OFFICIAL STATEMENT

New Issue

This Official Statement provides information about the 2017 Series 1 Bonds. Some of the information appears on this cover page for ready reference. To make an informed investment decision, a prospective investor should read the entire Official Statement.

$284,520,000
STATE OF WISCONSIN
TRANSPORTATION REVENUE BONDS, 2017 SERIES 1

Dated: Date of Delivery **Due: July 1, as shown below**

Ratings AA+ Fitch Ratings
AAA Kroll Bond Rating Agency, Inc.
Aa2 Moody's Investors Service, Inc.
AA+ S&P Global Ratings

Tax Exemption Interest on the 2017 Series 1 Bonds is, for federal income tax purposes, excludable from gross income and is not an item of tax preference. Interest on the 2017 Series 1 Bonds is not exempt from State of Wisconsin income or franchise taxes—*Page 13*.

Redemption The 2017 Series 1 Bonds maturing on July 1, 2028 are subject to optional redemption at par (100%) on July 1, 2027 or any date thereafter. The 2017 Series 1 Bonds maturing on or after July 1, 2029 are subject to optional redemption at par (100%) on July 1, 2024 or any date thereafter —*Page 4.*

Security The Bonds have a first claim on vehicle registration fees (which are a substantial portion of pledged Program Income) and other vehicle registration-related fees including, but not limited to, vehicle title transaction fees, registration and title counter service fees, and personalized license plate issuance and renewal fees—*Pages 7-10.*

Priority The 2017 Series 1 Bonds are issued on a parity with the Prior Bonds, which are outstanding as of April 15, 2017 in the amount of $1,887,400,000, and any additional parity Bonds issued by the State pursuant to the General Resolution.

Purpose Proceeds will be used to finance certain State transportation facilities and highway projects, to refund certain Outstanding Bonds, and to pay costs of issuance—*Pages 2-4.*

Interest Payment Dates January 1 and July 1

First Interest Payment Date January 1, 2018

Closing/Settlement On or about May 31, 2017

Denominations Multiples of $5,000

Book-Entry-Only Form The Depository Trust Company—*Pages 5-6.*

Trustee/Registrar/Paying Agent The Bank of New York Mellon Trust Company, N.A.

Bond Counsel Quarles & Brady LLP

Issuer Contact Wisconsin Capital Finance Office; (608) 267-0374; DOACapitalFinanceOffice@wisconsin.gov

2016 Annual Report This Official Statement incorporates by reference Parts I, II and V of the State of Wisconsin Continuing Disclosure Annual Report, dated December 23, 2016.

The prices and yields listed were determined on May 3, 2017 at negotiated sale. The 2017 Series 1 Bonds were purchased at an aggregate purchase price of $337,809,537.89.

CUSIP	Year (July 1)	Principal Amount	Interest Rate	Yield at Issuance	Price at Issuance		First Optional Call Date (July 1)	Call Price
977123 P69	2020	$ 8,355,000	5.00%	1.18%	111.532%		Not Callable	-
977123 P77	2021	23,870,000	5.00	1.35	114.452		Not Callable	-
977123 P85	2022	15,210,000	5.00	1.49	117.120		Not Callable	-
977123 P93	2023	8,675,000	5.00	1.64	119.376		Not Callable	-
977123 Q27	2024	18,985,000	5.00	1.82	121.042		Not Callable	-
977123 Q35	2025	19,935,000	5.00	2.00	122.287		Not Callable	-
977123 Q43	2026	20,935,000	5.00	2.21	122.845		Not Callable	-
977123 Q50	2027	48,015,000	5.00	2.34	123.767		Not Callable	-
977123 Q68	2028	38,415,000	5.00	2.45	122.658	(a)	2027	100%
977123 Q76	2029	7,450,000	5.00	2.32	117.410	(b)	2024	100
977123 Q84	2030	7,820,000	5.00	2.37	117.054	(b)	2024	100
977123 Q92	2031	8,210,000	5.00	2.45	116.487	(b)	2024	100
977123 R26	2032	8,620,000	5.00	2.55	115.783	(b)	2024	100
977123 R34	2033	9,055,000	5.00	2.63	115.223	(b)	2024	100
977123 R42	2034	9,505,000	5.00	2.70	114.736	(b)	2024	100
977123 R59	2035	9,980,000	5.00	2.78	114.182	(b)	2024	100
977123 R67	2036	10,480,000	5.00	2.82	113.906	(b)	2024	100
977123 R75	2037	11,005,000	5.00	2.86	113.631	(b)	2024	100

(a) These 2017 Series 1 Bonds are priced to the July 1, 2027 first optional call date.

(b) These 2017 Series 1 Bonds are priced to the July 1, 2024 first optional call date.

J.P. Morgan **Loop Capital Markets**

Goldman, Sachs & Co. **PNC Capital Markets LLC** **William Blair**

May 3, 2017

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This document is the State's official statement about the offering of the 2017 Series 1 Bonds; that is, it is the only document the State has authorized for providing information about the 2017 Series 1 Bonds. This document is not an offer or solicitation for the 2017 Series 1 Bonds, and no unlawful offer, solicitation, or sale may occur through the use of this document or otherwise. This document is not a contract, and it provides no investment advice. Prospective investors should consult their advisors and legal counsel with questions about this document, the 2017 Series 1 Bonds, and anything else related to the offering.

The purpose of this document is to provide prospective investors with information that may be important in making an investment decision. It may not be used for any other purpose without the State's permission. The State is the author of this document and is responsible for its accuracy and completeness. The Underwriters are not the authors of this document. In accordance with their responsibilities under federal securities laws, the Underwriters are required to review the information in this document and must have a reasonable basis for their belief in the accuracy and completeness of its key representations, but the Underwriters do not guarantee the accuracy or completeness of such information.

This Official Statement should be considered in its entirety. No one factor should be considered more or less important than any other by reason of its position in this Official Statement. Where statutes, ordinances, reports or other documents are referred to in this Official Statement, reference should be made to those documents for more complete information regarding their subject matter.

The estimates, forecasts, projections, and opinions in this document are not hard facts, and no one guarantees them. Some of the people who prepared, compiled, or reviewed this information had specific functions that covered some aspects of the offering but not others. For example, financial staff focused on quantitative financial information, and legal counsel focused on specific documents or legal issues assigned to them.

In connection with the offering of the 2017 Series 1 Bonds, the Underwriters may over-allot or effect transactions which stabilize or maintain the market prices of the 2017 Series 1 Bonds at levels above those that might otherwise prevail in the open market. Such stabilizing, if commenced, may be discontinued at any time.

No dealer, broker, sales representative, or other person has been authorized to give any information or to make any representations about the 2017 Series 1 Bonds other than what is in this document. The information and expressions of opinion in this document may change without notice. Neither the delivery of this document nor any sale of the 2017 Series 1 Bonds implies that there has been no change in the other matters contained in this document since its date. Material referred to in this document is not part of this document unless expressly included.

The 2017 Series 1 Bonds will not be registered under the Securities Act of 1933, as amended, or the securities laws of any state of the United States, and will not be listed on any stock or other securities exchange. Neither the Securities and Exchange Commission nor any other federal, state, municipal or other governmental entity shall have passed upon the accuracy or adequacy of this Official Statement.

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STATE OFFICIALS PARTICIPATING IN ISSUANCE AND SALE OF 2017 SERIES 1 BONDS

BUILDING COMMISSION MEMBERS*

Voting Members	**Term of Office Expires**
Governor Scott Walker, Chairperson	January 7, 2019
Senator Terry Moulton, Vice Chairperson	January 7, 2019
Senator Jerry Petrowski	January 7, 2019
Senator Janis Ringhand	January 7, 2019
Representative Terry Katsma	January 7, 2019
Representative Rob Swearingen	January 7, 2019
Representative Dana Wachs	January 7, 2019
Mr. Robert Brandherm, Citizen Member	At the pleasure of the Governor
Nonvoting, Advisory Members	
Mr. Kevin Trinastic, State Ranking Architect Department of Administration	——
Building Commission Secretary	
Mr. John L. Klenke, Administrator Division of Facilities Development Department of Administration	At the pleasure of the Building Commission and the Secretary of Administration

OTHER PARTICIPANTS

Mr. Brad D. Schimel State Attorney General	January 7, 2019
Mr. Scott A. Neitzel, Secretary Department of Administration	At the pleasure of the Governor
Mr. Dave Ross, Secretary Department of Transportation	At the pleasure of the Governor

DEBT MANAGEMENT AND DISCLOSURE

Department of Administration
Capital Finance Office
P.O. Box 7864
101 E. Wilson Street, 10th Floor
Madison, WI 53707-7864
Telefax (608) 266-7645
DOACapitalFinanceOffice@wisconsin.gov

Mr. David Erdman
Capital Finance Director
(608) 267-0374
david.erdman@wisconsin.gov

Mr. Joseph S. Adomakoh III
Capital Finance Officer
(608) 267-7399
joseph.adomakohiii@wiconsin.gov

Ms. Katherine C. Miller
Capital Finance Officer
(608) 266-2305
katherinec.miller@wisconsin.gov

* The Building Commission is composed of eight voting members. The Governor serves as the Chairperson. Each house of the Wisconsin State Legislature appoints three members. State law provides for the two major political parties to be represented in the membership from each house. One citizen member is appointed by the Governor and serves at the Governor's pleasure.

SUMMARY DESCRIPTION OF 2017 SERIES 1 BONDS

Selected information is presented on this page for the convenience of the 2017 Series 1 Bonds. To make an informed decision regarding the 2017 Series 1 Bonds, a prospective investor should read the entire Official Statement.

Description:	State of Wisconsin Transportation Revenue Bonds, 2017 Series 1
Principal Amount:	$284,520,000
Denominations:	Multiples of $5,000
Date of Issue:	On or about May 31, 2017
Interest Payment:	January 1 and July 1, starting January 1, 2018
Maturities:	July 1, 2020-2037—*Front Cover*
Record Date:	December 15 or June 15
Redemption	The 2017 Series 1 Bonds maturing on July 1, 2028 are subject to optional redemption at par (100%) on July 1, 2027 or any date thereafter. The 2017 Series 1 Bonds maturing on or after July 1, 2029 are subject to optional redemption at par (100%) on July 1, 2024 or any date thereafter —Page 4.
Form:	Book-entry-only—*Pages 5-6*
Paying Agent:	All payments of principal and interest on the 2017 Series 1 Bonds will be made by The Bank of New York Mellon Trust Company, N.A., or its successor. All payments will be made to The Depository Trust Company, which will distribute payments as described herein.
Authority for Issuance:	The 2017 Series 1 Bonds are issued under Chapter 18 and Section 84.59 of the Wisconsin Statutes.
Purpose:	The 2017 Series 1 Bond proceeds will be used to finance certain State transportation facilities and highway projects, to refund certain Outstanding Bonds, and to pay costs of issuance.
Security:	The Bonds are revenue obligations having a first claim on vehicle registration fees (which are a substantial portion of pledged Program Income) and on other vehicle registration-related fees including, but not limited to, vehicle title transaction fees, registration and title counter service fees, and personalized license plate issuance and renewal fees—*Pages 7-10*
Priority and Additional Bonds:	The 2017 Series 1 Bonds are issued on a parity with the Prior Bonds and any additional parity Bonds issued by the State pursuant to the General Resolution. As of April 15, 2017, $1,887,400,000 of Prior Bonds were Outstanding. The State may, if certain conditions are met, issue additional transportation revenue obligations on parity with the Prior Bonds and the 2017 Series 1 Bonds—*Pages 7-9*
Subordinate Obligations:	As of April 15, 2017, $88,723,000 of Notes subordinate to the Prior Bonds were Outstanding.
Legality of Investment:	State law provides that the 2017 Series 1 Bonds are legal investments for all banks and bankers, trust companies, savings banks and institutions, savings and loan associations, credit unions, investment companies, insurance companies, insurance associations, and other persons carrying on a banking or insurance business; for all personal representatives, guardians, trustees, and other fiduciaries; and for the State, the State investment board and all public officers, municipal corporations, political subdivisions, and public bodies.
Tax Exemption:	Interest on the 2017 Series 1 Bonds is, for federal income tax purposes, excludable from gross income and is not an item of tax preference—*Page 12* Interest on the 2017 Series 1 Bonds is not exempt from State of Wisconsin income or franchise taxes—*Page 13*
Legal Opinion:	Validity and tax opinion to be provided by Quarles & Brady LLP—*Page C-1*
2016 Annual Report:	This Official Statement incorporates by reference, and makes updates and additions to, Parts I, II, and V of the State of Wisconsin Continuing Disclosure Annual Report, dated December 23, 2016.

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OFFICIAL STATEMENT

$284,520,000

STATE OF WISCONSIN

TRANSPORTATION REVENUE BONDS, 2017 SERIES 1

INTRODUCTION

This Official Statement sets forth information concerning the $284,520,000 State of Wisconsin Transportation Revenue Bonds, 2017 Series 1**(2017 Series 1 Bonds)**, issued by the State of Wisconsin **(State)**. This Official Statement includes by reference, and makes updates and additions to, Parts I, II, and V of the State of Wisconsin Continuing Disclosure Annual Report, dated December 23, 2016 **(2016 Annual Report)**.

The 2017 Series 1 Bonds are revenue obligations issued for the State of Wisconsin Transportation Facilities and Highway Projects Revenue Obligations Program (**Program**), authorized by Subchapter II of Chapter 18 of the Wisconsin Statutes, as amended **(Revenue Obligations Act)** and Section 84.59 of the Wisconsin Statutes (**Act**), and issued pursuant to a General Resolution adopted by the State of Wisconsin Building Commission (**Commission**) on June 26, 1986, as supplemented on March 19, 1998, August 9, 2000, and October 15, 2003 (**General Resolution**), and Series Resolutions adopted by the Commission on October 12, 2016 and April 26, 2017 (**Series Resolution)** (collectively, with the General Resolution, the **Resolutions**).

The 2017 Series 1 Bonds, the Prior Bonds, and any additional parity Bonds (as such terms are defined herein) issued by the State pursuant to the General Resolution, are secured by a first lien pledge of Program Income. Program Income (as defined herein) includes vehicle registration fees authorized under Section 341.25 of the Wisconsin Statutes and certain other vehicle registration-related fees added pursuant to 2003 Wisconsin Act 33 and a supplement to the General Resolution adopted on October 15, 2003. See "SECURITY FOR THE BONDS".

The Commission, an agency of the State, is empowered by law to authorize, issue, and sell transportation revenue obligations of the State. The Commission is assisted and staffed by the State of Wisconsin Department of Administration.

In connection with the issuance and sale of the 2017 Series 1 Bonds, the Commission has authorized the preparation of this Official Statement. This Official Statement describes the terms of and security for the 2017 Series 1 Bonds. Copies of the Resolutions, the Revenue Obligations Act and the Act are available from the Commission. All capitalized terms used in this Official Statement and not otherwise defined shall have the meanings assigned in the Resolutions. Certain documents are expressly incorporated into this Official Statement by reference, however, all other web sites listed in this Official Statement are provided for informational purposes only and are not incorporated by reference into this Official Statement.

THE DEPARTMENT OF TRANSPORTATION

The State of Wisconsin Department of Transportation (**Department** or **WisDOT**) is the State agency that is involved with all forms of transportation in the State, including the construction and reconstruction of State highways and related transportation facilities and the registration of all motor vehicles. The Department is also the State agency responsible for the collection of vehicle registration fees and other vehicle registration-related fees, which are pledged as security for the revenue obligations issued by the State pursuant to the General Resolution.

Information concerning the Department is included as APPENDIX A to this Official Statement, which includes by reference Part V of the 2016 Annual Report. APPENDIX A also makes certain updates and additions to Part V of the 2016 Annual Report.

THE STATE

The State is located in the Midwest among the northernmost tier of states. The State ranks 20th among the states in population and 25th in land area. Wisconsin attained statehood in 1848, its capital is Madison, and its largest city is Milwaukee.

Information concerning the State and its financial condition is included as APPENDIX B, which includes by reference Part II of the 2016 Annual Report. APPENDIX B also makes updates and additions to Part II of the 2016 Annual Report, including but not limited to:

- Estimated General Fund condition statement for the 2016-17 fiscal year and General Fund tax collection projections for the 2016-17 fiscal year and the 2017-19 biennium, as included in a report provided by the Legislative Fiscal Bureau (**LFB**) on January 18, 2017 **(January 2017 LFB Report)**.
- General Fund information for the 2016-17 fiscal year through January 31, 2017, which is presented on either a cash basis or an agency-recorded basis, and projected General Fund information for the remainder of the 2016-17 fiscal year, which is presented on a cash basis.
- Information about the executive budget for the 2017-19 biennium.

Requests for additional public information about the State, the Department, or the Program may be directed to:

Contact:	Department of Administration Capital Finance Office Attn: Capital Finance Director
Mail:	101 East Wilson Street, FLR 10 P.O. Box 7864 Madison, WI 53707-7864
Phone:	(608) 267-0374
E-mail:	DOACapitalFinanceOffice@wisconsin.gov
Web site:	www.doa.wi.gov/capitalfinance

PLAN OF FINANCE

General

The Legislature has authorized the issuance of revenue obligations to finance the costs of State transportation facilities and highway projects **(Projects)** and to refund Outstanding Bonds previously issued for that purpose. The 2017 Series 1 Bonds are authorized by the Revenue Obligations Act and the Act, and issued pursuant to the Resolutions for the following purposes:

- Approximately $96 million to finance certain Projects. Upon delivery of the 2017 Series 1 Bonds, such proceeds will be deposited in the Program Account established by the General Resolution and expended to pay costs of certain Projects. See APPENDIX A.
- Current refunding of certain Outstanding Bonds previously issued by the State **(Current Refunding)**. The total principal amount of refunded maturities associated with the Current Refunding is $29,980,000 **(Current Refunded Bonds)**.
- Advance refunding of certain Outstanding Bonds previously issued by the State for certain Projects **(Advance Refunding).** The total principal amount of the refunded maturities associated with the Advance Refunding is $172,325,000 **(Advance Refunded Bonds)**.

APPENDIX D identifies, and provides information about, the Current Refunded Bonds and the Advance Refunded Bonds.

Current Refunding

To provide for the Current Refunding, upon delivery of the 2017 Series 1 Bonds, a portion of the proceeds will be deposited with the Trustee into the Principal and Interest Account of the Redemption Fund. These proceeds will be used to pay on July 1, 2017 the principal or redemption price of the Current Refunded Bonds.

