

OFFICIAL STATEMENT

New Issue

This Official Statement has been prepared by the State of Wisconsin to provide information on the Bonds. Selected information is presented on this cover page for the convenience of the user. To make an informed decision regarding the Bonds, a prospective investor should read this Official Statement in its entirety. Unless indicated, capitalized terms used on this cover page have the meanings given in the Official Statement.

\$150,000,000
STATE OF WISCONSIN
GENERAL OBLIGATION BONDS OF 2000, SERIES A

Dated: March 15, 2000

Due: May 1, as shown below

- Ratings AA+ Fitch IBCA, Inc.
Aa2 Moody's Investors Service, Inc.
AA Standard & Poor's Ratings Services
Tax Exemption Interest on the Bonds is, for federal income tax purposes, excluded from gross income and is not an item of tax preference but is subject to State of Wisconsin income and franchise taxes-See pages 8-10.
Redemption Bonds maturing on or after May 1, 2011 are callable at par on or after May 1, 2010-See pages 2-3. Bonds maturing on May 1, 2020 are subject to mandatory sinking fund redemption at par-See pages 2-3.
Security General obligations of the State of Wisconsin-See page 2.
Purpose Proceeds from the Bonds are being used for various governmental purposes-See page 3.
Interest Payment Dates May 1 and November 1
First Interest Payment Date November 1, 2000
Denominations \$5,000
Closing/Settlement March 28, 2000
Bond Counsel Foley & Lardner
Registrar/Paying Agent State Treasurer
Issuer Contact Wisconsin Capital Finance Office-(608) 266-2305; capfin@doa.state.wi.us
Book-Entry-Only Form The Depository Trust Company-See pages 4-5.
Annual Report This Official Statement incorporates by reference Parts II and III of the State of Wisconsin Continuing Disclosure Annual Report, dated December 23, 1999.

The Bonds were sold at competitive sale on March 7, 2000. The interest rates payable by the State, which are shown below, resulted from the award of the Bonds.

Table with 6 columns: CUSIP, Year (May 1), Principal Amount, Interest Rate, First Optional Redemption Date, Call Price. Rows include CUSIPs 977056 YF1 through 977056 ZA1 with corresponding maturity years and call prices.

Purchase Price: \$150,656,705.00

(a) This maturity is a term bond. For a schedule of the installment payments, see "THE BONDS; Redemption Provisions; Mandatory Sinking Fund Redemption" herein.

No dealer, broker, sales representative or other person has been authorized to give any information or to make any representations other than as contained in this Official Statement, and if given or made, such other information or representations must not be relied upon. 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 Bonds by any person in any jurisdiction in which it is unlawful for such person to make such offer, solicitation or sale. The information and expressions of opinion herein are subject to change without notice, and neither the delivery of this Official Statement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the State of Wisconsin or other matters contained herein since the date hereof.

The issuer is the author of this Official Statement and is responsible for its accuracy and completeness. The Underwriter is not the author of this Official Statement. In accordance with its responsibilities under federal securities laws, the Underwriter is required to review the information in this Official Statement and must have a reasonable basis for its belief in the accuracy and completeness of the Official Statement’s key representations.

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STATE OFFICIALS PARTICIPATING IN THE ISSUANCE AND SALE OF THE BONDS

BUILDING COMMISSION MEMBERS

Voting Members	Term of Office Expires
Governor Tommy G. Thompson, Chairperson	January 6, 2003
Senator Fred A. Risser, Vice-Chairperson	January 8, 2001
Senator Carol Roessler	January 8, 2001
Senator Robert Wirch	January 8, 2001
Representative Timothy Hoven	January 8, 2001
Representative Robert Turner	January 8, 2001
Representative Daniel Vrakas	January 8, 2001
Mr. Bryce Styza, Citizen Member	At the pleasure of the Governor
Nonvoting, Advisory Members	
Mr. George Lightbourn, Secretary Department of Administration	At the pleasure of the Governor
Mr. Adel Tabrizi, State Chief Engineer Department of Administration	—
Mr. Wilbert King, State Chief Architect Department of Administration	—
Building Commission Secretary	
Mr. Robert Brandherm (also serves as Administrator, Division of Facilities Development of the Department of Administration)	At the pleasure of the Building Commission and Secretary of Administration

OTHER PARTICIPANTS

Mr. Jack C. Voight State Treasurer	January 6, 2003
Mr. James E. Doyle State Attorney General	January 6, 2003

DEBT MANAGEMENT AND DISCLOSURE

Department of Administration
Capital Finance Office
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101 E. Wilson Street, 10th Floor
Madison, WI 53707-7864
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capfin@doa.state.wi.us

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Assistant Capital Finance Director
(608) 267-7399
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Mr. David R. Erdman
Capital Finance Officer
(608) 267-0374
david.erdman@doa.state.wi.us

As of the date of this Official Statement, additional information about the State of Wisconsin can be found on the world wide web at:

badger.state.wi.us

(The additional information, however, is not part of this Official Statement.)

SUMMARY DESCRIPTION OF BONDS

Selected information is presented on this page for the convenience of the user. To make an informed decision regarding the Bonds, a prospective investor should read the entire Official Statement.

Description:	State of Wisconsin General Obligation Bonds of 2000, Series A
Principal Amount:	\$150,000,000
Denominations:	\$5,000 and integral multiples
Date of Issue:	March 15, 2000
Record Date:	April 15 and October 15
Interest Payment:	May 1 and November 1, commencing November 1, 2000
Maturities:	May 1, 2001–2018 and 2020— <i>See cover</i>
Redemption:	<i>Optional</i> — Bonds maturing on or after May 1, 2011 are subject to optional redemption at par beginning May 1, 2010— <i>See page 2</i> <i>Mandatory Sinking Fund</i> — Bonds maturing May 1, 2020 are subject to mandatory sinking fund redemption at par— <i>See page 2</i>
Form:	Book-entry-only— <i>See pages 4-5</i>
Paying Agent:	All payments of principal and interest on the Bonds will be paid by the State Treasurer. All payments will be made to The Depository Trust Company, which will distribute payments to Beneficial Owners as described herein.
Security:	The Bonds are general obligations. As of December 1, 1999, there were \$3,743,065,380 of outstanding general obligations of the State.
Additional General Obligation Debt:	The State may issue additional general obligation debt.
Authority for Issuance:	The Bonds are issued under Article VIII of the Wisconsin Constitution and Chapters 18 and 20 of the Wisconsin Statutes.
Purpose:	Acquisition, construction, development, extension, enlargement or improvement of land, water, property, highways, buildings, equipment, or facilities for public purposes.
Legality of Investment:	State law provides that the Bonds are legal investments for all banks, trust companies, savings banks and institutions, building and loan associations, savings and loan associations, credit unions, investment companies, and other persons or entities carrying on a banking business; for all executors, administrators, guardians, trustees, and other fiduciaries; and for the State and all public officers, municipal corporations, political subdivisions, and public bodies.
Tax Exemption:	Not included in gross income and not an item of tax preference for federal income tax purposes— <i>See pages 8-10</i> Subject to State of Wisconsin income and franchise taxes— <i>See pages 8-10</i>
Legal Opinion:	Validity and tax opinion to be provided by Foley & Lardner— <i>See page C-1</i>

OFFICIAL STATEMENT
\$150,000,000
STATE OF WISCONSIN
GENERAL OBLIGATION BONDS OF 2000, SERIES A

INTRODUCTION

This Official Statement sets forth information concerning the \$150,000,000 General Obligation Bonds of 2000, Series A (**Bonds**) issued by the State of Wisconsin (**State**). This Official Statement includes by reference [Parts II and III](#) of the [State of Wisconsin Continuing Disclosure Annual Report, dated December 23, 1999 \(1999 Annual Report\)](#).

