

**OFFICIAL STATEMENT**

New Issue

*This Official Statement provides information about the 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.*

**\$329,665,000**

**STATE OF WISCONSIN**

**GENERAL OBLIGATION REFUNDING BONDS OF 2019, SERIES 1 (TAXABLE)**

**Dated: Date of Delivery**

**Due: May 1, as shown below**

<b>Ratings</b>	AA+ Kroll Bond Rating Agency, Inc. Aa1 Moody's Investors Service, Inc. AA S&P Global Ratings
<b>Taxable</b>	Interest on the Bonds is included in gross income for federal income tax purposes— <i>See pages 10-13.</i> Interest on the Bonds is not exempt from current State of Wisconsin income or franchise taxes— <i>See page 13.</i>
<b>Redemption</b>	The Bonds are subject to optional redemption on any Business Day at the Make-Whole Redemption Price— <i>See pages 3-4.</i>
<b>Security</b>	General obligations of the State of Wisconsin— <i>See page 3.</i>
<b>Purpose</b>	Bond proceeds are being used for the advance refunding of general obligation bonds previously issued by the State of Wisconsin for general governmental purposes— <i>See pages 2-3.</i>
<b>Interest Payment Dates</b>	May 1 and November 1
<b>First Interest Payment Date</b>	May 1, 2020
<b>Delivery</b>	On or about October 30, 2019
<b>Denominations</b>	Multiples of \$5,000
<b>Bond Counsel</b>	Foley & Lardner LLP
<b>Registrar/Paying Agent</b>	Secretary of Administration
<b>Issuer Contact</b>	Wisconsin Capital Finance Office (608) 267-0374; <a href="mailto:DOACapitalFinanceOffice@wisconsin.gov">DOACapitalFinanceOffice@wisconsin.gov</a>
<b>Book-Entry System</b>	The Depository Trust Company— <i>See pages 5-6.</i>
<b>2018 Annual Report</b>	This Official Statement incorporates by reference, and makes updates and additions to, <b>Parts II</b> and <b>III</b> of the State of Wisconsin Continuing Disclosure Annual Report, dated December 21, 2018.

The prices and yields listed below were determined on October 1, 2019 at negotiated sale.

CUSIP	Due (May 1)	Principal Amount	Interest Rate	Price at Issuance	First	
					Optional Call Date	Call Price
97705M NL5	2023	\$ 4,680,000	1.757%	100%	Any Business Day at Make-Whole Redemption Price	
97705M NM3	2024	4,760,000	1.857	100		
97705M NN1	2025	4,850,000	2.009	100		
97705M NP6	2026	4,950,000	2.089	100		
97705M NQ4	2027	33,330,000	2.141	100		
97705M NR2	2028	7,415,000	2.231	100		
97705M NS0	2029	14,275,000	2.281	100		
97705M NT8	2030	56,540,000	2.381	100		
97705M NU5	2031	53,795,000	2.451	100		
97705M NV3	2032	87,315,000	2.501	100		
97705M NW1	2033	57,755,000	2.531	100		

<b>Goldman Sachs &amp; Co. LLC</b>	<b>Loop Capital Markets</b>
<b>Academy Securities</b>	<b>FTN Financial Capital Markets</b>
<b>J.P. Morgan</b>	<b>RBC Capital Markets</b>
<b>BofA Merrill Lynch</b>	

October 1, 2019

This document is called an official statement because it is the only document the State has authorized for providing information about the Bonds. This document is not an offer or solicitation for the 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 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.

Certain statements in this document are forward-looking statements that are based on expectations, estimates, projections, or assumptions. Forward-looking statements contained in this document are made as of the date hereof, and the State undertakes no obligation to update such statements to reflect subsequent events or circumstances. Actual results could differ materially from the anticipated results.

Some of the people who prepared, compiled, or reviewed the information in this document had specific functions that covered some of its aspects but not others. For example, financial staff may have been asked to assist with quantitative financial information, and legal counsel with specific documents or legal issues.

No dealer, broker, sales representative, or other person has been authorized by the State to give any information or to make any representations about the Bonds other than what is in this document. The information and expressions of opinion in this document may change without notice. The delivery of this document or any sale of the Bonds does not imply that there has been no change in the matters contained in this document since the date of this document. Material referred to in this document is not part of this document unless expressly incorporated.

In connection with the offering of the Bonds, the Underwriters may over-allot or effect transactions which stabilize or maintain the market prices of the Bonds at levels above those which might otherwise prevail in the open market. Such stabilizing, if commenced, may be discontinued at any time. The Underwriters may offer and sell the Bonds to certain dealers and dealer banks and banks acting as agents at prices lower than the public offering prices stated on the **front cover** hereof and such public offering prices may be changed from time to time by the Underwriters.

## TABLE OF CONTENTS

	Page		Page
<b>STATE OFFICIALS PARTICIPATING IN</b>			
<b>ISSUANCE AND SALE OF THE BONDS</b>	ii	Borrowing Plans for Calendar Year 2019.....	7
<b>SUMMARY DESCRIPTION OF BONDS</b> .....	iii	Reference Information About the Bonds .....	7
<b>INTRODUCTION</b> .....	1	Financial Advisor .....	8
<b>THE STATE</b> .....	1	Verification of Mathematical Computations .....	8
<b>PLAN OF REFUNDING</b> .....	2	Legal Investment .....	8
General .....	2	Legal Opinions .....	8
Advance Refunding .....	2	ERISA Considerations .....	9
Refunding Escrow Agreement.....	2	<b>TAX MATTERS</b> .....	<b>10</b>
Use of Proceeds and Pledge .....	2	Federal Tax Considerations.....	10
<b>THE BONDS</b> .....	<b>3</b>	State Tax Considerations.....	13
General .....	3	<b>CONTINUING DISCLOSURE</b> .....	<b>13</b>
Security .....	3	<b>APPENDIX A – INFORMATION ABOUT</b>	
Redemption Provisions.....	3	<b>THE STATE</b> .....	<b>A-1</b>
Registration and Payment of Bonds .....	4	<b>APPENDIX B – GENERAL OBLIGATION</b>	
Ratings .....	4	<b>ISSUANCE STATUS REPORT</b> .....	<b>B-1</b>
Sources and Uses of Funds.....	4	<b>APPENDIX C – EXPECTED FORM OF BOND</b>	
Book-Entry-Only Form .....	5	<b>COUNSEL OPINION</b> .....	<b>C-1</b>
<b>UNDERWRITING</b> .....	<b>6</b>	<b>APPENDIX D - REFUNDED BONDS</b> .....	<b>D-1</b>
<b>OTHER INFORMATION</b> .....	<b>6</b>	<b>APPENDIX E - STATE CONTINUING</b>	
Limitations on Issuance of General Obligations ...	6	<b>DISCLOSURE UNDERTAKING</b> .....	<b>E-1</b>

# STATE OFFICIALS PARTICIPATING IN ISSUANCE AND SALE OF BONDS

## BUILDING COMMISSION MEMBERS\*

### Voting Members

	<b>Term of Office Expires</b>
Governor Tony Evers, Chairperson	January 9, 2023
Representative Rob Swearingen, Vice Chairperson	January 4, 2021
Senator Jerry Petrowski	January 4, 2021
Senator Janis Ringhand	January 4, 2021
Senator Patrick Testin	January 4, 2021
Representative Mark Born	January 4, 2021
Representative Jill Billings	January 4, 2021
Ms. Summer Strand, Citizen Member	At the pleasure of the Governor

### Nonvoting, Advisory Members

Mr. Kevin Trinastic, State Ranking Architect Department of Administration	—
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### Building Commission Secretary

Ms. Naomi De Mers, Administrator Division of Facilities Development and Management Department of Administration	At the pleasure of the Building Commission and the Secretary of Administration
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### OTHER PARTICIPANTS

Mr. Joshua L. Kaul State Attorney General	January 9, 2023
Mr. Joel T. Brennan, Secretary Department of Administration	At the pleasure of the Governor

### DEBT MANAGEMENT AND DISCLOSURE

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

Mr. David Erdman  
Capital Finance Director  
(608) 267-0374

Mr. Joseph S. Adomakoh III  
Capital Finance Officer  
(608) 267-7399

\* 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 BONDS

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

Description:	State of Wisconsin General Obligation Refunding Bonds of 2019, Series 1 (Taxable)
Principal Amount:	\$329,665,000
Denominations:	Multiples of \$5,000
Date of Issue:	Date of delivery (on or about October 30, 2019)
Record Date:	April 15 and October 15
Interest Payments:	May 1 and November 1, beginning May 1, 2020
Maturities:	May 1, 2023-2033— <i>See front cover.</i>
Redemption:	<i>Optional With Make-Whole Premium</i> —The Bonds are subject to optional redemption on any Business Day at the Make-Whole Redemption Price— <i>See pages 3-4.</i>
Form:	Book-entry-only— <i>See pages 5-6.</i>
Paying Agent:	All payments of principal of, and interest on, the Bonds will be paid by the Secretary of Administration. All payments will be made to The Depository Trust Company, which will distribute payments to DTC Participants as described herein.
Security:	The Bonds are general obligations of the State of Wisconsin. As of September 15, 2019, general obligations of the State were outstanding in the principal amount of \$7,387,999,564.
Additional General Obligation Debt:	The State may issue additional general obligation debt— <i>See page 7.</i>
Authority for Issuance:	The Bonds are authorized by Article VIII of the Wisconsin Constitution and Chapters 18 and 20 of the Wisconsin Statutes.
Purpose:	Bond proceeds are being used for the advance refunding of general obligation bonds previously issued by the State of Wisconsin for general governmental purposes— <i>See pages 2-3.</i>
Legality of Investment:	State law provides that the Bonds are legal investments for all banks, trust companies, bankers, savings banks and institutions, building and loan associations, savings and loan associations, credit unions, investment companies, and other persons or entities carrying on a banking business; for all personal representatives, guardians, trustees, and other fiduciaries; and for the State and all public officers, municipal corporations, political subdivisions, and public bodies.
Taxable:	Interest on the Bonds is included in gross income for federal income tax purposes— <i>See pages 10-13.</i> Interest on the Bonds is not exempt from current State of Wisconsin income or franchise taxes— <i>See page 13.</i>
Legal Opinion:	Validity opinion to be provided by Foley & Lardner LLP— <i>See APPENDIX C.</i>
2018 Annual Report:	This Official Statement incorporates by reference, and makes updates and additions to, <b>Parts II and III</b> of the State of Wisconsin Continuing Disclosure Annual Report, dated December 21, 2018.