Interest due on July 1, 2017 on the Current Refunded Bonds will not be paid with proceeds from the 2017 Series 1 Bonds, but, in accordance with the requirements of the General Resolution, such interest amounts due will be collected from Program Income and deposited in the Principal and Interest Account of the Redemption Fund held by the Trustee. It is anticipated that such interest payment due on July 1, 2017 for the Current Refunded Bonds will be fully funded and on deposit in the Principal and Interest Account on or about May 15, 2017.

In the opinion of Bond Counsel, upon the State making (i) the deposit of 2017 Series 1 Bond proceeds into the Principal and Interest Account of the Redemption Fund sufficient to pay the principal and redemption price of the Current Refunded Bonds, and (ii) the deposit as required by the General Resolution in the Principal and Interest Account of the Redemption Fund for the July 1, 2017 interest payment due on the Current Refunded Bonds, as described above, and with such funds being invested as required by the General Resolution, the Current Refunded Bonds will be deemed to be paid for purposes of the General Resolution and will no longer be considered outstanding under the General Resolution.

Advance Refunding

To provide for the Advance Refunding, upon delivery of the 2017 Series 1 Bonds, a portion of the proceeds, along with certain Program Income collected for payment of interest due on July 1, 2017 on the Advance Refunded Bonds, will be used to purchase direct obligations of and obligations guaranteed by, the United States of America **(Government Obligations)**. These Government Obligations, together with the interest to be earned and a beginning cash deposit, will be sufficient:

- to pay when due the interest on the Advance Refunded Bonds to and including their respective redemption or maturity dates, and
- to redeem or pay the principal of the Advance Refunded Bonds on their respective redemption or maturity dates at their respective redemption prices or amounts of maturing principal.

In the opinion of Bond Counsel, upon the State making the deposits into the Escrow Fund, as outlined below, and with such funds being invested as required by the General Resolution, the Advance Refunded Bonds will be deemed to be paid for purposes of the General Resolution and will no longer be considered outstanding under the General Resolution.

Refunding Escrow Agreement

For the Advance Refunding, the Government Obligations, the beginning cash balance, and the interest earnings will be held in an escrow fund **(Escrow Fund)** created by a Refunding Escrow Agreement **(Escrow Agreement)**, between the State and The Bank of New York Mellon Trust Company, N.A. **(Escrow Trustee)** solely for the benefit of the owners of the Advance Refunded Bonds.

The Escrow Fund will be held by the Escrow Trustee in trust to make principal and interest payments on the Advance Refunded Bonds. The Escrow Fund will be held by the Escrow Trustee separate and apart from all other funds or accounts held by the Escrow Trustee. No fees or other charges of the Escrow Trustee may be paid from moneys in the Escrow Fund. Instead, the State has agreed that it will pay all such fees and charges to the Escrow Trustee from other available funds.

The arithmetical accuracy of the computations of the sufficiency of the amounts deposited into the Escrow Fund will be independently verified by Samuel Klein and Company, Certified Public Accountants **(Verification Agent)**.

Sources and Applications

It is expected that the proceeds of the 2017 Series 1 Bonds, along with certain debt service funds on hand for the Current Refunded Bonds and the Advance Refunded Bonds, will be applied as follows:

Sources	
Principal Amount of the 2017 Series 1 Bonds	$284,520,000.00
Original Issue Premium	54,530,793.15
Debt Service Funds on Hand	4,960,190.00
Total Sources	$344,010,983.15
Applications	
Deposit to Escrow Fund	$200,532,518.00
Deposit to Redemption Fund	30,632,065.00
Deposit to the Program Account to Pay	
Costs of Projects	110,999,241.05
Costs of Issuance	605,903.84
Underwriters' Discount	1,241,255.26
Total Applications	$344,010,983.15

THE 2017 SERIES 1 BONDS

General

The 2017 Series 1 Bonds are issued under the General Resolution. The front cover of this Official Statement sets forth the maturity dates, principal amounts, interest rates, and other information for the 2017 Series 1 Bonds.

The 2017 Series 1 Bonds are being issued in book-entry-only form, so the registered owner will be a securities depository or its nominee. The Commission has appointed, as the securities depository for the 2017 Series 1 Bonds, The Depository Trust Company, New York, New York (**DTC**). See "THE 2017 SERIES 1 BONDS; Book-Entry-Only Form".

The 2017 Series 1 Bonds will be dated their date of delivery (expected to be May 31, 2017) and will bear interest from that date payable on January 1 and July 1 of each year, beginning on January 1, 2018.

Interest on the 2017 Series 1 Bonds will be computed on the basis of a 30-day month and a 360-day year. So long as such Bonds are in book-entry-only form, payments of principal and interest for each Bond will be paid to the securities depository.

The 2017 Series 1 Bonds are issued as fully-registered bonds without coupons in the principal denominations of $5,000 or any multiples thereof.

The Bank of New York Mellon Trust Company, N.A., or its successor, is the trustee for the Bonds (**Trustee**). In addition, the Trustee is the registrar (**Registrar**) and paying agent (**Paying Agent**) for the 2017 Series 1 Bonds.

Optional Redemption

The 2017 Series 1 Bonds maturing on July 1, 2028 are subject to optional redemption, at the option of the Commission, on July 1, 2027 or any date after that date, in whole or in part in integral multiples of $5,000, at a redemption price equal to par (100% of the principal amount to be redeemed), plus accrued interest to the date of redemption. In the event of partial redemption, the Commission shall direct the amounts and maturity or maturities of the 2017 Series 1 Bonds to be redeemed.

The 2017 Series 1 Bonds maturing on or after July 1, 2029 are subject to optional redemption, at the option of the Commission, on July 1, 2024 or any date after that date, in whole or in part in integral multiples of $5,000, at a redemption price equal to par (100% of the principal amount to be redeemed), plus accrued interest to the date of redemption. In the event of partial redemption, the Commission shall direct the amounts and maturity or maturities of the 2017 Series 1 Bonds to be redeemed.

Selection of 2017 Series 1 Bonds for Redemption

The 2017 Series 1 Bonds shall be called for redemption in multiples of $5,000 and bonds of denominations of more than $5,000 shall be treated as representing the number of bonds obtained by dividing the denomination of the bond by $5,000, and such bonds may be selected for redemption in part. If the 2017 Series 1 Bonds are in book-entry form and less than all of a particular maturity are to be redeemed, selection of the ownership interests of the 2017 Series 1 Bonds affected thereby shall be made solely by DTC and the DTC Participants in accordance with their then prevailing rules. If the 2017 Series 1 Bonds are in certificated form and less than all of a particular maturity are to be redeemed, selection shall be by lot.

Notice of Redemption

So long as the 2017 Series 1 Bonds are in book-entry form, a notice of the redemption of any 2017 Series 1 Bonds shall be sent to the securities depository not less than 30 days nor more than 60 days prior to the date of redemption.

Interest on any 2017 Series 1 Bond so called for prior redemption shall cease to accrue on the redemption date provided payment thereof has been duly made or provided for.

Ratings

The following ratings have been assigned to the 2017 Series 1 Bonds:

Rating	Rating Agency
AA+	Fitch Ratings
AAA	Kroll Bond Rating Agency, Inc.
Aa2	Moody's Investors Service, Inc.
AA+	S&P Global Ratings

Any explanation of what a rating means may only be obtained from the rating agency giving the rating. No one can offer any assurance that a rating given to the 2017 Series 1 Bonds and the Outstanding Bonds will be maintained for any period of time; a rating agency may lower or withdraw the rating it gives, if in its judgment, circumstances so warrant. Any downgrade or withdrawal of a rating may adversely affect the market price of the 2017 Series 1 Bonds and the Outstanding Bonds. The State may elect, subject to the requirements of the General Resolution, not to continue requesting ratings on the 2017 Series 1 Bonds and Outstanding Bonds from a particular rating agency, or may elect to request ratings on the 2017 Series 1 Bonds from a different nationally recognized rating agency.

Book-Entry-Only Form

The 2017 Series 1 Bonds are being initially issued in book-entry-only form. Purchasers of the 2017 Series 1 Bonds will not receive bond certificates but instead will have their ownership recorded in the book-entry system.

Bond certificates are to be issued and registered in the name of a nominee of DTC, which acts as securities depository for the Bonds. Ownership of the 2017 Series 1 Bonds by the purchasers is shown in the records of brokers and other organizations participating in the DTC book-entry system **(DTC Participants)**. All transfers of ownership in the 2017 Series 1 Bonds must be made, directly or indirectly, through DTC Participants.

Payment

The Trustee will make all payments of principal of, interest on, and any redemption premium on the 2017 Series 1 Bonds to DTC. Owners of the 2017 Series 1 Bonds will receive payments through the DTC Participants.

Notices and Voting Rights

The State and Trustee will provide notices and other communications about the 2017 Series 1 Bonds to DTC. Owners of the 2017 Series 1 Bonds will receive any notices or communications through the DTC

Participants. In any situation involving voting rights, DTC will not vote but rather will give a proxy through the DTC Participants.

Redemption

If less than all of the 2017 Series 1 Bonds of a given maturity or Sinking Fund Installment are being redeemed, DTC's practice is to determine by lottery the amount of the 2017 Series 1 Bonds to be redeemed from each DTC Participant.

Discontinued Service

In the event that participation in DTC's book-entry system were to be discontinued and a successor securities depository were not obtained, bond certificates would be executed and delivered to DTC Participants.

Further Information

Further information concerning DTC and DTC's book-entry system is available at www.dtcc.com. The State and Trustee are not responsible for any information available on DTC's web site. That information may be subject to change without notice.

The State and Trustee are not responsible for a failure by DTC or any DTC Participant to transfer payments or notices to the owners of the 2017 Series 1 Bonds or to follow the procedures established by DTC for its book-entry system.

Provisions Upon Discontinuance of Book-Entry-Only System

In the event the 2017 Series 1 Bonds were not in book-entry-only form, how the 2017 Series 1 Bonds are paid, redeemed, and transferred would differ as described below.

Payment

Payment of principal would be made by check or draft issued upon presentation and surrender of the 2017 Series 1 Bonds at the office of the Paying Agent. Payment of interest due on the 2017 Series 1 Bonds would be made by check or draft mailed to the registered owner shown in the registration books on the Record Date, which is the 15th day of the month (whether or not a business day) preceding the Interest Payment Date.

Redemption

If less than all of a particular maturity of the 2017 Series 1 Bonds is to be redeemed, selection for redemption would be by lot. Any notice of the redemption of any 2017 Series 1 Bonds would be mailed not less than 30 days prior to the date of redemption to the registered owners of any 2017 Series 1 Bonds to be redeemed. Interest on any 2017 Series 1 Bond called for redemption would cease to accrue on the redemption date so long as the 2017 Series 1 Bond was paid or money was on deposit with the Registrar or Paying Agent for its payment.

Transfer

Any 2017 Series 1 Bond would be transferred by the person in whose name it is registered, in person or by his duly authorized legal representative, upon surrender of the 2017 Series 1 Bond to the Registrar for cancellation, together with a duly executed written instrument of transfer in a form approved by the Registrar. Whenever any 2017 Series 1 Bond is surrendered for transfer, the Registrar shall deliver 2017 Series 1 Bonds in like aggregate principal amount, interest rate, and maturity. The Registrar may require the Bondholder requesting the transfer to pay any tax, fee or other governmental charge required to be paid with respect to the transfer and may charge a sum sufficient to pay the cost of preparing such 2017 Series 1 Bond. The Registrar shall not be obliged to make any transfer or exchange of 2017 Series 1 Bonds:

(1) after the 15th day of the month preceding an Interest Payment Date for such 2017 Series 1 Bond,

(2) during the 15 days preceding the date of the mailing of a notice of redemption of such 2017 Series 1 Bonds selected for redemption, or

(3) after such 2017 Series 1 Bond has been called for redemption.

SECURITY FOR THE BONDS

General

Information concerning the State of Wisconsin Transportation Facilities and Highway Projects Revenue Obligations Program (**Program**), security for the Bonds (as defined herein), sources of payment, vehicles subject to registration, past and projected vehicle registration fees, past and projected other vehicle registration-related fees, registration fee collection procedures, the Reserve Fund, additional Bonds, and the Department is included as APPENDIX A, which includes by reference Part V of the 2016 Annual Report. APPENDIX A also includes certain updates to Part V of the 2016 Annual Report.

Prior Bonds

The Legislature has authorized the issuance of $3.931 billion of revenue obligations to finance the costs of Projects, excluding revenue obligations issued to refund Outstanding Bonds. As of April 15, 2017, $3.749 billion of the authorized amount has been issued.

The following is a summary of the Transportation Revenue Bonds which are currently Outstanding Bonds within the meaning of the General Resolution:

Bond Issue	Dated Date
Transportation Revenue Bonds, 2005 Series A **(2005 Series A Bonds)**	March 10, 2005
Transportation Revenue Refunding Bonds, 2007 Series 1 **(2007 Series 1 Bonds)**	March 8, 2007
Transportation Revenue Bonds, 2008 Series A **(2008 Bonds)**	August 27, 2008
Transportation Revenue Bonds, 2009 Series B (Taxable) **(2009 Series B Bonds)**	October 1, 2009
Transportation Revenue Bonds, 2010 Series A **(2010 Series A Bonds)**	December 9, 2010
Transportation Revenue Bonds, 2010 Series B (Taxable) **(2010 Series B Bonds)**	December 9, 2010
Transportation Revenue Bonds, 2012 Series 1 **(2012 Series 1 Bonds)**	April 25, 2012
Transportation Revenue Bonds, 2012 Series 2 **(2012 Series 2 Bonds)**	June 28, 2012
Transportation Revenue Bonds, 2013 Series 1 **(2013 Bonds)**	March 6, 2013
Transportation Revenue Bonds, 2014 Series 1 **(2014 Series 1 Bonds)**	April 23, 2014
Transportation Revenue Refunding Bonds, 2014 Series 2 **(2014 Series 2 Bonds)**	December 10, 2014
Transportation Revenue Refunding Bonds, 2015 Series 1 **(2015 Series 1 Bonds)**	April 30, 2015
Transportation Revenue Bonds, 2015 Series A **(2015 Series A Bonds)**	December 10, 2015

These Outstanding Bonds (collectively, **Prior Bonds**), and the 2017 Series 1 Bonds, together with any future additional Bonds issued by the State pursuant to the General Resolution, are referred to collectively as the **Bonds**. As of April 15, 2017, the amount of outstanding Prior Bonds was $1,887,400,000.

The 2017 Series 1 Bonds are issued on a parity with the Prior Bonds and any future additional parity Bonds issued by the State pursuant to the General Resolution. See "RISK FACTORS" in Part V of the 2016 Annual Report, which is incorporated by reference in Appendix A.

The State has issued various series of Transportation Revenue Commercial Paper Notes (collectively, **Notes**). As of April 15, 2017, the amount of outstanding Notes was $88,723,000. The Notes were issued pursuant to the General Resolution and pursuant to Series Resolutions that provide that the payment of the Notes by the State from Program Income is junior and subordinate to the Bonds. The Commission has authorized the issuance of additional Bonds to pay for the funding of the Notes. If and when issued, the additional Bonds issued to fund the Notes will be on a parity with the Prior Bonds, the 2017 Series 1 Bonds, and any additional parity Bonds issued by the State pursuant to the provisions and conditions of the General Resolution.

Security

The 2017 Series 1 Bonds are revenue obligations of the State payable solely from the Redemption Fund created by the General Resolution. The 2017 Series 1 Bonds, the Prior Bonds, and any additional parity Bonds issued by the State pursuant to the General Resolution, are secured by a first lien pledge of Program Income (as defined below), and the funds created by the General Resolution pledged to the payment of interest, principal, and Redemption Price on the Bonds. The 2017 Series 1 Bonds are not general obligations of the State.

The 2017 Series 1 Bonds shall be revenue obligations of the State payable solely out of the Redemption Fund. The State is not generally liable on the 2017 Series 1 Bonds, and the Bonds shall not be a debt of the State for any purpose whatsoever. See "RISK FACTORS" in Part V of the 2016 Annual Report, which is incorporated by reference in APPENDIX A.

Program Income consists mainly of vehicle registration fees authorized under Section 341.25 of the Wisconsin Statutes **(Registration Fees)** but also includes certain other vehicle registration-related fees added pursuant to 2003 Wisconsin Act 33 and a supplement to the General Resolution adopted on October 15, 2003 **(Other Registration-Related Fees)**.

Other Registration-Related Fees include many types of fees that are enumerated in the Wisconsin Statutes, however, many of the Other Registration-Related Fees result in insignificant or sporadic annual revenues. Given this insignificant and sporadic nature, the State is currently providing continuing disclosure on some, but not all, Other Registration-Related Fees. These specific Other Registration-Related Fees include vehicle title transaction fees, registration and title counter service fees, and personalized license plate issuance and renewal fees. See APPENDIX A.

The Notes, and any other obligations to be issued on parity with the Notes, are also revenue obligations of the State payable from Program Income deposited into the Subordinated Debt Service Fund authorized by the General Resolution and created pursuant to the Series Resolutions for the Notes. The pledge of Program Income to the Subordinated Debt Service Fund is subordinate and junior to the pledge of Program Income to the payment of principal and interest on the Bonds.

Flow of Funds

Program Income is collected by the Trustee, or the Department as agent of the Trustee, continuously throughout the entire fiscal year, and deposited as received outside the State Treasury in an account with the Trustee defined as the **Redemption Fund**. Program Income deposited into the Redemption Fund is not subject to legislative appropriation. Program Income is further defined to include all the interest earned or gain realized from the investment of the Redemption Fund. Starting on the date a series of Bonds is issued and also on each Redemption Fund Deposit Day (the 1st day of January, April, July, and October), all Program Income is deposited into the funds and accounts established under, and in the order of priority and amounts required by, the General Resolution. Program Income received by the Trustee in the Redemption Fund is to be used for the following purposes and in the following order of priority:

(1) to pay interest on all Outstanding Bonds,

(2) to pay the principal or Redemption Price of all Outstanding Bonds,

(3) to maintain the Debt Service Reserve Requirement, if any, in the Reserve Fund,

(4) to pay, from the Program Expense Fund, direct administrative expenses (**Program Expenses**) of the State's program of financing Projects, and

(5) to pay, from the Subordinated Debt Service Fund, principal of and interest on the Notes and any other obligations issued on a parity with the Notes.

