things, to submit the draft and final Updated CSO Control Plan (See “NPDES Permits and Variances”), to file annual reports with the District Court and the parties that includes, among other information, reporting on compliance activities and performance information regarding CSO outfalls, and to provide certain information to the District Court, the parties, BWSC and the Cities of Cambridge, Chelsea and Somerville. With respect to the issues on which the parties were unable to agree, at the March 2026 status conference the Authority proposed and the Court adopted a briefing schedule for motions to be filed with the District Court by anyone seeking relief or determinations regarding the CSO Control Plan. The Authority intends to file a motion by May 15, 2026, seeking relief including requesting a determination that no penalties or injunctive relief is warranted for the failure of certain CSO outfalls to meet the CSO Control Plan goals. At the status conference the United States noted, among other things, that monitoring of the CSO outfalls by the Authority is very important to the government, asserted that major projects which are to address the Authority’s ongoing noncompliance are not yet complete and reserved the right to file a motion for relief, including for injunctive relief or penalties, at such time that it might be necessary. At the status conference CLF echoed the sentiments of the United States and asserted, among other things, that injunctive relief may be necessary in the case. The Authority cannot predict at this time how this will be resolved.

In November 2025, the Charles River Watershed Association and the Mystic River Watershed Association filed with the District Court a motion to intervene as plaintiffs in the Clean Water Act Case. The Authority opposed the motion to intervene, and, in January 2026, the motion was denied.

The Authority has committed to funding the above-mentioned Authority projects that are expected to improve performance at three CSO outfalls. The current aggregate estimated costs to the Authority of these projects as well as

ongoing consultant work and future estimated CSO design work associated with the updated CSO Control Plan in the FY26 CIP is approximately \$22.1 million. See “The Systems- The Sewer System – Combined Sewer Overflows; Infiltration and Inflow” and “NPDES Permits and Variances” above.

Sewage Sludge, PFAS-Related Regulations and Litigation. EPA has promulgated regulations covering the treatment and handling of sewage sludge, which provide aggressive protection of the environment and public health while permitting beneficial sludge reuse. In addition to the federal standards, the Authority’s sewage sludge products must comply with regulations applicable in each jurisdiction in which such products are used, including Massachusetts. For example, in January 2018, regulations were adopted by the Massachusetts Department of Agricultural Resources that govern permissible application and distribution of sludge as fertilizer in Massachusetts. These regulations and similar regulations or requirements imposed by other states may have implications for marketing within the Commonwealth and other such states of sludge-based fertilizer. See “The Systems - The Sewer System - Residuals Management.” DEP is exploring actions to address and evaluate PFAS in residuals, and other states including Maine and Connecticut have banned the land application of sludge-based fertilizer containing PFAS while states such as Virginia and Maryland have enacted restrictions for the land application of sludge PFAS present at certain levels, as opposed to an outright ban. Bills are pending in the Massachusetts legislature that would ban land application of PFAS-containing biosolids and related matters.

In October 2021, EPA made certain announcements, including the issuance of a PFAS Strategic Roadmap setting forth its goals, objectives and actions to address PFAS in the next three years. The Authority has monitored EPA’s actions in this area, which include in April 2024, EPA’s designation of two types of PFAS compounds, specifically perfluorooctanoic acid (“PFOA”) and perfluorooctane sulfonic acid (“PFOS”), as hazardous substances under the Federal Comprehensive Environmental Response, Compensation and Liabilities Act of 1980 (“CERCLA”). In April 2025, EPA announced a list of actions to combat PFAS contamination that included in part the designation of an agency lead for PFAS; the development of effluent limitation guidelines (“ELGs”) for PFAS manufacturers and metal finishers and evaluate other ELGs necessary for reduction of PFAS discharges; and initiatives to engage with U.S. Congress and industry. The Authority will continue to monitor these and other EPA developments and actions in this area.

In connection with allegations concerning a release of PFAS in the vicinity of a commercial composting facility in Westminister, Massachusetts (the “Site”) and testing of nearby property wells that showed PFAS at levels that exceed the drinking water Maximum Contaminant Level and applicable Imminent Hazard Levels for PFAS, the Authority received a notice (the “Chapter 21E Notice”) from Massachusetts Natural Fertilizer Co., Inc., Otter Farm, Inc. and The Newark Group in response to such parties having received notice of responsibility from DEP pursuant to Massachusetts General Laws Chapter 21E. The Chapter 21E Notice includes allegations that materials originating at the Authority’s Deer Island facility and processed into biosolids at the Authority’s Fore River Pelletizing Plant by the plant operator, NEFCo., were delivered to the composting facility at the Site and that the biosolids were determined to contain PFAS. The Authority responded to the Chapter 21E Notice contesting liability but indicating that it would participate in good faith in Chapter 21E’s required negotiation process. NEFCo. has confirmed that it is required to defend and indemnify the Authority against these claims under its contract with the Authority.

In addition, certain class action and other lawsuits have been filed in the federal District Court and state court related to the Site. In response to a motion from certain defendants in one of the District Court class action cases, among other things, to join the Authority in the action, the District Court denied the motion to join the Authority finding that because this was a suit against the Authority under state law involving water pollution, pursuant to the Act such suit could only be brought in the Massachusetts Supreme Judicial Court. The Authority, among others, has been named as a defendant in one of the state court cases and as a third-party defendant in another state court action, and certain defendants have indicated they are seeking to join the Authority, among others, in another action in state court.

The claims related to the Site seek, among other things, damages to property and the owners thereof, as well as damages for response and remediation of the Site, the costs of which could be substantial. These matters, and other cases related to the Site, but not directly involving the Authority, are pending. The Authority cannot predict how such matters will be resolved, whether any finding may be appealed, whether these or other PFAS-related matters will be brought against the Authority, whether the Authority will be responsible for any damages or response and remediation expenses, and, if so, the Authority’s share, if any, of the costs thereof.

Massachusetts Water Resources Authority v. Baldwin Energy LLC and Hanover Insurance Company, Suffolk Superior Court No. 2484-CV-1019-BLS2 In May 2023, Wind Turbine Generator 1 at the Deer Island Treatment Plant suffered a catastrophic failure when the turbine's rotor and blades spun out of control, ultimately resulting in irreparable damage to the turbine. In April 2024, the Authority filed suit against the maintenance contractor for the wind turbine. In the suit the Authority seeks damages arising out of the failure and has asserted claims of breach of contract, contractual indemnity and negligence. The Authority subsequently amended its complaint to add the contractor's surety. The contractor denied the Authority's claims and alleged that the Authority caused the failure. The contractor also asserted counterclaims against the Authority seeking damages for alleged breach of contract, breach of the implied covenant of good faith and fair dealing, violation of Massachusetts General Law Chapter 93A and defamation. The Authority filed a motion to dismiss the Chapter 93A and defamation counterclaims which the court allowed. It remains possible, however, that an appeal could be taken. The Authority denied liability for the contractor's remaining counterclaims. In March 2025, in response to discovery requests the contractor claims to have incurred damages of over \$29 million plus alleged loss of insurance and related costs that it is seeking from the Authority. The parties have agreed to participate in mediation, currently scheduled for late June 2026. If mediation does not result in settlement, a trial is scheduled for September 2026. The Authority cannot predict at this time how this matter will be resolved.

Claim by a General Contractor. In November 2025 the Authority received a claim submittal from a general contractor related to rehabilitation of the Deer Island clarifier project, which was awarded at an original contract price of over \$289 million. As of February 2026, the claim seeks, through January 2026, alleged incurred costs of nearly \$3 million and additional costs projected at approximately \$42.2 million. The claim also alleges, through January 2026, approximately 180 days of project delays incurred and additional project schedule delays of approximately 811 days. The matter is pending in the contractual claim process, and the Authority cannot predict at this time how it will be resolved.

Other Environmental Litigation and Regulatory Matters. The Authority operates, constructs and maintains the Systems under an extensive legal and regulatory system. In common with most water and wastewater operating agencies, the Authority's operations and improvements for the Systems are subject to numerous environmental, legal and regulatory requirements in addition to the SDWA and the Clean Water Act. These include environmental impact assessment requirements under the National Environmental Policy Act (NEPA) and MEPA, permitting requirements under various federal and state laws for construction projects, and various requirements affecting the Authority's properties and operations under the Federal Resource Conservation and Recovery Act of 1976, CERCLA, and other federal and related state laws and regulations regarding the handling, treatment and storage of oil, hazardous materials and other waste, and the federal Clean Air Act and air pollution control requirements. The Authority's activities and projects give rise, from time to time, to legal and regulatory actions brought against the Authority under such federal and state environmental legislation and regulations.

In addition to program requirements of the Clean Water Act already reflected in the DITP Permit, the NPDES General Permit affecting the Clinton WTP, and the Clean Water Act Case, other regulatory requirements under federal and state law may impose additional operating requirements on the Authority.

LEGISLATIVE AND OTHER DEVELOPMENTS

From time-to-time legislation is introduced in the state Legislature proposing to affect the Authority, which has included adding certain capital projects and operating requirements to its responsibilities, increasing the Authority's debt authorization, providing financial assistance for its programs, and requiring it to make payments to other governmental entities in the Commonwealth.

The Authority cannot predict whether any such legislative proposals affecting the Authority will be enacted or imposed in the future.

LITIGATION

There is no threatened or pending litigation against or affecting the Authority that, to the knowledge of the Authority, seeks to restrain or enjoin the issuance, sale or delivery of the 2026 Bonds, or to in any way contest or affect the validity of the 2026 Bonds, the General Bond Resolution, or any proceedings of the Authority taken with

respect to the issuance or sale of the 2026 Bonds or with respect to the General Bond Resolution, or in any way contesting the existence or powers of the Authority.

The Authority is a defendant in a number of suits arising out of its operations and activities. These actions from time to time include contract claims arising from the Authority's capital projects, as well as personal injury and property damage claims, and claims arising under employment, labor and non-discrimination laws. To the best knowledge of the Authority's General Counsel, no litigation is pending or threatened which, in the opinion of the Authority's General Counsel, if decided adversely to the Authority, would be likely to result, either individually or in the aggregate, in final judgments against the Authority that would materially adversely affect its ability to meet debt service payments on the 2026 Bonds, when due, or its obligations under the General Bond Resolution, or materially adversely affect its financial condition. See also "Environmental Regulation and Litigation."

In addition, due to the nature and scope of the CIP, the substantial number of the Authority's construction projects may result from time to time in the bringing of material claims for damages in tort or contract against the Authority. While the outcome of such claims cannot be predicted, the Authority believes that it has made adequate provision through insurance, indemnification, performance bonds, construction monitoring, contingencies and reserves, among other measures, to limit its exposure to liability as a result of such claims.

TAX MATTERS

The Internal Revenue Code of 1986, as amended (the "Code"), includes requirements which the Authority must continue to meet after the issuance of the 2026 Bonds in order that the interest on the 2026 Bonds be and remain excludable from gross income for federal income tax purposes. The Authority's failure to meet these requirements may cause the interest on the 2026 Bonds to be included in gross income for federal income tax purposes retroactively to the date of issuance of the 2026 Bonds. The Authority will covenant to take the actions required by the Code in order to maintain the exclusion from gross income for federal income tax purposes of interest on the 2026 Bonds.

In the opinion of Greenberg Traurig, LLP, Bond Counsel, assuming the accuracy of certain representations and certifications of the Authority and continuing compliance by the Authority with the tax covenants referred to above, under existing statutes, regulations, rulings and court decisions, the interest on the 2026 Bonds is excludable from gross income of the holders thereof for federal income tax purposes and interest on the 2026 Bonds is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals. In the case of the alternative minimum tax imposed by Section 55(b)(2) of the Code on applicable corporations (as defined in Section 59(k) of the Code), interest on the 2026 Bonds is not excluded from the determination of adjusted financial statement income.

Except as described above, Bond Counsel will express no opinion regarding the federal income tax consequences resulting from the receipt or accrual of the interest on the 2026 Bonds, or the ownership or disposition of the 2026 Bonds. Prospective purchasers of 2026 Bonds should be aware that the ownership of 2026 Bonds may result in other collateral federal tax consequences, including (i) the denial of a deduction for interest on indebtedness incurred or continued to purchase or carry the 2026 Bonds, (ii) the reduction of the loss reserve deduction for property and casualty insurance companies by the applicable statutory percentage of certain items, including the interest on the 2026 Bonds, (iii) the inclusion of the interest on the 2026 Bonds in the earnings of certain foreign corporations doing business in the United States for purposes of a branch profits tax, (iv) the inclusion of the interest on the 2026 Bonds in the passive income subject to federal income taxation of certain Subchapter S corporations with Subchapter C earnings and profits at the close of the taxable year, (v) the inclusion of interest on the 2026 Bonds in the determination of the taxability of certain Social Security and Railroad Retirement benefits to certain recipients of such benefits, (vi) net gain realized upon the sale or other disposition of property such as the 2026 Bonds generally must be taken into account when computing the Medicare tax with respect to net investment income or undistributed net investment income, as applicable, imposed on certain high income individuals and specified trusts and estates and (vii) receipt of certain investment income, including interest on the 2026 Bonds, is considered when determining qualification limits for obtaining the earned income credit provided by Section 32(a) of the Code. The nature and extent of the other tax consequences described above will depend on the particular tax status and situation of each owner of the 2026 Bonds. Prospective purchasers of the 2026 Bonds should consult their own tax advisors as to the impact of these and any other tax consequences.

Bond Counsel also is of the opinion that, under existing law, interest on the 2026 Bonds and any profit on the sale of the 2026 Bonds are exempt from Massachusetts personal income taxes and that the 2026 Bonds are exempt from Massachusetts personal property taxes. Bond Counsel has not opined as to other Massachusetts tax consequences arising with respect to the 2026 Bonds. Prospective purchasers of the 2026 Bonds should be aware, however, that the 2026 Bonds are included in the measure of Massachusetts estate and inheritance taxes, and the 2026 Bonds and the interest thereon are included in the measure of certain Massachusetts corporate excise and franchise taxes. Bond Counsel has not opined as to the taxability of the 2026 Bonds or the income therefrom, including any profit made on the sale thereof, under the laws of any state other than Massachusetts. Bond Counsel's opinions are based on existing law, which is subject to change. Such opinions are further based on factual representations made to Bond Counsel as of the date thereof. Bond Counsel assumes no duty to update or supplement its opinions to reflect any facts or circumstances that may thereafter come to Bond Counsel's attention, or to reflect any changes in law that may thereafter occur or become effective. Moreover, Bond Counsel's opinions are not a guarantee of a particular result, and are not binding on the IRS or the courts; rather, such opinions represent Bond Counsel's professional judgment based on its review of existing law, and in reliance on the representations and covenants that it deems relevant to such opinion.

Original Issue Premium and Discount

Certain of the 2026 Bonds ("Premium Bonds") may be offered and sold to the public at a price in excess of their stated redemption price (the principal amount) at maturity (or earlier for certain Premium Bonds callable prior to maturity). That excess constitutes bond premium. For federal income tax purposes, bond premium is amortized over the period to maturity of a Premium Bond, based on the yield to maturity of that Premium Bond (or, in the case of a Premium Bond callable prior to its stated maturity, the amortization period and yield may be required to be determined on the basis of an earlier call date that results in the lowest yield on that Premium Bond), compounded semiannually (or over a shorter permitted compounding interval selected by the owner). No portion of that bond premium is deductible by the owner of a Premium Bond. For purposes of determining the owner's gain or loss on the sale, redemption (including redemption at maturity), or other disposition of a Premium Bond, the owner's tax basis in the Premium Bond is reduced by the amount of bond premium that accrues during the period of ownership. As a result, an owner may realize taxable gain for federal income tax purposes from the sale or other disposition of a Premium Bond for an amount equal to or less than the amount paid by the owner for that Premium Bond.

Certain of the 2026 Bonds ("Discount Bonds") may be offered and sold to the public at an original issue discount ("OID"). OID is the excess of the stated redemption price at maturity (the principal amount) over the "issue price" of a Discount Bond determined under Code Section 1273 or 1274 (i.e., for obligations issued for money in a public offering, the initial offering price to the public (other than to bond houses and brokers) at which a substantial amount of the obligation of the same maturity is sold pursuant to that offering). For federal income tax purposes, OID accrues to the owner of a Discount Bond over the period to maturity based on the constant yield method, compounded semiannually (or over a shorter permitted compounding interval selected by the owner). The portion of OID that accrues during the period of ownership of a Discount Bond (i) is interest excludable from the owner's gross income for federal income tax purposes to the same extent, and subject to the same considerations discussed above, as other interest on the 2026 Bonds, and (ii) is added to the owner's tax basis for purposes of determining gain or loss on the maturity, redemption, prior sale or other disposition of that Discount Bond.

Owners of Discount and Premium Bonds should consult their own tax advisers as to the determination for federal income tax purposes of the amount of OID or bond premium properly accruable in any period with respect to the Discount or Premium Bonds and as to other federal tax consequences, and the treatment of OID and bond premium for purposes of state and local taxes on, or based on, income.

Changes in Federal and State Tax Law

From time to time, there are legislative proposals suggested, debated, introduced or pending in the United States Congress or in the Massachusetts legislature that, if enacted into law, could alter or amend one or more of the federal tax matters, or state tax matters, respectively, described above including, without limitation, the excludability from gross income of interest on the 2026 Bonds, adversely affect the market price or marketability of the 2026 Bonds, or otherwise prevent the holders from realizing the full current benefit of the status of the interest thereon. It cannot be predicted whether or in what form any such proposal may be enacted, or whether, if enacted, any such proposal

would affect the 2026 Bonds. Prospective purchasers of the 2026 Bonds should consult their tax advisors as to the impact of any proposed or pending legislation.

Information Reporting and Backup Withholding

Interest paid on tax-exempt bonds such as the 2026 Bonds is subject to information reporting to the Internal Revenue Service in a manner similar to interest paid on taxable obligations. This reporting requirement does not affect the excludability of interest on the 2026 Bonds from gross income for federal income tax purposes. However, in conjunction with that information reporting requirement, the Code subjects certain non-corporate owners of 2026 Bonds, under certain circumstances, to “backup withholding” at the rates set forth in the Code, with respect to payments on the 2026 Bonds and proceeds from the sale of 2026 Bonds. Any amount so withheld would be refunded or allowed as a credit against the federal income tax of such owner of 2026 Bonds. This withholding generally applies if the owner of 2026 Bonds (i) fails to furnish the payor such owner’s social security number or other taxpayer identification number (“TIN”), (ii) furnished the payor an incorrect TIN, (iii) fails to properly report interest, dividends, or other “reportable payments” as defined in the Code, or (iv) under certain circumstances, fails to provide the payor or such owner’s securities broker with a certified statement, signed under penalty of perjury, that the TIN provided is correct and that such owner is not subject to backup withholding. Prospective purchasers of the 2026 Bonds may also wish to consult with their tax advisors with respect to the need to furnish certain taxpayer information in order to avoid backup withholding.

On the date of delivery of the 2026 Bonds, Bond Counsel will issue an opinion substantially in the form attached hereto as Appendix D – “Proposed Form of Opinion of Bond Counsel.”

FINANCIAL ADVISOR

PFM Financial Advisors LLC (“PFM”) serves as financial advisor to the Authority for debt management and other financial matters. PFM has acted as independent financial advisor to the Authority with respect to the 2026 Bonds. PFM is not obligated to undertake, and has not undertaken, either to make an independent verification of or to assume responsibility for, the accuracy, completeness, or fairness of the information contained in this Official Statement and the appendices hereto. PFM is an independent financial advisory firm and is not engaged in the business of underwriting, trading or distributing securities.

FINANCIAL STATEMENTS

CliftonLarsenAllen LLP, the Authority’s independent auditor, has not been engaged to perform and has not performed, since the date of its report referenced therein, any procedures on the financial statements of the Authority at June 30, 2025 and 2024, and for the Fiscal Years then ended, included in Appendix A to this Official Statement. CliftonLarsenAllen LLP also has not performed any procedures relating to this Official Statement or the 2026 Bonds.

CONSULTING ENGINEER

CDM Smith Inc. serves as the Authority’s engineering consultant. The Consulting Engineer’s Triennial Report provides an independent engineering analysis of the Authority’s Systems and a financial feasibility analysis of the Authority’s current operations and CIP. The most recent triennial report, the 2023 Triennial Report, was completed in October 2023 and is available through EMMA. See “Financial Operations – Reports.” Attached hereto as Appendix B is the May 2026 Report of the Consulting Engineer relating to certain financial matters and projections of the Authority, including the Authority’s estimated future rates and charges through Fiscal Year 2031.

CERTAIN LEGAL MATTERS

All legal matters incident to the authorization, issuance, sale and delivery of the 2026 Bonds are subject to the approval of Greenberg Traurig, LLP, Boston, Massachusetts, Bond Counsel to the Authority. Certain legal matters will be passed upon for the Authority by its Disclosure Counsel, Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., Boston, Massachusetts, and for the Underwriters by their counsel, Nutter, McClennen & Fish, LLP, Boston, Massachusetts.

RATINGS

The 2026 Bonds have been rated “AA+” by Fitch Ratings, Inc. (“Fitch”), 33 Whitehall Street, New York, New York, “Aa1” by Moody’s Investors Service, Inc. (“Moody’s”), 7 World Trade Center, New York, New York and “AA+” by S&P Global Ratings (“Standard & Poor’s”), a division of Standard & Poor’s Financial Services LLC, 55 Water Street, New York, New York.

The ratings express only the views of the rating agencies. The explanation of the significance of the ratings may be obtained from Fitch, Moody’s and Standard & Poor’s, respectively. There is no assurance that any rating will continue for any period of time or that it will not be revised or withdrawn. Any revision or withdrawal of ratings on the 2026 Bonds may have an effect on the market price thereof.

VERIFICATION OF MATHEMATICAL COMPUTATIONS

The arithmetical accuracy of certain computations included in the schedules provided by Jefferies LLC relating to (i) computation of anticipated receipts of principal and interest on the Defeasance Obligations and the anticipated payments of principal and interest to pay and redeem the Refunded Bonds, and (ii) computation of the yields on the 2026 Series D Bonds and the Defeasance Obligations was examined by The Arbitrage Group, Inc. Such computations were based solely upon assumptions and information supplied by Jefferies LLC. The Arbitrage Group, Inc. restricted its procedures to examining the arithmetical accuracy of certain computations and has not made any study or evaluation of the assumptions and information upon which the computations are based and, accordingly, has not expressed an opinion on the data used, the reasonableness of the assumptions, or the achievability of future events. See “PLAN OF FINANCE” herein.

UNDERWRITING

The Underwriters, for whom Jefferies LLC is serving as representative (the “Representative”), have agreed, subject to certain conditions set forth in a bond purchase agreement to be entered into by the Authority and the Representative, to purchase from the Authority the 2026 Series C Bonds at an aggregate purchase price of \$_____ (which represents the par amount of 2026 Series C Bonds less an Underwriters’ discount of \$_____ plus/less [net] original issue premium/discount of the 2026 Series C Bonds of \$_____), and the 2026 Series D Bonds at an aggregate purchase price of \$_____ (which represents the par amount of 2026 Series D Bonds less an Underwriters’ discount of \$_____ plus/less [net] original issue premium/discount of the 2026 Series D Bonds of \$_____). The Underwriters will be obligated to purchase all 2026 Bonds if any such 2026 Bonds are purchased. The Underwriters may offer and sell the 2026 Bonds to certain dealers and others (including dealers depositing 2026 Bonds into investment trusts) at prices lower than the public offering prices (or yields higher than the offering yields) stated on the inside cover pages hereof. The principal offering prices (or yields) set forth on the inside cover pages hereof may be changed from time to time after the initial offering by the Underwriters. The obligation of the Underwriters to accept delivery of the 2026 Bonds is subject to the terms and conditions set forth in the bond purchase agreement, the approval of legal matters by counsel and other conditions.

In connection with the Tender Offer, Jefferies LLC is also serving as Dealer Manager pursuant to the terms of a dealer manager agreement with the Authority. For their services as Dealer Manager, the Dealer Manager will be compensated (the “Dealer Manager Fee”) in an amount equal to a percentage of the aggregate principal amount of the Purchased Bonds. The Dealer Manager Fee is expected to be paid from a portion of the proceeds of the 2026 Series D Bonds.

Certain of the Underwriters have entered into distribution agreements with other broker-dealers (some of which may not have been designated by the Authority as Underwriters) for the distribution of the 2026 Bonds at the original issue prices. Such agreements generally provide that the relevant Underwriter will share a portion of its underwriting compensation or selling concession with such broker-dealers.

The Underwriters and their respective affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, principal investment, hedging, financing and brokerage services. Certain of the Underwriters and their

respective affiliates have, from time to time, performed, and may in the future perform, various financial advisory and investment banking services for the Authority, for which they received or will receive customary fees and expenses.

In the ordinary course of their various business activities, the Underwriters and their respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities, which may include credit default swaps) and financial instruments (including bank loans) for their own account and for the accounts of their customers and may at any time hold long and short positions in such securities and instruments. Such investment and securities activities may involve securities and instruments of the Authority.

The Underwriters and their respective affiliates may also communicate independent investment recommendations, market color or trading ideas and/or public or express independent research views in respect to such assets, securities or instruments and may at any time hold, or recommend to clients that they should acquire, long and/or short positions in such assets, securities and instruments.

BofA Securities, Inc. has entered into a distribution agreement with its affiliated Merrill Lynch, Pierce, Fenner & Smith Incorporated (“MLPF&S”). As part of this arrangement, BofA Securities, Inc. may distribute securities to MLPF&S, which may in turn distribute such securities to investors through the financial advisor network of MLPF&S. As part of this arrangement, BofA Securities, Inc. may compensate MLPF&S as a dealer for their selling efforts with respect to the 2026 Bonds.

Morgan Stanley & Co. LLC, an Underwriter of the 2026 Bonds, has entered into a distribution arrangement with its affiliate Morgan Stanley Smith Barney LLC. As part of the distribution arrangement, Morgan Stanley & Co. LLC may distribute municipal securities to retail investors through the financial advisor network of Morgan Stanley Smith Barney LLC. As part of this arrangement, Morgan Stanley & Co. LLC may compensate Morgan Stanley Smith Barney LLC for its selling efforts with respect to the 2026 Bonds.

J.P. Morgan Securities LLC (“JPMS”), an Underwriter of the 2026 Bonds, has entered into negotiated dealer agreements (each, a “Dealer Agreement”) with each of Charles Schwab & Co., Inc. (“CS&Co.”) and LPL Financial LLC (“LPL”) for the retail distribution of certain securities offerings at the original issue prices. Pursuant to each Dealer Agreement, each of CS&Co. and LPL may purchase 2026 Bonds from JPMS at the original issue price less a negotiated portion of the selling concession applicable to any 2026 Bonds that such firm sells.

RBC Capital Markets, LLC, an underwriter of the 2026 Bonds, has entered into a distribution arrangement with its affiliate RBC Securities, Inc. (RBC Securities) (formerly known as City National Securities, Inc.). As part of this arrangement, RBC Capital Markets, LLC may distribute municipal securities to investors through the financial advisor network of RBC Securities. As part of this arrangement, RBCCM may compensate RBC Securities for its selling efforts with respect to the Bonds.

CONTINUING DISCLOSURE

General. The Authority has undertaken for the benefit of the owners of the 2026 Bonds to provide certain continuing disclosure pursuant to the provision of Rule 15c2-12(b)(5) under the Securities Exchange Act of 1934 (as amended, the “Rule”). Specifically, the Authority and U.S. Bank Trust Company, National Association, as successor Dissemination Agent (the “Dissemination Agent”) are parties to a Continuing Disclosure Agreement dated November 21, 1995 (the “CDA”) (as supplemented, the “Continuing Disclosure Agreement”), for the benefit of the owners of all bonds (including the 2026 Bonds) issued by or on behalf of the Authority that are designated by resolution of the Authority as subject to and having the benefits of the Continuing Disclosure Agreement. During the prior five years, certain notices regarding changes in ratings of certain Subordinated Bonds were not filed with respect to short-term rating changes on such Subordinated Bonds due to changes in the rating of the applicable liquidity providers, and a notice of incurrence of a financial obligation was filed late.

Annual Filings. Pursuant to the Continuing Disclosure Agreement, not later than January 1 of each year, commencing January 1, 1998, the Authority will, or will cause the Dissemination Agent to, provide an Annual Filing (as described below) to each nationally recognized municipal securities information repository (the “National Repositories”), which currently consists of the Municipal Securities Rulemaking Board (the “MSRB”) through

EMMA, and any public or private repository or entity designated by the Commonwealth as a state information depository for the purpose of the Rule (a “State Depository” and, collectively with the National Repositories, the “Repositories”). The Annual Filing may be submitted as a single document or as separate documents comprising a package, and may cross-reference other information as provided in the Continuing Disclosure Agreement. If the Dissemination Agent determines that the Authority has failed to comply with the undertaking regarding the Annual Filing, the Dissemination Agent will send a notice to that effect in a timely manner to the MSRB and the State Depository, if any.

The Authority’s Annual Filing will contain or incorporate by reference the following:

(a) quantitative information for, or as of the end of, the preceding Fiscal Year of the type presented in the Authority’s most recent official statement, including (i) a summary table of revenues, expenses and fund deposits, (ii) the amount of outstanding indebtedness of the Authority, and the debt limit as of the end of the Fiscal Year, (iii) a summary table with respect to the coverage covenants in the Authority’s General Resolution, and (iv) a summary table showing the Authority’s capital investments by major category during the preceding Fiscal Year;

(b) quantitative information for the current Fiscal Year of the type presented in the Authority’s most recent official statement, including (i) a table of the Authority’s current water and wastewater charges by Local Body, (ii) the current expense budget’s rate revenue requirement and the percentage increases for water and wastewater over the prior Fiscal Year, and (iii) executive summaries of the Authority’s most recently adopted current expense budget and capital improvement program; and

(c) the most recently available audited financial statements of the Authority, prepared in accordance with accounting principles generally accepted in the United States of America. (If audited financial statements for the preceding Fiscal Year are not available when the Annual Filing is submitted, the Annual Filing will include unaudited financial statements for the preceding Fiscal Year.)

Any or all of the items listed above may be incorporated by reference from other documents, including official statements of debt issues of the Authority or related public entities, which have been submitted to each of the Repositories or the Securities and Exchange Commission. If the document incorporated by reference is a final official statement, it must be available from the MSRB.

Reporting of Listed Events. Pursuant to the Continuing Disclosure Agreement, whenever the Authority obtains knowledge of the occurrence of any of the following events with respect to the 2026 Bonds (each a “Listed Event”), the Authority will promptly notify the Dissemination Agent. The Dissemination Agent shall file a notice of such occurrence in a timely manner not in excess of ten business days after the occurrence of the event with the MSRB and the State Depository, if any.

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. Receipt by the Authority of an adverse tax opinion, the issuance by the IRS 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 2026 Bonds, or the occurrence of other material events affecting the tax status of the 2026 Bonds.
7. Modifications to rights of any owners of the 2026 Bonds, if material.

8. Bond calls, if material, and tender offers.
9. Defeasance of the 2026 Bonds or any portion thereof.
10. Release, substitution or sale of property securing repayment of any 2026 Bonds, if material.
11. Rating changes.
12. Bankruptcy, insolvency, receivership or similar proceeding of the Authority.*
13. The consummation of a merger, consolidation or acquisition involving the Authority or the sale of substantially all of the assets of the Authority, other than in the ordinary course of business, the entry into a definitive agreement to undertake such action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material.
14. The appointment of a successor or additional trustee, or the change of name of a trustee, if material.
15. The incurrence of a financial obligation of the Authority, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of the Authority, any of which affect Bondowners, if material.*
16. A default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a financial obligation of the Authority, any of which reflect financial difficulties.†

Termination of Reporting Obligation. The Authority's and Dissemination Agent's obligations under the Continuing Disclosure Agreement will terminate upon the defeasance, prior redemption or payment in full of all of the bonds (including the 2026 Bonds) designated as subject to the agreement.

Amendment; Waiver. Notwithstanding any other provision of the Continuing Disclosure Agreement, the Authority and the Dissemination Agent may amend the Continuing Disclosure Agreement, and any provision of the Continuing Disclosure Agreement may be waived, if such amendment or waiver is permitted by the Rule, as evidenced by an opinion of counsel expert in federal securities laws, acceptable to both the Authority and the Dissemination Agent, to the effect that such amendment or waiver would not, in and of itself, cause the Authority's undertakings to violate the Rule if such amendment or waiver had been effective on the date of the 2019 Supplement but taking into account any subsequent change in or official interpretation of the Rule.

If the amendment provides for a change in the accounting principles to be followed in preparing financial statements, the Annual Filing for the year in which the change is made shall present a comparison between the financial statements or information prepared on the basis of the new accounting principles and those prepared on the basis of the former accounting principles. The comparison shall include a qualitative discussion of the differences in the accounting principles and the impact of the change in the accounting principles on the presentation of the financial information in order to provide information to investors to enable them to evaluate the ability of the Authority to meet its obligations. To the extent reasonably feasible, the comparison shall also be quantitative. A notice of the change in the accounting principles shall be sent to each Repository.

* For the purposes of the event identified in item 12, the event is considered to occur when any of the following occur: The appointment of a receiver, fiscal agent or similar officer for an obligated person 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 obligated person, 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 obligated person.

† For purposes of the events identified as items 15 and 16 above, the term "financial obligation" means a (i) debt obligation; (ii) derivative instrument entered into in connection with, or pledged as security or a source of payment for, an existing or planned debt obligation; or (iii) guarantee of (i) or (ii). The term "financial obligation" shall not include municipal securities as to which a final official statement has been provided to the MSRB consistent with the Rule.

Default. In the event of a failure of the Authority or the Dissemination Agent to comply with any provision of the Continuing Disclosure Agreement, the Dissemination Agent may (and, at the request of any of the Underwriters or the owners of at least 25% aggregate principal amount outstanding of the 2026 Bonds, shall), or any owner of the 2026 Bonds may, seek a court order for specific performance by the Authority or Dissemination Agent, as the case may be, of its obligations under the Continuing Disclosure Agreement. A default under the Continuing Disclosure Agreement shall not be deemed an Event of Default under the General Resolution, and the sole remedy under the Continuing Disclosure Agreement in the event of any failure of the Authority or the Dissemination Agent to comply with the Continuing Disclosure Agreement shall be an action to compel performance of the defaulting party's obligations thereunder and not for money damages in any amount.

BONDS AS LEGAL INVESTMENTS

Under Section 14 of the Act, bonds and notes of the Authority are made securities in which all public officers and agencies of the Commonwealth and its political subdivisions, all insurance companies, trust companies in their commercial departments, savings banks, cooperative banks, banking associations, investment companies, executors, administrators, trustees and other fiduciaries may properly invest funds, including capital in their control or belonging to them.

BONDS AS SECURITY FOR DEPOSIT

Under Section 14 of the Act, bonds and notes of the Authority are made securities that may properly be deposited with and received by any state or municipal officer of any agency or political subdivision of the Commonwealth for any purpose for which the deposit of bonds or other obligations of the Commonwealth is now or may hereafter be authorized by law.

MISCELLANEOUS

The summaries or descriptions herein of provisions of the Act, the 2026 Bonds, the General Resolution and the Continuing Disclosure Agreement, and all references to other materials not purporting to be quoted in full, are only brief outlines of some of the provisions thereof and do not purport to summarize or describe all of the provisions thereof. So far as any statements are made in this Official Statement involving matters of opinion, whether or not expressly so stated, they are intended merely as such and not as representations of fact. Copies of the documents mentioned in this paragraph are on file at the offices of the Authority and the Trustee.

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The execution and delivery of this Official Statement have been duly authorized by the Massachusetts Water Resources Authority.

MASSACHUSETTS WATER RESOURCES AUTHORITY

By: _____
Stephen Estes-Smargiassi
Executive Director

By: _____
Thomas J. Durkin
Director of Finance

_____, 2026

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MASSACHUSETTS WATER RESOURCES AUTHORITY

Financial Statements and Supplemental Schedules
and Required Supplementary Information

June 30, 2025 and 2024

(With Independent Auditors' Report Thereon)



CPAs | CONSULTANTS | WEALTH ADVISORS

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MASSACHUSETTS WATER RESOURCES AUTHORITY

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INDEPENDENT AUDITORS' REPORT

Board of Directors
Massachusetts Water Resources Authority
Boston, Massachusetts

Report on the Audits of the Financial Statements

Opinions

We have audited the accompanying financial statements of the business-type activities and fiduciary activities of the Massachusetts Water Resources Authority (Authority) as of and for the years ended June 30, 2025 and 2024, and the related notes to the financial statements, which collectively comprise the Authority's basic financial statements as listed in the table of contents.

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the business-type activities and fiduciary activities of the Authority as of June 30, 2025 and 2024, and the respective changes in financial position, and, where applicable, cash flows thereof for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinions

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS) and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Authority and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Authority's ability to continue as a going concern for twelve months beyond the financial statement date, including any currently known information that may raise substantial doubt shortly thereafter.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinions. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS and *Government Auditing Standards* will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS and *Government Auditing Standards*, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Authority's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Authority's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control related matters that we identified during the audit.

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis and certain pension and other postemployment benefits schedules, as listed in the table of contents, be presented to supplement the basic financial statements. Such information is the responsibility of management and, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with GAAS, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audits of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Supplementary Information

Our audits were conducted for the purpose of forming opinions on the financial statements that collectively comprise the Authority's basic financial statements. The Schedule of Accounts Established by the General Revenue Bond Resolution, Combining Statements of Net Position, Combining Statements of Revenues, Expenses, and Changes in Net Position, Combining Statements of Fiduciary Net Position, and Combining Statements of Changes in Fiduciary Net Position (Supplemental Schedules) are presented for purposes of additional analysis and are not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. The information has been subjected to the auditing procedures applied in the audits of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with GAAS. In our opinion, the Supplemental Schedules are fairly stated, in all material respects, in relation to the basic financial statements as a whole.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated November 7, 2025, on our consideration of the Authority's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is solely to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the Authority's internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Authority's internal control over financial reporting and compliance.



CliftonLarsonAllen LLP

Boston, Massachusetts
November 7, 2025

MASSACHUSETTS WATER RESOURCES AUTHORITY

Management's Discussion and Analysis – Required Supplementary Information

June 30, 2025 and 2024

(Unaudited)

This section of the Authority's annual financial report presents our discussion and analysis of the Authority's financial performance during the fiscal years ended June 30, 2025 and 2024. Please read it in conjunction with the Authority's financial statements, which immediately follow this section.

Financial Highlights – Fiscal Year 2025

The fiscal year 2025 customer service revenues were approximately \$869.6 million. Of this amount, rate revenues represent approximately 98.4%, or \$855.5 million, and were \$21.2 million higher than fiscal year 2024. This was due to an increase in assessments.

Total operating expenses, excluding depreciation, were approximately \$386.8 million in fiscal year 2025. The 11% increase in total operating expenses over fiscal year 2024 is the result of increases in OPEB (\$15 million), maintenance (\$10 million), pension (\$6 million) personnel (\$5 million), and pollution (\$2 million) expenses.

Net non-operating expenses increased by \$55.9 million, or 54.4%, primarily due to a \$46 million reduction in interest expense and a \$3 million increase in investment income. Interest expense decreased due to a combination of principal repayments and refunding/defeasance of outstanding debt. Interest income increased due to an increase in the unrealized gain on investments (\$6 million) offset by decrease in debt services (\$2 million) and revenue (\$1 million).

Total assets on June 30, 2025, were approximately \$6.8 billion, a \$121 million, or 1.8%, decrease over total assets on June 30, 2024.

Total capital assets (net of depreciation) were approximately \$5.4 billion on June 30, 2025, a \$28.3 million, or 0.5%, decrease over June 30, 2024. The decrease was primarily due to the rate of depreciation being higher than the rate of capitalization.

Financial Highlights – Fiscal Year 2024

The fiscal year 2024 customer service revenues were approximately \$847.9 million. Of this amount, rate revenues represent approximately 98.4%, or \$834.3 million, and were \$19.6 million higher than fiscal year 2023. This was due to an increase in assessments.

Total operating expenses, excluding depreciation, were approximately \$348.8 million in fiscal year 2024. The 11.4% increase in total operating expenses over fiscal year 2023 is the result of increases in personnel (\$12 million), chemical (\$3 million), maintenance (\$3 million), sludge pelletization (\$3 million), watershed reimbursement (\$2.8 million) and OPEB (\$10 million) expenses. These increases were offset by a decrease in pension expense of \$8.7 million.

Net non-operating expenses decreased \$30.5 million, or 24.3%, primarily due to a \$9.4 million reduction in interest expense and a \$19.7 million increase in investment income. Interest expense decreased due to a combination of principal repayments and refunding/defeasance of outstanding debt. Interest income increased due to an increase in the unrealized gain on investments (\$12.3 million) and an increase in actual interest earned on investments (\$7.4 million).

Total assets at June 30, 2024 were approximately \$6.9 billion, a \$77.1 million, or 1.1%, increase over total assets at June 30, 2023.

MASSACHUSETTS WATER RESOURCES AUTHORITY

Management's Discussion and Analysis – Required Supplementary Information

June 30, 2025 and 2024

(Unaudited)

On June 26, 2024, the Authority issued General Revenue Bonds, 2024 Series B for \$166,260 and General Revenue Refunding Bonds, 2024 Series C for \$279,275. The proceeds from the Series B bonds were used to permanently finance outstanding tax-exempt commercial paper of \$80,000 and 2015C revolving loan of \$100,000. The interest rate on these bonds are 5%.

The proceeds from the Series C bonds, as well as other available funds, were used to tender \$240 of General Revenue Bonds 2016 Series B, \$1,330 of General Revenue Bonds 2018 Series B, \$9,050 of General Revenue Bonds 2020 Series B and \$450 of General Revenue Refunding Bonds 2016 Series D and refund \$31,795 of General Revenue Bonds 2017 Series B, \$27,795 of General Revenue Bonds 2018 Series B, \$21,145 of General Revenue Refunding Bonds 2016 Series C, \$100,175 of General Revenue Refunding Bonds 2019 Series F and \$167,025 of General Revenue Refunding Bonds 2021 Series C.

The interest rates of these bonds are 5%. The cash flow required to make principal and interest payments on the funding bonds is approximately \$39,938 less than the debt service requirements of the refunded bonds. The economic gain (the difference between the present values of the debt service payments on the old and new debt) obtained from this refunding is \$26,576.

Total capital assets (net of depreciation) were approximately \$5.5 billion at June 30, 2024, a \$49.5 million, or 0.8%, decrease over June 30, 2023. The decrease was primarily due to the rate of depreciation being higher than the rate of capitalization.

Overview of the Financial Statements

The financial section of this annual report consists of four parts: management's discussion and analysis (this section), the financial statements and related notes to the financial statements, required supplementary information, and other supplementary information.

The financial statements provide both long-term and short-term information about the Authority's overall financial status. The financial statements also include notes that explain some of the information in the financial statements and provide more detailed data. The statements are followed by a section of required supplementary information and other supplementary information that further explains and supports the information in the financial statements.

MASSACHUSETTS WATER RESOURCES AUTHORITY

Management's Discussion and Analysis – Required Supplementary Information

June 30, 2025 and 2024

(Unaudited)

Financial Analysis of the Authority

Net Position

The Authority's total net position on June 30, 2025, was approximately \$2.2 billion, a \$207.3 million increase from June 30, 2024. Total assets decreased \$121 million, or 1.8%, to \$6.8 billion, and total liabilities decreased \$793 million, or 15.9%, to \$4.2 billion.

The Authority's total net position at June 30, 2024 was approximately \$1.96 billion, a \$170.4 million increase from June 30, 2023. Total assets increased \$77.1 million, or 1.1%, to \$6.9 billion, and total liabilities decreased \$100 million, or 1.9%, to \$5 billion.

	Net Position				
	(Dollars in thousands)				
	2025	2024	2023	Percentage change 2025–2024	Percentage change 2024–2023
Current assets	\$ 985,532	\$1,068,174	\$ 958,172	(7.7%)	11.5%
Capital assets	5,447,987	5,476,320	5,525,902	(0.5)	(0.9)
Other noncurrent assets	347,105	357,580	340,872	(2.9)	4.9
Total assets	6,780,624	\$6,902,074	6,824,946	(1.8)	1.1
Deferred outflows from pension	47,778	55,189	80,550	(13.4)	(31.5)
Deferred outflows from OPEB	34,877	45,749	3,933	(23.8)	(100.0)
Deferred outflows from derivative instruments	-	-	2,820	-	(100.0)
Deferred outflows from refunded debt	7,010	7,495	7,981	(6.5)	(6.1)
Current liabilities	572,587	506,094	440,091	13.1	15.0
Noncurrent liabilities	4,118,765	4,481,072	4,645,560	(8.1)	(3.5)
Total liabilities	4,691,352	4,987,166	5,085,651	(5.9)	(1.9)
Deferred inflows from pension	1,489	2,775	4,062	(46.3)	(31.7)
Deferred inflows from OPEB	8,830	15,581	31,392	(43.3)	(50.4)
Deferred inflows from refunded debt	-	43,691	7,912	100.0	-
Net position:					
Net investment in capital assets	1,437,569	1,128,827	1,184,617	27.4	(4.7)
Restricted					
Construction	143,632	156,606	145,029	(8.3)	8.0
Debt service	234,604	277,068	276,719	(15.3)	0.1
Operating	8,377	6,756	6,802	24.0	(0.7)
Revenue	42,677	64,575	41,356	(33.9)	56.1
Rate Stabilization	39,009	39,009	39,314	-	(0.8)
Unrestricted	262,750	288,453	97,376	(8.9)	196.2
Total net position	\$ 2,168,618	\$ 1,961,294	\$ 1,791,213	10.6%	9.5%

MASSACHUSETTS WATER RESOURCES AUTHORITY

Management's Discussion and Analysis – Required Supplementary Information

June 30, 2025 and 2024

(Unaudited)

Changes in Net Position

The increase in net position on June 30, 2025, was \$207.3 million, or 10.6%, as compared with June 30, 2024. The Authority's total operating revenues increased by 2.5% to \$873.3 million and total operating expenses increased 11% to \$387 million.

The increase in net position at June 30, 2024 was \$170.4 million, or 9.5%, as compared with June 30, 2023. The Authority's total operating revenues increased by 1.8% to \$851.7 million and total operating expenses increased 11.3% to \$348.8 million.

Changes in Net Position (Dollars in thousands)					
	<u>2025</u>	<u>2024</u>	<u>2023</u>	<u>Percentage change 2025–2024</u>	<u>Percentage change 2024–2023</u>
Operating revenues:					
Customer service revenues	\$ 869,588	\$847,938	\$ 831,932	2.6%	1.9%
Other revenues	<u>3,704</u>	<u>3,780</u>	<u>5,023</u>	<u>(2.0)</u>	<u>(24.7)</u>
Total operating revenues	<u>873,292</u>	<u>851,718</u>	<u>836,955</u>	<u>2.5</u>	<u>1.8</u>
Operating expenses:					
Operations	144,094	144,165	133,377	(0.0)	8.1
Maintenance	47,160	37,678	34,318	25.2	9.8
Payments in lieu of taxes	8,486	8,489	8,479	(0.0)	0.1
Engineering, general, and administrative	<u>187,081</u>	<u>157,926</u>	<u>136,797</u>	<u>18.5</u>	<u>15.4</u>
Total operating expenses	<u>386,821</u>	<u>348,258</u>	<u>312,971</u>	<u>11.1</u>	<u>11.3</u>
Depreciation and amortization	<u>244,521</u>	<u>236,818</u>	<u>230,810</u>	<u>3.3</u>	<u>2.6</u>
Operating income	<u>241,950</u>	<u>266,642</u>	<u>293,174</u>	<u>(9.3)</u>	<u>(9.0)</u>
Nonoperating items:					
Regulatory accounting provisions	-	-	52,124	-	(100.0)
Net nonoperating expenses	<u>(46,932)</u>	<u>(102,858)</u>	<u>(125,459)</u>	<u>(54.4)</u>	<u>(18.0)</u>
Changes in derivative related accounts	-	-	2,940	-	(100.0%)
Total nonoperating items	<u>(46,932)</u>	<u>(102,858)</u>	<u>(70,395)</u>	<u>(54.4)</u>	<u>46.1</u>
Capital grants and contributions	<u>12,306</u>	<u>6,297</u>	<u>3,397</u>	<u>95.4</u>	<u>85.4</u>
Change in net position	207,324	170,081	226,176	21.9	(24.8)
Total net position – beginning of year	<u>1,961,294</u>	<u>1,791,213</u>	<u>1,565,037</u>	<u>9.5</u>	<u>14.5</u>
Total net position – end of year	<u>\$ 2,168,618</u>	<u>\$ 1,961,294</u>	<u>\$ 1,791,213</u>	<u>10.6%</u>	<u>9.5%</u>

During fiscal year 2025, the increases in customer service revenues were primarily due to the 2.60% increase in the rate revenue requirement (\$21.6 million).

During fiscal year 2024, the increases in customer service revenues were primarily due to the 2.40% increase in the rate revenue requirement (\$19.6 million).

MASSACHUSETTS WATER RESOURCES AUTHORITY

Management's Discussion and Analysis – Required Supplementary Information

June 30, 2025 and 2024

(Unaudited)

Operating Costs by Functionality

(Dollars in thousands)

	2025	2024	2023	Percentage change 2025–2024	Percentage change 2024–2023
Wastewater treatment and transport	\$136,145	\$ 129,529	\$ 116,317	5.1%	11.4%
Water treatment and transport	52,191	48,993	45,527	6.5	7.6
Water and wastewater quality	11,494	11,031	10,348	4.2	6.6
Metering and monitoring	8,396	8,417	7,580	(0.2)	11.0
Facilities planning, design, and construction	13,455	13,239	11,674	1.6	13.4
Management information systems	15,605	14,080	13,057	10.8	7.8
Administration and support	63,068	59,977	48,375	5.2	24.0
Total direct operating costs	300,354	285,266	252,878	5.3	12.8
Indirect operating costs	86,467	62,992	60,093	37.3	4.8
 Total operating costs	 \$ 386,821	 \$ 348,258	 \$ 312,971	 11.1%	 11.3%

Increases in wastewater treatment and transport were mainly due to increased utility and maintenance costs and the increase in the contracted O & M costs at the pelletization plant. Water treatment and transport costs increased due to increases cost-of-living adjustment to salaries and wages. Administration and support costs increased due to cost-of-living salaries and wages adjustment and increase in health insurance.

Retirement Benefits

The Massachusetts Water Resources Authority Employees' Retirement System (System) was established to provide pension benefits to Massachusetts Water Resources Authority (Authority) employees and their beneficiaries. The System is governed by a five-member board comprised of the Secretary of the Authority's Board (ex-officio), two members elected by the System's participants, one member appointed by the Authority's Board and one member appointed by the System's Board members.

The System has total plan assets of \$723.5 million and \$675.2 million at December 31, 2024, and 2023, respectively.

Other Post-Employment Benefits (OPEB) Irrevocable Trust

In April 2015, the Authority established the MWRA Other Post-Employment Benefits (OPEB) Irrevocable Trust. The Trust was established for the sole purpose of providing for the advance funding of future costs of retired employee health insurance and other benefits provided to retirees. It is intended that the Trust shall constitute a "Qualified OPEB Trust" according to the standards set forth in GASB Statement No. 45, *Accounting and Financial Reporting by Employers for Postemployment Benefits Other Than Pensions* and the standards of GASB Statement No. 75, *Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions*. The Authority's Board of Directors appointed a five-member Board of Trustees, made up of Authority senior managers, to control and manage the trust.

An initial deposit of \$10.8 million was made to the trust upon establishment of the trust. The balance of the trust at June 30, 2025, and 2024 was \$95.2 million and \$82.1 million, respectively.

MASSACHUSETTS WATER RESOURCES AUTHORITY

Management's Discussion and Analysis – Required Supplementary Information

June 30, 2025 and 2024

(Unaudited)

Capital Assets and Debt Administration

Capital Assets

As of June 30, 2025, and 2024, the Authority had \$5.45 and \$5.48 billion of capital assets (net of depreciation), respectively. This includes land, construction in progress, plant and equipment for the water and sewer systems, lease asset - building, furniture and fixtures, leasehold improvements, and motor vehicles and equipment. The Authority's net capital assets decreased approximately \$28.3 million, or 0.5%, during fiscal year 2025, primarily due to the rate of depreciation being higher than the rate of capitalization.

Capital Assets

(Net of depreciation, dollars in thousands)

	2025	2024	2023	Percentage change 2025–2024	Percentage change 2024–2023
Land	\$ 30,279	\$ 30,214	\$ 30,060	0.2%	0.5%
Construction in progress	411,072	279,826	298,535	46.9	(6.3)
Plant and equipment, water, and sewer systems	4,981,448	5,140,501	5,172,729	(3.1)	(0.6)
Lease asset - building	14,533	16,634	18,735	(12.6)	(11.2)
Subscription asset	855	-	-	-	-
Furniture and fixtures	3,882	4,177	24	(7.1)	17,304.2
Leasehold improvements	195	207	219	(5.8)	(5.5)
Motor vehicles and equipment	5,723	4,761	5,600	20.2	(15.0)
Total	<u>\$ 5,447,987</u>	<u>\$ 5,476,320</u>	<u>\$ 5,525,902</u>	<u>(0.5%)</u>	<u>(0.9%)</u>

Additional information on the Authority's capital assets can be found in Note 7 of this financial report.

Debt Administration

The Authority's bond sales must be approved by its board of directors (the Board) and must comply with rules and regulations of the United States Treasury Department. Neither the Commonwealth of Massachusetts (the Commonwealth) nor any political subdivision thereof shall be obligated to pay the principal of, or premium or interest on, any debt outstanding and neither the faith and credit nor the taxing power of the Commonwealth or any political subdivision thereof is pledged to such payment.

Bond Resolutions

Pursuant to its general bond resolution, the Authority must comply with a rate covenant that requires it to set rates to maintain revenues sufficient to pay current expenses; debt service on indebtedness; required deposits to reserves; costs of maintenance, replacement, and/or improvements to the wastewater and water systems that are considered current expenses and any additional amounts the Authority may be required to pay by any law or contract.

In addition to the rate covenant, the Authority is required to meet two covenants with respect to debt service coverage. The primary debt service coverage requires that the Authority fix and adjust rates and charges to provide revenues available for bond debt service in an amount equal to 1.2 times that is required for debt service on all outstanding bonds, not including subordinated bonds. The subordinated debt service coverage requires that the Authority fix and adjust rates and charges to provide revenues available for bond debt service in an amount equal to 1.1 times that is required for debt service on all outstanding bonds, including subordinated bonds.

Additional information on the Authority's long-term debt can be found in Note 5 of this financial report.

MASSACHUSETTS WATER RESOURCES AUTHORITY

Management's Discussion and Analysis – Required Supplementary Information

June 30, 2025 and 2024

(Unaudited)

Credit Rating

The Authority's \$2.7 billion Senior Lien General Revenue Bonds are rated Aa1 from Moody's Investors Service, AA+ by S&P Global Ratings and AA+ from Fitch Ratings. The \$292.7 million Subordinate Lien General Revenue Bonds are rated Aa2 from Moody's Investors Service, AA by S&P Global Ratings and AA from Fitch Ratings. Some of the Authority's revenue bonds are enhanced by bond insurance. The credit ratings of these bond series will be the higher rating of either the Authority or the firm providing the enhancement. In the case of bonds enhanced by a letter of credit, the rating will be the highest of the Authority's, the provider or, if available, a joint rating. The subordinated debt of \$811.2 million with the Massachusetts Clean Water Trust is not rated as the Authority's debt.