**OFFICIAL STATEMENT**  
**\$329,665,000**  
**STATE OF WISCONSIN**  
**GENERAL OBLIGATION REFUNDING BONDS OF 2019,**  
**SERIES 1 (TAXABLE)**

**INTRODUCTION**

This Official Statement provides information about the \$329,665,000 General Obligation Refunding Bonds of 2019, Series 1 (Taxable) (**Bonds**), which are being issued by the State of Wisconsin (**State**). This Official Statement incorporates by reference, and makes updates and additions to, **Parts II and III** of the State of Wisconsin Continuing Disclosure Annual Report, dated December 21, 2018 (**2018 Annual Report**).

The Bonds are authorized under the Wisconsin Constitution and the Wisconsin Statutes, and are being issued pursuant to an authorizing resolution that the State of Wisconsin Building Commission (**Commission**) adopted on February 20, 2019.

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

The Commission has authorized the Department of Administration to prepare this Official Statement. This Official Statement contains information furnished by the State or obtained from the sources indicated.

**THE STATE**

The State is located in the Midwest among the northernmost tier of states. The State ranks 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, its financial condition, and its general obligation debt is included as **APPENDIX A**, which incorporates by reference Parts II and III of the 2018 Annual Report. **APPENDIX A** also makes updates and additions to Parts II and III of the 2018 Annual Report, including but not limited to:

- Estimated General Fund condition statement for the 2018-19 fiscal year and estimated General Fund tax collections for the 2018-19, 2019-20, and 2020-21 fiscal years, as included in a report provided by the Legislative Fiscal Bureau (**LFB**) on May 15, 2019 (**May 2019 LFB Report**).
- Estimated General Fund condition statement for the 2018-19 fiscal year, as included in a report provided by LFB on January 30, 2019 (**January 2019 LFB Report**).
- General Fund information for the 2018-19 fiscal year, which is presented on either a cash basis or an agency-recorded basis, General Fund information for the 2019-20 fiscal year through July 31, 2019, which is presented on a cash basis, and projected General Fund information for the remainder of 2019-20 fiscal year, which is also presented on a cash basis.
- Information about the budget for the 2019-21 biennium, including the enacted biennial budget bill (2019 Wisconsin Act 9).

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

*Contact:* State of Wisconsin Capital Finance Office  
Department of Administration  
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:* doa.wi.gov/capitalfinance

## PLAN OF REFUNDING

### General

The Commission is empowered by law to issue refunding bonds. The Bonds are being issued for the purposes and within the amounts authorized by the Wisconsin State Legislature (**Legislature**). See **APPENDIX B**.

The Bonds are being issued for the advance refunding of general obligation bonds, or portions thereof, previously issued by the State for general governmental purposes (**Advance Refunding**). The refunded maturities, or portions of maturities, associated with the Advance Refunding are currently outstanding in the total principal amount of \$307,355,000 (**Refunded Bonds**).

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

### Advance Refunding

To provide for the Advance Refunding, a portion of the proceeds of the Bonds will be used to purchase a portfolio of direct, noncallable general obligations of the United States (**Escrow Obligations**). The Escrow Obligations, together with the interest to be earned, and a beginning cash deposit, will be sufficient:

- to pay when due the interest on the Refunded Bonds to and including their respective maturity or redemption dates, and
- to pay the principal or redemption price of the Refunded Bonds when due on their respective maturity or redemption dates.

### Refunding Escrow Agreement

The Escrow 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 Refunded Bonds. Neither the Escrow Obligations, the cash on deposit, nor the interest earnings held in the Escrow Fund will serve as security for or be available for the payment of the Bonds.

The Escrow Fund will be held by the Escrow Trustee in trust to make payments of the principal or redemption price of, and interest on, the 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 Escrow Agreement provides that the State 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**).

### Use of Proceeds and Pledge

All moneys in the Escrow Fund may be expended only for the payment of the principal or redemption price of, and interest on, the Refunded Bonds. However, notwithstanding the amounts in the Escrow



Fund, there is irrevocably appropriated, as a first charge on all revenues of the State, a sum sufficient for the payment of the Refunded Bonds. Each year, for the purpose of determining the constitutional limit on public debt, the amounts held in the Escrow Fund for payment of principal of the Refunded Bonds will be subtracted from the amount of outstanding aggregate public debt of the State.

## THE BONDS

### General

The **front cover of this Official Statement** sets forth the maturity dates, principal amounts, interest rates, and other information for the Bonds. The 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 The Depository Trust Company, New York, New York (**DTC**), as the securities depository for the Bonds. See **“THE BONDS; Book-Entry-Only Form”**.

The Bonds will be dated their date of delivery (expected to be October 30, 2019) and will bear interest from that date, payable on May 1 and November 1 of each year, beginning on May 1, 2020.

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

The Bonds are being issued as fully-registered bonds in principal denominations of \$5,000 or multiples of \$5,000.

### Security

The Bonds are direct and general obligations of the State. The Wisconsin Constitution pledges the full faith, credit, and taxing power of the State to make principal and interest payments on general obligations, and requires the Legislature to provide for their payment by appropriation. The Wisconsin Statutes establish, as security for the payment of all debt service on general obligations, a first charge upon all revenues of the State. Further, a sufficient amount of those revenues is irrevocably appropriated for the payment of the principal of, and interest on, general obligations, so that no subsequent legislative action is required to release such revenues. The Bonds are secured equally with all other outstanding general obligations issued by the State.

### Redemption Provisions

#### *Optional Redemption With Make-Whole Premium*

The Bonds are subject to optional redemption on any Business Day, in whole or in part in multiples of \$5,000, in such principal amounts and from such maturities as the Commission may determine, at a redemption price (**Make-Whole Redemption Price**) equal to the greater of:

- (A) 100% of the principal amount of the Bonds to be redeemed, or
- (B) the sum of the present values of the applicable remaining payments of principal and interest on the Bonds to be redeemed, not including any portion of those payments of interest accrued and unpaid as of the date on which such Bonds are to be redeemed, discounted to the date of redemption of such Bonds on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate (as defined below) plus five basis points (.05%) for the Bonds maturing on May 1, 2023-2024, ten basis points (.10%) for the Bonds maturing on May 1, 2025-2029, and 15 basis points (.15%) for the Bonds maturing on May 1, 2030-2033,

plus, in each case, accrued interest on the Bonds to be redeemed to the date fixed for redemption.

For purposes of determining the Make-Whole Redemption Price:

- (i) “Treasury Rate” means, with respect to any redemption date for a particular Bond, the yield to maturity of United States Treasury securities (excluding inflation indexed securities) with a constant maturity (as compiled and published in the Federal Reserve Statistical Release H.15 (519) that has become publicly available not less than ten Business Days nor more than 45

calendar days prior to the redemption date (or, if such Statistical Release is no longer published, any publicly available source of similar market data)), most nearly equal to the period from the redemption date to the maturity date of the Bond to be redeemed, as determined by the Designated Consultant.

(ii) “Designated Consultant” means an independent accounting firm, investment banking firm, or financial advisor retained by the State at the State’s expense.

(iii) “Business Day” means a day which is not (1) a Saturday or Sunday, (2) a day on which commercial banks are required or authorized by law to be closed in the State, or (3) a day on which The New York Stock Exchange is closed for the entire day or federal reserve banks are closed.

*Selection of Bonds*

So long as the Bonds are in book-entry-only form, selection of the beneficial owners affected by the redemption will be made by the securities depository and its participants in accordance with their rules.

*Notice of Redemption*

So long as the Bonds are in book-entry-only form, any redemption notice will be sent to the securities depository between 30 and 60 days before the redemption date. A redemption notice may be revoked by sending notice to the securities depository at least 15 days before the proposed redemption date.

Interest on any Bond called for redemption will cease to accrue on the redemption date so long as the Bond is paid or money is provided for its payment.

**Registration and Payment of Bonds**

So long as the Bonds are in book-entry-only form, payment of the principal of, and interest on, the Bonds on the payment date will be made by wire transfer to the securities depository or its nominee by the **Paying Agent**—which is the Secretary of Administration.

**Ratings**

The following ratings have been assigned to the Bonds:

<u>Rating</u>	<u>Rating Organization</u>
AA+	Kroll Bond Rating Agency, Inc.
Aa1	Moody’s Investors Service, Inc.
AA	S&P Global Ratings

Any explanation of what a rating means may only be obtained from the rating organization giving the rating. A securities rating is not a recommendation to buy, sell, or hold securities and may be subject to revision or withdrawal at any time. Any downgrade or withdrawal of a rating may adversely affect the market price of the Bonds. The State may elect not to continue requesting ratings on the Bonds from any particular rating organization or may elect to request ratings on the Bonds from a different rating organization.

**Sources and Uses of Funds**

The proceeds from the sale of the Bonds are expected to be used as follows:

<b>Sources</b>	
Principal Amount .....	<u>\$329,665,000.00</u>
TOTAL SOURCES .....	\$329,665,000.00
<b>Uses</b>	
Deposit to Escrow Fund .....	\$327,926,565.74
Underwriters’ Discount .....	1,458,185.23
Costs of Issuance .....	<u>280,249.03</u>
TOTAL USES .....	\$329,665,000.00



## **Book-Entry-Only Form**

The Bonds are being initially issued in book-entry-only form. Purchasers of the Bonds will not receive bond certificates but instead will have their ownership in the Bonds 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 a securities depository for the Bonds. Ownership of the 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 Bonds must be made, directly or indirectly, through DTC Participants.

### *Payment*

The State will make all payments of principal of, and interest on, the Bonds to DTC. Owners of the Bonds will receive payments through the DTC Participants.

