

**PRELIMINARY NOTICE OF ACCEPTANCE**

*relating to the*  
**Invitation to Tender Bonds for Purchase, dated November 22, 2024**  
**describing an offer (the “Tender Offer”) made by the**  
**METROPOLITAN WATER RECLAMATION DISTRICT OF GREATER CHICAGO**  
*to the Beneficial Owners of the*

**METROPOLITAN WATER RECLAMATION DISTRICT OF GREATER CHICAGO**  
**General Obligation Unlimited Tax Refunding Bonds, 2021 Taxable Series E**

**and**

**General Obligation Unlimited Tax Refunding Bonds (Alternate Revenue Source), 2021 Taxable Series F**

**BASE CUSIP: 167560**

*The purpose of this Preliminary Notice of Acceptance, dated December 9, 2024, is to provide notice of the District’s preliminary acceptance for purchase of certain Target Bonds.*

Pursuant to the Invitation to Tender Bonds for Purchase, dated November 22, 2024 (the “**Invitation**”), including the Preliminary Official Statement, dated November 22, 2024 relating to the Metropolitan Water Reclamation District of Greater Chicago (the “**District**”) General Obligation Unlimited Tax Refunding Bonds, 2024 Series D (the “**2024D Bonds**”) and General Obligation Unlimited Tax Refunding Bonds (Alternate Revenue Source), 2024 Series E (the “**2024E Bonds**” and, together with the 2024D Bonds, the “**2024 Bonds**”), attached thereto as Appendix A, the District has invited Holders of the District’s outstanding General Obligation Unlimited Tax Refunding Bonds, 2021 Taxable Series E, listed on page 3 hereof (the “**2021E Bonds**”) and General Obligation Unlimited Tax Refunding Bonds, (Alternate Revenue Source), 2021 Taxable Series F, listed on page 3 hereof (the “**2021F Bonds**” and, together with the 2021E Bonds, the “**Target Bonds**”) to tender all or a portion of their Target Bonds to the District for cash, subject to the terms and conditions described in the Invitation. Capitalized terms used in this Preliminary Notice of Acceptance and not otherwise defined have the meanings given to such terms in the Invitation. The Invitation expired at 5:00 p.m., Eastern time, on December 6, 2024.

The principal amounts of Target Bonds of each CUSIP number that the District is preliminarily accepting for purchase are set forth on page 3, together with the Purchase Spreads for the Target Bonds of each CUSIP number. The principal amounts of Target Bonds of each CUSIP number offered and tendered for purchase are also listed.

As provided in the Invitation, the Purchase Spread of each CUSIP number represents the spread which will be added to the Adjusted Treasury Yield to arrive at a yield (the “**Purchase Yield**”) used to calculate the Purchase Price for the Target Bonds of each CUSIP number. The yield on each Benchmark Treasury Security will be determined at approximately 10:00 a.m., Eastern time, on December 10, 2024, and the Notice of Purchase Prices will be provided thereafter on December 10, 2024, all in accordance with the Invitation.

On December 11, 2024, unless such date is extended by the District (the “**Final Acceptance Date**”), the District will make a final determination of the principal amounts of Target Bonds of each CUSIP number that it wishes to purchase (each such principal amount, a “**Purchased Amount**”) from

among those Target Bonds of each such CUSIP number preliminarily accepted for purchase as listed on page 3 of this Preliminary Notice of Acceptance. The District is under no obligation to purchase any Target Bonds preliminarily accepted, and the District will determine in its sole discretion if it will purchase any Target Bonds. **The purchase of any Target Bonds tendered pursuant to the Invitation is contingent on, among other things, the issuance of the 2024 Bonds, currently expected to occur on December 19, 2024, unless such date is extended by the District, assuming all conditions to the Invitation have then been satisfied or waived by the District, including, without limitation, the other Financing Conditions (as defined in the Invitation).**

The final determination whether to purchase Target Bonds that were preliminarily accepted for purchase, and, if less or more (as applicable) than all of the Target Bonds that were preliminarily accepted for purchase are finally accepted for purchase, the reduction or increase (as applicable) of the amounts of Target Bonds that will be purchased will be made in the order of priority as described in the Invitation.