The Bonds are authorized pursuant to Article VIII, Section 7 of the Wisconsin Constitution and Chapters 18 and 20 of the Wisconsin Statutes and an authorizing resolution adopted by the State of Wisconsin Building Commission (**Commission**) on February 16, 2000.

The Commission, an agency of the State, is empowered by law to authorize, issue and sell all debt obligations of the State. The Commission is assisted and staffed by the State of Wisconsin Department of Administration (**Department of Administration**).

In connection with the issuance and sale of the Bonds, the Commission has authorized the Department of Administration to prepare this Official Statement. This Official Statement contains information furnished by the State or obtained from the sources indicated.

THE STATE

The State is located in the Midwest among the northernmost tier of states. The State ranks 18th among the states in population and 26th in land area. Wisconsin attained statehood in 1848, its capital is Madison, and its largest city is Milwaukee.

Information concerning the State, its financial condition, and general obligation debt is included as [APPENDIX A](#), which includes by reference [Parts II and III](#) of the [1999 Annual Report](#).

Requests for additional information about the State may be directed to:

<i>Contact:</i>	Capital Finance Office Attn: Capital Finance Director
<i>Phone:</i>	(608) 266-2305
<i>Mail:</i>	101 East Wilson Street, FLR 10 P.O. Box 7864 Madison, WI 53707-7864
<i>E-mail:</i>	capfin@doa.state.wi.us
<i>Website:</i>	www.doa.state.wi.us/debf/scf1.htm

THE BONDS

General

The [cover of this Official Statement](#) sets forth the maturity dates, amounts, and interest rates for the Bonds.

The Bonds will be dated March 15, 2000 and will bear interest from that date payable on May 1 and November 1 of each year, beginning on November 1, 2000.

Interest on the Bonds will be computed on the basis of a 30-day month and a 360-day year. Principal of and interest on each Bond will be paid to the registered owner of the Bonds, which initially will be a nominee of The Depository Trust Company, New York, New York (DTC).

The Bonds are issued as fully registered bonds without coupons in principal denominations of \$5,000 or any integral multiple thereof.

Security

The Bonds are direct and general obligations of the State. The full faith, credit, and taxing power of the State are irrevocably pledged to the payment of the principal of and interest on the Bonds. There has been irrevocably appropriated, as a first charge upon all revenues of the State, a sum sufficient for the payment of the principal of and interest on the Bonds as the Bonds mature and become due. The Bonds are on parity with all other outstanding general obligation debt issued by the State.

Redemption Provisions

Optional Redemption

The Bonds maturing on or after May 1, 2011 are subject to optional redemption prior to their maturity date on May 1, 2010 or any date thereafter, in whole or in part in integral multiples of \$5,000, at a redemption price equal to par (100%) plus accrued interest to the date of redemption. This redemption is at the option of the Commission, and the Commission will direct the amounts and maturities of the Bonds to be redeemed.

Mandatory Sinking Fund Redemption

The Bonds due on May 1, 2020 (**2020 Term Bonds**) are subject to redemption prior to maturity at a redemption price equal to 100% of the principal amount to be redeemed, plus accrued interest to the date of redemption, from mandatory sinking fund installments which are required to be made in amounts sufficient to redeem on May 1 of each year the respective amount of the 2020 Term Bonds specified below:

Redemption Date (May 1)	Principal Amount
2019	\$10,255,000
2020 ^(a)	10,870,000

^(a) Stated Maturity

Optional redemption (or the purchase in lieu thereof) of the 2020 Term Bonds for which sinking fund installments have been established will be applied to reduce the sinking fund installments established for the 2020 Term Bonds so redeemed or purchased in such manner as the Commission will direct.

Selection of Bonds

If the Bonds are in book-entry-only form and less than all of a particular maturity are to be redeemed, selection of the actual purchasers of the Bonds affected thereby will be made solely by the securities depository and its participants in accordance with their then prevailing rules. See

“**THE BONDS; Book-Entry-Only Form**”. If the Bonds are in certificated form and less than all of a particular maturity are to be redeemed, selection will be by lot.

Notice of Redemption

So long as the Bonds are in book-entry-only form, a notice of the redemption of any of said Bonds will be sent to the securities depository not less than 30 days and not more than 45 days prior to the date of redemption. A notice of redemption may be revoked by sending notice to the securities depository not less than 15 days prior to the proposed date of redemption.

In the event that the Bonds are outstanding in certificated form, a notice of the redemption of any of the Bonds will be published at least once at least 30 and not more than 45 days prior to the date of redemption in a financial newspaper published or circulated in New York, New York. The notice will also be mailed, postage prepaid, at least 30 and not more than 45 days prior to the date of redemption to the registered owners of any Bonds to be redeemed, but such mailing will not be a condition precedent to such redemption and failure to mail any such notice will not affect the validity of any proceedings for the redemption of the Bonds. A notice of redemption may be revoked by publication of a notice not less than 15 days prior to the proposed date of redemption in a financial newspaper published or circulated in New York, New York. The notice of revocation will also be mailed, postage prepaid, not less than 15 days prior to the proposed redemption date to the registered owners of any Bonds to have been redeemed, but such mailing will not be a condition precedent to such revocation and failure to mail such notice will not affect the validity of such revocation.

Interest on any Bond so called for prior redemption will cease to accrue on the redemption date provided payment thereof has been duly made or provided for.

Application of Bond Proceeds

The Wisconsin Statutes authorize the issuance and sale of public debt to acquire, construct, develop, extend, enlarge, or improve land, waters, property, highways, buildings, equipment, or facilities. The Wisconsin Legislature has the authority to establish the borrowing purposes and amounts for which public debt may be issued. **APPENDIX B** includes a summary of these purposes and amounts authorized and issued for each borrowing purpose. **APPENDIX B** also identifies the purposes and amounts for which the Bonds are being issued.

Bond proceeds will be deposited in the Capital Improvement Fund of the State and will be expended as costs for the various borrowing purposes are incurred. Until these expenditures are made, the Bond proceeds are invested by the State of Wisconsin Investment Board. See “STATE OF WISCONSIN INVESTMENT BOARD” in [Part II of the 1999 Annual Report](#).

Ratings

At the State’s request, several rating agencies have rated the Bonds:

<i>Rating</i>	<i>Rating Agency</i>
AA+	Fitch IBCA, Inc.
Aa2	Moody’s Investors Services
AA	Standard and Poor’s Ratings Services

Any explanation of the significance of a rating may only be obtained from the rating service furnishing that rating. There is no assurance a rating given to the Bonds will be maintained for any period of time; a rating may be lowered or withdrawn entirely by the rating service if in its

judgment circumstances so warrant. Any downgrade or withdrawal of a rating may have an adverse effect on the market price of the Bonds.