### *Notices and Voting Rights*

The State will provide any notices or other communications about the Bonds to DTC. Owners of the Bonds will receive any notices or communications through the DTC Participants. In any situation involving voting rights, DTC will not vote but will rather give a proxy through the DTC Participants.

### *Redemption*

If less than all the Bonds of a given maturity are being redeemed, DTC's practice is to determine by lottery the amount of the 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 without a successor securities depository being appointed, 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](http://www.dtcc.com). The State is not responsible for any information available on DTC's web site. That information may be subject to change without notice.

The State is not responsible for any failure by DTC or any DTC Participant to transfer payments or notices to the owners of the Bonds or to follow the procedures established by DTC for its book-entry system.

### *Redemption and Payment if Bonds Are Not in Book-Entry-Only Form*

In the event the Bonds were not in book-entry-only form, how the Bonds are redeemed and paid would differ from the descriptions above.

Bonds would be selected for redemption by lot. Any redemption notice would be published between 30 and 60 days before the date of redemption in a financial newspaper published or circulated in New York, New York. The notice would also be mailed, postage prepaid, between 30 and 60 days before the redemption date, to the registered owners of any Bonds to be redeemed. The mailing, however, would not be a condition to the redemption; any proceedings to redeem the Bonds would still be effective even if the notice were not mailed. A redemption notice could be revoked by publication of a notice at least 15 days before the proposed redemption date in a financial newspaper published or circulated in New York, New York. Any revocation notice would also be mailed, postage prepaid, at least 15 days before the proposed redemption date to the registered owners of any Bonds to have been redeemed. The mailing, however, would not be a condition to the revocation; the revocation would still be effective even if the notice were not mailed. Interest on any Bond called for redemption would cease to accrue on the redemption date so long as the Bond was paid or money was provided for its payment.

Payment of principal would be made by check or draft issued upon the presentation and surrender of the Bonds at the principal office of the Paying Agent, as designated by the Commission. Payment of interest due on the Bonds would be made by check or draft mailed to the registered owner shown in the

registration book at the close of business on the record date—which is the 15th day (whether or not a business day) of the calendar month before the interest payment date.

## UNDERWRITING

The Bonds are being purchased by the **Underwriters** listed on the **front cover**, for which Goldman Sachs & Co. LLC is acting as the representative.

The Underwriters have agreed, subject to certain conditions, to purchase the Bonds from the State at an aggregate purchase price of \$328,206,814.77, reflecting an Underwriters' discount of \$1,458,185.23. The Underwriters' obligations are subject to certain conditions, and they will be obligated to purchase all the Bonds if any Bonds are purchased.

The Underwriters have agreed to reoffer the Bonds at the public offering prices or yields set forth on the **front cover**. The Bonds may be offered and sold to certain dealers (including dealers depositing the 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. 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.

Certain legal matters will be passed upon for the Underwriters by their counsel, MWH Law Group LLP.

The Underwriters and their respective 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 respective affiliates, officers, directors, and employees may purchase, sell, or hold a broad array of investments and actively trade securities, derivatives, loans, commodities, currency, credit default swaps and other financial instruments for their own accounts and for the accounts of their customers, and such investment and trading activities may involve or relate to 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 respective affiliates may also communicate independent investment recommendations, market color, or trading ideas or publish or express independent research views in respect of 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.

If an Underwriter or its affiliate is an owner of Refunded Bonds, that Underwriter or affiliate would receive a portion of the proceeds from the issuance of the Bonds in connection with the redemption of those Refunded Bonds.

## OTHER INFORMATION

### Limitations on Issuance of General Obligations

General obligations issued by the State are subject to debt limits set forth in the Wisconsin Constitution and the Wisconsin Statutes. There is an annual debt limit of three-quarters of one percent, and a cumulative debt limit of five percent, of the aggregate value of all taxable property in the State. Currently, the annual debt limit is \$4,356,545,425, and the cumulative debt limit is \$29,043,636,165. Funding or refunding obligations (such as the Bonds) are not subject to the annual limit but are accounted for in applying the cumulative debt limit. Accrued interest on any obligation that is not paid during the fiscal year in which it accrues is treated as debt and taken into account for purposes of the debt limitations.

As of September 15, 2019, general obligations of the State were outstanding in the principal amount of \$7,387,999,564. The issuance of the Bonds will not cause the State to exceed its annual debt limit or its cumulative debt limit.

## **Borrowing Plans for Calendar Year 2019**

### *General Obligations*

The Bonds will be the third series of general obligations to be issued in this calendar year. The State has previously issued one series of general obligation bonds and one series of general obligation variable rate demand obligation notes in this calendar year in the aggregate principal amount of \$274 million for general governmental purposes.

In addition, the Commission has authorized the issuance of the following general obligations:

- Up to \$165 million of additional 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 additional 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, extendible municipal commercial paper notes, and variable rate demand obligation notes, which were outstanding in the amount of \$375 million as of September 15, 2019. 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 obligations or with bonds bearing fixed interest rates.

The Commission may also authorize the issuance of additional general obligations before the end of the calendar year for both general governmental and refunding purposes. The amount and timing of any issuance of general obligations for general governmental purposes in this calendar year depend on the amount of actual disbursements from the State Capital Improvement Fund for authorized purposes during such period, and most likely will occur at the latest by the first quarter of calendar year 2020. The amount and timing of any additional issuance in this calendar year of general obligations for refunding purposes in this calendar year depend, among other factors, on market conditions.

### *Other Obligations*

The State has issued one series of transportation revenue obligations in calendar year 2019 in the principal amount of \$155 million for funding outstanding commercial paper notes and financing certain State transportation facilities and highway projects. The Commission has authorized up to \$300 million of transportation revenue obligations to refund outstanding transportation revenue bonds. The amount and timing of any issuance of transportation revenue refunding bonds depend, among other factors, on market conditions.

The State has issued one series of general fund annual appropriation refunding bonds in this calendar year in the principal amount of \$360 million for the refunding of outstanding general fund annual appropriation bonds. The State may sell and issue additional general fund annual appropriation refunding bonds in this calendar year. The amount and timing of any additional issuances of general fund annual appropriation refunding bonds depend, among other factors, on market conditions.

The State may sell and issue master lease certificates of participation in this calendar year. 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 does not currently intend to issue any environmental improvement fund revenue bonds in this calendar year or to issue operating notes for the 2019-20 fiscal year.

### **Reference Information About the Bonds**

Information about the Bonds is provided for reference in the [table on the front cover](#) of this Official Statement. The CUSIP number for each maturity 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. The Underwriters have provided the reoffering yields and prices for the Bonds.

## **Financial Advisor**

Lamont Financial Services Corporation has been engaged 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 refunding and the structure of the Bonds, reviewed certain legal and disclosure documents, including this Official Statement, for financial matters, and reviewed the pricing of the Bonds by the Underwriters.

## **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 that the projected receipts from the Escrow Obligations, together with an initial cash deposit, are sufficient to make all payments of the principal of and interest on the Refunded Bonds to become due on or before their respective redemption or maturity dates.

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 Refunded Bonds will be paid as described in its report.

## **Legal Investment**

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

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

## **Legal Opinions**

### *Bond Opinion*

Legal matters relating to the authorization, issuance, and sale of the Bonds are subject to the approval of **Bond Counsel**, which is Foley & Lardner LLP. When the Bonds are delivered, Bond Counsel will deliver an approving opinion in substantially the form shown in **APPENDIX C**. If certificated Bonds were issued, then the opinion would be printed on the reverse side of each Bond.

### *Attorney General*

As required by law, the office of the Attorney General will examine a certified copy of all proceedings leading to issuance of the Bonds. When the Bonds are delivered, the Attorney General will deliver an opinion on the regularity and validity of the proceedings with respect to the Bonds. 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 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 Bonds, (2) the validity of the Bonds or any of the proceedings taken with respect to the issuance, sale, execution, or delivery of the Bonds, or (3) the pledge or application of any moneys or security provided for the payment of the Bonds.

If certificated Bonds were issued, then a certificate of the Attorney General would be printed on the reverse side of each Bond.

### *Other Legal Matters*

The State and its officers and employees are defendants in numerous lawsuits. The State does not expect that any pending litigation will be finally determined so as to result individually or in the aggregate in

final judgments against the State that would materially affect the State's ability to pay the principal of and interest on the Bonds.

### **ERISA Considerations**

The Employee Retirement Income Security Act of 1974, as amended (**ERISA**), imposes certain fiduciary and prohibited transaction restrictions on employee pension and welfare benefit plans subject to ERISA (**ERISA Plans**). Section 4975 of the Internal Revenue Code of 1986, as amended (Code) imposes essentially the same prohibited transaction restrictions on tax-qualified retirement plans described in Section 401(a) of the Code (**Qualified Retirement Plans**) and on individual retirement accounts described in Section 408(b) of the Code (collectively, **Tax-Favored Plans**). Certain employee benefit plans, such as governmental plans (as defined in Section 3(32) of ERISA) and, if no election has been made under Section 410(d) of the Code, church plans (as defined in Section 3(33) of ERISA), are not subject to ERISA requirements (**Non-ERISA Plans**). Accordingly, assets of such plans may be invested in Bonds without regard to the ERISA considerations described below, subject to the provisions of applicable federal and state law. Any such plan which is a Qualified Retirement Plan and exempt from taxation under Sections 401(a) and 501(a) of the Code, however, is subject to the prohibited transaction rules set forth in the Code.

Section 404 of ERISA imposes a number of general fiduciary requirements, including those of investment prudence and diversification and the requirement that a plan's investment be made in accordance with the documents governing the plan. In addition, Section 406 of ERISA and Section 4975 of the Code prohibit a broad range of transactions involving assets of ERISA Plans and Tax-Favored Plans and entities with underlying assets that include plan assets by reason of ERISA Plans or Tax-Favored Plans investing in such entities (collectively, **Benefit Plans**) and persons who have certain specified relationships to the Benefit Plans (**Parties in Interest or Disqualified Persons**) unless a statutory or administrative exemption is available. Fiduciaries with respect to a Benefit Plan that participate in a non-exempt prohibited transaction may incur personal liability under Section 409 of the Code.