Program Income in excess of the amount needed for such purposes is to be continuously transferred to the Transportation Fund held by the Department free of the lien of the pledge of the General Resolution and will be used by the Department for any of its authorized purposes.

Build America Bonds

The direct payment the State expects to receive from the United States Treasury on each interest payment date, in connection with the 2009 Series B Bonds and the 2010 Series B Bonds, which were designated by the State as qualified "build America bonds," is not Program Income and is not pledged to the payment of interest, principal, or Redemption Price on the Bonds.

With respect to the direct payments the State expects to receive, since such payments are not Program Income and not pledged or used for payment of debt service on the Bonds, there is no impact on the Bonds with these direct payments being subject to mandated across-the-board cuts to the Federal budget for the federal fiscal year that started October 1, 2016. The impact of these cuts for the current federal fiscal year is an expected 6.9% reduction in the direct payment amount that the State expects to receive. Pursuant to the Budget Control Act of 2011, as amended, the Director of the United States Office of Management and Budget is required to calculate cuts each year through federal fiscal year 2025. Such cuts may be avoided or mitigated if Congress takes action to postpone or change these provisions.

State Pledge and Agreement

In the General Resolution, the State pledges and agrees with the Bondholders that the State will not limit or alter its powers to fulfill the terms of any agreements (made in the General Resolution or in the Bonds) with the Bondholders, or in any way impair the rights and remedies of the Bondholders until the Bonds, together with interest, including interest on any unpaid installments of interest thereon, and Redemption Price thereof, and all costs and expenses in connection with any action or proceeding by or on behalf of the Bondholders, are fully met and discharged.

Reserve Fund

The General Resolution creates a Reserve Fund for the Bonds; however, the required balance of the Reserve Fund is $0.00.

The State pursuant to each Series Resolution specifies the Debt Service Reserve Requirement, if any, for each Series of Bonds. The individual Debt Service Reserve Requirement for each Series of the Outstanding Bonds are combined to determine the aggregate Debt Service Reserve Requirement for the Reserve Fund. If all of the Bonds of a Series cease to be Outstanding, then the aggregate Debt Service Reserve Requirement is reduced by the Debt Service Reserve Requirement attributable to that Series of Bonds. Since 2003, the State has not specified a Debt Service Reserve Requirement for any Series of Bonds that have been issued. The State will continue this practice in connection with the issuance of the 2017 Series 1 Bonds. Accordingly, the Debt Service Reserve Requirement for the 2017 Series 1 Bonds is $0.00. Furthermore, the State does not currently expect to specify a Debt Service Reserve Requirement for any future Series of additional Bonds; however, the State reserves the right to change its practice and no representation is made as to the amount of the Debt Service Reserve Requirement that the State may specify for any future Series of additional Bonds.

In the event that the Reserve Fund were to be funded in connection with a future Series of Bonds, the General Resolution provides that it shall be used to make up any deficiency in the Redemption Fund for the payment of principal of and interest on all of the-then Outstanding Bonds. If there is a deficiency in the Reserve Fund, the Trustee shall, after setting aside in the Principal and Interest Account the applicable amount required to be deposited therein, deposit Program Income into the Reserve Fund in an amount sufficient to remedy such deficiency.

Additional Bonds

The General Resolution authorizes the issuance of additional Bonds for the purpose of paying the costs of Projects, funding reserves, paying costs of issuance, and refunding Outstanding Bonds. The issuance of transportation revenue obligations to finance the costs of Projects beyond the remaining legislative authorized amount requires additional legislative authorization; over the past ten years such additional legislative authorization has been provided biennially as part of the State's biennial budget process. See "SECURITY FOR THE BONDS; Prior Bonds".

In addition, except in the case of additional Bonds issued to refund Outstanding Bonds, additional Bonds, including the 2017 Series 1 Bonds, may be issued only if Program Income for any 12 consecutive calendar months of the preceding 18 calendar months was at least equal to 2.25 times the maximum aggregate Principal and Interest Requirement in any Bond Year for all Outstanding Bonds. The General Resolution defines **Outstanding Bonds**, as of any particular date, as all Bonds previously delivered and expected to be delivered (such as the 2017 Series 1 Bonds), except (1) any Bond canceled by the Trustee, or proven to the satisfaction of the Trustee to have been canceled by the Registrar, (2) any Bond deemed to have been defeased pursuant to the General Resolution, and (3) any Bond in lieu of or in substitution for which another Bond shall have been delivered pursuant to the requirements of the General Resolution or any Series Resolution.

SUMMARY OF THE GENERAL RESOLUTION

A summary of certain provisions of the General Resolution is included as APPENDIX A, which includes by reference Part V of the 2016 Annual Report.

BORROWING PROGRAM

The 2017 Series 1 Bonds are the first issuance of transportation revenue obligations in calendar year 2017. The Commission has authorized up to $144 million of transportation revenue obligations to finance the costs of Projects; the issuance of the 2017 Series 1 Bonds will expend approximately $96 million of such authorization. The amount, timing, and form of any additional transportation revenue obligations authorized for this purpose depends on Project costs paid from the Program, and will be issued in the form of Bonds or Notes. The Commission has authorized up to $375 million of transportation revenue refunding obligations; the issuance of the 2017 Series 1 Bonds will expend approximately $189 million of such authorization. The amount and timing of any additional transportation revenue refunding obligations depends on market conditions.

Other Obligations

The State has previously issued one series of general obligations in this calendar year in the principal amount of $335 million for general governmental purposes. In addition, the Commission has authorized the issuance of the following general obligations:

- Up to $78 million of additional general obligations for general governmental purposes. The State anticipates issuing these general obligations in the form of variable rate notes in the third quarter of calendar year 2017.
- Up to $595 million of general obligations for the refunding of general obligation bonds previously issued for general governmental purposes. The amount and timing of any sale and issuance of general obligations for refunding purposes depend, among other factors, on market conditions.
- General obligations for the funding of the State's outstanding general obligation commercial paper notes and extendible municipal commercial paper notes, which were outstanding in the amount of $624 million as of April 15, 2017. The amount and timing of any issuance of general obligations for this purpose depend on a decision to fund outstanding obligations bearing variable interest rates either with a different form of variable-rate obligation or with bonds bearing a fixed interest rate.

In addition, the Commission will likely be asked later in calendar year 2017 to authorize the issuance of additional general obligations for general governmental purposes. The timing and amounts of any authorization and issuance of these general obligations will depend on many factors, including construction schedules for approved projects and expenditures under approved borrowing programs.

The State has previously issued two series of general fund annual appropriation refunding bonds in this calendar year in the aggregate principal amount of $530 million. The State sold on May 2, 2017, with an expected issue date of May 16, 2017, $402 million of general fund appropriation refunding bonds. The amount and timing of other additional issuances of general fund annual appropriation refunding bonds depend, among other factors, on market conditions. The State has very limited authority (approximately $12 million) to issue additional general fund annual appropriation bonds for new money purposes, but the State has unlimited authority for the issuance of general fund annual appropriation refunding bonds.

The Commission has authorized up to $580 million of environmental improvement fund revenue bonds for both refunding and new money purposes. The State has released a Preliminary Official Statement for the expected issuance of approximately $271 million of these obligations by June 2017 for both new money and refunding purposes. The amount and timing of any additional issuance of these environmental improvement fund revenue bonds depend on many factors, including loan activity in the State's Clean Water Fund Program and market conditions.

The State may issue master lease certificates of participation in calendar year 2017. The amount and timing of any issuance of master lease certificates of participation depend, among other factors, on market conditions and originations in the State's Master Lease Program.

The State did not issue operating notes for the 2016-17 fiscal year, and no determination has been made regarding the issuance of operating notes for the 2017-18 fiscal year.

UNDERWRITING

The 2017 Series 1 Bonds are being purchased by the **Underwriters**, for which J.P. Morgan Securities LLC is acting as the **Representative**. The Underwriters have agreed, subject to certain conditions, to purchase the 2017 Series 1 Bonds from the State at an aggregate purchase price, not including accrued interest, of $337,809,537.89 reflecting an original issue premium of $54,530,793.15 and underwriters' discount of $1,241,255.26.

The Underwriters have agreed to reoffer the 2017 Series 1 Bonds at the public offering prices or yields set forth on the front cover. The 2017 Series 1 Bonds may be offered and sold to certain dealers (including dealers depositing such 2017 Series 1 Bonds into investment trusts) at prices lower than such public offering prices, and such prices may be changed, from time to time, by the Underwriters. The Underwriters' obligations are subject to certain conditions, and they will be obligated to purchase all the 2017 Series 1 Bonds if any 2017 Series 1 Bonds are purchased.

Certain of the Underwriters may have entered into retail distribution agreements with third party broker-dealers, under which the Underwriters may distribute municipal securities to retail investors through the respective financial advisors or electronic trading platforms of such third party broker-dealers. As part of these arrangements, the Underwriters may share a portion of their underwriting compensation with such third party broker-dealers.

The Underwriters and their affiliates include full service financial institutions engaged in various activities, which may include sales and trading, commercial and investment banking, advisory, investment management, investment research, principal investment, hedging, market making, brokerage and other financial and non-financial activities and services. In the course of their various business activities, the Underwriters and their affiliates, officers, directors, and employees may purchase, sell, or hold investments and other financial instruments for their own accounts and for the accounts of their customers. Such investment and trading activities may involve assets, securities, or other instruments of the State (directly, as collateral securing other obligations, or otherwise) or of others that have relationships with the State. The Underwriters and their affiliates may also communicate independent investment recommendations, market color, or trading ideas and may publish or express independent research views in respect of any such assets, securities, or instruments and may at any time hold, or recommend to clients that they should acquire, long or short positions in such assets, securities, or instruments.

Certain legal matters will be passed upon for the Underwriters by their counsel, Mayer Brown LLP, Chicago, Illinois.

CUSIP NUMBERS, REOFFERING YIELDS, PRICES, AND OTHER INFORMATION

The table appearing on the front cover includes information about the 2017 Series 1 Bonds and is 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 Underwriters have provided the reoffering yields and prices. For each of the 2017 Series 1 Bonds subject to optional redemption, the yield at issuance shown is the lower of the yield to the first optional call date or the yield to the nominal maturity date.

LEGALITY FOR INVESTMENT

State law provides that the 2017 Series 1 Bonds are legal investments for the following:

- Banks and bankers, trust companies, savings banks and institutions, savings and loan associations, credit unions, investment companies, insurance companies, insurance associations, and other persons carrying on a banking or insurance business.
- Personal representatives, guardians, trustees, and other fiduciaries.
- The State, the State investment board and all public officers, municipal corporations, political subdivisions, and public bodies.

PENDING LITIGATION

The State and its officers and employees are defendants in numerous lawsuits. It is not expected that the pending litigation will be finally determined so as to result individually or in the aggregate in a final judgment against the State which would materially affect the payment of interest on, principal of, or Redemption Price of the 2017 Series 1 Bonds.

As required by law, the office of the Attorney General will examine a certified copy of all proceedings leading to issuance of the 2017 Series 1 Bonds. The Attorney General will deliver an opinion on the regularity and validity of the proceedings. The Attorney General's opinion will also state that there is no action, suit, or proceeding, either pending or threatened in writing, known to the Attorney General, restraining or enjoining the issuance, sale, execution, or delivery of the 2017 Series 1 Bonds, and there also is no action, suit, or proceeding, either pending or threatened in writing, known to the Attorney General, in any way contesting or affecting (1) the titles to their respective offices of any of the State officers involved in the issuance of the 2017 Series 1 Bonds, (2) the validity of the 2017 Series 1 Bonds or any proceedings or authority by which the same have been issued, sold, executed and delivered, or (3) the pledge or application of any moneys or security provided for the payment of the 2017 Series 1 Bonds, the existence of the Department or its power to charge and collect Registration Fees and Other Registration-Related Fees and pledge them for the payment of the 2017 Series 1 Bonds.

In the event certificated Bonds are issued, the certificate of the Attorney General will be printed on the reverse side of each 2017 Series 1 Bond.

LEGALITY

All legal matters incident to the authorization, issuance, and delivery of the 2017 Series 1 Bonds are subject to the opinion of Quarles & Brady LLP (**Bond Counsel**), whose approving opinion, substantially in the form shown in APPENDIX C, will be delivered on the date of issue of the 2017 Series 1 Bonds. In the event certificated 2017 Series 1 Bonds are issued, the opinion will be printed on the reverse side of each 2017 Series 1 Bond.

Quarles & Brady LLP has also been retained by the State to serve as Disclosure Counsel to the State with respect to the 2017 Series 1 Bonds. Although, as counsel to the State, Quarles & Brady LLP has assisted the State with certain disclosure matters, Quarles & Brady LLP has not undertaken to independently verify the accuracy, completeness or sufficiency of this Official Statement or other offering material relating to the 2017 Series 1 Bonds and assumes no responsibility whatsoever nor shall have any liability to any other party for the statements or information contained or incorporated by reference in this Official Statement. Further, Quarles & Brady LLP makes no representation as to the suitability of the 2017 Series 1 Bonds for any investor.

TAX MATTERS

Tax Exemption

Bond Counsel will deliver a legal opinion with respect to the exclusion from gross income for federal income tax purposes applicable to the interest on the 2017 Series 1 Bonds under existing law substantially in the form as set forth in APPENDIX C.

Prospective purchasers of the 2017 Series 1 Bonds should be aware that ownership of the 2017 Series 1 Bonds may result in collateral federal income tax consequences to certain taxpayers. Bond Counsel will not express any opinion as to such collateral tax consequences. Prospective purchasers of the 2017 Series 1 Bonds should consult their tax advisors as to collateral federal income tax consequences.

From time to time, legislation is proposed and there are or may be legislative proposals pending in the Congress of the United States that, if enacted, could alter or amend the federal tax matters referred to above or adversely affect the market value of the 2017 Series 1 Bonds. It cannot be predicted whether or in what form any proposal that could alter one or more of the federal tax matters referred to above or adversely affect the market value of the 2017 Series 1 Bonds may be enacted. Prospective purchasers of the 2017 Series 1 Bonds should consult their own tax advisors regarding any pending or proposed federal tax legislation. Bond counsel expresses no opinion regarding any pending or proposed federal tax legislation.

Original Issue Premium

To the extent that the initial offering price of certain of the 2017 Series 1 Bonds are more than the principal amount payable at maturity, such 2017 Series 1 Bonds **(Premium Bonds)** will be considered to have bond premium.

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. The amortizable bond premium of each Premium Bond is calculated on a daily basis from the issue date of such Premium Bond until its stated maturity date (or call date, if any) on the basis of a constant interest rate compounded at each accrual period (with straight line interpolation between the compounding dates). An owner of a Premium Bond that has amortizable bond premium is not allowed any deduction for the amortizable bond premium; rather the amortizable bond premium attributable to a taxable year is applied against (and operates to reduce) the amount of tax-exempt interest payments on the Premium Bonds. 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 held such Premium Bond. The adjusted tax basis in a Premium Bond will be used to determine taxable gain or loss upon a disposition (including the 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.

State Taxes

The interest on the 2017 Series 1 Bonds is not exempt from present Wisconsin income or franchise taxes. Owners of the 2017 Series 1 Bonds should consult their own tax advisors with respect to the state and local tax consequences of owning the 2017 Series 1 Bonds.

FINANCIAL ADVISOR

Robert W. Baird & Co. Incorporated has been employed by the State to perform professional services in the capacity of financial advisor **(Financial Advisor)**. The Financial Advisor has provided advice on the plan of finance, selection of the Current Refunded Bonds and Advance Refunded Bonds, and structure of the 2017 Series 1 Bonds, and has also reviewed certain legal and disclosure documents, including this Official Statement, for financial matters.

VERIFICATION OF MATHEMATICAL COMPUTATIONS

The arithmetical accuracy of certain computations was independently verified by the Verification Agent. These computations, which were provided by the Underwriters, indicate (1) the sufficiency of the receipts from the Government Obligations, together with an initial cash deposit, to pay to and at early redemption the principal of and interest on the Advance Refunded Bonds and (2) the yield of the Escrow Fund is less than the yield on the 2017 Series 1 Bonds. The Verification Agent relied upon assumptions and information supplied by the Underwriters on behalf of the State and has not made any study or examination of them, except as noted in its report. The Verification Agent has not expressed an opinion on the reasonableness of the assumptions or the likelihood that the debt service requirements of the Advance Refunded Bonds will be paid as described in its report.

CONTINUING DISCLOSURE

The State has made an undertaking, for the benefit of the beneficial owners of the 2017 Series 1 Bonds, to provide an annual report presenting certain financial information and operating data about the State **(Annual Reports)**. By December 27 of each year, the State will send the report to the Municipal Securities Rulemaking Board **(MSRB)** through its Electronic Municipal Market Access **(EMMA)** system. The State will also provide to the MSRB through its EMMA system notices of the occurrence of certain events specified in the undertaking. Part I of the 2016 Annual Report, which contains information on the undertaking, is included by reference as part of this Official Statement.

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

Department of Administration
Capital Finance Office
Attn: Capital Finance Director
101 East Wilson Street, FLR 10
P.O. Box 7864
Madison, WI 53707-7864
(608) 267-0374
DOACapitalFinanceOffice@wisconsin.gov
www.doa.wi.gov/capitalfinance

The undertaking also describes the consequences if the State fails to provide any required information. The State must report the failure to the MSRB. In the last five years, the State has not failed to comply in any material respect with this, or any similar, undertaking. During that period, rating agencies have changed their respective ratings with respect to various bond insurers. Certain obligations previously issued by the State were insured by policies issued by these bond insurers, and the State did not file notice of those rating changes. The State did not consider those rating changes to be material. On July 31, 2014, the State filed with the MSRB, as a technical clarification, a written notice of those rating changes of bond insurers where the rating before the change was above the underlying rating of the respective State obligations.