Book-Entry-Only Form

DTC will act as securities depository for the Bonds. The Bonds will be issued as fully registered securities, registered in the name of Cede & Co. (DTC's partnership nominee). One fully registered bond will be issued for each maturity of the Bonds as set forth on the front cover, each in the principal amount of such maturity, and deposited with DTC.

DTC 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, as amended. DTC holds securities that its participants (**Direct Participants**) deposit with DTC. DTC also facilitates the settlement among Direct Participants of securities transactions, such as transfers and pledges, in deposited securities through electronic computerized book-entry changes in Direct Participants' accounts, thereby eliminating the need for physical movement of securities certificates. Direct Participants include securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is owned by a number of its Direct Participants and by the New York Stock Exchange, Inc., the American Stock Exchange, Inc., and the National Association of Securities Dealers, Inc. Access to the DTC system is also available to others such as securities brokers and dealers, banks, and trust companies that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly (**Indirect Participants**) (the Indirect Participants and Direct Participants are collectively referred to as **Participants**). The Rules applicable to DTC and its Participants are on file with the Securities and Exchange Commission.

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

To facilitate subsequent transfers, all Bonds deposited by Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co. The deposit of the Bonds with DTC and their registration in the name of Cede & Co. effect no change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such Bonds are credited, which may or may not be the Beneficial Owners. The 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 Cede & Co. If less than all of the Bonds are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant to be redeemed.

Neither DTC nor Cede & Co. will consent or vote with respect to the Bonds. Under its usual procedures, DTC mails an Omnibus Proxy to the State as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Principal and interest payments on the Bonds will be made to DTC by the State Treasurer. DTC's practice is to credit Direct Participants' accounts on the payable date in accordance with their respective holdings shown on DTC's records unless DTC has reason to believe that it will not receive payment on the payable date. 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 the State or DTC, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal and interest to DTC is the responsibility of the State, disbursement of such payments to Direct Participants shall be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners shall be the responsibility of Direct and Indirect Participants.

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

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

The information in this section concerning DTC and DTC's book-entry system has been obtained from DTC; the State takes no responsibility for its accuracy.

No assurance can be given by the State that DTC, Direct Participants and Indirect Participants will promptly transfer payments or notices received with respect to the Bonds. The State assumes no liability for the failure of DTC, Direct Participants or Indirect Participants to transfer to the Beneficial Owner payments or notices received with respect to the Bonds.

Similarly, no assurance can be given by the State that DTC will abide by its procedures or that such procedures will not be changed from time to time. In the event that a successor securities depository is designated, it may establish different procedures.

Registration and Payment of Bonds

So long as the Bonds are in book-entry-only form, payment of principal due on the Bonds shall be made by wire transfer to the securities depository or its nominee upon the presentation and surrender of the Bonds at the principal office of the State Treasurer, which shall be the Registrar and Paying Agent on the Bonds. Payment of interest due on the Bonds shall be made by wire transfer to the securities depository or its nominee shown in the registration books at the close of business on the 15th day (whether or not a business day) of the calendar month next preceding that interest payment date (**Record Date**).

When in certificated form, payment of principal due on the Bonds shall be made by check or draft issued upon the presentation and surrender of the Bonds at the principal office of the Paying

Agent. Payment of interest due on the Bonds shall be made by check or draft mailed to the registered owner shown in the registration books on the Record Date.

OTHER INFORMATION

Limitations on Issuance of General Obligations

All general obligations issued by the State fall within a debt limit set forth in the Wisconsin Constitution and Statutes. There is an annual limit of three-quarters of one percent, and a cumulative limit of five percent, of the aggregate value of all taxable property in the State. The annual limit is currently \$1,999,256,351. A refunding bond issue does not count for purposes of the annual debt limit or the cumulative debt limit. Accrued interest on any obligation that is not paid during the fiscal year that it accrues is treated as debt and taken into account for purposes of the debt limitations.

Borrowing Plans for 2000

General Obligations

This is the first series of general obligation bonds to be issued in this calendar year. The Commission has authorized up to \$35 million of tax-exempt general obligation bonds to fund veterans housing loans. The competitive sale of these tax-exempt general obligation bonds depends on the funding needs of the veterans housing loan program.

In addition, the State expects the following general obligations to be issued this calendar year:

- Additional general obligations in the form of fixed-rate bonds or variable-rate notes in the third quarter for general governmental purposes.
- Taxable or tax-exempt general obligation bonds in the second and fourth quarters to fund veterans housing loans.
- General obligation subsidy bonds for the Environmental Improvement Fund, which provides funds for the Clean Water Fund Loan Program.

Other Obligations

The State has also authorized \$188 million of transportation revenue bonds for the refunding of outstanding transportation revenue commercial paper notes. This authorization is required pursuant to a credit agreement with the banks providing a letter of credit for security on the transportation revenue commercial paper notes. At this time, the State does not intend to refund the currently outstanding transportation revenue commercial paper notes. The State expects to issue transportation revenue bonds or variable-rate notes in the third quarter of this calendar year to fund projects in the transportation revenue bond program.

The State may issue clean water revenue bonds in the fourth quarter of this calendar year to fund loans under the Environmental Improvement Fund.

The State expects to issue master lease certificates of participation in the second quarter of this calendar year.

The State may issue operating notes in the second quarter of this calendar year.

Underwriting

The Bonds were purchased at competitive bidding on March 7, 2000 by Merrill Lynch & Co. (**Underwriter**).

The Underwriter paid \$150,656,705.00, resulting in a true interest cost rate to the State of 5.5535%.

Reference Information About the Bonds

The tables below and **on the front cover** include information about the Bonds and are provided for reference. The CUSIP number for each maturity has been obtained from sources believed to be reliable, but the State is not responsible for the correctness of the CUSIP numbers. The Underwriter has provided the reoffering yields and prices to allow the computation of yield for federal tax law compliance. The price at issuance is the lower of the price to maturity or the price to call.

\$150,000,000
State of Wisconsin
General Obligation Bonds of 2000, Series A

Dated Date: March 15, 2000
First Interest Date: November 1, 2000
Issuance Date: March 28, 2000