Economic Factors and Next Year's Budget

In June 2025, the Board approved the fiscal year 2026 Current Expense Budget (CEB), which totals \$919.7 million in expenses.

The \$919.7 million expense total is comprised of \$508.7 million (55%) in capital financing costs and \$411 million (45%) in operating expenses, of which \$328 million (80%) is for direct expenses and \$83 million (20%) is for indirect expenses. The total represents an increase of \$39.6 million from fiscal year 2025 spending, which is comprised of \$39.6 million and \$1.4 million in higher operating costs and debt service costs.

The fiscal year 2026 Rate revenue requirement approved by the Board is \$878.8 million; an increase of 2.7% compared with the fiscal year 2025 budget.

Fiscal year 2026 budgeted non-rate revenue totals \$40.9 million, a decrease of \$6.9 million from actual fiscal year 2025 non-rate revenue. The non-rate revenue budget is comprised of \$23.3 million in investment income, \$17.7 million in other user charges and other revenue.

CIP 10 Year Plan

The Authority's planned spending for capital improvements in future years reflects the Authority's ongoing efforts to upgrade and maintain the system and to align its project prioritization process with the Master Plan.

Major planned and ongoing projects include:

- Commitment to long-term redundancy plan for the metropolitan water tunnel system.
- Improvement and replacement of equipment on Deer Island and at major headworks facilities to ensure continued efficient and effective operations.
- Continued asset protection projects for both wastewater and water systems (pump stations and pipelines)
- Dedication to using resources efficiently, responding to climate change and reducing the environmental impacts of the Authority's daily operations by installing alternative energy sources and promotion of improved self-generation.
- Enhanced commitment to the community assistance programs for both the sewer and water systems to improve local infrastructure, including an initiative to provide interest-free loans to assist communities in replacing lead service lines.

MASSACHUSETTS WATER RESOURCES AUTHORITY

Management's Discussion and Analysis – Required Supplementary Information

June 30, 2025 and 2024

(Unaudited)

- Continued investment for the upgrade of Management Information Systems to ensure availability, integrity and security of data.
- Continue the Residuals Asset Protection program for maintaining and improving the operations and infrastructure of the biosolids processing in the long term.
- Improvement and replacement of equipment at CWTP to ensure continued efficient and effective operations.

Contacting the Authority's Financial Management

This report is designed to provide our bondholders, member communities and other interested parties with a general overview of the Authority's finances and to demonstrate the Authority's accountability for the revenue it receives. If you have questions about this report or need additional information, contact the Massachusetts Water Resources Authority, Finance Division, 33 Tafts Avenue, Boston, MA 02128.

MASSACHUSETTS WATER RESOURCES AUTHORITY

Statements of Net Position

June 30, 2025 and 2024

(Dollars in thousands)

Assets	2025	2024
Current assets:		
Cash and cash equivalents (note 3)	\$ 93,598	\$ 84,200
Investments (note 3)	-	5,397
Restricted investments (note 3)	845,357	934,688
Intergovernmental loans (note 6)	43,927	41,323
Accounts receivable	1,606	1,797
Interest receivable	1,044	769
Total current assets	<u>985,532</u>	<u>1,068,174</u>
Noncurrent assets:		
Capital assets:		
Capital assets – not being depreciated (note 7)	441,351	310,040
Capital assets – being depreciated – net (note 7)	4,991,248	5,149,646
Lease asset - building (note 7)	14,533	16,634
Subscription asset (note 7)	855	-
Other assets, net (note 6)	347,105	357,580
Total noncurrent assets	<u>5,795,092</u>	<u>5,833,900</u>
Total assets	<u>6,780,624</u>	<u>6,902,074</u>
Deferred Outflows of Resources		
Deferred outflows from pension (note 10)	47,778	55,189
Deferred outflows from OPEB (note 11)	34,877	45,749
Deferred outflows from refunding debt	7,010	7,495
Liabilities		
Current liabilities:		
Accounts payable and accrued expenses	47,434	39,849
Accounts payable for construction	33,531	29,687
Commercial paper (note 5)	139,195	80,000
Current portion of compensated absences	300	280
Current portion of long-term debt (note 5)	293,162	284,890
Current portion of lease liability (note 8)	1,944	1,798
Current portion of SBITA (note 9)	164	-
Accrued interest on bonds payable	56,857	53,007
Total current liabilities	<u>572,587</u>	<u>489,511</u>
Noncurrent liabilities:		
Reserves (note 4)	77,464	75,557
Retainage on construction in progress	15,529	12,585
Long-term compensated absences	16,564	16,583
Long-term debt – less current portion (note 5)	3,757,024	4,143,367
Lease liability (note 8)	15,195	17,138
Subscription liability (note 9)	521	-
Net pension liability (note 10)	141,571	137,935
Net OPEB liability (note 11)	94,897	94,490
Total noncurrent liabilities	<u>4,118,765</u>	<u>4,497,655</u>
Total liabilities	<u>4,691,352</u>	<u>4,987,166</u>
Deferred Inflows of Resources		
Deferred inflows from pension (note 10)	1,489	2,775
Deferred inflows from OPEB (note 11)	8,830	15,581
Deferred inflows from refunding debt	-	43,691
Net Position		
Net investment in capital assets	1,437,569	1,128,827
Restricted		
Construction	143,632	156,606
Debt service	234,604	277,068
Operating	8,377	6,756
Revenue	42,677	64,575
Rate Stabilization	39,009	39,009
Unrestricted	262,750	288,453
Total net position	<u>\$ 2,168,618</u>	<u>\$ 1,961,294</u>
Commitments and contingencies (notes 8, 9,10,11,12 and 13)		

See accompanying Notes to Financial Statements

MASSACHUSETTS WATER RESOURCES AUTHORITY

Statements of Revenues, Expenses, and Changes in Net Position

Years ended June 30, 2025 and 2024

(Dollars in thousands)

	<u>2025</u>	<u>2024</u>
Operating revenues (note 2):		
Customer services	\$ 869,588	\$ 847,938
Other	3,704	3,780
Total operating revenues	<u>873,292</u>	<u>851,718</u>
Operating expenses:		
Operations	144,094	144,165
Maintenance	47,160	37,678
Payments in lieu of taxes	8,486	8,489
Engineering, general, and administrative	187,081	157,926
Total operating expenses	<u>386,821</u>	<u>348,258</u>
Income from operations before depreciation	486,471	503,460
Depreciation and amortization	<u>244,521</u>	<u>236,818</u>
Operating income	241,950	266,642
Nonoperating revenues (expenses):		
Investment income	42,292	39,002
Interest expense	(87,318)	(133,999)
Change in reserves (note 4)	(1,906)	(7,861)
Total nonoperating expenses	<u>(46,932)</u>	<u>(102,858)</u>
Net gain before capital grants and contributions	195,018	163,784
Capital grants and contributions	<u>12,306</u>	<u>6,297</u>
Increase in net position	207,324	170,081
Total net position - beginning of year	<u>1,961,294</u>	<u>1,791,213</u>
Total net position - end of year	<u>\$ 2,168,618</u>	<u>\$ 1,961,294</u>

See accompanying Notes to Financial Statements

MASSACHUSETTS WATER RESOURCES AUTHORITY

Statements of Cash Flows

Years ended June 30, 2025 and 2024

(Dollars in thousands)

	<u>2025</u>	<u>2024</u>
Cash flows from operating activities:		
Cash received from customers	\$ 869,776	\$ 847,475
Cash paid to suppliers for goods and services	(164,193)	(168,432)
Cash paid to employees for services	(191,732)	(164,948)
Cash paid in lieu of taxes	(8,486)	(8,489)
Other operating receipts	3,352	3,888
Net cash provided by operating activities	<u>508,717</u>	<u>509,494</u>
Cash flows from capital and related financing activities:		
Proceeds from sale of revenue bonds, loans, notes and commercial paper	197,168	380,801
Capital grants for construction	12,306	6,297
Principal paid on leases payable	(1,798)	(1,663)
Interest paid on leases payable	(1,419)	(1,554)
Repayment of debt	(496,425)	(429,363)
Interest paid on debt	(144,476)	(188,183)
Plant expenditures	(201,421)	(206,468)
Net cash used for capital and related financing activities	<u>(636,065)</u>	<u>(440,133)</u>
Cash flows from investing activities:		
Purchases of short-term investments	(55,840)	-
Sales and maturities of short-term investments	38,602	18,700
Transfers from (to) restricted money market investments	123,964	(115,994)
Interest received	30,020	33,077
Net cash provided (used) for investing activities	<u>136,746</u>	<u>(64,217)</u>
Net increase in cash and cash equivalents	9,398	5,144
Cash and cash equivalents - beginning of year	<u>84,200</u>	<u>79,056</u>
Cash and cash equivalents - end of year	<u><u>\$ 93,598</u></u>	<u><u>\$ 84,200</u></u>
Reconciliation of operating income to net cash provided by operating activities:		
Operating income	241,951	266,642
Adjustments to reconcile operating income to net cash provided by operating activities:		
Depreciation and amortization	244,521	236,818
Change in net pension liability	3,636	(15,039)
Change in deferred outflows from pension	7,410	25,361
Change in deferred inflows from pension	(1,286)	(1,286)
Change in net OPEB liability	407	49,110
Change in deferred outflows from OPEB	10,871	(41,816)
Change in deferred inflows from OPEB	(6,751)	(15,811)
Change in other accounts	191	464
Change in accounts payable and accruals	7,767	5,051
Net cash provided by operating activities	<u><u>\$ 508,717</u></u>	<u><u>\$ 509,494</u></u>

NONCASH CAPITAL AND RELATED FINANCING ACTIVITIES

In fiscal 2024, general revenue refunding bonds in the aggregate principal amount of \$279,275 were issued to refund \$359,005 of bonds outstanding.

See accompanying Notes to Financial Statements

MASSACHUSETTS WATER RESOURCES AUTHORITY

Statements of Fiduciary Net Position

June 30, 2025 and 2024

(Dollars in thousands)

	<u>2025</u>	<u>2024</u>
	Pension (and Other Employee Benefit) Trust Funds	Pension (and Other Employee Benefit) Trust Funds
Assets		
Cash and cash equivalents (note 4)	\$ 27,891	\$ 23,843
Investments: (note 4)		
Fixed income	119,411	137,357
Equities	378,515	316,015
Real estate	58,973	61,296
Private equity	74,099	75,630
Hedge funds	25,957	27,512
External investment pool	133,094	114,655
Total investments	<u>790,049</u>	<u>732,465</u>
Accounts receivable	<u>805</u>	<u>995</u>
Total assets	<u>818,745</u>	<u>757,303</u>
Liabilities		
Current liabilities:		
Accounts payable and accrued expenses	100	165
Due to primary government	190	92
Payables for securities purchased	11	-
Total liabilities	<u>301</u>	<u>257</u>
Fiduciary Net Position		
Restricted		
Pensions	723,202	674,932
Postemployment benefits other than pensions	95,242	82,114
Total fiduciary net position	<u>\$ 818,444</u>	<u>\$ 757,046</u>

See accompanying Notes to Financial Statements

MASSACHUSETTS WATER RESOURCES AUTHORITY

Statements of Changes in Fiduciary Net Position

Years ended June 30, 2025 and 2024

(Dollars in thousands)

	<u>2025</u>	<u>2024</u>
	Pension (and Other Employee Benefit) Trust Funds	Pension (and Other Employee Benefit) Trust Funds
Additions		
Contributions:		
Employer	\$ 34,434	\$ 26,610
Plan members	11,446	10,576
Total contributions	<u>45,880</u>	<u>37,186</u>
Investment income:		
Interest and dividends	7,707	10,483
Net realized and unrealized gains	63,465	57,068
Less: investment fees	(6,510)	(3,648)
Net investment income	<u>64,662</u>	<u>63,903</u>
Reimbursements and transfers from other systems	<u>2,791</u>	<u>2,409</u>
Total additions	<u>113,333</u>	<u>103,498</u>
Deductions		
Benefits paid to participants or beneficiaries	50,526	46,428
Reimbursements and transfers to other systems	895	1,137
Administrative expenses	514	505
Total deductions	<u>51,935</u>	<u>48,070</u>
Change in fiduciary net position	61,398	55,428
Total fiduciary net position - beginning of year	<u>757,046</u>	<u>701,618</u>
Total fiduciary net position - end of year	<u><u>\$ 818,444</u></u>	<u><u>\$ 757,046</u></u>

See accompanying Notes to Financial Statements

MASSACHUSETTS WATER RESOURCES AUTHORITY

Notes to Financial Statements

June 30, 2025 and 2024

(Dollars in thousands)

(1) Organization

The Massachusetts Water Resources Authority (the Authority) was established in January 1985 pursuant to Chapter 372 (the Enabling Act) of the Act of 1984 of the Commonwealth of Massachusetts (the Commonwealth). The Authority, a successor agency to certain functions of the Metropolitan District Commission (the MDC) (which became part of the Department of Conservation and Recreation (the DCR) in July 2003), is a public instrumentality and, effective July 1, 1985, provides water supply services and sewage collection, treatment, and disposal services to areas of the Commonwealth.

The Authority is governed by an 11-member board of directors (the Board) chaired by the Secretary of Energy and Environmental Affairs for the Commonwealth. The Secretary and two other members are appointed by the Governor. Three members of the Board are appointed by the Mayor of Boston and three are appointed by the Authority's Advisory Board. One member is appointed by the Mayor of Quincy and one by the Winthrop Council President.

The Authority has also considered all component units for which it is financially accountable as well as other organizations for which the nature and /or significance of their relationship with the Authority are such that exclusion would cause the Authority's basic financial statements to be misleading or incomplete. As required by GAAP, these basic financial statements present the Authority (primary government) and its component units.

The Authority has included entities as fiduciary fund component units in the reporting entity because of the significance of their operational and financial relationship with the Authority. Component units are entities that are legally separate from the Authority, but are so closely related that they are, in substance, the same as the Authority or entities providing services entirely or almost entirely for the benefit of the Authority.

Fiduciary Fund Component Units

The Massachusetts Water Resources Authority Employees' Retirement System (Pension Trust) was established to provide pension benefits to Authority employees and their beneficiaries. The Pension Trust is governed by a five-member board comprised of the Secretary of the Authority's Board (ex-officio), two members elected by the Pension Trust's participants, one member appointed by the Authority's Board and one member appointed by the Pension Trust's Board members. The Pension Trust is presented using the accrual basis of accounting and is reported in the Pension (and Other Employee Benefit) Trust Funds in the fiduciary funds financial statement. The Pension Trust's year end is December 31st.

The Massachusetts Water Resources Authority Irrevocable OPEB Trust (OPEB Trust) is a single-employer other post-employment benefits (OPEB) plan, for the purpose of accumulating and investing assets to fund certain post-retirement medical and life insurance for retirees of the Authority. The Board of Trustees is composed of five members including the following Authority employees: Executive Director, Director of Finance, Treasurer, Budget Director and Director of Human Resources. The OPEB Trust is presented using the accrual basis of accounting and is reported in the Pension (and Other Employee Benefit) Trust Funds in the fiduciary funds financial statement. The OPEB Trust's year end is June 30th.

Complete financial statements for the Trusts can be obtained from the Authority's administrative offices at 33 Tafts Avenue, Boston, MA 02129.

MASSACHUSETTS WATER RESOURCES AUTHORITY

Notes to Financial Statements

June 30, 2025 and 2024

(Dollars in thousands)

(2) Summary of Significant Accounting Policies

The accounting policies of the Authority conform to U.S. generally accepted accounting principles as applicable to government enterprises. The following is a summary of the Authority's significant accounting policies:

(a) Basis of Presentation

The Authority is required by the Enabling Act to establish user rates for its water and sewer services which provide sufficient funds to recover the costs of operations (excluding depreciation), debt service, maintenance, replacements, improvements to its facilities, and appropriate reserves. The Authority's financial statements are reported on the accrual basis of accounting and the economic measurement focus as specified by the Governmental Accounting Standards Board's (GASB) requirements for an enterprise fund.

The Authority distinguishes operating revenues and expenses from non-operating items. Operating revenues and expenses generally result from providing water and sewer services to its member communities. All revenues and expenses not meeting this definition are reported as non-operating revenues and expenses, with the exception of regulatory provisions as discussed below. All operating revenues are pledged for repayment of outstanding debt service.

In fiscal year 2024, the Authority implemented GASB Statement No. 100, *Accounting Changes and Error Corrections*. This statement did not have an impact on the Authority.

In fiscal year 2025, the Authority implemented GASB Statement No. 101, *Compensated Absences* and GASB Statement No. 102, *Certain Risk Disclosures*. These statements did not have an impact on the Authority.

(b) Capital Assets

On July 1, 1985, ownership of the MDC's sewer and waterworks personal property was transferred to the Authority. Pursuant to the Enabling Act, ownership of the real property of the MDC sewer and waterworks systems was not transferred from the Commonwealth to the Authority; however, the Authority has the right to use, improve, maintain, and manage that property. In addition, ownership of the real and personal property of the watershed system remains with the Commonwealth; however, the Authority has the right to utilize the water therefrom for water supply purposes.

The personal property, together with the rights to the real property and watershed system, was recorded at its estimated fair value of \$2,331,465 (including certain construction projects which were in progress as of July 1, 1985), based upon an appraisal performed by valuation specialists. Property, plant, and equipment acquired or constructed since July 1, 1985, is stated at acquisition cost, and includes the expenditure of capital grants in aid of construction.

Betterments and major renewals are capitalized and included in capital asset accounts, while expenditures for maintenance and repairs are charged to expense when incurred. The cost of depreciable assets and related accumulated depreciation is eliminated from the accounts when such items are disposed of or otherwise retired.

The Authority's capitalization threshold is \$100.

MASSACHUSETTS WATER RESOURCES AUTHORITY

Notes to Financial Statements

June 30, 2025 and 2024

(Dollars in thousands)

(c) Depreciation

The Authority provides for depreciation by use of the straight-line method. Depreciation is intended to distribute the cost of depreciable properties, including those financed by capital grants in aid of construction, over the following estimated average useful lives:

	<u>Years</u>
Plant and Equipment, Water and Sewerage Systems	5–100
Motor Vehicles and Equipment	5
Furniture and Fixtures	7
Leasehold Improvements	Shorter of useful life or lease term

(d) Revenue Recognition

The Authority recognizes revenue as amounts become due from its customers for water and sewer services provided. The majority of the Authority's billings to cities and towns are subject to, in the event of nonpayment, the local aid intercept allowed by the Enabling Act.

(e) Net Position

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

(f) Cash and Cash Equivalents

Authority:

The Authority's policy is to treat unrestricted investments with a maturity date of three months or less when purchased as cash equivalents for purposes of the statements of cash flows. Restricted cash and cash equivalents are combined with investments on the statements of net position and shown separately on the statements of cash flows as an investing activity.

Pension and OPEB Trust:

Cash and cash equivalents is considered to be cash on hand, demand deposits and short-term investments with an original maturity of three months or less from the date of acquisition.

(g) Payments in Lieu of Taxes

The Enabling Act authorizes and directs the Authority to pay to the DCR (formerly the MDC) Division of Watershed Management, who in turn remits payment to each city or town in which land of the Quabbin watershed and Ware River watershed is located. Each such payment is equal to the amount which the respective city or town would receive in property taxes, based upon the fair value of such land if such land were not tax exempt.

MASSACHUSETTS WATER RESOURCES AUTHORITY

Notes to Financial Statements

June 30, 2025 and 2024

(Dollars in thousands)

(h) Investments

Authority:

Investments are recorded at fair value, other than certain investments that are recorded at net asset value (NAV). The Authority uses an independent pricing source to determine the fair value of investments at quoted market prices. Changes in fair value are included in non-operating investment income in the Statements of Revenues, Expenses, and Changes in Net Position. Investments that are measured at NAV are the investments in the Massachusetts Municipal Depository Trust (MMDT) which is a 2a7-like external investment pool that is overseen by the Massachusetts State Treasurer and whose fair value of each share is equal to the number of shares; thus NAV is equal to \$1.00 per share.

Pension and OPEB Trusts:

Investments are reported at fair value. Fair values of investments are based on quotations from a national securities exchange, except for the Systems' investment in the Pension Reserves Investment Trust (PRIT), hedge funds, private equity and real estate investments, for which fair values are estimated as detailed below.

External Investment Pool (PRIT)

PRIT is an external investment pool comprised of securities measured at various fair value measurements. The investment pool is managed by the Pension Reserves Investment Management (PRIM) Board and the System's share of the pool is reported at fair value in the System's financial statements. A complete copy of PRIT's separately issued financial statements can be obtained from PRIM Board at 84 State Street, Boston, MA 02109, or by visiting the PRIM Board's website at <http://www.mapension.com/public-records/records-of-interest/>.

Hedge Funds, Private Equity, and Real Estate Investments

The fair values of these types of investments have been determined by third party investment managers using Net Asset Value (NAV) per share (or its equivalent) on the System's ownership interest in the pool or partner's capital.

(i) Compensated Absences

Employees of the Authority may accumulate unused sick time of which 30% will be paid in cash upon retirement from the Authority. The liability for vacation leave is based on the amount earned but not used; for sick leave, it is based on a percentage of the amount accumulated at the statement of net position dates. The liability for both amounts is calculated based on the pay or salary rates in effect at the statements of net position dates.

(j) Pensions

For purposes of measuring the net pension liability, deferred outflows of resources and deferred inflows of resources related to pensions, and pension expense, information about the fiduciary net position of the Plan and additions to/deductions from the Plan's fiduciary net position have been determined on the same basis as they are reported by the Authority. For this purpose, benefit payments (including refunds of employee contributions) are recognized when due and payable in accordance with the benefit terms. Investments are reported at fair value.

MASSACHUSETTS WATER RESOURCES AUTHORITY

Notes to Financial Statements

June 30, 2025 and 2024

(Dollars in thousands)

(k) Postemployment Benefits Other Than Pensions (OPEB)

For purposes of measuring the net OPEB liability, deferred outflows of resources and deferred inflows of resources related to OPEB, and OPEB expense, information about the fiduciary net position of the OPEB Trust and additions to/deductions from the OPEB Trust's fiduciary net position have been determined on the same basis as they are reported by the Authority. For this purpose, the Authority recognizes benefit payments when due and payable in accordance with the benefit terms. Investments are reported at fair value, except for money market investments and participating interest-earning investment contracts that have a maturity at the time of purchase of one year or less, which are reported at cost.

(l) Use of Estimates

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

(m) Reclassifications

Certain reclassifications were made to the fiscal year 2024 financial statements to conform to the fiscal year 2025 presentation.

(3) Deposits and Investments

(1) Authority (Excluding the Pension and OPEB Trusts):

The following represents essential risk information about the Authority's deposits and investments:

(a) Custodial Credit Risk – Deposits

The custodial credit risk for deposits and certificates of deposit is the risk that, in the event of a bank failure, the Authority's deposits may not be recovered. Per the Authority's policy, credit risk is minimized by diversifying portfolio of funds and ensuring the amounts held in deposits is adequate to accommodate the reasonable cash needs of the Authority.

The bank deposits on June 30, 2025, and 2024 were \$72,215 and \$75,812, respectively. Of these amounts, \$71,965 and \$75,562 were exposed to custodial credit risks as uninsured and uncollateralized.

(b) Investments

The Authority is authorized by its general bond resolution to invest in obligations of the U.S. Treasury, its agencies and instrumentalities, bonds, or notes of public agencies or municipalities, bank time deposits, guaranteed interest contracts, Massachusetts Municipal Depository Trust (MMDT) accounts, interest rate swap agreements, and repurchase agreements. All investments are held by a third-party in the Authority's name. These investments are recorded at fair value.

MASSACHUSETTS WATER RESOURCES AUTHORITY

Notes to Financial Statements

June 30, 2025 and 2024

(Dollars in thousands)

(c) Credit Ratings

All debt securities purchased, such as FNMA, FHLMC, and FHLB issues have credit ratings of AA+.

The Massachusetts Municipal Depository Trust funds are not rated.

The general bond resolution limits the Authority to investing in securities that are rated in the three highest rating categories as defined by S&P and Moody's or other rating agencies.

(d) Concentration Risk

At June 30, 2025, and 2024, the Authority had investments with the issuer, Federal Farm Credit Banks (FFCB), which totaled 10.7% and 7.7%, respectively, of the total investments.

At June 30, 2025, and 2024, the Authority had investments with the issuer, Federal National Mortgage Association (FNMA), which totaled 9.3% and 7.9%, respectively of total investments.

(e) Interest Rate Risk

The following is a listing of the Authority's fixed income investments and related maturity schedule as of June 30, 2025 and 2024:

June 30, 2025					
Investment maturities (in years)					
Investment Type	Fair Value	<1	1-3	4-8	>9
Mass Municipal Depository Trust	\$ 590,605	\$ 590,605	\$ -	\$ -	\$ -
U.S. Agency Obligations	249,283	59,563	113,478	76,242	-
U.S. Treasury Bills	5,469	-	5,469	-	-
Total	<u>\$ 845,357</u>	<u>\$ 650,168</u>	<u>\$ 118,947</u>	<u>\$ 76,242</u>	<u>\$ -</u>

June 30, 2024					
Investment maturities (in years)					
Investment Type	Fair Value	<1	1-3	4-8	>9
Mass Municipal Depository Trust	\$ 714,602	\$ 714,602	\$ -	\$ -	\$ -
U.S. Agency Obligations	225,483	8,380	128,591	88,512	-
Total	<u>\$ 940,085</u>	<u>\$ 722,982</u>	<u>\$ 128,591</u>	<u>\$ 88,512</u>	<u>\$ -</u>

The majority of the Authority's investments are held in short-term money market funds and long-term investments in U.S. agency obligations that are held in the debt service reserve funds where the intent is to hold until maturity.

MASSACHUSETTS WATER RESOURCES AUTHORITY

Notes to Financial Statements

June 30, 2025 and 2024

(Dollars in thousands)

(f) *Investment Values*

The Authority categorizes its fair value measurements within the fair value hierarchy established by generally accepted accounting principles. Debt securities classified in Level 1 of the fair value hierarchy are valued using prices quoted in active markets for those securities. Debt securities classified in Level 2 of the fair value hierarchy are valued using a matrix pricing technique. Matrix pricing is used to value securities based on the securities' relationship to benchmark quoted prices. The Authority has no securities classified in Level 3. The investment in MMDT, an external investment pool, is measured at \$1.00 per share – the net asset value determined by the pool.

The Authority has the following recurring fair value measurements as of June 30, 2025, and 2024: U.S. Government agency obligations \$254,752 and \$255,483 (Level 2), respectively, and MMDT \$590,604 and \$714,602 (NAV), respectively. There are no withdrawal restrictions or unfunded commitments related to the MMDT investment.

(g) *Restricted Investments by Fund*

The following summarizes restricted investments as of June 30, 2025 and 2024 by various funds and accounts established by the Authority for debt covenants and other purposes:

	2025	2024
Restricted Investments:		
Construction	\$ 143,633	\$ 156,604
Debt Service Reserves	158,364	150,786
Debt Service Principal and Interest	348,032	414,851
Debt Service - Revenue Redemption	23,902	22,609
Operating Reserve	59,763	58,022
Rate Stabilization Reserve	39,009	39,009
Revenue	42,677	64,575
Combined Reserves - Renewal and Replacement Reserve	10,014	10,045
Combined Reserves - Insurance Reserve	12,629	12,200
Insurance Related Escrow Deposits	7,334	5,987
Total Restricted Investments	<u>\$ 845,357</u>	<u>\$ 934,688</u>

No funds were withdrawn from the Operating Reserve, Renewal and Replacement Reserve or Insurance Reserve during the fiscal year. Changes in investment balances reflect changes in fair value.

MASSACHUSETTS WATER RESOURCES AUTHORITY

Notes to Financial Statements

June 30, 2025 and 2024

(Dollars in thousands)

(2) Pension Trust:

(a) Deposits – Custodial Credit Risk

Custodial credit risk for deposits is the risk that, in the event of a bank failure, the Pension Trust's deposits may not be recovered. The Pension Trust's policy for custodial credit risk of deposits is to rely on FDIC insurance. As of December 31, 2024, and 2023, the Pension Trust was not exposed to custodial credit risk. The carrying value of the Pension Trust's deposits totaled \$10 and \$10 at December 31, 2024, and 2023, respectively.

(b) Investment Summary

The Pension Trust's investments at December 31, 2024 and 2023 are presented below. All investments are presented by investment type, with debt securities presented by maturity (using segmented time distribution).

December 31, 2024					
Investment maturities (in years)					
Investment Type	Fair Value	<1	1-5	6-10	>10
<u>Debt Securities:</u>					
Money market mutual funds	\$ 22,336	\$ 22,336	\$ -	\$ -	\$ -
Fixed income securities	119,411	119,411	-	-	-
Total Debt Securities	141,747	\$ 141,747	\$ -	\$ -	\$ -
<u>Other Investments:</u>					
Equity Securities	378,515				
External Investment Pools (PRIT)	43,397				
Hedge Funds	25,957				
Real Estate	58,973				
Private Equity	74,098				
Total Other Investments	580,940				
Total Investments	\$ 722,687				

December 31, 2023					
Investment maturities (in years)					
Investment Type	Fair Value	<1	1-5	6-10	>10
<u>Debt Securities:</u>					
Money market mutual funds	\$ 20,799	\$ 20,799	\$ -	\$ -	\$ -
Fixed income securities	137,357	106,830	-	12,019	18,508
Total Debt Securities	158,156	\$ 127,629	\$ -	\$ 12,019	\$ 18,508
<u>Other Investments:</u>					
Equity Securities	316,015				
External Investment Pools (PRIT)	35,575				
Hedge Funds	27,512				
Real Estate	61,296				
Private Equity	75,630				
Total Other Investments	516,028				
Total Investments	\$ 674,184				

(c) Investments – Interest Rate Risk of Debt Securities

Interest rate risk for debt securities is the risk that changes in interest rates of debt securities will adversely affect the fair value of an investment. The Pension Trust's policy for interest rate risk is the duration of the portfolio should be consistent with the appropriate indices. Unless otherwise agreed to, the duration of the portfolio must be within 25% of the appropriate benchmark.

MASSACHUSETTS WATER RESOURCES AUTHORITY

Notes to Financial Statements

June 30, 2025 and 2024

(Dollars in thousands)

(d) Investments – Custodial Credit Risk

Custodial credit risk for investments is the risk that, in the event of the failure of the counterparty, the Pension Trust will not be able to recover the value of its investments or collateral securities that are in the possession of an outside party. The Pension Trust's policy for custodial credit risk of investments intends that all investments are either insured and/or registered in the name of the Pension Trust. As of December 31, 2024 and 2023, the Pension Trust was not exposed to custodial credit risk.

(e) Investments – Credit Risk of Debt Securities

Credit risk for debt securities is the risk that an issuer or other counterparty to a debt security will not fulfill its obligations. The Pension Trust's policies for credit risk of debt securities include the minimum quality rating at the time of purchase cannot be below a rating of CCC. Non-rated securities may comprise 10% of the portfolio, provided that the applicable manager determines that, if such an issue was rated, it would be allowed under the above limitation and that the non-rated issue is deemed to be below BAA (investment grade). Compliance with credit ratings provided by Moody's, Standard & Poor's and Fitch is not sufficient for an issue to be deemed an appropriate investment. The managers are responsible for making an independent analysis of the credit-worthiness of securities

As of December 31, 2024 and 2023, the credit quality ratings of the Pension Trust's money market mutual funds and pooled fixed income funds are unrated by any nationally recognized statistical rating organization.

(f) Deposits and Investments – Foreign Currency Risk

Foreign currency risk is the risk that fluctuations in exchange rates will adversely affect the fair value of an investment or a deposit. The Pension Trust does not have a policy regarding foreign currency risk. As of December 31, 2024 and 2023, the Pension Trust was not exposed to foreign currency risk.

(g) Investments – Concentration of Credit Risk

Concentration of credit risk is the risk of loss attributed to the magnitude of the Pension Trust's investment in a single issuer. The Pension Trust's policy for concentration of credit risk is that not more than 5% of the fair value of the Pension Trust's portfolio can be invested in the debt obligations of any one issuer, except for securities issued by the U.S. Government, or its agencies, which may be held without limitation. As of December 31, 2024, and 2023, the Pension Trust was not exposed to concentration of credit risk.

MASSACHUSETTS WATER RESOURCES AUTHORITY

Notes to Financial Statements

June 30, 2025 and 2024

(Dollars in thousands)

(h) Fair Value Measurements

The Pension Trust categorizes its fair value measurements within the fair value hierarchy established by generally accepted accounting principles. The hierarchy is based on the valuation inputs used to measure the fair value of the asset. Level 1 inputs are quoted prices in active markets for identical assets; Level 2 inputs are significant other observable inputs; Level 3 inputs are significant unobservable inputs. The Pension Trust has the following recurring fair value measurements as of December 31, 2024 and 2023:

December 31, 2024		Fair Value Measurements Using	
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)
Investments by Fair Value Level	Fair Value		
<u>Debt Securities:</u>			
Money market mutual funds	\$ 22,336	\$ 22,336	\$ -
Fixed income securities	-	-	-
Total Debt Securities	22,336	22,336	-
Equity Securities	23,601	23,601	-
Total Investments by Fair Value Level	45,937	\$ 45,937	\$ -
<u>Investments measured at Net Asset Value (NAV)</u>			
Pooled Equity Funds	354,914		
Pooled Fixed Income Funds	119,411		
Private Equity	74,098		
Real Estate	58,973		
Hedge Funds	25,957		
Investments measured at NAV	633,353		
<u>Other investments measured at fair value</u>			
External Investment Pool (PRIT)	43,397		
Total Investments	\$ 722,687		

MASSACHUSETTS WATER RESOURCES AUTHORITY

Notes to Financial Statements

June 30, 2025 and 2024

(Dollars in thousands)

December 31, 2023		Fair Value Measurements Using	
Investments by Fair Value Level	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)
<u>Debt Securities:</u>			
Money market mutual funds	\$ 20,799	\$ 20,799	\$ -
Fixed income securities	30,527	27,080	3,447
Total Debt Securities	51,326	47,879	3,447
Equity Securities	113,505	113,505	-
Total Investments by Fair Value Level	164,831	\$ 161,384	\$ 3,447
<u>Investments measured at Net Asset Value (NAV)</u>			
Pooled Equity Funds	202,510		
Pooled Fixed Income Funds	106,830		
Private Equity	75,630		
Real Estate	61,296		
Hedge Funds	27,512		
Investments measured at NAV	473,778		
<u>Other investments measured at fair value</u>			
External Investment Pool (PRIT)	35,575		
Total Investments	\$ 674,184		

Debt and equity securities classified in Level 1 of the fair value hierarchy are valued using prices quoted in active markets for those securities. Equity securities classified in Level 2 of the fair value hierarchy are valued using a matrix pricing technique. Matrix pricing is used to value securities based on the securities relationship to benchmark quoted prices.

The valuation method for investments measured at the net asset value (NAV) per share (or its equivalent) is presented on the following table.

MASSACHUSETTS WATER RESOURCES AUTHORITY

Notes to Financial Statements

June 30, 2025 and 2024

(Dollars in thousands)

December 31, 2024				
	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Private equity (1)	\$ 74,098	17,098	N/A ⁽¹⁾	N/A ⁽¹⁾
Real estate (2)	58,973	5,592	N/A ⁽²⁾	N/A ⁽²⁾
Hedge funds	25,957	-	Quarterly	90-100 days
Pooled Equity Funds	354,914	-	1-30 days	1 - 60 days
Pooled Fixed Income Funds	119,411	-	1-30 days	1 - 15 days
Total Investments Measured at the NAV	<u>\$ 633,353</u>			

December 31, 2023				
	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Private equity (1)	\$ 75,630	23,615	N/A ⁽¹⁾	N/A ⁽¹⁾
Real estate (2)	61,296	8,922	N/A ⁽²⁾	N/A ⁽²⁾
Hedge funds	27,512	-	Quarterly	90-100 days
Pooled Equity Funds	202,510	-	1-30 days	1 - 60 days
Pooled Fixed Income Funds	106,830	114,794	1-30 days	1 - 15 days
Total Investments Measured at the NAV	<u>\$ 473,778</u>			

- (1) Private Equity Funds: This type includes 21 private equity funds that consist primarily of limited partnership interests in corporate finance and venture capital funds. The fair values of the investments in this type have been determined using the NAV per share (or its equivalent) of the Pension Trust's ownership interest in partners' capital. The investments can never be redeemed with the funds. Distributions from each of these funds will be received as the underlying investments of the funds are liquidated. It is expected that the underlying assets of the funds will be liquidated over the next 1 to 12 years.
- (2) Real Estate Funds: This type includes 11 real estate funds that invest primarily in U.S. commercial real estate and value added opportunities. The fair values of the investments in this type have been determined using the NAV per share (or its equivalent) of the Pension Trust's ownership interest in partners' capital. There are two investments with approximate values of \$21,100 and \$22,600 at December 31, 2024, and \$23,700 and \$23,400 at December 31, 2023, for which the investments can be redeemed quarterly, with a redemption notice period of 90 days. The remaining investments can never be redeemed with the funds. Distributions from each of these funds will be received as the underlying investments of the funds are liquidated. It is expected that the underlying assets of the funds will be liquidated over the next 1 to 12 years.

MASSACHUSETTS WATER RESOURCES AUTHORITY

Notes to Financial Statements

June 30, 2025 and 2024

(Dollars in thousands)

(3) OPEB Trust:

(a) Deposits – Custodial Credit Risk

The custodial credit risk for deposits and certificates of deposit is the risk that, in the event of a bank failure, the OPEB Trust's deposits may not be recovered.

The bank deposits at June 30, 2025, and 2024 were \$5,545 and \$3,034 respectively. Of these amounts, \$5,295 and \$2,784 were exposed to custodial credit risks as uninsured and uncollateralized.

(b) Investments Summary

The Trustees have adopted a formal cash and investment policy. All funds will be invested with the Commonwealth of Massachusetts Pension Reserves Investment Trust (PRIT) fund through the State Retiree Benefits Trust Fund.

The investment in the PRIT fund is not subject to custodial or concentration risk and the Trust does not have policies to address such risks. The investment in PRIT is subject to foreign currency risk to the extent exchange rates will adversely affect the fair value of PRIT's international investments. The Trust does not have a policy to address this risk. The PRIT fund is unrated. PRIT does not place any limitations or restrictions on withdrawals.

Investments are recorded at fair value. The Trust categorizes its fair value measurements with the fair value hierarchy established by generally accepted accounting principles. Debt securities classified in Level 1 of the fair value hierarchy are valued using prices quoted in active markets for those securities. Debt securities classified in Level 2 of the fair value hierarchy are valued using a matrix pricing technique. Matrix pricing is used to value securities based on the securities' relationship to benchmark quoted prices. The Trust has no debt securities classified in Level 3.

The OPEB Trust's investment in the PRIT fund, totaling \$89,697 and \$79,080 at June 30, 2025 and 2024, respectively, is classified as Level 2.

(4) Bond Resolution Reserves

The components of the reserves funded from revenues and required by the general and supplemental bond resolutions at June 30, 2025 and 2024 are as follows:

Reserves	Sewer	Water	Total	
			2025	2024
Renewal and Replacement	\$ 2,544	\$ 1,457	\$ 4,001	\$ 4,001
Insurance	7,000	7,000	14,000	14,000
Operating	38,934	20,529	59,463	57,556
Total	<u>\$ 48,478</u>	<u>\$ 28,986</u>	<u>\$ 77,464</u>	<u>\$ 75,557</u>

A renewal and replacement reserve of \$6,000 was established through grant receipts transferred from the Commonwealth in 1985 and is included in restricted net position at June 30, 2025, and 2024.

MASSACHUSETTS WATER RESOURCES AUTHORITY

Notes to Financial Statements

June 30, 2025 and 2024

(Dollars in thousands)

(5) Notes Payable and Long-Term Debt

Long-term debt at June 30, 2025 and 2024 consisted of the following:

	<u>2025</u>	<u>2024</u>
General Revenue Bonds:		
2016 Series B, 4% to 5%, issued May 12, 2016, due 2025 to 2030	\$ 1,590	\$ 7,630
2017 Series B, 5%, issued May 18, 2017, due 2028 to 2042	16,155	21,720
2018 Series B, 5%, issued May 16, 2018, due 2025 to 2043	47,210	57,340
2019 Series B, 5%, issued May 22, 2019, due 2025 to 2044	99,855	115,895
2019 Series E, 1 9/10% to 3 1/5%, issued November 1, 2019, due 2025 to 2044	48,160	50,000
2020 Series B, 5% issued August 20, 2020, due 2025 to 2045	135,955	141,155
2021 Series B, 5%, issued December 22, 2021, due 2025 to 2041	45,240	53,305
2023 Series B, 5% to 5.25%, issued April 27, 2023, due 2025 to 2048	127,145	133,975
2024 Series B, 5%, issued June 26, 2024, due 2025 to 2049	166,260	166,260
Total	<u>687,570</u>	<u>747,280</u>
General Revenue Refunding Bonds:		
2007 Series B, 5 1/4%, issued February 1, 2007, due 2025 to 2038	554,135	602,275
2014 Series F, 5%, issued November 19, 2014, due 2025	-	4,350
2016 Series C, 4% to 5%, issued May 12, 2016, due 2025 to 2040	226,070	276,560
2016 Series D, 3% to 5%, issued August 24, 2016, due 2029 to 2042	41,770	43,075
2017 Series C, 5%, issued May 18, 2017, due 2025 to 2032	100,890	135,875
2018 Series C, 5%, issued May 16, 2018, due 2025 to 2026	7,100	8,030
2019 Series F, 1 7/10% to 3 1/10%, issued November 1, 2019, due 2025 to 2039	247,485	290,880
2021 Series C, 1/2% to 2 9/10%, issued December 22, 2021, due 2025 to 2044	489,140	496,870
2023 Series C, 5%, issued April 27, 2023, due 2026 to 2033	100,340	100,340
2024 Series C, 5%, issued June 26, 2024, due 2027 to 2042	279,275	279,275
Total	<u>2,046,205</u>	<u>2,237,530</u>

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Notes to Financial Statements

June 30, 2025 and 2024

(Dollars in thousands)

	<u>2025</u>	<u>2024</u>
General Revenue Bonds with the Massachusetts		
Clean Water Trust - Direct Borrowings:		
1999 Series E Sewer, 4 3/4%, issued		
October 6, 1999, due 2025 to 2029	\$ 2,602	\$ 3,072
1999 Series F Sewer, 5 3/4% to 6%, issued		
November 3, 1999, due 2025 to 2029	47,265	62,970
2000 Series E Sewer, 5 1/2%, issued		
November 1, 2000, due 2025 to 2030	22,847	26,244
2001 Series D Sewer, 5 3/8% to 5 1/2%, issued		
July 26, 2001, due 2025 to 2029	264	313
2002 Series H Sewer, 5%, issued		
October 31, 2002, due 2025 to 2032	33,975	37,630
2002 Series I Sewer, 5 1/2%, issued		
October 31, 2002, due 2025 to 2030	798	916
2003 Series C Sewer, 5% to 5 1/4%, issued		
November 6, 2003, due 2025 to 2033	13,303	14,526
2004 Series C Sewer, 5% to 5 1/4%, issued		
October 26, 2004, due 2025 to 2033	4,503	4,914
2004 Series D Sewer, 5%, issued		
November 29, 2004, due 2025 to 2034	25,805	27,850
2004 Series D Water, 5%, issued		
November 29, 2004, due 2025	-	970
2005 Series C Sewer, 5% to 5 1/4%, issued		
November 3, 2005, due 2025 to 2033	2,258	2,464
2005 Series D Sewer, 2 3/10%, issued		
November 16, 2005, due 2025 to 2035	28,707	30,973
2005 Series D Water, 0% to 2%, issued		
November 16, 2005, due 2025 to 2025	787	1,569
2005 Series E Sewer, 2%, issued		
November 16, 2005, due 2025	23	47
2005 Series E Water, 2%, issued		
November 16, 2005, due 2025	7	12
2006 Series C Sewer, 5%, issued		
October 26, 2006, due 2025 to 2034	2,832	3,283
2006 Series D Sewer, 2 3/10%, issued		
December 14, 2006, due 2025 to 2036	28,479	30,510
2006 Series D Water, 0% to 2%, issued		
December 14, 2006, due 2025 to 2026	3,143	4,700
2006 Series E Sewer, 2%, issued		
December 14, 2006, due 2025 to 2026	44	66
2006 Series E Water, 2%, issued		
December 14, 2006, due 2025 to 2026	20	30

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Notes to Financial Statements

June 30, 2025 and 2024

(Dollars in thousands)

	<u>2025</u>	<u>2024</u>
General Revenue Bonds with the Massachusetts		
Clean Water Trust - Direct Borrowings (Continued):		
2007 Series C Sewer, 2% to 2 3/10%, issued		
November 9, 2007, due 2025 to 2035	\$ 814	\$ 986
2007 Series C Water, 2%, issued		
November 9, 2007, due 2025	156	310
2007 Series D Sewer, 2 3/10%, issued		
November 9, 2007, due 2025 to 2036	11,674	12,509
2007 Series E Sewer, 2 2/5%, issued		
December 18, 2007, due 2025 to 2037	29,234	31,125
2007 Series E Water, 2%, issued		
December 18, 2007, due 2025 to 2027	3,534	4,665
2008 Series G Sewer, 2%, issued		
December 9, 2008, due 2025 to 2026	698	1,036
2008 Series G Water, 2%, issued		
December 9, 2008, due 2025 to 2026	153	227
2009 Series C Sewer, 2% to 2 2/5%, issued		
March 18, 2009, due 2025 to 2038	37,454	39,674
2009 Series C Water, 2%, issued		
March 18, 2009, due 2025 to 2028	7,078	8,761
2009 Series D Sewer, 2% to 2 2/5%, issued		
December 15, 2009, due 2025 to 2037	4,186	4,708
2009 Series D Water, 2%, issued		
December 15, 2009, due 2025 to 2027	243	322
2010 Series D Sewer, 2% to 2 2/5%, issued		
July 8, 2010, due 2025 to 2040	13,711	14,751
2010 Series D Water, 2%, issued		
July 8, 2010, due 2025 to 2030	7,919	9,149
2011 Series A Sewer, 2% to 2 2/5%, issued		
March 15, 2011, due 2025 to 2038	2,356	2,598
2011 Series A Water, 2%, issued		
March 15, 2011, due 2025 to 2028	1,353	1,677
2012 Series C Sewer, 2% to 2 2/5%, issued		
June 6, 2012, due 2025 to 2040	2,885	3,329
2012 Series C Water, 2%, issued		
June 6, 2012, due 2025 to 2030	1,422	1,642
2012 Series D Sewer, 2% to 2 2/5%, issued		
June 13, 2012, due 2025 to 2042	19,464	21,684
2012 Series D Water, 2%, issued		
June 13, 2012, due 2025 to 2032	3,883	4,323
2013 Series B Sewer, 2% to 2 2/5%, issued		
May 22, 2013, due 2025 to 2043	12,274	13,982
2013 Series B Water, 2%, issued		
May 22, 2013, due 2025 to 2033	3,893	4,334

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Notes to Financial Statements

June 30, 2025 and 2024

(Dollars in thousands)

	<u>2025</u>	<u>2024</u>
General Revenue Bonds with the Massachusetts		
Clean Water Trust - Direct Borrowings (Continued):		
2014 Series C Sewer, 2% to 2 2/5%, issued		
May 30, 2014, due 2025 to 2042	\$ 2,832	\$ 3,044
2014 Series C Water, 2%, issued		
May 30, 2014, due 2025 to 2032	2,554	2,878
2015 Series A Sewer, 2% to 2 2/5%, issued		
January 7, 2015, due 2025 to 2045	31,490	33,315
2015 Series A Water, 2%, issued		
January 7, 2015, due 2025 to 2035	8,750	9,526
2015 Series B Sewer, 2% to 2 2/5%, issued		
May 14, 2015, due 2023 to 2043	1,530	1,705
2015 Series B Water, 2%, issued		
May 14, 2015, due 2023 to 2033	996	1,123
2016 Series A Sewer, 2% to 2 2/5%, issued		
March 11, 2016, due 2025 to 2046	27,815	29,215
2016 Series A Water, 2%, issued		
March 11, 2016, due 2025 to 2036	8,247	8,904
2017 Series A Sewer, 2%, issued		
April 13, 2017, due 2025 to 2036	5,689	6,100
2017 Series A Water, 2%, issued		
April 13, 2017, due 2025 to 2037	16,147	17,314
2018 Series E Sewer, 2%, issued		
September 12, 2018, due 2023 to 2038	12,930	13,713
2018 Series E Water, 2%, issued		
September 12, 2018, due 2023 to 2038	24,256	25,725
2019 Series D Sewer, 2%, issued		
October 24, 2019, due 2023 to 2039	25,847	27,292
2019 Series D Water, 2%, issued		
October 24, 2019, due 2023 to 2039	15,555	16,424
2021 Series A Sewer, 2%, issued		
May 11, 2021, due 2025 to 2041	20,945	22,030
2021 Series A Water, 2%, issued		
May 11, 2021, due 2025 to 2041	21,063	22,154
2022 Series A Sewer, 2%, issued		
December 14, 2022, due 2025 to 2043	8,252	8,623
2022 Series A Water, 2%, issued		
December 14, 2022, due 2025 to 2043	8,997	9,402
2023 Series D Sewer, 2%, issued		
November 1, 2023, due 2025 to 2044	28,458	29,658
2023 Series D Water, 2%, issued		
November 1, 2023, due 2025 to 2044	8,526	8,885
2024 Series A Sewer, interim loans, issued		
June 12, 2024	-	36,915
2024 Series A Water, interim loans, issued		
June 12, 2024	-	30,000
2025 Series A Sewer, 2% issued		
February 1, 2025, due 2026 to 2045	46,850	-
2025 Series A Water, 2% issued		
February 1, 2025, due 2026 to 2045	26,700	-
2025 Series B Sewer, interim loans, issued		
February 1, 2025	33,484	-
2025 Series B Water, interim loans, issued		
February 1, 2025	15,000	-
Total	<u>784,959</u>	<u>798,796</u>

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Notes to Financial Statements

June 30, 2025 and 2024

(Dollars in thousands)

	<u>2025</u>	<u>2024</u>
General Revenue Bonds (Variable Rates):		
1999 Series B, 1.14% to 4.04%, issued January 29, 1999, due 2025 to 2028	\$ 22,800	\$ 27,900
Total	<u>22,800</u>	<u>27,900</u>
General Revenue Refunding Bonds (Variable Rates):		
2008 Series A, 1.40% to 4.65%, issued May 29, 2008, due 2025 to 2037	86,595	97,165
2008 Series C, 1.40% to 4.15%, issued May 29, 2008, due 2025 to 2026	19,055	28,035
2008 Series E, 1.34% to 3.85%, issued May 29, 2008, due 2025 to 2037	58,445	62,070
2012 Series E, 2.28% to 4.86%, issued November 15, 2012, due 2025 to 2031 (Direct Borrowing)	44,587	47,357
2014 Series A, 2.02% to 4.75%, issued May 20, 2014, due 2025 (Direct Borrowing)	11,260	25,050
2018 Series A, 2.87% to 4.77%, issued March 26, 2018, due 2025 to 2031 (Direct Borrowing)	-	44,827
2018 Series D, 2.08% to 4.81%, issued May 31, 2018, due 2025 to 2029 (Direct Borrowing)	50,000	50,000
Total	<u>269,942</u>	<u>354,504</u>
Total Long-Term debt Before Adjustments	<u>3,811,476</u>	<u>4,166,010</u>
Less:		
Unamortized Bond Premiums and Discounts	238,710	262,247
Current Portion of Long-Term Debt	<u>(293,162)</u>	<u>(284,890)</u>
Total	<u>(54,452)</u>	<u>(22,643)</u>
Long-Term Debt, Net	<u>\$ 3,757,024</u>	<u>\$ 4,143,367</u>

MASSACHUSETTS WATER RESOURCES AUTHORITY

Notes to Financial Statements

June 30, 2025 and 2024

(Dollars in thousands)

Long-term obligations at June 30, 2025 and 2024 consisted of the following:

	2025 Beginning Balance	Additions	Reductions	2025 Ending Balance	Due Within One Year
General Revenue Bonds	\$ 775,180	\$ -	\$ 64,810	\$ 710,370	\$ 45,770
General Revenue Refunding Bonds	2,424,800	-	214,500	2,210,300	162,291
Refunding from Direct Borrowings	167,234	-	61,387	105,847	16,415
General Revenue Bonds with the Massachusetts Clean Water Trust					
- Direct Borrowings	798,796	130,373	144,210	784,959	68,686
Lease liability	18,936	-	1,798	17,138	1,944
SBITA liability	-	863	178	685	164
Compensated Absences*	16,863	1	-	16,864	300
	<u>\$ 4,201,809</u>	<u>\$ 131,237</u>	<u>\$ 486,883</u>	<u>\$ 3,846,163</u>	<u>\$ 295,570</u>
Total					
	<u>\$ 4,201,809</u>	<u>\$ 131,237</u>	<u>\$ 486,883</u>	<u>\$ 3,846,163</u>	<u>\$ 295,570</u>

	2024 Beginning Balance	Additions	Reductions	2024 Ending Balance	Due Within One Year
General Revenue Bonds	\$ 692,270	\$ 166,260	\$ 83,350	\$ 775,180	\$ 29,435
General Revenue Refunding Bonds	2,629,440	279,275	483,915	2,424,800	167,170
Refunding from Direct Borrowings	194,220	-	26,986	167,234	19,330
General Revenue Bonds with the Massachusetts Clean Water Trust					
- Direct Borrowings	805,966	108,850	116,020	798,796	68,955
Borrowings Associated with Derivative Instruments	22,194	-	22,194	-	-
Revolving Loan	55,000	45,000	100,000	-	-
Lease liability	20,600	-	1,664	18,936	1,798
Compensated Absences*	16,453	410	-	16,863	280
	<u>\$ 4,436,143</u>	<u>\$ 599,795</u>	<u>\$ 834,129</u>	<u>\$ 4,201,809</u>	<u>\$ 286,968</u>
Total					
	<u>\$ 4,436,143</u>	<u>\$ 599,795</u>	<u>\$ 834,129</u>	<u>\$ 4,201,809</u>	<u>\$ 286,968</u>

*Compensated absences changes are reported at the net change.

The Authority is required to establish water and sewer rates and charges at a level sufficient to provide, among other things, primary and subordinated debt service coverage ratios of 120% and 110%, respectively. For the year ended June 30, 2025, the Authority had primary and subordinated debt service coverage ratios of 187% and 127%, respectively.

Under the Authority's General Revenue Bond Resolution, all revenues, together with the investment earnings thereon, except to the extent that such earnings are required to be deposited in the Rebate Fund pursuant to a Supplemental Resolution, are pledged for payment of the Bonds.