Dated: May 3, 2017

STATE OF WISCONSIN

/S/ SCOTT WALKER

Governor Scott Walker, Chairperson
State of Wisconsin Building Commission

/S/ JOHN L. KLENKE

John L. Klenke, Secretary
State of Wisconsin Building Commission

/S/ DAVE ROSS

Dave Ross, Secretary
State of Wisconsin Department of Transportation

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APPENDIX A

INFORMATION ABOUT THE TRANSPORTATION REVENUE BOND PROGRAM

This Appendix includes by reference information concerning the State of Wisconsin Transportation Revenue Bond Program, contained in Part V of the State of Wisconsin Continuing Disclosure Annual Report, dated December 23, 2016 (**2016 Annual Report**), which can be obtained as described below. This Appendix also makes certain updates and additions to the information presented in Part V of the 2016 Annual Report, including but not limited to, revised projections of vehicle registration fees and other registration-related fees.

Part V of the 2016 Annual Report contains information concerning the Transportation Revenue Bond Program, security for the Bonds, sources of payment, vehicle registration fees, other vehicle registration-related fees, registration fee collection procedures, the Reserve Fund, additional Bonds, the Wisconsin Department of Transportation **(Department** or **DOT)**, and a summary of the General Resolution. Part V of the 2016 Annual Report also includes the independent auditor's reports and audited statements of cash receipts and disbursements for the years ended June 30, 2016 and June 30, 2015 for the Transportation Revenue Bond Program and Transportation Revenue Commercial Paper Program.

The 2016 Annual Report has been filed with the Municipal Securities Rulemaking Board **(MSRB)** through its Electronic Municipal Market Access **(EMMA)** system, and is also available from the part of the Capital Finance Office web site called "Official Disclosure for Bonds, Notes, and Other Securities Issued by the State of Wisconsin". The Capital Finance Office web site is located at the following address:

www.doa.wi.gov/capitalfinance

Copies of the 2016 Annual Report may also be obtained from:

State of Wisconsin Department of Administration
Capital Finance Office
Attn: Capital Finance Director
101 East Wilson Street, FLR 10
P.O. Box 7864
Madison, WI 53707-7864
(608) 267-0374
DOACapitalFinanceOffice@wisconsin.gov

After publication and filing of the 2016 Annual Report, certain changes or events have occurred that affect items discussed in the 2016 Annual Report. Certain of these changes or events are described in the body of this Official Statement. Listed below by reference to particular sections of Part V of the 2016 Annual Report, are other changes or additions to the discussion contained in those particular sections. When such changes occur, the State may or may not file notices with the MSRB. However, the State has filed, and expects to continue to file, informational notices with the MSRB, some of which may be notices that are not required to be filed under the State's undertakings.

Registration Fees—Table V-3; Debt Service of Outstanding Transportation Revenue Bonds and Estimated Revenue Coverage (Page 157). Replace with the following updated table:

The table on the following page shows the forecasted coverage of annual debt service on the Outstanding Bonds following the issuance of the 2017 Series 1 Bonds, based on the Department's estimate of Program Income for 2017-27. There can be no assurance that the estimated vehicle registration and other vehicle registration-related fees will be realized in the amounts shown.

Debt Service on the 2017 Series 1 Bonds and Estimated Coverage for Outstanding Bonds[a][e]

	Estimated Program Income[a]			2017 Series 1 Bonds			Outstanding Bonds[b][c][e]				Outstanding Notes[c][d][e]				
Maturity (July 1)	Estimated Registration Fees (Millions)	Estimated Certain Other Registration-Related Fees (Millions)	Total Program Income (Millions)	Principal	Interest	Debt Service	Total Principal	Total Interest	Total Debt Service	Coverage Ratio	Total Principal-Notes	Estimated Total Interest - Notes	Estimated Total Debt Service - Notes	Estimated Total Debt Service - Bonds and Notes	Coverage Ratio
2017	$567.80	$106.32	$674.12				$103,350,000	$93,614,940	$196,964,940	3.42	$29,915,000	$4,436,150	$34,351,150	$231,316,090	2.91
2018	587.29	106.32	693.61		$15,451,017	$15,451,017	111,500,000	94,149,700	205,649,700	3.37	16,153,000	2,940,400	19,093,400	224,743,100	3.09
2019	589.12	106.32	695.44		14,226,000	14,226,000	120,735,000	87,530,772	208,265,772	3.34	7,720,000	2,132,750	9,852,750	218,118,522	3.19
2020	608.15	106.32	714.47	$8,355,000	14,226,000	22,581,000	130,630,000	81,595,628	212,225,628	3.37	8,105,000	1,746,750	9,851,750	222,077,378	3.22
2021	609.65	106.32	715.97	23,870,000	13,808,250	37,678,250	136,050,000	75,182,207	211,232,207	3.39	8,510,000	1,341,500	9,851,500	221,083,707	3.24
2022	628.59	106.32	734.91	15,210,000	12,614,750	27,824,750	135,610,000	68,425,873	204,035,873	3.60	8,935,000	916,000	9,851,000	213,886,873	3.44
2023	631.14	106.32	737.46	8,675,000	11,854,250	20,529,250	122,055,000	61,671,741	183,726,741	4.01	9,385,000	469,250	9,854,250	193,580,991	3.81
2024	651.50	106.32	757.82	18,985,000	11,420,500	30,405,500	123,545,000	55,632,432	179,177,432	4.23					
2025	654.70	106.32	761.02	19,935,000	10,471,250	30,406,250	111,770,000	49,417,023	161,187,023	4.72					
2026	675.73	106.32	782.05	20,935,000	9,474,500	30,409,500	99,715,000	43,864,042	143,579,042	5.45					
2027	679.62	106.32	785.94	48,015,000	8,427,750	56,442,750	113,500,000	38,968,372	152,468,372	5.15					
2028				38,415,000	6,027,000	44,442,000	101,025,000	33,124,345	134,149,345						
2029				7,450,000	4,106,250	11,556,250	106,200,000	27,881,560	134,081,560						
2030				7,820,000	3,733,750	11,553,750	97,920,000	22,355,638	120,275,638						
2031				8,210,000	3,342,750	11,552,750	88,870,000	17,224,725	106,094,725						
2032				8,620,000	2,932,250	11,552,250	77,125,000	12,767,425	89,892,425						
2033				9,055,000	2,501,250	11,556,250	66,660,000	9,106,575	75,766,575						
2034				9,505,000	2,048,500	11,553,500	53,995,000	6,033,325	60,028,325						
2035				9,980,000	1,573,250	11,553,250	28,465,000	3,468,000	31,933,000						
2036				10,480,000	1,074,250	11,554,250	29,890,000	2,044,750	31,934,750						
2037				11,005,000	550,250	11,555,250	11,005,000	550,250	11,555,250						
				$284,520,000	$149,863,767	$434,383,767	$1,969,615,000	$884,609,323	$2,854,224,323		$88,723,000	$13,982,800	$102,705,800		

(a) The estimated fees for 2017 through 2027 reflect revenue projections completed by the Department in April 2017. Excludes interest earnings.

(b) Reflects the 2017 Series 1 Bonds and assumes, as of the date of this Official Statement, the Current Refunded Bonds and the Advance Refunded Bonds have been defeased.

(c) Does not reflect or include the direct payment the State is expected to receive from the United States Treasury on each interest payment date in the amount of 35% of the interest payable by the State on such date for the 2009 Series B Bonds and the 2010 Series B Bonds, each designated as "qualified build America bonds".

(d) Reflects principal component of the respective Subordinated Debt Service Fund Requirement and assumed interest rate of 5.00%.

(e) Assumes that no additional Bonds will be issued and continuation of current Registration Fees and Other Registration-Related Fees. Estimates of Program Income and coverage beyond 2027 are not currently available.

Registration Fees—Table V-7; Projected Registration Fee Revenues (Page 160). Replace with the following updated table. These projections were completed by DOT in April 2017.

PROJECTED REGISTRATION FEE REVENUES
(Amounts in Millions)

Fiscal Year (June 30)	Revenues[a]	% Change
2017	$ 568.0	0.4%
2018	587.3	3.3
2019	589.1	0.3
2020	608.2	3.1
2021	609.7	0.3
2022	628.6	3.0
2023	631.1	0.4
2024	651.5	3.1
2025	654.7	0.5
2026	675.7	3.1
2027	679.6	0.6

[a] Includes both International Registration Plan **(IRP)** and non-IRP Registration Fees pursuant to Section 341.25, Wisconsin Statutes. This table does not include Other Registration-Related Fees, which are updated later in this Appendix of the Official Statement.

Source: Wisconsin Department of Transportation.

Other Registration-Related Fees—Table V-8; Actual and Projected Other Registration-Related Fees (Page 165). Replace with the following updated table. These projections were completed by DOT in April 2017.

ACTUAL AND PROJECTED OTHER REGISTRATION-RELATED FEES

Fiscal Year (June 30)	Title Transaction Fees	Counter Service Fees and Personalized License Plates	Subtotal	Other Miscellaneous Vehicle Registration-Related Fees	Total Registration-Related Fees
2007	$ 50,470,381	$ 8,487,460	$ 58,957,841	$ 8,457,789	$ 67,415,630
2008[(a)]	63,825,116	8,504,542	72,329,658	8,690,501	81,020,159
2009[(a)]	73,326,881	8,065,590	81,392,471	8,300,302	89,692,773
2010	72,424,499	8,356,113	80,780,612	9,873,154	90,653,766
2011	73,817,627	7,736,294	81,553,921	12,201,959	93,755,880
2012[(a)]	86,902,864	8,082,787	94,985,651	13,046,048	108,031,699
2013	88,495,799	7,650,431	96,146,230	13,240,815	109,387,045
2014	92,478,346	7,838,553	100,316,899	14,053,506	114,370,405
2015	97,129,227	7,678,806	104,808,033	14,821,529	119,629,562
2016	99,096,834	8,131,116	107,227,950	15,466,786	122,694,736
2017	98,446,800	7,876,400	106,323,200	14,720,181	121,043,381
2018	98,446,800	7,876,400	106,323,200	14,720,181	121,043,381
2019	98,446,800	7,876,400	106,323,200	14,720,181	121,043,381
2020	98,446,800	7,876,400	106,323,200	14,720,181	121,043,381
2021	98,446,800	7,876,400	106,323,200	14,720,181	121,043,381
2022	98,446,800	7,876,400	106,323,200	14,720,181	121,043,381
2023	98,446,800	7,876,400	106,323,200	14,720,181	121,043,381
2024	98,446,800	7,876,400	106,323,200	14,720,181	121,043,381
2025	98,446,800	7,876,400	106,323,200	14,720,181	121,043,381
2026	98,446,800	7,876,400	106,323,200	14,720,181	121,043,381
2027	98,446,800	7,876,400	106,323,200	14,720,181	121,043,381

[(a)] Reflects (i) effective date of January 1, 2008 for additional $24.50 increase in title transaction fees, and (ii) effective date of July 1, 2011 for no increase in the actual title transaction fee, but a $9 increase in the portion of the title transaction fee that is now considered to be Program Income.

Source: Wisconsin Department of Transportation.

APPENDIX B

INFORMATION ABOUT THE STATE

This Appendix includes by reference information concerning the State of Wisconsin **(State)**, contained in Part II of the State of Wisconsin Continuing Disclosure Annual Report, dated December 23, 2016 **(2016 Annual Report)**, which can be obtained as described below. This Appendix also makes updates and additions to the information presented in Part II of the 2016 Annual Report, including, but not limited to:

- Estimated General Fund condition statement for the 2016-17 fiscal year and General Fund tax collection projections for the 2016-17 fiscal year and the 2017-19 biennium, as included in a report provided by the Legislative Fiscal Bureau (**LFB**) on January 18, 2017 **(January 2017 LFB Report)**.
- General Fund information for the 2016-17 fiscal year through January 31, 2017, which is presented on either a cash basis or an agency-recorded basis, and projected General Fund information for the remainder of the 2016-17 fiscal year, which is presented on a cash basis.
- Information about the executive budget for the 2017-19 biennium.

Part II of the 2016 Annual Report contains general information about the State. More specifically, that part presents information about the following matters:

- State's revenue and expenditures
- State's operations, financial procedures, accounting, and financial reporting
- Organization of, and services provided by, the State
- Budget process and fiscal controls
- State budget (including results of fiscal year 2015-16 and State budget for the 2015-17 biennium)
- Potential effects of litigation
- State obligations
- Employee pension funds and other post-employment benefits
- State Investment Board
- Statistical information about the State's population, income, and employment

The State's audited general purpose external financial statements for the fiscal year ended June 30, 2016 were not available as of the date of the 2016 Annual Report. On March 30, 2017, the Comprehensive Annual Financial Report (CAFR) and the audited General Purpose External Financial Statements section of the CAFR for the fiscal year ended June 30, 2016 were published. The State filed both documents with the Municipal Securities Rulemaking Board (MSRB) through its through its Electronic Municipal Market Access (EMMA) system on March 31, 2017. In addition, the General Purpose External Financial Statements have been made part of APPENDIX A to Part II of the 2016 Annual Report. No other information in Part II of the 2016 Annual Report was updated, and the revision of Part II of the 2016 Annual Report to include the audited General Purpose External Financial Statements does not create any implication that any other information in the 2016 Annual Report remains accurate at any time after its date.

The 2016 Annual Report was filed with the MSRB through its EMMA system. The 2016 Annual Report along with the CAFR and General Purpose External Financial Statements are also available from the part of the Capital Finance Office web site called "Official Disclosure for Bonds, Notes, and Other Securities Issued by the State of Wisconsin". The Capital Finance Office web site is located at the following address:

www.doa.wi.gov/capitalfinance

Copies of the 2016 Annual Report may also be obtained from:

State of Wisconsin Department of Administration
Capital Finance Office
101 E. Wilson Street, FLR 10
P.O. Box 7864
Madison, WI 53707-7864
(608) 267-0374
DOACapitalFinanceOffice@wisconsin.gov

The State independently provided, from July 2001 to June 2013, monthly reports on general fund financial information. The State did not provide these monthly reports from June 2013 through March 2014, and the frequency of the reports provided during calendar years 2015 and 2016 was less than monthly. These reports are not required by any of the State's undertakings to provide information concerning the State's securities. These reports are available on the State's Capital Finance Office web site that is listed above and also were filed as additional voluntary information with the MSRB through its EMMA system; however, the reports are not incorporated by reference into this Official Statement or Part II of the 2016 Annual Report. The State is not obligated to provide such reports at any time in the future.

After publication and filing of the 2016 Annual Report, certain changes or events have occurred that affect items discussed in the 2016 Annual Report. Listed below by reference to particular sections of Part II of the 2016 Annual Report, are changes or additions to the discussions contained in those particular sections. When such changes occur, the State may or may not file notices with the MSRB. However, the State has filed, and expects to continue to file, informational notices with the MSRB, some of which may be notices that are not required to be filed under the State's undertakings.

State Budget; Budget for the 2016-17 Fiscal Year (Part II, Pages 35-36). Update with the following information:

January 2017 LFB Report – General Fund Condition Statement

The January 2017 LFB Report includes an estimated General Fund condition statement for the 2016-17 fiscal year. The table on the following page includes this updated General Fund condition statement for the 2016-17 fiscal year and shows a projected ending net balance of $362 million.

The table on the following page also includes, for comparison, the actual General Fund condition statement for the 2015-16 fiscal year and the estimated General Fund condition statements from the 2015-17 biennial budget (2015 Wisconsin Act 55) and a report provided by the Department of Administration (**DOA**) on November 21, 2016 **(November 2016 DOA Report)**.

ESTIMATED GENERAL FUND CONDITION STATEMENT
2016-17 FISCAL YEAR
(in Millions)

	2015-16 Fiscal Year Annual Fiscal Report	2016-17 Fiscal Year: 2015-17 Biennial Budget	2016-17 Fiscal Year: DOA November 2016	2016-17 Fiscal Year: LFB January 2017
Revenues				
Opening Balance	$ 135.6	$ 161.8	$ 331.0	$ 331.0
Prior-Year Designation	91.3	-	-	-
Taxes	15,097.5	15,791.6	15,440.2	15,503.6
Department Revenues				
Tribal Gaming	26.2	23.1	25.5	24.4
Other	491.4	513.5	484.7	518.9
Total Available	$ 15,842.0	$ 16,490.0	$16,281.5	$ 16,377.9
Appropriations				
Gross Appropriations	$ 15,850.9	$ 17,041.4	$17,015.0	$ 17,015.0
Sum Sufficient Reestimates	-	-	-	(55.4)
Prelim. Debt Service Reestimates	-	-	(10.1)	-
Transfers	38.0	39.5	39.5	39.5
Biennial Approp.Adjustments	-	-	-	(4.7)
Compensation Reserves	0.9	18.6	18.6	18.6
Less: Lapses	(378.9)	(740.8)	(886.3)	(1,062.3)
Net Appropriations	$ 15,510.9	$ 16,358.7	$16,176.7	$ 15,950.7
Balances				
Gross Balance	331.0	131.4	104.8	427.2
Less: Req. Statutory Balance	n/a	(65.0)	(65.0)	(65.0)
Net Balance, June 30	$ 331.0	$ 66.4	$ 39.7	$ 362.2

January 2017 LFB Report – General Fund Tax Collections

The January 2017 LFB Report also includes estimates of General Fund tax collections for the 2016-17 fiscal year, which are $15.504 billion, or an increase of $406 million (or 2.6%) from collections in the 2015-16 fiscal year, and an increase of $63 million (or 0.4%) from the November 2016 DOA Report.

The following table provides a summary of estimated General Fund tax collection for the 2016-17 fiscal year. For comparison purposes, the following are also provided: the actual collections as reported in the 2015-16 Annual Fiscal Report, the estimated collections upon which the 2015-17 biennial budget was enacted, and the estimated collections provided in the November 2016 DOA Report.

ESTIMATED GENERAL FUND TAX
REVENUE COLLECTIONS
2016-17 FISCAL YEAR
(in Millions)

		2016-17 Fiscal Year		
	2015-16 Fiscal Year Annual Fiscal Report	2015-17 Biennial Budget	DOA November 2016	LFB January 2017
Individual Income	$ 7,740.8	$ 8,238.4	$ 8,018.5	$ 8,050.0
Sales and Use	5,065.8	5,224.0	5,172.3	5,215.0
Corp. Income & Franchise	963.0	1,015.7	888.5	900.0
Public Utility	360.6	373.4	377.5	359.7
Excise				
Cigarettes	573.4	545.5	575.4	565.0
Tobacco Products	76.1	73.6	79.8	82.0
Liquor & Wine	50.0	49.4	51.1	51.0
Beer	9.0	8.4	9.1	8.9
Insurance Company	177.3	187.0	184.0	187.0
Miscellaneous Taxes	81.5	76.3	84.0	85.0
TOTAL	$15,097.5	$ 15,791.6	$15,440.2	$ 15,503.6

A complete copy of the January 2017 LFB Report is included at the end of this Appendix B. In addition, the State has filed the January 2017 LFB Report with the MSRB through its EMMA system, and a copy is available from the State as provided on page B-2.