<u>CUSIP</u>	<u>Year (May 1)</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>Yield at Issuance</u>	<u>Price at Issuance</u>	<u>First Optional Redemption Date</u>	<u>Call Price</u>
977056 YF1	2001	\$5,335,000	5.00%	4.225%	100.814%	Not Callable	-
977056 YG9	2002	5,560,000	5.50	4.740	101.491	Not Callable	-
977056 YH7	2003	5,815,000	5.25	4.800	101.274	Not Callable	-
977056 YJ3	2004	6,095,000	5.50	4.900	102.195	Not Callable	-
977056 YK0	2005	6,395,000	5.50	5.030	102.083	Not Callable	-
977056 YL8	2006	6,410,000	5.50	5.110	102.014	Not Callable	-
977056 YM6	2007	6,740,000	5.50	5.160	101.992	Not Callable	-
977056 YN4	2008	7,090,000	5.75	5.210	103.522	Not Callable	-
977056 YP9	2009	7,460,000	5.50	5.250	101.783	Not Callable	-
977056 YQ7	2010	7,855,000	5.50	5.300	101.542	Not Callable	-
977056 YR5	2011	6,565,000	5.50	5.350	101.152 ^(b)	5/1/2010	100%
977056 YS3	2012	6,920,000	5.50	5.400	100.764 ^(b)	5/1/2010	100
977056 YT1	2013	7,305,000	5.50	5.500	100.000	5/1/2010	100
977056 YU8	2014	7,715,000	5.50	5.560	99.413	5/1/2010	100
977056 YV6	2015	8,160,000	5.60	5.630	99.691	5/1/2010	100
977056 YW4	2016	8,635,000	5.60	5.680	99.157	5/1/2010	100
977056 YX2	2017	9,140,000	5.70	5.730	99.669	5/1/2010	100
977056 YY0	2018	9,680,000	5.75	5.780	99.659	5/1/2010	100
977056 ZA1	2020 ^(a)	21,125,000	5.75	5.830	99.054	5/1/2010	100

^(a) This maturity is a term bond. For a schedule of the installment payments, see "THE BONDS; Redemption Provisions; Mandatory Sinking Fund Redemption" herein.

^(b) These bonds are priced to the May 1, 2010 call date.

Legal Investment

State law provides that the Bonds are legal investments for the following:

- banks, trust companies, savings banks and institutions, building and loan associations, savings and loan associations, credit unions, investment companies, and other persons or entities carrying on a banking business.
- executors, administrators, guardians, trustees, and other fiduciaries.
- the State and all public officers, municipal corporations, political subdivisions, and public bodies.

Legal Opinion

Legal matters incident to the authorization, issuance and sale of the Bonds are subject to the approval of Foley & Lardner (**Bond Counsel**). Bond Counsel will deliver an approving opinion with delivery of the Bonds, in substantially the form shown in **APPENDIX C**. In the event certificated Bonds are issued, the opinion will be printed on the reverse side of each Bond.

As required by law, the Attorney General will examine a certified copy of all proceedings leading to issuance of the Bonds. The Attorney General will deliver an opinion on the regularity and validity of the proceedings. In the event certificated Bonds are issued, a certificate of the Attorney General will be printed on the reverse side of each Bond.

Tax Exemption

In the opinion of Bond Counsel, under existing law, the interest on the Bonds is excluded from gross income for federal income tax purposes and the interest on the Bonds is not an item of tax preference for purposes of the federal alternative minimum tax imposed on all taxpayers; it should be noted, however, that with respect to certain corporations (as defined for federal income tax purposes), such interest is taken into account in determining adjusted current earnings for the purpose of computing the alternative minimum tax imposed on such corporations.

The opinions set forth in the preceding paragraph are subject to the condition that the State comply with all requirements of the Internal Revenue Code of 1986, as amended (**Code**), and other federal tax legislation that must be satisfied subsequent to the issuance of the Bonds in order that interest thereon be, or continue to be, excluded from gross income for federal income tax purposes. The State has covenanted to comply with each such requirement to the extent it may lawfully do so. Failure to comply with certain of such requirements may cause interest on the Bonds to be includable in gross income for federal income tax purposes retroactively to the date of issuance of the Bonds. Bond Counsel expresses no opinion regarding other federal tax consequences arising with respect to the Bonds. The proceedings authorizing the Bonds do not provide for an increase in interest rates or a redemption of the Bonds in the event of taxability.

In the opinion of Bond Counsel, under existing law, the original issue discount in the selling price of each Bond maturing May 1, 2014 through 2018 and 2020 (**Discount Bonds**), to the extent properly allocable to each owner of a Discount Bond, is excluded from gross income for federal income tax purposes to the same extent that any interest payable on such Discount Bond is or would be excluded from gross income for federal income tax purposes. The original issue discount is the excess of the stated redemption price at maturity of a Discount Bond over the initial offering price to the public, excluding underwriters or other intermediaries, at which price a substantial amount of such Discount Bonds were sold (**Issue Price**).

Under Section 1288 of the Code, original issue discount on Discount Bonds accrues on a compound interest basis. The amount of original issue discount that accrues to an owner of a Discount Bond during any accrual period generally equals (i) the Issue Price of such Discount Bond plus the amount of original issue discount accrued in all prior accrual periods multiplied by (ii) the yield to maturity of such Discount Bond (determined on the basis of compounding at the close of each accrual period and properly adjusted for the length of each accrual period), less (iii) any interest payable on such Discount Bond during such accrual period.

The amount of original issue discount so accrued in a particular accrual period will be considered to be received ratably on each day of the accrual period and will increase the owner's tax basis in such Discount Bond. The adjusted tax basis in a Discount Bond will be used to determine taxable

gain or loss upon a disposition (for example, upon a sale, exchange, redemption, or payment at maturity) of such Discount Bond.

Owners of Discount Bonds who did not purchase such Discount Bonds in the initial offering at the Issue Price should consult their own tax advisors with respect to the tax consequences of owning such Discount Bond.

Owners of Discount Bonds should consult their own tax advisors with respect to the state and local tax consequences of holding such Discount Bonds. It is possible that under the applicable provisions governing the determination of state and local taxes, accrued original issue discount on the Discount Bonds may be deemed to be received in the year of accrual, even though there will not be a corresponding cash payment until a later year.

Each Bond maturing May 1, 2001 through 2012 (**Premium Bonds**) has an issue price that is greater than the amount payable at maturity of such Bond.

Any Premium Bond purchased in the initial offering at the issue price will have “amortizable bond premium” within the meaning of Section 171 of the Code. An owner of a Premium Bond that has amortizable bond premium is not allowed any deduction for the amortizable bond premium. During each taxable year, such an owner must reduce his or her tax basis in such Premium Bond by the amount of the amortizable bond premium that is allocable to the portion of such taxable year during which the owner owned such Premium Bond. The adjusted tax basis in a Premium Bond will be used to determine taxable gain or loss upon a disposition (for example, upon a sale, exchange, redemption, or payment at maturity) of such Premium Bond.

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

The Code contains numerous provisions that could affect the economic value of the Bonds to particular Bond owners. The following are some examples:

- Section 265 of the Code denies a deduction for interest on any indebtedness incurred or continued to purchase or carry the Bonds or, in the case of financial institutions, a portion of an owner’s interest expense allocable to interest on the Bonds.
- Property and casualty insurance companies will be required in each taxable year to reduce the amount of their deductible losses by 15% of the amount of tax-exempt interest received or accrued during such taxable year, including interest on the Bonds, and life insurance companies are subject to similar provisions under which taxable income is increased by reason of receipt or accrual of tax-exempt interest.
- Interest on the Bonds earned by certain foreign corporations doing business in the United States could be subject to a branch profits tax imposed by Section 884 of the Code.
- Passive investment income, including interest on the Bonds, may be subject to federal income taxation under Section 1375 of the Code for S corporations that have Subchapter C earnings and profits at the close of the taxable year if greater than 25% of the gross receipts of the S corporation is passive investment income.
- Section 86 of the Code requires certain recipients of social security and railroad retirement benefits to include a portion of such benefits in gross income by reason of receipt or accrual of interest on the Bonds.