Certain other Parties in Interest (or Disqualified Persons) that participate in a non-exempt prohibited transaction may be subject to a penalty (or an excise tax) imposed pursuant to Section 502(i) of ERISA (or Section 4975 of the Code).

Certain transactions involving the purchase, holding, or transfer of Bonds might be deemed to constitute prohibited transactions under ERISA and the Code if assets of the State were deemed to be assets of a Benefit Plan. Under a regulation issued by the United States Department of Labor (**Plan Assets Regulation**), as modified by Section 3(42) of ERISA, the assets of the State would be treated as plan assets of a Benefit Plan for the purposes of ERISA and the Code only if the Benefit Plan acquires an "equity interest" in the State and none of the exceptions contained in the Plan Assets Regulation is applicable. An equity interest is defined under the Plan Assets Regulation as an interest in an entity other than an instrument which is treated as indebtedness under applicable local law and which has no substantial equity features. Although there can be no assurances in this regard, the Bonds should be treated as debt without substantial equity features for purposes of the Plan Assets Regulation. Nevertheless, the acquisition or holding of Bonds by or on behalf of a Benefit Plan could be considered to give rise to a prohibited transaction if the State, or any of its affiliates, is or becomes a Party in Interest or a Disqualified Person with respect to such Benefit Plan. A prohibited transaction could also occur in the event that a Benefit Plan transfers a Bond to a Party in Interest or a Disqualified Person. In such case, certain exemptions from the prohibited transaction rules could apply depending on the type and circumstances of the plan fiduciary making the decision to acquire a Bond. Included among these exemptions are: Prohibited Transaction Class Exemption (**PTCE**) 96-23, regarding transactions effected by "in-house asset managers"; PTCE 90-1, regarding investments by insurance company pooled separate accounts; PTCE 95-60, regarding transactions effected by "insurance company general accounts"; PTCE 91-38, regarding investments by bank collective investment funds; and PTCE 84-14, regarding transactions effected by "qualified professional assets managers."

Any ERISA Plan fiduciary considering whether to purchase Bonds on behalf of an ERISA Plan should consult with its counsel regarding the applicability of the fiduciary responsibility and prohibited

transaction provisions of ERISA and the Code to such investment and the availability of any of the exemptions referred to above. Persons responsible for investing the assets of Tax-Favored Plans that are not ERISA Plans should seek similar counsel with respect to the prohibited transaction provisions of the Code. Persons responsible for investing the assets of employee benefit plans that are not subject to ERISA or the Code should seek counsel with respect to the compliance of such investment with all applicable laws and the governing plan documents.

The sale of the Bonds to a Benefit Plan or a Non-ERISA Plan is in no respect a representation by the State that such investment meets all relevant legal requirements or that such investment is otherwise appropriate for such Benefit Plan or Non-ERISA Plan.

## **TAX MATTERS**

### **Federal Tax Considerations**

The following discussion summarizes certain U.S. federal tax considerations generally applicable to holders of the Bonds that acquire their Bonds in the initial offering. The discussion below is based upon laws, regulations, rulings, and decisions in effect and available on the date hereof, all of which are subject to change, possibly with retroactive effect. Prospective investors should note that no rulings have been or are expected to be sought from the IRS with respect to any of the U.S. federal tax consequences discussed below, and no assurance can be given that the IRS will not take contrary positions. Further, the following discussion does not deal with U.S. tax consequences applicable to any given investor, nor does it address the U.S. tax considerations applicable to all categories of investors, some of which may be subject to special taxing rules (regardless of whether or not such investors constitute U.S. Holders), such as certain U.S. expatriates, banks, REITs, RICs, insurance companies, tax-exempt organizations, dealers or traders in securities or currencies, partnerships, S corporations, estates and trusts, investors that hold their Bonds as part of a hedge, straddle or an integrated or conversion transaction, or investors whose “functional currency” is not the U.S. dollar. Furthermore, it does not address (i) alternative minimum tax consequences or (ii) the indirect effects on persons who hold equity interests in a holder. This summary also does not consider the taxation of the Bonds under state, local or non-U.S. tax laws. In addition, this summary generally is limited to U.S. tax considerations applicable to investors that acquire their Bonds pursuant to this offering for the issue price that is applicable to such Bonds (i.e., the first price at which a substantial amount of the Bonds are sold to the public) and who will hold their Bonds as “capital assets” within the meaning of Section 1221 of the Code.

As used herein, “U.S. Holder” means a beneficial owner of a Bond that is a “United States person,” as defined in Section 7701(a)(30) of the Code, and generally means an individual citizen or resident of the United States, a corporation or other entity taxable as a corporation created or organized in or under the laws of the United States or any state thereof (including the District of Columbia), an estate the income of which is subject to U.S. federal income taxation, regardless of its source, or a trust where a court within the United States is able to exercise primary supervision over the administration of the trust and one or more United States Persons have the authority to control all substantial decisions of the trust (or a trust that has made a valid election under U.S. Treasury Regulations to be treated as a domestic trust). As used herein, “Non-U.S. Holder” generally means a beneficial owner of a Bond (other than a partnership) that is not a U.S. Holder. If a partnership holds Bonds, the tax treatment of such partnership or a partner in such partnership generally will depend upon the status of the partner and upon the activities of the partnership. Partnerships holding Bonds, and partners in such partnerships, should consult their own tax advisors regarding the tax consequences of an investment in the Bonds (including their status as U.S. Holders or Non-U.S. Holders).

It should be noted that certain taxpayers that are required to prepare certified financial statements or file financial statements with certain regulatory or governmental agencies may be required to recognize income, gain and loss with respect to the Bonds at the time that such income, gain or loss is recognized on such financial statements instead of under the rules described below.

Prospective investors should consult their own tax advisors in determining the U.S. federal, state, local or non-U.S. tax consequences to them from the purchase, ownership and disposition of the Bonds in light of their particular circumstances.

Interest on the Bonds is not excluded from gross income for federal income tax purposes.

#### *U.S. Holders*

**Interest.** Interest on the Bonds generally will be taxable to a U.S. Holder as ordinary interest income at the time such amounts are accrued or received, in accordance with the U.S. Holder's method of accounting for U.S. federal income tax purposes.

To the extent that the issue price of any maturity of the Bonds is less than the amount to be paid at maturity of such Bonds (excluding amounts stated to be interest and payable at least annually over the term of such Bonds) by more than a *de minimis* amount, the difference may constitute original issue discount (**OID**). U.S. Holders of Bonds will be required to include OID in income for U.S. federal income tax purposes as it accrues, in accordance with a constant yield method based on a compounding of interest (which may be before the receipt of cash payments attributable to such income). Under this method, U.S. Holders generally will be required to include in income increasingly greater amounts of OID in successive accrual periods.

Bonds purchased for an amount in excess of the principal amount payable at maturity (or, in some cases, at their earlier call date) will be treated as issued at a premium. A U.S. Holder of a Bond issued at a premium may make an election, applicable to all debt securities purchased at a premium by such U.S. Holder, to amortize such premium, using a constant yield method over the term of such Bond.

**Sale or Other Taxable Disposition of the Bonds.** Unless a nonrecognition provision of the Code applies, the sale, exchange, redemption, retirement, or other disposition of a Bond will be a taxable event for U.S. federal income tax purposes. In such event, in general, a U.S. Holder of a Bond will recognize gain or loss equal to the difference between (i) the amount of cash plus the fair market value of property received (except to the extent attributable to accrued but unpaid interest on the Bond, which will be taxed in the manner described above) and (ii) the U.S. Holder's adjusted U.S. federal income tax basis in the Bond (generally, the purchase price paid by the U.S. Holder for the Bond, decreased by any amortized premium, and increased by the amount of any OID previously included in income by such U.S. Holder with respect to such Bond). Any such gain or loss generally will be capital gain or loss. In the case of a non-corporate U.S. Holder of the Bonds, the maximum marginal U.S. federal income tax rate applicable to any such gain will be lower than the maximum marginal U.S. federal income tax rate applicable to ordinary income if such U.S. holder's holding period for the Bonds exceeds one year. The deductibility of capital losses is subject to limitations.

**Additional Tax on Net Investment Income.** Under Section 1411 of the Code, an additional tax is imposed on individuals, in amount equal to 3.8% of the lesser of (i) net investment income (defined as gross income from interest, dividends, net gain from disposition of property not used in a trade or business, and certain other listed items of gross income) and (ii) the excess of "modified adjusted gross income" of the individual over \$200,000 for unmarried individuals (\$250,000 for married couples filing a joint return or a surviving spouse). Prospective investors should consult with their own tax advisors concerning this additional tax, as it may apply to interest on the Bonds as well as gain on the sale of a Bond.

**Information Reporting and Backup Withholding.** Payments on the Bonds generally will be subject to U.S. information reporting and possibly to "backup withholding." Under Section 3406 of the Code and applicable U.S. Treasury Regulations issued thereunder, a non-corporate U.S. Holder of the Bonds may be subject to backup withholding at the current rate of 24% with respect to "reportable payments," which include interest paid on the Bonds and the gross proceeds of a sale, exchange, redemption, retirement or other disposition of the Bonds. The payor will be required to deduct and withhold the prescribed amounts if (i) the payee fails to furnish a U.S. taxpayer identification number (**TIN**) to the payor in the manner required, (ii) the IRS notifies the payor that the TIN furnished by the payee is incorrect, (iii) there has been



a “notified payee underreporting” described in Section 3406(c) of the Code or (iv) the payee fails to certify under penalty of perjury that the payee is not subject to withholding under Section 3406(a)(1)(C) of the Code. Amounts withheld under the backup withholding rules may be refunded or credited against the U.S. Holder’s federal income tax liability, if any, provided that the required information is timely furnished to the IRS. Certain U.S. Holders (including among others, corporations and certain tax-exempt organizations) are not subject to backup withholding. A U.S. Holder’s failure to comply with the backup withholding rules may result in the imposition of penalties by the IRS.