The Act of 1984 imposes a limitation of \$600,000 on the total amount of bonds and notes which may be outstanding at any one time. The Authority has requested increases in its debt limit as necessary to allow for issuances of bonds in amounts required to finance the capital program. The state legislature increased the debt limit to \$6,450,000.

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(Dollars in thousands)

On June 26, 2024, the Authority issued General Revenue Bonds, 2024 Series B for \$166,260 and General Revenue Refunding Bonds, 2024 Series C for \$279,275.

The proceeds from the Series B bonds were used to permanently finance outstanding tax-exempt commercial paper of \$80,000 and 2015C revolving loan of \$100,000. The interest rate on these bonds are 5%.

The proceeds from the Series C bonds were used to refund \$240 of General Revenue Bonds 2016 Series B, \$31,795 of General Revenue Bonds 2017 Series B, \$29,125 of General Revenue Bonds 2018 Series B, \$9,050 of General Revenue Bonds 2020 Series B, \$21,595 of General Revenue Refunding Bonds 2016 Series C, \$100,175 of General Revenue Refunding Bonds 2019 Series F and \$167,025 of General Revenue Refunding Bonds 2021 Series C.

The interest rate of these bonds are 5%. The cash flow required to make principal and interest payments on the funding bonds is approximately \$39,938 less than the debt service requirements of the refunded bonds. The economic gain (the difference between the present values of the debt service payments on the old and new debt) obtained from this refunding is \$26,576.

On November 1, 2015, the Authority entered into a revolving credit agreement with a bank. The Authority shall repay the loan at the Commitment Termination Date, December 29, 2045. The revolving loan automatically converts into a term loan if the Authority does not extend or refund the agreement by this date. Interest is payable at the Securities Industry and Financial Markets Association (SIFMA) index rate, beginning January 19, 2021 and, prior to this date, at 80% of the 1 month LIBOR rate, as of December 15, 2023 80% of daily Secured Overnight Financing Rate (SOFR). These rates were 4.45% and 5.33% at June 30, 2025 and 2024, respectively. Initial drawdown was \$100,000, which was reduced to \$79,000 at June 30, 2016. The balance was further reduced in fiscal year 2018 to \$53,000 using the proceeds from the General Revenue Bonds, 2018 Series B. During fiscal year 2022, the balance increased to \$73,000. During fiscal year 2023, the balance was increased to \$90,000 before the total balance was paid off in April 2023. In May 2023 an additional \$55,000 was issued. In fiscal year 2024 an additional \$45,000 was borrowed, bringing the total to \$100,000; which was subsequently paid off in June 2024 with proceeds from the General Revenue Bonds, 2024 Series B.

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Notes to Financial Statements

June 30, 2025 and 2024

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Demand Bonds

Included in variable rate long-term debt of \$292,742 is \$186,895 of subordinated variable rate demand obligations (VRDOs). The bonds were issued on various dates from 1999 through 2008. Subordinated VRDOs are subject to purchase on the demand of the holder at a price equal to principal plus accrued interest. The ability of the Authority to purchase such bonds, if not remarketed, is secured through letters of credit and standby bond purchase agreements with various nationally recognized financial institutions that expire between November 2025 and August 2028. The VRDOs are classified as long-term debt because the liquidity agreement for each series contains term out provisions that, if demand is made to repurchase the bonds, calls for a two-to-three-year amortization to repay the bonds.

In 2014, \$114,755 of 2014 Series A and B General Revenue Refunding Bonds were issued as direct-purchase bonds, to be held by the purchaser for a specific period of time and are not subject to purchase or remarketing at the demand of the holder and therefore do not require a letter of credit or standby bond purchase agreement. The \$11,260 Series A has been purchased through August 2025. In addition, the 2012 Series E General Revenue Refunding Bonds, totaling \$47,357, has a three-year term out provision beginning at the expiration date and the 2018 Series A & D General Revenue Refunding Bonds, totaling \$50,000, have three-year term out provisions beginning at the expiration dates. The 2018 Series A bonds were refunded on February 20, 2025.

Defeased Debt

At June 30, 2025, the following bonds outstanding are considered defeased in-substance:

Description	Redemption date	Redemption price	Outstanding Principal amount
2016 Series B	2025 - 2026	100	\$ 56,060
2016 Series C	2025 - 2026	100	394,605
2016 Series D	2025 - 2026	100	61,205
2017 Series B	2025-2027	100	46,660
2017 Series C	2025-2027	100	28,330
2018 Series B	2026-2028	100	54,675
2018 Series C	2026	100	4,400
2019 Series B	2025 - 2027 and 2029	100	10,660
2019 Series F	2026 - 2029	100	189,095
2020 Series B	2026 - 2030	100	6,950
2021 Series B	2026	100	2,735
2021 Series C	2027-2031	100	167,025
2023 Series B	2027	100	1,135

The proceeds and available funds were deposited in irrevocable trusts with escrow agents in an amount which will provide for payment of interest due to the redemption date and redemption of the defeased bonds outstanding on such date. The defeased portion of such debt, accrued interest thereon, and related unamortized issuance and discount costs were removed from the statements of net position in an in-substance defeasance transaction.

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In February 2024, the Authority used funds on hand to defease \$11,350 of the 2016 Series C General Revenue Refunding Bonds.

In August 2024, the Authority used funds on hand to defease \$1,750 of the 2016 Series B, \$2,850 of the 2017 Series B, \$3,040 of the 2019 Series B General Revenue Bonds and \$15,025 of the 2016 Series C General Revenue Refunding Bonds outstanding.

In October 2024, the Authority used funds on hand to defease \$5,200 of the 2020 Series B, \$2,735 of the 2021 Series B, \$1,135 of the 2023 Series B General Revenue Bonds and \$18,950 of the 2016 Series C General Revenue Refunding Bonds outstanding.

In June 2025, the Authority used funds on hand to defease \$2,820 of the 2016 Series B, \$2,715 of the 2017 Series B, \$10,130 of the 2018 Series B, \$3,000 of the 2019 Series B General Revenue Bonds and \$7,000 of the 2016 Series C, \$1,305 of the 2016 Series D, \$5,050 of the 2017 Series C General Revenue Refunding Bonds outstanding.

At June 30, 2025, outstanding bonds that are redeemable before their scheduled due dates are as follows:

Description	Redemption date	Redemption price	Outstanding Principal amount
2016 Series C	August 2026	100	\$ 215,100
2016 Series D	August 2026	100	41,770
2017 Series B	August 2027	100	16,155
2017 Series C	August 2027	100	100,890
2019 Series B	August 2029	100	66,855
2019 Series E	August 2029	100	10,985
2019 Series E	August 2039	100	12,640
2019 Series E	August 2044	100	14,770
2019 Series F	August 2029	100	55,260
2019 Series F	August 2039	100	63,290
2020 Series B	August 2030	100	118,325
2021 Series B	August 2031	100	21,500
2021 Series C	August 2041	100	231,215
2021 Series C	August 2044	100	10,605
2023 Series B	August 2033	100	76,340
2024 Series B	August 2034	100	59,120
2024 Series B	August 2034	100	42,305
2024 Series C	August 2034	100	155,020

The variable rate General Revenue Bonds are subject to redemption prior to maturity at the option of the Authority in whole or in part, on any interest payment date for bond Series 1999B and on any business day for bond Series 2008A, 2008C, 2008E, 2012E, 2014A, 2018A and 2018D, respectively.

During fiscal 2025, the Authority executed loan agreements with Massachusetts Clean Water Trust providing for 2025 Series A Sewer and Water loans in the principal amounts of \$51,890 and \$30,000

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less loan forgiveness amount \$2,405 and \$5,040, respectively, replaced 2024 Series A interim loans executed in fiscal year 2024 and 2025 Series B Sewer and Water interim loans in the principal amounts of \$50,000 and \$15,000, respectively. All proceeds for these loans were received by June 30, 2025, except \$16,175 2025 B Sewer loans received in fiscal year 2026.

During fiscal 2024, the Authority executed interim loan agreements with Massachusetts Clean Water Trust providing for 2024 Series A Sewer and Water loans in the principal amounts of \$52,000 and \$30,000, respectively. All proceeds for these loans were received by June 30, 2024.

During fiscal 2024, the Authority executed loan agreements with Massachusetts Clean Water Trust providing for 2023 Series D Sewer and Water loans in the principal amounts of \$32,063 less loan forgiveness amount \$2,405 and \$9,872 less loan forgiveness amount \$987, respectively, replacing interim loans executed in fiscal year 2023. All proceeds for these loans were received by June 30, 2024.

Federal and Commonwealth subsidies for purposes of offsetting principal payments aggregating \$11,068 will be recognized as capital grants in aid of construction over the term of the loans.

Interest is payable semiannually on all debt, except on the commercial paper, on which interest is payable upon maturity and the General Revenue Bonds and General Revenue Refunding Bonds with variable interest rates on which interest is payable monthly. The Senior General Revenue Bonds and the Senior General Revenue Refunding Bonds are collateralized equally and ratably by a lien and pledge on substantially all of the Authority's cash and revenues, except the operating fund.

The subordinated debt series, including the commercial paper interest are collateralized equally and ratably by a subordinated pledge on substantially all of the Authority's revenues and cash and investments, except the operating, senior debt service, and debt service reserve funds. Premiums, discounts, issuance costs, and the excess of reacquisition price over the carrying amount of the defeased debt are being amortized over the lives of the respective issues.

The amounts of long-term debt, principal, and interest payable in future fiscal years are as follows:

Year Ending June 30:	Principal	Interest	Total
2026	\$ 293,162	\$ 141,149	\$ 434,311
2027	327,895	132,938	460,833
2028	257,298	119,469	376,767
2029	256,272	109,387	365,659
2030	244,670	99,723	344,393
2031–2035	1,080,342	361,065	1,441,407
2036–2040	927,735	177,434	1,105,169
2041–2045	345,302	47,854	393,156
2046–2050	78,800	8,648	87,448
Total	<u>\$ 3,811,476</u>	<u>\$ 1,197,667</u>	<u>\$ 5,009,143</u>

Commercial paper activity during fiscal years 2025 and 2024 consisted of the following:

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(Dollars in thousands)

	2025 Beginning balance	Additions	Reductions	2025 Ending balance
3.55% Commercial Paper	\$ 80,000	\$ -	\$ 80,000	\$ -
2.87% Commercial Paper	-	39,195	-	39,195
3.20% Commercial Paper	-	50,000	-	50,000
3.05% Commercial Paper	-	50,000	-	50,000
Total	<u>\$ 80,000</u>	<u>\$ 139,195</u>	<u>\$ 80,000</u>	<u>\$ 139,195</u>
	2024 Beginning balance	Additions	Reductions	2024 Ending balance
3.35% Commercial Paper	\$ -	\$ 80,000	\$ -	\$ 80,000
Total	<u>\$ -</u>	<u>\$ 80,000</u>	<u>\$ -</u>	<u>\$ 80,000</u>

(6) Intergovernmental Loans

The Authority has entered into various interest-free loan agreements with certain member communities. Under these agreements, the Authority loaned these communities \$51,326 and \$86,592 in fiscal years 2025, and 2024, respectively, to be received in five or ten equal annual installments.

The long-term portion of these loans on June 30, 2025, and 2024 is \$222,971 and \$216,791 respectively, and is included in other assets. The loans were due within one year total \$43,927 and \$41,323 on June 30, 2025, and 2024, respectively. This program is designed to assist member communities with sewer and water systems rehabilitation.

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June 30, 2025 and 2024

(Dollars in thousands)

(7) Capital Assets

Capital assets at June 30, 2025 and 2024 consisted of the following:

	2024	Additions	Disposals/ transfers	2025
Capital assets not being depreciated:				
Land	\$ 30,214	\$ 65	\$ -	\$ 30,279
Construction in progress	279,826	183,052	(51,806)	411,072
Total capital assets not being depreciated	<u>310,040</u>	<u>183,117</u>	<u>(51,806)</u>	<u>441,351</u>
Capital assets being depreciated:				
Plant and equipment – water and sewage system	10,298,028	49,922	-	10,347,950
Lease asset - building	25,039	-	-	25,039
Subscription asset	-	869	-	869
Furniture and fixtures	21,961	-	-	21,961
Leasehold improvements	2,423	-	-	2,423
Motor vehicles and equipment	13,013	1,820	-	14,833
Total capital assets being depreciated	<u>10,360,464</u>	<u>52,611</u>	<u>-</u>	<u>10,413,075</u>
Less: accumulated depreciation for:				
plant and equipment – water and sewage system	5,157,527	208,975	-	5,366,502
Lease asset - building	8,405	2,101	-	10,506
Subscription asset	-	14	-	14
Furniture and fixtures	17,784	295	-	18,079
Leasehold improvements	2,216	12	-	2,228
Motor vehicles and equipment	8,252	858	-	9,110
Total accumulated depreciation	<u>5,194,184</u>	<u>212,255</u>	<u>-</u>	<u>5,406,439</u>
Total capital assets being depreciated, net	<u>5,166,280</u>	<u>(159,644)</u>	<u>-</u>	<u>5,006,636</u>
Total capital assets, net	<u>\$ 5,476,320</u>	<u>\$ 23,473</u>	<u>\$ (51,806)</u>	<u>\$ 5,447,987</u>

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Notes to Financial Statements

June 30, 2025 and 2024

(Dollars in thousands)

Capital assets at June 30, 2024 and 2023 consisted of the following:

	<u>2023</u>	<u>Additions</u>	<u>Disposals/ transfers</u>	<u>2024</u>
Capital assets not being depreciated:				
Land	\$ 30,060	\$ 154	\$ -	\$ 30,214
Construction in progress	<u>298,535</u>	<u>157,975</u>	<u>(176,684)</u>	<u>279,826</u>
Total capital assets not being depreciated	<u>328,595</u>	<u>158,129</u>	<u>(176,684)</u>	<u>310,040</u>
Capital assets being depreciated:				
Plant and equipment – water and sewage system	10,125,898	172,130	-	10,298,028
Lease asset - building	25,039	-	-	25,039
Furniture and fixtures	17,561	4,400	-	21,961
Leasehold improvements	2,423	-	-	2,423
Motor vehicles and equipment	<u>13,013</u>	<u>-</u>	<u>-</u>	<u>13,013</u>
Total capital assets being depreciated	<u>10,183,934</u>	<u>176,530</u>	<u>-</u>	<u>10,360,464</u>
Less: accumulated depreciation for:				
plant and equipment – water and sewage system	4,953,169	204,358	-	5,157,527
Lease asset - building	6,304	2,101	-	8,405
Furniture and fixtures	17,537	247	-	17,784
Leasehold improvements	2,204	12	-	2,216
Motor vehicles and equipment	<u>7,413</u>	<u>839</u>	<u>-</u>	<u>8,252</u>
Total accumulated depreciation	<u>4,986,627</u>	<u>207,557</u>	<u>-</u>	<u>5,194,184</u>
Total capital assets being depreciated, net	<u>5,197,307</u>	<u>(31,027)</u>	<u>-</u>	<u>5,166,280</u>
Total capital assets, net	<u>\$ 5,525,902</u>	<u>\$ 127,102</u>	<u>\$ (176,684)</u>	<u>\$ 5,476,320</u>

Depreciation and amortization for fiscal years 2025 and 2024 were \$244,521 and \$236,818, respectively.

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Notes to Financial Statements

June 30, 2025 and 2024

(Dollars in thousands)

(8) Lease Liability

The Authority has entered into 30-year building lease related to the Chelsea maintenance facility. Annual installments range between \$1,538 and \$2,837, plus interest at 7.83%; due dates range from July 2022 through May 2032.

Maturity analysis of future principal and interest payments at June 30, 2025 are as follows:

Fiscal Year Ending June	Interest	Principal	Total
2026	\$ 1,273	\$ 1,944	\$ 3,217
2027	1,115	2,102	3,217
2028	945	2,272	3,217
2029	760	2,457	3,217
2030	561	2,656	3,217
2031-2032	458	5,708	6,166
	<u>\$ 5,112</u>	<u>\$ 17,139</u>	<u>\$ 22,251</u>

(9) Subscription-Based Information Technology Arrangements (SBITA) Liability

The Authority accounts for SBITA in accordance with GASB Statement No. 96, Subscription-Based Information Technology Arrangements. In this standard, a right-to-use intangible subscription asset and a corresponding liability are recognized for SBITA that have agreement term for more than 12 months. The subscription asset is amortized on a straight-line basis over the shorter of the useful life of the underlying asset or the subscription term.

As of June 30, 2025, the Authority's capitalized SBITA intangible assets and related accumulated amortization are disclosed in Note 7.

The future payments for the subscription liability as of June 30, 2025, are as follows:

Year Ending June, 30	Principal	Interest	Total
2026	\$ 164	\$ 21	\$ 184
2027	169	16	184
2028	174	11	184
2029	179	5	184
	<u>\$ 685</u>	<u>\$ 52</u>	<u>\$ 737</u>

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Notes to Financial Statements

June 30, 2025 and 2024

(Dollars in thousands)

(10) Retirement Benefits

(a) Plan Description

The Enabling Act provided for the establishment of the Massachusetts Water Resources Authority Employees' Retirement System (the Plan), a contributory single-employer retirement system that is separate from the State Employees Retirement System. The Plan is a defined benefit pension plan covering those employees not employed by the MDC prior to July 1, 1985. Complete financial statements for the Plan can be obtained from the Authority's administrative offices at 2 Griffin Way, Chelsea, MA 02150.

(b) Benefits Provided

The Plan provides retirement, disability and death benefits. For employees hired prior to April 2, 2012, the annual amount of the retirement allowance is based on the member's final three-year average salary multiplied by (1) the number of years and full months of creditable service at the time of retirement and (2) a percentage based on age at retirement in accordance with a schedule provided by state law. Assuming normal retirement at age 65, this percentage is 2.5%, which is reduced for individuals who retire prior to age 65 to reflect the longer pay out period.

For employees hired on or after April 2, 2012, the annual amount of the retirement allowance is based on the member's final five-year average salary multiplied by (1) the number of years and full months of creditable service at the time of retirement and (2) a percentage based on age at retirement in accordance with a schedule provided by state law. Assuming normal retirement at age 67, this percentage is 2.5%.

Employees hired prior to April 2, 2012, may elect early retirement after 20 years of service or at any time after attaining age 55 with 10 years of eligible service. Plan members who become permanently and totally disabled may be eligible to receive a disability retirement allowance. The amount of benefits to be received depends on several factors, including the member's age, compensation, veteran status, years of service and whether or not the disability is work-related. In addition, certain death benefits exist for beneficiaries of employees who die in active service.

All MDC personnel who became employees of the Authority on July 1, 1985, and were members of the State Employees Retirement System, retained their membership in that system. The Authority is not liable for retirement allowances paid to or on account of these employees. Funding of the pension liability of the State Employees Retirement System is the obligation of the Commonwealth. Employees covered by this plan become 100% vested after 10 years of service.

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(Dollars in thousands)

(c) *Employees Covered by Benefit Terms*

At December 31, 2024 and 2023 (the date of the Plan's latest actuarial valuation), the following employees were covered by the benefit terms:

	2024	2023
Retired Participants and Beneficiaries Receiving Benefits	882	834
Inactive Participants Entitled to a Return of their Employee Contributions	123	116
Inactive Participants with a Vested Right to a Deferred or Immediate Benefit	39	42
Active Participants	1,057	1,063
Total	2,101	2,055

(d) *Contributions*

Contributions made by employees are based upon a percentage of employee base pay (5% for employees hired before December 31, 1974, 7% for employees hired between January 1, 1975 and December 31, 1983, 8% for employees hired between December 31, 1983, and June 30, 1996, and 9% for employees hired after July 1, 1996). Additionally, certain employees earning in excess of \$30 contribute an extra 2% of their salary effective January 1, 1979. Employees receive full payment of contributions upon withdrawal from the Plan and 50% of interest earned for employees with five to nine years of service or 100% of interest earned for employees with 10 or more years of service.

The Authority's 2024, and 2023 contributions to the plan were based on an amount approved by the Retirement Board and the Authority's board of directors, which is based on an actuarially determined amount. The Authority's Enabling Act requires funding to be made in accordance with the Retirement Board's recommendation. In fiscal year 2024 the Authority made a \$21.26 million required contribution. In fiscal year 2023 the Authority made a \$15.97 million required contribution.

Net Pension Liability (Pension Trust Reporting)

Investment Policy:

Deposits and investments made by the Pension Trust are governed by Chapter 32 of the MGL. The Pension Trust has the ability to invest in equity securities, corporate bonds, annuities and other specified investments in accordance with state laws and regulations.

The Retirement Board has the authority for establishing and amending investment policy decisions. Based on the investment objectives and constraints of the Pension Trust, and based on an annual review of the asset allocation and asset classes, the Retirement Board will specify a long-term target allocation for each class of permissible assets. These targets will be expressed as a percentage of the total portfolio, and will have ranges surrounding them, allowing for the portfolio to maintain policy through market fluctuations.

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(Dollars in thousands)

The long-term target allocations are intended as strategic goals. Thus, it is permissible for the overall Pension Trust's asset allocation to deviate from the long-term target, as would likely occur during manager transitions, asset class restructurings, and other temporary changes in the Pension Trust. Surplus cash flows are utilized to maintain the asset management structure. Should these cash flows not be sufficient to reallocate the plan according to policy, the transfer of assets may occur between managers. At least annually, the Retirement Board reevaluates the portfolio weightings by asset class and adjustments are made accordingly. The following identifies the asset allocation policy as of December 31, 2024 and 2023:

Asset Class	December 31, 2024	December 31, 2023
	Target Allocation	Target Allocation
Domestic Equity	34%	34%
International Equity	16	16
Real Estate	8	10
Private Equity	16	15
Hedge Funds	6	5
Fixed Income	20	20
Total	100%	100%

Rates of Return:

For the years ended December 31, 2024, and 2023, the annual money-weighted rate of return on investments, net of investment expense, was 8.5% and 9.1%, respectively. The money-weighted rate of return expresses investment performance, net of investment expense, adjusted for the changing amounts actually invested.

The components of the net pension liability of the Pension Trust at December 31, 2024 and 2023, were as follows:

	2025	2024
Total Pension Liability	\$ 864,773	\$ 812,867
Plan Fiduciary Net Position	723,202	674,932
Net Pension Liability	\$ 141,571	\$ 137,935
Plan's Fiduciary Net Position as Percentage of the Total Pension Liability	83.63%	83.03%

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(Dollars in thousands)

Actuarial assumptions: The total pension liability was determined by actuarial valuations as of January 1, 2025, and January 1, 2024, and update procedures were used to roll back the total pension liability to the December 31, 2024, and 2023 measurement dates. The following actuarial assumptions, applied to all periods included in the measurement, unless otherwise specified.

Inflation	3%
Salary Increases	Based on years of service, starting at 5.75% at 0 years of service decreasing to 4% after 9 years of serviceAn additional 100 basis points was applied for the 2025 through 2027 calendar years.
Discount Rate	6.9% as of December 31, 2024 and December 31, 2023.
Cost of Living Adjustments	3% of first \$17,000
Mortality Rates (2025):	
Pre-Retirement:	Pub-2010 General Employee, Healthy Retiree and Contingent Survivor Amount - weighted Mortality Tables projected generationally using Scale MP-2021
Healthy Retiree:	Pub-2010 General Employee, Healthy Retiree and Contingent Survivor Amount - Weighted Mortality Tables projected generationally using Scale MP-2021
Disabled Retiree:	Pub-2010 General Disabled Retiree Amount - weighted Mortality Tables set forward one year projected generationally using Scale MP-2021
Mortality Rates (2024):	
Pre-Retirement:	Pub-2010 General Employee, Healthy Retiree and Contingent Survivor Amount - weighted Mortality Tables projected generationally using Scale MP-2021
Healthy Retiree:	Pub-2010 General Employee, Healthy Retiree and Contingent Survivor Amount - Weighted Mortality Tables projected generationally using Scale MP-2021
Disabled Retiree:	Pub-2010 General Disabled Retiree Amount - weighted Mortality Tables set forward one year projected generationally using Scale MP-2021

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(Dollars in thousands)

Rates of return on investments: The long-term expected rate of return on pension plan investments was determined using a building-block method in which best-estimate ranges of expected future real rates of return (expected returns, net of pension plan investment expense and inflation) are developed for each major asset class. These ranges are combined to produce the long-term expected rate of return by weighting the expected future real rates of return by the target asset allocation percentage and by adding expected inflation. Best estimates of arithmetic real rates of return for each major asset class included in the Plan's target asset allocation are summarized as follows:

Asset Class	Long-Term Expected Rate of Return (%)	
	December 31, 2024	December 31, 2023
Domestic Equity	5.82	6.29
International Equity	5.91 - 7.06	6.39 - 7.63
Real Estate	3.34	3.24
Private Equity	5.82 - 9.20	5.91 - 9.43
Hedge Funds	2.77	2.87
Fixed Income	1.05 - 3.34	0.95 - 3.43

(e) Discount Rate

The discount rate used to measure the total pension liability was 6.90% for December 31, 2024, and 2023. The projection of cash flows used to determine the discount rate assumed that Plan member contributions will be made at the current contribution rate and that the Authority contributions will be made at rates equal to the actuarially determined contribution rates. Based on those assumptions, the Plan's fiduciary net position was projected to be available to make all projected future benefit payments of current Plan members. Therefore, the long-term expected rate of return on pension plan investments was applied to all periods of projected benefit payments to determine the total pension liability.

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June 30, 2025 and 2024

(Dollars in thousands)

(f) Changes in the Net Pension Liability (Employer Reporting)

The Plan's net pension liability was measured as of December 31, 2024, and 2023 for the reporting dates June 30, 2025, and 2024, respectively. The total pension liability was determined by actuarial valuations as of January 1, 2025, and January 1, 2024, respectively, rolled back to the measurement dates.

	Increase (Decrease)		
	Total Pension Liability	Plan Fiduciary Net Position	Net Pension Liability
	(a)	(b)	(a) - (b)
Balances at June 30, 2023	<u>\$ 782,214</u>	<u>\$ 629,240</u>	<u>\$ 152,974</u>
Changes for the Year:			
Service Cost	14,275	-	14,275
Interest	53,669	-	53,669
Differences Between Expected and actual experience	78	-	78
Contributions - employer	-	15,973	(15,973)
Contributions - employee	-	10,576	(10,576)
Net investment income	-	57,017	(57,017)
Benefit payments	(37,369)	(37,369)	-
Administrative expenses	-	(505)	505
Net changes	<u>30,653</u>	<u>45,692</u>	<u>(15,039)</u>
Balances at June 30, 2024	812,867	674,932	137,935
Changes for the year:			
Service cost	14,691	-	14,691
Interest	55,697	-	55,697
Differences between expected and actual experience	15,791	-	15,791
Change of Assumptions	6,470	-	6,470
Contributions - employer	-	21,265	(21,265)
Contributions - employee	-	11,446	(11,446)
Net investment loss	-	56,816	(56,816)
Benefit payments	(40,743)	(40,743)	-
Administrative expenses	-	(514)	514
Net changes	<u>51,906</u>	<u>48,270</u>	<u>3,636</u>
Balances at June 30, 2025	<u><u>\$ 864,773</u></u>	<u><u>\$ 723,202</u></u>	<u><u>\$ 141,571</u></u>

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(g) Sensitivity of the Net Pension Liability (Asset) to Changes in the Discount Rate

The following presents the net pension liability (asset), calculated using the discount rate of 6.90%, as well as what the net pension liability (asset) would be if it were calculated using a discount rate that is 1-percentage-point lower (5.90%) or 1-percentage-point higher (7.90%) than the current rate:

	1% Decrease (5.90%)	Discount (6.90%)	1% Increase (7.90%)
Net pension liability as of June 30, 2025	<u>\$ 241,203</u>	<u>\$ 141,571</u>	<u>\$ 57,096</u>
	1% Decrease (5.90%)	Discount (6.90%)	1% Increase (7.90%)
Net pension liability as of June 30, 2024	<u>\$ 232,390</u>	<u>\$ 137,935</u>	<u>\$ 57,858</u>

(h) Pension Expense and Deferred Outflows of Resources and Deferred Inflows of Resources Related to Pensions

For the years ended June 30, 2025, and 2024, the Authority recognized pension expense of \$31,025 and \$25,010, respectively, and reported deferred outflows of resources and deferred inflows of resources related to pensions from the following sources:

	June 30, 2025		June 30, 2024	
	Deferred Outflows of Resources	Deferred Inflows of Resources	Deferred Outflows of Resources	Deferred Inflow s of Resources
Differences between expected and actual experience	\$12,680	\$ 1,489	\$ 651	\$ 2,775
Changes of assumptions	5,408	-	7,222	-
Net difference between projected and actual earnings on pension plan investments	<u>29,690</u>	<u>-</u>	<u>47,316</u>	<u>-</u>
Total	<u>\$ 47,778</u>	<u>\$ 1,489</u>	<u>\$ 55,189</u>	<u>\$ 2,775</u>

Amounts reported as deferred outflows of resources and deferred inflows of resources related to pensions will be recognized in pension expense as follows:

Year Ending June 30:	Amount
2026	\$17,361
2027	27,022
2028	(438)
2029	<u>2,344</u>
Total	<u>\$ 46,289</u>

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Notes to Financial Statements

June 30, 2025 and 2024

(Dollars in thousands)

(11) Other Postemployment Benefits (OPEB)

(a) Plan Description

In addition to providing the pension benefits described, the Authority provides postemployment health care and life insurance benefits for retired employees through the Group Insurance Commission (GIC). The GIC is a quasi-independent state agency that administers an agent multi-employer defined benefit OPEB plan. The benefits, benefit levels, employee contributions and employer contributions are governed by the Authority and can be amended by the Authority. The plan issues a separate financial report that can be obtained by contacting the Massachusetts Water Resources Authority, Finance Division, 33 Tafts Avenue, Boston, MA 02128.

In April 2015, the Authority established the MWRA OPEB Irrevocable Trust. The Trust was established for the sole purpose of providing for the advance funding of future costs of retired employee health insurance and other benefits provided to retirees. An initial deposit of \$10.8 million was made to the trust upon establishment of the trust. The balance of the trust was \$95.2 million and \$82.1 million at June 30, 2025, and June 30, 2024, respectively.

(b) Plan Membership

At June 30, 2025 and 2024, plan membership consisted of the following:

	2025	2024
Inactive plan members or beneficiaries currently receiving benefits	764	771
Inactive plan members entitled to but not yet receiving benefits	21	38
Active plan members	1,061	1,025
Total	1,846	1,834

(c) Benefits Provided

The Authority provides medical, prescription drug, mental health/substance abuse and life insurance to retirees and their covered dependents. All active employees who retire from the Authority and meet the eligibility criteria will receive these benefits.

(d) Contributions

Retirees who retired on or before July 1, 1994 contribute 10% of the cost of the health plans, as determined by the GIC. Those who retired after July 1, 1994 contribute 15% of the cost of the health plan and those who retired after October 1, 2009 contribute 20% of the cost of the health plan, as determined by the GIC. The Authority contributes the remainder of the health plan costs on a pay-as-you-go basis.

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Notes to Financial Statements

June 30, 2025 and 2024

(Dollars in thousands)

(e) Investments

Investment policy. The assets are invested by the Trust with the Commonwealth of Massachusetts Pension Reserves Investment Trust (PRIT) fund. The Trust's Board of Trustees may vote to approve a different investment vehicle, at its discretion. The following was the PRIT fund's asset allocation at June 30, 2025 and 2024:

Asset Class	June 30, 2025	June 30, 2024
	Target Allocation	Target Allocation
Domestic Equity	23%	22%
International Equity	13	14
Fixed Income	24	24
Private Equity	16	16
Real Estate	10	10
Other	14	14
Total	100 %	100 %

Concentrations. No investment in any one organization represented 5% or more of the Trust's investments.

Rate of return. For the year ended June 30, 2025, and 2024, the annual money-weighted rate of return on investments, net of investment expense was 9.56% and 9.51%, respectively. The money-weighted rate of return expresses investment performance, net of investment expense, adjusted for changing amounts invested.

(f) Net OPEB Liability (Trust Reporting)

The components of the net OPEB liability at June 30, 2025 and 2024, were as follows:

	2025	2024
Total OPEB Liability	\$ 190,139	\$ 176,604
Plan Fiduciary Net Position	95,242	82,114
Net OPEB Liability	\$ 94,897	\$ 94,490
Plan's Fiduciary Net Position as Percentage of the Total OPEB Liability	50.09%	46.50%

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Actuarial assumptions. The total OPEB liability was determined by actuarial valuations as of December 31, 2023, and December 31, 2021, and update procedures were used to roll forward the total OPEB liability to June 30, 2025, and 2024 measurement dates, respectively. The following actuarial assumptions, applied to all periods included in the measurement, unless otherwise specified:

Inflation	2.5%
Salary increases	5.75%, decreasing over 9 years to an ultimate level of 4.0%
Discount rate and investment rate of return	6.75%, net of OPEB plan investment expense, including inflation
Healthcare cost trend rates	Non-Medicare Medical Plan: 9.15% managed care/11.55% indemnity in 2024, decreasing to a long-term rate of 5% after ten years. Medicare Medical Plan: 3.06% managed care / 4.17% indemnity in 2024, increasing to 5.9% managed care/6.6% indemnity in 2025, and decreasing to a long-term trend of 5% after ten years.
Mortality Rates:	Mortality rates were based on the Pub-2010 Headcount-Weighted Mortality Tables, sex-distinct, projected using generational mortality and scale MP-2021. Set forward 2 years for disabled retirees.

The long-term expected rate of return on OPEB plan investments was determined using a building-block method in which best-estimate ranges of expected future real rates of return (expected returns, net of investment expense and inflation) are developed for each major asset class. These ranges are combined to produce the long-term expected rate of return by weighting the expected future real rates of return by the target asset allocation percentage and by adding expected inflation. Best estimates of arithmetic real rates of return for each major asset class included in the target asset allocation as of June 30, 2025 and 2024 (see discussion of the Trust's investment policy) are summarized in the following table:

Asset Class	Long-Term Expected Rate of Return (%)	
	June 30, 2025	June 30, 2024
Domestic Equity	4.48%	4.19%
International Equity	4.77	3.9
Fixed Income	3.48	1.56 - 5.07
Private Equity	7.70	7.41
Real Estate	4.09	3.90
Other	4.09	3.70 - 4.39

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(Dollars in thousands)

Discount rate. The discount rate used to measure the total OPEB liability was 6.75% for June 30, 2025, and 2024. The projection of cash flows used to determine the discount rate assumed that Authority contributions will be made at rates equal to the actuarially determined contribution rates. Based on those assumptions, the OPEB plan's fiduciary net position was projected to be available to make all projected future benefit payments of current plan members. Therefore, the long-term expected rate of return on OPEB plan investments was applied to all periods of projected benefit payments to determine the total OPEB liability.

(g) Changes in the Net OPEB Liability (Employer Reporting)

	Increase (Decrease)		
	Total OPEB Liability	Plan Fiduciary Net Position	Net OPEB Liability
	(a)	(b)	(a) - (b)
Balances at June 30, 2023	<u>\$ 117,758</u>	<u>\$ 72,378</u>	<u>\$ 45,380</u>
Changes for the year:			
Service cost	2,825	-	2,825
Interest	7,876	-	7,876
Contributions - employer	-	10,636	(10,636)
Net investment loss	-	6,887	(6,887)
Benefit payments	(7,787)	(7,787)	-
Differences between expected and actual experience	17,386	-	17,386
Changes of assumptions	<u>38,546</u>	<u>-</u>	<u>38,546</u>
Net changes	<u>58,846</u>	<u>9,736</u>	<u>49,110</u>
Balances at June 30, 2024	176,604	82,114	94,490
Changes for the year:			
Service cost	4,279	-	4,279
Interest	11,943	-	11,943
Change in Benefit Terms	3,333	-	3,333
Contributions - employer	-	13,169	(13,169)
Net investment income	-	7,847	(7,847)
Benefit payments	(7,888)	(7,888)	-
Changes of assumptions	<u>1,868</u>	<u>-</u>	<u>1,868</u>
Net changes	<u>13,535</u>	<u>13,128</u>	<u>407</u>
Balances at June 30, 2025	<u><u>\$ 190,139</u></u>	<u><u>\$ 95,242</u></u>	<u><u>\$ 94,897</u></u>

MASSACHUSETTS WATER RESOURCES AUTHORITY

Notes to Financial Statements

June 30, 2025 and 2024

(Dollars in thousands)

Sensitivity of the net OPEB liability to changes in the discount rate. The following presents the net OPEB liability of the Authority, as well as what the Authority's net OPEB liability would be if it were calculated using a discount rate that is 1-percentage-point lower (5.75%) or 1-percentage-point higher (7.75%) than the current discount rate:

	1% Decrease (5.75%)	Discount Rate (6.75%)	1% Increase (7.75%)
Net OPEB Liability as of June 30, 2025	\$ 119,199	\$ 94,897	\$ 74,815
Net OPEB Liability as of June 30, 2024	\$ 107,136	\$ 94,490	\$ 67,240

Sensitivity of the net OPEB liability to changes in the healthcare cost trend rates. The following presents the net OPEB liability of the Authority, as well as what the Authority's net OPEB liability would be if it were calculated using healthcare cost trend rates that are 1-percentage-point lower or 1-percentage-point higher than the current healthcare cost trend rates:

	1% Decrease (4.99% - 3.5%)	Base Rate (5.99% - 4.5%)	1% Increase (6.99% - 5.5%)
Net OPEB Liability as of June 30, 2025	\$ 70,945	\$ 94,897	\$ 124,578
Net OPEB Liability as of June 30, 2024	\$ 64,946	\$ 94,490	\$ 110,401

MASSACHUSETTS WATER RESOURCES AUTHORITY

Notes to Financial Statements

June 30, 2025 and 2024

(Dollars in thousands)

(h) OPEB Expense and Deferred Outflows of Resources and Deferred Inflows of Resources Related to OPEB

For the years ended June 30, 2025, and 2024, the Authority recognized OPEB expense of \$17,696 and \$2,121, respectively, and reported deferred outflows of resources and deferred inflows of resources related to OPEB from the following sources:

	June 30, 2025		June 30, 2024	
	Deferred Outflows of Resources	Deferred Inflows of Resources	Deferred Outflows of Resources	Deferred Inflows of Resources
Differences between expected and actual experience	\$ 10,879	\$ -	\$ 15,217	\$ -
Changes of assumptions	23,998	7,499	30,532	15,510
Net difference between projected and actual earnings on OPEB Trust investments	-	1,331	-	71
Total	<u>\$ 34,877</u>	<u>\$ 8,830</u>	<u>\$ 45,749</u>	<u>\$ 15,581</u>

Amounts reported as deferred outflows of resources and deferred inflows of resources related to OPEB will be recognized in OPEB expense as follows:

Year Ending June 30:	Amount
2026	\$ 6,159
2027	11,088
2028	8,947
2029	(147)
Total	<u>\$ 26,047</u>

MASSACHUSETTS WATER RESOURCES AUTHORITY

Notes to Financial Statements

June 30, 2025 and 2024

(Dollars in thousands)

(12) Commitments and Contingencies

(a) General

The Authority's capital improvement program continues to proceed. As part of this program, the Authority has entered into a number of contracts for the design and construction of infrastructure and improvements to its facilities. Commitments under these contracts aggregated approximately \$1,835,336 at June 30, 2025.

The Authority's operating and construction plans are designed to comply with the Federal District Court's schedule of actions. The Authority has incurred capital expenditures of approximately \$9,492,853 from fiscal years 1986 through 2025, including those projects required to comply with the Federal District Court's schedule. The Authority anticipates spending an additional \$2,490,065 on these projects through fiscal year 2029. These capital expenditures have been forecasted based upon certain preliminary assumptions and estimates, which may change significantly as design and construction of the necessary facilities proceed. Funding is expected to come from various federal and state grants, as available and approved, and from the Authority's debt proceeds. To date, federal appropriations for the Boston Harbor Project have aggregated \$810,000.

(b) Boston Harbor Case

The Authority continues to be a defendant in the federal Boston Harbor Case. The federal action was originally brought in 1985 by the United States on behalf of the United States Environmental Protection Agency ("EPA") and by certain citizens' groups for Clean Water Act violations. As part of the Boston Harbor Case, the Authority was required to undertake certain corrective actions to meet wastewater treatment, discharge and combined sewer overflow ("CSO") requirements, including the completion of new and improved primary and secondary treatment facilities at Deer Island. Beyond these major improvements to its wastewater treatment capabilities, the Authority also was required to adopt a Long Term CSO Control Plan ("LTCP") which was comprised of 35 projects, the last three of which were completed on time by the close of calendar year 2015. In March 2016, the federal district court formally received the Authority's 2015 annual CSO project report, officially noting completion of LTCP projects.

Among other requirements in the Boston Harbor Case, the Authority was required to conduct a post-construction monitoring and performance assessment of the LTCP (the "performance assessment") to verify whether the levels of CSO control included in the LTCP had been achieved. In December 2021 the Authority filed its Performance Assessment Report and Interim Update (the "Final Report") with the District Court. The Final Report documented the substantial reduction in CSO discharge volumes over the last several decades. The Authority reported in Final Report, as of the end of 2021, the LTCP goals for "Typical Year" CSO activation and volume were met, or materially met, at all but 16 of the 86 CSO outfalls included in the Final Report. Subsequent to the Final Report the Authority filed annual reports in the Boston Harbor Case in 2022, 2023 and 2024 providing certain performance information, including with respect to CSO outfalls that as of the reporting period in the filing met or materially met the LTCP goals, CSO outfalls that were expected to meet or materially meet the LTCP goals by a certain time frame and CSO outfalls that would not meet the CSO Control Plan goals by December 2024 when the Authority was required to file a supplement to the Final Report ("Supplemental Report").

MASSACHUSETTS WATER RESOURCES AUTHORITY

Notes to Financial Statements

June 30, 2025 and 2024

(Dollars in thousands)

In December 2024 the Authority filed the Supplemental Report that contained final performance information of all 86 outfalls and the final results and conclusions as to the 16 CSO outfalls, including an alternatives analysis regarding what further actions could be taken, and estimated costs associated with those actions, to further reduce discharges or meet the LTCP goals for certain CSO outfalls that did not meet their respective LTCP goals. Among other information, in the Supplemental Report the Authority reported, as of the end of December 2024, with respect to CSO outfalls that met or materially met (or would soon materially meet) their LTCP goals and that the LTCP goals were not met for eight CSO outfalls. The Supplemental Report noted that, other than certain projects referenced in the Supplemental Report, the Authority did not recommend any further work to meet the LTCP goals for the eight CSO outfalls that did not meet their goals.

In March 2025, the United States filed a response to the Supplemental Report that, among other things, noted that the Authority has come a long way towards reaching the goals of the Clean Water Act with respect to CSOs, but asserted that the Authority has yet to fully achieve those goals and that the Authority still needs to take further action to comply with the Clean Water Act. With respect to the outfalls that the Authority maintains materially met the LTCP goals, the United States asserted that the data provided to date is insufficient for EPA to make a determination whether the LTCP goals have been met or materially met with regard to these outfalls and that it believes additional data is needed regarding these outfalls before making such determination. In addition to the Authority completing certain work outlined in the Supplemental Report, including the updated CSO Control Plan, the United States suggested that the Authority continue to submit annual progress reports in the Boston Harbor Case through the year 2030, reporting on compliance activities in the preceding year. In March 2025, the Conservation Law Foundation also filed a response to the Supplemental Report, reserving further comment until a later date.

CSO outfalls that discharge to the Lower Charles River/Charles River Basin and the Alewife Brook/Upper Mystic River (the “Variance Waters”) currently operate under Massachusetts Department of Environmental Protection (“MassDEP”) adopted regulatory variances to the Massachusetts Surface Water Quality Standards. The variances recognize that it is not feasible to fully attain the Class B water quality standard (which effectively require no CSO discharges) currently applicable to these Variance Waters. The most recent variances were issued by MassDEP on August 30, 2024, for the period September 1, 2024, to August 31, 2029 (“Variances”). The Variances are subject to EPA approval. While the CSO outfalls that discharge to the Variance Waters (the “Variance Waters CSO Outfalls”) are included within the LTCP, among the requirements included in the Variances is the requirement that each of the Authority and the Cities of Cambridge and Somerville prepare and implement an updated CSO control plan (or a joint plan) for their respective Variance Waters CSO Outfalls. The Variances include the requirement that a draft updated CSO control plan(s) be submitted to MassDEP and EPA by December 31, 2025, and that such draft plan(s) include, among other requirements, a recommended plan(s), an evaluation of CSO control alternatives up to and including full elimination, an affordability analysis, and documentation necessary to support further issuance of variances or reclassification of the Massachusetts Surface Water Quality Standards to permit limited CSO discharges in the Variance Waters.

MASSACHUSETTS WATER RESOURCES AUTHORITY

Notes to Financial Statements

June 30, 2025 and 2024

(Dollars in thousands)

MWRA, Cambridge and Somerville have developed and evaluated CSO control alternatives with preliminary estimated capital costs ranging from approximately \$380 million to \$6.6 billion. Such preliminary estimated costs are planning level capital cost, in today's dollars, that are not escalated to the mid-point of construction and do not include land acquisition, extensive permitting, or operation and maintenance costs. Authority staff expect to recommend to the Authority's Board of Directors, for its review and subject to its approval, that the Authority submit with Cambridge and Somerville a joint draft updated plan with estimated planning level capital costs of less than \$1 billion. The Authority, Cambridge and Somerville have begun discussions regarding potential cost allocation among the three entities. The Variances include the requirement to submit, following a public comment period, a final updated CSO control plan(s) by January 31, 2027, for review by the Massachusetts Environmental Policy Act office. Pursuant to the Variances, between the period of January 31, 2027 and August 31, 2029, MassDEP, in coordination with EPA, will review the final updated CSO control plan(s) and take action to approve or disapprove the plan(s).

(c) *Massachusetts Natural Fertilizer Company, Inc. et al., Notice of Potential Liability Pursuant to MG.L. c. 21E. § 4A; Litigation*

In July 2023, the Authority received a notice from Massachusetts Natural Fertilizer Co., Inc., Otter Farm, Inc. and The Newark Group (collectively the "Claimants") pursuant to Massachusetts General Laws Chapter 21E (the "Chapter 21E Notice") alleging that the Authority is a source of per- and poly-fluoroalkyl substances ("PFAS") at a commercial composting facility in Westminster, Massachusetts (the "Site"). According to the Chapter 21E Notice, MassDEP determined that there was a release of PFAS in the vicinity of the Site and issued Notices of Responsibility to, among others, the Claimants. The Claimants allege that testing of nearby private wells has identified PFAS at levels that exceed the drinking water Maximum Contaminant Level and applicable Imminent Hazard Levels for PFAS. The Claimants allege that materials originating at the Authority's Deer Island facility and processed into biosolids at the Authority's Fore River Pelletizing Plant by the plant operator, New England Fertilizer Company ("NEFCO"), were delivered to the composting facility and that the biosolids were determined to contain PFAS. In addition to indemnity for future claims, the Claimants seek in the 21E Notice reimbursement from the Authority for forty percent of their past and future response costs and any other liability under Chapter 21E and any real and personal property damage suffered as a result of the release of PFAS. The Claimants have alleged in the Chapter 21E Notice that they are not in a position to provide a firm estimate of the total anticipated remedial costs but have indicated that those costs may be in the range of \$30-50 million. The Authority responded to the Chapter 21E Notice contesting liability but indicating that it would participate in good faith in Chapter 21E's required negotiation process. NEFCO has confirmed that it is required to defend and indemnify the Authority against these claims under its contract with the Authority.

MASSACHUSETTS WATER RESOURCES AUTHORITY

Notes to Financial Statements

June 30, 2025 and 2024

(Dollars in thousands)

In addition, certain class action and other lawsuits have been filed in the federal District Court and state court related to the Site. In response to a motion from certain defendants in one of the District Court class action cases, among other things, to join the Authority in the action, the Court denied the motion to join the Authority finding that because this was a suit against the Authority under state law involving water pollution, pursuant to the Authority's Enabling Act such suit could only be brought in the Massachusetts Supreme Judicial Court. However, it remains possible that an appeal could be taken. The Authority, among others, has been named as a defendant in one of the state court cases, which has been stayed until December 2025 when certain rulings are expected to be made in the federal District Court cases, and certain defendants have indicated they are seeking to join the Authority, among others, in another action in state court.

The claims related to the Site seek, among other things, damages to property and the owners thereof, as well as damages for response and remediation of the Site, the costs of which could be substantial. These matters, and other cases related to the Site, are pending.

(d) Miscellaneous

The Authority is also a defendant in several other legal actions and administrative proceedings arising out of its operation, maintenance, and improvement of the water and sewer systems under its care. It is the opinion of management that any judgments or settlements that may result from these actions will not have a materially adverse effect upon the Authority.

(13) Risk Management

The Authority is exposed to various risks of loss. The risk management program involves insurance and self-insurance related to property, general liability (including automobile, marine and employers' liability), excess liability, public officials' liability, workers' compensation, unemployment liability, and employee health care and life insurance.

Buildings, plants, and equipment are insured on an all risk replacement basis to the extent that losses exceed \$2,500 per occurrence, up to an aggregate limit of \$300,000. The Authority maintains insurance coverage for general liability, automobile liability, marine liability, and employers' liability to the extent that losses exceed \$2,500 per occurrence, up to a limit of \$25,000. In addition to the primary liability insurance, the Authority maintains excess liability policies with additional limits of \$75,000. The Authority is self-insured for workers' compensation claims up to \$1,000 per occurrence and maintains excess workers' compensation insurance coverage with a limit of \$25,000 per occurrence. The Authority also maintains public officials' liability insurance with a limit of \$5,000 per occurrence with a \$1,000 self-insured retention. All insurance policies are renewed on an annual basis. The amount of claim settlements has not exceeded insurance coverage in any of the previous three fiscal years.

MASSACHUSETTS WATER RESOURCES AUTHORITY

Schedules of Employer Contributions – Last Ten Years

Required Supplementary Information – GASB No. 67 and 68

(Unaudited)

(Dollars in Thousands)

Plan, Year Ended December 31, Employer, Year Ended June 30,	2024 2025	2023 2024	2022 2023	2021 2022	2020 2021	2019 2020	2018 2019	2017 2018	2016 2017	2015 2016
Actuarially Determined Contribution	\$ 16,066	\$ 14,068	\$ 12,555	\$ 11,205	\$ 10,000	\$ 7,315	\$ 7,000	\$ 3,277	\$ 3,133	\$ 8,159
Contributions in Relation to the Actuarially Determined Contribution	21,265	15,973	12,555	11,205	10,000	7,315	7,000	3,277	4,633	8,159
Contribution Deficiency (Excess)	<u>\$ (5,199)</u>	<u>\$ (1,905)</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ (1,500)</u>	<u>\$ -</u>	<u>\$ -</u>
Covered Payroll	109,069	109,017	\$ 104,839	\$ 101,060	\$ 99,988	\$ 97,814	\$ 95,819	\$ 92,975	\$ 89,755	\$ 89,169
Contributions as a Percentage of Covered Payroll	19.50%	14.65%	11.98%	11.09%	10.00%	7.48%	7.31%	3.52%	5.16%	9.15%

Notes to Required Supplementary Information

Valuation Date	Actuarial determined contributions for fiscal year 2024 are determined with the January 1, 2024 actuarial valuation.
Actuarial Cost Method	Entry age normal
Amortization Method	Total appropriation increases 14.20% per year.
Asset Valuation Method	Fair value of assets as reported in the Plan's annual statement less unrecognized return in each of the last five years. Unrecognized return is equal to the difference between the actual market value return and the expected fair value return and is recognized over a five-year period, further adjusted, if necessary, to be within 10% of the fair value.