- A portion of the original issue discount that accrues in each year to an owner of a Discount Bond may result in collateral federal income tax consequences similar to the consequences of receipt of interest on the Bonds and may result in tax liability in the year of accrual, even though the owner of the Discount Bond will not receive a corresponding cash payment until a later year.

This section does not present an exhaustive discussion of collateral tax consequences arising from ownership of the Bonds. There may be other provisions of the Code that could adversely affect the value of an investment in the Bonds for particular owners of Bonds. Investors should consult their own tax advisors with respect to the tax consequences of owning a Bond.

Interest on the Bonds is subject to State of Wisconsin income and franchise taxes. Investors should consult their own tax advisors with respect to the state and local tax consequences of owning a Bond.

CONTINUING DISCLOSURE

The State has made an undertaking, for the benefit of the beneficial owners of the Bonds, to provide an annual report, providing certain financial information and operating data relating to the State (**Annual Reports**), not later than 180 days following the close of the State's fiscal year, to each nationally recognized municipal securities information repository (**NRMSIR**) and to the state information depository (**SID**), if any, and to provide notices of occurrence of certain events specified in the Rule to each NRMSIR or the Municipal Securities Rulemaking Board (**MSRB**) and the SID, if any. As of the date of this Official Statement, no SID has been established.

Copies of the Annual Reports and notices may be obtained from:

State of Wisconsin Capital Finance Office
Department of Administration
101 East Wilson Street
P.O. Box 7864
Madison, WI 53707-7864
capfin@doa.state.wi.us

www.doa.state.wi.us/debf/scfl.htm

The undertaking also describes the consequences of any failure to provide the required information. The undertaking requires that a failure to provide the required information must be reported to the NRMSIRs or the MSRB, and to any SID. In the last five years, there has been no failure to comply in any material respect with a similar undertaking by the State.

Certain statements in this Official Statement involve matters of opinion or estimates and are not intended as representations of fact. The quotations, summaries and explanations of laws, resolutions, judicial decisions, and administrative regulations in this Official Statement do not purport to be complete and are qualified by reference to the complete text of such documents. Material referred to in this Official Statement, including information available on the world wide web, is not part of this Official Statement unless expressly included. The availability of information on the world wide web may change after the date of this Official Statement. This Official Statement is not a contract or agreement between the State and the purchasers or owners of any of the Bonds.

This Official Statement is submitted only in connection with the sale of the Bonds by the State and may not be reproduced or used in whole or in part for any other purpose, except with express permission.

Dated: March 7, 2000

STATE OF WISCONSIN

/s/ TOMMY G. THOMPSON

Governor Tommy G. Thompson, Chairperson
State of Wisconsin Building Commission

/s/ GEORGE LIGHTBOURN

George Lightbourn, Secretary
State of Wisconsin Department of Administration

/s/ ROBERT BRANDHERM

Robert Brandherm, Secretary
State of Wisconsin Building Commission

Appendix A

INFORMATION ABOUT THE STATE

This appendix includes information concerning the State of Wisconsin (**State**). [Parts II and III of the State of Wisconsin Continuing Disclosure Annual Report, dated December 23, 1999 \(1999 Annual Report\)](#) are included by reference as part of this APPENDIX A.

[Part II to the 1999 Annual Report](#) contains general information about the State. More specifically, that part presents information on the following matters:

- State's operations and financial procedures
- State's accounting and financial reporting
- Organization and description of services provided by the State
- Results of fiscal year 1998-99
- State budget
- Obligations of the State
- State Investment Board
- Statistical information about the State's population, income and employment

Included as [APPENDIX A to Part II](#) are the audited general purpose financial statements for the fiscal year ending June 30, 1999, prepared in conformity with generally accepted accounting principles (**GAAP**) for governments as prescribed by the Government Accounting Standards Board, and the State Auditor's report.

[Part III to the 1999 Annual Report](#) contains information concerning general obligations issued by the State. That part presents a discussion of the security provisions for general obligation debt (including the flow of funds to pay debt service on general obligations), data pertaining to the State's outstanding general obligation debt, and the portion of general obligation debt which is revenue-supported general obligation debt.

The 1999 Annual Report has been filed with each nationally recognized municipal securities information repository (**NRMSIR**). As of the date of this Official Statement, the 1999 Annual Report can be found on the world wide web at:

www.doa.state.wi.us/debf/capfin/annreport/99condis.htm

After publication and filing of the 1999 Annual Report, certain changes or events have occurred that affect items discussed in the 1999 Annual Report. Listed below, by reference to particular sections of the 1999 Annual Report, are changes or additions to the discussion contained in those particular sections. Many of the following changes have not been filed with the NRMSIRs. However, the State has filed, and expects to continue to file, certain informational notices with the NRMSIRs. These informational notices do not constitute listed material events under the State's Master Agreement on Continuing Disclosure.

State Budget (page 34). Add the following:

On January 24, 2000, the Legislative Fiscal Bureau provided revised general-fund estimates for the 1999-2000 and 2000-2001 fiscal years, taking into account economic forecasts and actual tax collections and expenditures. The revised estimates show the following differences from

estimates used in the 1999-2001 biennial budget and the sales tax rebate signed into law on November 16, 1999:

- 1999-2000 general-fund tax collections are now estimated to be \$145.3 million greater at \$10.793 billion.
- 2000-2001 general-fund tax collections are now estimated to be \$271.9 million greater at \$10.599 billion.
- Departmental revenues (non-tax receipts) are now estimated to be \$25.5 million lower.
- Net expenditures are now estimated to be \$27.6 million greater.

Potential Effect of Litigation; Assessment of Taxes for Railroads (page 37). Amend with the following:

Recently, the Wisconsin Court of Appeals decided against the State in this case. As a result, the State is presently exposed to a liability of approximately \$22 million. This liability will be payable, with interest, unless this case is reversed on the appeal that the State will make to the Wisconsin Supreme Court.

Table II-5; State Budget–All Funds (Page 35). Replace the table with the following, which now reflects the Governor’s actions on the biennial budget:

State Budget–All Funds^(a)