#### *Non-U.S. Holders*

**Interest.** Subject to the discussions below under the headings “TAX MATTERS; Federal Tax Considerations; *Non-U.S. Holders; Information Reporting and Backup Withholding*” and “*Foreign Account Tax Compliance Act*,” payments of principal of, and interest on, any Bond to a Non-U.S. Holder, other than (1) a “controlled foreign corporation,” as such term is defined in the Code, which is related to the State through stock ownership and (2) a bank which acquires such Bond in consideration of an extension of credit made pursuant to a loan agreement entered into in the ordinary course of business, will not be subject to any U.S. federal withholding tax provided that the beneficial owner of the Bond provides a certification completed in compliance with applicable statutory and regulatory requirements, which requirements are discussed below under the heading “Information Reporting and Backup Withholding,” or an exemption is otherwise established.

**Disposition of the Bonds.** Subject to the discussions below under the headings “TAX MATTERS; Federal Tax Considerations; *Non-U.S. Holders; Information Reporting and Backup Withholding*” and “*Foreign Account Tax Compliance Act*,” any gain realized by a Non-U.S. Holder upon the sale, exchange, redemption, retirement (including pursuant to an offer by the State or a deemed retirement due to defeasance of the Bond) or other disposition of a Bond generally will not be subject to U.S. federal income tax, unless (i) such gain is effectively connected with the conduct by such Non-U.S. Holder of a trade or business within the United States; or (ii) in the case of any gain realized by an individual Non-U.S. Holder, such holder is present in the United States for 183 days or more in the taxable year of such sale, exchange, redemption, retirement, or other disposition and certain other conditions are met.

**U.S. Federal Estate Tax.** A Bond that is held by an individual who at the time of death is not a citizen or resident of the United States will not be subject to U.S. federal estate tax as a result of such individual’s death, provided that, at the time of such individual’s death, payments of interest with respect to such Bond would not have been effectively connected with the conduct by such individual of a trade or business within the United States.

**Information Reporting and Backup Withholding.** Subject to the discussion below under the heading “TAX MATTERS; Federal Tax Considerations; *Non-U.S. Holders; Foreign Account Tax Compliance Act*,” under current U.S. Treasury Regulations, payments of principal and interest on any Bonds to a Non-U.S. Holder will not be subject to any backup withholding tax requirements if the beneficial owner of the Bond or a financial institution holding the Bond on behalf of the beneficial owner in the ordinary course of its trade or business provides an appropriate certification to the payor and the payor does not have actual knowledge that the certification is false. If a beneficial owner provides the certification, the certification must give the name and address of such owner, state that such owner is not a United States person, or, in the case of an individual, that such owner is neither a citizen nor a resident of the United States, and be signed by the owner under penalties of perjury. The current backup withholding tax rate is 24%.

**Foreign Account Tax Compliance Act.** Sections 1471 through 1474 of the Code (**FATCA**) impose a 30% withholding tax on certain types of payments made to foreign financial institutions, unless (i) the foreign financial institution enters into an agreement with the U.S. Treasury to, among other things, undertake to identify accounts held by certain U.S. persons or U.S.-owned entities, annually report certain information about such accounts, and withhold 30% on payments to account holders whose actions prevent it from complying with these and other reporting requirements, or (ii) the foreign financial institution is otherwise exempt from those requirements. In addition, FATCA imposes a 30% withholding tax on the same types of payments to a non-financial foreign entity unless the entity certifies that it does not have any substantial

U.S. owners or the entity furnishes identifying information regarding each substantial U.S. owner. Failure to comply with the additional certification, information reporting, and other specified requirements imposed under FATCA could result in the 30% withholding tax being imposed on payments of principal of and interest on the Bonds and sales proceeds of Bonds held by or through a foreign entity. In general, withholding under FATCA currently applies to payments of U.S. source interest (including OID) and to gross proceeds from the sale, exchange, or retirement of debt obligations. Prospective investors should consult their own tax advisors regarding FATCA and its effect on them.

### **State Tax Considerations**

In addition to the federal income tax consequences described above, potential investors should consider the state income tax consequences of the acquisition, ownership, and disposition of Bonds. State income tax law may differ substantially from the corresponding federal law, and the foregoing is not intended to describe any aspect of the income tax laws of any state. Therefore, potential investors should consult their own tax advisors with respect to the various state tax consequences of an investment in Bonds.

Interest on the Bonds is not exempt from current State of Wisconsin income or franchise taxes.

## **CONTINUING DISCLOSURE**

The State has made an undertaking to enable brokers, dealers, and municipal securities dealers, in connection with their participation in the offering of the Bonds, to comply with Rule 15c2-12(b)(5) adopted by the U.S. Securities and Exchange Commission under the Securities Exchange Act of 1934 (**Rule 15c2-12**). In the undertaking, the State has agreed, for the benefit of the beneficial owners of the 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 has agreed to file the Annual Report with the Municipal Securities Rulemaking Board (**MSRB**) through its Electronic Municipal Market Access (**EMMA**) system. The State has also agreed to provide to the MSRB notices of the occurrence of certain events specified in the undertaking.

The undertaking is included in **APPENDIX E**, which includes the State's Master Agreement on Continuing Disclosure (Amended and Restated March 1, 2019), which has been amended in response to the recent addition of two events of which notice is required pursuant to Rule 15c2-12, the Addendum Describing Annual Report for General Obligations, and the form of Supplemental Agreement that applies the Master Agreement and Addendum to the Bonds.

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

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

Dated: October 1, 2019

## **STATE OF WISCONSIN**

/S/ TONY EVERS

Governor Tony Evers, Chairperson  
State of Wisconsin Building Commission

/S/ JOEL T. BRENNAN

Joel T. Brennan, Secretary  
State of Wisconsin Department of Administration

/S/ NAOMI DE MERS

Naomi De Mers, Secretary  
State of Wisconsin Building Commission

## APPENDIX A

### CERTAIN INFORMATION ABOUT THE STATE

This Appendix includes by reference information concerning the State of Wisconsin (**State**), contained in [Parts II and III of the State of Wisconsin Continuing Disclosure Annual Report, dated December 21, 2018 \(2018 Annual Report\)](#), which can be obtained as described below. This Appendix also makes updates and additions to the information presented in Parts II and III of the 2018 Annual Report, including, but not limited to:

- Estimated General Fund condition statement for the 2018-19 fiscal year and estimated General Fund tax collections for the 2018-19, 2019-20, and 2020-21 fiscal years, as included in a report provided by the Legislative Fiscal Bureau (**LFB**) on May 15, 2019 (**May 2019 LFB Report**).
- Estimated General Fund condition statement for the 2018-19 fiscal year, as included in a report provided by LFB on January 30, 2019 (**January 2019 LFB Report**).
- General Fund information for the 2018-19 fiscal year, which is presented on either a cash basis or an agency-recorded basis, General Fund information for the 2019-20 fiscal year through July 31, 2019, which is presented on a cash basis and projected General Fund information for the remainder of the 2019-20 fiscal year, which is also presented on a cash basis.
- Information on the enacted budget for the 2019-21 biennium (**2019 Wisconsin Act 9**).

[Part II of the 2018 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 the 2017-18 fiscal year and projections for the 2018-19 fiscal year)
- 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 and independent auditor's report provided by the State Auditor for the fiscal year ended June 30, 2018, prepared in conformity with generally accepted accounting principles (**GAAP**) for governments as prescribed by the Governmental Accounting Standards Board, are included as Appendix A to Part II of the 2018 Annual Report.

[Part III of the 2018 Annual Report](#) contains information concerning general obligations issued by the State. That part discusses the security provisions for general obligations (including the flow of funds to pay debt service on general obligations) and presents data about the State's outstanding general obligations and the portion of outstanding general obligations that is revenue supported.

The 2018 Annual Report was filed with the Municipal Securities Rulemaking Board (**MSRB**) through its Electronic Municipal Market Access (**EMMA**) system. The 2018 Annual Report and the Comprehensive Annual Financial Report (**CAFR**) for the fiscal year ended June 30, 2018 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:

[doa.wi.gov/capitalfinance](http://doa.wi.gov/capitalfinance)

Copies of the 2018 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](mailto:DOACapitalFinanceOffice@wisconsin.gov)

The State has independently provided monthly or periodic reports on general fund financial information. 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 were also 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 2018 Annual Report. The State is not obligated to provide such reports at any time in the future.

After publication and filing of the 2018 Annual Report, certain changes or events have occurred that affect items discussed in the 2018 Annual Report. Listed below, by reference to particular sections of Parts II and III of the 2018 Annual Report, are changes or additions to the information 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 2018-19 Fiscal Year** (Part II, Pages 36-37). Update with the following information:

*Fiscal Year 2018-19 Results*

The 2018-19 fiscal year ended on June 30, 2019. The Annual Fiscal Report (budgetary basis) for the 2018-19 fiscal year is expected to be published by October 15, 2019. This report will include the ending budgetary undesignated balance for the 2018-19 fiscal year. The State intends to file the Annual Fiscal Report (budgetary basis) for the 2018-19 fiscal year, when it is available, with the MSRB through its EMMA system.

*May 2019 LFB Report – General Fund Condition Statement*

The May 2019 LFB Report includes an estimated General Fund condition statement for the 2018-19 fiscal year. The table on the following page includes this estimated General Fund condition statement for the 2018-19 fiscal year and shows a projected ending net balance of \$929 million. The table also includes, for comparison, the actual General Fund condition statement as reported in the fiscal year 2017-18 Annual Fiscal Report, and the fiscal year 2018-19 General Fund condition statement estimates from the 2017-19 biennial budget (**2017 Wisconsin Act 59**) and the January 2019 LFB Report. The table does not reflect preliminary General Fund tax collections for the 2018-19 fiscal year as reported by the Wisconsin Department of Revenue (**DOR**) and summarized later in this APPENDIX A.

A complete copy of the May 2019 LFB Report is included at the end of this Appendix A. In addition, the State has filed the May 2019 LFB Report with the MSRB through its EMMA system, and a copy is available from the State as provided on pages [A-1](#) and [A-2](#).