Actuarial Assumptions:

Investment Rate of Return	6.90%
Discount Rate	6.90%
Inflation Rate	3.00%
Projected Salary Increases	Based on years of service, ranging from 5.75% at 0 years of service decreasing to 4.00% after 9 years of service.
Cost of Living Adjustments	3% on first \$17,000

Plan Membership:

Retired Participants and Beneficiaries	
Receiving Benefits	899
Inactive Participants Entitled to a Return of their Employee Contributions	178
Inactive Participants with a Vested Right to a Deferred or Immediate Benefit	36
Active Participants	<u>1,028</u>
Total	<u>2,141</u>

See accompanying independent auditors' report

MASSACHUSETTS WATER RESOURCES AUTHORITY

Schedules of Changes in the Net Pension Liability and Related Ratios – Last Ten Years

Required Supplementary Information – GASB No. 67 and 68

(Unaudited)

(Dollars in Thousands)

	2024	2023	2022	2021	2020	2019	2018	2017	2016	2015
Total Pension Liability:										
Service cost	\$ 14,691	\$ 14,275	\$ 13,949	\$ 14,330	\$ 13,338	\$ 12,735	\$ 11,762	\$ 11,308	\$ 11,080	\$ 10,638
Interest	55,697	53,669	51,475	49,159	46,455	44,062	41,392	38,520	36,917	34,598
Differences between expected and actual experience	15,791	78	(1,280)	(4,886)	(263)	3,529	3,250	(146)	(9,143)	-
Changes of assumptions	6,470	-	-	1,161	25,031	10,507	16,401	7,977	13,298	-
Changes of benefit terms	-	-	2,649	5,568	-	-	5,027	-	2,050	-
Benefit payments, including refunds of employee contributions	(40,743)	(37,369)	(33,281)	(29,494)	(25,313)	(24,464)	(21,428)	(18,222)	(16,129)	(15,390)
Net change in total pension liability	51,906	30,653	33,512	35,838	59,248	46,369	56,404	39,437	38,073	29,846
Total pension liability - beginning	812,867	782,214	748,702	712,864	653,616	607,247	550,843	511,406	473,333	443,487
Total pension liability - ending	<u>\$ 864,773</u>	<u>\$ 812,867</u>	<u>\$ 782,214</u>	<u>\$ 748,702</u>	<u>\$ 712,864</u>	<u>\$ 653,616</u>	<u>\$ 607,247</u>	<u>\$ 550,843</u>	<u>\$ 511,406</u>	<u>\$ 473,333</u>
Plan Fiduciary Net Position:										
Contributions - employer	\$ 21,265	\$ 15,973	\$ 12,555	\$ 11,205	\$ 10,000	\$ 7,315	\$ 7,000	\$ 3,277	\$ 4,633	\$ 8,159
Contributions - employee	11,446	10,576	10,551	9,892	10,188	9,722	9,484	9,091	8,757	8,402
Net investment income (loss)	56,816	57,017	(88,673)	89,019	74,947	79,557	(17,114)	70,517	24,183	(530)
Benefit payments, including refunds of employee contributions	(40,743)	(37,369)	(33,281)	(29,494)	(25,313)	(24,464)	(21,428)	(18,222)	(16,129)	(15,390)
Administrative expenses	(514)	(505)	(585)	(325)	(403)	(464)	(469)	(447)	(426)	(412)
Other - military service fund contribution	-	-	-	-	-	-	-	-	-	-
Net change in fiduciary net position	48,270	45,692	(99,433)	80,297	69,419	71,666	(22,527)	64,216	21,018	229
Plan fiduciary net position - beginning	674,932	629,240	728,673	648,376	578,957	507,291	529,818	465,602	444,584	444,355
Plan fiduciary net position - ending	<u>\$ 723,202</u>	<u>\$ 674,932</u>	<u>\$ 629,240</u>	<u>\$ 728,673</u>	<u>\$ 648,376</u>	<u>\$ 578,957</u>	<u>\$ 507,291</u>	<u>\$ 529,818</u>	<u>\$ 465,602</u>	<u>\$ 444,584</u>
Net Pension Liability (Asset) - Ending	\$ 141,571	\$ 137,935	\$ 152,974	\$ 20,029	\$ 64,488	\$ 74,659	\$ 99,956	\$ 21,025	\$ 45,804	\$ 28,749
Plan's Fiduciary Net Position as a										
Percentage of the Total Pension Liability	83.63%	83.03%	80.44%	97.32%	90.95%	88.58%	96.18%	91.04%	93.93%	93.93%
Covered Payroll	\$ 111,436	\$ 106,531	\$ 102,316	\$ 99,689	\$ 102,143	\$ 98,145	\$ 95,819	\$ 92,975	\$ 89,755	\$ 89,169
Net Pension Liability (Asset) as a Percentage of										
Covered Payroll	127.04%	129.48%	149.51%	20.09%	63.14%	76.07%	104.32%	22.61%	51.03%	32.24%

MASSACHUSETTS WATER RESOURCES AUTHORITY

Schedules of Investment Returns – Last Ten Years

Required Supplementary Information – GASB No. 67

(Unaudited)

	Year ended December 31,									
	2024	2023	2022	2021	2020	2019	2018	2017	2016	2015
Annual money-weighted rate of return, net of investment expenses	8.50%	9.10%	-12.30%	16.70%	12.78%	15.58%	-10.03%	15.02%	5.81%	-0.24%

See accompanying independent auditors' report

MASSACHUSETTS WATER RESOURCES AUTHORITY

Schedules of Changes in the Employer's Net OPEB Liability and Related Ratios – Last Ten Years

Required Supplementary Information – GASB No. 74 and 75

(Unaudited)

(Dollars in Thousands)

	2025	2024	2023	2022	2021	2020	2019	2018	2017
Total OPEB Liability									
Total OPEB Liability - Beginning	\$ 176,604	\$ 117,758	\$ 113,757	\$ 136,805	\$ 132,819	\$ 161,064	\$ 150,978	\$ 154,254	\$ 146,143
Service Cost	4,279	2,825	2,742	3,771	3,739	4,604	4,463	2,820	2,705
Interest	11,943	7,876	7,688	9,673	9,372	11,424	10,705	10,821	10,253
Change in benefit terms	3,333	-	-	-	-	-	-	-	-
Differences between expected and actual experience	-	17,386	-	3,613	-	(5,862)	-	(11,860)	-
Change of assumptions	1,868	38,546	(1,123)	(35,250)	(3,685)	(33,488)	-	-	-
Benefit Payments	(7,888)	(7,787)	(5,306)	(4,855)	(5,440)	(4,923)	(5,082)	(5,057)	(4,847)
Net Change in total OPEB liability	13,535	58,846	4,001	(23,048)	3,986	(28,245)	10,086	(3,276)	8,111
Total OPEB Liability - Ending	190,139	176,604	117,758	113,757	136,805	132,819	161,064	150,978	154,254
Plan Fiduciary Net Position									
Plan fiduciary net position - beginning	82,114	72,378	63,929	61,764	43,729	37,072	29,774	22,782	16,123
Contributions - employer (claims + additional funding)	13,169	10,636	10,061	9,529	11,506	10,885	10,656	10,093	9,723
Net Investment Income (Loss)	7,847	6,887	3,694	(2,509)	11,969	695	1,724	1,956	1,783
Benefit Payments	(7,888)	(7,787)	(5,306)	(4,855)	(5,440)	(4,923)	(5,082)	(5,057)	(4,847)
Net Change in plan fiduciary net position	13,128	9,736	8,449	2,165	18,035	6,657	7,298	6,992	6,659
Plan fiduciary net position - ending	95,242	82,114	72,378	63,929	61,764	43,729	37,072	29,774	22,782
Net OPEB Liability	\$ 94,897	\$ 94,490	\$ 45,380	\$ 49,828	\$ 75,041	\$ 89,090	\$ 123,992	\$ 121,204	\$ 131,472
Plan fiduciary net position as a percentage of the total OPEB liability	50.1%	46.5%	61.5%	56.2%	45.1%	32.9%	23.0%	19.7%	14.8%
Covered-employee payroll	\$ 124,269	\$ 118,658	\$ 113,764	\$ 111,297	\$ 106,879	\$ 103,778	\$ 98,238	\$ 94,816	\$ 86,475
MWRA's net OPEB liability as a percentage of covered-employee payroll	76.4%	79.6%	39.9%	44.8%	70.2%	85.8%	126.2%	127.8%	152.0%

Notes to Schedule

Changes in Benefit Terms - June 30, 2025: Change in benefit terms is due to an increase in life insurance benefits from \$5,000 to \$10,000

Changes in Assumptions - June 30, 2025: The medical rate trend assumptions were revised to account for material increase in premium rates July 1, 2025.

Changes in Assumptions - June 30, 2024: The trend assumptions were revised to account for known premium increases. The percentage to which spouses and families of current active members are expected to elect coverage in the Plan after retirement has been changed to reflect the spouses and family elections of current retirees.

Changes in Assumptions - June 30, 2023: The trend assumptions were revised to account for known premium increases and changes in GIC plan offerings.

Changes in Assumptions - June 30, 2022: The generational mortality improvement scale was updated from Scale MP-2019 to Scale MP-2021. The per capita health costs and contributions were updated to reflect current premiums and the costs in the most recent Commonwealth OPEB valuation report. The trend assumptions were revised, per the most recent Commonwealth OPEB valuation report. The discount rate was lowered from 7.00% to 6.75%.

Changes in Plan Provisions - June 30, 2023: Effective July 1, 2022, Fallon plans are no longer offered by the GIC; Also, effective July 1, 2023, due to the merger of Turfs and Harvard Pilgrim, Tufts plans are no longer offered by GIC. The migration away from these plans have been accounted for through medical trend assumption.

Data is being accumulated annually to present 10 years of the reported information.

See accompanying independent auditors' report

MASSACHUSETTS WATER RESOURCES AUTHORITY

Schedules of Employer Contributions - Last Ten Years

Required Supplementary Information – GASB No. 75

(Unaudited)

(Dollars in Thousands)

	Fiscal year ended June 30,									
	2025	2024	2023	2022	2021	2020	2019	2018	2017	2016
Actuarially determined contribution	\$ 10,562	5,699	5,701	5,772	9,144	8,997	11,812	11,400	10,948	14,996
Contributions in relation to the actuarially determined contribution	13,169	10,637	10,061	9,529	11,506	10,885	10,656	10,093	9,723	9,804
Contribution deficiency (excess)	<u>\$ (2,607)</u>	<u>(4,938)</u>	<u>(4,360)</u>	<u>(3,757)</u>	<u>(2,362)</u>	<u>(1,888)</u>	<u>1,307</u>	<u>1,225</u>	<u>5,192</u>	<u>(288)</u>
Covered-employee payroll	\$ 124,269	118,658	113,764	111,297	106,879	103,778	98,238	94,816	86,475	
Contributions as a percentage of covered-employee payroll	10.60%	8.96%	8.84%	8.56%	10.77%	10.49%	10.85%	10.64%	11.24%	

Notes to Schedule

Methods and assumptions used to determine contributions rates:

Actuarial cost method	Entry Age Normal
Amortization method	30 years (closed)
Asset valuation method	Fair value of assets
Inflation	3%
Discount rate	6.75%
Healthcare cost trend rates	Non-Medicare Plans: 9.15% managed care/11.55% indemnity in 2024, decreasing to a long-term trend rate of 5.00% after ten years. Medicare Plans: 3.06% managed care/4.17% indemnity in 2024, increasing to 5.9% managed care/6.6% indemnity in 2025, and decreasing to a long-term trend of 5.00% after ten years.
Mortality	The PUB-2010 Headcount-weighted Mortality Tables, sex-distinct, projected using generational mortality and scale MP-2021. Set forward two years for disabled retirees.

See accompanying independent auditors' report

MASSACHUSETTS WATER RESOURCES AUTHORITY

Schedules of Investment Returns - Last Ten Years

Required Supplementary Information – GASB No. 74

(Unaudited)

	Fiscal year ended June 30,								
	2025	2024	2023	2022	2021	2020	2019	2018	2017
Annual money-weighted rate of return, net of investment expenses	9.56%	9.51%	5.78%	-4.06%	27.37%	1.88%	5.80%	8.58%	10.58%

This schedule is intended to present 10 years of data. Additional years will be presented when available.

See accompanying independent auditors' report

MASSACHUSETTS WATER RESOURCES AUTHORITY
Accounts Established by the General Revenue Bond Resolution
June 30, 2025
(Comparative totals for June 30, 2024)
(Dollars in thousands)

	<u>Construction</u>	<u>Debt Service</u>	<u>Operating</u>	<u>Rate Stabilization</u>	<u>Revenue</u>	<u>Combined Reserves</u>	<u>Total</u>
Balance – June 30, 2024	\$ 156,604	\$ 588,245	\$ 58,022	\$ 39,009	\$ 64,575	\$ 22,245	\$ 928,700
Proceeds from:							
Revenue Bonds and Loans	162,736	42,050	-	-	-	-	204,786
Cash Received							
from Customers	-	-	-	-	873,967	-	873,967
Investment Income (Loss)	6,717	20,802	1,090	-	7,837	648	37,094
Debt Service Grant							-
Grant Receipts	149	3,166	-	-	-	-	3,315
Construction Payments	(199,652)	-	-	-	-	-	(199,652)
Lease Payments	(1,798)	(1,419)	-	-	-	-	(3,217)
Debt Service Payment	(80,519)	(475,693)	-	-	(84,418)	-	(640,630)
Other Commonwealth							-
Payments	-	-	-	-	(31,806)	-	(31,806)
Interfund Transfers	97,852	351,729	651	-	(449,982)	(250)	-
Transfers from (to)							
Operating Account	1,543	1,419	-	-	(337,496)	-	(334,534)
Balance – June 30, 2025	<u>\$ 143,632</u>	<u>\$ 530,299</u>	<u>\$ 59,763</u>	<u>\$ 39,009</u>	<u>\$ 42,677</u>	<u>\$ 22,643</u>	<u>\$ 838,023</u>

	<u>Total</u>	
	<u>Sewer</u>	<u>Water</u>
	<u>2025</u>	<u>2024</u>
Restricted Investments:		
Construction	\$ 86,465	\$ 57,168
Debt Service - Debt Service Reserves	92,809	65,555
Debt Service - Debt Service P & I	211,878	136,154
Debt Service - Revenue Redemption	4,878	19,024
Operating Reserve	42,153	17,609
Rate Stabilization Reserve	32,720	6,289
Revenue	40,790	1,887
Combined - Renewal and Replacement Reserve	5,007	5,007
Combined - Insurance Reserve	6,241	6,389
Total Restricted Investments	<u>\$ 522,941</u>	<u>\$ 315,082</u>
	<u>\$ 838,023</u>	<u>\$ 928,701</u>

See accompanying independent auditors' report.

MASSACHUSETTS WATER RESOURCES AUTHORITY

Combining Statement of Net Position

June 30, 2025

(Dollars in thousands)

	Assets	Sewer	Water	Combined Total
Current assets:				
Cash and cash equivalents		\$ 75,566	\$ 18,032	\$ 93,598
Restricted investments		527,261	318,096	845,357
Intergovernmental loans		8,102	35,825	43,927
Accounts receivable		522	1,084	1,606
Interest receivable		640	404	1,044
Total current assets		<u>612,091</u>	<u>373,441</u>	<u>985,532</u>
Noncurrent assets:				
Capital assets:				
Capital assets – not being depreciated		183,188	258,163	441,351
Capital assets – being depreciated – net		2,837,574	2,153,674	4,991,248
Lease asset - building		9,882	4,651	14,533
Subscription asset		633	222	855
Other assets, net		<u>135,553</u>	<u>211,552</u>	<u>347,105</u>
Total noncurrent assets		<u>3,166,830</u>	<u>2,628,262</u>	<u>5,795,092</u>
Total assets		<u>3,778,921</u>	<u>3,001,703</u>	<u>6,780,624</u>
	Deferred Outflows of Resources			
Deferred outflows from pension		31,086	16,692	47,778
Deferred outflows from OPEB		22,165	12,712	34,877
Deferred outflows from refunding debt		4,832	2,178	7,010
	Liabilities			
Current liabilities:				
Accounts payable and accrued expenses		34,228	13,206	47,434
Accounts payable for construction		18,985	14,546	33,531
Commercial paper		48,231	90,964	139,195
Current portion of compensated absences		192	108	300
Current portion of long-term debt		181,806	111,356	293,162
Current portion of lease liability		1,439	505	1,944
Current portion of SBITA		121	43	164
Accrued interest on bonds payable		<u>34,103</u>	<u>22,754</u>	<u>56,857</u>
Total current liabilities		<u>319,105</u>	<u>253,482</u>	<u>572,587</u>
Noncurrent liabilities:				
Reserves		48,478	28,986	77,464
Retainage on construction in progress		8,208	7,321	15,529
Long-term compensated absences		10,586	5,978	16,564
Long-term debt – less current portion		2,237,851	1,519,173	3,757,024
Lease liability		11,478	3,717	15,195
Subscription liability		385	136	521
Net pension liability		89,607	51,964	141,571
Net OPEB liability		<u>60,995</u>	<u>33,902</u>	<u>94,897</u>
Total noncurrent liabilities		<u>2,467,588</u>	<u>1,651,177</u>	<u>4,118,765</u>
Total liabilities		<u>2,786,693</u>	<u>1,904,659</u>	<u>4,691,352</u>
	Deferred Inflows of Resources			
Deferred inflows from pension		953	536	1,489
Deferred inflows from OPEB		6,093	2,737	8,830
	Net Position			
Net investment in capital assets		675,810	761,759	1,437,569
Restricted				
Construction		86,464	57,168	143,632
Debt service		127,254	107,350	234,604
Operating		4,959	3,418	8,377
Revenue		40,790	1,887	42,677
Rate Stabilization		32,720	6,289	39,009
Unrestricted		<u>75,268</u>	<u>187,482</u>	<u>262,750</u>
Total net position		<u>\$ 1,043,265</u>	<u>\$ 1,125,353</u>	<u>\$ 2,168,618</u>
Commitments and contingencies				

See accompanying independent auditors' report

MASSACHUSETTS WATER RESOURCES AUTHORITY

Combining Statement of Net Position

June 30, 2024

(Dollars in thousands)

	Assets	Sewer	Water	Combined Total
Current assets:				
Cash and cash equivalents		\$ 52,153	\$ 32,047	\$ 84,200
Investments		3,616	1,781	5,397
Restricted investments		536,432	398,256	934,688
Intergovernmental loans		7,631	33,692	41,323
Accounts receivable		760	1,037	1,797
Interest receivable		474	295	769
Total current assets		<u>601,066</u>	<u>467,108</u>	<u>1,068,174</u>
Noncurrent assets:				
Capital assets:				
Capital assets – not being depreciated		134,452	175,588	310,040
Capital assets – being depreciated – net		2,942,275	2,207,371	5,149,646
Lease asset - building		11,311	5,323	16,634
Other assets, net		151,259	206,321	357,580
Total noncurrent assets		<u>3,239,297</u>	<u>2,594,603</u>	<u>5,833,900</u>
Total assets		<u>3,840,363</u>	<u>3,061,711</u>	<u>6,902,074</u>
Deferred Outflows of Resources				
Deferred outflows from pension		35,800	19,389	55,189
Deferred outflows from OPEB		29,080	16,669	45,749
Deferred outflows from refunding debt		5,156	2,339	7,495
Liabilities				
Current liabilities:				
Accounts payable and accrued expenses		21,913	17,936	39,849
Accounts payable for construction		18,444	11,243	29,687
Commercial paper		24,000	56,000	80,000
Current portion of compensated absences		182	98	280
Current portion of long-term debt		173,653	111,237	284,890
Current portion of lease liability		1,330	468	1,798
Accrued interest on bonds payable		33,218	19,789	53,007
Total current liabilities		<u>272,740</u>	<u>216,771</u>	<u>489,511</u>
Noncurrent liabilities:				
Reserves		47,084	28,473	75,557
Retainage on construction in progress		5,075	7,510	12,585
Long-term compensated absences		10,816	5,767	16,583
Long-term debt – less current portion		2,442,733	1,700,634	4,143,367
Lease liability		12,666	4,472	17,138
Net pension liability		87,295	50,640	137,935
Net OPEB liability		60,736	33,754	94,490
Total noncurrent liabilities		<u>2,666,405</u>	<u>1,831,250</u>	<u>4,497,655</u>
Total liabilities		<u>2,939,145</u>	<u>2,048,021</u>	<u>4,987,166</u>
Deferred Inflows of Resources				
Deferred inflows from pension		2,438	337	2,775
Deferred inflows from OPEB		10,388	5,193	15,581
Deferred inflows from refunding debt		21,745	21,946	43,691
Net Position				
Net investment in capital assets		533,773	595,054	1,128,827
Restricted				
Construction		82,019	74,587	156,606
Debt service		145,824	131,244	277,068
Operating		4,485	2,271	6,756
Revenue		54,494	10,081	64,575
Rate Stabilization		24,720	14,289	39,009
Unrestricted		91,368	197,085	288,453
Total net position		<u>\$ 936,683</u>	<u>\$ 1,024,611</u>	<u>\$ 1,961,294</u>
Commitments and contingencies				
See accompanying independent auditors' report				

MASSACHUSETTS WATER RESOURCES AUTHORITY

Combining Statement of Revenues, Expenses, and Changes in Net Position

Year Ended June 30, 2025

(Dollars in thousands)

	<u>Sewer</u>	<u>Water</u>	<u>Combined Total</u>
Operating revenues:			
Customer services	\$ 548,003	\$ 321,585	\$ 869,588
Other	2,438	1,266	3,704
Total operating revenues	<u>550,441</u>	<u>322,851</u>	<u>873,292</u>
Operating expenses:			
Operations	89,093	55,001	144,094
Maintenance	31,458	15,702	47,160
Payments in lieu of taxes	-	8,486	8,486
Engineering, general, and administrative	118,010	69,071	187,081
Total operating expenses	<u>238,561</u>	<u>148,260</u>	<u>386,821</u>
Income from operating before depreciation	311,880	174,591	486,471
Depreciation and amortization	<u>179,317</u>	<u>65,204</u>	<u>244,521</u>
Operating Income	<u>132,563</u>	<u>109,387</u>	<u>241,950</u>
Nonoperating revenues (expenses):			
Investment income	22,282	20,010	42,292
Interest expense	(54,826)	(32,492)	(87,318)
Change in reserves	<u>(1,393)</u>	<u>(513)</u>	<u>(1,906)</u>
Total nonoperating expenses	<u>(33,937)</u>	<u>(12,995)</u>	<u>(46,932)</u>
Net gain before capital grants and contributions	98,626	96,392	195,018
Capital grants and contributions	<u>7,956</u>	<u>4,350</u>	<u>12,306</u>
Increase in net position	106,582	100,742	207,324
Total net position - beginning of year	<u>936,683</u>	<u>1,024,611</u>	<u>1,961,294</u>
Total net position - end of year	<u><u>\$ 1,043,265</u></u>	<u><u>\$ 1,125,353</u></u>	<u><u>\$ 2,168,618</u></u>

See accompanying independent auditors' report

MASSACHUSETTS WATER RESOURCES AUTHORITY

Combining Statement of Revenues, Expenses, and Changes in Net Position

Year Ended June 30, 2024

(Dollars in thousands)

	<u>Sewer</u>	<u>Water</u>	<u>Combined Total</u>
Operating revenues:			
Customer services	\$ 538,420	\$ 309,518	\$ 847,938
Other	1,981	1,799	3,780
Total operating revenues	<u>540,401</u>	<u>311,317</u>	<u>851,718</u>
Operating expenses:			
Operations	90,686	53,479	144,165
Maintenance	23,570	14,108	37,678
Payments in lieu of taxes	-	8,489	8,489
Engineering, general, and administrative	99,131	58,795	157,926
Total operating expenses	<u>213,387</u>	<u>134,871</u>	<u>348,258</u>
Income from operating before depreciation	327,014	176,446	503,460
Depreciation and amortization	<u>171,910</u>	<u>64,908</u>	<u>236,818</u>
Operating Income	<u>155,104</u>	<u>111,538</u>	<u>266,642</u>
Nonoperating revenues (expenses):			
Investment income	24,741	14,261	39,002
Interest expense	(83,763)	(50,236)	(133,999)
Change in reserves	(5,643)	(2,218)	(7,861)
Total nonoperating expenses	<u>(64,665)</u>	<u>(38,193)</u>	<u>(102,858)</u>
Net gain before capital grants and contributions	90,439	73,345	163,784
Capital grants and contributions	<u>4,614</u>	<u>1,683</u>	<u>6,297</u>
Increase in net position	95,053	75,028	170,081
Total net position - beginning of year	<u>841,630</u>	<u>949,583</u>	<u>1,791,213</u>
Total net position - end of year	<u>\$ 936,683</u>	<u>\$ 1,024,611</u>	<u>\$ 1,961,294</u>

See accompanying independent auditors' report

MASSACHUSETTS WATER RESOURCES AUTHORITY

Combining Statement of Fiduciary Net Position

June 30, 2025

(Dollars in thousands)

	December 31, 2024	June 30, 2025	2025
	MWRA Employees'	MWRA OPEB	Total
	Retirement System	Trust	
Assets			
Cash and cash equivalents (note 4)	\$ 22,346	\$ 5,545	\$ 27,891
Investments: (note 4)			
Fixed income	119,411	-	119,411
Equities	378,515	-	378,515
Real estate	58,973	-	58,973
Private equity	74,099	-	74,099
Hedge funds	25,957	-	25,957
External investment pool	43,397	89,697	133,094
Total investments	<u>700,352</u>	<u>89,697</u>	<u>790,049</u>
Accounts receivable	805		805
Total assets	<u>723,503</u>	<u>95,242</u>	<u>818,745</u>
Liabilities			
Current liabilities:			
Accounts payable and accrued expenses	100	-	100
Due to primary government	190	-	190
Payables for securities purchased	11	-	11
Total liabilities	<u>301</u>	<u>-</u>	<u>301</u>
Fiduciary Net Position			
Restricted			
Pensions	723,202	-	723,202
Postemployment benefits other than pensions	-	95,242	95,242
Total fiduciary net position	<u>\$ 723,202</u>	<u>\$ 95,242</u>	<u>\$ 818,444</u>

See accompanying independent auditors' report

MASSACHUSETTS WATER RESOURCES AUTHORITY

Combining Statement of Fiduciary Net Position

June 30, 2024

(Dollars in thousands)

	<u>December 31, 2023</u>	<u>June 30, 2024</u>	<u>2024</u>
	<u>MWRA Employees'</u>	<u>MWRA OPEB</u>	<u>Total</u>
	<u>Retirement System</u>	<u>Trust</u>	
Assets			
Cash and cash equivalents (note 4)	\$20,809	\$3,034	\$ 23,843
Investments: (note 4)			
Fixed income	137,357	-	137,357
Equities	316,015	-	316,015
Real estate	61,296	-	61,296
Private equity	75,630	-	75,630
Hedge funds	27,512	-	27,512
External investment pool	35,575	79,080	114,655
Total investments	<u>653,385</u>	<u>79,080</u>	<u>732,465</u>
Accounts receivable	995	-	995
Total assets	<u>675,189</u>	<u>82,114</u>	<u>757,303</u>
Liabilities			
Current liabilities:			
Accounts payable and accrued expenses	165	-	165
Due to primary government	92	-	92
Payables for securities purchased	-	-	-
Total liabilities	<u>257</u>	<u>-</u>	<u>257</u>
Fiduciary Net Position			
Restricted			
Pensions	674,932	-	674,932
Postemployment benefits other than pensions	-	82,114	82,114
Total fiduciary net position	<u>\$ 674,932</u>	<u>\$ 82,114</u>	<u>\$ 757,046</u>

See accompanying independent auditors' report

MASSACHUSETTS WATER RESOURCES AUTHORITY

Combining Statement of Changes in Fiduciary Net Position

Year ended June 30, 2025

(Dollars in thousands)

	December 31, 2024	June 30, 2025	2025
	MWRA Employees'	MWRA OPEB	Total
	Retirement System	Trust	
Additions			
Contributions:			
Employer	\$ 21,265	\$ 13,169	\$ 34,434
Plan members	11,446	-	11,446
Total contributions	<u>32,711</u>	<u>13,169</u>	<u>45,880</u>
Investment income:			
Interest and dividends	7,627	80	7,707
Net realized and unrealized gains	55,298	8,167	63,465
Less: investment fees	<u>(6,110)</u>	<u>(400)</u>	<u>(6,510)</u>
Net investment income	<u>56,815</u>	<u>7,847</u>	<u>64,662</u>
Reimbursements and transfers from other systems	<u>2,791</u>	<u>-</u>	<u>2,791</u>
Total additions	<u>92,317</u>	<u>21,016</u>	<u>113,333</u>
Deductions			
Benefits paid to participants or beneficiaries	42,638	7,888	50,526
Reimbursements and transfers to other systems	895	-	895
Administrative expenses	<u>514</u>	<u>-</u>	<u>514</u>
Total deductions	<u>44,047</u>	<u>7,888</u>	<u>51,935</u>
Change in fiduciary net position	48,270	13,128	61,398
Total fiduciary net position - beginning of year	<u>674,932</u>	<u>82,114</u>	<u>757,046</u>
Total fiduciary net position - end of year	<u>\$ 723,202</u>	<u>\$ 95,242</u>	<u>\$ 818,444</u>
See accompanying independent auditors' report			

MASSACHUSETTS WATER RESOURCES AUTHORITY

Combining Statement of Changes in Fiduciary Net Position

Year ended June 30, 2024

(Dollars in thousands)

	<u>December 31, 2023</u>	<u>June 30, 2024</u>	<u>2024</u>
	<u>MWRA Employees'</u>	<u>MWRA OPEB</u>	<u>Total</u>
	<u>Retirement System</u>	<u>Trust</u>	
Additions			
Contributions:			
Employer	\$15,973	\$10,637	\$ 26,610
Plan members	10,576	-	10,576
Total contributions	<u>26,549</u>	<u>10,637</u>	<u>37,186</u>
Investment income:			
Interest and dividends	10,349	134	10,483
Net realized and unrealized gains	49,937	7,131	57,068
Less: investment fees	<u>(3,269)</u>	<u>(379)</u>	<u>(3,648)</u>
Net investment income	<u>57,017</u>	<u>6,886</u>	<u>63,903</u>
Reimbursements and transfers from other systems	<u>2,409</u>	<u>-</u>	<u>2,409</u>
Total additions	<u>85,975</u>	<u>17,523</u>	<u>103,498</u>
Deductions			
Benefits paid to participants or beneficiaries	38,641	7,787	46,428
Reimbursements and transfers to other systems	1,137	-	1,137
Administrative expenses	<u>505</u>	<u>-</u>	<u>505</u>
Total deductions	<u>40,283</u>	<u>7,787</u>	<u>48,070</u>
Change in fiduciary net position	45,692	9,736	55,428
Total fiduciary net position - beginning of year	<u>629,240</u>	<u>72,378</u>	<u>701,618</u>
Total fiduciary net position - end of year	<u>\$ 674,932</u>	<u>\$ 82,114</u>	<u>\$ 757,046</u>
See accompanying independent auditors' report			

Appendix B

May 1, 2026

Board of Directors
Massachusetts Water Resources Authority
Deer Island, 33 Tafts Avenue
Boston, Massachusetts 02128

Subject: Financial Feasibility Report General Revenue Bonds 2026 Series C (Green Bonds) (the “Series C Bonds”) and General Revenue Refunding Bonds, 2026 Series D (Green Bonds) (the “Series D Bonds”, together the “2026 Bonds”).

Dear Members of the Board:

We are submitting herewith a Supplemental Report prepared to support the Massachusetts Water Resources Authority (the “MWRA” or the “Authority”) with its issuance of the 2026 Bonds. This report incorporates by reference the Triennial Report prepared by CDM Smith in October 2023 (the “2023 Triennial Report”), which assessed the condition and operations of the Authority. Terms used in this report that are not defined herein have the same definitions as used in the 2023 Triennial Report and/or the Official Statements for the 2026 Bonds.

The values for the current fiscal year are based on the FY 2026 Current Expense Budget (“CEB”) and the FY 2026 Capital Improvement Plan (“CIP”). The financial projections contained herein are based on the Authority’s Proposed FY 2027 CEB (the “Proposed CEB”), and the Proposed FY 2027 CIP (the “Proposed CIP”). Historically, the Authority’s approved budget in any fiscal year is lower than the proposed budget, therefore CDM Smith believes it a conservative and reasonable approach to base the projections in this report on the Proposed CEB and Proposed CIP.

The Proposed CEB and the Proposed CIP incorporate changes and updates that occurred during FY 2026 and anticipated FY 2027 changes. These updates are included in the projections, and include:

- A \$20.0 million defeasance of outstanding principal in June 2026 that will positively impact FY 2027 and subsequent years.
- A \$10.5 million debt prepayment in FY 2027 with savings realized starting in FY 2028.

The balance of this Supplemental Report provides an evaluation of the Authority’s financial status and projections. We stand ready to respond to any questions regarding the content of our work.

Very truly yours,
CDM Smith Inc.

A handwritten signature in blue ink, appearing to read 'Adam Simonsen', is positioned above the printed name.

Adam Simonsen
Principal

Financial Requirements

1 Introduction

Our financial evaluation and projections are based on a review of the Authority's financial statements and various budget documents, current, proposed, and historical, as well as the Authority's financial projections. Our analysis is based on the following documents and data sources: the Authority's financial statements, the Authority's actual operating results through FY 2025, the CEB, the CIP, the Proposed CEB, the Proposed CIP, the most recent Master Plan, and the Authority's projections of grant receipts, escrows, and participation in the Massachusetts Clean Water Trust SRF loan program (the "SRF"). The projections incorporate by reference the 2023 Triennial Report. Consistent with the Authority's rate management strategy, these projections assume the Authority continues its practice of smoothing its rate increases, including by making additional debt service prepayments. See Section 4.1, below. The values for FY 2026 are based on the CEB, while the projections for FY 2027 and future years rely on the Proposed CEB as the base; historically the approved budget for any fiscal year has been less than the proposed. We believe that this is a conservative and reasonable approach to developing the projections contained herein.

We have reviewed the Authority's projected revenue requirements for the current fiscal year (FY 2026) and the following five-year forecast period (FY 2027 to FY 2031), assessing present expenditures, anticipated schedules for capital improvements, the Authority's Proposed CIP and Proposed CEB and the covenants of the Resolution.

The purposes of this section are to:

- Project Authority expenses for FY 2027 through FY 2031.
- Project non-rate revenues for the same period.
- Project rate increases for FY 2027 through FY 2031.
- Assess the impacts of such rate increases on customers.
- Evaluate the Authority's compliance with various Resolution covenants.

The projections contained in this Report reflect assumptions regarding the schedule, timing and cost of certain key capital projects as set forth in the Proposed CIP. Modifications to the timing and costs of those projects will impact the projections and potentially the conclusions contained herein.

2 Key Assumptions

This section describes the key assumptions that have been used by the Authority in developing its own projections which are the basis of the projections contained herein. CDM Smith has reviewed the Authority's assumptions and believes that they are reasonable for developing these financial projections. These projections consider the data and information described above, assumptions regarding economic conditions, Authority policies and spending practices, and the Authority's most recent financings. These projections consider Authority-developed projections on the use of debt

defeasances and tax-exempt commercial paper ("TECP"). The projections are developed such that the Authority's projected revenues and expenses meet the various requirements of the Resolution.

As described in the following subsections, the Resolution requires the Authority to comply with two rate covenants regarding the adequacy of rate revenue. The covenants require that the Authority generate sufficient revenue to meet all annual revenue requirements, including operation and maintenance expenses, pro rata debt service fund deposits, and reserve fund requirements. In addition, the Authority is mandated to provide revenue available for debt service payments in each fiscal year equal to the sum of the Primary and Secured Bond Coverage Ratios. The key assumptions and inputs used for these projections include:

- Future senior debt for FY 2027 is assumed to be 25-year debt, with an interest rate of 5.0 percent. After FY 2027, future senior debt is assumed to be 30-year debt, with an interest rate of 6.0 percent for subsequent fiscal years. Variable-rate debt is assumed to carry an interest rate of 4.0 percent in FY 2027 and all subsequent fiscal years.
- SRF loans will carry an effective interest rate of 2.15 percent with a 20-year term for FY 2027 and all subsequent fiscal years.
- Capital costs are projected to inflate at an average annual rate of 2.5 percent for projects not yet under contract. It should be noted that changes to this assumption will not have a significant impact on the Authority's projected increases in total expenses over the forecast period but will have a greater impact over the long term.
- Labor costs are projected to inflate at an average annual rate of 2.7 percent for all future years. Insurance costs are projected to inflate at an average annual rate of 4.0 percent for all future years. Other operating and maintenance costs for existing facilities generally are projected to inflate at an average annual rate of 3.0 percent for all future years. Incremental operations and maintenance cost savings resulting from completed capital improvements during FY 2027 to FY 2031 are projected to have a modest impact on the Authority's total operating expenses.
- Capital spending is based on the CIP, and it is assumed that the Authority's expenditure rate will average 85 percent of the budgeted cash expenditure rate. However, two-thirds of the deferred expenditures are expected to be spent three years later. Thus, the amount deferred in FY 2027 is added to FY 2030 anticipated CIP expenditures.
- The Authority's projections assume that no Commonwealth debt service assistance will be received during the projection period.
- These projections assume that the Authority utilizes Rate Stabilization funds of \$782,000 in FY 2028, \$740,000 in FY 2029, \$140,000 in FY 2030, and \$12,000 in FY 2031.

CDM Smith has reviewed the Executive Director transition plan (See the Official Statement, of which this Appendix B is a part, under Management and Organization of the Authority – Organization, Management and Staff) and does not believe it will have a material effect on opinions, analyses, or conclusions regarding the financial assumptions relied upon in this disclosure.

3 Rate Revenue Requirements

In describing the projected rate revenue requirements as shown in Tables 1 through 3, we have followed the Authority's CEB format with expenditures classified as direct, indirect and capital financing. Non-rate revenue is then applied against total expenses to determine the Authority's rate revenue requirement for a fiscal year.

3.1 Direct Expenses

Projected direct expenses are summarized in Table 1 and discussed in the following sections. Direct expenditures are projected to increase from approximately \$328.0 million in FY 2026 to approximately \$385.6 million in FY 2031, an average annual increase of 3.3 percent. These projections reflect the costs of operating and maintaining the Systems, as well as the net incremental savings associated with new facilities and projects that the Authority anticipates becoming operational during this time.

The increase in direct expenses largely reflects the anticipated inflationary increases in labor and other operating costs. Labor costs reflect a \$10.5 million reduction as a vacancy adjustment for unfilled positions. The chemical expenses include \$689,000 for the chemicals that will be required to comply for the anticipated Deer Island National Pollutant Discharge Elimination System permit (the "NPDES" permit) which is projected to have more stringent requirements for enterococcus treatment compliance.

Sewer Fund direct expenses, as presented in Table 1, includes allocated administrative expenses but excludes the Clinton Wastewater Treatment Plant expenses. (The Clinton Wastewater Treatment Plant is treated as a Waterworks Fund expense because the facility was constructed to mitigate the impact of certain Waterworks System facilities). Sewer Fund direct expenses are projected to increase at an average annual rate of approximately 3.5 percent from FY 2026 to FY 2031. Projected net incremental savings on Sewer Fund direct expenses from capital improvements are included through FY 2031.

Administrative and support expenses are allocated between the Waterworks Fund and the Sewer Fund, based on the total direct annual costs in each Fund. Approximately 62 percent of allocable direct administrative expenses were assigned to the Sewer Fund for FY 2026, and that assumption is carried forward through the forecast period.

The Waterworks Fund direct expenses are projected to increase at an average annual rate of approximately 2.9 percent between FY 2026 and FY 2031. The Waterworks Fund expenses include Clinton Wastewater Treatment Plant costs and allocated administrative expenses (approximately 38 percent of the total administrative expenses). Projected net incremental savings on Water Fund direct expenses from capital improvements are included through FY 2031.

Table 1
Budgeted and Projected Direct Expenses, By Fund, FY 2026-2031
 (\$ in 000's)

	FY 2026	FY 2027	FY 2028	FY 2029	FY 2030	FY 2031
Sewer Fund Direct Expenses ¹	\$216,778	\$229,870	\$236,923	\$243,157	\$250,040	\$257,123
Waterworks Fund Direct Expenses ²	\$111,202	\$114,954	\$118,309	\$121,631	\$125,058	\$128,469
Total Direct Expenses	\$327,980	\$344,824	\$355,232	\$364,788	\$375,098	\$385,592

¹ Includes Sewer Division, sewer portions of the Field Operating Division and allocated Engineering and Construction, Laboratory Service and Administrative. Excludes Clinton Wastewater Treatment Plant.

² Includes Waterworks Division, water portions of Field Operating Division, the Clinton Wastewater Treatment Plant and allocated Engineering and Construction, Laboratory Services and Administrative.

Note: Totals may not add exactly due to rounding.

Table 2 presents a breakdown of the Authority's projected combined direct expenses, by expense category. These expenses are presented by CEB line item for the period FY 2026 through FY 2031. Excluding capital financing expenses, labor costs are the Authority's largest line-item expense representing 53.4 percent of total direct expenses over the projection period and are projected to increase from \$172.8 million in FY 2026 to \$205.9 million in FY 2031. Labor costs are expected to increase at an average annual increase of 3.6 percent over the period between FY 2026 and FY 2031.

Table 2
Budgeted and Projected Direct Expenses, by Category, FY 2026-2031
 (\$ in 000's)

Category	FY 2026	FY 2027	FY 2028	FY 2029	FY 2030	FY 2031
Labor	\$172,777	\$185,076	\$190,073	\$195,205	\$200,476	\$205,889
Chemicals	\$19,307	\$20,284	\$20,893	\$21,519	\$22,165	\$22,830
Utilities	\$33,579	\$36,029	\$37,110	\$38,224	\$39,377	\$40,513
Maintenance & Materials	\$51,279	\$53,731	\$55,858	\$57,003	\$58,713	\$60,474
<u>Services</u>	<u>\$51,038</u>	<u>\$49,704</u>	<u>\$51,298</u>	<u>\$52,837</u>	<u>\$54,367</u>	<u>\$55,886</u>
Total Direct Expenses	\$327,980	\$344,824	\$355,232	\$364,788	\$375,098	\$385,592

Note: Totals may not add exactly due to rounding.

Chemical costs account for approximately 5.9 percent of direct expenses and are estimated to increase at an average annual rate of 3.4 percent between FY 2026 and FY 2031, reflecting assumed inflation for future costs. The Authority is including approximately \$689,000 for chemicals that will be required to comply with the new NPDES permit for the Deer Island Treatment Plant (the "DITP").

Utilities, which represent approximately 10.4 percent of direct expenses, are expected to increase at an average annual rate of 3.8 percent between FY 2026 and FY 2031, reflecting the Authority's fixed price energy agreements, as well as most recent pricing outlook and trends in fuel and electricity market prices and planned usage. Maintenance and materials, which represent 15.7 percent of direct expenses over the projection period, are projected to increase at an average annual rate of 3.4 percent from FY 2026 to FY 2031. Services represent 14.6 percent of the direct expenses, which includes approximately \$2.4 million in FY 2027 for potential landfill disposal costs if required by future PFAS

regulations. Services are projected to increase at an average annual rate of 1.8 percent over the projection period.

3.2 Indirect Expenses

Indirect expenses for FY 2026 through FY 2031 are summarized in Table 3. Indirect expenses include several cost items that reflect financial commitments by the Authority that are not directly controlled by their operating divisions. As an example, the Authority has agreed to compensate certain Local Bodies (Quincy and Winthrop) for the adverse impacts caused by the construction and operation of facilities located in those communities. These mitigation payments are financial obligations of the Authority and are allocated specifically to the Sewer System.

Table 3
Budgeted and Projected Indirect Expenses, FY 2026-2031
(\$ in 000's)

Category	FY 2026	FY 2027	FY 2028	FY 2029	FY 2030	FY 2031
Insurance	\$5,529	\$5,927	\$6,164	\$6,411	\$6,667	\$6,934
Watershed/PILOT	\$35,119	\$36,145	\$37,258	\$38,375	\$39,527	\$40,712
Cable Substation Lease	\$6,838	\$6,243	\$6,333	\$6,113	\$5,894	\$5,675
Mitigation	\$1,869	\$1,916	\$1,964	\$2,013	\$2,063	\$2,115
OPEB	\$5,349	\$5,404	\$5,438	\$5,449	\$5,434	\$5,390
Reserves Additions	\$1,967	\$2,861	\$3,140	\$1,665	\$2,464	(\$3,993) ¹
<u>Pension Fund Deposits</u>	<u>\$26,347</u>	<u>\$28,410</u>	<u>\$34,877</u>	<u>\$35,233</u>	<u>\$39,618</u>	<u>\$5,065</u>
Total Indirect Expenses	\$83,019	\$86,906	\$95,174	\$95,259	\$101,667	\$61,898

¹ No contributions projected for FY 2031.

Note: Totals may not add exactly due to rounding.

The major indirect expenses are:

Insurance: The Authority purchases property and casualty insurance from external insurance carriers and self-insures for significant levels of property and general liabilities.

Watershed/PILOT: The Enabling Act requires the Authority to pay the Commonwealth for two obligations. The first obligation is to reimburse the Commonwealth for the operating costs and debt service associated with land acquisitions of the DCR's Division of Water Supply Protection. The Authority prepaid the remaining debt service costs associated with the land acquisition in FY 2016, from the operating surplus. The second obligation is to make payments in lieu of taxes ("PILOT") to each city or town with land located in the Authority's watersheds. PILOT payments are revalued every four years, the most recent occurring in FY 2022. The Authority's projections assume that PILOT payments will increase 3 percent annually from FY 2027 through FY 2031. CDM Smith believes the Authority's approach is appropriately conservative for these purposes.

Cable and Substation Lease: NSTAR Electric Company (successor to Boston Edison Co. and now doing business as Eversource) together with HEEC, an NSTAR subsidiary, completed installation of a cross-harbor power cable and built a power substation in 1990-1991 to supply electric power for the construction and operation of the DITP. The Authority paid HEEC's capital investment for the cross-harbor electrical cable over a 25-year schedule governed by a written agreement, with contractual obligations ending in FY 2015. At the end

of the term of that agreement, HEEC petitioned the Massachusetts Department of Public Utilities to establish a tariff formalizing the terms for continued supply of power to the DITP. The Authority fully participated in that 2015 tariff proceeding and engaged with HEEC in a rate setting process to update that tariff and to incorporate the terms of a May 2017 agreement whereby HEEC was required to install and MWRA was required to pay for a replacement power cable. The cable replacement was required to allow for dredging of Boston Harbor to accommodate deep draft ship berths. The replacement cable was placed in service in August 2019. Additional costs related to the replacement cable were incurred starting in FY 2020. The Proposed CEB includes the latest cost estimates available. The Authority allocated \$6.5 million in FY 2018 for a HEEC cable capacity reserve fund, which was deposited to the Rate Stabilization Fund and is intended to be utilized in part between FY 2028 and FY 2031 to partially mitigate the rate impact of the increased costs related to the capacity charges included in the tariff for the replacement cable.

Mitigation: The Authority is party to an agreement that requires the Authority to make payments to the Town of Winthrop to ameliorate the adverse physical, social, and economic impacts of the DITP. The Authority also has a mitigation agreement with the City of Quincy that requires the Authority to make payments for police, fire, and other municipal services for several Authority water and sewer facilities located in Quincy. Those payments are projected to total approximately \$1.9 million in FY 2027. The mitigation agreements with the two municipalities were renewed in FY 2025 with a 10-year term.

Additions to Reserves: The Authority is required by the terms of the Resolution to maintain reserve funds for operations, insurance, and renewal and replacement. These reserves are incrementally funded each year, as necessary, to bring them to stipulated levels. These are discussed in more detail in the following section.

Pension Fund Contribution: The Authority's methodology for assessing retirement liability is to comply with Chapter 32 of the Massachusetts General Laws, although the Authority's current policy is to reach full funding by the end of FY 2030. For FY 2027, the Authority intends to contribute \$28.4 million to the Pension Fund. This is comprised of a \$21.9 million required contribution based on the January 2025 actuarial evaluation and an additional \$6.5 million to assist with reaching full funding. The Authority has funded 87.1 percent of its pension liability and is projected to be fully funded by June 30, 2030.

Other Post-Employment Benefits: The Authority adopted GASB 45, which requires accounting and reporting of post-employment benefits other than pensions ("OPEB"). In 2015, the Authority created the Massachusetts Water Resources Authority Irrevocable Other Post-Employment Benefits Trust (the "OPEB Trust") to meet its OPEB liability. Under the Authority's current plan, the Authority anticipates depositing between \$5.3 and \$5.4 million in each year of the forecast period, but this may change based on the anticipated review of pension fund contributions. As of the end of December 2025, the OPEB Trust had a balance of \$101.4 million, approximately 44 percent funded. Since FY 2018, GASB 75 is the prevailing guidance for OPEB contributions, and the Authority follows that guidance.

3.3 Reserve Funds

The Authority is required by the Resolution to meet funding requirements for certain funds. The Authority is required to maintain an Operating Reserve Fund to be used in the event of unexpected or

extraordinary fluctuations in monthly operation and maintenance expenses. The Authority is required to have on deposit in the Operating Reserve Fund at the end of each fiscal year an amount equal to one-sixth of that fiscal year's operating expenses. (Operating expenses are the total of direct and indirect expenses found in Tables 2 and 3, less the amounts expended for Watershed/PILOT, Reserve additions, and OPEB Trust contributions).

At the end of FY 2026, the Operating Reserve is projected to have a balance of \$61.4 million. Accordingly, the Proposed CEB includes contributions of \$2.9 million, \$3.1 million, \$1.7 million, and \$2.5 million anticipated to maintain the required balance for FY 2027 through FY 2030, respectively. No contribution is projected for FY 2031.

The Resolution requires the Authority to fund an Insurance Reserve Fund to a level confirmed by a qualified insurance consultant. The Insurance Reserve Fund was last reviewed by the Insurance Consultant in March 2026 and the Consultant confirmed that a balance between \$9 million and \$13 million would be appropriate. The Insurance Reserve Fund has a balance of approximately \$14 million; the Authority expects the fund balance to remain level at the high end of the recommended range throughout the forecast period. The Insurance Reserve Fund Requirement has not been independently reviewed or evaluated by CDM Smith.

The Resolution also requires the Authority to fund a Renewal and Replacement Reserve Fund, based on the recommendations of the Consulting Engineer. The Renewal and Replacement Reserve Fund is established to pay the costs of emergency repairs or capital improvements to the Systems when funds are not available in either the Construction Fund or the Operating Fund. Projects financed from the Renewal and Replacement Reserve Fund must be necessary to ensure the continual operation of the Systems, and not previously identified to be financed from the Operating Fund. The Renewal and Replacement Reserve Fund requirement is presently established at a total of \$35 million, as most recently determined in the 2023 Triennial Report. The Resolution, as amended, requires the Authority to maintain a minimum cash balance of \$10 million in the Renewal and Replacement Reserve Fund. The remaining balance will be met through unused capacity in the Short-term borrowing program (TECP and Revolving Loan). Based on the current funding requirement, no additional deposits are projected to be required over the forecast period.

The Authority has in the past and may in the future pre-fund required reserve fund deposits.

3.4 Capital Spending

The projected capital spending for FY 2026 through FY 2031 is presented in Table 4, based on the CIP. The capital expenditures presented in this table are presented on a cash basis and represent the anticipated actual expenditures for various projects. The projected capital expenditures are based on contracts that are currently underway, as well as projected future projects reflected in the CIP. Inflated estimates are based on a 2.5 percent average annual inflation rate for all projects that are not under contract until after the end of FY 2026. In our opinion, the assumed inflation rate is reasonable given anticipated inflation trends. This inflation rate should provide an adequate allowance for currently unforeseen factors that could increase inflation pressures on construction costs.

Contingency amounts shown in Table 4 are based on projected cash expenditures. The contingency in a particular year is estimated to be 7.0 percent of projected spending, except for tunnel related projects which carry a 15 percent contingency. We believe that the Authority's contingency assumptions are reasonable and appropriate and provide sufficient allowances to cover unanticipated events.

As part of the FY 2024 CIP, the Authority established a spending cap for FY 2024 to FY 2028 with a baseline cap totaling \$1,364.2 million and total baseline projected expenditures of \$1,819 million. The total baseline projected expenditures include spending for the local I/I loan and grant program and local water pipeline loan program, which are excluded from the cap. The cap for FY 2024 to FY 2028 reduces projected expenditures by 25 percent to account for historical underspend of planned capital spending. The projections include the full capital spending amounts not reduced by the spend rate adjustment.

The Proposed CIP identifies asset protection, water system redundancy, pipeline replacement and rehabilitation, business system support, and support for community assistance programs as the primary focus of the Authority's capital spending going forward. The Proposed CIP includes potential design of projects that may arise from the Variance Waters updated CSO Long-Term Control Plan. (See the Official Statement, of which this Appendix B is a part, under Environmental Regulation and Litigation – Wastewater Management – NPDES Permits and Variances).

The Authority is advancing its project to construct long-term redundancy improvements for the Metropolitan Tunnels that supply water to the metropolitan Boston area. The Authority, based on a Board vote in February 2017, is moving forward with permitting and design for the redundancy project, which anticipates the construction of two deep rock tunnels to provide redundant potable water conveyance to the Authority's Boston metropolitan service area. The Authority has engaged a program support services team for this project. The Proposed CIP includes \$2.2 billion for the long-term redundancy project which the Authority anticipates expending over a period of approximately 17 years. The Authority established a dedicated group responsible for the implementation and oversight of the redundancy initiative and projects, similar to the approach taken in constructing the DITP. The Tunnel Unit is currently staffed with eight and is intending to increase to 16 as the project ramps up.

Table 4
Projected Capital Spending, Inflated and Uninflated, FY 2026-2031
(\$ in 000's)

	FY 2026	FY 2027	FY 2028	FY 2029	FY 2030	FY 2031
Sewer System¹						
Contracted ²	\$101,094	\$94,049	\$81,655	\$69,467	\$15,457	\$0
Uncontracted ²	\$71,285	\$135,586	\$368,708	\$610,106	\$669,710	\$611,612 ³
<u>Contingency²</u>	<u>\$13,356</u>	<u>\$17,618</u>	<u>\$33,138</u>	<u>\$49,251</u>	<u>\$49,711</u>	<u>\$44,631</u>
Subtotal²	\$185,736	\$247,253	\$483,500	\$728,825	\$734,878	\$656,243
Waterworks System¹						
Contracted ²	\$126,207	\$109,337	\$73,720	\$30,591	\$9,788	\$7,498
Uncontracted ²	\$70,373	\$98,306	\$162,762	\$371,668	\$576,780	\$735,146
<u>Contingency²</u>	<u>\$11,139</u>	<u>\$12,000</u>	<u>\$14,953</u>	<u>\$27,847</u>	<u>\$41,753</u>	<u>\$53,567</u>
Subtotal²	\$207,720	\$219,643	\$251,434	\$430,106	\$628,321	\$796,211
Total CIP - Uninflated²	\$393,456	\$466,896	\$734,934	\$1,158,930	\$1,363,199	\$1,452,454
Total CIP - Inflated	\$397,226	\$473,145	\$763,735	\$1,239,744	\$1,501,760	\$1,645,787
Reduction for Maximum CIP ⁴	\$0	\$0	\$0	(\$539,744)	(\$801,760)	(\$945,787)
Total CIP Spending	\$397,226	\$473,145	\$763,735	\$700,000	\$700,000	\$700,000

¹ Includes allocated Administrative Division expenses.

² Stated in 2026 dollars throughout forecast period.

³ Capital from Current Revenue applied to Uncontracted total in FY 2031.

⁴ The Authority's projections assume maximum annual CIP spending of \$700 million in FY 2029, \$700 million in FY 2030, and \$700 million in FY 2031.

Table 5 presents the projected flow of funds within the Construction Fund from FY 2026 through FY 2031. Most construction funding is projected to be financed with long-term debt or SRF loans; however, the Authority intends to fund a total of \$144.0 million in capital expenditures through pay-as-you-go current year funding for the projection period. The assumption for future years is that SRF loan availability remains stable beyond FY 2026, but that no grant funding will be available.

Table 5
Construction Fund Projected Cash Flow, FY 2026-2031
(\$ in 000's)

	FY 2026	FY 2027	FY 2028	FY 2029	FY 2030	FY 2031
Construction Needs ¹	\$366,354	\$431,853	\$681,010	\$634,723	\$642,315	\$671,373
Financed by:						
Balance: Begin. of Year	\$150,280	\$278,314	\$84,051	\$80,322	\$81,981	\$85,787
Long Term Debt	\$430,888	\$173,089	\$611,781	\$569,882	\$578,620	\$603,136
SRF	\$42,000	\$42,000	\$42,000	\$42,000	\$42,000	\$42,000
Pay As You Go	\$21,500	\$22,500	\$23,500	\$24,500	\$25,500	\$26,500
Balance: End of Year²	\$278,314	\$84,051	\$80,322	\$81,981	\$85,787	\$86,050

¹ Construction needs is approximately 85 percent of "Total CIP Spending" line shown on bottom of Table 4, plus two-thirds of the 15 percent deferred three years earlier.

² The Balance: End of Year is equal to the sum of the available sources, less projected construction needs.

Note: Totals may not add exactly due to rounding.

The Authority has developed its projections of borrowing amounts in a fiscal year, such that it begins the following fiscal year with a Construction Fund starting balance that, when combined with SRF loans, grants, and pay-as-you-go capital, is at least 10 percent of the next fiscal year's construction requirement. This, coupled with the availability of TECP, provides a sufficient cushion to prevent disruption of the Authority's capital program from unanticipated or unfavorable capital market conditions. The Authority may elect on an annual basis to borrow amounts that differ from the projections, which are based on timing of capital spending. Borrowings in the aggregate presented in Table 5 are not expected to be materially different over the projection period. The Authority has proposed a \$425 million borrowing in FY 2027 in the Proposed CEB.

The capital spending program described in the preceding paragraphs affects the Authority's revenue requirement in two ways:

- Debt service must be paid on the bonds issued to fund the program.
- Sufficient revenues must be generated to comply with the Primary and Secured Coverage requirements.

Table 6 presents existing and projected debt service resulting from the projected capital spending program. Annual debt service in a fiscal year is based on the monthly debt service deposits that are required in accordance with the Resolution. As noted earlier, no Commonwealth debt service assistance is assumed for the projection period. Debt service projections reflect the proposed \$425 million borrowing in FY 2027.