State Budget; Budget for the 2017-19 Biennium (Page II; Pages 36-37)

2017-19 Executive Budget

The Governor's executive budget for the 2017-18 and 2018-19 fiscal years was released on February 8, 2017. The Governor's executive budget bill has been introduced in both houses of the Legislature and has been further referred to the Joint Committee on Finance for review. Both detailed and summary information about the Governor's executive budget for the 2017-19 biennium can be obtained from the following website:

http://doa.wi.gov/Divisions/Budget-and-Finance/Biennial-Budget/201719-Executive-Budget/

Additionally, LFB has produced a summary document of the Governor's executive budget for the 2017-19 beinnium, and this summary can be obtained at the following website:

https://docs.legis.wisconsin.gov/misc/lfb/budget/2017_19_biennal_budget

These websites are identified for the convenience of the reader only and are not incorporated by reference into this Official Statement. In addition, information on the Governor's executive budget for the 2017-19 biennium has been filed with the MSRB through its EMMA system, and additional information about the executive budget is available from the State as provided on page B-2.

For the purposes of the Governor's executive budget for the 2017-18 and 2018-19 fiscal years, the Department of Administration has determined an ending gross balance for FY17 of $453.0 million. This compares favorably to the January 2017 LFB Report which estimated an ending gross balance of $427.2 million.

The following table includes the estimated General Fund condition statement for the 2017-18 and 2018-19 fiscal years, as detailed in the Governor's executive budget for the 2017-19 biennium.

ESTIMATED GENERAL FUND CONDITION STATEMENT
2017-18 AND 2018-19 FISCAL YEARS
(in Millions)

	2017-18 Fiscal Year Estimated	2018-19 Fiscal Year Estimated
Revenues		
Opening Balance	$ 453.0	$ 297.7
Taxes	15,973.2	16,573.0
Department Revenues		
Tribal Gaming	25.9	25.7
Other	493.2	447.4
Total Available	$ 16,945.3	$ 17,343.9
Appropriations		
Gross Appropriations	$ 16,899.2	$ 17,619.1
Current Session Bills	-	5.0
Transfers	59.9	41.4
Compensation Reserves	14.4	35.3
Less: Lapses	(326.0)	(438.6)
Net Appropriations	$ 16,647.5	$ 17,262.3
Balances		
Gross Balance	297.7	81.6
Less: Req. Statutory Balance	(70.0)	(75.0)
Net Balance, June 30	$ 227.7	$ 6.6

The following table provides a summary of estimated General Fund tax collections as presented in the Governor's executive budget for the 2017-18 and 2018-19 fiscal years. Based on the Governor's executive budget for the 2017-19 biennium, the increase in tax collections is anticipated to be $600 million (or 3.8%) from the 2017-18 fiscal year to the 2018-19 fiscal year. The following table also includes, for comparison purposes the estimated collections from the November 2016 DOA Report along with the January 2017 LFB.

ESTIMATED GENERAL FUND TAX
REVENUE COLLECTIONS
2017-18 AND 2018-19 FISCAL YEARS
(in Millions)

	2017-18 Fiscal Year			2018-19 Fiscal Year		
	DOA November 2016	LFB January 2017	Governor's Executive Budget	DOA November 2016	LFB January 2017	Governor's Executive Budget
Individual Income	$ 8,320.3	$ 8,360.0	$ 8,277.8	$ 8,655.2	$ 8,710.0	$ 8,637.0
Sales and Use	5,308.4	5,370.0	5,374.9	5,459.3	5,580.0	5,585.0
Corp. Inc. & Franch.	897.8	940.0	957.0	881.8	950.0	975.1
Public Utility	380.1	373.5	373.5	382.2	378.2	378.2
Excise						
Cigarettes	564.3	565.0	565.0	555.5	561.0	561.0
Tobacco Products	83.6	85.0	85.0	86.8	88.0	88.0
Liquor & Wine	51.8	52.0	52.0	52.7	53.0	53.0
Beer	9.1	8.9	8.9	9.1	8.8	8.8
Insurance Company	185.9	192.0	192.0	199.3	197.0	197.0
Miscellaneous Taxes	86.8	87.0	87.0	88.2	90.0	90.0
TOTAL	$15,888.1	$ 16,033.4	$15,973.1	$16,370.1	$ 16,616.0	$16,573.0

The January 2017 LFB Report also includes estimates of the General Fund tax collections for the 2017-18 and 2018-19 fiscal years. The January 2017 LFB Report anticipates a $530 million (or 3.4%) increase in tax collections from the 2016-17 fiscal year to the 2017-18 fiscal year, and a $583 million (or 3.5%) increase in tax collections from the 2017-18 fiscal year to 2018-19 fiscal year. During those same time frames, the projected increases in the November 2016 DOA Report were $448 million (or 2.9%) and $482 million (or 3.0%), respectively.

A complete copy of the January 2017 LFB Report is included at the end of this Appendix B. In addition, the State has filed the January 2017 LFB Report with the MSRB through its EMMA system, and a copy is available from the State as provided on page B-2.

General Fund Information; General Fund Cash Flow (Part II; Pages 43-55). The following tables provide updates and additions to various tables containing General Fund information for the 2016-17 fiscal year, which are presented on either a cash basis or an agency-recorded basis. Unless otherwise noted, the following tables include information through January 31, 2017 and projected General Fund information (cash basis) for the remainder of the 2016-17 fiscal year.

The results, projections, and estimates in the following tables (except where noted in such tables) reflect the budget bill for the 2015-17 biennium (2015 Wisconsin Act 55), the estimated General Fund tax revenues included in a report provided by the LFB on January 21, 2016 (**January 2016 LFB Report**) and provisions enacted into law by June 30, 2016. These estimates do not reflect the November 2016 DOA Report or the January 2017 LFB Report.

The comparison of monthly General Fund information that is presented on a cash basis has many inherent problems. Unforeseen events or variations from underlying assumptions may cause a decrease or increase in receipts and disbursements from those projected for any specific month. The following tables may show negative balances on a cash basis. The State can have a negative cash balance at the end of a fiscal year.

The Wisconsin Statutes provide certain administrative remedies to deal with periods when the General Fund is in a negative cash position. The Secretary of Administration may temporarily reallocate cash in other funds to the General Fund in an amount up to 9% of the general-purpose revenue appropriations then in effect and may also temporarily reallocate for a period of up to 30 days an additional amount up to 3% of the general-purpose revenue appropriations then in effect.

If the amount available for temporary reallocation to the General Fund is not sufficient, then the Secretary of Administration is authorized to set priorities for payments from the General Fund and to prorate or defer certain payments.

Table II-11; General Fund Cash Flow (Part II; Page 47). Replace with the following updated table.

ACTUAL GENERAL FUND CASH FLOW; JULY 1, 2016 TO JANUARY 31, 2017[(a)]

PROJECTED GENERAL FUND CASH FLOW; FEBRUARY 1, 2017 TO JUNE 30, 2017[(a) (b)]

(Cash Basis)

(Amounts in Thousands)

	July 2016	August 2016	September 2016	October 2016	November 2016	December 2016	January 2017	February 2017	March 2017	April 2017	May 2017	June 2017
BALANCES[(a)(b)]												
Beginning Balance	$ 1,060,311	$ (146,310)	$ 818,825	$ 1,125,530	$ 1,903,622	$ 1,732,927	$ 1,276,921	$ 2,410,606	$ 2,318,527	$ 976,613	$ 1,308,962	$ 1,837,315
Ending Balance[(c)]	(146,310)	818,825	1,125,530	1,903,622	1,732,927	1,276,921	2,410,606	2,318,527	976,613	1,308,962	1,837,315	1,500,650
Lowest Daily Balance [(c)]	(217,092)	(147,381)	245,613	980,562	1,497,053	14,077	1,121,221	2,184,808	976,613	897,565	998,512	1,186,271
RECEIPTS												
TAX RECEIPTS												
Individual Income	$ 487,412	$ 798,604	$ 816,815	$ 767,801	$ 559,830	$ 664,948	$ 1,301,636	$ 689,051	$ 736,338	$ 1,207,584	$ 729,490	$ 828,497
Sales & Use	509,403	491,367	490,404	480,185	455,468	431,654	525,871	400,470	385,339	454,059	437,472	490,950
Corporate Income	31,799	28,898	190,159	41,838	32,721	191,018	53,526	35,255	251,371	67,181	35,149	220,362
Public Utility	25	26	301	16,001	204,109	131	2	526	138	1,289	186,150	1,029
Excise	65,149	61,593	65,727	62,193	61,036	57,047	56,544	47,014	52,545	58,501	57,580	60,912
Insurance	228	5,804	35,999	75	4,574	38,863	335	6,803	4,259	10,749	1,585	10,732
Subtotal Tax Receipts	$ 1,094,016	$ 1,386,292	$ 1,599,405	$ 1,368,093	$ 1,317,738	$ 1,383,661	$ 1,937,914	$ 1,179,119	$ 1,429,990	$ 1,799,363	$ 1,447,426	$ 1,612,482
NON-TAX RECEIPTS												
Federal	$ 755,424	$ 1,009,232	$ 852,227	$ 529,813	$ 719,421	$ 721,757	$ 620,495	$ 956,441	$ 732,013	$ 708,365	$ 750,023	$ 736,851
Other & Transfers	515,928	450,330	619,385	632,168	384,789	484,043	383,800	636,772	411,492	477,639	410,046	633,836
Note Proceeds	-	-	-	-	-	-	-	-	-	-	-	-
Subtotal Non-Tax Receipts	$ 1,271,352	$ 1,459,562	$ 1,471,612	$ 1,161,981	$ 1,104,210	$ 1,205,800	$ 1,004,295	$ 1,593,213	$ 1,143,505	$ 1,186,004	$ 1,160,069	$ 1,370,687
TOTAL RECEIPTS	$ 2,365,368	$ 2,845,854	$ 3,071,017	$ 2,530,074	$ 2,421,948	$ 2,589,461	$ 2,942,209	$ 2,772,332	$ 2,573,495	$ 2,985,367	$ 2,607,495	$ 2,983,169
DISBURSEMENTS												
Local Aids	$ 1,604,248	$ 189,043	$ 793,131	$ 100,094	$ 868,104	$ 1,250,587	$ 166,655	$ 640,243	$ 1,565,458	$ 87,825	$ 174,901	$ 1,824,368
Income Maintenance	985,172	719,310	773,713	726,744	754,110	833,525	747,048	728,358	846,600	780,044	739,734	367,421
Payroll and Related	301,415	323,227	502,723	303,117	437,896	413,804	442,970	392,763	562,646	376,092	373,422	480,719
Tax Refunds	87,392	92,922	90,360	117,565	138,543	155,781	65,727	593,822	553,182	513,345	159,351	132,614
Debt Service	250,746	-	-	116,003	-	-	-	6,253	-	506,012	107,860	259
Miscellaneous	343,016	556,217	604,385	388,459	393,990	391,770	386,124	502,972	387,523	389,700	523,875	514,453
TOTAL DISBURSEMENTS	$ 3,571,989	$ 1,880,719	$ 2,764,312	$ 1,751,982	$ 2,592,643	$ 3,045,467	$ 1,808,524	$ 2,864,411	$ 3,915,409	$ 2,653,018	$ 2,079,143	$ 3,319,834

Table II-12; General Fund Cash Receipts and Disbursements Year-to-Date Compared to Estimates and Previous Fiscal Year (Part II; Page 49). Replace with the following updated table.

GENERAL FUND CASH RECEIPTS AND DISBURSEMENTS YEAR-TO-DATE COMPARED TO ESTIMATES AND PREVIOUS FISCAL YEAR [(a)]
(Cash Basis)
As of January 31, 2017 (2016-17 Fiscal Year)
(Amounts in Thousands)

	2015-16 Fiscal Year through January 31, 2016	2016-17 Fiscal Year through January 31, 2017				
	Actual	Actual	Estimate[(b)]	Variance	Adjusted Variance[(c)]	Difference FY16 Actual to FY17 Actual
RECEIPTS						
Tax Receipts						
Individual Income	$ 4,800,634	$ 5,397,046	$ 5,281,699	$ 115,347	$ 115,347	$ 596,412
Sales	3,304,167	3,384,352	3,415,420	(31,068)	(31,068)	80,185
Corporate Income	629,531	569,959	657,834	(87,875)	(87,875)	(59,572)
Public Utility	220,351	220,595	227,245	(6,650)	(6,650)	244
Excise	431,329	429,289	432,556	(3,267)	(3,267)	(2,040)
Insurance	14,631	85,878	14,979	70,899	70,899	71,247
Inheritance	-	-	-	-	-	-
Total Tax Receipts	$ 9,400,643	$ 10,087,119	$ 10,029,733	$ 57,386	$ 57,386	$ 686,476
Non-Tax Receipts						
Federal	$ 5,350,633	$ 5,208,369	$ 5,571,598	$ (363,229)	$ (363,229)	$ (142,264)
Other and Transfers	2,736,789	3,470,443	3,022,800	447,643	447,643	733,654
Note Proceeds	-	-	-	-	-	-
Total Non-Tax Receipts	$ 8,087,422	$ 8,678,812	$ 8,594,398	$ 84,414	$ 84,414	$ 591,390
TOTAL RECEIPTS	$ 17,488,065	$ 18,765,931	$ 18,624,131	$ 141,800	$ 141,800	$ 1,277,866
DISBURSEMENTS						
Local Aids	$ 4,602,505	$ 4,971,862	$ 4,923,964	$ (47,898)	$ (47,898)	$ 369,357
Income Maintenance	5,286,280	5,539,622	5,738,885	199,263	199,263	253,342
Payroll & Related	2,841,291	2,725,152	2,872,922	147,770	147,770	(116,139)
Tax Refunds	736,916	748,290	721,356	(26,934)	(26,934)	11,374
Debt Service	431,250	366,749	431,672	64,923	64,923	(64,501)
Miscellaneous	3,056,737	3,063,961	3,123,189	59,228	59,228	7,224
Note Repayment	-	-	-	-	-	-
TOTAL DISBURSEMENTS	$ 16,954,979	$ 17,415,636	$ 17,811,988	$ 396,352	$ 396,352	$ 460,657
2016-17 FISCAL YEAR VARIANCE YEAR-TO-DATE				$ 538,152	$ 538,152	

(a) None of the data presented here has been subjected to customary fiscal period closing procedures or other procedures used in the preparation of a financial statement, including verification, reconciliation, and identified adjustments. In addition, comparison of monthly General Fund financial information has many inherent problems. Unforeseen events (including even a change in weather conditions) or variations from underlying assumptions may cause a decrease in receipts or an increase in disbursements from those projected for a given month.

(b) The estimates and projections for the 2016-17 fiscal year (cash basis) reflect the 2015-17 biennial budget (2015 Wisconsin Act 55) and the estimated General Fund tax revenues included in the January 2016 LFB Report. These estimates do not reflect revisions provided in the November 2016 DOA Report or the January 2017 LFB Report.

(c) Changes are sometimes made after the beginning of the fiscal year to the projected revenues and disbursements. Depending on when these changes occur, there are situations in which prior estimates cannot be changed and the result is a large variance. This column includes adjustments, if any, to the variances to more accurately reflect the variance between the estimated and actual amounts.

Source: Wisconsin Department of Administration.

Table II-13; General Fund Monthly Cash Position (Part II; Page 50). Replace with the following updated table.

GENERAL FUND MONTHLY CASH POSITION [(a)]
July 1, 2014 through January 31, 2017 – Actual
February 28, 2017 through June 30, 2017 – Estimated[(b)]
(Amounts in Thousands)

	Starting Date	Starting Balance	Receipts[(c)]	Disbursements[(c)]
2014	July	$ 1,500,597	$ 2,523,202	$ 3,402,690
	August	621,109	1,925,561	1,790,500
	September	756,170	3,309,752	2,336,835
	October	1,729,087	2,397,552	2,054,160
	November	2,072,479	2,105,588	2,330,123
	December	1,847,944	2,469,466	3,115,458
2015	January	1,201,952	2,912,758	1,952,696
	February	2,162,014	2,554,751	2,832,186
	March	1,884,579	2,595,511	3,261,704
	April	1,218,386	3,028,756	2,745,526
	May	1,501,616	2,140,123	1,952,163
	June	1,689,576	3,028,930	3,347,952
	July	1,370,554	2,622,023	3,523,484
	August	469,093	1,965,328	1,705,255
	September	729,166	3,055,596	2,581,501
	October	1,203,261	2,296,817	1,942,430
	November	1,557,648	2,439,966	2,376,141
	December	1,621,473	2,517,748	2,939,777
2016	January	1,199,444	2,590,587	1,886,391
	February	1,903,640	3,053,750	2,926,414
	March	2,030,976	2,485,380	3,341,140
	April	1,175,216	2,816,953	2,903,535
	May	1,088,634	2,454,537	1,595,440
	June	1,947,731	2,703,561	3,590,981
	July	1,060,311 [(d)]	2,365,368	3,571,989
	August	(146,310) [(d)]	2,845,854	1,880,719
	September	818,825	3,071,017	2,764,312
	October	1,125,530	2,530,074	1,751,982
	November	1,903,622	2,421,948	2,592,643
	December	1,732,927	2,589,461	3,045,467
2017	January	1,276,921	2,942,209	1,808,524
	February	2,410,606	2,772,332	2,864,411
	March	2,318,527	2,573,495	3,915,409
	April	976,613	2,985,367	2,653,018
	May	1,308,962	2,607,495	2,079,143
	June	1,837,314	2,983,169	3,319,834

(a) The General Fund balances presented in this table are not based on generally accepted accounting principles (GAAP).

(b) The estimates and projections for the 2016-17 fiscal year (cash basis) reflect the 2015-17 biennial budget (2015 Wisconsin Act 55) and the estimated General Fund tax revenues included in the January 2016 LFB Report. These estimates do not reflect revisions provided in the November 2016 DOA Report or the January 2017 LFB Report.