**ESTIMATED GENERAL FUND CONDITION STATEMENT**  
**2018-19 FISCAL YEAR**  
(in Millions)

	2017-18 Annual Fiscal Report	2018-19 Fiscal Year		
		2017 Wisconsin Act 59	January 2019 LFB Report	May 2019 LFB Report
<b>Revenues</b>				
Opening Balance	\$ 579.0	\$ 554.7	\$ 588.5	\$ 588.5
Prior Year Continuing Bal.	52.1	0	0	0
Taxes	16,144.2	16,650.9	16,673.9	17,265.9
<b>Department Revenues</b>				
Tribal Gaming	27.7	26.1	26.1	26.1
Other	<u>528.7</u>	<u>443.2</u>	<u>473.7</u>	<u>483.8</u>
Total Available	\$17,331.6	\$ 17,674.8	\$17,762.2	\$18,364.3
<b>Appropriations</b>				
Gross Appropriations	\$17,138.8	\$ 17,690.1	\$17,829.8	\$17,829.8
Current Session Bills	0	10.2	0	0
Transfers	73.3	41.6	41.6	334.3
Sum Sufficient Reestimates	0	0	(146.3)	(162.7)
Biennial Appropriation Adj.	0	0	(1.1)	(1.1)
Compensation Reserves	0.3	52.1	52.1	52.1
Less: Lapses	<u>(469.3)</u>	<u>(441.8)</u>	<u>(705.4)</u>	<u>(691.8)</u>
Net Appropriations	\$16,743.1	\$ 17,352.1	\$17,070.7	\$17,360.6
<b>Balances</b>				
Gross Balance	\$ 588.5	\$ 322.7	\$ 691.5	\$ 1,003.7
Less: Req. Statutory Balance	<u>n/a</u>	<u>(75.0)</u>	<u>(75.0)</u>	<u>(75.0)</u>
Net Balance, June 30	\$ 588.5	\$ 247.7	\$ 616.5	\$ 928.7

*January 2019 LFB Report – General Fund Condition Statement*

The January 2019 LFB Report included an estimated General Fund condition statement for the 2018-19 fiscal year that had a projected ending net balance of \$617 million. The State has filed the January 2019 LFB Report with the MSRB through its EMMA system, and a copy is available from the State as provided on pages [A-1](#) and [A-2](#).

**State Budget; Revenue Projections for the 2018-19 Fiscal Year** (Part II, Pages 36-37). Update with the following information:

*Fiscal Year 2018-19 Results*

The 2018-19 fiscal year ended on June 30, 2019. The Annual Fiscal Report (budgetary basis) for the 2018-19 fiscal year is expected to be published by October 15, 2019. This report will include the final General Fund tax collection amounts. The State intends to file the Annual Fiscal Report (budgetary basis) for the 2018-19 fiscal year, when it is available, with the MSRB through its EMMA system.

*August 2019 Department of Revenue Preliminary Tax Collections*

In August 2019, DOR released preliminary General Fund tax collections for the 2018-19 fiscal year of \$17.341 billion. This amount is an increase of \$1.197 billion, or 7.4% from the 2017-18 fiscal year and an increase of \$76 million, or 0.4%, from the May 2019 LFB Report.

Based on the preliminary General Fund tax collections for the 2018-19 fiscal year, LFB reports that a deposit of approximately \$322 million was made from the General Fund into the Budget Stabilization

Fund, reflecting General Fund tax collections for the 2018-19 fiscal year that are higher than estimated in 2017 Wisconsin Act 59 and taking into account provisions of 2017 Wisconsin Act 368 (which offsets increased sales tax collections for remote sales tax resulting from the U.S. Supreme Court ruling in *South Dakota v. Wayfair, Inc.* by reductions in individual income taxes).

The following table provides a summary of estimated General Fund tax collections for the 2018-19 fiscal year included in the August 2019 estimates from DOR. For comparison purposes, the table also includes actual General Fund tax collections as reported in the fiscal year 2017-18 Annual Fiscal Report, and the estimated fiscal year 2018-19 tax collections from 2017 Wisconsin Act 59 and the May 2019 LFB Report.

**PROJECTED GENERAL FUND TAX  
COLLECTIONS  
2018-19 FISCAL YEAR  
(in Millions)**

	2017-18 Annual Fiscal Report	2018-19 Fiscal Year		
		2017 Wisconsin Act 59	May 2019 LFB Report	DOR Preliminary 2019 Report
Individual Income	\$ 8,479.2	\$ 8,720.0	\$ 8,950.0	\$ 8,994.1
Sales and Use	5,448.1	5,593.1	5,650.0	5,695.5
Corp. Inc. & Franch.	893.9	962.4	1,355.0	1,338.0
Public Utility	365.3	378.2	353.0	365.0
Excise				
Cigarettes	538.9	560.4	523.0	514.0
Tobacco Products	80.2	88.0	86.0	86.0
Liquor & Wine	52.0	53.0	54.0	54.0
Beer	8.9	8.8	8.9	8.5
Insurance Company	186.3	197.0	195.0	194.0
Miscellaneous Taxes	<u>91.4</u>	<u>90.0</u>	<u>91.0</u>	<u>92.5</u>
<b>TOTAL</b>	<b>\$16,144.2</b>	<b>\$16,650.9</b>	<b>\$17,265.9</b>	<b>\$17,341.4</b>

*May 2019 LFB Report – General Fund Tax Collections*

The May 2019 LFB Report includes projected General Fund tax collections for the 2018-19 fiscal year of \$17.266 billion, or an increase of \$1.122 billion (6.9%) from collections for the 2017-18 fiscal year, and an increase of \$592 million from the projections in the January 2019 LFB Report.

A complete copy of the May 2019 LFB Report is included at the end of this Appendix A. In addition, the State has filed the May 2019 LFB Report with the MSRB through its EMMA system, and a copy is available from the State as provided on pages [A-1](#) and [A-2](#).

**State Budget; Budget for the 2019-21 Biennium** (Part II; Page 38). Update with the following information.

*Enacted 2019-21 Budget*

The Governor signed the 2019-21 biennial budget bill on July 3, 2019 with some vetoes (2019 Wisconsin Act 9). Based on 2019 Wisconsin Act 9, the General Fund condition statement's net ending balances, taking into account the statutory required reserve, are estimated to be \$712 million in the 2019-20 fiscal year and \$29 million in the 2020-21 fiscal year. The following is a link to 2019 Wisconsin Act 9:

<https://docs.legis.wisconsin.gov/2019/related/acts/9.pdf>

On August 22, 2019, the LFB released its final cumulative summary of the executive and legislative action on the 2019-21 Wisconsin state biennial budget. The summary was posted with the MSRB through its EMMA system and can be obtained from the following website:

[https://docs.legis.wisconsin.gov/misc/lfb/budget/2019\\_21\\_biennial\\_budget/202\\_comparative\\_summary\\_of\\_provisions\\_2019\\_act\\_9\\_august\\_2019\\_entire\\_document](https://docs.legis.wisconsin.gov/misc/lfb/budget/2019_21_biennial_budget/202_comparative_summary_of_provisions_2019_act_9_august_2019_entire_document)



The web sites identified above are for the convenience of the reader only and are not incorporated by reference into this Official Statement. In addition, certain information on 2019 Wisconsin Act 9 and additional summary information is available from the State as provided on pages [A-1](#) and [A-2](#).

The following table includes the estimated General Fund condition statement for the 2019-20 and 2020-21 fiscal years from 2019 Wisconsin Act 9 (and also reflecting 2019 Wisconsin Act 7 and 2019 Wisconsin Act 10), and also includes, for comparison, the estimated General Fund condition statement for the 2019-20 and 2020-21 fiscal years from the Governor's executive budget. The table does not reflect preliminary General Fund tax collections for the 2018-19 fiscal year as reported by the DOR and summarized earlier in this APPENDIX A.

**ESTIMATED GENERAL FUND CONDITION STATEMENT  
2019-20 AND 2020-21 FISCAL YEARS  
(in Millions)**

	<u>2019-20 Fiscal Year</u>		<u>2020-21 Fiscal Year</u>	
	Executive Budget	2019 Wisconsin Act 9*	Executive Budget	2019 Wisconsin Act 9*
<b>Revenues</b>				
Opening Balance	\$ 691.5	\$ 947.7	\$ 937.9	\$ 792.3
Taxes	17,794.3	17,303.6	18,115.5	17,654.8
Department Revenues				
Tribal Gaming	27.4	23.8	28.3	24.9
Other	<u>497.6</u>	<u>540.5</u>	<u>521.5</u>	<u>530.8</u>
Total Available	\$19,010.8	\$18,815.6	\$19,603.2	\$19,002.7
<b>Appropriations</b>				
Gross Appropriations	\$18,453.5	\$18,386.9	\$19,821.2	\$19,201.8
Compensation Reserves	24.9	13.4	94.4	94.5
Transfers	10.0	43.3	0	44.1
Less: Lapses	<u>(415.5)</u>	<u>(420.2)</u>	<u>(417.6)</u>	<u>(451.8)</u>
Net Appropriations	\$18,072.9	\$18,023.4	\$19,497.9	\$18,888.6
<b>Balances</b>				
Gross Balance	\$ 937.9	\$ 792.3	\$ 105.3	\$ 114.2
Less: Req. Statutory Balance	<u>(80.0)</u>	<u>(80.0)</u>	<u>(85.0)</u>	<u>(85.0)</u>
Net Balance, June 30	\$ 857.9	\$ 712.3	\$ 20.3	\$ 29.2

\* Reflects 2019 Wisconsin Act 7 and 2019 Wisconsin Act 10, which reduced individual income tax revenue, but increased sales/use tax and corporate/franchise tax revenues.

*Enacted 2019-21 Budget – General Fund Tax Collections*

Estimated General Fund tax collections for the 2019-20 and 2020-21 fiscal years are also included in 2019 Wisconsin Act 9. For the 2019-20 fiscal year, the 2019 Wisconsin Act 9 anticipated General Fund tax collections is \$17.306 billion, or a decrease of \$35 million from the preliminary General Fund tax collections for the 2018-19 fiscal year. The 2019 Wisconsin Act 9 also anticipated General Fund tax collections of \$17.853 billion in the 2020-21 fiscal year, or an increase of \$351 million (or 2.0%) from the 2019-20 fiscal year projection.