Table 6
Current and Projected Debt Service, FY 2026-2031
(\$ in 000's)

	FY 2026	FY 2027	FY 2028	FY 2029	FY 2030	FY 2031
Senior Debt						
Principal to be Issued in FY ¹	\$475,000	\$194,491	\$678,341	\$632,164	\$641,794	\$668,813
Existing Senior Debt Service	\$251,474	\$280,859	\$319,744	\$374,969	\$405,609	\$469,241
<u>Future Senior Debt Service</u>	<u>\$37,781</u>	<u>\$37,148</u>	<u>\$24,640</u>	<u>\$22,963</u>	<u>\$23,313</u>	<u>\$24,294</u>
Total Senior Debt Service	\$289,255	\$318,007	\$344,384	\$397,932	\$428,922	\$493,535
Debt Service Assistance	\$0	\$0	\$0	\$0	\$0	\$0
<u>Bond Redemption Account</u>	<u>\$0</u>	<u>\$0</u>	<u>\$0</u>	<u>\$0</u>	<u>\$0</u>	<u>\$0</u>
Net Senior Debt Service	\$289,255	\$318,007	\$344,384	\$397,932	\$428,922	\$493,535
Subordinated/SRF Debt						
Principal to be Issued in FY ¹	\$42,000	\$42,000	\$42,000	\$42,000	\$42,000	\$42,000
Existing Debt Service	\$170,971	\$139,972	\$127,261	\$101,571	\$89,101	\$85,540
<u>Future Sub/SRF Debt Service</u>	<u>\$5,059</u>	<u>\$7,858</u>	<u>\$5,770</u>	<u>\$4,343</u>	<u>\$4,343</u>	<u>\$4,343</u>
Total Sub/SRF Debt Service	\$176,029	\$147,829	\$133,031	\$105,914	\$93,444	\$89,883
<u>Debt Service Assistance</u>	<u>\$0</u>	<u>\$0</u>	<u>\$0</u>	<u>\$0</u>	<u>\$0</u>	<u>\$0</u>
Net Sub/SRF Debt Service	\$176,029	\$147,829	\$133,031	\$105,914	\$93,444	\$89,883
Total Debt Service	\$465,284	\$465,836	\$477,415	\$503,846	\$522,366	\$583,418

¹Total principal amount represents the amount of bonds required to provide the Construction Fund Deposit shown on line 1 of Table 5, plus repayment of TECP issued in prior fiscal year(s). This amount is increased to reflect Debt Service Reserve Fund Requirements and cost of issuance.

Note: Totals may not add exactly due to rounding.

Total Senior Debt Service is projected to increase from approximately \$289.3 million in FY 2026 to approximately \$493.5 million in FY 2031 before accounting for proceeds from the Bond Redemption Account, and debt service assistance. In Table 6, Net Senior Debt Service reflects the senior debt service with the reduction of current and anticipated debt service assistance and the Bond Redemption Account. The Bond Redemption Account is a valuable rate-smoothing tool available to the Authority, and the Authority estimates that it will have nearly \$26.1 million in the Bond Redemption Account at the beginning of the forecast period. The Authority does not expect to draw from the Bond Redemption Account during the projection period; however, the timing and amount of actual usage may vary.

Subordinated debt service, including both SRF and other outstanding subordinated Authority debt, is projected to decrease from \$176.0 million in FY 2026 to \$89.9 million in FY 2031. No future variable-rate debt is assumed to be issued over the timeframe of these projections; an assumption that may change based on market conditions. Projected SRF debt service assumes an interest rate of 2.15 percent for FY 2026 and the remainder of the projection period.

3.5 Non-Rate Revenues

The Authority receives revenues from a variety of sources that offset the amount that must be collected from the Local Bodies. Total non-rate revenues are budgeted at \$40.9 million in FY 2026 and are projected to increase to a total of \$48.1 million in FY 2031. Table 7 summarizes these sources from FY 2026 through FY 2031.

Table 7
Projected Non-Rate Revenue, FY 2026-2031
(\$ in 000's)

	FY 2026	FY 2027	FY 2028	FY 2029	FY 2030	FY 2031
Rate Stabilization Fund Withdrawal	\$0	\$0	\$782	\$740	\$140	\$12
Miscellaneous	\$17,616	\$18,506	\$18,584	\$18,954	\$19,102	\$19,396
<u>Investment Income</u>	<u>\$23,332</u>	<u>\$20,267</u>	<u>\$22,773</u>	<u>\$24,694</u>	<u>\$26,779</u>	<u>\$28,666</u>
Total Non-Rate Revenue	\$40,948	\$38,773	\$42,138	\$44,388	\$46,021	\$48,074

Note: Totals may not add exactly due to rounding.

Major non-rate revenue sources are briefly described in the following:

Rate Stabilization Fund Withdrawal: When annual revenues exceed expenses, the Authority may deposit the money in the Rate Stabilization Fund. In future years, money may be withdrawn from the Rate Stabilization Fund to reduce rate revenue requirements. The projections cap Rate Stabilization Fund withdrawals at an amount no greater than 10 percent of the Required Debt Service Fund Deposits, net of debt service assistance credited to Senior Debt for such year, consistent with the Resolution, and use such amounts as available to moderate projected rate increases consistent with Authority practice. The Rate Stabilization Fund balance at the end of FY 2025 was \$39.0 million. The Authority anticipates withdrawals of \$782,000 in FY 2028, \$740,000 in FY 2029, \$140,000 in FY 2030, and \$12,000 in FY 2031.

Investment Income: The Authority earns interest by investing fund balances in a variety of interest-bearing securities. Interest earnings from these funds, except for the Debt Service Reserve Fund, are transferred to the Revenue Fund and are available to meet the ongoing obligations of the Authority. Interest earned in the Debt Service Reserve Fund remains in that Fund to help meet its funding requirement. Total investment income is projected to generate \$20.3 million in FY 2027 and then varying between \$23 million and nearly \$29 million in the forecast period. The fluctuations in investment income between FY 2026 and FY 2031 partially reflect changes in the Construction Fund, Rate Stabilization Fund, and Debt Service Reserve Fund balances.

Miscellaneous: The Authority also receives certain amounts from Local Bodies, primarily the Chicopee Valley Aqueduct ("CVA") communities that are provided water under various contracts, as well as payments from the Town of Clinton for partial operation of the Clinton Wastewater Treatment Plant. The Authority is projected to receive approximately \$45.8 million from Clinton and the CVA communities under the contractual service agreements over the forecast period. The Authority estimates that over the same period it will collect \$15.7 million in water revenue from sewer customers to offset water usage at the DITP. The

Authority also receives a variety of fees, penalties and charges in its normal course of business.

4 Rate Revenue Requirement and Retail Customer Impacts

4.1 Rate Revenue Requirement

Table 8 summarizes the projected rates for FY 2026 through FY 2031, based on the Proposed CEB and other factors described herein. For FY 2027, the Authority's rate revenue requirement is projected to increase by 3.0 percent over FY 2026 levels to a total of approximately \$905.1 million. The rate revenue requirement equals the total amount of expenses in a fiscal year (including required reserve deposits and any amounts required to meet coverage requirements) less non-rate revenues. Of this amount, approximately \$568.7 million will be required to meet the expenses of the Sewer System, including allocated administrative and indirect expenses, and approximately \$336.3 million for the Waterworks System.

Rate revenues are projected to increase from approximately \$878.8 million in FY 2026 to approximately \$1,022.6 million in FY 2031, an average annual increase of 3.1 percent. For the Sewer System, the rate revenue requirement is projected to increase from \$555.2 million in FY 2026 to approximately \$630.3 million in FY 2031, an average annual increase of approximately 2.6 percent. The Waterworks System revenue requirement is projected to increase from \$323.6 million in FY 2026 to approximately \$392.3 million in FY 2031, an average annual increase of 3.9 percent.

The Authority historically has attempted to smooth total rate increases to mitigate significant short-term rate increases. Recognizing that smoothing total rate increases is beneficial to Local Bodies receiving both water and sewer service only, in FY 2017, the Authority began to smooth rates at the Sewer and Waterworks Systems level. Rate smoothing at the Systems level has created more sustainable and predictable rates for each System, which has helped mitigate short-term rate spikes and provide consistent rates for the Local Bodies that only receive one service from the Authority.

Table 8
Projected Rate Revenue Requirement Increases, FY 2026-2031
(\$ in 000's)

	FY 2026	FY 2027	FY 2028	FY 2029	FY 2030	FY 2031
Sewer Rate Revenue	\$555,163	\$568,726	\$583,703	\$599,073	\$614,385	\$630,272
Waterworks Rate Revenue	<u>\$323,598</u>	<u>\$336,338</u>	<u>\$349,501</u>	<u>\$363,202</u>	<u>\$377,496</u>	<u>\$392,332</u>
Total Rate Revenue	\$878,761	\$905,064	\$933,204	\$962,276	\$991,881	\$1,022,604
Annual Rate Increase	2.7%	3.0%	3.1%	3.1%	3.1%	3.1%

Note: Totals may not add exactly due to rounding.

The projected rate revenue increases are the product of many assumptions, including the rate of growth in Authority operating expenses and economic and financial assumptions. They also assume that the Authority uses the Rate Stabilization Fund as described in this Report.

4.2 Rate Allocation Methodology

The Authority's charges for the services of the Waterworks System and Sewer System, identified as Total Rate Revenue in the preceding table, are billed to Local Bodies on a wholesale basis. This means

that the Authority bills Local Bodies, including special districts, rather than the individual residences or businesses served by the Systems. Separate charges applicable to the Waterworks System and Sewer System are established each year as required by the Enabling Act. These charges, together with other available revenue, are established at levels that are at least sufficient to pay the full annual revenue requirement, as described in subsequent sections.

4.2.1 *Water Rate Methodology*

Using an average cost methodology, the Authority's net annual Waterworks System costs for the current fiscal year, including operation and maintenance, debt service, and reserve fund requirements, are recovered from Local Bodies in proportion to their prior calendar year annual water consumption. In FY 2026, the unit cost of water is \$5,006 per million gallons; and based on the Authority's projections the unit cost of water will be approximately \$5,203 per million gallons in FY 2027, with a unit cost of \$6,069 in FY 2031.

4.2.2 *Contractual Agreements for Water Service*

Twenty-seven of the 54 authorized water-served Local Bodies are "contract communities" in which water is supplied pursuant to water supply agreements. The list of water-served communities evolved through various legislative acts that allowed the communities/water districts to join the Waterworks System. The water supply agreements contain terms and conditions agreed to by the respective Local Body and the Authority. Twenty of the 27 contract communities pay for water at the full water rates. The three CVA communities have a separate assessment. Southborough receives its first 150 million gallons per year at no charge. Clinton is also considered a water-served community; however, Clinton withdraws its first 800 million gallons of water per year from the Authority's water supply reservoirs via its own infrastructure free of charge under special legislation. There are four additional entities served by the Authority, including state hospitals and the DCR. The Authority has had and continues to have discussions with additional communities and Local Bodies regarding potential water sales to meet various needs. The Authority currently provides water services to eight Local Bodies added to the Waterworks System since its inception.

4.2.3 *Wastewater Rate Methodology*

The Authority's wastewater rate methodology encompasses the following elements:

Operation and Maintenance Expense: Each Local Body's annual allocation in FY 2027 is based upon the average total annual metered flow for the prior three years from each community taking into account three separate prices for each portion of wastewater: total annual flow, pounds of suspended solids, and pounds of biochemical oxygen demand.

Capital Costs: A flow-based method, adjusted for strength, is used to recover one-quarter of the capital costs, and a population-based method is used to recover the remaining three-quarters. For each Local Body in FY 2027, flow calculations are based on the average of the month in the prior three calendar years in which the highest average daily flows occurred for that Local Body. The remaining share of capital costs is allocated based on population: 50 percent of the balance (37.5 percent of the total) assigned on the basis of the Local Body's total or census population and 50 percent of the balance (37.5 percent of the total) on the basis of the presently served population.

The Authority completed a meter replacement program in FY 2023 for the flow meters that were used to allocate flow among Local Bodies to determine each Local Bodies share of costs.

4.2.4 Enforceability of Charges

The Authority's charges to Local Bodies are a general obligation of the Local Bodies. Local Bodies fund payment of the Authority's wholesale rates and charges from several revenue sources, including local retail water and wastewater charges, real and personal property taxes, Commonwealth local aid distributions, or a combination of the preceding. In the event any charge to a Local Body is not paid when due, the Enabling Act authorizes the Authority to recover the amount due, together with interest and other actual damages, by action in the state Superior Court. Without suit, the Authority may also certify to the State Treasurer the amount of any unpaid charge from a Local Body (except the Boston Water and Sewer Commission, the Lynn Water and Sewer Commission, the Dedham-Westwood Water District, and the Lynnfield Water District, which collectively will account for approximately 30.5 percent of total rate revenues in FY 2026), whereupon the State Treasurer is required by the Act to deduct the amount due from any distribution of local aid then payable to such Local Body by the Commonwealth, if any, and instead to pay such amount to the Authority. The Authority has collected 100 percent of its rates and charges in each year of its existence. This local aid intercept has been used only eight times in total, and not since FY 1993. To date, 100 percent of the Authority's rates and charges were collected within 30 days of due dates, except for one instance in which the Authority made special arrangements with a Local Body to extend the due date.

The availability of Commonwealth local aid distributions in the future to satisfy unpaid charges imposed by the Authority with respect to those Local Bodies eligible to receive such distributions will be dependent upon, among other things, the aggregate amount actually appropriated to each Local Body by the state legislature in a fiscal year for local aid distribution, and to the extent to which a Local Body's local aid distribution may have already been accessed under other valid intercept mechanisms.

4.3 Retail Customer Impacts

The Local Bodies and their retail customers will continue to be impacted by the projected increases in the Authority's charges for water and wastewater service over the next several years. Local Bodies will be required to increase their contributions through retail user fee increases. Due to the variety of revenue sources used by the Local Bodies and the differences in service levels, it is difficult to accurately assess the impact of the projected increases in the Authority's charges on the average household in the Authority's service area. The Advisory Board annually surveys the Local Bodies and based on the 2025 *Annual Water and Sewer Retail Rate Survey*, the Advisory Board has estimated that during FY 2025 the average annual household charges for water and wastewater service across the Local Bodies served by the Authority will total \$2,097 using an industry standard benchmark that the average household consumes 90,000 gallons per year. For FY 2027, we project that the average household bill assuming 90,000 gallons for average annual consumption will increase to approximately \$2,282. When making these projections, we have assumed (1) that the Local Body that provides retail services receives both water and sewer services from the Authority, (2) that the Local Body passes on to each household 100 percent of any Authority increases in the form of retail user fees, (3) that the Local Body's charges increase by 5.0 percent annually through FY 2031, and (4) that the Authority's charges constitute approximately 40.6 percent of the Local Bodies' charges in FY 2027.

Table 9 summarizes the projected annual household bills through FY 2031 assuming average household consumption of 90,000 gallons per year. Typical annual household bills are projected to increase to approximately \$2,703 in FY 2031. Of this amount, \$1,054 is the Authority wholesale charge and \$1,649 is the projected local charge.

These estimates of household charges are based on the assumptions regarding inflationary increases, long-term debt interest rates, state and federal assistance, estimates of additional operating expenses related to new facilities, and construction costs of new facilities. These estimated charges are, therefore, subject to change.

We believe that assuming average annual consumption of 90,000 gallons per year overstates residential consumption in many of the Local Bodies, and that most residential customers consume significantly less. Another benchmark that the Authority is using is based on 61,000 gallons per year per household, or 68 percent of the industry benchmark which the Authority believes tracks closer to actual consumption in its service area. Consequently, the average annual household bills described above and presented below are not reflective of the actual cost of water and sewer service being incurred by the Local Bodies' residential customers. At the consumption level of 61,000 gallons, the average retail bill during FY 2027 would be approximately \$1,547, and in FY 2031 the average bill is estimated to be \$1,832.

Table 9
Projected Typical Household Bills, FY 2026-2031
(\$ in 000's)

	FY 2026	FY 2027	FY 2028	FY 2029	FY 2030	FY 2031
Combined						
Local	\$1,292	\$1,357	\$1,425	\$1,496	\$1,571	\$1,649
<u>MWRA</u>	<u>\$897</u>	<u>\$926</u>	<u>\$956</u>	<u>\$988</u>	<u>\$1,020</u>	<u>\$1,054</u>
Total	\$2,189	\$2,282	\$2,381	\$2,483	\$2,591	\$2,703
Water						
Local	\$423	\$445	\$467	\$490	\$515	\$540
<u>MWRA</u>	<u>\$462</u>	<u>\$480</u>	<u>\$499</u>	<u>\$518</u>	<u>\$539</u>	<u>\$560</u>
Total	\$885	\$925	\$966	\$1,009	\$1,053	\$1,100
Sewer						
Local	\$869	\$912	\$958	\$1,006	\$1,056	\$1,109
<u>MWRA</u>	<u>\$435</u>	<u>\$446</u>	<u>\$457</u>	<u>\$469</u>	<u>\$481</u>	<u>\$494</u>
Total	\$1,304	\$1,358	\$1,415	\$1,475	\$1,537	\$1,602

The retail rates within the Authority's service area are among the highest in the country according to the Advisory Board's 2025 *Annual Water and Sewer Retail Rate Survey*. The survey found an average annual combined water and sewer household bill of approximately \$2,097 in FY 2025 assuming 90,000 gallons of water use for all 61 communities served by the Authority. However, comparing the costs to households of water and sewer services across jurisdictions is difficult given differing methodologies in establishing user fees, capital assessments, general tax support, and the availability of state and federal financial assistance. In addition, it is important to consider regional variations in water consumption and household income when assessing the impact of such bills on residential customers. The Authority believes that with these factors considered, its service costs are comparable to many utilities across the country.

For certain segments of the Authority's service area population, especially those with low and/or fixed incomes, we believe that the retail rates may be burdensome. If these increases are not mitigated in

some fashion, certain demographic groups within the retail customer base may find the projected increases unaffordable. However, Local Bodies have a variety of means for mitigating these impacts, including lifeline rates, subsidization from other revenue sources, and discounts for senior and low-income households.

Based upon our review and recognizing the availability and use of retail rate alternatives by the Local Bodies, we are reasonably confident that the Authority's projected rates and charges will be within the ability of the individual Local Bodies and their collective retail customer base to afford.

5 Compliance with the General Bond Resolution

Table 10 summarizes our evaluation of the Authority's compliance with certain terms of the Resolution from FY 2026 through FY 2031. The data included in this table regarding non-rate revenues, operating expenses, debt service assistance and reserve fund deposits are described in prior sections. Rate revenue is described in the preceding section. In general, the Authority must generate sufficient rate revenue to meet all operating and capital expenses after accounting for non-rate revenue, such as debt service assistance and investment income. In addition, the Authority's total revenues must be sufficient to comply with the debt service coverage requirements of the Resolution.

Projected annual revenue requirements of the Authority, including operation and maintenance expenses, debt service, and deposits into the various reserve funds are discussed previously. The Authority may deposit certain year-end surpluses from operations into the Rate Stabilization Fund (line 18) and use the accumulated balance in this fund to mitigate the impact of future increases in revenue requirements, subject to the terms of the Resolution and management discretion. Year-end surpluses have resulted from favorable variances of capital financing and other operating expenses, and non-rate revenues.

In addition to meeting its yearly cash requirements, the annual revenues of the Authority must be adequate to comply with certain covenants of the Resolution, including the covenants prescribed in Section 705 as to annual level of rates and charges and the required annual debt service coverage ratio (the "Rate Covenant"), as well as the covenants outlined in Section 206 concerning conditions precedent to the issuance of additional revenue bonds (the "Additional Bonds Test"). (For a more complete description of these requirements, see the Official Statement, of which this Appendix B is a part, including Appendix C, Summary of Certain Provisions of the General Bond Resolution.)

In order to comply with the Rate Covenant, annual revenues of the Authority must be adequate to: (1) meet all annual revenue requirements including operation and maintenance expenses, *pro rata* debt service fund deposits, and reserve fund requirements; and (2) provide revenue available for revenue bond debt service payments in each fiscal year equal to the sum of the Primary and Secured Bond Coverage Ratios. Revenue available from current year operations must provide the Primary Bond Coverage Ratio of 120 percent (1.2 x).

The Authority is also required to maintain Revenues Available for Bond Debt Service at a level equal to 110 percent (1.1 x) of debt service on all senior and secured bonds, including bonds issued to the SRF (Secured Bond Rate Covenant).

As shown on lines 23 through 25 of Table 10, the Authority is projected to generate sufficient revenues to comply with the applicable coverage requirements. The projected Primary Bond Coverage Ratio (line 24) exceeds the 120 percent requirement for all forecasted years. The Secured

Bond Coverage Ratio (line 25) is projected to equal or surpass the 110 percent level in all forecasted years.

Table 10
Projected Compliance with Resolution, FY 2026-2031
(\$ in 000's)

		FY 2026	FY 2027	FY 2028	FY 2029	FY 2030	FY 2031
	Revenues						
1	Non-Rate Revenues:						
2	Investment Income	\$23,332	\$20,267	\$22,773	\$24,694	\$26,779	\$28,666
3	Rate Stabilization Fund	\$0	\$0	\$782	\$740	\$140	\$12
4	Miscellaneous	\$17,616	\$18,506	\$18,584	\$18,954	\$19,102	\$19,396
5	<u>Rate Revenue Requirement</u>	<u>\$878,761</u>	<u>\$905,064</u>	<u>\$933,204</u>	<u>\$962,276</u>	<u>\$991,881</u>	<u>\$1,022,604</u>
6	Total Revenue	\$919,709	\$943,837	\$975,342	\$1,006,664	\$1,037,902	\$1,070,678
7	Operating Expenses	\$368,564	\$387,321	\$404,570	\$414,558	\$429,340	\$405,380
8	Chelsea Facility Lease	\$3,217	\$3,217	\$3,217	\$3,217	\$3,217	\$3,217
9	<u>Other Post-Employment Benefits</u>	<u>\$5,349</u>	<u>\$5,404</u>	<u>\$5,438</u>	<u>\$5,449</u>	<u>\$5,434</u>	<u>\$5,390</u>
10	Net Operating Revenues	\$542,579	\$547,895	\$562,117	\$583,439	\$599,910	\$656,691
11	Debt Service						
12	Senior Debt Service	\$289,255	\$318,007	\$344,384	\$397,932	\$428,922	\$493,535
13	Debt Service Assistance & Bond Redemption Account	\$0	\$0	\$0	\$0	\$0	\$0
14	<u>Secured Debt Service</u>	<u>\$176,029</u>	<u>\$147,829</u>	<u>\$133,031</u>	<u>\$105,914</u>	<u>\$93,444</u>	<u>\$89,883</u>
15	Total Debt Service	\$465,284	\$465,836	\$477,415	\$503,846	\$522,366	\$583,418
16	Watershed and PILOT	\$35,119	\$36,145	\$37,258	\$38,375	\$39,527	\$40,712
17	Reserve Fund Deposits	\$1,967	\$2,861	\$3,140	\$1,665	\$2,464	(\$3,993)
18	Rate Stabilization Fund Deposits	\$0	\$0	\$0	\$0	\$0	\$0
19	Current Revenue for Capital	\$21,500	\$22,500	\$23,500	\$24,500	\$25,500	\$26,500
20	CP Interest for Water Pipeline Program	\$10,209	\$10,053	\$10,053	\$10,053	\$10,053	\$10,053
21	Debt Service Defeasance	\$8,500	\$10,500	\$10,750	\$5,000	\$0	\$0
22	Balance Available Year End	\$0	\$0	\$0	\$0	\$0	\$0
23	Rate Covenant Test						
24	Primary Coverage¹	1.88	1.72	1.63	1.47	1.40	1.33
25	Secured Coverage²	1.17	1.18	1.18	1.16	1.15	1.13

¹ Primary Coverage equals Net Revenues divided by Senior Debt.

² Secured Coverage equals Net Revenues divided by Total Debt.

Note: Totals may not add exactly due to rounding.

Appendix B

May 1, 2026

Board of Directors
Massachusetts Water Resources Authority
Deer Island, 33 Tafts Avenue
Boston, Massachusetts 02128

Subject: Financial Feasibility Report General Revenue Bonds 2026 Series C (Green Bonds) (the “Series C Bonds”) and General Revenue Refunding Bonds, 2026 Series D (Green Bonds) (the “Series D Bonds”, together the “2026 Bonds”).

Dear Members of the Board:

We are submitting herewith a Supplemental Report prepared to support the Massachusetts Water Resources Authority (the “MWRA” or the “Authority”) with its issuance of the 2026 Bonds. This report incorporates by reference the Triennial Report prepared by CDM Smith in October 2023 (the “2023 Triennial Report”), which assessed the condition and operations of the Authority. Terms used in this report that are not defined herein have the same definitions as used in the 2023 Triennial Report and/or the Official Statements for the 2026 Bonds.

The values for the current fiscal year are based on the FY 2026 Current Expense Budget (“CEB”) and the FY 2026 Capital Improvement Plan (“CIP”). The financial projections contained herein are based on the Authority’s Proposed FY 2027 CEB (the “Proposed CEB”), and the Proposed FY 2027 CIP (the “Proposed CIP”). Historically, the Authority’s approved budget in any fiscal year is lower than the proposed budget, therefore CDM Smith believes it a conservative and reasonable approach to base the projections in this report on the Proposed CEB and Proposed CIP.

The Proposed CEB and the Proposed CIP incorporate changes and updates that occurred during FY 2026 and anticipated FY 2027 changes. These updates are included in the projections, and include:

- A \$20.0 million defeasance of outstanding principal in June 2026 that will positively impact FY 2027 and subsequent years.
- A \$10.5 million debt prepayment in FY 2027 with savings realized starting in FY 2028.

The balance of this Supplemental Report provides an evaluation of the Authority’s financial status and projections. We stand ready to respond to any questions regarding the content of our work.

Very truly yours,
CDM Smith Inc.

A handwritten signature in blue ink, appearing to read 'ASimonsen', is positioned above the printed name and title.

Adam Simonsen
Principal

SUMMARY OF CERTAIN PROVISIONS OF THE GENERAL RESOLUTION

The following is a brief summary of certain provisions of the Massachusetts Water Resources Authority (the “Authority”) Amended and Restated General Revenue Bond Resolution, that became effective as of April 23, 2015, as amended as of July 23, 2025 (as amended and supplemented to date, the “General Resolution”). As described in the Official Statement, a modification to the General Resolution (the “Modification”) was approved by the Authority’s Board of Directors on July 23, 2025, which Modification is effective with respect to Secured Bonds issued on or after such date, and will be effective with respect to other Subordinate Bonds and Senior Bonds if and when the requisite consents have been obtained.

This summary does not purport to be complete and reference is made to the General Resolution, including each Supplemental Resolution thereto, for full and complete statements of its terms and provisions.

“Accountant” shall mean CliftonLarsenAllen LLP or any independent certified public accountant (or a firm thereof) of recognized standing, selected by the Authority and satisfactory to the Trustee and may be the accountant regularly auditing the books of the Authority.

“Adjusted Debt Service” for any period of time, with respect to any category or Series of Secured Bonds shall mean, the Debt Service for such period of time with respect to such Series except that, if any Refundable Principal Installment of such Series is included in Debt Service for such period of time, Adjusted Debt Service shall mean Debt Service determined as if such Refundable Principal Installment had been payable over a period extending from the due date of such Refundable Principal Installment through the date identified in the Supplemental Resolution authorizing such Series (which date may be no later than the last date on which such Series could have been stated to mature under the Act as in effect on the date of issuance of such Series), in installments which would have required level annual payments of the sum of Principal Installments and interest over such period. Interest deemed payable in any period of time after the actual due date of any Refundable Principal Installment of any Series of Secured Bonds shall be calculated at the applicable Refundable Principal Installment Pro Forma Interest Rate (using the actuarial method of calculation).

“Aggregate Adjusted Debt Service” shall mean, for any Fiscal Year, and with respect to Bonds or Subordinated Bonds, the aggregate of the Adjusted Debt Service on all Series of Bonds or Subordinated Bonds for such Fiscal Year.

“Authorized Representative” shall mean, with respect to the Authority, the Chairman, the Vice Chairman, the Executive Director, the Director of Finance or the Treasurer of the Authority and, when used in reference to an act or document, shall also mean any other person authorized by resolution of the Authority to perform such act or sign such document.

“Bond” or “Bonds” shall mean any bonds, notes or other evidences of indebtedness, as the case may be, authenticated and delivered pursuant to the General Resolution in the manner described under the heading “**Conditions Precedent to Delivery of a Series of Bonds**” and shall also mean any Parity Bond Anticipation Notes and any Parity Reimbursement Obligation incurred with respect to Bonds, but shall not mean Subordinated Bonds, other Bond Anticipation Notes or other Indebtedness.

“Bond Anticipation Notes” shall mean any of the notes issued in anticipation of a Series of Secured Bonds pursuant to the General Resolution and shall include, unless the context otherwise indicates, Parity Bond Anticipation Notes and Subordinated Parity Bond Anticipation Notes.

“Bond Counsel’s Opinion” shall mean an opinion by Greenberg Traurig, LLP, or any attorney or firm of attorneys of nationally recognized standing in the field of law relating to revenue bonds of public instrumentalities, selected by the Authority and satisfactory to the Trustee and may be an attorney or firm regularly providing services to the Authority.

“Business Day” shall mean any day other than a Saturday, a Sunday or any other day on which any Fiduciary is authorized or required by law to be closed for business.

APPENDIX C

“Capital Budget” shall mean the capital expenditure budget of the Authority as in effect from time to time in accordance with Section 8(b) of the Act and the General Resolution.

“Capital Improvements” shall mean extensions, improvements, enlargements, betterments, alterations, renewals and replacements of the System or other property of the Authority (including land, equipment and other real or personal property), which (i) is used or useful in connection with the System or any part thereof, (ii) is constructed, acquired or made by or on behalf of the Authority subsequent to the date of adoption of the General Resolution, and (iii) is properly chargeable (whether or not so charged by the Authority) according to generally accepted accounting principles, as additions to utility plant accounts.

“Code” shall mean the Internal Revenue Code of 1986, as amended, including any regulations promulgated thereunder or applicable thereto.

“Commonwealth Obligations” shall mean obligations of the Authority payable to the Commonwealth, including without limitation obligations with respect to principal of, premium, if any, or interest on Commonwealth debt required to be paid by the Authority under applicable law, amounts payable to the Commonwealth pursuant to Section 5(b) of the Act, state taxes, payments in lieu of taxes collected by the Commonwealth on behalf of any municipality, payments on account of administrative costs of the Watershed Division and state governmental charges of all other kinds, but not including Water Pollution Abatement Obligations; and shall also include Special Payment Obligations, which shall be payable equally and ratably with all other Commonwealth Obligations.

“Consulting Engineer” shall mean CDM Smith Inc. or any independent engineer or firm of engineers selected by the Authority pursuant to the General Resolution.

“Costs” as applied to any Project, shall mean all or any part of the cost, paid by or on behalf of or reimbursable by or to the Authority, of undertaking and carrying out such Project including, without limitation, any item of “cost” as defined in the Act.

“Credit Facility” shall mean a letter of credit, revolving credit agreement, standby purchase agreement, surety bond, insurance policy or similar obligation, arrangement or instrument issued by a bank, insurance company or other financial institution, the senior long term debt obligations of which (or the holding company of any bank) are rated in either of the highest two rating categories by each Rating Agency which provides for payment of all or a portion of the Principal Installments or interest due on any Series of Secured Bonds or provides funds for the purchase of such Secured Bonds or portions thereof.

The Modification deletes the following from the foregoing definition: “the senior long term debt obligations of which (or the holding company of any bank) are rated in either of the highest two rating categories by each Rating Agency”, (i) effective as of July 23, 2025 with respect to any Series of Bonds issued on or after July 23, 2025, (ii) effective with respect to other Subordinated Bonds when and if the requisite consents have been obtained, and (iii) effective with respect to other Bonds if and when the requisite consents have been obtained.

“Current Expenses” shall mean any expenses incurred by or for the account of the Authority or reimbursable by or to the Authority for maintaining, repairing or operating the System and engaging in other activities authorized by the Act including, without limiting the generality of the foregoing, any item of “current expense” as defined in the Act, amounts defined herein as Operating Expenses, Debt Service, Commonwealth Obligations or Water Pollution Abatement Obligations, and other current expenses required or permitted by law to be paid by or reimbursable to the Authority.

“Debt Service” for any period of time shall mean, as of any date of calculation and with respect to any Series of Indebtedness, an amount equal to the sum of (i) interest payable during such period of time on Indebtedness of such Series (including any interest payable on any Parity Bond Anticipation Notes), except to the extent that such interest is to be paid from amounts representing Capitalized Interest and (ii) the Principal Installments of the Indebtedness of such Series payable during such period of time. Such interest and Principal Installments for such Series shall be calculated on the assumption that (x) no Indebtedness of such Series Outstanding at the date of calculation will cease to be Outstanding except by reason of the payment thereof upon stated maturity or upon mandatory redemption by

application of Sinking Fund Installments and (y) as to future period, Variable Rate Indebtedness will bear interest at the greater of (A) the rate or rates which were assumed by the Authority in the current Operating Budget to be borne by such Variable Rate Indebtedness during such period or (B) the weighted average of the actual rate or rates borne by such Variable Rate Indebtedness over the preceding month, or (C) but only for the first Fiscal Year in which such Variable Rate Indebtedness is Outstanding, the interest rate stipulated by the Authority in the Supplemental Resolution authorizing such Indebtedness.

“Defeasance Obligations” shall mean the obligations described in clause (a), (b), (c), (d) or (j) of the definition of Investment Securities; provided that such obligations shall not be redeemable prior to the maturity date or stated redemption date relied upon in satisfying the conditions of the General Resolution with respect to defeasance.

“Designated Debt” shall mean any Series of Secured Bonds with respect to which there shall be in effect a Qualified Swap.

“Depository” shall mean any bank or trust company selected by the Authority, as the case may be, as a depository of moneys to be held under the provisions of the General Resolution, any may include the Trustee.

“Event of Default” shall mean any event specified as such in the General Resolution.

“Fiduciary” shall mean the Trustee or any Paying Agent or Depository.

“Financial Guaranties” shall mean one or more of the following: (i) irrevocable, unconditional and unexpired letters of credit issued by banking institutions the senior long-term debt obligations of which (or the holding company of any such banking institution) have (at the time of issue of such letter of credit) a rating in either of the two highest categories from each Rating Agency; or (ii) an irrevocable and unconditional policy or policies of insurance in full force and effect issued by municipal bond insurers or multiline insurers the obligations insured by which are eligible for a rating in either of the two highest categories from each Rating Agency; in each case providing for the payment of sums for the payment of Principal Installments of and interest on Secured Indebtedness in the manner provided in the General Resolution; and providing further that any such Financial Guaranty must be drawn upon on a date which is at least seven days prior to the expiration date of such Financial Guaranty in an amount equal to the deficiency which would exist if the Financial Guaranty expired, unless a substitute Financial Guaranty is acquired prior to such expiration data as provided in a related Supplemental Resolution.

“Fiscal Year” shall mean the twelve-month period commencing July 1 of any calendar year and ending June 30 of the succeeding calendar year or such other twelve-month period as may be provided by the Act or authorized by the Authority pursuant to the Act.

“Governmental Obligations” shall mean direct general obligations of, or obligations the timely payment of principal of and interest on which are unconditionally guaranteed by, the United States of America.

“Grant Agreements” shall mean any and all agreements between the Authority (by original execution or by transfer from the Metropolitan District Commission pursuant to the Act) and the United States of America or the Commonwealth, or any agency, department, bureau, commission or other instrumentality of either thereof, all as the same may be amended or supplemented from time to time, providing for or relating to the provision of Grant Receipts to the Authority.

“Grant Receipts” shall mean any money received by or on behalf of the Authority under or pursuant to a Grant Agreement as or on account of a grant or contribution, heretofore or hereafter made, in aid of or with respect to any Project (including without limitation any such moneys received by the Commonwealth or the Metropolitan District Commission in trust for the Authority pursuant to Sections 4 and 5 of the Act as or on account of a grant or contribution, heretofore made, in aid of or with respect to any improvement to the System).

“Indebtedness” shall mean indebtedness for borrowed money of the Authority, including without limitation all Bonds, Subordinated Bonds, Bond Anticipation Notes, Reimbursement Obligations, Special Subordinated Indebtedness and the Prior Notes but shall not include Special Payment Obligations.

APPENDIX C

“Investment Securities” shall mean and include any of the following securities, if and to the extent the same are at the time legal investments by the Authority of the funds to be invested therein and conform to the policies set forth in any investment guidelines adopted by the Authority or by a duly appointed subcommittee of its Board of Directors and in effect at the time of the making of such investment:

- (a) Government Obligations;
- (b) Certificates or receipts representing direct ownership of future interest or principal payments on Government Obligations or any obligations of agencies or instrumentalities of the United States of America which are backed by the full faith and credit of the United States, which obligations are held by a custodian in safekeeping on behalf of the holders of such receipts;
- (c) Bonds, debentures, notes or other evidences of indebtedness issued by any of the following: Federal Home Loan Mortgage Corporation; Student Loan Marketing Association; Federal Home Loan Banks; Federal National Mortgage Association; Government National Mortgage Association; Bank for Cooperatives; Federal Intermediate Credit Banks; Federal Financing Bank; Export-Import Bank of the United States; Federal Land Banks; or any other agency or instrumentality of the United States of America; or the International Reconstruction Development Bank;
- (d) All other obligations issued or unconditionally guaranteed as to the timely payment of principal and interest by an agency of person controlled or supervised by and acting as an instrumentality of the United States of America pursuant to authority granted by Congress;
- (e) Interest-bearing time or demand deposits, certificates of deposit, or other similar banking arrangements with any government securities dealer, bank, trust company, savings and loan association, national banking association or other savings institution (including the Trustee), provided that such deposits, certificates, and other arrangements are fully insured by the Federal Deposit Insurance Corporation or the Federal Savings and Loan Insurance Corporation or (ii) interest-bearing time or demand deposits or certificates of deposit with any bank, trust company, national banking association or other savings institution (including the Trustee), provided such deposits and certificates are in or with a bank, trust company, national banking association or other savings institution whose long-term unsecured debt is rated in one of the three highest long-term rating categories by S&P and Moody’s (if such rating agencies are Rating Agencies) and, if rated by any other Rating Agency, rated in the three highest rating categories of such Rating Agency, and provided further that with respect to (i) and (ii) any such obligations are held by the Trustee or a bank, trust company or national banking association (other than the issuer of such obligations, unless the issuer is the Trustee);
- (f) Repurchase agreements collateralized by securities described in subparagraphs (a), (b), (c) or (d) above with any registered broker/dealer or with any commercial bank, provided that (i) a specific written repurchase agreement governs the transaction, (ii) the securities are held, free and clear of any lien, by the Trustee or an independent third party acting solely as agent for the Trustee, and such third party is (A) a Federal Reserve Bank, or (B) a bank which is a member of the Federal Deposit Insurance Corporation and which has combined capital, surplus and undivided profits of not less than \$25 million, and the Trustee shall have received written confirmation from such third party that it holds such securities, free and clear of any lien, as agent for the Trustee, (iii) the repurchase agreement has a term of thirty days or less, or the Trustee will value the collateral securities no less frequently than monthly and will liquidate the collateral securities if any deficiency in the required collateral percentage is not restored within five business days of such valuation, and (iv) the fair market value of the collateral securities in relation to the amount of the repurchase obligation, including principal and interest, is equal to at least 102%;
- (g) Money market funds rated in the highest category by S&P and Moody’s (if such rating agencies are Rating Agencies) and, if rated by any other Rating Agency, rated in the highest rating category of such Rating Agency;

(h) Commercial paper rated in the highest rating category by S&P and Moody's (if such rating agencies are Rating Agencies) and, if rated by any other Rating Agency, rated in the highest rating category of such Rating Agency;

(i) Shares of investment companies or cash equivalent investments which are authorized to invest only in assets or securities described in subparagraphs (a), (b), (c), (d) and (f) above;

(j) Obligations the interest on which is excluded from gross income for purposes of federal income taxation that have been advance-refunded prior to their maturity and that are fully and irrevocably secured as to principal and interest by Government Obligations, or Government Obligations which have been stripped of their unmature interest coupons and interest coupons stripped from Government Obligations, held in trust for the payment thereof which obligations are rated in the highest rating category by each Rating Agency;

(k) Short-term or long-term obligations the interest on which is excludable from gross income for Federal income tax purposes and that are rated in the three highest rating categories by S&P and Moody's (if such rating agencies are Rating Agencies) and, if rated by any other Rating Agency, rated in the three highest rating categories of such Rating Agency, or shares of investment companies or cash equivalent investments which are authorized to invest primarily in such obligations;

(l) participation units in a combined investment fund created under Section 38A of Chapter 29 of the General Laws of the Commonwealth;

(m) investment contracts with banks or other financial institutions whose long-term unsecured debt or claims-paying ability is rated in one of the three highest rating categories by S&P and Moody's (if such rating agencies are Rating Agencies) and, if rated by any other Rating Agency, rated in the three highest rating categories of such Rating Agency;

(n) forward purchase agreements for the delivery of securities described in subparagraph (a), (b), (c), (d), (h) or (k) above from financial institutions rated in one of the three highest rating categories by S&P and Moody's (if such rating agencies are Rating Agencies) and, if rated by any other Rating Agency, rated in one of the three highest rating categories by such Rating Agency; and

(o) any other investment authorized pursuant to an amendment or supplement to the General Resolution.

Obligations of any Fiduciary or an affiliate thereof may be Investment Securities, provided that they otherwise qualify.

"Local Body Default" shall mean a default in the payment of any Rates and Charges due to the Authority by a Local Body, as certified by an Authorized Representative of the Authority in accordance with the provisions of the General Resolution.

"Moody's" shall mean Moody's Investors Service, Inc.

"Net Revenues" shall mean with respect to a period of time all Revenues accrued in such period in accordance with general accepted accounting principles less the Operating Expenses incurred or payable during such period in accordance with generally accepted accounting principles; provided, however, that the proceeds of revenue anticipation notes shall not constitute Revenues and the principal amount of such notes shall not constitute Operating Expenses for the purpose of calculating Net Revenues.

"Operating Budget" shall mean the Operating Budget duly adopted by the Authority in the same manner as its Current Expense Budget, except as provided in the General Resolution, as amended from time to time, in accordance with the General Resolution, which Operating Budget may constitute a portion of, or an exhibit or appendix to, such Current Expense Budget.

APPENDIX C

“Operating Expenses” shall mean the Authority’s expenses, whether or not annually recurring, of maintaining, repairing and operating the System and engaging in other activities authorized by the Act including, without limiting the generality of the foregoing, amounts for administrative expenses including costs of salaries and benefits and amounts required to finance pension benefits earned by employees of the Authority, as provided in the Act; cost of insurance, payments for engineering, financial, accounting, legal and other services rendered to the Authority, payments under any interest rate exchange, cap, or other hedge agreement which have been designated by the authority as Operating Expenses for purposes of the General Resolution in such agreement; costs incurred or payable by the Authority with respect to the System Real Property (as defined in the Act); costs of issuance not financed in the Costs of a Project paid by the Authority; and payments of interest on revenue anticipation notes and other Current Expenses; but not including depreciation, recognition upon disposal or other retirement of a capital asset, Debt Service payable from any Fund or Account established hereunder, Commonwealth Obligations, Water Pollution Abatement Obligations, Special Payment Obligations, and expenses incurred in connection with a separate facility financing as described under “**Additional Indebtedness - Special Subordinated Indebtedness.**”

“Option Bonds” shall mean Secured Bonds which by their terms may be tendered by and at the option of the owner thereof for purchase or payment by the Authority prior to the stated maturity thereof.

“Outstanding”, when used with reference to Bonds or any other Indebtedness, shall mean, as of any date, all Bonds or other evidences of Indebtedness theretofore or thereupon being authenticated and delivered under the General Resolution except:

- (a) any Bonds or other evidences of Indebtedness canceled by the Trustee at or prior to such date;
- (b) any Bond or other evidence of Indebtedness (or portion thereof) for the payment or redemption of which there shall be set aside and held in trust hereunder either; (i) moneys in an amount sufficient to pay when due the Principal Installments or Redemption Price thereof, together with all accrued interest, (ii) Defeasance Obligations in such principal amounts, of such maturities, bearing such interest and otherwise having such terms and qualifications, as are necessary to provide moneys (whether as principal or interest) in an amount sufficient to pay when due the Principal Installments or Redemption Price thereof, together with all accrued interest, or (iii) any combination of (i) and (ii) above, and, if such Bond or other evidence of Indebtedness or portion thereof is to be redeemed, for which notice of redemption has been given as provided in the General Resolution, or the applicable Supplemental Resolution, or provision satisfactory to the Trustee has been made for the giving of such notice;
- (c) any Bond or other evidence of Indebtedness in lieu of or in substitution for which other Bonds or other evidences of Indebtedness have been authenticated and delivered; and
- (d) any Bond or other evidence of Indebtedness deemed to have been paid as provided in the General Resolution.

“Parity Bond Anticipation Notes” shall mean Bond Anticipation Notes the interest on which is payable from and secured by a pledge of, and a lien on, the Revenues on a parity with the lien created by the General Resolution to secure the Bonds.

“Parity Reimbursement Obligation” shall mean a Reimbursement Obligation the payment of which is secured by a pledge of, and a lien on, Revenues on a parity with the lien created in favor of a class of Secured Bonds by the General Resolution.

“Parity Subordinated Bonds” shall mean the Authority’s General Revenue Bonds (Subordinated Series), 2005 Series D, originally issued on November 16, 2005, and each Series of Subordinated Bonds or Bond Anticipation Notes theretofore or thereafter issued on a parity with such 2005 Series D Subordinated Bonds, and shall also mean any Subordinated Parity Bond Anticipation Notes and any Parity Reimbursement Obligations incurred with respect to Parity Subordinated Bonds.

“Payment Date” shall mean, with respect to any class of Secured Bonds, each date on which interest or a Principal Installment or both shall be due and payable on any of such Outstanding Secured Bonds according to their respective terms.

“Primary Bond Coverage Requirement” shall mean, for any twelve-month period, the product of the Primary Bond Coverage Ratio and the Required Debt Service Fund Deposits for all Outstanding Bonds for such period.

“Principal Installment” shall mean, as of any date of calculation and with respect to any Series of Secured Indebtedness, so long as any obligations of such Series are Outstanding, (i) the principal amount of obligations of such Series due on a certain future date for which no Sinking Fund Installments have been established, or (ii) the unsatisfied balance of any Sinking Fund Installments due on a certain future date for obligations of such Series. For the purposes of the preceding sentence, “Principal Amount” shall include (x) any amount designated in, or determined pursuant to, the applicable Supplemental Resolution, as the “principal amount” with respect to any Bonds or Subordinated Bonds which do not pay full current interest for all or any part of their term, (y) the Tender Option Price of any Option Bonds which may be tendered to the Authority for purchase or payment prior to the stated maturity thereof in accordance with the terms of the Supplemental Resolution authorizing such Option Bonds, unless such amount is secured by a Credit Facility which is not in default and (z) the principal amount of any Parity Reimbursement Obligation. Principal Installment shall, however, not include the principal of Bond Anticipation Notes.

“Pro Forma Bond Issue” shall mean when used with reference to the Debt Service Reserve Fund Requirement or the Subordinated Debt Service Reserve Fund Requirement in connection with a Series of Variable Rate Indebtedness, the hypothetical fixed rate long-term bond issue set forth in the Supplemental Resolution authorizing such Series, having (i) the same maturities (and sinking fund provisions, if any) as the Series of Variable Rate Indebtedness to which it relates, and (ii) such interest rate or rates as the Authority shall reasonably deem to be the equivalent of the rates which would have been borne by such Series of Variable Rate Indebtedness if such Series had been issued as a Series of Fixed Rate Indebtedness; provided that such interest rate shall be not less than 80% of the “30-year revenue bond index” then most recently published by *The Bond Buyer* or, if such index is no longer published such other substantially comparable index as determined by the Authority with the approval of the Trustee.

“Project” shall mean any undertaking or other activity by or on behalf of the Authority to maintain, improve or enlarge the System or to maintain, improve or enlarge any facilities owned or operated by any Local Body the maintenance, improvement or enlargement of which directly or indirectly affects the Waterworks Operations or Sewer Operations of the Authority or to acquire, construct, maintain, improve or enlarge any other facilities or properties to be lawfully owned or operated by the Authority including, without limitation, any “project” as defined in the Act.

“Qualified Swap” shall mean an interest rate exchange, cap or other hedge agreement (i) whose Designated Debt is all or part of a particular Series of Secured Bonds, and (ii) which has been designated to the Trustee by the Authority as a Qualified Swap with respect to such Secured Bonds.

“Rates and Charges” shall mean all charges, whether denominated as charges, fees, rates, assessments or otherwise, established by the Authority for the water supply or sewer services provided by the Authority.

“Rating Agencies” shall mean Moody’s and S&P and their respective successors and assigns if such rating agencies are maintaining a rating on the Secured Bonds at the request of the Authority, and shall also include any other rating agency nationally recognized for skill and expertise in rating the credit of obligations such as the Secured Bonds and which is maintaining a rating on the Secured Bonds at the request of the Authority.

“Rebate Fund Requirement” means, as of any date of calculation, an amount equal to the aggregate of the amounts, if any, specified in each Series Resolution authorizing the issuance of a Series of Indebtedness as the amount required to be maintained in the Rebate Fund with respect to such Indebtedness.

“Redemption Price” shall mean, when used with respect to a Secured Bond or portion thereof, the principal amount thereof plus the applicable premium, if any, payable upon either optional or mandatory redemption thereof pursuant to the General Resolution.

APPENDIX C

“Refundable Principal Installment” shall mean any Principal Installment for any Series of Bonds or Subordinated Bonds which the Authority intends to pay with moneys which are not Revenues, provided that such intent shall have been expressed in the Supplemental Resolution authorizing such Series of Bonds or Subordinated Bonds and provided further that such Principal Installment shall be a Refundable Principal Installment only until the date of adoption of the Rates and Charges for the Fiscal Year (after which time such Refundable Principal Installment shall be treated as payable in level payments of the sum of the Principal Installments and interest over a five-year period commencing in such Fiscal Year at an interest rate determined by the Authority, set forth on a Certificate based on then prevailing interest rates for obligations such as the Bonds or the Subordinated Bonds, as the case may be) in which such Principal Installment comes due unless the Authority has delivered to the Trustee a Certificate of an Authorized Representative to the effect that it has made provision for the payment of such Principal Installment from a source other than Revenues.

“Refundable Principal Installment Pro Forma Interest Rate” shall mean, when used with reference to a Refundable Principal Installment, such hypothetical fixed interest rate as the Authority shall designate in the Supplemental Resolution authorizing such Refundable Principal Installment, based on then prevailing interest rates for obligations such as the Bonds or the Subordinated Bonds, as the case may be, to be the net interest cost which would have been borne by the Bonds or the Subordinated Bonds, as the case may be, constituting such Refundable Principal Installment if they had been payable on a level debt service basis over a period from the due date of such Refundable Principal Installment through the date identified in the Supplemental Resolution authorizing such Refundable Principal Installment (which date may be no later than the last date on which such Refundable Principal Installment could have been stated to mature under the Act as in effect on the date of issuance of such Refundable Principal Installment).

“Regularly Scheduled Qualified Swap Payments” shall mean the regularly scheduled payments under the terms of a Qualified Swap which are payable by the Authority absent any termination, default or dispute in connection with such Qualified Swap.

“Reimbursement Obligation” shall mean the obligation of the Authority described in the General Resolution to reimburse the issuer of a Credit Facility for amounts paid by such issuer thereunder together with interest thereon, whether or not such obligation to so reimburse is evidenced by a promissory note or other similar instrument.

“Renewal and Replacement Reserve Cash Requirement” shall mean the greater of (a) the lesser of (i) the Renewal and Replacement Reserve Fund Requirement and (ii) \$10,000,000, and (b) the Renewal and Replacement Reserve Requirement minus the unutilized credit available to the Authority under any commercial paper program or committed line of credit established by the Authority for the purpose of financing capital spending of the Authority.

“Required Debt Service Fund Deposits” shall mean, for any period of time, all deposits made to the Principal and Interest Accounts of the Debt Service Fund for such period whether pursuant to the provisions of the General Resolution described in paragraph (i) under the heading **“Flow of Funds from the Revenue Fund”** or provisions regarding transfer of investment earnings described in paragraph (ii) under the heading **“Investment of Certain Funds”** (including earnings retained in the Debt Service Fund) or any other provision of the General Resolution or any Supplemental Resolution, but shall not include amounts transferred from the Capitalized Interest Account or amounts paid from state debt service assistance which the Authority elects not to include in Revenues or other funds of the Authority that are not Revenues and are not transferred from other Funds or Accounts established under the General Resolution. For the purpose of this definition, for each Series of Designated Debt consisting of Bonds for any period, the amount required to be deposited into the Interest Account of the Subordinated Debt Service Fund pursuant to the provisions of the General Resolution described in clauses (a)(iii)(B) and (a)(iii)(E) under the heading **“Flow of Funds from the Revenue Fund”** shall be deemed to be solely the Regularly Scheduled Qualified Swap Payments relating to such Series of Designated Debt provided in the applicable Qualified Swap (and calculated, if variable in rate, as provided in the definition of “Debt Service”).

“Required Subordinated Debt Service Fund Deposits” shall mean, for any period of time, all deposits required to be made to the Principal and Interest Accounts of the Subordinated Debt Service Fund for such period with respect to Parity Subordinated Bonds, whether pursuant to the provisions of the General Resolution described in paragraph (a) under the heading **“Flow of Funds from the Revenue Fund”** or provisions regarding transfer of investment earnings described in paragraph (b) under the heading **“Investment of Certain Funds”** (including earnings retained

in the Subordinated Debt Service Fund) or any other provision of the General Resolution or any Supplemental Resolution providing for the issuance of Parity Subordinated Bonds; provided, however, that such deposits shall not include amounts transferred from the Capitalized Interest Account or amounts paid from state debt service assistance which the Authority elects not to include in Revenues or other funds of the Authority that are not Revenues and are not transferred from other Funds or Accounts established under the General Resolution. For purposes of determining Required Subordinated Debt Service Fund Deposits with respect to any Series of Parity Subordinated Bonds constituting Water Pollution Abatement Obligations, such deposit requirements shall be determined in accordance with any debt service schedule set forth in the Supplemental Resolution or other agreement or instrument relating to such Series of Parity Subordinated Bonds that identifies loan payments net of contract assistance and reserve fund earnings, if applicable, as adjusted from time to time, but no adjustment on account of a failure to receive payment of any investment in such a reserve fund or of any contract assistance shall be required to be made unless the Authority shall determine to do so and, further, no adjustment on account of the use of a reserve fund to cover a payment default shall be required, unless the Authority shall determine to do so, in determining Required Subordinated Debt Service Fund Deposits occurring prior to the earlier of (i) eighteen months following the date which follows the occurrence of the event resulting in the increased loan payment or (ii) the next establishment by the Authority of its Rates and Charges which can feasibly incorporate the increased loan payment resulting from such event. For the purpose of this definition, for each Series of Designated Debt consisting of Parity Subordinated Bonds for any period, the amount required to be deposited into the Interest Account of the Debt Service Fund pursuant to the provisions of the General Resolution described in clauses (a)(ii)(B) and (a)(ii)(E) under the heading **“Flow of Funds from the Revenue Fund”** shall be deemed to be solely the Regularly Scheduled Qualified Swap Payments relating to such Series of Designated Debt provided in the applicable Qualified Swap (and calculated, if variable in rate, as provided in the definition of “Debt Service”).