*Any questions can be directed to the **Information Agent and Tender Agent** for the Invitation:*

Globic Advisors Inc.  
Attention: Robert Stevens  
212-227-9622  
rstevens@globic.com

***Document website:*** <https://www.globic.com/MWRD>

**METROPOLITAN WATER RECLAMATION DISTRICT OF GREATER CHICAGO**  
**Base CUSIP: 167560**

The tables below provide a listing of the respective principal amount of the Target Bonds of each CUSIP number that have been *preliminarily accepted* for purchase by the District and the Purchase Spreads corresponding thereto:

**METROPOLITAN WATER RECLAMATION DISTRICT OF GREATER CHICAGO**  
**General Obligation Unlimited Tax Refunding Bonds, 2021 Taxable Series E**

| <b>Maturity Date<br/>(December 1)</b> | <b>CUSIP<br/>Suffix<sup>1</sup></b> | <b>Interest Rate</b> | <b>Principal Amount<br/>Outstanding</b> | <b>Principal<br/>Amount<br/>Tendered for<br/>Purchase</b> | <b>Preliminary<br/>Principal<br/>Amount<br/>Accepted for<br/>Purchase<sup>2</sup></b> | <b>Purchase Spread<br/>(basis points)<sup>3</sup></b> |
|---------------------------------------|-------------------------------------|----------------------|---|---|---|---|
| 2026                                  | VZ1                                 | 1.615%               | \$4,270,000                             | \$370,000   | \$370,000   | +60.0   |
| 2027                                  | WA5                                 | 1.818%               | 16,315,000                              | 9,590,000   | 9,590,000   | +60.0   |
| 2028                                  | WB3                                 | 2.018%               | 14,565,000                              | 7,675,000   | 7,675,000   | +60.0   |
| 2029                                  | WC1                                 | 2.134%               | 4,890,000                               | -   | -   | -   |
| 2032                                  | WD9                                 | 2.534%               | 50,780,000                              | 5,000,000   | 5,000,000   | +90.0   |
| 2033                                  | WE7                                 | 2.684%               | 21,665,000                              | 5,000,000   | 5,000,000   | +95.0   |

**METROPOLITAN WATER RECLAMATION DISTRICT OF GREATER CHICAGO**  
**General Obligation Unlimited Tax Refunding Bonds (Alternate Revenue Source), 2021 Taxable Series F**

| <b>Maturity Date<br/>(December 1)</b> | <b>CUSIP<br/>Suffix<sup>1</sup></b> | <b>Interest Rate</b> | <b>Principal Amount<br/>Outstanding</b> | <b>Principal<br/>Amount<br/>Tendered for<br/>Purchase</b> | <b>Preliminary<br/>Principal<br/>Amount<br/>Accepted for<br/>Purchase<sup>2</sup></b> | <b>Purchase Spread<br/>(basis points)<sup>3</sup></b> |
|---------------------------------------|-------------------------------------|----------------------|---|---|---|---|
| 2025                                  | WJ6                                 | 1.415%               | \$2,165,000                             | \$450,000   | \$450,000   | +65.0   |
| 2026                                  | WK3                                 | 1.615%               | 2,195,000                               | -   | -   | -   |
| 2027                                  | WL1                                 | 1.818%               | 2,230,000                               | 2,230,000   | 2,230,000   | +60.0   |
| 2028                                  | WM9                                 | 2.018%               | 2,270,000                               | 1,050,000   | 1,050,000   | +60.0   |
| 2029                                  | WN7                                 | 2.134%               | 2,315,000                               | 565,000   | 565,000   | +80.0   |
| 2030                                  | WP2                                 | 2.234%               | 2,365,000                               | 2,290,000   | 2,290,000   | +85.0   |
| 2031                                  | WQ0                                 | 2.334%               | 2,415,000                               | 1,120,000   | 1,120,000   | +80.0   |
| 2032                                  | WR8                                 | 2.534%               | 2,475,000                               | -   | -   | -   |
| 2033                                  | WS6                                 | 2.684%               | 2,535,000                               | -   | -   | -   |
| 2034                                  | WT4                                 | 2.784%               | 2,605,000                               | -   | -   | -   |
| 2035                                  | WU1                                 | 2.884%               | 2,675,000                               | -   | -   | -   |
| 2036                                  | WV9                                 | 2.984%               | 2,755,000                               | -   | -   | -   |
| 2041 <sup>4</sup>                     | WW7                                 | 3.060%               | 14,085,000                              | 555,000   | 555,000   | +135.0  |

1 CUSIP is a registered trademark of the American Bankers Association. CUSIP information herein is provided by CUSIP Global Services, managed on behalf of the American Bankers Association by FactSet Research Systems Inc. This information is not intended to create a database and does not serve in any way as a substitute for the CUSIP Services. CUSIP numbers are provided for convenience of reference only. None of the District, the Dealer Manager, or the Information Agent and Tender Agent nor their respective agents or counsel assumes responsibility for the accuracy of such numbers.

2 Preliminary, subject to change. Subject to the terms of the Invitation, all offers received at or above the Purchase Spread have been preliminarily accepted.

3 Purchase Spread for each CUSIP number (in basis points) to be added to the relevant Adjusted Treasury Yield for each CUSIP number to determine the Purchase Price for each CUSIP number in accordance with the terms of the Invitation.

4 The Target Bond maturing on December 1, 2041 is subject to sinking fund redemption payments on December 1 2037, 2038, 2039, 2040 and 2041 and its Purchase Price will be calculated assuming its average life date of November 2, 2039 as its maturity date.