The following table provides the estimated General Fund tax collections for the 2019-20 and 2020-21 fiscal years from 2019 Wisconsin Act 9. For comparison purposes the table also provides the estimated collections from the May 2019 LFB Report and a report released by the Department of Administration on November 20, 2018 (**November 2018 DOA Report**).

**ESTIMATED GENERAL FUND TAX  
REVENUE COLLECTIONS  
2019-20 AND 2020-21 FISCAL YEARS  
(in Millions)**

	2019-20 Fiscal Year			2020-21 Fiscal Year		
	DOA November 2018	LFB May 2019	2019 Wisconsin Act 9*	DOA November 2018	LFB May 2019	2019 Wisconsin Act 9*
Individual Income	\$ 9,184.5	\$ 9,090.0	\$ 8,923.1	\$ 9,579.0	\$ 9,410.0	\$ 9,142.0
Sales and Use	5,913.4	5,845.0	5,877.3	5,922.0	5,895.0	5,960.5
Corp. Income & Franchise	974.9	1,165.0	1,165.5	1,000.6	1,205.0	1,205.4
Public Utility	364.4	366.0	366.0	363.2	364.0	364.0
Excise						
Cigarettes	533.1	515.0	515.0	531.7	507.0	507.0
Tobacco Products	85.3	90.0	90.0	87.7	94.0	94.0
Liquor & Wine	53.3	55.0	55.0	54.4	56.0	56.0
Vapor Products			2.3			3.2
Beer	8.9	8.9	8.9	8.9	8.9	8.9
Insurance Company	195.7	203.0	203.0	205.1	211.0	211.0
Miscellaneous Taxes	<u>98.6</u>	<u>97.0</u>	<u>97.5</u>	<u>102.0</u>	<u>102.0</u>	<u>102.7</u>
<b>TOTAL</b>	<b>\$17,412.1</b>	<b>\$17,434.9</b>	<b>\$17,303.6</b>	<b>\$17,854.6</b>	<b>\$17,852.9</b>	<b>\$17,654.8</b>

\* Reflects 2019 Wisconsin Act 7 and 2019 Wisconsin Act 10, which reduced individual income tax revenue, but increased sales/use tax and corporate/franchise tax revenues.

*May 2019 LFB Report– General Fund Tax Collections*

The May 2019 LFB Report includes estimates of the General Fund tax collections for the 2019-20 and 2020-21 fiscal years. For the 2019-20 fiscal year, the May 2019 LFB Report anticipates General Fund tax collections of \$17.435 billion, or an increase of \$169 million (or 1.0%) from its 2018-19 fiscal year projection. The May 2019 LFB Report also anticipates General Fund tax collections of \$17.853 billion in the 2020-21 fiscal year, an increase of \$418 million (or 2.4%) from its projection for the 2019-20 fiscal year.

*2019-21 Executive Budget*

The Governor’s executive budget for the 2019-21 biennium was released on February 28, 2019. The Governor’s executive budget bill was introduced in both houses of the Legislature and referred to the JCF for review. Both detailed and summary information about the Governor’s executive budget for the 2019-21 biennium can be obtained from the following web sites:

<https://doa.wi.gov/Pages/StateFinances/2019-21-Executive-Budget.aspx>

[http://docs.legis.wisconsin.gov/misc/lfb/budget/2019\\_21\\_biennial\\_budget/](http://docs.legis.wisconsin.gov/misc/lfb/budget/2019_21_biennial_budget/)

The web sites identified above are 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 2019-21 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 pages **A-1 and A-2**.

**General Fund Information; General Fund Cash Flow** (Part II; Pages 44-57). The following tables provide updates and additions to various tables containing General Fund information for the 2019-20 fiscal year through July 31, 2019 and projections for the remainder of the 2019-20 fiscal year, which are presented on a cash basis. The following tables also include General Fund results for the 2018-19 fiscal year, which are presented on a cash basis. The projections and estimates for the remainder of the 2019-20 fiscal year reflect 2019 Wisconsin Act 9 and May 2019 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 and defer certain payments.

**Table II-11; General Fund Cash Flow (Part II; Page 48).** Replace with the following updated tables.

**ACTUAL GENERAL FUND CASH FLOW; JULY 1, 2018 TO JUNE 30, 2019<sup>(a) (b)</sup>**  
**(Cash Basis)**  
**(Amounts in Thousands)**

	July 2018	August 2018	September 2018	October 2018	November 2018	December 2018	January 2019	February 2019	March 2019	April 2019	May 2019	June 2019
<b>BALANCES<sup>(a)(b)</sup></b>												
<b>Beginning Balance</b>	\$ 1,526,729	\$ 750,443	\$ 1,070,418	\$ 1,854,217	\$ 2,932,693	\$ 2,669,847	\$ 2,047,954	\$ 3,273,059	\$ 3,107,030	\$ 1,698,800	\$ 2,871,849	\$ 3,143,721
<b>Ending Balance<sup>(c)</sup></b>	750,443	1,070,418	1,854,217	2,932,693	2,669,847	2,047,954	3,273,059	3,107,030	1,698,800	2,871,849	3,143,721	2,509,532
<b>Lowest Daily Balance<sup>(c)</sup></b>	464,426	291,854	1,025,879	1,816,162	2,356,951	1,226,265	1,937,847	2,741,171	1,698,800	1,677,467	2,358,642	2,120,067
<b>RECEIPTS</b>												
<b>TAX RECEIPTS</b>												
Individual Income	\$ 946,437	\$ 623,662	\$ 764,292	\$ 965,392	\$ 657,839	\$ 738,171	\$ 1,158,823	\$ 750,844	\$ 569,222	\$ 1,968,463	\$ 658,414	\$ 755,713
Sales & Use	563,067	535,268	530,238	545,064	513,684	482,228	575,691	419,587	400,161	519,110	491,889	556,102
Corporate Income	48,355	29,882	227,431	38,563	24,704	202,951	55,580	44,549	299,828	269,694	34,604	243,420
Public Utility	23	21	112	30,449	189,081	54	61	1	32	5,858	188,509	846
Excise	64,654	62,967	65,157	52,872	58,249	55,517	52,901	53,985	45,971	45,582	56,980	66,427
Insurance	210	3,979	40,143	366	2,457	41,536	2,701	24,798	14,251	42,386	3,774	41,703
<b>Subtotal Tax Receipts</b>	<b>\$ 1,622,746</b>	<b>\$ 1,255,779</b>	<b>\$ 1,627,373</b>	<b>\$ 1,632,706</b>	<b>\$ 1,446,014</b>	<b>\$ 1,520,457</b>	<b>\$ 1,845,757</b>	<b>\$ 1,293,764</b>	<b>\$ 1,329,465</b>	<b>\$ 2,851,093</b>	<b>\$ 1,434,170</b>	<b>\$ 1,664,211</b>
<b>NON-TAX RECEIPTS</b>												
Federal	\$ 889,356	\$ 938,015	\$ 1,063,793	\$ 788,053	\$ 831,957	\$ 705,921	\$ 864,250	\$ 825,535	\$ 926,562	\$ 778,682	\$ 863,013	\$ 618,396
Other & Transfers	496,251	349,670	700,462	602,067	324,345	341,322	606,172	624,059	458,383	786,381	380,574	572,040
Note Proceeds	-	-	-	-	-	-	-	-	-	-	-	-
<b>Subtotal Non-Tax Receipts</b>	<b>\$ 1,385,607</b>	<b>\$ 1,287,685</b>	<b>\$ 1,764,255</b>	<b>\$ 1,390,120</b>	<b>\$ 1,156,302</b>	<b>\$ 1,047,243</b>	<b>\$ 1,470,422</b>	<b>\$ 1,449,594</b>	<b>\$ 1,384,945</b>	<b>\$ 1,565,063</b>	<b>\$ 1,243,587</b>	<b>\$ 1,190,436</b>
<b>TOTAL RECEIPTS</b>	<b>\$ 3,008,353</b>	<b>\$ 2,543,464</b>	<b>\$ 3,391,628</b>	<b>\$ 3,022,826</b>	<b>\$ 2,602,316</b>	<b>\$ 2,567,700</b>	<b>\$ 3,316,179</b>	<b>\$ 2,743,358</b>	<b>\$ 2,714,410</b>	<b>\$ 4,416,156</b>	<b>\$ 2,677,757</b>	<b>\$ 2,854,647</b>
<b>DISBURSEMENTS</b>												
Local Aids	\$ 1,535,819	\$ 131,890	\$ 867,332	\$ 94,199	\$ 891,443	\$ 1,272,529	\$ 176,239	\$ 662,861	\$ 1,799,560	\$ 132,782	\$ 245,717	\$ 1,888,535
Income Maintenance	1,035,825	809,475	790,309	734,697	818,952	899,604	805,039	778,701	844,668	835,963	867,090	526,960
Payroll and Related	363,142	525,119	333,522	421,793	552,874	260,324	551,110	446,201	449,574	457,912	598,408	373,416
Tax Refunds	122,592	115,625	79,356	127,622	140,395	204,581	116,582	493,256	529,841	552,407	186,910	116,347
Debt Service	175,927	-	-	136,268	999	-	-	-	-	557,256	44,238	-
Miscellaneous	551,334	641,380	537,310	429,771	460,499	552,555	442,104	528,368	498,997	706,787	463,522	583,578
<b>TOTAL DISBURSEMENTS</b>	<b>\$ 3,784,639</b>	<b>\$ 2,223,489</b>	<b>\$ 2,607,829</b>	<b>\$ 1,944,350</b>	<b>\$ 2,865,162</b>	<b>\$ 3,189,593</b>	<b>\$ 2,091,074</b>	<b>\$ 2,909,387</b>	<b>\$ 4,122,640</b>	<b>\$ 3,243,107</b>	<b>\$ 2,405,885</b>	<b>\$ 3,488,836</b>

(a) The results in this table reflect the enacted budget for the 2017-19 biennium (2017 Wisconsin Act 59). Temporary reallocations of cash are not included.