“Revenues” shall mean and include all income, revenue, receipts, and other moneys derived by the Authority from its operation of the Systems and engaging in other activities authorized by the Act and all accounts, general intangibles and contract or other rights to receive the same, whether existing at the date of adoption of the General Resolution or thereafter coming into existence and whether held by the Authority at such date or thereafter acquired, and the proceeds thereof including, without limiting the generality of the foregoing, all “revenue” as defined in the Act and receipts from Rates and Charges and, except to the extent provided in the General Resolution, the proceeds of insurance and condemnation awards received with respect to, and proceeds from the sale or other disposition of any portion of, the System, and shall include, without limiting the foregoing, all interest and investment income or moneys held under the General Resolution which are deposited in the Revenue Fund, the Operating Fund or the Debt Service Fund, but not including the proceeds of any Special Subordinated Indebtedness or any Grant Receipts (except to the extent otherwise provided herein or in any other resolution of the Authority), any revenues, receipts or other moneys of a facility financed with repayments of principal of loans made from the Revolving Loan Fund, or any amounts permitted to be received and held outside of the various Funds and Accounts established by the General Resolution.

“Revenues Available for Bond Debt Service” shall mean, with respect to a twelve-month period, Net Revenues for such period plus (i) amounts transferred from the Rate Stabilization Fund to the Revenue Fund during such period; and (ii) amounts transferred from the Operating Reserve Fund to the Operating Fund in such period; provided, however, for purposes of calculating Revenues Available for Bond Debt Service, the sum of clause (i) and (ii) above shall not exceed the product of (x) the difference between the Primary Bond Coverage Ratio and 1.0, if any, and (y) the Required Debt Service Fund Deposits for all Outstanding Bonds for such period; and provided, further, that for purposes of calculating Revenues Available for Bond Debt Service the amount included pursuant to clause (i) above shall not exceed the product of (x) 0.1 and (y) the Required Debt Service Fund Deposits for all Outstanding Bonds for such period. Revenues deposited to the General Fund which are subsequently transferred to the Rate Stabilization Fund shall not be included in Revenues Available for Bond Debt Service in the year that such Revenues are deposited to the General Fund.

“Revenues Available for Subordinated Debt Service” shall mean with respect to a Fiscal Year, Revenues Available for Bond Debt Service less Required Debt Service Fund Deposits on all Series of Bonds Outstanding during such Fiscal Year.

“S&P” shall mean S&P Global Ratings.

APPENDIX C

“Secured Bond Coverage Ratio” shall mean 1.1 as adjusted from time to time pursuant to the General Resolution.

“Secured Bond Coverage Requirement” shall mean, for any twelve-month period, the product of the Secured Bond Coverage Ratio and the sum of (i) the Required Debt Service Fund Deposits of all Outstanding Bonds for such period and (ii) the Required Subordinated Debt Service Fund Deposits for all Outstanding Parity Subordinated Bonds for such period.

“Secured Bonds” or “Secured Indebtedness” shall mean all Bonds and all Subordinated Bonds.

“Series” or “Series of Secured Bonds” shall mean all of the Secured Bonds authenticated and delivered on original issuance identified pursuant to the Supplemental Resolution authorizing such Secured Bonds as a separate Series of Secured Bonds and any Secured Bonds thereafter authenticated and delivered in lieu of or in substitution therefor pursuant to the General Resolution regardless of variations in maturity, interest rate or other provisions.

“Sewer Operations” shall mean the “sewer division” established pursuant to Section 8(a) of the Act.

“Sinking Fund Installment” shall mean, as of any particular date of calculation, the amount required by the General Resolution or any Supplemental Resolution to be paid by the Authority on a future date for the retirement of the principal amount of Outstanding Bonds or Subordinated Bonds which are stated to mature subsequent to such future date, but does not include any amount payable by the Authority by reason only of the maturity of a Bond or Subordinated Bond.

“Special Credit Facility” shall mean, with respect to any Series of Secured Bonds or portion thereof, a Credit Facility (a) which provides funds for (i) the direct payment of the Principal Installments of and interest on such Secured Bonds when due, or (ii) the payment of the Principal Installments of and interest on such Secured Bonds in the event amounts otherwise pledged to the payment thereof are not available when due, or (iii) the payment of the Tender Option Price of any Option Bond which may be tendered to the Authority for purchase or payment in accordance with the Supplemental Resolution authorizing such Option Bond (in any case, regardless of whether such Credit Facility provides funds for any other purpose), and (b) which (i) requires the Authority to directly reimburse the issuer of such Credit Facility for amounts paid thereunder, and (ii) provides that such obligation is a Parity Reimbursement Obligation.

“Special Payment Obligations” shall mean payment obligations under any interest rate exchange, cap or other hedge agreement or other long-term contract which have been designated as payable from the Commonwealth Obligation Fund in such agreement.

“Special Subordinated Indebtedness” shall mean Indebtedness incurred in anticipation of grant receipts; incurred in anticipation of revenues; payable from and secured by the General Fund; incurred with respect to the financing of a separate facility; or incurred in connection with the Revolving Loan Fund, all in accordance with the provisions of the General Resolution.

“SRF Bonds” shall mean Water Pollution Abatement Obligations of the Authority.

“SRF Program Bonds” shall mean bonds of the Trust secured by SRF Bonds.

“Subordinated Bonds” shall mean bonds or indebtedness which have a lien subordinate to the lien of the Bonds, on the Funds and Accounts and property established under the General Resolution, and shall also mean any Subordinated Parity Bond Anticipation Notes and any Parity Reimbursement Obligation incurred with respect to Subordinated Bonds; provided that the Subordinated Bonds have no lien on the Debt Service Fund or the Debt Service Reserve Fund.

“Subordinated Debt Service Reserve Fund Requirement” shall mean the aggregate of the amounts, if any, required to be deposited in the Subordinated Debt Service Reserve Fund pursuant to all Supplemental Resolutions authorizing the issuance of Subordinated Bonds.

“Subordinated Parity Bond Anticipation Notes” shall mean Bond Anticipation Notes the interest on which is payable from and secured by a pledge of, and a lien on, the Revenues on a parity with the lien created by the General Resolution to secure Subordinated Bonds.

“Supplemental Bond Coverage Requirement” for any Fiscal Year shall mean, unless the context otherwise indicates, the Required Debt Service Fund Deposits for all Bonds Outstanding as of the beginning of such Fiscal Year, times the Supplemental Bond Coverage Ratio.

“Supplemental Resolution” shall mean a resolution of the Authority authorizing the issuance of a Series of Bonds or Subordinated Bonds or otherwise amending or supplementing the General Resolution, adopted in accordance with the General Resolution.

“System” shall mean collectively the “Waterworks System” and the “Sewer System” as such terms are defined in Section 1(o) and 1(v) of the Act.

“Tax Exempt Indebtedness” shall mean Indebtedness the interest on which is excluded from gross income of the holder thereof for federal income tax purposes which was accompanied by a favorable Bond Counsel’s Opinion regarding such exclusion on the date of such Indebtedness.

“Tender Option Price” shall mean, with respect to any Option Bond tendered for purpose or payment in accordance with the Supplemental Resolution authorizing such Option Bond, an amount equal to the principal amount of such Option Bond.

“Trust” shall mean the Massachusetts Clean Water Trust (formerly the Massachusetts Water Pollution Abatement Trust) first established pursuant to Chapter 275 of the Acts of 1989 of the Commonwealth.

“Trust Bond Resolution” shall mean a bond resolution of the Trust providing for the issuance of a series of SRF Program Bonds.

“Variable Rate Indebtedness” shall mean, as of any date of determination, any Indebtedness on which the interest rate borne thereby may vary during any part of its remaining term.

“Water Pollution Abatement Obligations” shall mean obligations incurred and owing by the Authority to the Trust.

“Watershed Division” shall mean the Division of Watershed Management established by Section 42 of Chapter 372 of the Acts of 1984 of the Commonwealth.

“Waterworks Operations” shall mean the “waterworks division” established pursuant to Section 8(a) of the Act.

The Pledge Effected by the General Resolution

(a) Under the General Resolution, there are pledged for the payment of the Bonds, in accordance with their terms and the provisions of the General Resolution, subject only to the provisions of the General Resolution permitting the application thereof for or to the purposes and on the terms and conditions therein set forth: (i) all Revenues; (ii) all moneys or securities in any of the Funds, Accounts and Subaccounts (except the Operating Fund, the Rebate Fund, the Note Payment Fund, and the Subordinated Debt Service Reserve Fund) together with the investment earnings thereon except to the extent such earnings are required to be deposited in the Rebate Fund pursuant to a Supplemental Resolution, and (iii) all other moneys and securities to be received, held or set aside by the Authority or by any Fiduciary pursuant to the General Resolution.

(b) Subject only to the prior pledge created for the payment of the Bonds described in paragraph (a) above, and on the terms and conditions described therein with respect to such prior pledge, the property described in clauses (i) through (iii) of paragraph (a) (except moneys or securities in the Debt Service Fund and the Debt Service

APPENDIX C

Reserve Fund) and the Subordinated Debt Service Reserve Fund are further pledged under the General Resolution to the payment of the Subordinated Bonds. (Section 501)

Additional Indebtedness

(a) Except for additional Indebtedness issued in accordance with the provisions of the General Resolution as described below under “**Conditions Precedent to Delivery of a Series of Bonds**”, “**Conditions Precedent to Delivery of a Series of Subordinated Bonds**” and “**Conditions Precedent to Delivery of Refunding Secured Bonds**”, the Authority shall not issue any bonds, notes or other evidences of indebtedness secured by a pledge of or other lien or charge on the Revenues and shall not create or cause to be created any lien or charge on such Revenues or on any amounts held by any Fiduciary under the General Resolution, but the Authority shall not be prevented from issuing bonds or notes or other obligations for the corporate purposes of the Authority payable out of, or secured by a pledge of, Revenues to be derived on and after the date that the pledge of the Revenues provided in the General Resolution shall be discharged and satisfied as provided in the General Resolution and which recite on their face that such pledge of said amounts is and shall be in all respects subordinate to the provisions of the General Resolution and the lien and pledge created by the General Resolution.

(b) Notwithstanding anything in the General Resolution to the contrary, so long as no default under the General Resolution shall have occurred and be continuing, the Authority may issue at any time or from time to time:

(i) Indebtedness issued in anticipation of Grant Receipts which may be secured solely by a pledge of the proceeds of such Indebtedness, the Grant Receipts anticipated, other amounts on deposit from time to time in any separate account established by the Authority to hold Grant Receipts, earnings thereon and other amounts not constituting Revenues under the General Resolution; or

(ii) Indebtedness issued in anticipation of the Revenues to be received in a particular Fiscal Year, whether unsecured or secured by a pledge of Revenues; provided that (A) any such Indebtedness shall be payable no later than one year from its date of issue (or, in the case of Indebtedness issued to renew any such Indebtedness, no later than one year from the date of issue of the original issue of Indebtedness), (B) the aggregate amount of such Indebtedness Outstanding at any one time in a Fiscal Year shall not exceed fifty percent (50%) of the Revenues for the immediately preceding Fiscal Year, and (C) the proceeds of such Indebtedness (other than the proceeds of Indebtedness issued to pay a prior issue of such Indebtedness) shall be deposited in the Revenue Fund; or

(iii) Indebtedness payable from and secured by amounts on deposit in or to be deposited in the General Fund pursuant to the General Resolution.

Any Indebtedness described in this paragraph (b), in addition to the security therefor described herein, may be issued as general obligations of the Authority or as special obligations payable solely from the Revenues, Grant Receipts, proceeds, moneys, securities or funds pledged as security therefor.

(c) Notwithstanding anything in the General Resolution to the contrary, the Authority may issue Indebtedness secured solely by the revenues, receipts or other moneys derived by the Authority from the lease, license, operation, sale or other disposition of any facility or equipment (whether or not part of the System) hereafter constructed or acquired by or on behalf of the Authority with the proceeds of such Indebtedness. Such Indebtedness shall be special, limited obligations of the Authority payable solely out of the revenues, receipts and other moneys pledged therefor. Such revenues, receipts and other moneys shall not be considered Revenues under the General Resolution provided that (i) neither the debt service on such Indebtedness nor any cost of the acquisition, construction, operation, maintenance or repair of any such facility or equipment nor provision for reserves for any of the foregoing shall be paid from the proceeds of Secured Indebtedness or from Revenues (other than Revenues deposited in or available for deposit in the General Fund pursuant to the General Resolution) or shall be included in Operating Expenses, (ii) any such revenues, receipts and moneys in excess of such debt service, cost of acquisition, construction, operation, maintenance and repair and reserves shall be deposited in the Revenue Fund (and upon such deposit shall be deemed Revenues), and (iii) prior to the issue of any such Indebtedness, the Authority shall deliver to the Trustee a certificate of the Consulting Engineer certifying that the lease, license, operation, sale or other disposition of such facility or equipment and the application of the revenues, receipts and other moneys derived therefrom to the operation,

maintenance and repair thereof and the payment of the debt service on the Indebtedness issued therefor and the provision of reserves for the foregoing, will not result in any decrease in the Revenues projected by such Consulting Engineer to be received by the Authority during the succeeding five Fiscal Years (including the Fiscal Year in which such Indebtedness is issued).

(d) Notwithstanding anything in the General Resolution to the contrary, the Authority may issue Indebtedness secured by a pledge of moneys in the Revolving Loan Fund which either (i) have been committed to loans to Local Bodies, or (ii) represent payments made by Local Bodies on loans previously made from the Revolving Loan Fund, or by a pledge of moneys in the General Fund. Any lien granted on such moneys in the Revolving Loan Fund to secure such Indebtedness shall be senior to the pledge of the General Resolution but any lien granted on moneys in the General Fund to secure such Indebtedness shall be junior to such pledge. Any such Indebtedness shall be issued pursuant to a separate resolution of the Authority and each instrument evidencing such Indebtedness shall state expressly that the holders of such Indebtedness shall have no rights to the Revenues or other moneys held in Funds and Accounts established under the General Resolution except for moneys in the Revolving Loan Fund or in the General Fund as described in this paragraph. (Section 709)

Conditions Precedent to Delivery of a Series of Bonds

The Bonds of a Series shall be executed by the Authority for issuance and delivered to the Trustee and thereupon shall be authenticated by the Trustee and delivered to the Authority or upon its order, but only upon the receipt by the Trustee of certain documents and opinions relating to such Bonds as described in the General Resolution and:

(a) except in the case of any Series of Refunding Secured Bonds issued in the manner described in clause (a)(i) under the heading “**Conditions Precedent to Delivery of Refunding Secured Bonds**” or any Parity Bond Anticipation Notes,

(i) a Certificate of an Authorized Representative of the Authority certifying that for the most recent period of twelve consecutive months preceding the date on which such Bonds are to be issued for which such information is available, Revenues Available for Bond Debt Service were at least equal to the Primary Bond Coverage Requirement provided that for any Series of Bonds issued on or prior to June 30, 1990 the requirement described in this section (a)(i) shall be deemed satisfied; and

(ii) either:

(A) a Certificate of the Consulting Engineer certifying that for both the Fiscal Year in which such Bonds are to be issued and the Fiscal Year immediately following, projected Revenues Available for Bond Debt Service, assuming transfers from the Rate Stabilization Fund only to the extent such assumption is set forth in a Certificate of the Authority, are at least equal to the Primary Bond Coverage Requirement for all Series of Bonds Outstanding in such Fiscal Year, taking into account the Series of Bonds to be issued and any other Series of Bonds which is projected to be issued on or before the last day of such Fiscal Year; or

(B) a certificate of the Consulting Engineer certifying that:

(1) for the Fiscal year in which such Bonds are to be issued, projected Revenues Available for Bond Debt Service, calculated without assuming any increase in Rates and Charges other than those then approved in accordance with the General Resolution, and assuming transfers from the Rate Stabilization Fund only to the extent such assumption is set forth in a Certificate of the Authority, are at least equal to the sum of (x) the Required Debt Service Fund Deposits for all Series of Bonds then Outstanding in such Fiscal Year, taking into account the particular Series of Bonds to be issued, and (y) any amounts required to be deposited in the Operating Reserve Fund, the Insurance Reserve Fund or the Renewal and Replacement Reserve Fund to satisfy the applicable Requirement for such Fund, taking into account the particular Series of Bonds to be issued; and

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(2) for the Fiscal Year immediately following the Fiscal Year in which such Bonds are to be issued, projected Revenues Available for Bond Debt Service, calculated as described in paragraph (ii)(B)(1) above, but adjusted to reflect any increases in Operating Expenses shown on the Authority's proposed or final Operating Budget for such following Fiscal Year or, if such Budget has not been submitted, as adjusted to reflect an increase in Operating Expenses over the previous three Fiscal Years, are at least equal to the sum of (x) the Required Debt Service Fund Deposits on all Series of Bonds included for purposes of paragraph (ii)(B)(1)(x) above, and (y) only if such Operating Budget has been adopted, any amounts required to be deposited in the Operating Reserve Fund to satisfy the Operating Reserve Fund Requirement in such Fiscal Year.

(b) a Certificate of the Authorized Representative of the Authority, dated as of the date of delivery of such Bonds, stating that there is no Event of Default by the Authority with respect to the performance of any of the covenants, conditions, agreements or provisions contained in the General Resolution; provided, however that the Authority need deliver no such certification with respect to compliance with covenants as to Rates and Charges for a Series of Refunding Secured Bonds issued pursuant to the General Resolution; and

(c) such further documents and moneys as are required by the General Resolution or any Supplemental Resolution. (Section 206)

Conditions Precedent to Delivery of Subordinated Bonds.

(a) The Subordinated Bonds of a Series shall be executed by the Authority for issuance and delivery to the Trustee and thereupon shall be authenticated by the Trustee and delivered to the Authority or upon its order, but only upon the receipt by the Trustee of the items, opinions and certificates described in the provisions under the heading "**Conditions Precedent to Delivery of a Series of Bonds**" (except for the requirements described in paragraph (a) of such section), restated as appropriate for the issuance of Subordinated Bonds and any items, opinions or certificates required by the Supplemental Resolution authorizing such Subordinated Bonds.

(b) In addition, so long as any Parity Subordinated Bonds are outstanding, then Secured Bonds which are paid on a parity with or senior to the Parity Subordinated Bonds may be issued by the Authority only if there shall have been delivered to the Trustee in addition to any documents required as described in paragraph (a) above:

(i) a Certificate of a Consulting Engineer of the Authority certifying that for the most recent period of 12 consecutive months preceding the date on which such parity or senior Secured Bonds are to be issued for which such information is available, Revenues Available for Bond Debt Service were at least equal to the Secured Bond Coverage Requirement; and

(ii) either (A) a Certificate of a Consulting Engineer of the Authority certifying that for both the Fiscal Year in which such parity or senior Secured Bonds are to be issued and the Fiscal Year immediately following, projected Revenues Available for Bond Debt Service, assuming transfers from the Rate Stabilization Fund only to the extent such assumption is set forth in a Certificate of the Authority, are at least equal to the Secured Bond Coverage Requirement for all Series of Bonds and Parity Subordinated Bonds Outstanding in such Fiscal Year, taking into account the Series of parity or senior Secured Bonds to be issued and any other Series of parity or senior Secured Bonds which is projected to be issued on or before the last day of such Fiscal Year; or (B) a Certificate of an Authorized Representative of the Authority certifying that:

(1) for the Fiscal Year in which such parity or senior Secured Bonds are to be issued, projected Revenues Available for Bond Debt Service, calculated without assuming any increase in Rates and Charges other than those then approved in accordance with the General Resolution, and assuming transfers from the Rate Stabilization Fund only to the extent such assumption is set forth in a Certificate of the Authority, are at least equal to the sum of (x) the Required Debt Service Fund Deposits and Required Subordinated Debt Service Fund Deposits for all Series of Bonds and Parity Subordinated Bonds then Outstanding in such Fiscal Year, taking into account the particular Series of parity or senior Secured Bonds to be issued, and (y) any amounts required to be deposited in the Operating Reserve Fund, the Insurance Reserve Fund or the Renewal and Replacement Reserve

Fund to satisfy the Requirement for such Fund, taking into account the particular Series of parity or senior Secured Bonds to be issued; and

(2) for the Fiscal Year immediately following the Fiscal Year in which such parity or senior Secured Bonds are to be issued, projected Revenues Available for Bond Debt Service, calculated as described in paragraph (b)(ii)(B)(1) above, but adjusted to reflect any increases in Operating Expenses shown on the Authority's proposed or final Operating Budget for such following Fiscal Year or, if such Budget has not been submitted as adjusted to reflect an increase in Operating Expenses not less than the average percentage increase in Operating Expenses over the previous three Fiscal Years, are at least equal to the sum of (x) the Required Debt Service Fund Deposits and the Required Subordinated Debt Service Fund Deposits on the Series of Bonds and Parity Subordinated Bonds included for purposes of paragraph (b)(ii)(B)(1) above, and (y) any amounts required to be deposited in the Operating Reserve Fund to satisfy the applicable Requirement for such Fund in such Fiscal Year. (Section 206A)

Conditions Precedent to Delivery of Refunding Secured Bonds

One or more Series of Refunding Secured Bonds may be issued pursuant to the General Resolution at any time to refund any Outstanding Secured Bonds provided that (i) with respect to Bonds issued to refund Bonds, (A) Aggregate Adjusted Debt Service on the Bonds immediately after the issuance of such Refunding Secured Bonds for each Fiscal Year shall be no greater than Aggregate Adjusted Debt Service on all Bonds immediately prior to the issuance of such Refunding Secured Bonds, and (B) the final maturity of all Bonds Outstanding immediately after the issuance of such Refunding Secured Bonds shall be no later than the final maturity of all Bonds Outstanding immediately prior to the issuance of such Refunding Secured Bonds, (ii) with respect to Parity Subordinated Bonds issued to refund Parity Subordinated Bonds, (A) Aggregate Adjusted Debt Service on all Parity Subordinated Bonds immediately after the issuance of such Refunding Secured Bonds for each Fiscal Year shall be no greater than Aggregate Adjusted Debt Service on all Parity Subordinated Bonds Outstanding immediately prior to the issuance of such Refunding Secured Bonds, and (B) the final maturity of all Parity Subordinated Bonds Outstanding immediately after the issuance of such Refunding Secured Bonds shall be no later than the final maturity immediately prior to the issuance of such Refunding Secured Bonds, or (iii) the requirements described in paragraph (a) under the heading “**Conditions Precedent to Delivery of a Series of Bonds**” in the case of an issue of additional Bonds, or the requirements described in paragraph (b) under the heading “**Conditions Precedent to Delivery of Subordinated Bonds**” in the case of an issue of additional Parity Subordinated Bonds, shall have been satisfied after giving effect to the proposed refunding, all as shown in a Certificate signed by an Authorized Representative of the Authority (and, as to certain matters, a Certificate signed by the Consulting Engineer) and delivered to the Trustee prior to the authentication and delivery of such Series of Refunding Secured Bonds. Refunding Secured Bonds shall be issued in a principal amount sufficient, together with other moneys available therefor, to accomplish such refunding and to make the deposits in the Funds, Accounts and Subaccounts required by the provisions of the Supplemental Resolution authorizing such Secured Bonds.

Express Reservation of Rights

The Authority expressly reserves the right to issue Subordinated Bonds payable from the Subordinated Debt Service Fund prior to, on a parity with or junior to the SRF Bonds, to establish one or more covenants for the sole benefit of some or all of such additional Subordinated Bonds, and to fund one or more accounts within the Subordinated Debt Service Reserve Fund for the sole benefit of some or all of such Subordinated Bonds. (Sixth Supplemental Resolution Section 309)

Bond Anticipation Notes

Whenever the Authority shall authorize the issuance of a Series of Secured Bonds, the Authority may, by resolution, authorize the issuance of notes (and renewals thereof) in anticipation of such Secured Bonds. The principal of and interest on such notes and renewals thereof shall be payable from the proceeds of such notes or from the proceeds of the sale of the Series of Secured Bonds in anticipation of which such notes are issued. The proceeds of such Secured Bonds may be pledged for the payment of the principal of and interest on such notes and any such pledge shall have a priority over any other pledge of such proceeds created by the General Resolution. The Authority may

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pledge the Revenues to the payment of the interest on such notes which pledge may be on a parity with the pledge securing all Bonds in which event such interest shall be payable from the Debt Service Fund. The Authority may also pledge the Revenues and moneys on deposit in the General Fund and the Rate Stabilization Fund to the payment of the principal of such notes but such pledge shall be subordinate to the pledge securing the payment of the Secured Bonds. (Section 208)

Special Subordinated Indebtedness

The Authority may, at any time, or from time to time, issue Special Subordinated Indebtedness payable out of, and which may be secured by a pledge of and lien on such amounts in such Funds as may from time to time be available for the purpose of payment thereof as provided in the General Resolution. Any pledge of or lien on amounts held by the Trustee shall be, and shall be expressed to be subordinate in all respects to the pledge created by the General Resolution as security for the Secured Bonds. Such Special Subordinated Indebtedness shall be issued only on the terms and conditions described in paragraphs (b), (c) and (d) under the heading “**Additional Indebtedness**”. (Section 709)

Credit Facilities

(a) In connection with the issuance of any Series of Secured Bonds under the General Resolution, the Authority may obtain or cause to be obtained one or more Credit Facilities providing for payment of all or a portion of the Debt Service or to become due on such Secured Bonds, providing for the purchase of such Secured Bonds by the issuer of such Credit Facility or providing funds for the purchase of such Secured Bonds by the Authority.

(b) The Authority may also in an agreement with the issuer of such Credit Facility agree to directly reimburse such issuer for amounts paid under the terms of such Credit Facility, together with interest thereon (the “Reimbursement Obligation”); provided, however, that no Reimbursement Obligation shall be deemed to be Outstanding for the purposes of the General Resolution until amounts are paid under such Credit Facility. Any such Reimbursement Obligation may be secured by a pledge of, and a lien on, Revenues on a parity with the lien created by the General Resolution securing Bonds or Subordinated Bonds (a “Parity Reimbursement Obligation”). Any such Parity Reimbursement Obligation shall be deemed to be a Secured Bond. (Section 210)

Establishment of Funds and Accounts

- (a) The following Funds and Accounts are established by the General Resolution:
- (i) Construction Fund, containing a:
 - (A) Waterworks System Account; and
 - (B) Sewer System Account;
 - (ii) Cost of Issuance Fund;
 - (iii) Revenue Fund;
 - (iv) Operating Fund;
 - (v) Debt Service Fund, containing a:
 - (A) Principal Account;
 - (B) Interest Account;
 - (C) Redemption Account; and
 - (D) Capitalized Interest Account;
 - (vi) Subordinated Debt Service Fund, containing a:
 - (A) Principal Account;
 - (B) Interest Account;
 - (C) Redemption Account; and
 - (D) Capitalized Interest Account;
 - (vii) Debt Service Fund containing a Common Account;
 - (viii) Subordinated Debt Service Reserve Fund containing a Common Account;
 - (ix) [Reserved]
 - (x) Commonwealth Obligation Fund;
 - (xi) Rebate Fund;

- (xii) Operating Reserve Fund;
- (xiii) Insurance Reserve Fund;
- (xiv) Renewal and Replacement Reserve Fund;
- (xv) Water Pollution Abatement Fund;
- (xvi) Rate Stabilization Fund;
- (xvii) Revolving Loan Fund;
- (xviii) General Fund; and
- (xix) Note Payment Fund.

(b) Any Supplemental Resolution which provides for a Special Credit Facility may establish one or more “Special Accounts” in the Debt Service Reserve Fund or the Subordinated Debt Service Reserve Fund.

(c) Unless otherwise expressly provided in the General Resolution, all of the Funds, Accounts and Subaccounts shall be held by the Trustee, except the Operating Fund and the Construction Fund or any Accounts or Subaccounts therein, which may be held by one or more Depositaries. (Section 502)

Construction Fund

There shall be deposited from time to time in the Subaccounts of the Construction Fund: (i) the proceeds of casualty insurance, contractors’ performance bonds and any condemnation, as determined by the Authority in accordance with the General Resolution; (ii) the balance remaining of the proceeds of any Bond Anticipation Notes issued to pay the Costs of a Project after payment or provision for payment of such notes; (iii) any amounts required to be deposited therein pursuant to the General Resolution or any Supplemental Resolution; (iv) any moneys transferred pursuant to the General Resolution from the Rate Stabilization Fund or from the General Fund; and (v) any other amounts received by the Authority for or in connection with the Waterworks System and the Sewer System, respectively, and determined by the Authority to be deposited therein, which are not otherwise required to be applied by the General Resolution. Except as otherwise described under the heading “**Priority of Funds in Event of Debt Service Fund Shortfall**” or “**Priority of Funds in Event of Subordinated Debt Service Fund Shortfall**” or if investment earnings on moneys in the Construction Fund are required to be transferred to the Rebate Fund, amounts in the Construction Fund shall be expended only to pay Costs of a Project pursuant to requisitions filed in accordance with the Supplemental Resolution. At any time from time to time the Trustee may transfer amounts on deposit therein between a particular Subaccount within the Waterworks System Account and the corresponding Subaccount within the Sewer System Account upon receipt of a Certificate of an authorized Representative of the Authority requesting such transfer. If the Authority at any time cannot certify that it reasonably expects the moneys on deposit in any Subaccount of the Construction Funds which constitutes the proceeds of Tax Exempt Indebtedness to be expended for the Costs of a Project, then such shall be transferred to the Redemption Account and applied solely to the redemption of Secured Bonds of the applicable Series on the first date on which such Secured Bonds may be called without premium (unless the Authority shall elect to call such Secured Bonds earlier at a premium) to the extent that other moneys are not available in any other Funds and Accounts established under the General Resolution, amounts on deposit in the Construction Fund shall be applied as described below under “**Priority of Funds in Event of Debt Service Shortfall**” and “**Priority of Funds in Event of Subordinated Debt Service Fund Shortfall**” to the payment of Bonds and Subordinated Bonds when due. (Section 503)

Cost of Issuance Fund

There shall be deposited from time to time in a separate Subaccount of the Cost of Issuance Fund for each Series of Secured Bonds issued under the General Resolution any amounts required to be deposited therein pursuant to the terms of a Supplemental Resolution with respect to such Series. Moneys in the Cost of Issuance Fund shall be paid upon the filing by the Authority with the Trustee its requisition therefor (in the form set forth in a Supplemental Resolution) signed by an Authorized Representative of the Authority. (Section 504)

Deposits of Revenues

The Authority shall promptly cause all Revenues received to be deposited in the Revenue Fund held by the Trustee. There shall also be deposited into the Revenue Fund by the Trustee or any other Fiduciary all other amounts required by the General Resolution to be so deposited. (Section 505)

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Flow of Funds from the Revenue Fund

(a) On the last Business Day of each month the Trustee shall, after making any transfers that are required by the General Resolution, from the amounts on deposit in the Revenue Fund, make the following deposits in the following order:

(i) To the Operating Fund, the amount necessary to make the amount on deposit therein equal to Operating Expenses for the next succeeding three months, as shown on the Operating Budget.

(ii) To the Debt Service Fund:

(A) on a pro rata basis the amount necessary to make up any deficiency in any Subaccount resulting from an increase in the applicable interest rate on any Variable Rate Bonds over the rate which was assumed in calculating the amount required for a prior deposit made pursuant to subparagraph (B) below;

(B) on a pro rata basis to each Subaccount of the Interest Account, after taking into account any available moneys in the corresponding Subaccount of the Capitalized Interest Account if any, the amount necessary to increase the amount on deposit in each such Subaccount so that it equals interest included in Adjusted Debt Service next coming due on Outstanding Bonds of the applicable Series accrued and unpaid and to accrue to and including the last day of the next succeeding month (assuming, in the case of Variable Rate Bonds, no further adjustments in the applicable interest rate);

(C) on a pro rata basis to each Subaccount of the Principal Account the amount necessary to increase the amount on deposit in each such Subaccount so that it equals that portion of the Principal Installment included in Adjusted Debt Service next coming due on Outstanding Bonds of the applicable Series accrued and unpaid and to accrue (assuming such Principal Installment accrues on the same basis as simple interest on a debt) to and including the last day of the next succeeding month; provided, however, that no deposit shall be required to be made with respect to a Bond prior to 12 months before the next Principal Installment coming due on such Bond;

(D) on a pro rata basis to each Subaccount of the Redemption Account the amount, if any, necessary to increase the amount on deposit in each Subaccount so that it equals the Redemption Price of Outstanding Bonds of the applicable Series then called for redemption (other than from Sinking fund Installments) as of any date on or prior to last day of the next succeeding month, after taking into account amounts on deposit in the applicable Subaccount within the Principal Account, if any, available to pay such Bonds called for redemption; and

(E) on a pro rata basis to each Subaccount of the Interest Account established with respect to Regularly Scheduled Qualified Swap Payments relating to a Series of Designated Debt consisting of Bonds, the amount (if any) necessary to increase the amount on deposit in each such Subaccount so that it equals that portion of the Regularly Scheduled Qualified Swap Payment next coming due with respect to such Series of Designated Debt accrued and unpaid and to accrue (assuming such Regularly Scheduled Qualified Swap Payment accrues on the same basis as simple interest on a debt) to and including the last day of the next succeeding month.

The Trustee shall not be required to make any payments into the Debt Service Fund when the aggregate amount of money in the Debt Service Fund and the Debt Service Reserve Fund is at least equal to the amount required to defease the lien of the General Resolution granted to secure payment of Bonds pursuant to the provisions of the General Resolution described under the heading “**Defeasance.**”

(iii) To the Subordinated Debt Service Fund deposits determined with respect to Subordinated Bonds in the same manner as the deposits described in clause (ii) above with respect to Bonds, provided, that there also shall be paid on a pro rata basis to each Subaccount of the Interest Account established with respect

to Regularly Scheduled Qualified Swap Payments relating to a Series of Designated Debt, the amount (if any) necessary to increase the amount on deposit in each such Subaccount so that it equals that portion of the Regularly Scheduled Qualified Swap Payment next coming due with respect to such Series of Designated Debt accrued and unpaid and to accrue (assuming such Regularly Scheduled Qualified Swap Payment accrues on the same basis as simple interest on a debt) to and including the last day of the next succeeding month.

The Trustee shall not be required to make any payments into the Subordinated Debt Service Fund when the aggregate amount of money in the Debt Service Fund and the Debt Service Reserve Fund is at least equal to the amount required to defease the lien of the General Resolution granted to secure payment of Bonds and when the aggregate amount of money in the Subordinated Debt Service Fund and the Subordinated Debt Service Reserve Fund is at least equal to the amount required to defease the lien of the General Resolution granted to secure payment of Subordinated Bonds, all pursuant to the provisions of the General Resolution described under the heading **“Defeasance.”**

(iv) To the Debt Service Reserve Fund,

(A) to the Common Account therein one-twelfth of the amount, if any, necessary to increase the amount on deposit in such Account, determined as of the first day of the Fiscal Year, to an amount equal to the Debt Service Reserve Fund Requirement (provided that no such deposit shall be required in a Fiscal Year following the funding of the Common Account in connection with the issuance of a Series of Bonds pursuant to the General Resolution); and

(B) to each Special Account the deposit required by any Supplemental Resolution.

(v) To the Subordinated Debt Service Reserve Fund,

(A) to each Series Subaccount of the Common Account therein the amount, if any, necessary to increase the amount on deposit in such Subaccount to the level required by any Supplemental Resolution; and

(B) to each Special Account the deposit required by any Supplemental Resolution.

(vi) [Reserved].

(vii) To the Commonwealth Obligation Fund, the amount equal to the amount of Commonwealth Obligations (including, without limitation, Special Payment Obligations) payable during the next succeeding month, as shown on the Operating Budget.

(viii) To the Rebate Fund, the amount of the Rebate Fund Requirement, if any, determined in accordance with the Supplemental Resolution.

(b) On each December 31 and June 30, or, if such days are not Business Days, on the next preceding Business Day, the Trustee shall, from the amounts on deposit in the Revenue Fund, and after making the deposits described in paragraph (a) above, make the following deposits in the following order:

(i) To the Operating Reserve Fund, one half of the difference between the amount on deposit in such Fund on the first day of the current Fiscal Year and the Operating Reserve Fund Requirement for the current Fiscal Year.

(ii) To the Insurance Reserve Fund, one half of the difference between the amount on deposit in such Fund on the first day of the current Fiscal Year and the Insurance Reserve Fund Requirement for the current Fiscal Year.

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(iii) To the Renewal and Replacement Reserve Fund, one half of the difference between the amount on deposit in such Fund on the first day of the current Fiscal Year and Renewal and Replacement Reserve Requirement for the current Fiscal Year.

(iv) To the Water Pollution Abatement Fund, the amount necessary to increase the amount on deposit therein so that it equals the amount of Water Pollution Abatement Obligations payable during the next six months, as certified by an Authorized Representative of the Authority.

(v) To the Revolving Loan Fund, such amount as the Authority may from time to time determine.

(vi) Subject to the provisions described in paragraph (c) below, the General Fund, any moneys remaining after making the deposits set forth above.

(c) On any June 30 and December 31 on which deposits are to be made as described in paragraph (b) above, after making the deposits described in clauses (i) through (v) of paragraph (b) above, the Trustee, on direction of an Authorized Representative, shall retain all or portion of the remaining moneys in the Revenue Fund to provide additional moneys for deposits required under paragraph (a) above during the next six months. (Section 506)

Operating Fund

The Operating Fund shall be established as one or more accounts with one or more banks or trust companies, as the Authority shall determine, which shall be Depositaries. Moneys held in the Operating Fund shall be applied by the Authority to the payment of Operating Expenses in accordance with the Operating Budget. Moneys in the Revenue Fund and the Operating Reserve Fund shall be paid by the Trustee to the Authority for deposit into the Operating Fund pursuant to the General Resolution. If on any June 30, or, if such day is not a Business Day, on the next preceding Business Day, the amount on deposit in the Operating Fund exceeds the amount equal to the next three months of Operating Expenses as shown on the Authority's Operating Budget then such excess shall be transferred to the Revenue Fund. (Section 507)

Debt Service Fund

(a) The Trustee shall, for each Series of Bonds Outstanding, pay (i) on each Bond Payment Date, from the moneys on deposit in the applicable Subaccounts within the Principal Account and Interest Account of the Debt Service Fund the amounts required for the payment of the Principal Installments and for the payment of interest, respectively, due on such Date; (ii) on any redemption date other than for sinking fund redemption, from the applicable Subaccounts within the Interest Account and Redemption Account of the Debt Service Fund the amounts required for the payment of accrued interest and for the payment of principal of and premium, if any, respectively, on Bonds to be redeemed; and (iii) on any date of purchase, from the applicable Subaccounts within the Principal Account and of the Debt Service Fund, the amounts required for the payment of principal and interest, respectively, of any Bonds to be purchased to the extent sufficient amounts are not available therefor under a Credit Facility in accordance with the applicable Supplemental Resolution.

(b) The amounts accumulated in the applicable Subaccount within the Principal Account of the Debt Service Fund for each Sinking Fund Installment shall, at the direction of an Authorized Representative of the Authority, be applied (together with amounts in the applicable Subaccount within the Interest Account of the Debt Service Fund with respect to interest on the Bonds for which such Sinking Fund Installment was established) by the Trustee at the written direction of the Authority prior to the forty-fifth day preceding the due date of such Sinking Fund Installment as follows:

(i) to the purchase of Bonds of the Series and maturity for which such Sinking Fund Installment was established, at prices (including any brokerage and other charges) not exceeding the Redemption Price payable for such Bonds when such Bonds are redeemable by application of such Sinking Fund Installment plus unpaid interest accrued to the date of purchase; or

(ii) to the redemption of such Bonds, if then redeemable by their terms, at or below the Redemption Price referred to in clause (i) above;

provided, however, that the Trustee shall not call for redemption or purchase any Bonds as described in paragraph (b) which have already been called for redemption pursuant to the provisions of the General Resolution.

(c) Upon the purchase or redemption of any Bond as described in paragraph (b) above, an amount equal to the principal amount of the Bond so purchased or redeemed shall be credited toward the next Sinking Fund Installment thereafter to become due and the amount of any excess of the amounts so credited over the amount of such Sinking Fund Installment shall be credited against future Sinking Fund Installments in direct chronological order.

(d) As soon as practicable after the forty-fifth day preceding the due date of any such Sinking Fund Installment, the Trustee shall proceed to call for redemption, pursuant to the General Resolution, on such due date Bonds of the Series and maturity for which such Sinking Fund Installment was established in the amount of such Sinking Fund Installment. The Trustee shall so call such Bonds for redemption whether or not it then has moneys in the Debt Service Fund sufficient to pay the applicable Redemption Price thereof on the redemption date. (Section 508)

Priority of Funds in Event of Debt Service Fund Shortfall

If on any Bond Payment Date there shall be insufficient monies available in the applicable Subaccount within the applicable Account in the Debt Service Fund to provide for payment of the Principal Installments of or interest on any Series of Bonds then due, after drawing any moneys available for such purpose from any applicable Credit Facility or Special Account in the Debt Service Reserve Fund, the Trustee shall withdraw and apply the necessary moneys to provide for such insufficiency from the following Funds and Accounts in the following order: (i) amounts in the Redemption Account not yet committed to the redemption of Bonds; (ii) the General Fund; (iii) amounts in the Revolving Loan Fund not yet committed to loans to Local Bodies; (iv) the Rate Stabilization Fund; (v) the Water Pollution Abatement Fund; (vi) the Renewal and Replacement Reserve Fund; (vii) the Insurance Reserve Fund; (viii) the Operating Reserve Fund; (ix) the Commonwealth Obligation Fund; (x) [Reserved]; (xi) [Reserved]; (xii) the Common Account in the Debt Service Reserve Fund; (xiii) the Subordinated Debt Service Fund; (xiv) the Cost of Issuance Fund; and (xv) the Construction Fund. (Section 508(e))

In connection with the issuance or maintenance of any Designated Debt consisting of Bonds, the Authority may establish within the Interest Account of the Debt Service Fund one or more Subaccounts for the purpose of holding funds to be applied to the payment of Regularly Scheduled Qualified Swap Payments relating to such Designated Debt. Such moneys shall be applied by the Trustee, at the direction of the Authority, to the payment of such Regularly Scheduled Qualified Swap Payments. (Section 508(f))

Subordinated Debt Service Fund

(a) The Trustee shall, for each Series of Subordinated Bonds Outstanding, make payments similar to those set forth with respect to Bonds under the heading “**Debt Service Fund.**” The Trustee shall also apply moneys in the Subordinated Debt Service Fund as set forth under the heading “**Priority of Funds in Event of Debt Service Fund Shortfall.**” Moneys in the Subordinated Debt Service Fund shall also be transferred to the Note Payment Fund and applied to the payment of interest on notes issued pursuant to the terms described under the heading “**Bond Anticipation Notes**” to the extent provided in any Supplemental Resolution authorizing such notes.

(b) The amounts accumulated in the applicable Subaccount within the Principal Account of the Subordinated Debt Service Fund for each Sinking Fund Installment may be applied (together with amounts in the applicable Subaccount within the Interest Account of the Subordinated Debt Service Fund with respect to interest on the Subordinated Bonds for which such Sinking Fund was established) by the Trustee to the purchase or redemption of Subordinated Bonds of the Series and maturity for which such Sinking Fund Installment was established in the same manner as moneys in the Debt Service Fund may be applied to Bonds as described in paragraph (b) under the heading “**Debt Service Fund.**” Upon such purchase or redemption, an amount equal to the principal amount of the Subordinated Bond so purchased or redeemed shall be credited toward the next Sinking Fund Installment thereafter

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to become due and the amount of any excess of the amounts so credited over the amount of such Sinking Fund Installment shall be credited against future Sinking Fund Installments in direct chronological order.

(c) As soon as practicable after the forty-fifth day preceding the due date of any such Sinking Fund Installment, the Trustee shall proceed to call for redemption on such due date Subordinated Bonds of the Series and maturity for which such Sinking Fund Installment was established in the amount of such Sinking Fund Installment. The Trustee shall so call such Subordinated Bonds for redemption whether or not it then has moneys in the Subordinated Debt Service Fund sufficient to pay the applicable Redemption Price thereof on the redemption date.

(d) In connection with the issuance or maintenance of any Designated Debt, the Authority may establish within the Interest Account of the Subordinated Debt Service Fund one or more Subaccounts for the purpose of holding funds to be applied to the payment of Regularly Scheduled Qualified Swap Payments relating to such Designated Debt. Such moneys shall be applied by the Trustee, at the direction of the Authority, to the payment of such Regularly Scheduled Qualified Swap Payments. (Section 509)

Priority of Funds in Event of Subordinated Debt Service Fund Shortfall

If on any Subordinated Bond Payment Date there shall be insufficient moneys available in the applicable Subaccount within the applicable Account in the Subordinated Debt Service Fund to provide for payment of the Principal Installments of or interest on any Series of Subordinated Bonds then due, after drawing any moneys available for such purpose from any applicable Credit Facility or Special Account in the Subordinated Debt Service Reserve Fund, subject to any transfers to be made on such date pursuant the terms described under the heading “**Priority of Funds in Event of Debt Service Fund Shortfall**,” the Trustee shall withdraw and apply the necessary moneys to provide for such insufficiency from the following Funds and Accounts in the following order: (i) amounts in the Redemption Account of the Subordinated Debt Service Fund not yet committed to the redemption of Bonds; (ii) the General Fund; (iii) amounts in the Revolving Loan Fund not yet committed to loans to Local Bodies; (iv) the Rate Stabilization Fund; (v) the Water Pollution Abatement Fund; (vi) the Renewal and Replacement Reserve Fund; (vii) the Insurance Reserve Fund; (viii) the Operating Reserve Fund; (ix) the Commonwealth Obligation Fund; (x) [Reserved]; (xi) [Reserved]; (xii) the Common Account in the Subordinated Debt Service Reserve Fund; (xiii) the Costs of Issuance Fund; and (xiv) the Construction Fund. (Section 509(e))

Debt Service Reserve Fund

(a) Amounts on deposit in each of the Subaccounts within the Common Account in the Debt Service Reserve Fund shall be applied on a pro rata basis, to the extent other funds are not available therefor pursuant to the General Resolution, solely to pay the Principal Installments of and interest on the Bonds when due. Amounts on deposit in each of the Special Accounts in the Debt Service Reserve Fund shall be applied, to the extent other funds are not available therefor pursuant to the General Resolution, solely to pay the Principal Installments of and interest on the Bonds of the Series to which such Special Account relates as and when specified in the applicable Supplemental Resolution.

(b) If, as of June 30, or, if such day is not a Business Day, on the next preceding Business Day, the amount in the Common Account exceeds the Debt Service Reserve Fund Requirement for the Fiscal Year then ending after giving effect to any Financial Guaranty deposited in the Common Account, the Trustee shall withdraw from the Common Account the amount of any excess therein as of the date of such withdrawal and deposit the moneys so withdrawn (i) if and to the extent that such excess occurred on account of a reduction of the Debt Service Reserve Fund Requirement or the deposit of a Financial Guaranty, into the Redemption Account of the Debt Service Fund or the Redemption Account of the Subordinated Debt Service Fund, as the Authority shall direct, to be applied to the redemption of Secured Bonds, and (ii) otherwise, first into the Interest Account of the Debt Service Fund until the amount on deposit therein is equal to the next deposit required to be made to such Account pursuant to the provisions of the General Resolution described in paragraph (a) under the heading “**Flow of Funds from the Revenue Fund**” and second to the Principal Account of the Debt Service Fund until the amount on deposit therein is equal to the next deposit required to be made to such Account pursuant to the provisions of the General Resolution described in paragraph (a) under the heading “**Flow of Funds from the Revenue Fund**.” Any balance of such excess remaining shall be applied as described in the previous sentence with respect to deposits required pursuant to the provisions of the General Resolution described in paragraph (a) under the heading “**Flow of Funds from the Revenue Fund**” for

as many succeeding months as is necessary to fully apply such excess. If, as of June 30, or, if such day is not a Business Day, on the next preceding Business Day, the amount in any Special Account exceeds its requirement under the applicable Supplemental Resolution for the Fiscal Year then ending, after giving effect in the case of each such Account to any Financial Guaranty deposited in such Account, the Trustee shall withdraw from such Account the amount of any excess therein as of the date of such withdrawal and deposit the moneys so withdrawn (i) if and to the extent that such excess occurred on account of a reduction of a reserve requirement or the deposit of a Financial Guaranty, into the Redemption Account of the Debt Service Fund or the Redemption Account of the Subordinated Debt Service Fund, as the Authority shall direct, to be applied to the redemption of Secured Bonds, and (ii) otherwise, first into the applicable Subaccount of the Interest Account of the Debt Service Fund until the amount on deposit therein is equal to the next deposit required to be made to such Subaccount pursuant to the General Resolution and second to the related Subaccount of the Principal Account of the Debt Service Fund until the amount on deposit therein is equal to the next deposit required to be made to such Subaccount pursuant to the provisions of the General Resolution described in paragraph (a) under the heading “**Flow of Funds from the Revenue Fund.**” Any balance of such excess remaining shall be applied as described in the previous sentence with respect to deposits required pursuant to the provisions of the General Resolution described in paragraph (a) under the heading “**Flow of Funds from the Revenue Fund**” for as many succeeding months as is necessary to fully apply such excess.

(c) Whenever the amount (exclusive of Financial Guaranties) in all of the Accounts in the Debt Service Reserve Fund, together with the amount in the Debt Service Fund, is sufficient to pay all Outstanding Series of Bonds in accordance with their respective terms, the funds on deposit in the Debt Service Reserve Fund shall be transferred to the Debt Service Fund and applied to the redemption or payment at maturity of all Bonds Outstanding.

(d) In lieu of the required deposits and transfers to any Account in the Debt Service Reserve Fund, the Authority may cause to be deposited in any such Account Financial Guaranties. The Financial Guaranties shall be payable (upon the giving of notice as required under the General Resolution) on any date on which moneys will be required to be withdrawn from the applicable Account in the Debt Service Reserve Fund and such withdrawal cannot be met by moneys on deposit in the applicable Account. If a disbursement is made pursuant to Financial Guaranties, the Authority shall be obligated either (i) to reinstate the maximum limits of such Financial Guaranties or (ii) to deposit into the applicable Account, funds in the amount of the disbursement made under such Financial Guaranties.

(e) In the event of the refunding of any Bonds, the Trustee shall, upon the written direction of the Authority, withdraw from the Subaccount and Account related to the Bonds to be refunded all or any portion of the amounts accumulated therein with respect to the Bonds to be refunded and deposit such amounts as provided in such written direction, provided that such withdrawal shall not be made unless (i) immediately thereafter the Bonds being refunded shall be deemed to have been paid pursuant to the General Resolution, and (ii) after giving effect to any amounts being simultaneously deposited therein, the amount remaining in each Subaccount and Account after such withdrawal shall not be less than the applicable Requirement. (Section 510)

Subordinated Debt Service Reserve Fund

Moneys in the Subordinated Debt Service Reserve Fund shall be applied to the Subordinated Bonds in a manner similar to the application of moneys in the Debt Service Reserve Fund to payment of Bonds. (Section 511)

Commonwealth Obligation Fund

Moneys in the Commonwealth Obligation Fund shall be transferred to the Commonwealth to satisfy Commonwealth Obligations due and payable by the Authority, provided that moneys in such Fund which are to be applied to Special Payment Obligations shall be transferred as directed by a Certificate of an Authorized Representative. The Trustee shall also apply moneys in the Commonwealth Obligation Fund as described under the headings “**Priority of Funds in Event of Debt Service Fund Shortfall**” and “**Priority of Funds in Event of Subordinated Debt Service Fund Shortfall.**” If as of any June 30, the amount on deposit in the Commonwealth Obligation Fund is in excess of the amount payable on the Commonwealth Obligations in the Fiscal Year then ending then such excess shall be transferred to the Revenue Fund. (Section 512)

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Certain Notices

The Authority has agreed that so long as any SRF Bonds are outstanding it will provide to the Trust notice of any draw pursuant to the provisions described under the heading “**Priority of Funds in Event of Debt Service Fund Shortfall**” or “**Priority of Funds in Event of Subordinated Debt Service Fund Shortfall**” or any draw on the Community Obligation and Revenue Enhancement Fund or Debt Service Reserve Fund for the purpose of paying debt service on any Secured Bond. (Sixth Supplemental Resolution Section 308)

Operating Reserve Fund

(a) Moneys in the Operating Reserve Fund shall be transferred to the Operating Fund to be applied to the payment of Operating Expenses upon delivery of a Certificate of an Authorized Representative of the Authority to the effect that moneys on deposit in the Operating Fund are insufficient therefor. The Trustee shall also apply moneys in the Operating Reserve Fund as provided under the headings “**Priority of Funds in Event of Debt Service Fund Shortfall**” and “**Priority of Funds in Event of Subordinated Debt Service Fund Shortfall**.”

(b) If on any December 31 or June 30 Revenues are insufficient to make the deposits to the Operating Reserve Fund required to be made from the Reserve Fund, or if on any date the Authority delivers a Certificate to the Trustee to the effect that moneys in the Operating Fund and the Operating Reserve Fund are insufficient to meet Operating Expenses then due and payable then, subject to any transfers to be made on such date described under the headings “**Priority of Funds in Event of Debt Service Fund Shortfall**” and “**Priority of Funds in Event of Subordinated Debt Service Fund Shortfall**,” the Trustee shall withdraw and apply the necessary moneys to provide for such insufficiency from the following Funds and Accounts in the following order: (i) the General Fund; (ii) amounts in the Revolving Loan Fund not yet committed to loans to Local Bodies; (iii) the Rate Stabilization Fund; (iv) the Water Pollution Abatement Fund; (v) the Renewal and Replacement Reserve Fund; and (vi) the Insurance Reserve Fund. On each June 30, excesses in the Operating Reserve Fund shall be transferred to the Revenue Fund. (Section 514)

Insurance Reserve Fund

(a) Moneys in the Insurance Reserve Fund may be applied by the Authority only to the purpose and in the manner provided for the proceeds of insurance set forth in the General Resolution. The Trustee shall also apply moneys in the Insurance Reserve Fund as described under the headings “**Priority of Funds in Event of Debt Service Fund Shortfall**” and “**Priority of Funds in Event of Subordinated Debt Service Fund Shortfall**.”