(c) Operating notes have not been issued for the 2014-15, 2015-16 or 2016-17 fiscal years.

(d) At some period during the month, the General Fund was in a negative cash position. The Statutes provide certain administrative remedies to deal with periods when the General Fund is in a negative cash position. The Secretary of Administration may temporarily reallocate cash in other funds to the General Fund in an amount up to 9% of the general-purpose revenue appropriations then in effect (approximately $1.531 billion in the 2016-17 fiscal year) and may also temporarily reallocate for a period of up to 30 days an additional amount up to 3% of the general-purpose revenue appropriations then in effect (approximately $510 million in the 2016-17 fiscal year). If the amount of available to the General Fund is not sufficient, the Secretary of Administration is authorized to set priorities for payments from the General Fund and to prorate or defer certain payments.

Source: Wisconsin Department of Administration.

Table II-14; Cash Balances in Funds Available for Temporary Reallocation (Part II; Page 51). Replace with the following updated table.

CASH BALANCES IN FUNDS AVAILABLE FOR TEMPORARY REALLOCATION [(a)] [(b)]
July 31, 2014 to January 31, 2017 — Actual
February 1, 2017 to June 30, 2017 — Projected [(c)]

(Amounts in Millions)

The following two tables show, on a monthly basis, the cash balances available for temporary reallocation. The first table does not include balances in the Local Government Investment Pool (**LGIP**) and the second table does include such balances. Though the LGIP is available for temporary reallocation, funds in the LGIP are deposited and withdrawn by local units of government, and thus are outside the control of the State. The monthly average daily balances in the LGIP for the past five years have ranged from a low of $2.16 billion during November 2012 to a high of $3.88 billion during August 2016. The Secretary of Administration may not exercise the authority to use temporary reallocation if doing so would jeopardize the cash flow of any fund or account from which a temporary reallocation would be made.

Available Balances; Does Not Include Balances in the LGIP

Month (Last Day)	2014	2015	2016	2017
January		$1,264	$1,613	$1,442
February		1,368	1,613	1,613
March		1,406	1,612	1,612
April		1,415	1,575	1,575
May		1,430	1,517	1,517
June		1,481	1,752	1,752
July	$1,396	1,245	1,597	
August	1,311	1,359	1,481	
September	1,373	1,674	1,622	
October	1,294	1,303	1,420	
November	1,266	1,277	1,390	
December	1,346	1,557	1,683	

Available Balances; Includes Balances in the LGIP

Month (Last Day)	2014	2015	2016	2017
January		$4,198	$4,639	$5,115
February		4,464	4,871	4,871
March		4,688	5,177	5,177
April		4,354	4,969	4,969
May		4,241	4,756	4,756
June		4,222	4,905	4,905
July	$4,588	4,642	5,803	
August	3,879	4,071	4,750	
September	3,821	4,249	4,663	
October	3,438	3,589	4,292	
November	3,440	3,621	4,120	
December	3,965	4,275	4,902	

(a) None of the data presented here has been subjected to customary fiscal period closing procedures or other procedures used in the preparation of a financial statement, including verification, reconciliation, and identified adjustments. In addition, comparison of monthly General Fund financial information has many inherent problems. Unforeseen events (including even a change in weather conditions) or variations from underlying assumptions may cause a decrease in receipts or an increase in disbursements from those projected for a given month.

(b) The amounts shown reflect a reduction in the aggregate cash balances available to the extent any fund had a negative balance and temporary reallocations were made from such fund.

(c) The estimates and projections for the 2016-17 fiscal year (cash basis) reflect the 2015-17 biennial budget (2015 Wisconsin Act 55) and the estimated General Fund tax revenues included in the January 2016 LFB Report. These estimates do not reflect revisions provided in the November 2016 DOA Report or the January 2017 LFB Report.

Source: Wisconsin Department of Administration.

Table II-15; General Fund Recorded Revenues (Part II; Page 53). Replace with the following updated table.

GENERAL FUND RECORDED REVENUES[(a)]
(Agency-Recorded Basis)
July 1, 2016 to January 31, 2017 Compared With Previous Year

	Annual Fiscal Report Revenues 2015-16 Fiscal Year[(b)]	Projected Revenues 2016-17 Fiscal Year[(c)]	Recorded Revenues July 1, 2015 to January 31, 2016 [(d)]	Recorded Revenues July 1, 2016 to January 31, 2017 [(e)]
Individual Income Tax	$ 7,740,825,000	$ 8,238,400,000	$ 4,327,272,284	$ 4,793,729,379
General Sales and Use Tax	5,065,762,000	5,223,960,000	2,592,146,463	2,670,703,662
Corporate Franchise			0	0
and Income Tax	963,027,000	1,015,700,000	480,133,682	372,034,715
Public Utility Taxes	360,597,000	373,400,000	197,355,522	220,138,443
Excise Taxes	708,509,000	676,850,000	369,896,568	365,500,311
Inheritance Taxes	1,745,000	-	0	431,276
Insurance Company Taxes	177,326,000	187,000,000	81,450,588	85,448,993
Miscellaneous Taxes	79,698,000	76,300,000	45,028,498	151,932,813
SUBTOTAL............................	15,097,489,000	15,791,610,000	8,093,283,605	8,659,919,593
Federal and Other Inter-				
Governmental Revenues[(f)]	10,009,068,000	10,668,877,300	5,553,964,607	5,465,159,810
Dedicated and				
Other Revenues[(g)]	6,065,629,000	6,718,222,600	3,371,196,139	3,600,818,789
TOTAL.....................................	$ 31,172,186,000	$ 33,178,709,900	$ 17,018,444,351	$ 17,725,898,192

(a) The revenues in this table are presented on an agency-recorded basis and not a budgetary basis. None of the data presented here has been subjected to customary fiscal period closing procedures or other procedures used in the preparation of a financial statement, including verification, reconciliation, and identified adjustments.

(b) The amounts are from the Annual Fiscal Report (budgetary basis) for the 2015-16 fiscal year dated October 15, 2016 and subsequently restated on November 21, 2016.

(c) The estimates and projections for the 2016-17 fiscal year (cash basis) reflect the 2015-17 biennial budget (2015 Wisconsin Act 55) and the estimated General Fund tax revenues included in the January 2016 LFB Report. These estimates do not reflect revisions provided in the November 2016 DOA Report or the January 2017 LFB Report.

(d) The amounts shown are the 2015-16 fiscal year general purpose revenues and program revenues taxes as recorded by State agencies. There may be differences between the tax revenues shown in this report and those that may be reported by DOR from time to time in their monthly general purpose revenue collections report; the DOR report (i) only includes general purpose revenues or taxes that are actually collected by DOR (and not by other State agencies), and (ii) may include accruals or other adjustments that may not be recorded by State agencies until a subsequent month.

(e) The amounts shown are the 2016-17 fiscal year general purpose revenues and program revenue taxes as recorded by State agencies. There may be differences between the tax revenues shown in this report and those that may be reported by DOR from time to time in its monthly general purpose revenue collections report; the DOR report (i) only includes general purpose revenues or taxes that are actually collected by DOR (and not by other State agencies), and (ii) may include accruals or other adjustments that may not be recorded by State agencies until a subsequent month.

(f) This category includes intergovernmental transfers. The amount of these transfers may vary greatly between fiscal years, and therefore, this category may not be comparable on a historical basis.

(g) Certain transfers between General Fund appropriations are recorded as both revenues and expenditures of the General Fund. The amount of these transfers may vary greatly between fiscal years, and therefore this category may not be comparable on a historical basis.

Source: Wisconsin Department of Administration.

Table II-16; General Fund Recorded Expenditures by Function (Part II; Page 55). Replace with the following updated table.

GENERAL FUND RECORDED EXPENDITURES BY FUNCTION[(a)]
(Agency-Recorded Basis)
July 1, 2016 to January 31, 2017 Compared With Previous Year

	Annual Fiscal Report Expenditures 2015-16 Fiscal Year[(b)]	Appropriations 2016-17 Fiscal Year[(c)]	Recorded Expenditures July 1, 2015 to January 31, 2016[(d)]	Recorded Expenditures July 1, 2016 to January 31, 2017[(e)]
Commerce	$ 199,200,000	$ 208,732,100	$ 98,035,430	$ 99,821,830
Education	12,795,785,000	13,475,926,900	6,353,990,907	6,551,385,131
Environmental Resources	305,488,000	321,761,500	94,465,810	78,909,040
Human Relations & Resources	14,048,751,000	14,014,356,300	7,980,392,509	8,277,329,260
General Executive	1,005,715,000	1,545,987,600	672,063,575	698,632,027
Judicial	130,937,000	137,569,900	65,990,305	83,554,609
Legislative	66,951,000	75,617,400	34,135,018	34,572,803
General Appropriations	2,299,329,000	2,514,205,700	2,053,032,070	2,154,882,592
TOTAL	$ 30,852,156,000	$ 32,294,157,400	$ 17,352,105,624	$ 17,979,087,292

(a) The expenditures in this table are presented on an agency-recorded basis and not a budgetary basis. None of the data presented here has been subjected to customary fiscal period closing procedures or other procedures used in the preparation of a financial statement, including verification, reconciliation, and identified adjustments.
(b) The amounts are from the Annual Fiscal Report (budgetary basis) for the 2015-16 fiscal year dated October 15, 2016 and subsequently restated on November 21, 2016.
(c) The estimates and projections for the 2016-17 fiscal year (cash basis) reflect the 2015-17 biennial budget (2015 Wisconsin Act 55) and the estimated General Fund tax revenues included in the January 2016 LFB Report. These estimates do not reflect revisions provided in the November 2016 DOA Report or the January 2017 LFB Report.
(d) The amounts shown are 2015-16 fiscal year expenditures as recorded by State agencies.
(e) The amounts shown are 2016-17 fiscal year expenditures as recorded by State agencies.

Source: Wisconsin Department of Administration.

State Obligations; Employee Pension Funds (Part II; Pages 68-70). Update with the following information:

Annual annuity adjustments for the remainder of calendar year 2017 were announced by the Wisconsin Retirement System (WRS) on March 14, 2017, and include an increase of 2.0% for retirees in the WRS Core Retirement Trust.

Table II-39; Unemployment Rate Comparison (Part II; Page 90). Replace with the following updated table.

UNEMPLOYMENT RATE COMPARISON [a][b]
By Month 2012 To 2017
By Quarter 2008 To 2011

	2017		2016		2015		2014		2013		2012	
	Wis.	U.S.	Wis.	U.S.	Wis.	U.S.	Wis.	U.S.	Wis.	U.S.	Wis.	U.S.
January	4.2	5.1	4.7	5.3	5.4	6.1	6.4	7.0	7.9	8.5	7.9	8.8
February	4.5	4.9	4.9	5.2	5.5	5.8	6.8	7.0	7.9	8.1	8.2	8.7
March	3.7	4.6	4.7	5.1	5.3	5.6	6.6	6.8	7.6	7.6	7.9	8.4
April			4.1	4.7	4.5	5.1	5.6	5.9	7.1	7.1	7.0	7.7
May			3.8	4.5	4.6	5.3	5.3	6.1	6.5	7.3	6.9	7.9
June			4.5	5.1	4.8	5.5	5.6	6.3	7.1	7.8	7.5	8.4
July			4.2	5.1	4.6	5.6	5.5	6.5	6.7	7.7	7.3	8.6
August			4.0	5.0	4.2	5.2	5.1	6.3	6.3	7.3	6.9	8.2
September..			3.8	4.8	3.9	4.9	4.6	5.7	5.9	7.0	6.1	7.6
October......			3.7	4.7	3.9	4.8	4.4	5.5	5.9	7.0	6.0	7.5
November..			3.7	4.4	4.1	4.8	4.5	5.5	6.0	6.6	6.2	7.4
December ..			3.7	4.5	4.1	4.8	4.6	5.4	6.0	6.5	6.6	7.6
Annual Average			4.1	4.9	4.6	5.3	5.4	6.2	6.7	7.4	7.0	8.1

2011 Quarters	WI	U.S.	2010 Quarters	WI	U.S.
I	8.9	9.5	I	10.3	10.4
II	7.9	8.9	II	8.7	9.5
III	7.4	9.1	III	8.1	9.5
IV	6.8	8.3	IV	7.6	9.2

2009 Quarters	WI	U.S.	2008 Quarters	WI	U.S.
I	8.6	8.8	I	5.3	5.3
II	8.7	9.1	II	4.5	5.2
III	8.5	9.6	III	4.6	6.0
IV	8.5	9.5	IV	5.3	6.6

(a) Figures show the percentage of labor force that is unemployed and are *not seasonally adjusted*.
(b) Historical information has been adjusted due to benchmarking through the Local Area Unemployment Statistics (LAUS).

Source: Department of Workforce Development and U.S. Bureau of Labor Statistics

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State of Wisconsin

January 18, 2017

Representative John Nygren, Assembly Chair
Senator Alberta Darling, Senate Chair
Joint Committee on Finance
State Capitol
Madison, WI 53702

Dear Representative Nygren and Senator Darling:

Annually, this office prepares general fund revenue and expenditure projections for the Legislature prior to commencement of legislative deliberations on the state's budget.

In the odd-numbered years, our report includes estimated revenues and expenditures for the current fiscal year and tax collection projections for each year of the next biennium. This report presents the conclusions of our analysis.

Comparison with the Administration's November 21, 2016, Report

On November 21, 2016, the Departments of Administration and Revenue submitted a report to the Governor and Legislature that identified general fund revenue and expenditure projections for the 2016-17 fiscal year and the 2017-19 biennium. That report, required by statute, identifies the magnitude of state agency biennial budget requests and presents a projection of general fund tax collections.

Our analysis indicates that for the three-year period, aggregate general fund tax collections will be $454.6 million higher than those of the November 21 report ($63.4 million in 2016-17, $145.3 million in 2017-18, and $245.9 million in 2018-19).

Based upon the November 21 report, the administration's general fund condition statement for 2016-17 reflects a gross ending balance of $104.8 million and a net balance (after consideration of the $65.0 million required statutory balance) of $39.8 million.

Our analysis indicates a gross balance of $427.2 million and a net balance of $362.2 million. This is $322.4 million above that of the administration's report. The 2016-17 general fund condition statement is shown in Table 1.

TABLE 1

Estimated 2016-17 General Fund Condition Statement

	2016-17
Revenues	
Opening Balance, July 1	$331,038,000
Taxes	15,503,600,000
Departmental Revenues	
Tribal Gaming	24,385,600
Other	518,899,600
Total Available	$16,377,923,200
Appropriations	
Gross Appropriations	$17,015,005,400
Transfers to Transportation Fund	39,458,300
Compensation Reserves	18,616,800
Biennial Appropriation Adjustment	-4,665,700
Sum Sufficient Reestimates	-55,361,100
Less Lapses	-1,062,303,100
Net Appropriations	$15,950,750,600
Balances	
Gross Balance	$427,172,600
Less Required Statutory Balance	-65,000,000
Net balance, June 30	$362,172,600

The factors that cause the $322.4 million difference are as follows. First, based on economic forecasts and tax collections to date, our estimated tax collections are $63.4 million above the projections of the November 21 report. Second, departmental revenues (non-tax receipts deposited into the general fund) are projected to be $33.0 million above the administration's estimate. Third, estimated net appropriations are $226.0 million below those shown in the November 21 document.

The net appropriation reduction of $226.0 million is primarily due to sum sufficient appropriation reestimates of -$45.3 million and increased lapses (appropriated amounts that will revert to the general fund) of $176.0 million. A large portion of the lapse difference is due to projected underspending in the medical assistance (MA) program.

The updated fund condition statement reflects an estimated GPR lapse from the Department of Health Services' medical assistance appropriations of $312.5 million, which is $137.5 million more than the lapse amount included in the administration's November 21 report. The current estimate is based on the Department of Health Services' MA quarterly status report to the Joint Committee on Finance from December, 2016. According to that report, MA GPR expenditures in the 2015-17 biennium are projected to be lower than the Act 55 budget by 5.5%. The principal reasons for the lower expenditures are a lower-than-anticipated enrollment in BadgerCare Plus (particularly in the childless adult group), a higher federal matching percentage, lower managed care capitation rates, and lower utilization in certain fee-for-service categories (particularly nursing homes and personal care).

General Fund Tax Revenues

The following sections present information related to general fund tax revenues for 2016-17 and the 2017-19 biennium. The information provided includes a review of the U.S. economy in 2016, a summary of the national economic forecast for 2017 through 2019, and detailed general fund tax revenue estimates for the current fiscal year and the next biennium.

Review of the National Economy in 2016

In January, 2016, this office prepared updated revenue estimates for the 2015-17 biennium based on the IHS Markit, formerly IHS Global Insight, January, 2016, forecast for the U.S. economy. The forecast predicted real (inflation-adjusted) U.S. gross domestic product (GDP) growth of 2.7% in 2016 and 2.9% in 2017.

Going into 2016, economic growth slowed sharply in the fourth quarter of 2015 (estimated at 0.9%). The growth was largely due to momentum in residential housing and sustained growth in consumer spending. However, drags on the economy included continued weakness in the industrial sector, excessive business inventories, and a strong dollar (which made imports cheaper and U.S. exports more expensive). Notably, low energy prices resulted in capital spending on mines and wells to sharply contract in the third and fourth quarters of 2015. This caused a plunge in oil-sector earnings and contributed to a sizable drop in corporate economic profits (-22.3% in the fourth quarter). Nevertheless, IHS Markit expected that the industrial sector would improve in 2016 once businesses began to restock their inventories and energy sector capital spending rebounded. When combined with anticipated strength in consumer demand, IHS Markit expected that growth would accelerate over the course of 2016.

The January, 2016, IHS Markit forecast incorporated the following assumptions into its analysis: (a) that the average price of oil would decline from $54 per barrel in 2015 to $48 per barrel in 2016 before increasing to $58 per barrel in 2017; (b) that the Federal Reserve would increase its target for the federal funds rate at a steady, moderate pace until it reached 3.25% by the end of 2018; (c) the inflation-adjusted, trade-weighted value of the dollar would appreciate against the U.S.'s broad index of trading partners through the first half of 2016 up to 17.7% higher than its average value in the second half of 2014, and then begin a steady decline throughout the forecast period; (d) that the federal tax on high-premium insurance plans would be postponed until 2020; (e) that the accelerated depreciation allowances on equipment would be made permanent, rather than sunset after 2019; (f) that grants-in-aid to state and local government and local highway spending would increase more than previously forecast; and (g) that the federal gasoline tax would remain at the same level.