	Actual ^(b) 1998-99	Budget 1998-99	Budget 1999-2000	Budget 2000-2001
RECEIPTS				
Fund Balance from Prior Year.....	\$ 552,311,000	\$ 352,243,400	\$ 701,293,000	\$ 550,993,800
Tax Revenue				
Individual Income.....	5,162,239,000	5,052,400,000	5,795,065,000	5,343,763,400 ^(c)
General Sales and Use.....	3,284,695,000	3,134,030,000	3,443,143,500	3,623,801,900
Corporate Franchise and Income.....	635,203,000	654,700,000	645,703,200	639,562,400 ^(d)
Public Utility.....	287,085,000	272,600,000	244,105,000	219,950,000 ^(e)
Excise				
Cigarette/Tobacco Products.....	266,817,000	268,900,000	247,575,000	242,600,000 ^(f)
Liquor and Wine.....	32,941,000	32,300,000	33,000,000	33,500,000
Malt Beverage.....	9,163,000	9,500,000	9,300,000	9,300,000
Inheritance, Estate & Gift.....	116,898,000	55,000,000	90,000,000	70,000,000 ^(g)
Insurance Company.....	97,045,000	95,000,000	84,000,000	86,000,000
Other.....	1,089,833,000 ^(h)	88,237,500 ^(h)	56,113,400 ^(h)	58,613,400 ^(h)
Subtotal.....	10,981,919,000	9,662,667,500	10,648,005,100	10,327,091,100
Nontax Revenue				
Departmental Revenue.....	\$ 158,390,000	\$ 151,226,600	\$ 252,555,800	\$ 182,585,200
Tobacco Settlement.....	NA	NA	185,031,900	148,984,800
Total Federal Aids.....	3,774,415,000	4,339,196,600	5,073,553,400	4,677,447,800
Total Program Revenue.....	2,358,405,000	2,353,325,400	2,647,370,200	2,720,533,400
Total Segregated Funds.....	3,542,902,000	2,229,010,500	2,275,227,200	2,290,799,300
Fund Transfers In.....	NA	NA	64,000,000	NA
Bond Authority.....	490,003,000	430,000,000	458,000,000	400,000,000
Employee Benefit Contributions ⁽ⁱ⁾	6,794,183,000	4,840,878,164	6,612,282,700	7,051,394,300
Subtotal.....	17,118,298,000	14,343,637,264	17,568,021,200	17,471,744,800
Total Available.....	\$ 28,652,528,000	\$ 24,358,548,164	\$ 28,917,319,300	\$ 28,349,829,700
DISBURSEMENTS AND RESERVES				
Commerce.....	\$ 367,656,000	\$ 390,029,300	\$ 416,377,800	\$ 417,404,800
Education.....	7,537,266,000	7,332,883,400	7,857,071,000	8,211,025,300
Environmental Resources.....	2,494,198,000	2,183,076,800	2,480,489,400	2,427,967,200
Human Relations and Resources.....	6,579,235,000	6,120,171,500	6,841,230,700	6,695,265,900
General Executive.....	3,283,685,000	613,160,900	672,909,000	668,691,900
Judicial.....	95,431,000	90,209,800	101,242,400	101,739,000
Legislative.....	58,081,000	55,994,700	60,239,300	58,829,900
General Appropriations.....	2,547,602,000	2,012,329,700	2,882,274,900	2,168,380,400
General Obligation Bond Program.....	401,345,000	430,000,000	458,000,000	400,000,000
Employee Benefit Payments ⁽ⁱ⁾	1,934,678,000	2,019,386,350	2,504,993,800	2,695,311,400
Reserve for Employee Benefit Payments ⁽ⁱ⁾	4,859,505,000	2,821,491,814	4,107,288,900	4,356,082,900
Subtotal.....	30,158,682,000	24,068,734,264	28,382,117,200	28,200,698,700
Less: (Lapses).....	NA	(60,255,000)	(95,891,700)	(118,987,100)
Compensation Reserves.....	NA	66,338,400	56,100,000	117,750,000
Required Statutory Balance.....	NA	99,426,600	113,717,800	134,139,300
Fund Transfers Out.....	NA	166,108,600	23,500,000	NA
Other.....	NA	NA	500,000	NA
Change in Continuing Balance.....	(2,218,980,000)	NA	NA	NA
Total Disbursements & Reserves.....	\$ 27,939,702,000	\$ 24,340,352,864	\$ 28,480,043,300	\$ 28,333,600,900
Fund Balance.....	\$ 712,826,000	\$ 18,195,300	\$ 437,276,000	\$ 16,228,800
Undesignated Balance.....	\$ 701,293,000	\$ 117,621,900	\$ 550,993,800	\$ 150,368,100

(a) The amounts shown are based on statutorily required accounting and not on GAAP.

(b) The amounts shown are unaudited and rounded to the nearest thousand.

(c) The decrease results from budgeted tax reductions becoming effective.

(d) The decrease results from budgeted tax changes that produce one-time effects in the first fiscal year.

(e) The decrease results from the continued effect of prior years tax changes.

(f) The decrease results from an anticipated decline in consumption.

(g) The decrease results from an expected one-time collection in the 1999-2000 fiscal year.

(h) The budgets do not include taxes collected for segregated funds. The largest such tax is the motor fuel tax. The State collected \$797 million of motor fuel taxes in the 1998-99 fiscal year. The 1998-99 budget includes revenues expected to be collected from a tax amnesty program.

(i) State law separates the accounting of employee benefits from the budget. They are included for purposes of comparability to the figures presented in this table and Tables II-1 and II-2 in the 1999 Annual Report.

Source: Wisconsin Department of Administration.

Table II-6; State Budget–General Fund (Page 36). Replace the table with the following, which now reflects the Governor’s actions on the biennial budget:

State Budget–General Fund^(a)

	Actual ^(b) 1998-99	Budget 1998-99	Budget 1999-2000	Budget 2000-2001
RECEIPTS				
Fund Balance from Prior Year.....	\$ 552,311,000	\$ 352,243,400	\$ 701,293,000	\$ 550,993,800
Tax Revenue				
State Taxes Deposited to General Fund				
Individual Income.....	5,162,239,000	5,052,400,000	5,795,065,000	5,343,763,400 ^(c)
General Sales and Use.....	3,284,695,000	3,134,030,000	3,443,143,500	3,623,801,900
Corporate Franchise and Income.....	635,203,000	654,700,000	645,703,200	639,562,400 ^(d)
Public Utility.....	287,085,000	272,600,000	244,105,000	219,950,000 ^(e)
Excise				
Cigarette/Tobacco Products.....	266,817,000	268,900,000	247,575,000	242,600,000 ^(f)
Liquor and Wine.....	32,941,000	32,300,000	33,000,000	33,500,000
Malt Beverage.....	9,163,000	9,500,000	9,300,000	9,300,000
Inheritance, Estate & Gift.....	116,898,000	55,000,000	90,000,000	70,000,000 ^(g)
Insurance Company.....	97,045,000	95,000,000	84,000,000	86,000,000
Other.....	69,243,000	88,237,500 ^(h)	56,113,400	58,613,400
Subtotal.....	9,961,329,000	9,662,667,500	10,648,005,100	10,327,091,100
Nontax Revenue				
Departmental Revenue.....	158,390,000	151,226,600	\$ 252,555,800	\$ 182,585,200
Tobacco Settlement.....	NA	NA	185,031,900	148,984,800
Program Revenue-Federal.....	3,774,415,000	3,929,984,000	4,450,884,500	4,105,179,800
Program Revenue-Other.....	2,358,405,000	2,353,325,400	2,647,370,200	2,720,533,400
Fund Transfers In.....	NA	NA	64,000,000	NA
Subtotal.....	6,291,210,000	6,434,536,000	7,599,842,400	7,157,283,200
Total Available.....	\$ 16,804,850,000	\$ 16,449,446,900	\$ 18,949,140,500	\$ 18,035,368,100
DISBURSEMENTS AND RESERVES				
Commerce.....	\$ 199,054,000	\$ 195,817,600	216,422,000	221,753,100
Education.....	7,228,129,000	7,185,455,400	7,795,022,700	8,151,560,200
Environmental Resources.....	244,061,000	239,024,700	258,472,200	260,085,700
Human Relations and Resources.....	5,829,545,000	6,013,539,700	6,676,189,200	6,505,112,000
General Executive.....	523,088,000	533,306,400	633,904,200	568,969,200
Judicial.....	95,074,000	89,565,900	100,584,600	101,081,200
Legislative.....	58,081,000	55,994,700	60,239,300	58,829,900
General Appropriations.....	1,921,555,000	1,846,928,600	2,673,104,200	2,018,845,800
Subtotal.....	16,098,587,000	16,159,633,000	18,413,938,400	17,886,237,100
Less: (Lapses).....	NA	(60,255,000)	(95,891,700)	(118,987,100)
Compensation Reserves.....	NA	66,338,400	56,100,000	117,750,000
Required Statutory Balance.....	NA	99,426,600	113,717,800	134,139,300
Fund Transfers Out.....	NA	166,108,600	23,500,000	NA
Other.....	NA	NA	500,000	NA
Changes in Continuing Balance.....	(6,563,000)	NA	NA	NA
Total Disbursements & Reserves.....	\$ 16,092,024,000	\$ 16,431,251,600	18,511,864,500	18,019,139,300
Fund Balance.....	\$ 712,826,000	\$ 18,195,300	\$ 437,276,000	\$ 16,228,800
Undesignated Balance.....	\$ 701,293,000	\$ 117,621,900	\$ 550,993,800	\$ 150,368,100