(b) If on any day on which a transfer from the Revenue Fund to the Insurance Reserve Fund is required pursuant to the General Resolution Revenues are insufficient to make the required deposits to the Insurance Reserve Fund from the Revenue Fund, or if on any date the Authority delivers a Certificate to the Trustee to the effect that moneys in the Insurance Reserve Fund are insufficient to meet claims properly payable from such Fund then due and payable then, subject to any transfers to be made on such date described under the headings “**Priority of Funds in Event of Debt Service Fund Shortfall**,” “**Priority of Funds in Event of Subordinated Debt Service Fund Shortfall**” and “**Operating Reserve Fund**,” the Trustee shall withdraw and apply the necessary moneys to provide for such insufficiency from the following Funds and Accounts in the following order: (i) the General Fund; (ii) amounts in the Revolving Loan Fund not yet committed to loans to Local Bodies; (iii) the Rate Stabilization Fund; (iv) the Water Pollution Abatement Fund; and (v) the Renewal and Replacement Reserve Fund. On each June 30 excesses in the Insurance Reserve Fund shall be transferred to the Revenue Fund.

(c) (i) The Authority is required to annually review the sufficiency of the Insurance Reserve Fund Requirements no later than 120 days after the end of each Fiscal Year, and to certify to the Trustees of the Insurance Reserve Fund Requirement for the next ensuing Fiscal Year. (ii) The Authority is required to have the Consulting Engineer or any insurance consultant review the adequacy of the Insurance Reserve Fund and the Insurance Reserve Fund Requirements every three years. (Section 515)

Renewal and Replacement Reserve Fund

(a) Moneys in the Renewal and Replacement Reserve Fund shall be applied to the Cost of any Capital Improvement which is not provided for by moneys available in the Construction Fund or the Operating Fund. The Trustee shall withdraw from such Fund and deposit in one or more special separate Subaccounts established for such purpose in the Construction Fund or, if the Authority has by resolution determined to subsequently finance such Capital Improvement by the issuance of Secured Bonds in a Subaccount relating to such Secured Bonds, any amount requested by the Authority but only upon receipt of a certificate of an Authorized Representative (i) specifying the Capital Improvement to which such amount will be applied, its estimated Cost and estimated completion date, and (ii) certifying (A) that such Capital Improvement is reasonably required for the continued operation of the System or the maintenance of Revenues, (B) that all or a portion of the Cost of such Capital Improvement was not included in the Cost of Capital Improvements to be financed in whole or in part from the Operating Fund, and (C) that only the Cost of such Capital Improvement that is in excess of the amounts available therefor in such Fund, is being or has previously been requisitioned from the Renewal and Replacement Reserve Fund. Upon completion of such Capital Improvement, any amount so deposited and not necessary to pay the Cost of such Capital Improvement shall be redeposited in the Renewal and Replacement Reserve Fund. The Trustee shall also apply moneys in the Renewal and Replacement Reserve Fund as described under the headings **“Priority of Funds in the Event of Debt Service Fund Shortfall,” “Priority of Funds in Event of Subordinated Debt Service Shortfall,” “Operating Reserve Fund,” and “Insurance Reserve Fund.”**

(b) If on any day on which a transfer from the Reserve Fund to the Renewal and Replacement Reserve Fund is required described under the headings **“Priority of Funds in Event of Debt Service Fund Shortfall,” “Priority of Funds in Event of Subordinated Debt Service Shortfall,” “Operating Reserve Fund,” and “Insurance Reserve Fund”** Revenues are insufficient to make the deposits to the Renewal and Replacement Reserve Fund required to be made from the Revenue Fund, or if on any date the Authority delivers a Certificate to the Trustee to the effect that moneys in the Renewal and Replacement Reserve Fund are insufficient to meet the Costs of a Capital Improvement to be funded as described in paragraph (a) above then due and payable then, subject to any transfers to be made on such date provided under the headings **“Priority of Funds in Event of Debt Service Fund Shortfall,” “Priority of Funds in Event of Subordinated Debt Service Shortfall,” “Operating Reserve Fund,” and “Insurance Reserve Fund,”** the Trustee shall withdraw and apply the necessary moneys to provide for such insufficiency from the following Funds and Accounts in the following order: (i) the General Fund; (ii) amounts in the Revolving Loan Fund not yet committed to loans to Local Bodies; (iii) the Rate Stabilization Fund; and (iv) the Water Pollution Abatement Fund.

(c) If on any June 30 or, if such day is not a Business Day, on the next preceding Business Day, the amount in the Renewal and Replacement Fund is in excess of the Renewal and Replacement Reserve Cash Requirement for the Fiscal Year then ending, such excess shall be transferred to the Revenue Fund or shall be retained in the Renewal and Replacement Reserve Fund upon the delivery of a Certificate of an Authorized Representative of the Authority to the effect that such amounts being retained are necessary to meet the Costs of Capital Improvements properly payable from such Fund as described in paragraph (a) above.

Water Pollution Abatement Fund

(a) Moneys in the Water Pollution Abatement Fund shall be transferred as directed by the Authority for the payment of Water Pollution Abatement Obligations upon receipt by the Trustee of the Certificate of an Authorized Representative that moneys in respect to Water Pollution Abatement Obligations are due and payable by the Authority. The Trustee shall also apply moneys in the Water Pollution Abatement Fund as described under the headings **“Priority of Funds in Event of Debt Service Fund Shortfall,” “Priority of Funds in Event of Subordinated Debt Service Fund Shortfall,” “Operating Reserve Fund,” “Insurance Reserve Fund,” and “Renewal and Replacement Reserve Fund.”**

(b) On each June 30, excesses in the Water Pollution Abatement Fund shall be transferred to the Revenue Fund. (Section 516A)

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Rate Stabilization Fund

Moneys shall be transferred to the Rate Stabilization Fund from the General Fund as provided in the General Resolution. Moneys in the Rate Stabilization Fund may be transferred to a separate Subaccount of the Construction Fund upon receipt of a Certificate of an Authorized Representative to the effect that such moneys are necessary to pay the Costs of Projects for which no other funds in the Construction Fund are available. Moneys in the Rate Stabilization Fund shall be transferred to the Revenue Fund upon delivery to the Trustee of a Certificate of an Authorized Representative of the Authority or in accordance with the provisions of an Operating Budget. The Trustee shall also apply moneys in the Rate Stabilization Fund as described under the headings **“Priority of Funds in Event of Debt Service Fund Shortfall,” “Priority of Funds in Event of Subordinated Debt Service Fund Shortfall,” “Operating Reserve Fund,” “Insurance Reserve Fund,”** and **“Renewal and Replacement Reserve Fund.”** Moneys in the Rate Stabilization Fund shall also be transferred to the Note Payment Fund and applied to the payment of principal of and interest on Bond Anticipation Notes to the extent provided in any Supplemental Resolution authorizing such notes. (Section 517)

Revolving Loan Fund

Moneys in the Revolving Loan Fund shall be used to make loans on such terms and conditions as the Authority may deem appropriate to Local Bodies receiving water or sewer service from the Authority for the purpose of financing capital improvements to be made to the water distribution and waste-water collection systems of such Local Bodies. Repayments of principal and interest on such loans shall be transferred upon receipt by the Authority to the Trustee and deposited in the Revolving Loan Fund unless the Authority shall instruct the Trustee that repayments of interest on such loans are to be deposited in the Revenue Fund. Any such interest payments deposited in the Revenue Fund shall be deemed “Revenues.” Any such loans and repayments, together with any notes or other instruments evidencing such loans and any security provided therefor and the rights to receive such repayments, and any amounts on deposit in the Revolving Loan Fund committed to funding such loans may be pledged as security for any Indebtedness incurred pursuant to the General Resolution for the purpose of funding such loans. The Trustee shall also apply moneys in the Revolving Loan Fund as described under the headings **“Priority of Funds in Event of Debt Service Fund Shortfall,” “Priority of Funds in Event of Subordinated Debt Service Fund Shortfall,” “Operating Reserve Fund,” “Insurance Reserve Fund,”** and **“Renewal and Replacement Reserve Fund.”** (Section 518)

General Fund

(a) Moneys in the General Fund shall be transferred to the Rate Stabilization Fund upon delivery to the Trustee of a Certificate of an Authorized Representative of the Authority (i) to the effect that, for the previous Fiscal Year, the requirements of the Combined Bond Coverage Requirement have been satisfied, and (ii) setting forth the amount of Revenues Available for Bond Debt Service for such period in excess of the Primary Bond Coverage Requirement for such period which are then on deposit in the General Fund and which are to be transferred by the Trustee to the Rate Stabilization Fund, provided that the transfer shall not be in an amount greater than such excess. The Trustee shall also transfer moneys in the General Fund to a separate subaccount of the Construction Fund upon receipt of a Certificate of an Authorized Representative to the effect that such moneys are necessary to pay the Costs of Projects for which no other funds in the Construction Fund are available. Moneys in the General Fund may also be transferred to the Redemption Account and applied to the redemption of Secured Bonds. The Trustee shall also apply moneys in the General Fund as described under the headings **“Priority of Funds in Event of Debt Service Fund Shortfall,” “Priority of Funds in Event of Subordinated Debt Service Fund Shortfall,” “Operating Reserve Fund,” “Insurance Reserve Fund,”** and **“Renewal and Replacement Reserve Fund.”** Moneys in the General Fund shall also be transferred to the Note Payment Fund and applied to the payment of principal of and interest on Bond Anticipation Notes to the extent provided in any Supplemental Resolution authorizing such notes.

(b) On any date, subject to the requirements of the shortfall provisions of the Debt Service Fund, the Subordinated Debt Service Fund, the Operating Reserve Fund, the Insurance Reserve Fund and the Renewal and Replacement Reserve Fund, the Authority may, by a Certificate of its Authorized Representative and without any further showing, direct that moneys be transferred from the General Fund to any Fund or Account established under the General Resolution other than the Revenue Fund, the Operating Fund, the Principal and Interest Accounts in the Debt Service Fund and the Rate Stabilization Fund. (Section 519)

Note Payment Fund

(a) The Authority shall deposit into a separate account of the Note Payment Fund the proceeds of any Secured Bonds issued to provide for the payment of Bond Anticipation Notes of the Authority as directed by the Supplemental Resolution for such Secured Bonds and shall deposit amounts transferred pursuant to the General Resolution as described in paragraph (a) under the heading “**Subordinated Debt Service Fund**” and paragraph (a) under the heading “**General Fund**.”

(b) Moneys on deposit in a subaccount of the Note Payment Fund shall be applied to the payment of the Bond Anticipation Notes with respect to which such subaccount was established upon receipt by the Trustee of a Certificate of the Authority as required by General Resolution. Any moneys remaining in a subaccount of the Note Payment Fund after payment of the Bond Anticipation Notes with respect to which such account was established shall be transferred to and deposited in a separate subaccount established within the Construction Fund. (Section 520)

Depositories

All moneys or securities held by the Trustee under the provisions of the General Resolution shall constitute trust funds and the Trustee may, and shall, if directed in writing by an Authorized Representative of the Authority, deposit such moneys or securities with one or more Depositories in trust for the Trustee. Moneys or securities in the Operating Fund shall be deposited by the Authority with one or more Depositories in trust for the Authority. All moneys or securities deposited under the provisions of the General Resolution with the Trustee or any Depository shall be held in trust and applied only in accordance with the provisions of the General Resolution, and each of such Funds established by the General Resolution shall be a trust fund for the purposes thereof. Each Depository holding moneys or securities in trust for the Trustee shall be a bank or trust company organized under the laws of the Commonwealth or a national banking association (having its principal office within the Commonwealth), having capital stock, surplus and undivided earnings aggregating at least \$100,000,000 (or such greater amount as set forth in a Supplemental Resolution) and willing and able to accept the office on reasonable and customary terms and authorized by law to act in accordance with the provisions of the General Resolution. (Section 521)

Investment of Certain Funds

(a) Moneys held in the Debt Service Fund, the Subordinated Debt Service Fund and the Note Payment Fund shall be invested and reinvested by the Trustee to the fullest extent practicable in Investment Securities (other than those of the type described in paragraph (e) of the definition of “Investment Securities” in the General Resolution) which mature not later than at such times as shall be necessary to provide moneys when needed for payments to be made from such Funds. Subject to the provisions of the General Resolution, moneys held in the Debt Service Reserve Fund and the Subordinated Debt Service Reserve Fund shall be invested and reinvested by the Trustee to the fullest extent practicable in Investment Securities (other than those of the type described in paragraph (e) of the definition of “Investment Securities” in the General Resolution) which mature not later than at such times as shall be necessary to provide moneys when needed for payment to be made from such Funds. Moneys held in any other Fund or Account established under the General Resolution may be invested and reinvested in Investment Securities. The Trustee shall make all such investments of moneys held by it in accordance with written instructions from any Authorized Representative of the Authority, which may for this purpose include one or more investment advisors designated in writing by such Representative from time to time. In making any investment in any Investment Securities with moneys in any Fund or Account established under the General Resolution, the Authority and the Trustee may combine such moneys with moneys in any other Fund or Account. Moneys in any Fund or Account shall be invested so as to mature not later than such times as shall be necessary to provide moneys when needed for payments to be made from such Fund or Account.

(b) Interest (net of that which represents a return of accrued interest paid in connection with the purchase of any investment) and other investment earnings on any moneys or investments in the Funds and Accounts, other than the Construction Fund, the Cost of Issuance Fund, the Operating Fund, the Note Payment Fund, the Debt Service Fund, the Debt Service Reserve Fund, the Subordinated Debt Service Fund, and the Subordinated Debt Service Reserve Fund shall be paid into the Revenue Fund, on the last Business Day of each month. Interest and other investment earnings on any moneys or investments in the Operating Fund, the Debt Service Fund, the Subordinated Debt Service Fund, and the Note Payment Fund shall be retained in the Fund in which such earnings accrued, provided

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that the Authority may direct that the earnings on moneys in the Operating Fund may be deposited in the Revenue Fund. Interest and other investment earnings on any moneys or investments in the Debt Service Fund and the Debt Service Reserve Fund shall be paid on the last Business Day of each month, first to the Interest Account of the Debt Service Fund and second to the Principal Account of the Debt Service Fund; and interest and any other investment earnings on the Subordinated Debt Service Reserve Fund shall be paid on the last Business Day of each month, first to the Interest Account of the Subordinated Debt Service Fund and second to the Principal Account of the Subordinated Debt Service Fund; provided, however, that the Authority may direct that investment earnings on any moneys or investments in the Debt Service Fund or the Subordinated Debt Service Reserve Fund may be deposited for such period of time as the Authority may determine in the Revenue Fund or the Construction Fund if the Authority shall obtain a Bond Counsel's Opinion to the effect that such application of earnings shall not adversely affect the exclusion of interest on any Tax Exempt Indebtedness from gross income of the holder for federal income tax purposes. Interest and other investment earnings on any other moneys or investments in the Construction Fund attributable to any series of Secured Bonds shall be paid on the last Business Day of each month, to the related Subaccounts of the Debt Service Fund (or the Subordinated Debt Service Fund if so specified in the applicable Supplemental Resolution) first to the Interest Account and second to the Principal Account; provided, however, that the Authority may from time to time direct that all or a portion of such earnings may be retained in the Construction Fund for any period of time if there shall be provided a Certificate of an Authorized Officer of the Authority on the date of such direction and on each July 1 thereafter, so long as such direction remains in effect, (i) certifying for the most recent preceding period of twelve consecutive months, Revenues Available for Bond Debt Service were at least equal to the Primary Bond Coverage Requirement, and (ii) projecting that Revenues Available for Bond Debt Service will be at least equal to and, if the period so directed by Authority includes it, the following Fiscal Year. Earnings retained in the Construction Fund are not included in the calculation of Revenues Available for Bond Debt Service. For purposes of this paragraph, interest does not include the return of accrued interest paid in connection with the purchase of any investment.

(c) Notwithstanding the foregoing, the Authority may direct that investment earnings reasonably expected to be subject to the requirements of Section 148(f) of the Code or the Treasury Regulations applicable thereto may be deposited directly to the Rebate Fund to the extent desirable to comply with the requirements of Section 148(f) of the Code or the Treasury Regulations applicable thereto.

(d) Pursuant to the provisions described in paragraph (b) above, investment earnings derived from moneys on deposit from time to time in the Construction Fund and the Subordinated Debt Service Fund attributable to the SRF Bonds shall be transferred on the last Business Day of each month to the related Subaccounts of the Subordinated Debt Service Fund, first to the Interest Subaccount and second to the Principal Subaccount. (Section 523 and Second Supplemental Resolution Section 401)

Valuation and Sale of Investments

Obligations purchased as an investment of moneys in any Fund created under the provisions of the General Resolution shall be deemed at all times to be a part of such Fund and any profit realized from the liquidation of such investment shall be credited to such Fund and any loss resulting from the liquidation of such investment shall be charged to such Fund.

In computing the amount in any Fund created under the provisions of the General Resolution for any purpose provided in the General Resolution, obligations purchased as an investment of moneys therein shall be valued at the amortized cost of such obligations or the market value thereof, whichever is lower. Any deficiency resulting from a decrease in the valuation of investments held in the Debt Service Reserve Fund may be disregarded for purposes of calculating deposits required from the Revenue Fund (but not for purposes of deposits required to make the amount on deposit in each Subaccount of the Debt Service Reserve Fund equal to the applicable Series Debt Service Reserve Fund Requirement) provided that the amount on deposit in the Debt Service Reserve Fund is at least 95% of the Debt Service Fund Requirement. The accrued interest paid in connection with the purchase of any obligation shall be included in the value thereof until interest on such obligation is paid. Such computation shall be made annually on June 30 for all Funds and at such other times as the Authority shall determine or as may be required by the General Resolution. (Section 524)

Rebate Fund

Upon the issuance, sale and delivery of any Series of Indebtedness subject to the Rebate Fund Requirement, the Trustee shall establish a separate account within the Rebate Fund for such Series. Funds on deposit in the Rebate Fund shall be applied as set forth in the applicable Supplemental Resolution. Unless otherwise specified in the applicable Supplemental Resolution, interest or other income derived from the investment or deposit of moneys in the Rebate Fund shall be transferred to the Revenue Fund. (Section 525)

Holding of Special Deposits

Except as otherwise provided in any Supplemental Resolution, (i) any Grant Receipts held by or for the account of the Authority in connection with the System which are required to be applied under the terms of the applicable Grant Agreement directly to the payment of Costs of acquisition, construction or alteration of a Project which is the subject of such Grant Agreement, and (ii) any Grant Receipts or other moneys which have been pledged to the payment of any Special Subordinated Indebtedness issued pursuant to the provisions of the Operating Reserve Fund described in paragraph (a)(i) or (b) under the heading “**Special Subordinated Indebtedness**” (including, without limitation, proceeds of any such indebtedness) and (iii) any moneys which are subject to refund by the Authority or held for the account of others including, without limitation, any amounts which, under any agreement by the Authority providing for adequate separation of such amounts from Revenues, are collected by the Authority on behalf of others for services rendered or commodities provided to customers of the System, any amounts deducted by the Authority from wage and salary payments to the employees of the Authority, any amounts contributed by the Authority to any pension or retirement fund or system which amounts are held in trust for the benefit of the employees of the Authority and any amounts held as deposits, and (iv) any state debt service assistance which the Authority elects not to include in Revenues, together with any investments of such Grant Receipts or other moneys and interest and profits thereon to the extent such interest and profits are also pledged, segregated or held for the account of others or subject to refund to others, may be held by the Authority in such manner and in such depositaries or accounts, outside of the various Funds and Accounts established by the General Resolution, as the Authority may otherwise by resolution provide. At the election of the Authority such Grant Receipts and other moneys may be deposited in separate accounts maintained by the Authority with the Trustee or any other Depositary; moneys described in clause (iv) above shall be deposited by the Trustee in the Debt Service Fund or the Subordinated Debt Service Fund upon the instructions of the Authority, which instructions shall specify the timing and amount of each such deposit and the Account or Accounts of such Funds to which the deposits are to be made. (Section 526)

Covenants of the Authority

In the General Resolution, the Authority covenants, among other things, as follows:

Covenant as to Rates and Charges; Debt Service Coverage Ratio

(a) The Authority shall for each Fiscal Year fix and adjust Rates and Charges with respect to its Waterworks and Sewer Operations, which Rates and Charges shall be adopted by the Authority’s Board of Directors strictly in accordance with the provisions of the Act as in effect on the original date of adoption of the General Resolution (i.e., January 24, 1990) and which adoption shall be conclusive and final and not subject to supervision or regulation by any office, department, division, commission, board, bureau or agency of the Commonwealth or any of its political subdivisions, so as to provide funds, in the aggregate and separately, with respect to costs and operations allocable to the Waterworks and Sewer Operations at least sufficient with other revenues of the Authority, if any, available therefor (i) to pay all Current Expenses, (ii) to pay all Debt Service on Indebtedness of the Authority as the same becomes due and payable, (iii) to create and maintain all reserves established pursuant to the General Resolution or reasonably required by any other agreement securing Indebtedness of the Authority or as otherwise determined by the Authority to be necessary or desirable, (iv) to pay all costs of maintenance and replacement of the System, and costs of improving, extending and enlarging the System as determined by the Authority to be necessary or desirable, to be funded as Current Expenses in order to carry out the purposes of the Authority, (v) to provide for payments to the Commonwealth for debt service as provided in the Act, and (vi) to pay or provide for all amounts which the Authority may be obligated to pay or provide for by any law or contract including the General Resolution or other agreement securing Indebtedness of the Authority and including any amount to be repaid to the Commonwealth to reimburse the Commonwealth for the debt service paid by the Commonwealth on a bond issued under Section 5(f) of

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the Act. The charges of the Authority for delivery of water and for sewage collection, disposal and treatment services shall be established as charges of general application to be borne by the Local Body utilizing such services (provided, however, that the Authority reserves the right to impose charges of special application in accordance with the Act) and shall be established at a level sufficient to meet the revenue requirements of the Authority as described in this paragraph.

(b) Without limiting the provisions described in paragraph (a) above, the Authority shall fix and adjust Rate and Charges, which Rates and Charges shall be adopted by the Authority's Board of Directors strictly in accordance with the provisions of the Act as in effect on the original date of adoption of the General Resolution and which adoption shall be conclusive and final and not subject to supervision or regulation by any office, department, division, commission, board, bureau or agency of the Commonwealth or any of its political subdivisions, sufficient to provide Revenues Available for Bond Debt Service in each Fiscal Year that are (i) at least equal to the Primary Bond Coverage Requirement, and (ii) so long as any Parity Subordinated Bonds shall be Outstanding, at least equal to the Secured Bond Coverage Requirement.

(c) Without limiting the provisions described in paragraph (a) or (b) above, the Authority shall fix and adjust Rates and Charges, which Rates and Charges shall be adopted by the Authority's Board of Directors strictly in accordance with the provisions of the Act as in effect on the original date of adoption of the General Resolution and which adoption shall be conclusive and final and not subject to supervision or regulation by any office, department, division, commission, board, bureau or agency of the Commonwealth or any of its political subdivisions, sufficient to provide Revenues Available for Subordinated Debt Service in each Fiscal Year at least equal to the coverage requirement, if any, set forth in a Supplemental Resolution in connection with a Series of Subordinated Bonds.

(d) The Primary Bond Coverage Ratio may be adjusted from time to time by the Authority by the adoption of a Supplemental Resolution provided that: (i) the Authority shall have provided evidence to the Trustee that the details of such adjustment have been provided in writing to each Rating Agency then assigning a rating on Outstanding Secured Bonds and that each such Rating Agency has either (x) confirmed in writing that such adjustment will not adversely affect such ratings, or (y) issued a rating on a Series of Bonds to be issued which is not less than the rating assigned by such Rating Agency to Outstanding Bonds of such category, or any other evidence satisfactory to the Trustee that such adjustment will not adversely affect the then current ratings, if any, assigned to any Outstanding Secured Bonds by such Rating Agency; and (ii) the Primary Bond Coverage Ratio shall not be less than 1.1.

(e) If in any Fiscal Year Revenues shall not satisfy the requirements described in paragraph (a) above, or Revenues Available for Bond Debt Service or Revenues Available for Subordinated Debt Service shall not satisfy the requirements described in paragraph (b) or (c) above, respectively, then the Authority shall not be deemed to be in default under the General Resolution so long as it shall have complied or is diligently proceeding to comply with the requirements described in paragraphs (f) and (g) below.

(f) On or before the last day of each Fiscal Year the Authority shall review the adequacy of its rates, fees, rentals and other charges with respect to the System and the Authority's other corporate purposes to satisfy the requirements described under this heading for the next succeeding Fiscal Year. If such review, or any report of a Consulting Engineer or Rate Consultant provided in connection with such review or in accordance with any section hereof, indicates that the rates, fees, rentals and other charges with respect to the System and the Authority's other corporate purposes are, or are likely to be, insufficient to meet the requirements described under this heading for the next succeeding Fiscal Year, or if it otherwise appears at any time during such Fiscal Year that rates, fees, rentals and other charges with respect to the System and the Authority's other corporate purposes are or are likely to be insufficient to meet such requirements, the Authority shall promptly take such steps as are permitted by law and as are necessary to cure or avoid the deficiency.

(g) Within 180 days of the close of each Fiscal Year while Bonds are Outstanding, the Authority shall deliver to the Trustee a certificate of an Authorized Representative stating, if such was the case, that the Authority satisfied the requirements described in paragraphs (a), (b) and (c) above in such Fiscal Year or, if such was not the case, specifying in reasonable detail the corrective steps taken by the Authority so that it will comply with such requirements in the then current Fiscal Year. Such certificate shall be accompanied by a Certificate of the Accountant in accordance with the General Resolution setting forth the amounts for the preceding Fiscal Year which are necessary

to determine compliance with the requirements described in paragraph (a), (b) and (c) above. If the amounts set forth in the certificate of the accountants indicate that the Authority was not in compliance for such Fiscal Year with the provisions described in paragraph (a), (b) or (c) above, the Consulting Engineer or Rate Consultant shall review the adequacy of the Authority's rates, fees, rentals and other charges with respect to the System and shall recommend changes necessary for the Authority to be in compliance with the provisions described in paragraphs (a), (b) and (c) above by the end of the then current Fiscal Year. The Authority covenants, to the extent permitted by and in accordance with the Act, to use its best efforts to effect such changes as are so recommended by the Consulting Engineer or Rate Consultant. (Section 705)

Sale, Lease or Encumbrance of Property

(a) Except as described under this heading and authorized under the Act, no part of the System shall be sold, mortgaged, leased or otherwise disposed of or encumbered.

(b) The Authority may from time to time sell or exchange or otherwise dispose of at any time and from time to time any property or facilities constituting part of the System which either (i) are worn out or obsolete, or (ii) in the opinion of the Authority are no longer useful in the operation of the System, and if the market value of such property or facilities to be sold or otherwise disposed of in any Fiscal Year, as determined by the Authority, is in excess of one tenth of one percent (0.1%) of the book value of the entire System, the Authority delivers to the Trustee a certificate of an Authorized Representative stating, in the opinion of the signer, that the sale, exchange or other disposition of such property or facilities will not impair the ability of the Authority to satisfy the Rates and Charges covenants in the then current or any future Fiscal Year. Any proceeds of such sale, exchange or other disposition not used to replace the property so sold or exchanged shall be deposited by the Authority in the Revenue Fund.

(c) To the extent permitted by the Act, the Authority may mortgage, grant security interests in, or otherwise encumber any real or personal property included in the System, or may lease any lessee any real or personal property to be used in the operation of the System, provided that the aggregate annual payments required to be made by the Authority under all such mortgages, security interests, encumbrances and leases shall not in any Fiscal Year exceed twenty-five percent (25%) of the total Current Expenses for such Fiscal Year as shown in the Current Expense Budget then in effect. The proceeds of sale, if any, of any such property mortgaged or otherwise encumbered, after satisfying the mortgage, security interest or other encumbrance secured by the same, shall be deposited in the Revenue Fund. Until so deposited, such proceeds shall not be deemed Revenues under the General Resolution.

(d) To the extent permitted by the Act, the Authority may lease as lessor or make contracts or grant licenses for the operation of, or grant easements or other rights with respect to, any part of the System if such lease, contract, license, easement or right does not, in its opinion (as evidenced, in the event of any such lease, contract, license, easement or right which extends for more than one year or which is irrevocable, by a Certificate of an Authorized Representative delivered to the Trustee), impede the operation by the Authority of the System. Except as described under the heading "**Special Subordinated Indebtedness**," any payments to the Authority under or in connection with any such lease, contract, license, easement or right (except any such payments specifically excluded from the definition of Revenues) shall constitute Revenues under the General Resolution. (Section 706)

Operation, Maintenance and Reconstruction

(a) The Authority shall operate, or cause to be operated, the System properly and in a sound, efficient and economical manner and shall maintain, preserve, and keep the same or cause the same to be maintained, preserved, and kept in good repair and operating condition, and shall from time to time make, or cause to be made, all necessary and proper repairs, replacements and renewals so that the operation of the System may be properly and advantageously conducted, and, if any useful part of the System is damaged or destroyed or taken through the exercise of eminent domain, the Authority shall, as expeditiously as practicable, commence and diligently prosecute the replacement or reconstruction of such damaged or destroyed part so as to restore the same to use and the replacement of such part so taken; provided, however, that nothing in the General Resolution shall require the Authority to operate, maintain, preserve, repair, replace, renew or reconstruct any part of the System if there shall have been filed with the Trustee (i) a certificate of an Authorized Representative stating that in the opinion of the signer (A) abandonment of operation of such part is economically justified, and (B) failure to operate, maintain, preserve, repair, replace, renew or reconstruct such part will not impair the ability of the Authority to satisfy the Rates and Charges covenants in the current or any

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future Fiscal Year, and (ii) a certificate of a Consulting Engineer concurring in such opinion of the Authorized Representative if the book value of such part of the System exceeds one percent (1.0%) of the book value of the entire System.

(b) The Authority shall establish and enforce reasonable rules and regulations governing the operation, use and services of the System. All compensation, salaries, fees and wages paid by the Authority in connection with the maintenance, repair and operation of the System shall be reasonable.

(c) Nothing in the General Resolution shall be deemed to preclude the Authority from undertaking such other Projects or exercising such other powers unrelated to the operation of the System as may be permitted from time to time under the Act and approved by its Board of Directors. (Section 707)

Insurance and Condemnation

(a) The Authority shall at all times either (i) keep all property which is a part of the System and which is of an insurable nature and of the character usually insured by water or sewer utility systems similar to the Authority insured against loss or damage by fire and from other causes customarily insured against and in such relative amounts, and with such deductibles, if any, as are customary, and also at all times maintain insurance against loss or damage from such hazards and risks to persons and the property of others, and with such deductibles, if any, as are usually insured against by water or sewer utility systems similar to the Authority, or (ii) maintain the Insurance Reserve Fund at the Insurance Reserve Fund Requirement. In determining the amounts and types of insurance and deductibles, if any, to be maintained as described in this paragraph, the Authority may rely upon the advice of a Consulting Engineer or an insurance consultant of recognized standing selected by the Authority and satisfactory to the Trustee. All policies of insurance shall be payable to the Authority or to the Trustee. On or before the last day of each Fiscal Year, the Authority shall deliver to the Trustee a certificate of an Authorized Representative listing the types and amounts of insurance then maintained by the Authority and the insurers therefor.

(b) All proceeds of insurance maintained as described in paragraph (a) above shall be applied as provided in the General Resolution, including to the restoration, replacement or reconstruction of the property or facility lost or damaged. Such application also may include the redemption of Secured Bonds of the Series to which such proceeds relate on the first date on which such Secured Bonds may be called without premium (unless the Authority shall elect to call such Secured Bonds earlier at a premium).

(c) If any property or facility comprising part of the System shall be taken through the exercise of the power of eminent domain, the Authority shall apply the proceeds of any award received on account of such taking to the replacement of the property or facility so taken or deposit such proceeds in the Renewal and Replacement Reserve Fund or the Operating Reserve Fund to the extent that the costs of such replacement were paid from the Renewal and Replacement Reserve Fund or the Operating Reserve Fund, unless the Authority determines in accordance with the General Resolution not to replace such property or facility. Any proceeds of such award not applied to such replacement or remaining after such work has been completed shall be deposited in the Revenue Fund, except that any proceeds resulting from the taking of all or substantially all of the System shall be deposited with the Trustee in the Redemption Account of the Debt Service Fund for the purpose of redemption of Secured Bonds or for the defeasance of Secured Bonds as provided in the General Resolution. (Section 708)

Consulting Engineer; Rate Consultant

The Authority shall, until the Secured Bonds and the interest thereon shall have been paid or provision for such payment shall have been made, for the purpose of performing and carrying out the duties imposed on the Consulting Engineer by the General Resolution, employ an independent engineer or engineering firm having a nationwide and favorable repute for skill and experience in such work and, except in the case of the firm serving as Consulting Engineer at the time of the adoption of the General Resolution, who shall be reasonably acceptable to the Trustee. (Section 710)

The Authority shall, until the Secured Indebtedness and the interest thereon shall have been paid or provision for such payment shall have been made, for the purpose of performing and carrying out the duties imposed on the Rate

Consultant by the General Resolution, employ an independent accountant or firm of independent accountants, or a management consultant or management consulting firm, or independent engineer or engineering firm (which may also be the Consulting Engineer), having, in any case, a nationwide and favorable reputé for skill and experience in such work and, except in the case of the firm serving as the Rate Consultant at the time of the adoption of the General Resolution, who shall be reasonably acceptable to the Trustee. (Section 711)

Operating Budget

(a) Not less than thirty days prior to the beginning of each Fiscal Year the Authority shall prepare and deliver to the Trustee a preliminary Operating Budget, and not less than one day prior to the beginning of each Fiscal Year, shall adopt, in accordance with applicable powers, procedures, responsibilities and limitations established by the Act for adoption of the Current Expense Budget, and file with the Trustee a copy of the Operating Budget, duly certified by an Authorized Representative of the Authority, showing on a monthly basis the estimated Operating Expenses to be paid from the Operating Fund and Commonwealth Obligations to be paid from the Commonwealth Obligation Fund, as well as the Revenues or other moneys held under the General Resolution estimated to be available to pay such Operating Expenses and Commonwealth Obligations (including the amount of each item constituting a component thereof) for the ensuing Fiscal Year, together with any other information required to be set forth therein by the General Resolution. The Authority shall not incur aggregate Operating Expenses and Commonwealth Obligations in any Fiscal Year in excess of the amount budgeted in the Operating Budget, as amended and supplemented for such Fiscal Year, except in case of emergency or as required by law and shall promptly file with the Trustee a written report of any such excess expenditure signed by an Authorized Representative and as soon as practicable thereafter adopt and file with the Trustee an amendment to the Operating Budget.

(b) In conjunction with the adoption and filing, or any amendment, of the Operating Budget, the Authority shall certify the Operating Reserve Fund Requirement for the Fiscal Year to which such Budget relates; provided that (i) the Operating Reserve Fund Requirement shall not be less than one-sixth of the annual Operating Expenses set forth in such Budget, and (ii) the Authority's certificate shall be consistent with the latest recommendation of the Consulting Engineer made in conjunction with its report pursuant to the General Resolution. In addition, the Authority shall at the same time certify the Renewal and Replacement Reserve Fund Requirement for the Fiscal Year to which such Budget relates, provided that the Authority's certificate shall be consistent with the latest recommendation of the Consulting Engineer made pursuant to the General Resolution. In addition, the Authority will certify the assumed interest rate on each Series of Variable Rate Indebtedness then Outstanding for which deposits will be required to be made from the Reserve Fund to the Debt Service Fund and the Subordinated Debt Service Fund pursuant to the General Resolution. If the Authority shall not certify the Operating Reserve Fund Requirement or the Renewal and Replacement Reserve Fund Requirements as aforesaid, the requirement for the Fiscal Year shall be the Requirement in effect for the previous Fiscal Year until the new requirement is certified as aforesaid.

(c) If for any reason the Authority shall not have adopted the Operating Budget as provided in the General Resolution, the Operating Budget for the then current Fiscal Year shall be deemed to be the Operating Budget for the ensuing Fiscal Year until a new Operating Budget is adopted.

(d) The Authority may at any time adopt an amended Operating Budget for the then current or ensuing Fiscal Year, but no such amended Operating Budget shall supersede any prior Budget until the Authority shall have filed with the Trustee and the Advisory Board a copy of such amended Operating Budget and shall have complied in all respects with the requirements of the Act applicable to the Current Expense Budget in adopting any amended Operating Budget.

(e) In addition to the Authority's right to amend the Operating Budget pursuant to the General Resolution, the Authority may reallocate amounts budgeted to specific items or months within the Operating Budget then in effect at any time by delivery of a Certificate of its Authorized Representative provided that no such reallocation shall result in an increase in the sum of the aggregate Operating Expenses and Commonwealth Obligations for the Fiscal Year covered by such Operating Budget. (Section 712)

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Capital Budget

(a) Not less than forty-five days prior to the beginning of each Fiscal Year the Authority shall prepare and file with the Trustee a proposed program of Projects to be undertaken by the Authority during such Fiscal Year and the next two ensuing Fiscal Years, identifying the Projects to be carried out, the estimated Costs thereof and the period of construction thereof, together with a proposed Capital Budget for the Projects to be undertaken in at least the first of such Fiscal Years. Not less than one day prior to the beginning of each Fiscal Year the Authority shall adopt and file with the Trustee a final Capital Budget for the Projects or parts thereof to be undertaken by the Authority in such Fiscal Year. The Capital Budget shall show all projected expenditures as well as the sources of moneys projected to be available to meet the same. The Capital Budget shall further identify the Projects to be undertaken, the nature of the work, the estimated Costs thereof and the estimated completion date of each Project.

(b) The Authority may from time to time amend or supplement the Capital Budget for the Fiscal Year then in progress by filing with the Trustee a certificate of an Authorized Representative setting forth the amendment or supplement. (Section 713)

Accounts and Reports

(a) The Authority shall maintain its books and accounts in accordance with generally accepted accounting principles applicable to water or sewer utilities such as the Authority and in accordance with such other principles of accounting as the Authority deems appropriate. Said books and accounts shall at all times be subject to the inspection of the Trustee and the Holder or Holders of not less than one percent (1.0%) in principal amount of Outstanding Secured Bonds of any category or their representatives duly authorized in writing.

(b) The Authority shall annually, within 180 days after the close of each Fiscal Year, file with the Trustee a copy of an annual report for such year, accompanied by financial statements, audited by and containing the report of an independent Accountant relating to the operations and properties of the System for such Fiscal Year and setting forth in reasonable detail its financial condition as of the end of such year and the income and expenses for such year, and including a summary of the receipts in and disbursements from the Funds and Accounts maintained under the General Resolution during such Fiscal Year and the amounts held therein at the end of such Fiscal Year. Each report of such Accountant or firm of Accountants shall state that the financial statements of the Authority were prepared in accordance with generally accepted accounting principles, or shall state in what respects such financial statements do not conform with such generally accepted accounting principles. If in connection with such annual audit such Accountant submits any written recommendations as to internal accounting controls or related matters, such recommendations shall also be filed with the Trustee. Each annual report shall be accompanied by a certificate of the accountant or firm of accountants auditing the same to the effect that in the course of and within the scope of their examination of such financial statements made in accordance with generally accepted auditing standards nothing came to their attention that would lead them to believe that a default had occurred under the General Resolution or, if such is not the case, specifying the nature of the default.

(c) Within 120 days after the close of every third Fiscal Year following the Fiscal Year in which the initial Series of Bonds under the General Resolution is issued the Authority shall file with the Trustee a copy of a certificate of a Consulting Engineer setting forth in reasonable detail (i) its findings as to whether the properties of the System have been maintained during such three-year period, and are then being maintained, in good repair and sound operating condition, (ii) its estimate of the amount, if any, required to be expended to place such properties in such condition and the approximate time required therefor, (iii) its recommendations, if any, as to improved management and proper maintenance, repair, and operation of, and capital improvements to, the System during the ensuing three-year period, (iv) its recommendations as to the adequacy of the Renewal and Replacement Reserve Fund Requirement to fund emergency repairs and replacements and other expenditures for repairs and replacements not provided for in the Operating Budget and the Capital Budget, and (v) its recommendations as to the adequacy of the Authority's rates, fees, rentals and other charges. If such certificate sets forth that the properties of the System are not then being maintained in good repair and sound operating condition, the Authority shall restore the properties to good repair and sound operating condition as promptly as is practicable. (Section 714)

Rates for Services

So long as any Secured Indebtedness is Outstanding, no free service related to the System shall be furnished by the Authority to any Local Body or to any person, firm, or corporation, except as described below. Any service rendered by the System to any Local Body or person, firm, or corporation shall be charged at the same rate and in the same manner in which any other user, within the same classification, is or would be charged for similar service. For purposes of this section, the Authority may make classifications among users of the System as permitted by the Act, which classifications may be based on reasonable distinctions related to the Authority's corporate purposes. The Authority may continue provisions for subsidization of water charges to which any Local Body is entitled in accordance with contract or other lawful obligations assumed by the Authority as successor to the MDC or otherwise entered into by the Authority prior to the adoption of the General Resolution. (Section 715)

Non-Payment of Rates; Certification to Commonwealth Treasurer

(a) The Authority may in its discretion determine when an overdue payment shall constitute a Local Body Default, and be so certified, until such time as any such payment shall have been overdue for twelve months, whereupon the Authority shall certify such default as a Local Body Default. The Authority may make, with respect to any moneys received from a Local Body, reasonable allocations between its charges to such Local Body for the provision of waterworks or sewer services. The Authority shall notify the Trustee within thirty days of any overdue Payment that remains unpaid, of the existence of such overdue payment and shall promptly notify the Trustee upon the declaration of such default as a Local Body Default. Within five Business Days of the determination of a Local Body Default, the Authority shall send to each Local Body receiving waterworks services, if such default was with respect to waterworks services or sewer services, if such Default was with respect to sewer services from the Authority, including the defaulting Local Body, a notice, a copy of which shall be sent to the Trustee, specifying (i) that a Local Body Default has occurred; (ii) the amount of such Local Body Default; (iii) that unless such default is cured an allowance equal to such amount, including any interest or late charges on the overdue amount, shall be incorporated into the charges to each Local Body in connection with the Authority's next ensuing rate-setting process; and (iv) the approximate amount by which the Rates and Charges to be assessed against each Local Body shall be increased on account of the inclusion of such allowance in Rates and Charges. Further, the Authority shall by the earlier of (x) eighteen months from the date of such Local Body Default, or (y) the next establishment by the Authority of its Rates and Charges following the Local Body Default which can feasibly incorporate the allowance referred to above, provided that the defaulting Local Body shall not have cured its default, assess each Local Body, including the defaulting Local Body, a pro rata share, based on each Local Body's share of total charges for water and sewer services, respectively, of the amount of such Local Body Default, including any interest or charges on the overdue amount, which assessment shall be in addition to the Rates and Charges required to comply with the Rates and Charges covenants of the General Resolution. The Authority shall provide the Trustee with written evidence that such assessment has been made.

(b) In addition to the requirements described in paragraph (a) above, the Authority shall take such steps as may be necessary under the provisions of the Act to collect delinquent rates or charges, and to enforce liens for non-payment of rates or charges, in a practicable and timely manner. Without limiting the foregoing, in the event that any Local Body, which has received a certification of the Authority's charges, shall fail to pay the same to the Authority when due after demand by the Authority, the Authority shall promptly certify to the Treasurer and Receiver General of the Commonwealth the amount owing to the Authority by said Local Body in accordance with Section 10(b) of the Act. The Authority shall promptly certify its charges to each Local Body and, in the event of a Local Body's failure to pay the Authority's charges, shall promptly demand the payment of same. (Section 716)

Tax Covenants

The General Resolution includes several covenants by the Authority as to federal and state tax matters, including a general covenant to take, or require to be taken, such action as may from time to time be required to assure the continued exclusion from the federal gross income of holders of any Series of Tax Exempt Indebtedness and the continued exemption from Massachusetts income taxation of the interest on Indebtedness, including, without limitation, the preparation and filing of any statements required to be filed by the Authority in order to establish and maintain such tax exclusion and exemption. In addition, the Authority shall not take, or permit to be taken on its

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behalf, any action which would adversely affect the exclusion from federal gross income, or the exemption from Massachusetts income taxation, of the interest on any Series of Tax Exempt Indebtedness.

Notice to Rating Agencies of Certain Contracts

The Authority shall notify each Rating Agency, prior to executing any interest rate exchange, cap or other hedge agreement of the general terms of such agreement, whether payments under such agreement are payable as Special Payment Obligations or as Operating Expenses. (Section 512)

Supplemental Resolutions

Supplemental Resolutions Effective Upon Filing with Trustee

For any one or more of the following purposes and at any time or from time to time, a Supplemental Resolution may be adopted by the Authority, which upon the filing with the Trustee of a copy thereof certified by an Authorized Representative, shall be fully effective in accordance with its terms:

(a) to close the General Resolution against, or provide limitations and restrictions in addition to the limitations and restrictions contained in the General Resolution on, the authentication and delivery of Secured Bonds or the issuance of other Indebtedness;

(b) to add to the covenants and agreements of the Authority in the General Resolution other covenants and agreements to be observed by the Authority which are not contrary to or inconsistent with the General Resolution as theretofore in effect including any covenants necessary for compliance with the Code, including without limitation Section 148(f) thereof or regulations promulgated thereunder;

(c) to add to the limitations and restrictions in the General Resolution other limitations and restrictions to be observed by the Authority which are not contrary to or inconsistent with the General Resolution as theretofore in effect;

(d) to surrender any right, power or privilege reserved to or conferred upon the Authority by the terms of the General Resolution, but only if the surrender of such right, power or privilege is not contrary to or inconsistent with the covenants and agreements of the Authority contained in the General Resolution;

(e) to authorize Secured Bonds of a Series and, in connection therewith specify and determine the matters and things referred to in the General Resolution with respect to conditions precedent to delivery of Secured Bonds, and also any other matters and things relative to such Secured Bonds which are not contrary to or inconsistent with the General Resolution as theretofore in effect, or to amend, modify or rescind any such authorization, specification or determination at any time prior to the first authentication and delivery of such Secured Bonds including, without limiting the generality of the foregoing, provisions amending or modifying the General Resolution to provide for the issuance of Secured Bonds in book-entry form or in coupon form payable to bearer;

(f) to confirm, as further assurance, any pledge under, and the subjection to any lien or pledge created or to be created by, the General Resolution, of the Revenues or of any other moneys, securities or funds;

(g) to modify the Primary Bond Coverage Ratio in accordance with the provisions of the General Resolution;

(h) to modify any of the provisions of the General Resolution in any respect whatsoever, provided that (i) such modification shall be, and be expressed to be, effective only after all Bonds or Subordinated Bonds of any Series affected by the amendment Outstanding at the date of the adoption of such Supplemental Resolution shall cease to be Outstanding, and (ii) such Supplemental Resolution shall be specifically referred to in the text of all Bonds or Subordinated Bonds of any Series authenticated and delivered after the date of the adoption of such Supplemental Resolution and of Bonds or Subordinated Bonds issued in exchange therefor or in place thereof;

(i) to modify the definition of Investment Securities as directed by the Authority's Board of Directors provided that the Authority shall have provided evidence to the Trustee that the details of such modification have been provided in writing to each Rating Agency then assigning a rating on Outstanding Secured Bonds and that each such Rating Agency has either (x) confirmed in writing that such modification will not adversely affect such ratings, or (y) issued a rating on a Series of Bonds to be issued which is not lower than the rating assigned by such Rating Agency to Outstanding Bonds prior to such modification, or any other evidence satisfactory to the Trustee that modification will not adversely affect the then current ratings, if any, assigned to the Secured Bonds by any Rating Agency; or

(j) to subject to the General Resolution additional revenues, security or collateral. (Section 801)

Supplemental Resolutions Effective upon Consent of Trustee

(a) For any one or more of the following purposes and at any time or from time to time, a Supplemental Resolution may be adopted, which, upon (i) the filing with the Trustee of a copy thereof certified by an Authorized Representative, and (ii) the filing with the Authority of an instrument in writing made by the Trustee consenting thereto shall be fully effective in accordance with its terms:

(A) to cure any ambiguity, supply any omission, or cure or correct any defect or inconsistent provision in the General Resolution; or

(B) to insert such provisions clarifying matters or questions arising under the General Resolution as are necessary or desirable and are not contrary to or inconsistent with the General Resolution as theretofore in effect; or

(C) to provide for additional duties of the Trustee.

(b) Any such Supplemental Resolution may also contain one or more of the purposes permitted in Supplemental Resolutions that are effective upon filing with the Trustee, and in that event, the consent of the Trustee required as described under this heading shall be applicable only to those provisions of such Supplemental Resolution as shall contain one or more of the purposes described in paragraph (a) above. (Section 802)

Supplemental Resolutions Effective with Consent of Bondholders

At any time or from time to time, a Supplemental Resolution may be adopted subject to consent by holders of any Secured Bonds in accordance with and subject to the provisions of the General Resolution relating to amendments, which Supplemental Resolution, upon the filing with the Trustee of a copy thereof certified by an Authorized Representative and upon compliance with the provisions of the General Resolution, shall become fully effective in accordance with its terms as provided in the provisions of the General Resolution relating to amendments. (Section 803)

Amendments

Mailing of Notice of Amendment

Any provision in the General Resolution for the mailing of a notice or other paper to any holder of the Secured Bonds shall be fully complied with if it is mailed, by first-class mail, postage prepaid only (i) to each owner of Bonds or Subordinated Bonds, respectively, then Outstanding at his address appearing upon the registry books, and (ii) to the Trustee. (Section 901)

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Powers of Amendment

Any modification or amendment of the General Resolution or of the rights and obligations of the Authority and of the holders of the Secured Bonds under the General Resolution, in any particular, may be made by a Supplemental Resolution, with the written consent given as provided in the General Resolution, (i) of the holders of at least 51% of the aggregate principal amount of the Bonds Outstanding at the time such consent is given and at least 51% of the aggregate principal amount of the Subordinated Bonds Outstanding at the time such consent is given, and (ii) in case less than all of the several Series of Secured Bonds then Outstanding are affected by the modification or amendment, of the holders of at least 51% of the aggregate principal amount of the Secured Bonds of the several Series so affected Outstanding at the time such consent is given; provided, however, that if such modification or amendment will, by its terms, not take effect so long as any Secured Bonds of any specified like Series and maturity remain Outstanding, the consent of the holders of such Secured Bonds shall not be required and such Secured Bonds shall not be deemed to be Outstanding for the purpose of any calculation of Outstanding Secured Bonds under this section; and provided, further, that in connection with the initial issuance of a Series of Secured Bonds, the underwriters of such Series may give such consent with respect to such Series and such consent shall be binding upon all subsequent holders of such Series; and provided, further, that with respect to any Series of Secured Bonds which is secured by a Credit Facility that is not in default, the consent of the issuer of the Credit Facility shall be effective for the purposes of this sentence in place of the consent of the holders of the aggregate principal amount of the Secured Bonds of such Series Outstanding. No such modification or amendment shall permit a change in the terms of redemption or maturity of the principal of any Outstanding Bond or Subordinated Bond or of any installment of interest thereon or a reduction in the principal amount or the Redemption Price thereof or in the rate of interest thereon without the consent of the holder of such Bond or Subordinated Bond or shall reduce the percentages or otherwise change the classes of Secured Bonds the consent of the holders of (or of the issuers of Credit Facilities for) which is required to effect any such modification or amendment, or shall change or modify any of the rights or obligations of any Fiduciary without its written assent thereto. For the purposes of this paragraph, a Series shall be deemed to be affected by a modification or amendment of the General Resolution if the same adversely affects or diminishes the rights of the holders of Secured Bonds of such Series. The Trustee in its discretion may make a determination, binding on holders of Secured Bonds, as to whether any particular Series or maturity would be affected by any modification or amendment of the General Resolution. For the purposes of this paragraph, the holders of the Secured Bonds may include the initial holders thereof, regardless of whether such Secured Bonds are being held for immediate resale. (Section 902)

Modifications by Unanimous Consent

Notwithstanding anything contained in the General Resolution with respect to Supplemental Resolutions and amendments, the terms and provisions of the General Resolution and the rights and obligations of the Authority and of the holders of Secured Bonds may be modified or amended in any respect upon the adopting and filing of a Supplemental Resolution and the consent of the holders of all Secured Bonds then Outstanding, such consent to be given as provided in the General Resolution except that no notice to the holders of Secured Bonds either by mailing or publication shall be required; but no such modification or amendment shall change or modify any of the rights or obligations of any Fiduciary without the filing with the Trustee of the written assent thereto of such Fiduciary in addition to the consent of the holders of Secured Bonds. (Section 904)

Events of Default

The occurrence of any one or more of the following events shall constitute an Event of Default under the General Resolution:

- (a) a default in the due and punctual payment of a Principal Installment or the Redemption Price of any Secured Bonds when and as the same shall become due and payable, whether at maturity or upon earlier redemption, or otherwise; or
- (b) a default in the due and punctual payment of any installment of interest on any Secured Bonds, when and as such interest installment shall become due and payable; or
- (c) default by the Authority in the performance or observance of any other of the covenants, agreements or conditions on its part or on the part of the Authority in the General Resolution, any Supplemental Resolution or in

the Secured Bonds contained, and such default shall continue for a period of forty-five days after written notice thereof stating that such notice is a “Notice of Default” to the Authority by the Trustee, or to the Authority and to the Trustee by the holders of not less than a majority in principal amount of the Secured Bonds Outstanding, provided that such forty-five day period shall be extended to such longer period of time as the Trustee may deem appropriate in the event of defaults which by their nature will require such longer period of time to cure if the Authority shall commence such cure within such forty-five day period and pursue the same diligently to completion; or

(d) if the Authority (i) admits in writing its inability to pay its debts generally as they become due, (ii) commences voluntary proceedings in bankruptcy or seeking a composition of indebtedness, (iii) makes an assignment for the benefit of its creditors, (iv) consents to the appointment of a receiver of the whole or any substantial part of the System, or (v) consents to the assumption by any court of competent jurisdiction under any law for the relief of debtors of custody or control of the Authority or of the whole or any substantial part of the System.

Upon the happening and continuance of any Event of Default, the Trustee shall give notice of such occurrence to the registered holders of the Secured Bonds. Upon the happening and continuance of any Event of Default, the Trustee may, and upon the written request of the holders of not less than a majority in principal amount of the Bonds Outstanding, or if no Bonds are Outstanding, Subordinated Bonds Outstanding, the Trustee shall, in any such case, unless the principal of all the Secured Bonds then Outstanding shall already have become due and payable, declare the principal of all Secured Bonds then Outstanding, and the interest accrued thereon, to be due and payable immediately, and upon any such declaration the same shall become and be immediately due and payable, anything in the General Resolution or in any of the Secured Bonds contained to the contrary notwithstanding. The right of the Trustee to make any such declaration as aforesaid, however, is subject to the condition that, if at any time after such declaration, but before the Secured Bonds shall have matured by their terms, all overdue installments of principal and interest upon the Secured Bonds, together with the reasonable and proper charges, expenses and liabilities of the Trustee, and all other sums then payable by the Authority under the General Resolution (except the interest accrued since the next preceding interest date on the Bonds due and payable solely by virtue of such declaration) shall either be paid by or for the account of the Authority or provision satisfactory to the Trustee shall be made for such payment, and all defaults under the Secured Bonds or under the General Resolution (other than the payment of principal and interest due and payable solely by reason of such declaration) shall be made good or be secured to the satisfaction of the Trustee or provision deemed by the Trustee to be adequate shall be made therefor, then and in every such case the holders of a majority in principal amount of the Bonds Outstanding, or if no Bonds are Outstanding, Subordinated Bonds Outstanding, by written notice to the Authority and to the Trustee, may rescind such declaration and annul such default in its entirety, or, if the Trustee shall have acted without a direction from the holders of the Secured Bonds as aforesaid at the time of such request, and if there shall not have been theretofore delivered to the Trustee written direction to the contrary by the holders of a majority in principal amount of the Bonds Outstanding or if no Bonds are Outstanding, Subordinated Bonds Outstanding, then any such declaration shall *ipso facto* be deemed to be rescinded and any such default and its consequences shall *ipso facto* be deemed to be annulled, but no such rescission and annulment shall extend to or affect any subsequent default or impair or exhaust any right or power consequent thereon. The Trustee shall not be liable for any decision made in good faith as to whether or not to declare all Secured Bonds to be due and payable. (Section 1001)

Application of Revenues and Other Moneys After Default

(a) The Authority covenants that if an Event of Default shall happen and shall not have been remedied, the Authority, upon demand of the Trustee, shall pay over or cause to be paid over to the Trustee (i) forthwith, any moneys, securities and funds then held by the Authority, or a Depositary in any Fund, Account or Subaccount under the General Resolution, and (ii) as promptly as practicable after receipt thereof, the Revenues.