The national economy grew more slowly than forecast for 2016. Real growth in U.S. GDP is now estimated at 1.6%, which is 1.1% lower than previously estimated. GDP growth slowed in 2016 due to the continued drawdown of excessive business inventories, a continued decline in energy sector capital spending, and the continued combination of a strong dollar and weak global growth (which caused imports to grow faster than exports, thereby reducing GDP growth). Notably, manufacturing growth remained weak at 0.1% for the year.

The slow growth at the end of 2015 carried over into 2016, as real GDP grew by an estimated 0.8% in the first quarter. Despite ongoing growth in employment (1.9%) and income (1.3%), consumer spending was weaker than anticipated (1.6%), especially for automobile sales. The pace of real GDP growth increased in the second quarter to 1.4%, as personal incomes and consumer spending jumped 4.9% and 4.6%, respectively. However, excess private inventories were again a drag on GDP growth, reducing the rate of growth by an estimated 1.2 percentage points.

Real GDP growth increased sharply in the third quarter to 3.5%. Net exports contributed an estimated 0.9 percentage points of that growth, with a surge in soybean exports related to a bad harvest in South America accounting for all of the gain in exports (10.0%). Consumer spending remained strong (3.0%), especially for motor vehicle sales, which had recovered from a weak first quarter. The Dow Jones Industrial Average Index rallied to an all-time record high in July and continued to rise through the end of the year. Further, oil prices rebounded and as a result the downward trend in energy sector capital spending started to reverse course.

Real GDP growth slowed to 1.5% in the fourth quarter. Consumer spending continued to grow (2.5%) as real household net worth reached an all-time high. In addition, industrial production increased for the first time in over a year, with mining activities leading the way. However, growth was dampened by a substantial widening of the trade deficit due to downward pressure on exports from a strong dollar.

Overall, growth in consumer spending continued in 2016, with nominal (i.e., not adjusted for inflation) personal consumption expenditures (PCE) rising by 3.8%. Consumer spending was supported by low energy prices and growth in employment, real disposable income, and household net worth. Private non-farm payrolls grew slightly slower than the previous year at 1.9% in 2016, which is an average of nearly 200,000 jobs per month. Manufacturing employment lagged behind, however, shrinking by an estimated 0.3% in 2016.

Federal fiscal policy was mostly consistent with IHS Markit's assumptions last January, but Federal Reserve monetary policy was not. IHS Markit had estimated that the Federal Reserve would increase the federal funds rate to 1.5% by the end of 2016. However, due in part to low inflation and slower than predicted real GDP and employment growth in the first half of 2016, the Federal Reserve refrained from raising the federal funds rate until its December meeting. The Federal Reserve raised the federal funds rate by 25 basis points to a target range of 0.50% to 0.75%.

Oil prices declined and then sharply rose throughout the year as forecasted, but at prices lower than anticipated in the first three quarters. Brent spot prices bottomed out at $26.01 per barrel in mid-January with an average price of $33.70 per barrel over the first quarter. Average U.S. gasoline prices fell 28 cents to $1.96 per gallon. As prices remained low, the Baker Hughes count of rigs drilling for oil and natural gas fell to a historic 71-year low of 404 in May. However, oil prices rose throughout the remainder of the year, and the Baker Hughes count steadily increased to 658 rigs. In the fourth quarter, Brent spot prices increased significantly. As of January 9, 2017, the U.S. Energy Information Administration estimates that the U.S. average gasoline price had increased to $2.39 per gallon and the Brent spot price to $54.39 per barrel. A contributing factor in the rise was an agreement by the Organization of the Petroleum Exporting Countries (OPEC) and other major oil producing nations to cut supplies by 1.8 million barrels per day in the first six months of 2017.

National Economic Forecast

Under the January, 2017, forecast, IHS Markit predicts real GDP growth of 2.3% in 2017, 2.6% in 2018, and 2.3% in 2019. The main drivers of growth are expected to be consumer spending, business fixed investment, and residential investment. However, the trade deficit is forecast to increase due to an appreciating U.S. dollar and growing domestic demand for imports, thereby dampening real GDP growth.

The 2017 forecast is based on the following key assumptions. First, the forecast assumes that the new Trump administration and Congress will lower the average effective personal income tax rate from 21.0% to 19.5% and lower the statutory corporate tax rate from 35% to 20% (partially offset by reducing tax deductions and credits). Second, the forecast also assumes a $250 billion increase in federal infrastructure spending over the next ten years. Third, the 2017 forecast assumes that the Federal Reserve will increase the federal funds rate by 75 basis points in each of the next three years to 1.50% by the end of 2017, 2.25% by the end of 2018, and 3.00% by the end of 2019. Fourth, the Brent spot crude oil price is projected to average $54 per barrel in 2017 and $57 per barrel in 2018. Fifth, the inflation-adjusted, trade-weighted value of the dollar for the broad index of U.S. trading partners is expected to increase 3.3% between fourth-quarter 2016 and fourth-quarter 2017, where it will reach its peak value at 5.5% above the 2016 average, followed by a steady decline. Finally, real GDP growth of major and other important U.S. trading partners is assumed to average 1.7% annually and 3.5% annually, respectively.

The 2017 forecast is summarized in Table 2, which reflects IHS Markit's January, 2017, baseline outlook. Selected baseline projections are presented in more detail below, with alternative optimistic and pessimistic scenarios discussed thereafter.

TABLE 2

Summary of National Economic Indicators
IHS Markit Baseline Forecast, January, 2017
($ in Billions)

	2016	2017	2018	2019
Nominal Gross Domestic Product	$18,564.5	$19,428.4	$20,365.3	$21,269.3
Percent Change	2.9%	4.7%	4.8%	4.4%
Real Gross Domestic Product	$16,656.1	$17,033.4	$17,482.8	$17,883.3
Percent Change	1.6%	2.3%	2.6%	2.3%
Consumer Prices (Percent Change)	1.3%	2.5%	2.1%	2.5%
Personal Income	$16,007.0	$16,736.0	$17,606.2	$18,533.9
Percent Change	3.5%	4.6%	5.2%	5.3%
Nominal Personal Consumption Expenditures	$12,751.5	$13,334.4	$13,985.5	$14,683.2
Percent Change	3.8%	4.6%	4.9%	5.0%
Economic Profits	$2,094.1	$2,261.6	$2,370.0	$2,377.6
Percent Change	0.3%	8.0%	4.8%	0.3%
Unemployment Rate	4.9%	4.6%	4.3%	4.1%
Total Nonfarm Payrolls (millions)	144.3	146.2	148.0	149.7
Percent Change	1.7%	1.3%	1.2%	1.2%
Light Vehicle Sales (millions)	17.41	17.38	17.57	17.56
Percent Change	0.0%	-0.1%	1.1%	0.0%
Sales of New and Existing Homes (millions)	6.006	6.109	6.083	6.201
Percent Change	4.7%	1.7%	-0.4%	1.9%
Housing Starts (millions)	1.162	1.223	1.320	1.387
Percent Change	4.8%	5.2%	8.0%	5.1%

Consumer Prices. The consumer price index (CPI) increased by 1.3% in 2016. IHS Markit expects the CPI to increase by 2.5% in 2017, 2.1% in 2018, and 2.5% in 2019. Although a strong dollar is expected to depress the price of imports, the CPI is nevertheless expected to slightly increase due to higher oil prices and wage inflation from a tighter labor market. Overall, the rate of core (excluding food and energy) inflation, which was 2.2% in 2016, is forecast to remain steady at 2.2% in 2017, 2.1% in 2018, and 2.2% in 2019. Food prices, which grew only by 0.3% in 2016, are expected to increase by 1.2% in 2017, 2.4% in 2018, and 3.0% in 2019. Energy prices, which fell by 6.3% in 2016, are expected to grow by 8.1% in 2017, 1.3% in 2018, and 4.0% in 2019.

Monetary Policy. The Federal Reserve raised its target range for the federal funds rate to

0.50% to 0.75% in its December meeting, and projected three 0.25 percentage point increases in each of the next three years to an upper bound of 3.00% in 2019. IHS Markit also projects the same rate increases, as it anticipates that the PCE deflator, the Federal Reserve's favored inflation indicator, would not rise to the Fed's growth target of 2.0% until 2019.

Fiscal policy, growth in prices and wages, and higher demand for loans are projected to lead to higher interest rates. In 2016, the yield on the 10-year U.S. Treasury note averaged 1.84% and the rate for a 30-year conventional fixed-rate mortgage averaged 3.62%. IHS Markit expects that average annual yields on the 10-year U.S. Treasury note will increase significantly to 2.69% in 2017, 3.16% in 2018, and 3.84% in 2019. IHS Markit also expects the average annual interest rate on 30-year conventional fixed-rate mortgages to increase to 4.26% in 2017, 5.05% in 2018, and 5.80% in 2019.

Personal Income. Personal income grew by an estimated 3.5% in 2016 and average hourly earnings rose by 2.9%. IHS Markit forecasts personal income growth to accelerate to 4.6% in 2017, 5.2% in 2018, and 5.3% in 2019. Employment gains and wage increases are expected to drive income growth, with wage gains continuing to outpace inflation. Federal tax cuts assumed to be implemented in 2017 are also projected to increase incomes. Real household net worth, supported by rising incomes and real estate prices, grew by 4.3% in 2016. Growth is forecast to slow down to 3.0% in 2017, 2.6% in 2018, and 2.1% in 2019.

Personal Consumption. As noted, nominal PCE grew by an estimated 3.8% in 2016. IHS Markit forecasts that nominal PCE will grow by 4.6% in 2017, 4.9% in 2018, and 5.0% in 2019, supported by employment growth and wage gains. Further, the forecast expects sizable increases in household spending on natural gas, electricity, and heating oil in the first quarter of 2017. Growth is expected to ramp up in 2018 due to federal fiscal policy, including tax cuts and increased spending on infrastructure, and due to a jump in growth in real disposable income (2.7% in 2017, 4.1% in 2018, and 3.0% in 2019).

Sales of consumer items generally subject to the state sales tax (such as most durable goods, clothing, restaurant meals and accommodations, and certain taxable services) grew by an estimated 3.6% in 2016, while sales of nontaxable items (such as food for home consumption, gasoline, certain medical equipment and products, and most services) grew 3.9%. Based upon the IHS Markit baseline forecast, consumption of taxable items is estimated to grow by 3.6% in 2017, 5.1% in 2018 and 4.9% in 2019. Sales of nontaxable items are estimated to grow by 5.0% in 2017, 4.8% in 2018, and 5.1% in 2019.

Corporate Profits. After falling by 5.5% in 2015, before-tax profits grew by 3.0% in 2016. IHS Markit forecasts that before-tax profits will pick up to 8.2% growth in 2017. Economic profits, which are adjusted for inventory valuation and capital consumption at current cost and thus are not affected by federal tax laws, fell by 3.0% in 2015, grew by only 0.3% in 2016, and are forecast to jump 8.0% in 2017. The forecasted growth in 2017 and 2018 reflects IHS Markit's assumption that the statutory federal corporate tax rate will decrease in late 2017 from 35% to 20%, with many but not all tax preferences and "loopholes" being removed. This may lead to repatriation of corporate profits earned in foreign markets. Corporate profits are also estimated to increase due to recovery in the energy sector as oil prices rebound. Before-tax profits are expected to grow 3.4% in 2018 and 0.5% in 2019. Likewise, economic profits are expected to grow 4.8% in 2018 and 0.3% in 2019.

Employment. Total nonfarm payrolls rose slightly more than projected at an estimated 2.5 million new jobs in 2016, decelerating from a gain of 2.9 million in 2015. The biggest increases were in health care and professional business services. By contrast, manufacturing employment decreased by 0.26% for the first time since 2010 and the mining sector saw by far the largest job losses (-15.5%). Overall, the unemployment rate improved from 5.3% in 2015 to 4.9% in 2016. Notably, the labor force participation rate grew by 0.2% to 61.4% in 2016 for the first time since 2006.

IHS Markit forecasts that real GDP growth will lead to steady improvement in the unemployment rate to 4.6% in 2017, 4.3% in 2018, and 4.1% in 2019. IHS Markit anticipates that stimulative fiscal policy will boost job gains in 2018, which would otherwise have been forecast to decelerate. Total nonfarm payrolls are expected to continue to increase, albeit at a slower pace, by 1.9 million in 2017, 1.8 million in 2018, and 1.7 million in 2019. IHS Markit also forecasts that the labor force participation rate will continue to increase to 61.7% by the end of 2019. The largest job gains are forecast for health care and professional business services. Manufacturing employment is expecting to grow by 0.2% in 2017, 0.9% in 2018, and 1.6% in 2019.

Housing. Overall home prices have rebounded since the recession and now exceed their precession peak. In 2016, average prices of existing homes increased by 3.6% and average prices of new homes grew by 3.4%. Although housing starts (1.16 million) grew by 4.8%, sales of new homes (0.56 million) grew by 12.6%, and sales of existing homes (5.44 million) grew by 4.0% in 2016, they still have not reached their pre-recessionary peaks of 2005 (2.07 million, 1.28 million, and 7.08 million units respectively).

IHS Markit expects the housing market to continue to recover, supported by growth in employment and real incomes. Mortgage rates, although expected to rise, are forecast to remain relatively low. Sales of new homes are forecast to increase by 15.3% in 2017, 9.7% in 2018, and 3.7% in 2019. Existing home sales are forecast to remain steady, increasing by 0.3% in 2017, decreasing by 1.6% in 2018, and increasing by 1.7% in 2019. IHS Markit expects that rising prices, low inventories of unsold homes, and low rental vacancy rates will induce builders to accelerate construction activity in both 2017 and 2018, with multifamily structures accounting for approximately one-third of housing starts. Housing starts are expected to increase to 1.2 million in 2017, 1.3 million in 2018, and 1.4 million in 2019.

The forecast assumes that federal policy changes will leave the income tax deduction for mortgage interest payments and the standard deduction unchanged. Alterations to these deductions could negatively impact the housing sector (increasing the standard deduction would reduce the number of homeowners who would benefit by itemizing their deductions for mortgage interest payments).

Business Investment. Real investment in nonresidential structures declined by 2.8% in 2016, primarily due to a drastic drop of investment in mining and petroleum structures (-43.9%) in response to low energy prices. After falling to a 71-year low in May, 2016, the Baker Hughes rig count has steadily increased along with the recovery in oil prices. IHS Markit forecasts that the rebound in oil prices will support investment growth in mining and petroleum structures (growing 42.4% in 2017 and by 12.8% in 2018). As a result, overall investment in nonresidential structures is forecast to grow 6.6% in 2017, 3.3% in 2018, and 1.7% in 2019.

Real spending on equipment dropped 2.5% in 2016, dragged down by weak domestic and export demand, a strong dollar, and a correction in excess inventories. In the third quarter of 2016, investment in equipment is estimated to have decreased four quarters in a row, the first time this has occurred since at least 1947 (when quarterly record keeping began). However, equipment spending is estimated to have picked up in the fourth quarter of 2016 (9.0%), supported by solid gains in aircraft, computers, and light vehicles. This growth is forecast to carry over into 2017 (4.0%), 2018 (5.7%), and 2019 (5.2%), as foreign and domestic demand picks up and the drag from excessive inventories resolves itself.

Intellectual property investment for software, another indicator of business investment, grew by an estimated 4.9% in 2016, and is forecast to grow at a slower rate of 4.2% in 2017, 3.8% in 2018, and 3.7% in 2019.

International Trade. Real net exports were -$556.6 billion in 2016, representing an increase in the trade deficit of $16.6 billion. Real exports increased by 0.4%, whereas real imports increased by 0.9%. IHS Markit forecasts that the trade deficit will continue to widen and remain a drag on growth, with real net exports decreasing by 13.9% in 2017, 20.5% in 2018, and 11.1% in 2019.

A key factor in the trade imbalance is that the value of the dollar is expected to rise throughout 2017, bolstered by stronger domestic growth and interest rate increases, and then decline relative to U.S. trade partners in 2018 and 2019 as growth rates and interest rates rise in foreign markets. Another factor is that nominal oil imports are forecast to grow (17.4% in 2017, 6.0% in 2018, and 10.6% in 2019) as oil prices recover from their 2016 lows. The result is increasing trade deficits due to real import growth (4.4% in 2017, 6.4% in 2018, and 5.1% in 2019) outstripping export growth (1.9% in 2017, 2.3% in 2018, and 3.1% in 2019).

IHS Markit's baseline forecast does not incorporate proposed trade and immigration policies by the Trump administration. A trade war could potentially cut into long-term growth, but the short-term effects are unclear.

Alternative Scenarios. IHS Markit's 2017 forecast also includes an optimistic scenario and a pessimistic scenario. Under the pessimistic scenario, the January, 2017, forecast assigns a 20% probability of a two-quarter economic contraction in the first half of 2018 due to strained trade relations with China and Mexico. U.S. exports decline more than imports, and economic conditions worsen across the world. The U.S. dollar increases in value, further undermining export competitiveness. U.S. businesses react by postponing capital investments. The stock market declines markedly, along with consumer confidence. Meanwhile, productivity continues to decline, and thus modest demand-side growth causes inflationary pressure. OPEC oil production cuts (which are not offset by increased domestic production) and inflation prompts the Federal Reserve to raise interest rates, further constricting growth. Under this scenario, disagreements between the new Trump administration and Congress, as well as a federal government hiring freeze, prevent stimulus spending. As a result, consumer and business confidence deteriorates, leading to declines in business investment, meager growth in consumer spending, and a fall in housing starts. Real GDP growth is estimated at 1.3% in 2017, -1.1% in 2018, and 1.9% in 2019. These growth rates are lower than the baseline forecast by 1.0% in 2017, 3.7% in 2018, and 0.4% in 2019.