- (a) The amounts shown are based on statutorily required accounting and not on GAAP.
- (b) The amounts shown are unaudited and rounded to the nearest thousand.
- (c) The decrease results from budgeted tax reductions becoming effective.
- (d) The decrease results from budgeted tax changes that produce one-time effects in the first fiscal year.
- (e) The decrease results from the continued effect of prior years tax changes.
- (f) The decrease results from an anticipated decline in consumption.
- (g) The decrease results from an expected one-time collection in the 1999-2000 fiscal year.
- (h) The 1998-99 budget included revenues expected to be collected from a tax amnesty program.

Source: Wisconsin Department of Administration.

Appendix B

STATE OF WISCONSIN GENERAL OBLIGATION ISSUANCE STATUS REPORT December 1, 1999

Program Purpose	Legislative Authorization	General Obligations Issued to Date	Interest Earnings^(a)	G. O. Bonds of 2000, Series A	Total Authorized Unissued Debt
University of Wisconsin; academic facilities.....	\$ 856,708,700	\$ 736,892,229	\$ 11,313,761	\$ 10,000,000	\$ 98,502,710
University of Wisconsin; self-amortizing facilities.....	513,941,400	297,327,621	1,040,535	10,460,000	205,113,244
Natural resources; Warren Knowles - Gaylord Nelson stewardship 2000 program.....	460,000,000			25,000,000	435,000,000
Natural resources; municipal clean drinking water grants.....	9,800,000	9,518,342	141,818		139,840
Clean water fund program.....	552,743,200	342,805,573		3,998,480	205,939,147
Safe drinking water loan program.....	26,210,000	12,130,000		2,001,520	12,078,480
Natural resources; nonpoint source grants.....	56,763,600	30,985,658	132,570	970,000	24,675,372
Natural resources; nonpoint source compliance.....	2,000,000	2,000,000			
Natural resources; environmental repair.....	43,000,000	19,374,900	161,017	2,580,000	20,884,083
Natural resources; urban nonpoint source cost-sharing.....	13,000,000				13,000,000
Natural resources; environmental segregated fund supported administrative facilities.....	3,050,900	136,100			2,914,800
Natural resources; segregated revenue supported dam safety projects.....	6,350,000	2,708,000		340,000	3,302,000
Natural resources; pollution abatement and sewage collection facilities, ORAP funding.....	146,850,000	145,010,325	50,000		1,789,675
Natural resources; pollution abatement and sewage collection facilities.....	902,449,800	874,069,888	18,510,235		9,869,677
Natural resources; pollution abatement and sewage collection facilities; combined sewer overflow.....	200,600,000	194,309,242	6,287,401		3,357
Natural resources; recreation projects.....	56,055,000	56,053,994	1,005		
Natural resources; local parks land acquisition and development.....	2,490,000	2,439,349	42,259		8,392
Natural resources; recreation development.....	23,061,500	22,818,110	141,227		102,163
Natural resources; land acquisition.....	45,608,600	45,115,269	491,671		1,660

GENERAL OBLIGATION ISSUANCE STATUS REPORT--CONTINUED
December 1, 1999

Program Purpose	Legislative Authorization	General Obligations Issued to Date	Interest Earnings^(a)	G. O. Bonds of 2000, Series A	Total Authorized Unissued Debt
Natural resources; Wisconsin natural areas heritage program.....	2,500,000	2,442,545	17,174		40,281
Natural resources; segregated revenue supported facilities.....	23,376,600	14,304,722	45,287	1,240,000	7,786,591
Natural resources; general fund supported administrative facilities.....	10,882,400	6,746,075	21,432	265,000	3,849,893
Natural resources; ice age trail.....	750,000				750,000
Natural resources; dam safety projects.....	5,500,000	5,367,000	49,701		83,299
Natural resources; segregated revenue supported land acquisition.....	2,500,000	2,498,446			1,554
Natural resources; Warren Knowles - Gaylord Nelson stewardship program.....	231,000,000	181,515,000	1,284,643	965,000	47,235,357
Transportation; administrative facilities.....	8,890,400	8,759,479	33,943		96,978
Transportation; accelerated bridge improvements.....	46,849,800	46,849,800			
Transportation; rail passenger route development...	50,000,000				50,000,000
Transportation; accelerated highway improvements.....	185,000,000	185,000,000			
Transportation; connecting highway improvements.....	15,000,000	15,000,000			
Transportation; federally aided highway facilities.....	10,000,000	10,000,000			
Transportation; highway projects.....	41,000,000	41,000,000			
Transportation; harbor improvements.....	22,000,000	14,135,000	232,605	35,000	7,597,395
Transportation; rail acquisitions and improvements.....	23,500,000	13,390,000		745,000	9,365,000
Corrections; correctional facilities.....	697,679,300	552,011,762	9,275,218		136,392,320
Corrections; self-amortizing facilities and equipment.....	7,337,000	975,000	99	345,000	6,016,901
Corrections; juvenile correctional facilities.....	27,726,500	25,148,556	101,839	130,000	2,346,105
Health and family services; mental health and secure treatment facilities.....	125,705,700	84,350,268	681,041	20,000,000	20,674,391