(b) During the continuance of an Event of Default, the Trustee shall apply such Revenues and the income therefrom as follows and in the following order:

(i) to the payment of the reasonable and proper fees, charges and expenses (including reasonable attorneys fees) of the Fiduciaries and of any engineer or firm of engineers or accountants or firm of accountants selected by the Trustee and to the payment of any fees and expenses required to keep any Financial Guaranties, or Credit Facilities in full force and effect;

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(ii) to the payment of the amounts required for reasonable and necessary Operating Expenses, including reasonable and necessary reserves and working capital therefor, and for the reasonable repair and replacement of the System necessary to prevent loss of Revenues or to provide for the continued operation of the System, as certified to the Trustee by an independent engineer or firm of engineers of recognized standing (who may be an engineer or firm of engineers retained by the Authority for other purposes) selected by the Trustee;

(iii) to the payment of the interest and principal or Redemption Price then due on the Bonds as follows:

(A) unless the principal of all of the Bonds shall be due and payable,

First: To the payment to the persons entitled thereto of all installments maturing, and, if the amount available shall not be sufficient to pay in full all installments maturing on the same date, then to the payment thereof ratably, according to the amounts due thereon, to the persons entitled thereto, without any discrimination or preference; and

Second: To the payment to the persons entitled thereto of the unpaid principal or Redemption Price of any Bonds which shall have become due, whether at maturity or by call for redemption, in the order of their due dates, and, if the amount available shall not be sufficient to pay in full all the Bonds due on any date, then to the payment thereof ratably, according to the amounts of principal or Redemption Price due on such date, to persons entitled thereto, without any discrimination or preference; and

(B) if the principal of all of the Bonds shall be due and payable, to the payment of the principal and interest then due and unpaid upon the Bonds without preference or priority of principal over interest or of interest over principal, or of any installment of interest over any other installment of interest, or of any Bond over any other Bond, ratably, according to the amounts due respectively for principal and interest, to the persons entitled thereto without any discrimination of preference; and

(iv) to the payment of the interest and principal or Redemption Price then due on the Subordinated Bonds in a manner similar to the payment of such amounts with respect to Bonds, as described above.

Any amounts on deposit in the Subordinated Debt Service Reserve Fund shall not be applied as set forth above to the payment of principal amount and interest on Bonds and any amounts on deposit in the Debt Service Fund and the Debt Service Reserve Fund shall not be applied as set forth above to the payment of the principal amount and interest on Subordinated Bonds.

(c) If and when all overdue installments of interest on all Secured Bonds, together with the reasonable and proper charges and expenses of the Trustee, and all other sums payable by the Authority under the General Resolution, including the principal and Redemption Price of and accrued unpaid interest on all Secured Bonds which shall then be payable by declaration or otherwise, shall either be paid by or for the account of the Authority, or provision satisfactory to the Trustee shall be made for such payment, and all defaults under the General Resolution or the Secured Bonds shall be made good or secured to the satisfaction of the Trustee or provision deemed by the Trustee to be adequate shall be made therefor, the Trustee shall pay over to the Authority all such Revenues then remaining unexpended in the hands of the Trustee (except Revenues deposited or pledged, or required by the terms of the General Resolution to be deposited or pledged, with the Trustee), and thereupon the Authority and the Trustee shall be restored, respectively, to their former position and rights under the General Resolution, and all Revenues shall thereafter be applied as provided in the General Resolution. (Section 1003)

Proceedings Brought by Trustee

(a) If an Event of Default shall happen and shall not have been remedied, then and in every such case, the Trustee, by its agents and attorneys, if the Trustee shall deem it advisable, may proceed to protect and enforce its rights and the rights of the holders of the Secured Bonds under the General Resolution forthwith by a suit or suits in equity or at law, whether for the specific performance of any covenant herein contained, or in aid of the execution of any power herein granted, or for an accounting against the Authority as if the Authority were the trustee of an express trust, or in the enforcement of any other legal or equitable right as the trustee, being advised by counsel, shall deem most effectual to enforce any of its rights or to perform any of its duties under the General Resolution.

(b) The holders of a majority in principal amount of the Bonds at the time Outstanding, or if no Bonds are Outstanding, of Subordinated Bonds Outstanding, may direct by instrument in writing the time, method and place of conducting any proceeding for any remedy available to the Trustee, or exercising any trust or power conferred upon the Trustee, provided that the Trustee shall have the right to decline to follow any such direction if the Trustee shall be advised by counsel that the action or proceeding so directed may not lawfully be taken, or if the Trustee in good faith shall determine that the action or proceeding so directed would involve the Trustee in personal liability or be unjustly prejudicial to the holders of Secured Bonds not parties to such direction.

(c) Upon commencing a suit in equity or upon the commencement of judicial proceedings by the Trustee to enforce any right under the General Resolution, the Trustee shall be entitled to exercise any and all rights and powers conferred in the General Resolution and provided to be exercised by the Trustee upon the occurrence of an Event of Default, and, as a matter of right against the Authority, without notice or demand and without regard to the adequacy of the security for the Secured Bonds, the Trustee shall, to the extent permitted by law, be entitled to the appointment of a receiver of the moneys, securities and funds then held by the Authority in any Fund, Account or Subaccount under the General Resolution and, subject to application of the Revenues, with all such powers as the court or courts making such appointment shall confer; but notwithstanding the appointment of any receiver, the Trustee shall be entitled to retain possession and control of and to collect and receive income from, any moneys, securities and funds deposited or pledged with it under the General Resolution or agreed to provide to be delivered or pledged with it under the General Resolution.

(d) Regardless of the happening of an Event of Default, the Trustee shall have the power to, but (unless requested in writing by the holders of a majority in principal amount of the Secured Bonds then Outstanding, and furnished with reasonable security and indemnity) shall be under no obligation to, institute and maintain such suits and proceedings, including, without limitation, proceedings for declaratory judgment or injunctive or other equitable relief, as it may determine shall be necessary or expedient to prevent any impairment of the security under the General Resolution, any impairment of the ability of the Authority or the Trustee to satisfy any of its agreements or obligations hereunder, or the impairment of any protection provided by the General Resolution of the interests of the holders of Secured Bonds by any acts which may be unlawful or in violation of the General Resolution, and such suits and proceedings, including, without limitation, proceedings for declaratory judgment or injunctive or other equitable relief, as the Trustee may determine shall be necessary or expedient to preserve or protect its interest and the interests of the holders of any Secured Bonds. (Section 1004)

Restrictions on Action by Holders of Secured Bonds

No holder of any Secured Bond shall have any right to institute any suit, action or proceeding at law or in equity for the enforcement of any provision of the General Resolution or the execution of any trust under the General Resolution or for any remedy under the General Resolution, unless such holder shall have previously given to the Trustee written notice of the happening of an Event of Default, as provided in the General Resolution, and the holders of at least a majority in principal amount of the Bonds then Outstanding, or if no Bonds are Outstanding of Subordinated Bonds Outstanding, shall have filed a written request with the Trustee, and shall have offered it reasonable opportunity, either to exercise the powers granted as described under this heading or to institute such action, suit or proceeding in its own name, and unless such holders shall have offered to the Trustee adequate security and indemnity against the costs, expenses and liabilities to be incurred therein or thereby, and the Trustee shall have refused to comply with such request within a reasonable time; it being understood and intended that no one or more holders of Secured Bonds shall have any right in any manner whatever by his or their action to affect, disturb or prejudice the pledge created by the General Resolution, or to enforce any right under the General Resolution, except

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in the manner therein provided, and that all proceedings at law or in equity to enforce any provision of the General Resolution shall be instituted, had and maintained in the manner provided in the General Resolution and for the equal benefit of all holders of the Outstanding Bonds, in accordance with their rights and interests under the General Resolution and all holders of Outstanding Subordinated Bonds, in accordance with their rights and interests under the General Resolution. (Section 1005)

The Trustee

Resignation of Trustee

The Trustee may at any time resign and be discharged of the duties and obligations created by the General Resolution by giving not less than sixty days' written notice to the Authority and publishing notice thereof, at the Trustee's expense, specifying the date when such resignation shall take effect once in each week for two successive calendar weeks in an authorized newspaper, and such resignation shall take effect upon the day specified in such notice unless previously a successor shall have been appointed by the Authority or the holders of any Secured Bonds as provided in the General Resolutions, in which event such resignation shall take effect immediately on the appointment of such successor. (Section 1107)

Removal of Trustee

The Trustee may be removed at any time by an instrument or concurrent instruments in writing, filed with the Trustee, and signed by the holders of a majority in principal amount of the Bonds then Outstanding, or if no Bonds are Outstanding, of the Subordinated Bonds then Outstanding, or their attorneys-in-fact duly authorized, excluding any Secured Bonds held by or for the account of the Authority. The Trustee may be removed at any time for any breach of trust or for acting or proceeding in violation of, or for failing to act or proceed in accordance with, any provision of the General Resolution with respect to the duties and obligations of the Trustee, by any court of competent jurisdiction upon the application of the Authority or the holders of not less than twenty-five percent (25%) in aggregate principal amount of Bonds Outstanding, or if no Bonds are Outstanding, Subordinated Bonds Outstanding, excluding any Secured Bonds held by or for the account of the Authority. Notwithstanding the foregoing provisions, at the end of the Fiscal Year of the Authority ending June 30, 2006, and at the end of every second Fiscal Year thereafter, the Authority may remove the Trustee, except during the existence of an Event of Default, upon 120 days written notice to the Trustee by filing with the Trustee an instrument signed by an Authorized Representative of the Authority. (Section 1108)

Appointment of Successor Trustee

(a) In case at any time the Trustee shall resign or shall be removed or shall become incapable of acting, or shall be adjudged a bankrupt or insolvent, or if a receiver, liquidator or conservator of the Trustee, or its property, shall be appointed, or if any public offering shall take charge or control of the Trustee, or of its property or affairs, a successor may be appointed by the holder of a majority in principal amount of the Bonds then Outstanding, or if no Bonds are Outstanding of the Secured Bonds then Outstanding, excluding any Secured Bonds held by or for the account of the Authority, by an instrument or concurrent instruments in writing signed and acknowledged by such holders of any Secured Bonds or by their attorneys-in-fact duly authorized and delivered to such successor trustee, notification thereof being given to the Authority and the predecessor Trustee; but (unless a successor trustee shall have been appointed by the holders of the Secured Bonds as aforesaid) the Authority by a duly executed written instrument signed by an Authorized Representative shall forthwith appoint a Trustee to fill such vacancy until a successor Trustee shall be appointed by the holders of the Secured Bonds as authorized in the General Resolution. The Authority shall publish notice of any such appointment made by it once in each week for two consecutive calendar weeks, in an authorized newspaper, the first publication to be made within twenty days after such appointment. Any successor Trustee appointed by the Authority shall, immediately and without further act, be superseded by a Trustee appointed by the holders of the Secured Bonds as authorized in the General Resolution.

(b) If in a proper case no appointment of a successor trustee shall be made pursuant to the foregoing provisions of the General Resolution within forty-five days after the Trustee shall have given to the Authority written notice as provided in the General Resolution or after a vacancy in the office of the Trustee shall have occurred by reason of its inability to act, the Trustee or the holder of any Secured Bond may apply to any court of competent

jurisdiction to appoint a successor trustee. Said court may thereupon, after such notice, if any, as such court may deem proper and prescribe, appoint a successor trustee.

(c) Any Trustee appointed under the provisions of the General Resolution in succession to the Trustee shall be a bank or trust company organized under the laws of any state or a national banking association, and having a capital and surplus aggregating at least \$100,000,000, if there be such a bank or trust company or national banking association willing and able to accept the office on reasonable and customary terms and authorized by law to perform all the duties imposed upon it by the General Resolution. (Section 1109)

Defeasance

(a) If the Authority shall pay or cause to be paid to the holders of all Secured Bonds then Outstanding, the Principal Installments and interest and Redemption Price, if any, to become due thereon, at the times and in the manner stipulated therein and in the General Resolution, then, at the option of the Authority, expressed in an instrument in writing signed by an Authorized Representative and delivered to the Trustee, the covenants, agreements and other obligations of the Authority to the holders of such Secured Bonds shall be discharged and satisfied. In such event, the Trustee shall, upon the request of the Authority, execute and deliver to the Authority all such instruments as may be desirable to evidence such discharge and satisfaction and the Fiduciaries shall pay over or deliver to the Authority all moneys, securities and funds held by them pursuant to the General Resolution which are not required for the payment or redemption of Secured Bonds not theretofore surrendered for such payment or redemption.

(b) Secured Bonds for the payment or redemption of which moneys shall have been set aside and shall be held in trust by the Trustee (through deposit by the Authority of funds for such payment or redemption or otherwise) at the maturity or redemption date thereof shall be deemed to have been paid within the meaning and with the effect described in paragraph (a) above. Subject to the provisions described in paragraph (c) below, any Outstanding Secured Bonds shall prior to the maturity or redemption date thereof be deemed to have been paid within the meaning and with the effect described in paragraph (a) above if (i) in case any of said Secured Bonds are to be redeemed on any date prior to the maturity, the Authority shall have given to the Trustee irrevocable instructions accepted in writing by the Trustee to publish as provided in the General Resolution notice of redemption of such Secured Bonds (other than the Secured Bonds which have been purchased by the Trustee at the direction of the Authority as hereinafter provided prior to the publication of such notice of redemption) on said date, (ii) there shall have been deposited with the Trustee either moneys in an amount which shall be sufficient, or Defeasance Obligations the principal installments of and/or the interest on which when due, without reinvestment, will provide moneys which, together with the moneys, if any, deposited with the Trustee at the same, time, shall be sufficient, to pay when due the Principal Installments or Redemption Price, if applicable, and interest due and to become due on said Secured Bonds on or prior to the redemption date or maturity date thereof, as the case may be, and (iii) in the event said Secured Bonds are not to be redeemed within the next succeeding 60 days, the Authority shall have given the Trustee in form satisfactory to it irrevocable instructions to publish, as soon as practicable, at least twice, at an interval of not less than seven days between publications, in the authorized newspapers a notice to the holders of such Secured Bonds that the deposit referred to in clause (i) above has been made with the Trustee and that said Secured Bonds are deemed to have been paid as described under this heading and stating such maturity or redemption date upon which moneys are to be available for the payment of the Principal Installments or Redemption Price, if applicable, on said Secured Bonds (other than Secured Bonds which have been purchased by the Trustee at the direction of the Authority as hereinafter described prior to the publication of the notice of redemption referred to in clause (i)); provided, however, that in connection with the provision for payment of any Secured Bonds which are then in non-certificated form, the requirements described in clause (iii) above shall be deemed satisfied upon mailing of the notice described in clause (iii) by registered mail to the securities depository which is the registered owner, or whose nominee is the registered owner, of such Secured Bonds. The Trustee shall, as and to the extent necessary, apply moneys held by it as described under this heading to the retirement of said Secured Bonds in amounts equal to the unsatisfied balances of any Sinking Fund Installments with respect to such Secured Bonds, all in the manner provided in the General Provisions.

The Trustee shall, if so directed by the Authority (x) prior to the maturity date of Secured Bonds deemed to have been paid as described under this heading which are not to be redeemed prior to the maturity date or (y) prior to the publication of the notice of redemption referred to in clause (i) of the paragraph above with respect to any Secured Bonds deemed to have been paid as described under this heading which are to be redeemed on any date prior to their maturity, apply moneys deposited with the Trustee in respect of such Secured Bonds and redeem or sell Defeasance

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Obligations so deposited with the Trustee and apply the proceeds thereof to the purchase of such Secured Bonds and the Trustee shall immediately thereafter cancel all such Secured Bonds so purchased; provided, however, that the Trustee shall receive a certificate of the Accountant showing that the moneys and Defeasance Obligations remaining on deposit with the Trustee after the purchase and cancellation of such Secured Bonds shall be sufficient to pay when due the Principal Installment or Redemption Price, if applicable, and interest due or to become due on all Secured Bonds, in respect of which such moneys and Defeasance Obligations are being held by the Trustee on or prior to the redemption date or maturity date thereof, as the case may be, and a Bond Counsel's opinion to the effect that such redemption or sale of such Defeasance Obligations will not adversely affect the exclusion of the interest on such Secured Bonds from gross income of the holders thereof for federal income tax purposes and that such redemption or sale otherwise complies with the provisions of the General Resolution. Except as otherwise described in paragraphs (b) and (c) under this heading, neither Defeasance Obligations nor moneys deposited with the Trustee as described under this heading nor principal or interest payments on any such Defeasance Obligations shall be withdrawn or used for any purpose other than, but shall be held in trust for, the payment of the principal or Redemption Price, if applicable, and interest on said Secured Bonds; provided that any cash received from such principal or interest payments on such Defeasance Obligations deposited with the Trustee (A) to the extent such cash will not be required at any time for such purpose, shall be paid over to the Authority as received by the Trustee, free and clear of any trust, lien or pledged securing said Secured Bonds other otherwise existing under the General Resolution, and (B) to the extent such cash will be required for such purpose at a later date, shall, to the extent practicable, be reinvested at the written direction of an Authorized Representative of the Authority in Defeasance Obligations maturing at times and in amounts sufficient to pay when due the principal or Redemption Price, if applicable, and interest to become due on said Secured Bonds on or prior to such redemption date or maturity date thereof, as the case may be, and interest earned from such reinvestment, shall be paid over to the Authority, as received by the Trustee free and clear of any lien or pledge securing said Secured Bonds or otherwise existing under the General Resolution.

(c) For purposes of determining whether Variable Rate Indebtedness shall be deemed to have been paid prior to the maturity or redemption date thereof, as the case may be, by the deposit of moneys, or Defeasance Obligations and moneys, if any, in accordance with the provisions described in the second sentence of paragraph (b) under this heading, the interest to come due on such Variable Rate Indebtedness on or prior to the maturity date or redemption date thereof, as the case may be, shall be calculated at the maximum rate permitted by the terms thereof; provided, however, that if on any date, as a result of such Variable Rate Indebtedness having borne interest at less than such maximum rate for any period, the total amount of moneys and Investment securities on deposit with the Trustee for the payment of interest on such Variable Rate Indebtedness is in excess of the total amount which would have been required to be deposited with the Trustee on such date in respect of such Variable Rate Indebtedness in order to satisfy the provisions described in the second sentence of paragraph (b) under this heading, the Trustee shall, if requested, by the Authority, pay the amount of such excess to the Authority free and clear of any lien or pledge securing the Secured Bonds or otherwise existing under the General Resolution.

(d) Option Bonds shall be deemed to have been paid in accordance with the provisions described in the second sentence of paragraph (b) under this heading, only if, in addition to satisfying the requirements of clauses (i) and (iii) of such sentence, there shall have been deposited with the Trustee moneys in an amount which shall be sufficient to pay when due the maximum amount of principal of and premium, if any, and interest on such Bonds which could become payable to the holders of such Option Bonds upon the exercise of any options provided to the holders of such Option Bonds; provided, however, that if, at the time a deposit is made with the Trustee pursuant to the provisions described in paragraph (b) under this heading, the options originally exercisable by the holder of an Option Bond are no longer exercisable, such Option Bond shall not be considered an Option Bond for purposes of this paragraph. If any portion of the moneys deposited with the Trustee for the payment of the principal of and premium, if any, and interest on Option Bonds is not required for such purpose the Trustee shall, if requested by the Authority, pay the amount of such excess to the Authority free and clear of any trust, lien or pledge securing said Option Bonds or otherwise existing under the General Resolution.

(e) Anything in the General Resolution to the contrary notwithstanding, any moneys held by a Fiduciary in trust for the payment and discharge of any of the Secured Bonds which remain unclaimed for two years after the date when such Secured Bonds have become due and payable, either at their stated maturity dates or by call for earlier redemption, if such moneys were held by the Fiduciary at such date, or for two years after the date of deposit of such moneys if deposited with the Fiduciary after the said date when such Secured Bonds become due and payable, shall, at the written request of the Authority, be repaid by the Fiduciary to the Authority, as its absolute property and free

from trust, and the Fiduciary shall thereupon be released and discharged with respect thereto and the holders of any Secured Bonds shall look only to the Authority for the payment of such Secured Bonds; provided, however, that before being required to make any such payment to the Authority, the Fiduciary may, at the expense of the Authority, cause to be published at least twice, at an interval of not less than seven days between publications, in an authorized newspaper, a notice that said moneys remain unclaimed and that, after a date named in said notice, which date shall be not less than thirty days after the date of the first publication of such notice, the balance of such moneys then unclaimed will be returned to the Authority. (Section 1201)

Preservation and Inspection of Documents

All documents received by an Fiduciary under the provisions of the General Resolution shall be retained in its possession and shall be subject at all reasonable times to the inspection of the Authority, any other Fiduciary, and any holder of any Secured Bonds and any person that the Trustee can reasonably determine is a beneficial owner of any Secured Bonds held by or on behalf of a securities depository, and their agents and their representatives, any of whom may make copies thereof. Upon the receipt of a written request by any such beneficial owner or any holder of any Secured Bonds, or their agents or their representatives, the Trustee shall provide copies of any reports or certificates delivered to the Trustee pursuant to any provision of the General Resolution. At the direction of the Authority, the Trustee shall require the party requesting such reports or certificates to pay or reimburse the Trustee for the direct costs of reproducing and mailing such reports or certificates. (Section 1204)

No Recourse on the Secured Bonds

No recourse shall be had for the payment of the principal of or interest on the Secured Bonds or for any claim based thereon or on the General Resolution against any member or officer of the Authority or any person executing the Secured Bonds. (Section 1206)

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PROPOSED FORM OF OPINION OF BOND COUNSEL

[Closing Date]

Massachusetts Water Resources Authority
Deer Island
33 Tafts Avenue
Boston, Massachusetts 02128

Re: \$ _____ Massachusetts Water Resources Authority General Revenue Bonds, 2026 Series C (Green Bonds) (the “Series C Bonds”) and General Revenue Refunding Bonds, 2026 Series D (Green Bonds) (the “Series D Bonds,” and together with the Series C Bonds, the “Bonds”)

We have acted as bond counsel to the Massachusetts Water Resources Authority (the “Authority”) in connection with the authorization, sale, issuance and delivery of the above-captioned Bonds. In that capacity, we have examined the provisions of Chapter 372 of the Acts of 1984 of The Commonwealth of Massachusetts, as amended (the “Act”), the Authority’s Amended and Restated General Revenue Bond Resolution, effective as of April 23, 2015, as amended as of July 23, 2025 (as amended and supplemented to date, the “General Resolution”), the Issuance Resolution of the Authority authorizing the issuance of up to \$790,000,000 Massachusetts Water Resources Authority General Revenue Bonds and General Revenue Refunding Bonds, adopted on March 18, 2026 (the “Issuance Resolution”), and the Ninety-Second Supplemental Resolution Authorizing the Issuance of the Bonds (the “Supplemental Resolution,” and together with the General Resolution and the Issuance Resolution, the “Resolutions”), and we have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of such records of the Authority, certificates of officers of the Authority and other documents and instruments, and have made such other investigation of facts and examination of Massachusetts and federal law, as we have deemed necessary or proper for the purpose of rendering this opinion. We also have examined a record of proceedings relating to the authorization, sale, issuance and delivery of the Bonds and copies identified to our satisfaction of one Bond of each maturity as executed. Capitalized terms used herein shall, unless otherwise specified, have the meanings set forth in the Resolutions.

The Bonds are being issued by means of a book-entry system, with bond certificates immobilized at or on behalf of The Depository Trust Company, New York, New York (“DTC”), and not available for distribution to the public, evidencing ownership of the Bonds in Authorized Denominations with transfer of beneficial ownership effected on the records of DTC and its participants pursuant to rules and procedures established by DTC and its participants.

Based upon this examination, we are of the opinion that, under existing law:

(a) The Authority is duly organized and validly existing under the Act as a body politic and corporate and a public instrumentality of The Commonwealth of Massachusetts, with the right and power under the Act to adopt the Resolutions, perform the agreements on its part contained therein and issue the Bonds.

(b) The Bonds are general obligations of the Authority secured by the Resolutions and a pledge of the Revenues received by or for the account of the Authority and moneys on deposit in the funds and accounts pledged as security therefor under the Resolutions, and the Resolutions create the valid pledge and lien which they purport to create for the benefit of the holders of the Bonds, subject to the application of such pledged Revenues and moneys to the purposes and on the conditions permitted by the Resolutions.

APPENDIX D

(c) The Bonds have been duly authorized, executed, authenticated and delivered and all conditions required by the Resolutions precedent to the issuance of the Bonds have been met. The Bonds are valid and binding general obligations of the Authority enforceable in accordance with their terms and entitled to the benefits and security of the Resolutions, subject only to applicable bankruptcy, insolvency, moratorium, reorganization or other laws affecting creditors' rights heretofore or hereafter enacted and to general equity principles.

(d) The Resolutions have been duly and lawfully adopted by the Authority, are in full force and effect and are valid and binding agreements of the Authority enforceable in accordance with their respective terms, subject only to applicable bankruptcy, insolvency, moratorium, reorganization or other laws affecting creditors' rights heretofore or hereafter enacted and to general equity principles.

(e) The Internal Revenue Code of 1986, as amended (the "Code"), includes requirements which the Authority must continue to meet after the issuance of the Bonds in order that interest on the Bonds not be included in gross income for federal income tax purposes. The failure by the Authority to meet these requirements may cause interest on the Bonds to be included in gross income for federal income tax purposes retroactive to their date of issuance. The Authority has covenanted to comply with the requirements of the Code in order to maintain the exclusion from gross income for federal income tax purposes of interest on the Bonds. Assuming continuing compliance with such covenants, under existing statutes, regulations, rulings and court decisions, interest on the Bonds is excludible from gross income for federal income tax purposes, and interest on the Bonds is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals. In the case of the alternative minimum tax imposed by Section 55(b)(2) of the Code on "applicable corporations" (as defined in Section 59(k) of the Code), interest on the Bonds is not excluded from the determination of adjusted financial statement income.

(f) Under existing law as currently enacted and construed, interest on the Bonds and any profit made on the sale thereof are exempt from Massachusetts personal income taxes and the Bonds are exempt from Massachusetts personal property taxes. We express no opinion as to other Massachusetts tax consequences arising with respect to the Bonds nor as to the taxability of the Bonds or the income therefrom under the laws of any state other than Massachusetts.

In rendering the foregoing opinions we have assumed the accuracy and truthfulness of all public records and of all certifications, documents and other proceedings examined by us that have been executed or certified by public officials acting within the scope of their official capacities and have not verified the accuracy or truthfulness thereof. We have also assumed the genuineness of the signatures appearing upon such public records, certifications, documents and proceedings.

This opinion is expressed as of the date hereof, and we neither assume nor undertake any obligation to update, revise, supplement or restate this opinion to reflect any action taken or omitted, or any facts or circumstances or changes in law or in the interpretation thereof, that may hereafter arise or occur, or for any other reason. This opinion is limited to the matters expressly set forth herein and no opinion is implied or may be inferred beyond the matters expressly stated herein. Copies of this opinion may not be delivered to and may not be relied upon by any other party without our express prior written consent.

Respectfully submitted,

GREENBERG TRAURIG, LLP

TABLE OF PURCHASED BONDS AND REFUNDED BONDS*

The following list of bonds expected to be purchased or refunded, in whole or in part, with the proceeds of the 2026 Series D Bonds and other available funds is not final and is subject to change prior to the sale of the 2026 Series D Bonds.

TABLE 1 – PURCHASED BONDS*

The Authority expects to purchase some or all of the bonds listed below through application of a portion of the proceeds of the 2026 Series D Bonds, together with other available funds, subject to the terms and conditions set forth in the Invitation. The Authority reserves the right to accept none, some or all of the bonds validly tendered pursuant to the terms of the Invitation.

General Revenue Bonds, 2017 Series B

<u>CUSIP[†]</u>	<u>Maturity (August 1)</u>	<u>Interest Rate</u>	<u>Outstanding Principal Amount</u>	<u>Principal Amount Purchased</u>
576051RB4	2028	5.00%	\$2,585,000	
576051RE8	2031	5.00	2,175,000	
576051RF5	2032	5.00	3,040,000	
576051RG3	2033	5.00	965,000	
576051RH1	2034	5.00	3,365,000	
576051RL2	2037	5.00	2,400,000	
576051RP3	2040	5.00	475,000	
576051RQ1	2042	5.00	1,150,000	

General Revenue Refunding Bonds, 2017 Series C (Green Bonds)

<u>CUSIP[†]</u>	<u>Maturity (August 1)</u>	<u>Interest Rate</u>	<u>Outstanding Principal Amount</u>	<u>Principal Amount Purchased</u>
576051SC1	2028	5.00%	\$5,310,000	
576051SD9	2029	5.00	5,590,000	
576051SE7	2030	5.00	25,220,000	
576051SF4	2031	5.00	27,095,000	
576051SG2	2032	5.00	37,675,000	

General Revenue Bonds, 2019 Series B

<u>CUSIP[†]</u>	<u>Maturity (August 1)</u>	<u>Interest Rate</u>	<u>Outstanding Principal Amount</u>	<u>Principal Amount Purchased</u>
576051M78	2030	5.00%	\$1,775,000	
576051UE4	2031	5.00	3,435,000	
576051UF1	2032	5.00	3,610,000	
576051UG9	2033	5.00	3,535,000	
576051UH7	2034	5.00	3,885,000	
576051UJ3	2035	5.00	6,020,000	
576051UK0	2036	5.00	6,400,000	
576051UL8	2037	5.00	6,705,000	
576051UM6	2038	5.00	7,045,000	
576051UN4	2039	5.00	7,670,000	
576051UP9 ^{††}	2044	5.00	16,775,000	

* Preliminary, subject to change.

[†] Copyright 2026, American Bankers Association. CUSIP® is a registered trademark of the American Bankers Association. CUSIP Global Services is managed on behalf of the American Bankers Association by FactSet Research Systems Inc. CUSIP numbers are provided for convenience of reference only. None of the Authority, the Trustee or the Underwriters assume responsibility for the accuracy of such numbers.

^{††} Denotes a term bond. See the Invitation for a description of the sinking fund amortization of unpurchased term bonds.

APPENDIX E

General Revenue Refunding Bonds, 2019 Series F (Federally Taxable) (Green Bonds)**

<u>CUSIP[†]</u>	<u>Maturity (August 1)</u>	<u>Interest Rate</u>	<u>Outstanding Principal Amount</u>	<u>Principal Amount Purchased</u>
576051WA0	2027	2.223%	\$6,000,000	
576051WB8	2028	2.273	41,805,000	
576051WC6	2029	2.303	9,260,000	
576051WD4	2030	2.373	10,120,000	
576051WE2	2031	2.453	12,005,000	
576051WF9	2032	2.553	11,455,000	
576051WG7	2033	2.673	1,950,000	
576051WH5	2034	2.723	30,000	
576051WJ1 ^{††}	2039	3.104	63,290,000	

General Revenue Bonds, 2020 Series B

<u>CUSIP[†]</u>	<u>Maturity (August 1)</u>	<u>Interest Rate</u>	<u>Outstanding Principal Amount</u>	<u>Principal Amount Purchased</u>
576051WY8	2031	5.00%	\$5,430,000	
576051WZ5	2032	5.00	5,710,000	
576051XA9	2033	5.00	6,000,000	
576051XB7	2034	5.00	6,310,000	
576051XC5	2035	5.00	6,635,000	
576051XD3	2036	5.00	6,975,000	
576051XE1	2037	5.00	7,330,000	
576051XF8	2038	5.00	7,705,000	
576051XG6	2039	5.00	8,100,000	
576051XH4	2040	5.00	8,520,000	
576051XJ0	2041	5.00	8,955,000	
576051XK7	2042	5.00	9,415,000	

General Revenue Bonds, 2021 Series B (Green Bonds)

<u>CUSIP[†]</u>	<u>Maturity (August 1)</u>	<u>Interest Rate</u>	<u>Outstanding Principal Amount</u>	<u>Principal Amount Purchased</u>
576051YU4	2032	5.00%	\$2,000,000	

** The Authority is considering defeasing a portion of the unpurchased 2019F Bonds to maturity.

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^{††} Denotes a term bond. See the Invitation for a description of the sinking fund amortization of unpurchased term bonds.

General Revenue Refunding Bonds, 2021 Series C (Federally Taxable) (Green Bonds)**

<u>CUSIP</u> [†]	<u>Maturity (August 1)</u>	<u>Interest Rate</u>	<u>Outstanding Principal Amount</u>	<u>Principal Amount Purchased</u>
576051ZK5	2027	1.570%	\$9,710,000	
576051ZL3	2028	1.700	14,630,000	
576051ZM1	2029	1.820	11,840,000	
576051ZN9	2030	1.940	13,275,000	
576051ZP4	2031	2.090	50,260,000	
576051ZQ2	2032	2.240	45,735,000	
576051ZR0	2033	2.390	44,710,000	
576051ZS8	2034	2.490	41,460,000	
576051ZT6 ^{††}	2041	2.823	231,215,000	
576051ZU3 ^{††}	2044	2.973	10,605,000	

TABLE 2 – REFUNDED BONDS*

The Authority expects to refund some or all of the bonds listed below through application of a portion of the proceeds of the 2026 Series D Bonds, together with other available funds. The Authority reserves the right to refund none, some or all of the bonds or to refund other bonds not listed below.

General Revenue Refunding Bonds, 2016 Series C (Green Bonds)

<u>CUSIP</u> [†]	<u>Maturity (August 1)</u>	<u>Redemption Date (August 1)</u>	<u>Interest Rate</u>	<u>Principal Amount Redeemed</u>	<u>Redemption Price</u>
576051P59	2028	2026	5.00%	\$7,970,000	100%
576051PE0	2029	2026	5.00	37,105,000	100
576051PF7	2030	2026	5.00	25,500,000	100
576051PM2	2036	2026	4.00	30,525,000	100
576051PN0	2040	2026	4.00	100,000,000	100

General Revenue Refunding Bonds, 2016 Series D (Green Bonds)

<u>CUSIP</u> [†]	<u>Maturity (August 1)</u>	<u>Redemption Date (August 1)</u>	<u>Interest Rate</u>	<u>Principal Amount Redeemed</u>	<u>Redemption Price</u>
576051QG4	2030	2026	5.00%	\$7,320,000	100%
576051QQ2	2042	2026	3.00	34,450,000	100

* Preliminary, subject to change.

** The Authority is considering defeasing a portion of the unpurchased 2021C Bonds to maturity.

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^{††} Denotes a term bond. See the Invitation for a description of the sinking fund amortization of unpurchased term bonds.

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DESCRIPTION OF GREEN BONDS PROJECTS

WASTEWATER PROJECTS

Interception and Pumping	Construction, replacement and rehabilitation of trunk and relief sewers. Construction and rehabilitation of pump stations in MWRA's north and south systems. Rehabilitation of headworks facilities in MWRA's north and south systems.
Treatment and Residuals	Deer Island Wastewater Treatment Plant Project: construction of primary and secondary treatment facilities; ancillary modifications and asset protection of the DITP. Rebuilding of Clinton Wastewater Treatment Plant.
Combined Sewer Overflows	Construction of and improvements to CSO treatment facilities, sewer separation projects and a CSO storage tunnel to improve water quality in Boston Harbor, Dorchester Bay, the Charles, Mystic and Neponset Rivers, and Alewife Brook.
Community Assistance Program	Provide grants and interest free loans to wastewater Local Bodies to reduce inflow and infiltration to the system to reduce flows associated with non-wastewater.

WATERWORKS PROJECTS

Drinking Water Quality Improvements	Construction and asset protection of John J. Carroll Water Treatment Plant to provide disinfection and corrosion control to the drinking water supplied to the Authority's metropolitan waterworks system. Construction of the William A. Brutsch Water Treatment Plant to provide disinfection to the communities serviced by the Chicopee Valley Aqueduct.
Transmission System	Construction and rehabilitation of aqueducts, including the MetroWest Water Supply Tunnel and the Hultman Aqueduct. Construction and replacement of water supply, connecting and distribution mains. Preliminary design and planning work for the new metropolitan tunnels.
Distribution and Pumping	Construction and rehabilitation of water pump stations. Construction of covered storage facilities to eliminate the use of open reservoirs.
Community Assistance Program	Provide interest free loans to Waterworks Local Bodies to clean and line the local water infrastructure including pipes and storage tanks.

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APPENDIX B

FORM OF PRICING NOTICE

**RELATING TO THE
INVITATION TO TENDER BONDS DATED MAY __, 2026
made by
MASSACHUSETTS WATER RESOURCES AUTHORITY**

to the Holders described herein of all or any portion of the maturities of the

**General Revenue Bonds, 2017 Series B
General Revenue Refunding Bonds, 2017 Series C (Green Bonds)
General Revenue Bonds, 2019 Series B
General Revenue Refunding Bonds, 2019 Series F (Federally Taxable) (Green Bonds)
General Revenue Bonds, 2020 Series B
General Revenue Bonds, 2021 Series B (Green Bonds)
General Revenue Refunding Bonds, 2021 Series C (Federally Taxable) (Green Bonds)**

*The purpose of this Pricing Notice, dated May __, 2026 (the “**Pricing Notice**”) is to set forth the Offer Purchase Prices for the Tax-Exempt Bonds and the Fixed Spreads for the Taxable Bonds subject to the Tender Offer. All other terms relating to the Tender Offer (hereinafter defined) remain unchanged. All terms used in this Pricing Notice and not defined herein have the same meanings assigned to them in the Invitation.*

Pursuant to the Invitation to Tender Bonds, dated May 1, 2026 (as may be amended or supplemented, the “**Invitation**”), the Massachusetts Water Resources Authority (the “**Authority**”) invited Holders to tender Bonds for purchase (a) with respect to the Tax-Exempt Bonds, at the applicable Offer Purchase Prices set forth in this Pricing Notice, and (b) with respect to the Taxable Bonds, at the applicable Offer Purchase Prices, each based on a Fixed Spread to be added to the yield on a certain benchmark United States Treasury Security each as set forth in this Pricing Notice. In addition, Holders whose Bonds are purchased pursuant to the Invitation will receive Accrued Interest to but not including the Settlement Date.

As set forth in the Tender Offer, the Authority has the right to amend the terms of the Tender Offer, including to extend the Expiration Date and change the Offer Purchase Prices of the Bonds, by providing a notice of such amendment to the Information Services, including by posting such notice to the Information Services no later than on or about 9:00 a.m., New York City time, five (5) business days prior to the Expiration Date.

In such event, any offers submitted with respect to the affected Bonds prior to the Authority providing notice of an extension, Purchase Price Amendment, or any other amendment or waiver of the Tender Offer shall remain in full force and effect and any Holder of such affected Bonds wishing to revoke their offer to tender such Bonds must affirmatively withdraw such offer prior to the Expiration Date.

[The Offer Purchase Prices are unchanged from the Indicative Offer Purchase Prices listed on pages (i) and (ii) of the Invitation][The Offer Purchase Prices have been revised from the Indicative Offer Purchase Prices listed on pages (i) and (ii) of the Invitation].

[The Fixed Spreads are unchanged from the Indicative Fixed Spreads listed on page (iii) of the Invitation][The Fixed Spreads have been revised from the Indicative Fixed Spreads listed on page (iii) of the Invitation].

The Invitation and the 2026 POS are available: (i) at the EMMA Website, currently located at <http://emma.msrb.org>, using the CUSIP numbers for the Bonds, and (ii) on the website of the Information Agent at <https://www.globic.com/mwra>.

Any questions are to be directed to the Information Agent at (212) 227-9622; Attn: Robert Stevens.

TENDER OFFER – OFFER PURCHASE PRICES (TAX-EXEMPT BONDS)

Pursuant to the Invitation, the Offer Purchase Prices for the Tax-Exempt Bonds are listed below. The Offer Purchase Prices exclude Accrued Interest. Holders whose Tax-Exempt Bonds are purchased will be paid Accrued Interest on the Settlement Date in addition to the Purchase Price.

General Revenue Bonds, 2017 Series B

CUSIP (Base No. 576051) ⁽¹⁾	Maturity Date (8/1)	Par Call Date (8/1)	Interest Rate (%)	Outstanding Principal Amount (\$)	Offer Purchase Price ⁽²⁾
RB4	2028	2027	5.000	2,585,000	[[
RE8	2031	2027	5.000	2,175,000	[[
RF5	2032	2027	5.000	3,040,000	[[
RG3	2033	2027	5.000	965,000	[[
RH1	2034	2027	5.000	3,365,000	[[
RL2	2037	2027	5.000	2,400,000	[[
RP3	2040	2027	5.000	475,000	[[
RQ1 ⁽³⁾	2042	2027	5.000	1,150,000	[[

General Revenue Refunding Bonds, 2017 Series C (Green Bonds)

CUSIP (Base No. 576051) ⁽¹⁾	Maturity Date (8/1)	Par Call Date (8/1)	Interest Rate (%)	Outstanding Principal Amount (\$)	Offer Purchase Price ⁽²⁾
SC1	2028	2027	5.000	5,310,000	[[
SD9	2029	2027	5.000	5,590,000	[[
SE7	2030	2027	5.000	25,220,000	[[
SF4	2031	2027	5.000	27,095,000	[[
SG2	2032	2027	5.000	37,675,000	[[

General Revenue Bonds, 2019 Series B

CUSIP (Base No. 576051) ⁽¹⁾	Maturity Date (8/1)	Par Call Date (8/1)	Interest Rate (%)	Outstanding Principal Amount (\$)	Offer Purchase Price ⁽²⁾
M78	2030	2029	5.000	1,775,000	[[
UE4	2031	2029	5.000	3,435,000	[[
UF1	2032	2029	5.000	3,610,000	[[
UG9	2033	2029	5.000	3,535,000	[[
UH7	2034	2029	5.000	3,885,000	[[
UJ3	2035	2029	5.000	6,020,000	[[
UK0	2036	2029	5.000	6,400,000	[[
UL8	2037	2029	5.000	6,705,000	[[
UM6	2038	2029	5.000	7,045,000	[[
UN4	2039	2029	5.000	7,670,000	[[
UP9 ⁽³⁾	2044	2029	5.000	16,775,000	[[

⁽¹⁾ CUSIP is a registered trademark of the American Bankers Association. CUSIP numbers herein are provided by CUSIP Global Services, managed on behalf of the American Bankers Association by FactSet Research Systems Inc., solely for the convenience of the Bondholders and the Authority is not responsible for the selection or correctness of the CUSIP numbers printed herein and does not make any representation with respect to such numbers or undertake any responsibility for their accuracy.

⁽²⁾ Offer Purchase Prices are expressed as a dollar amount per \$100 principal amount of the Tax-Exempt Bonds, and exclude Accrued Interest. In addition to the Purchase Price, Accrued Interest on any Tax-Exempt Bonds purchased will be paid by the Authority to but not including the Settlement Date.

⁽³⁾ Denotes a Tax-Exempt Term Bond.

General Revenue Bonds, 2020 Series B

CUSIP (Base No. 576051) ⁽¹⁾	Maturity Date (8/1)	Par Call Date (8/1)	Interest Rate (%)	Outstanding Principal Amount (\$)	Offer Purchase Price ⁽²⁾
WY8	2031	2030	5.000	5,430,000	[]
WZ5	2032	2030	5.000	5,710,000	[]
XA9	2033	2030	5.000	6,000,000	[]
XB7	2034	2030	5.000	6,310,000	[]
XC5	2035	2030	5.000	6,635,000	[]
XD3	2036	2030	5.000	6,975,000	[]
XE1	2037	2030	5.000	7,330,000	[]
XF8	2038	2030	5.000	7,705,000	[]
XG6	2039	2030	5.000	8,100,000	[]
XH4	2040	2030	5.000	8,520,000	[]
XJ0	2041	2030	5.000	8,955,000	[]
XK7	2042	2030	5.000	9,415,000	[]

General Revenue Bonds, 2021 Series B (Green Bonds)

CUSIP (Base No. 576051) ⁽¹⁾	Maturity Date (8/1)	Par Call Date (8/1)	Interest Rate (%)	Outstanding Principal Amount (\$)	Offer Purchase Price ⁽²⁾
YU4	2032	2031	5.000	2,000,000	[]

⁽¹⁾ CUSIP is a registered trademark of the American Bankers Association. CUSIP numbers herein are provided by CUSIP Global Services, managed on behalf of the American Bankers Association by FactSet Research Systems Inc., solely for the convenience of the Bondholders and the Authority is not responsible for the selection or correctness of the CUSIP numbers printed herein and does not make any representation with respect to such numbers or undertake any responsibility for their accuracy.

⁽²⁾ Offer Purchase Prices are expressed as a dollar amount per \$100 principal amount of the Tax-Exempt Bonds, and exclude Accrued Interest. In addition to the Purchase Price, Accrued Interest on any Tax-Exempt Bonds purchased will be paid by the Authority to but not including the Settlement Date.

TENDER OFFER – FIXED SPREADS (TAXABLE BONDS)

Pursuant to the Invitation, the Fixed Spreads for the Taxable Bonds are listed below. The Offer Purchase Price calculated based on the Fixed Spreads exclude Accrued Interest. Holders whose Taxable Bonds are purchased will be paid Accrued Interest on the Settlement Date in addition to the Purchase Price.

General Revenue Refunding Bonds, Series 2019 F (Federally Taxable) (Green Bonds)

CUSIP ⁽¹⁾ (Base No. 576051)	Maturity Date (8/1)	Average Life Date	Interest Rate (%)	Outstanding Principal Amount (\$)	Par Call Date (8/1)	Benchmark Treasury Security ⁽²⁾	Fixed Spreads
WA0	2027	n/a	2.223	6,000,000	n/a	2-Year	[]
WB8	2028	n/a	2.273	41,805,000	n/a	2-Year	[]
WC6	2029	n/a	2.303	9,260,000	2029	3-Year	[]
WD4	2030	n/a	2.373	10,120,000	2029	5-Year	[]
WE2	2031	n/a	2.453	12,005,000	2029	5-Year	[]
WF9	2032	n/a	2.553	11,455,000	2029	7-Year	[]
WG7	2033	n/a	2.673	1,950,000	2029	7-Year	[]
WH5	2034	n/a	2.723	30,000	2029	10-Year	[]
WJ1 ⁽³⁾	2039	8/30/2038	3.104	63,290,000	2029	10-Year	[]

General Revenue Refunding Bonds, Series 2021 C (Federally Taxable) (Green Bonds)

CUSIP ⁽¹⁾ (Base No. 576051)	Maturity Date (8/1)	Average Life Date	Interest Rate (%)	Outstanding Principal Amount (\$)	Par Call Date (8/1)	Benchmark Treasury Security ⁽²⁾	Fixed Spreads
ZK5	2027	n/a	1.570%	9,710,000	n/a	2-Year	[]
ZL3	2028	n/a	1.700%	14,630,000	n/a	2-Year	[]
ZM1	2029	n/a	1.820%	11,840,000	n/a	3-Year	[]
ZN9	2030	n/a	1.940%	13,275,000	n/a	5-Year	[]
ZP4	2031	n/a	2.090%	50,260,000	2031	5-Year	[]
ZQ2	2032	n/a	2.240%	45,735,000	2031	7-Year	[]
ZR0	2033	n/a	2.390%	44,710,000	2031	7-Year	[]
ZS8	2034	n/a	2.490%	41,460,000	2031	10-Year	[]
ZT6 ⁽³⁾	2041	1/29/2038	2.823%	231,215,000	2031	10-Year	[]
ZU3 ⁽³⁾	2044	8/9/2043	2.973%	10,605,000	2031	10-Year	[]

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- (2) Each Benchmark Treasury Security will be the most recently auctioned “on-the-run” United States Treasury Security for the maturity indicated as of the date and time that the Offer Purchase Prices for the Taxable Bonds are set, currently expected to be approximately 10:00 a.m., New York City time, on May 19, 2026.
- (3) Denotes a Taxable Term Bond. The Taxable Term Bonds will be priced to their respective average life date.

Illustrative Taxable Target Bonds Offer Purchase Price Calculations: Treasury Security Yields as of May __, 2026

The tables below provide examples of the Offer Purchase Prices for the Taxable Bonds based on the following yields for the Benchmark Treasury Securities as of May __, 2026 and the Fixed Spreads. This example is being provided for convenience only and is not to be relied upon by a Holder as an indication of the actual Purchase Yields or the actual Offer Purchase Prices for any Taxable Bonds.

Based on these Treasury Security yields, the following Offer Purchase Prices would be derived:

General Revenue Refunding Bonds, 2019 Series F (Federally Taxable) (Green Bonds)

CUSIP ⁽¹⁾ (Base No. 576051)	Maturity Date (8/1)	Average Life Date ⁽²⁾	Interest Rate (%)	Outstanding Principal Amount (\$)	Par Call Date (8/1)	Benchmark Treasury Security ⁽²⁾	Fixed Spreads	Illustrative Treasury Security Yields*	Illustrative Purchase Yield*	Illustrative Offer Purchase Price ^{*(3)}
[]	[]	[]	[]	[]	[]	[]	[]	[]	[]	[]
[]	[]	[]	[]	[]	[]	[]	[]	[]	[]	[]
[]	[]	[]	[]	[]	[]	[]	[]	[]	[]	[]
[]	[]	[]	[]	[]	[]	[]	[]	[]	[]	[]
[]	[]	[]	[]	[]	[]	[]	[]	[]	[]	[]
[]	[]	[]	[]	[]	[]	[]	[]	[]	[]	[]
[]	[]	[]	[]	[]	[]	[]	[]	[]	[]	[]
[]	[]	[]	[]	[]	[]	[]	[]	[]	[]	[]
[]	[]	[]	[]	[]	[]	[]	[]	[]	[]	[]

General Revenue Refunding Bonds, 2021 Series C (Federally Taxable) (Green Bonds)

CUSIP ⁽¹⁾ (Base No. 576051)	Maturity Date (8/1)	Average Life Date ⁽²⁾	Interest Rate (%)	Outstanding Principal Amount (\$)	Par Call Date (8/1)	Benchmark Treasury Security ⁽²⁾	Fixed Spreads	Illustrative Treasury Security Yields*	Illustrative Purchase Yield*	Illustrative Offer Purchase Price ^{*(3)}
[]	[]	[]	[]	[]	[]	[]	[]	[]	[]	[]
[]	[]	[]	[]	[]	[]	[]	[]	[]	[]	[]
[]	[]	[]	[]	[]	[]	[]	[]	[]	[]	[]
[]	[]	[]	[]	[]	[]	[]	[]	[]	[]	[]
[]	[]	[]	[]	[]	[]	[]	[]	[]	[]	[]
[]	[]	[]	[]	[]	[]	[]	[]	[]	[]	[]
[]	[]	[]	[]	[]	[]	[]	[]	[]	[]	[]
[]	[]	[]	[]	[]	[]	[]	[]	[]	[]	[]
[]	[]	[]	[]	[]	[]	[]	[]	[]	[]	[]

* Preliminary, subject to change.

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- (2) Each Benchmark Treasury Security will be the most recently auctioned “on-the-run” United States Treasury Security for the maturity indicated as of the date and time that the Offer Purchase Prices for the Taxable Bonds are set, currently expected to be approximately 10:00 a.m., New York City time, on May 19, 2026.
- (3) The Offer Purchase Prices for the Taxable Bonds derived from the Fixed Spreads to be paid on the Settlement Date will (i) be expressed as a dollar amount per \$100 principal amount of the Taxable Bonds and (ii) exclude Accrued Interest on purchased Taxable Target Bonds, which Accrued Interest will be paid by the Authority to but not including the Settlement Date in addition to the applicable Purchase Price.
- (4) Denotes a Taxable Term Bond. The Taxable Term Bonds will be priced to their respective average life date.

Illustrative Taxable Target Bonds Offer Purchase Price Calculations: Interest Rate Sensitivity

As a measure of the sensitivity of the Taxable Bonds' Offer Purchase Price to changes in the yield on the Benchmark Treasury Security, the following tables show the impact on the Offer Purchase Price of a 0.10% (10 basis point) movement in the yield on the Benchmark Treasury Security:

General Revenue Refunding Bonds, 2019 Series F (Federally Taxable) (Green Bonds)

CUSIP ⁽¹⁾ (Base No. 576051)	Maturity Date (8/1)	Illustrative Purchase Yield Based on Treasury Security Yields as of May , 2026	Illustrative Offer Purchase Prices ^{*(2)}		
			Assuming a 0.10% Increase in Treasury Security Yields	Current Treasury Security Yield	Assuming a 0.10% Decrease in Treasury Security Yields
[]	[]	[]	[]	[]	[]
[]	[]	[]	[]	[]	[]
[]	[]	[]	[]	[]	[]
[]	[]	[]	[]	[]	[]
[]	[]	[]	[]	[]	[]
[]	[]	[]	[]	[]	[]
[]	[]	[]	[]	[]	[]
[]	[]	[]	[]	[]	[]
[]	[]	[]	[]	[]	[]

General Revenue Refunding Bonds, 2021 Series C (Federally Taxable) (Green Bonds)

CUSIP ⁽¹⁾ (Base No. 576051)	Maturity Date (8/1)	Illustrative Purchase Yield Based on Treasury Security Yields as of May , 2026	Illustrative Offer Purchase Prices ^{*(2)}		
			Assuming a 0.10% Increase in Treasury Security Yields	Current Treasury Security Yield	Assuming a 0.10% Decrease in Treasury Security Yields
[]	[]	[]	[]	[]	[]
[]	[]	[]	[]	[]	[]
[]	[]	[]	[]	[]	[]
[]	[]	[]	[]	[]	[]
[]	[]	[]	[]	[]	[]
[]	[]	[]	[]	[]	[]
[]	[]	[]	[]	[]	[]
[]	[]	[]	[]	[]	[]
[]	[]	[]	[]	[]	[]

* Preliminary, subject to change.

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- (2) The Offer Purchase Prices for the Taxable Bonds derived from the Fixed Spreads to be paid on the Settlement Date will (i) be expressed as a dollar amount per \$100 principal amount of the Taxable Bonds and (ii) exclude Accrued Interest on purchased Taxable Target Bonds, which Accrued Interest will be paid by the Authority to but not including the Settlement Date in addition to the applicable Purchase Price.