Under the optimistic scenario, the January, 2017, forecast assigns a 15% probability of higher real GDP growth than the baseline forecast (0.5% higher in 2017, 0.8% higher in 2018, and 1.1% higher in 2019). On the supply side under this scenario, Trump administration policies boost the economy by rolling back regulations and lowering corporate income taxes, which result in increased capital spending. Stronger business fixed investment and technological advances enhance productivity. The stock market sees strong growth as consumer and business confidence improve. The Federal Reserve takes a cautious approach to raising interest rates, with two rate increases instead of three in 2017. On the demand side, stronger consumer spending and gains in the housing sector are supported by income growth as well as low inflation, interest rates, and oil prices. Additionally, Congress decreases income taxes even lower than forecast, further supporting income and spending. Finally, global growth increases moderately in 2017 and 2018. This relieves pressure on net exports by leading the dollar to decline (which increases above the baseline only in 2019). As a result, real GDP increases by 2.8% in 2017, 3.4% in 2018, and 3.4% in 2019.

General Fund Taxes

Table 3 shows general fund tax revenue estimates for 2016-17 and each year of the 2017-19 biennium. Over the three-year period, these estimates are $454.6 million (0.95%) higher than the projections released by the Department of Revenue (DOR) last November. By year, the new estimates are higher than DOR's projections by $63.4 million in 2016-17, $145.3 million in 2017-18, and $245.9 million in 2018-19. The estimates for all three of the state's major tax sources (the individual income tax, general sales and use tax, and corporate income and franchise tax) are greater than DOR's estimates in each year. The new estimates are based on the most recent national economic forecast and tax collections data, both of which are generally stronger than in November. The estimates also incorporate all law changes enacted to date.

TABLE 3

Projected General Fund Tax Collections (Millions)

	2015-17 Biennium		2017-19 Biennium	
	2015-16 Actual	2016-17 Estimated	2017-18 Estimated	2018-19 Estimated
Individual Income	$7,740.8	$8,050.0	$8,360.0	$8,710.0
Sales and Use	5,065.8	5,215.0	5,370.0	5,580.0
Corporate Income & Franchise	963.0	900.0	940.0	950.0
Public Utility	360.6	359.7	373.5	378.2
Excise				
Cigarettes	573.4	565.0	565.0	561.0
Tobacco Products	76.1	82.0	85.0	88.0
Liquor and Wine	50.0	51.0	52.0	53.0
Beer	9.0	8.9	8.9	8.8
Insurance Company	177.3	187.0	192.0	197.0
Miscellaneous Taxes	81.4	85.0	87.0	90.0
Total	$15,097.5	$15,503.6	$16,033.4	$16,616.0
Change from Prior Year		$406.1	$529.8	$582.6
Percent Change		2.7%	3.4%	3.6%

Individual Income Tax. Individual income tax revenues are estimated to total $8,050.0 million in 2016-17, which represents a 4.0% increase relative to income tax collections in 2015-16 of $7,740.8 million. Individual income tax revenues are estimated at $8,360.0 million in 2017-18 and $8,710.0 million in 2018-19. These amounts represent increases of 3.9% in the first year and 4.2% in the second year.

The January, 2017, IHS Markit forecast projects national personal income growth of 3.5% in 2016, 4.6% in 2017, 5.2% in 2018, and 5.3% in 2019. However, personal income includes both taxable components, such as wage and salary disbursements, and nontaxable components, such as employer contributions for employee fringe benefits and government transfer payments to individuals. The taxable components of personal income are estimated to increase by 3.5% in 2016, 4.9% in 2017, 5.4% in 2018, and 5.4% in 2019. Personal income, as measured by the U.S. Bureau of Economic Analysis, does not include income from capital gains realizations, which are subject to state and federal taxation.

Although individual income tax collections are currently 4.6% above 2015-16 collections on a year-to-date basis, collections are estimated to increase 3.5% in the rest of 2016-17 and end the year 4.0% higher than 2015-16. A lower growth rate in the second half of 2016-17 reflects some taxpayers accelerating estimated payments in December, 2016, as opposed to January, 2017, and an increase in refunds in the Spring months due to law changes. The law changes include increasing the standard deduction for married filers, federalizing exemption amounts under the alternative minimum tax, the final year phase-in of the manufacturing and agriculture credit, and the capital gains exclusion for Wisconsin assets. The capital gains provision was enacted as part of 2011 Wisconsin Act 32, but its initial impact will occur in tax year 2016 due to a five-year holding period requirement. Law changes will also affect future collections as their impact, relative to 2015-16, is expected to grow from -$77.7 million in 2016-17 to -$123.6 million in 2017-18 and -$150.7 million in 2018-19. Otherwise, individual income tax collections are expected to increase over the coming biennium, reflecting the continuation of the national recovery from the 2008-2009 economic downturn.

General Sales and Use Tax. State sales and use tax revenues totaled $5,065.8 million in 2015-16, and are estimated at $5,215.0 million for 2016-17. The estimate represents an increase of 2.9% growth over the prior year. Sales tax revenues in the next biennium are estimated at $5,370.0 in 2017-18 and $5,580.0 in 2018-19, reflecting growth of 3.0% and 3.9% respectively.

Sales tax collections through December, 2016, (including an anticipated transfer of $10.0 million from the Department of Transportation for collections related to sales of motor vehicles) are 2.8% higher than the same period in 2015. Accounting for changes in law which reduced collections, year-to-date growth is the approximately equal to 3.0%. Growth is projected to remain at 3.0% for the remainder of the 2016-17 fiscal year.

Corporate Income/Franchise Tax. Corporate income/franchise taxes are estimated to decrease from $963.0 million in 2015-16 to $900.0 million in 2016-17. Corporate income/franchise tax revenues are forecast to increase to $940.0 million in 2017-18 and $950.0 million in 2018-19. This represents a decrease in revenues of 6.5% in 2016-17, followed by increases of 4.4% in 2017-18 and 1.1% in 2018-19.

The estimate for 2016-17 reflects a 13.9% reduction from our office's January, 2016, estimate of $1,045.0 million. The revision is based primarily on weak year-to-date corporate income/franchise collections. Through December, 2016, collections were 20.9% lower when compared to the same period in 2015-16. However, collections this year have been affected by certain large one-time refund payments. According to IHS Markit, growth in both economic profits and adjusted before-tax book profits are expected to be higher over the remainder of the state fiscal year as compared to the six-month year-to-date collection period. Similarly, IHS Markit's national measure for state and local income taxes is expected to reverse from a small year-to-date contraction to moderate growth over the next two quarters. Projected corporate income/franchise tax revenues for 2017-18 and 2018-19 reflect the forecast for adjusted before-tax book profits through the remainder of the forecast period, as well certain state tax law changes that are anticipated to have an impact on future corporate income/franchise tax revenues.

Public Utility Taxes. Public utility taxes are estimated at $359.7 million in 2016-17, $373.5 million in 2017-18, and $378.2 million in 2018-19. On a year-to-year basis, these estimates represent a decrease of 0.2% in 2016-17, and increases of 3.8% in 2017-18 and 1.3% in 2018-19. The gross revenues tax group comprises almost 70% of estimated collections, and gross revenues taxes are estimated to increase 0.3% in 2016-17, 5.9% in 2017-18, and 1.7% in 2018-19. Private light, heat, and power companies are the largest taxpayer group among gross revenues taxpayers, and collections from these companies are estimated to increase 0.7% in 2016-17, 6.2% in 2017-18, and 1.6% in 2018-19. This pattern is influenced by a mild winter and low natural gas prices in 2016 and a return to more normal weather patterns and some "bounce-back" in natural gas prices beginning in 2017. Companies subject to a state ad valorem tax comprise the other group of taxpayers with public utility tax liabilities. Collections from these taxpayers are estimated to decrease 1.2% in 2016-17, and 0.4% in 2017-18, but then increase by 0.4% in 2018-19. The decreases result from falling ad valorem tax rates and the loss of tax base due to depreciation and obsolescence. The largest decreases are expected among telephone companies, while modest tax increases due to new construction are expected for pipeline companies. These companies comprise the two largest ad valorem taxpayer groups.

Excise Taxes. General fund excise taxes are imposed on cigarettes, liquor (including wine and hard cider), tobacco products, and beer. In 2015-16, excise tax collections totaled $708.5 million. Of this amount, $573.4 million (approximately 80.9%) was from the excise tax on cigarettes. Excise tax revenues are estimated at $706.9 million in 2016-17, which represents reduced revenues of 0.2%. The estimated reduction in excise tax revenues is primarily from a decline through December, 2016, in year-to-year cigarette tax collections, which are currently 1.7% lower than collections over the same period in 2015. Excise tax revenues over the next biennium are estimated at $710.9 in 2017-18 and $710.8 in 2018-19.

Insurance Premiums Taxes. Insurance premiums taxes are projected to increase from $177.3 million in 2015-16 to $187.0 million in 2016-17, $192.0 million in 2017-18, and $197.0 million in 2018-19. The estimate for 2016-17 is based, in part, on year-to-date insurance premiums tax collection growth of 5.7%, whereas the estimates for 2017-18 and 2018-19 reflect historic growth trends. The estimates reflect annual growth in insurance premiums taxes of 5.5% in 2016-17, 2.7% in 2017-18, and 2.6% in 2018-19.

Miscellaneous Taxes. Miscellaneous taxes include the real estate transfer fee, municipal and circuit court-related fees, and a small amount from the occupational tax on coal. Miscellaneous tax revenues were $81.4 million in 2015-16, of which 80.0% was generated through the real estate transfer fee. Based on the economic forecast for the housing sector, as well as collections through December, 2016, miscellaneous taxes are projected to increase to $85.0 million in 2016-17, which represents a 4.4% increase from 2015-16 collections. Miscellaneous taxes are estimated to increase to $87.0 million in 2017-18 and $90.0 million in 2018-19, primarily due to an anticipated continuation of the housing recovery.

This office will continue to monitor state revenues and expenditures and new economic forecasts, and notify you and your colleagues of any further adjustments that may be necessary.

Sincerely,

Bob Lang

Robert Wm. Lang
Director

RWL/sas
cc: Members, Wisconsin Legislature

APPENDIX C

FORM OF BOND COUNSEL OPINION

Upon delivery of the 2017 Series 1 Bonds, Quarles & Brady, LLP, Milwaukee, Wisconsin expects to deliver to the State a legal opinion in substantially the following form:

[Letterhead of Quarles & Brady LLP]

State of Wisconsin Building Commission
101 East Wilson Street, 7th Floor
Madison, WI 53702

RE: $284,520,000 State of Wisconsin **(State)**
Transportation Revenue Bonds, 2017 Series 1
dated May 31, 2017 **(2017 Series 1 Bonds)**

We have acted as bond counsel to the State in connection with the issuance of the 2017 Series 1 Bonds. In such capacity, we have examined such law and such certified proceedings, certifications, and other documents as we have deemed necessary to render this opinion, including a certified copy of the transcript of proceedings of record of the State of Wisconsin Building Commission **(Commission)** preliminary to and in connection with the issuance of the 2017 Series 1 Bonds.

The 2017 Series 1 Bonds have been authorized and issued pursuant to Subchapter II of Chapter 18 **(Revenue Obligations Act)** and Section 84.59 **(Act)** of the Wisconsin Statutes as now in force; the resolution of the Commission adopted June 26, 1986, entitled "1986 State of Wisconsin Building Commission Resolution 9, State of Wisconsin Transportation Facilities and Highway Projects Revenue Obligations General Resolution" **(General Resolution)**, as amended and supplemented by certain resolutions of the Commission adopted March 19, 1998, August 9, 2000, and October 15, 2003 (collectively, **Amending Resolutions)**; and resolutions of the Commission adopted October 12, 2016 and April 26, 2017, and the determinations of the Capital Finance Director made thereunder in the report to the Commission, dated May 30, 2017 (collectively, **Series Resolution)** (hereafter, the General Resolution, as amended by the Amending Resolutions, shall be referred to as the **General Resolution** and the General Resolution and the Series Resolution shall be referred to collectively as the **Resolutions**).

The 2017 Series 1 Bonds are issued on a parity with certain outstanding transportation revenue bonds **(Prior Bonds)**, and are issued on a basis senior to certain outstanding transportation revenue commercial paper notes. The 2017 Series 1 Bonds are issued to finance transportation facilities and major highway projects and to pay the costs of refunding certain outstanding Prior Bonds.

Pursuant to the Revenue Obligations Act, the Act and the General Resolution, the State, acting through the Commission, is authorized to issue transportation revenue bonds in addition to, but on a parity with the Prior Bonds and the 2017 Series 1 Bonds.

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

We have examined a sample of the 2017 Series 1 Bonds and find the same to be in proper form.

Based upon our examination, it is our opinion under existing law:

(1) The State has valid right and lawful authority to finance transportation facilities and major highway projects by the adoption of the Resolutions, to perform its obligations under the terms and conditions of the Resolutions, and to issue the 2017 Series 1 Bonds.

(2) The Resolutions have been duly and lawfully adopted by the Commission, are in full force and effect, and constitute valid and binding obligations of the State enforceable upon the State in accordance with their terms.

(3) The 2017 Series 1 Bonds are valid and binding revenue bonds of the State secured by a pledge in the manner and to the extent set forth in the General Resolution and are entitled to the equal benefit, protection and security of the provisions, covenants and agreements of the General Resolution on a parity with the Prior Bonds. The General Resolution creates the valid pledge which it purports to create of the Program Income (as defined in the General Resolution) and of monies and securities on deposit in any of the Funds (as defined in the General Resolution) established under the General Resolution, including the investments, if any, thereof, subject to the application thereof to the purposes and on the conditions permitted by the General Resolution.

(4) The 2017 Series 1 Bonds have been lawfully authorized and issued in accordance with the Constitution and statutes of the State, including the Revenue Obligations Act and the Act and in accordance with the Resolutions.

(5) The 2017 Series 1 Bonds do not constitute a debt or grant or loan of credit of the State, and the State shall not be generally liable thereon, nor shall the 2017 Series 1 Bonds be payable out of any funds other than those provided therefor pursuant to the Resolutions and the Act. Neither the faith and credit nor the taxing power of the State or any political subdivision thereof is pledged to the payment of the principal or the interest on the 2017 Series 1 Bonds.

(6) The interest on the 2017 Series 1 Bonds (including any original issue discount properly allocable to the owners thereof) is excludable for federal income tax purposes from the gross income of the owners of the 2017 Series 1 Bonds. The interest on the 2017 Series 1 Bonds is not an item of tax preference for purposes of the federal alternative minimum tax imposed by Section 55 of the Internal Revenue Code of 1986, as amended **(Code)** on corporations (as that term is defined for federal income tax purposes) and individuals. However, for purposes of computing the alternative minimum tax imposed on corporations the interest on the 2017 Series 1 Bonds is included in adjusted current earnings. The Code contains requirements that must be satisfied subsequent to the issuance of the 2017 Series 1 Bonds in order for interest on the 2017 Series 1 Bonds to be or continue to be excludable from gross income for federal income tax purposes. Failure to comply with certain of those requirements could cause the interest on the 2017 Series 1 Bonds to be included in gross income retroactively to the date of issuance of the 2017 Series 1 Bonds. The State has agreed to comply with all of those requirements. The opinion set forth in the first sentence of this paragraph is subject to the condition that the State comply with those requirements. We express no opinion regarding other federal tax consequences arising with respect to the 2017 Series 1 Bonds.

In rendering our opinion regarding exemption from present federal income taxes, we have relied on the report of Samuel Klein and Company, Certified Public Accountants, as to the yield on the 2017 Series 1 Bonds and investments relative to the refunding transaction.

We express no opinion herein regarding the accuracy, adequacy, or completeness of the Official Statement or other offering material relating to the 2017 Series 1 Bonds. Further, we express no opinion regarding tax consequences arising with respect to the 2017 Series 1 Bonds other than as expressly set forth herein.

Except as expressly set forth in (3) above regarding the priority of the 2017 Series 1 Bonds with respect to other obligations of the State under the Act, we express no opinion regarding the perfection or priority of the lien on Program Income or other Funds established under the General Resolution.

The rights of the owners of the 2017 Series 1 Bonds and the enforceability of the 2017 Series 1 Bonds and the Resolutions may be subject to bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditor's rights and may be also subject to the exercise of judicial discretion in accordance with general principles of equity, whether considered at law or in equity.

This opinion is given as of the date hereof, and we assume no obligation to revise or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention, or any changes in law that may hereafter occur.

QUARLES & BRADY LLP

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APPENDIX D

OUTSTANDING BONDS
REFUNDED BY THE 2017 SERIES 1 BONDS

Series	Principal Amount	Interest Rate	Maturity Date	CUSIP[a]	Call Date	Call Price
Current Refunded Bonds						
2007 Series 1	$ 14,670,000	4.35%	7/1/2021	977123 WJ3	7/1/2017	100%
	15,310,000	4.35	7/1/2022	977123 WK0	7/1/2017	100
	29,980,000					
Advance Refunded Bonds						
2010 Series A	$ 8,105,000	5.00%	7/1/2018	977123 YY8	-	-
	4,000,000	5.00	7/1/2019	977123 YZ5 [b]	-	-
	9,385,000	5.00	7/1/2021	977123 ZB7	7/1/2020	100%
2012 Series 1	$ 8,675,000	5.00%	7/1/2023	977123 ZY7 [b]	7/1/2022	100%
	9,105,000	5.00	7/1/2024	977123 ZZ4 [b]	7/1/2022	100
	9,560,000	5.00	7/1/2025	977123 A24	7/1/2022	100
	10,040,000	5.00	7/1/2026	977123 A32	7/1/2022	100
	10,540,000	5.00	7/1/2027	977123 A40	7/1/2022	100
	11,070,000	5.00	7/1/2028	977123 A57	7/1/2022	100
2013 Series 1	$ 9,880,000	5.00%	7/1/2024	977123 D62 [b]	7/1/2023	100%
	10,375,000	5.00	7/1/2025	977123 D70 [b]	7/1/2023	100
	10,895,000	5.00	7/1/2026	977123 D88 [b]	7/1/2023	100
	11,440,000	5.00	7/1/2027	977123 D96	7/1/2023	100
2014 Series 1	$ 9,715,000	5.00%	7/1/2020	977123 G51	7/1/2019	100%
	19,285,000	5.00	7/1/2027	977123 H43	7/1/2022	100
	20,255,000	5.00	7/1/2028	977123 H50	7/1/2022	100
	$ 172,325,000					

[a] The CUSIP number for each refunded bond has been obtained from a source the State believes to be reliable, but the State is not responsible for the correctness of the CUSIP numbers.

[b] Reflects only a portion of the total amount of the bonds maturing on the respective maturity date. The CUSIP number shown is the CUSIP number assigned to the entire maturity.

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