GENERAL OBLIGATION ISSUANCE STATUS REPORT—CONTINUED
December 1, 1999

Program Purpose	Legislative Authorization	General Obligations Issued to Date	Interest Earnings^(a)	G. O. Bonds of 2000, Series A	Total Authorized Unissued Debt
Agriculture; soil and water.....	6,575,000	400,000	1,248	800,000	5,373,752
Agriculture; conservation reserve enhancement..	40,000,000				40,000,000
Administration; Black Point Estate.....	1,600,000				1,600,000
Building commission; previous lease rental authority.....	143,071,600	143,068,654			2,946
Building commission; refunding corporation self-amortizing debt.....	870,000				870,000
Building commission; refunding tax-supported general obligation debt.....	2,125,000,000	1,896,403,677 ^(b)			228,596,323
Building commission; refunding self-amortizing general obligation debt.....	275,000,000	231,440,786 ^(b)			43,559,214
Building commission; housing state departments and agencies.....	328,146,600	223,504,121	1,992,401	12,000,000	90,650,078
Building commission; 1 West Wilson street parking ramp.....	15,100,000	14,805,521	294,479		
Building commission; project contingencies.....	36,188,400	16,790,000	49,699	2,000,000	17,348,701
Building commission; capital equipment acquisition.....	105,370,400	65,499,191	728,786	4,000,000	35,142,423
Building commission; discount sale of debt.....	90,000,000	65,428,484			24,571,516
Building commission; discount sale of debt (higher education bonds).....	100,000,000	99,988,833 ^(b)			11,167
Building commission; other public purposes.....	1,056,769,500	748,609,314	4,999,399	50,925,000	252,235,787
Medical College of Wisconsin, Inc.; basic science education and health information technology facilities...	10,000,000	10,000,000			
Marquette University; dental clinic and education facility..	15,000,000				15,000,000
Swiss cultural center.....	1,000,000				1,000,000
Milwaukee Police Athletic League; youth activities center.....	1,000,000				1,000,000
Technology for educational achievement in Wisconsin board; school district educational technology infrastructure financial assistance.....	100,000,000	25,135,000	314,729	300,000	74,250,271

GENERAL OBLIGATION ISSUANCE STATUS REPORT—CONTINUED
December 1, 1999

Program Purpose	Legislative Authorization	General Obligations Issued to Date	Interest Earnings^(a)	G. O. Bonds of 2000, Series A	Total Authorized Unissued Debt
Technology for educational achievement in Wisconsin board; public library educational technology infrastructure financial assistance.....	10,000,000				10,000,000
Educational communications board; educational communications facilities.....	8,658,100	7,354,539	36,946	150,000	1,116,615
Historical society; self-amortizing facilities.....	3,173,600	1,029,156	3,896		2,140,548
Historical society; historic records.....	400,000				400,000
Historical society; historic sites.....	1,839,000	1,825,756			13,244
Historical society; museum facility.....	4,384,400	4,351,000			33,400
Public instruction; state school, state center and library facilities.....	7,367,700	7,330,612	32,508		4,580
Military affairs; armories and military facilities.....	20,417,300	17,497,527	192,543	180,000	2,547,230
Veterans affairs; veterans facilities.....	10,090,100	8,543,065	50,556	175,000	1,321,479
Veterans affairs; self-amortizing mortgage loans.....	2,020,500,000	1,833,706,295	2,133,000		184,660,705
Veterans affairs; refunding bonds.....	665,000,000	632,539,245			32,460,755
Veterans affairs; self-amortizing facilities.....	15,941,000				15,941,000
State fair park board; board facilities.....	3,887,100	1,700,000		220,000	1,967,100
State fair park board; housing facilities.....	11,000,000	10,909,000		30,000	61,000
State fair park board; self-amortizing facilities.....	44,787,100	23,328,800	6,046	145,000	21,307,254
Total.....	<u>\$12,736,017,300</u>	<u>\$10,094,376,829</u>	<u>\$60,892,718</u>	<u>\$150,000,000</u>	<u>\$2,430,747,752</u>

(a) Interest earnings reduce issuance authority by the same amount.

(b) Interest scheduled to accrue on any obligation that is not payable during the current fiscal year is treated as debt and taken into account for purposes of the statutory authority to issue debt.

Source: Wisconsin Department of Administration.

Appendix C

EXPECTED FORM OF LEGAL OPINION

Upon delivery of the Bonds, it is expected that Foley & Lardner will deliver a legal opinion in substantially the following form:

(Letterhead of Foley & Lardner)

\$150,000,000

STATE OF WISCONSIN

GENERAL OBLIGATION BONDS OF 2000, SERIES A

We have acted as bond counsel in connection with the issuance by the State of Wisconsin (the "State") of its General Obligation Bonds of 2000, Series A to the amount of \$150,000,000, dated March 15, 2000 (the "Bonds"). We investigated the law and examined such certified proceedings and other papers as we deemed necessary to render this opinion.

As to questions of fact material to our opinion, we relied upon the certified proceedings and other certificates of public officials furnished to us without undertaking to verify the same by independent investigation.

We have not been engaged or undertaken to review the accuracy, completeness or sufficiency of the Official Statement or other offering material relating to the Bonds (except to the extent, if any, stated in the Official Statement), and we express no opinion relating thereto (excepting only the matters set forth as our opinion in the Official Statement). However, in connection with the rendering of our opinion as to the validity of the Bonds, nothing has come to our attention that would lead us to believe that the Official Statement (except for the financial statements and other financial or statistical data included therein, as to which we express no view), as of the date of delivery of the Bonds, contained any untrue statement of a material fact or omitted to state any material fact required to be stated therein or necessary to make the statements contained therein, in light of the circumstances under which they were made, not misleading.

The Bonds are being issued pursuant to Chapter 18, Wisconsin Statutes (the "Act") and a resolution adopted by the State of Wisconsin Building Commission (the "Commission") on February 16, 2000 (the "Resolution").

Based upon the foregoing, we are of the opinion that, under existing law:

1. The Bonds, to the amount named, are valid and binding general obligations of the State.
2. The Resolution has been duly adopted by the Commission and constitutes a valid and binding obligation of the State enforceable upon the State as provided in the Resolution.
3. The full faith, credit, and taxing power of the State are irrevocably pledged to the payment of the principal of, premium, if any, and interest on the Bonds as the same mature and become due. There has been irrevocably appropriated, as a first charge upon all revenues of the State, a sum sufficient for such purpose.
4. The interest on the Bonds is excluded from gross income for federal income tax purposes, and the interest on the Bonds is not an item of tax preference for purposes of the federal alternative minimum tax imposed on all taxpayers; it should be noted, however, that with respect to certain corporations (as defined for federal income tax purposes), such interest is taken into account in determining adjusted current earnings for

the purpose of computing the alternative minimum tax imposed on such corporations. The opinions set forth in the preceding sentence of this paragraph are subject to the condition that the State comply with all requirements of the Internal Revenue Code of 1986, as amended, and other federal tax legislation that must be satisfied subsequent to the issuance of the Bonds in order that interest thereon be, or continue to be, excluded from gross income for federal income tax purposes. The State has covenanted to comply with each such requirement to the extent it may lawfully do so. Failure to comply with certain of such requirements may cause the inclusion of interest on the Bonds in gross income for federal income tax purposes retroactively to the date of issuance of the Bonds. We express no opinion regarding other federal tax consequences arising with respect to the Bonds.

It is to be understood that the rights of the owners of the Bonds and the enforceability of the Bonds may be subject to bankruptcy, insolvency, reorganization, moratorium, and other similar laws affecting creditors' rights heretofore or hereafter enacted to the extent constitutionally applicable and that their enforcement may be subject to the exercise of judicial discretion in appropriate cases.

Very truly yours,

FOLEY & LARDNER