(b) The General Fund cash balances presented in this schedule are not based on generally accepted accounting principles (GAAP). The General Fund includes funds designated for operations and capital purposes of certain proprietary programs of the State's universities. Receipts and disbursements of such funds for the designated programs and the disbursement of such funds for other purposes are reflected in the cash flow. A use of the designated funds for purposes other than the proprietary programs is, in effect, a borrowing of such funds. Therefore, at any time that the balance in the General Fund is less than the balance of such designated funds, the State is obligated to replenish the designated funds to the extent of the shortfall. These designated funds ranged from \$1.2 billion to \$1.9 billion during the 2018-19 fiscal year. In addition, the General Fund holds deposits for several escrow accounts pursuant to court orders or federal rulings. These funds have averaged and are expected to continue to average approximately \$25 million during each fiscal year.

(c) The Wisconsin Statutes provide certain administrative remedies to deal with periods when the General Fund may be 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 with an additional amount up to 3% for a period of up to 30 days. The resulting amounts available for temporary reallocation in the 2018-19 fiscal year, based on the May 2019 LFB Report, were approximately \$1.605 billion and \$535 million, respectively. 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.

**Source: Wisconsin Department of Administration.**

**ACTUAL GENERAL FUND CASH FLOW; JULY 1, 2019 TO JULY 31, 2019<sup>(a)</sup>**  
**PROJECTED GENERAL FUND CASH FLOW; AUGUST 1, 2019 TO JUNE 30, 2020<sup>(a) (b)</sup>**  
**(Cash Basis)**  
**(Amounts in Thousands)**

	July 2019	August 2019	September 2019	October 2019	November 2019	December 2019	January 2020	February 2020	March 2020	April 2020	May 2020	June 2020
<b>BALANCES<sup>(a)(b)</sup></b>												
Beginning Balance	\$ 2,509,532	\$ 1,696,340	\$ 1,825,408	\$ 2,821,326	\$ 3,588,533	\$ 3,073,619	\$ 2,543,246	\$ 3,682,679	\$ 3,339,120	\$ 2,017,348	\$ 2,842,841	\$ 3,189,278
Ending Balance <sup>(c)</sup>	1,696,340	1,825,408	2,821,326	3,588,533	3,073,619	2,543,246	3,682,679	3,339,120	2,017,348	2,842,841	3,189,278	2,558,618
Lowest Daily Balance <sup>(c)</sup>	1,423,684	1,207,785	1,825,408	2,530,268	2,971,841	1,736,407	2,231,627	3,328,774	1,822,630	1,603,954	2,235,896	1,732,574
<b>RECEIPTS</b>												
<b>TAX RECEIPTS</b>												
Individual Income	\$ 977,646	\$ 422,133	\$ 1,174,581	\$ 807,464	\$ 457,048	\$ 829,115	\$ 1,323,854	\$ 552,062	\$ 975,297	\$ 1,832,202	\$ 457,636	\$ 1,165,817
Sales & Use	578,086	564,306	552,303	570,322	523,874	506,756	609,009	450,482	429,850	528,631	505,868	574,806
Corporate Income	50,934	30,653	227,333	42,284	42,962	216,520	53,031	26,858	135,465	181,743	54,325	244,062
Public Utility	39	27	178	20,570	205,852	202	38	27	23	5,577	197,468	334
Excise	50,830	60,345	63,622	56,454	59,578	54,174	53,120	52,422	47,877	49,303	54,200	64,405
Insurance	416	4,537	41,999	274	3,100	44,560	1,953	20,567	17,305	44,394	5,085	43,292
<b>Subtotal Tax Receipts</b>	<b>\$ 1,657,951</b>	<b>\$ 1,082,001</b>	<b>\$ 2,060,016</b>	<b>\$ 1,497,368</b>	<b>\$ 1,292,414</b>	<b>\$ 1,651,327</b>	<b>\$ 2,041,005</b>	<b>\$ 1,102,418</b>	<b>\$ 1,605,817</b>	<b>\$ 2,641,850</b>	<b>\$ 1,274,582</b>	<b>\$ 2,092,716</b>
<b>NON-TAX RECEIPTS</b>												
Federal	\$ 959,908	\$ 957,689	\$ 994,556	\$ 764,070	\$ 846,301	\$ 767,508	\$ 864,688	\$ 1,004,350	\$ 1,003,989	\$ 668,436	\$ 906,442	\$ 753,992
Other & Transfers	504,975	397,450	730,191	658,350	352,357	451,875	477,961	695,373	417,551	622,428	405,244	533,724
Note Proceeds	-	-	-	-	-	-	-	-	-	-	-	-
<b>Subtotal Non-Tax Receipts</b>	<b>\$ 1,464,883</b>	<b>\$ 1,355,139</b>	<b>\$ 1,724,747</b>	<b>\$ 1,422,420</b>	<b>\$ 1,198,658</b>	<b>\$ 1,219,383</b>	<b>\$ 1,342,649</b>	<b>\$ 1,699,723</b>	<b>\$ 1,421,540</b>	<b>\$ 1,290,864</b>	<b>\$ 1,311,686</b>	<b>\$ 1,287,716</b>
<b>TOTAL RECEIPTS</b>	<b>\$ 3,122,834</b>	<b>\$ 2,437,140</b>	<b>\$ 3,784,763</b>	<b>\$ 2,919,788</b>	<b>\$ 2,491,072</b>	<b>\$ 2,870,710</b>	<b>\$ 3,383,654</b>	<b>\$ 2,802,141</b>	<b>\$ 3,027,357</b>	<b>\$ 3,932,714</b>	<b>\$ 2,586,268</b>	<b>\$ 3,380,432</b>
<b>DISBURSEMENTS</b>												
Local Aids	\$ 1,609,156	\$ 72,306	\$ 818,729	\$ 96,297	\$ 923,756	\$ 1,351,076	\$ 155,919	\$ 625,156	\$ 1,832,040	\$ 66,405	\$ 189,033	\$ 2,138,311
Income Maintenance	1,093,492	848,278	832,917	796,485	866,915	935,685	835,840	848,745	968,482	828,082	763,466	619,587
Payroll and Related	427,817	566,779	347,236	467,112	579,232	354,992	660,657	470,030	352,074	467,112	464,194	470,024
Tax Refunds	98,807	122,318	104,637	144,256	157,474	202,336	115,082	605,004	630,750	603,342	219,126	160,980
Debt Service	201,441	3,578	-	165,883	3,578	-	-	3,578	-	536,932	85,015	-
Miscellaneous	505,313	694,813	685,326	482,547	475,031	556,994	476,723	593,187	565,782	605,348	518,997	622,190
<b>TOTAL DISBURSEMENTS</b>	<b>\$ 3,936,026</b>	<b>\$ 2,308,072</b>	<b>\$ 2,788,845</b>	<b>\$ 2,152,580</b>	<b>\$ 3,005,986</b>	<b>\$ 3,401,083</b>	<b>\$ 2,244,221</b>	<b>\$ 3,145,700</b>	<b>\$ 4,349,128</b>	<b>\$ 3,107,221</b>	<b>\$ 2,239,831</b>	<b>\$ 4,011,092</b>

(a) The projections or estimates in this table reflect 2019 Wisconsin Act 9, agency reestimates, and the May 2019 LFB Report. Temporary reallocations of cash are not included.

(b) The General Fund cash balances presented in this schedule are not based on generally accepted accounting principles (GAAP). The General Fund includes funds designated for operations and capital purposes of certain proprietary programs of the State's universities. Receipts and disbursements of such funds for the designated programs and the disbursement of such funds for other purposes are reflected in the cash flow. A use of the designated funds for purposes other than the proprietary programs is, in effect, a borrowing of such funds. Therefore, at any time that the balance in the General Fund is less than the balance of such designated funds, the State is obligated to replenish the designated funds to the extent of the shortfall. These designated funds are anticipated to range from \$1.2 billion to \$1.9 billion for the 2019-20 fiscal year. In addition, the General Fund holds deposits for several escrow accounts pursuant to court orders or federal rulings. These funds have averaged and are expected to continue to average approximately \$25 million during each fiscal year.

(c) The Wisconsin Statutes provide certain administrative remedies to deal with periods when the General Fund may be 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 with an additional amount up to 3% for a period of up to 30 days. The resulting amounts available for temporary reallocation for the 2019-20 fiscal year, based on 2019 Wisconsin Act 9, are approximately \$1.665 billion and \$552 million, respectively. 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.

Source: Wisconsin Department of Administration.

**Table II-12; Historical General Fund Cash Flow (Part II; Page 49). Replace with the following updated table.**

**HISTORICAL GENERAL FUND CASH FLOW <sup>(a) (b)</sup>  
ACTUAL FISCAL YEARS 2015-16 TO 2018-19 (Cash Basis)  
PROJECTED FISCAL YEAR 2019-20**

	<u>Actual 2015-16 Fiscal Year</u>	<u>Actual 2016-17 Fiscal Year</u>	<u>Actual 2017-18 Fiscal Year</u>	<u>Actual 2018-19 Fiscal Year</u>	<b>FY20 YTD Actual through Jul-19; Aug-19 through June-20 Estimated <sup>(b)</sup></b>
<b>RECEIPTS</b>					
<b>Tax Receipts</b>					
Individual Income	\$ 9,058,349	\$ 9,487,657	\$ 9,837,742	\$ 10,557,272	\$ 10,974,855
Sales	5,425,943	5,549,486	5,867,099	6,132,089	6,394,293
Corporate Income	1,173,106	1,151,868	1,070,879	1,519,561	1,306,170
Public Utility	404,820	415,784	416,406	415,047	430,335
Excise	710,742	708,762	689,653	681,262	666,330
Insurance	62,730	204,510	207,953	218,304	227,482
<b>Total Tax Receipts</b>	<b>\$ 16,835,690</b>	<b>\$ 17,518,067</b>	<b>\$ 18,089,732</b>	<b>\$ 19,523,535</b>	<b>\$ 19,999,465</b>
<b>Non-Tax Receipts</b>					
Federal	\$ 9,375,674	\$ 9,396,361	\$ 9,214,957	\$ 10,093,533	\$ 10,491,929
Other and Transfers	4,790,882	5,673,340	6,113,708	6,241,726	6,247,479
<b>Total Non-Tax Receipts</b>	<b>\$ 14,166,556</b>	<b>\$ 15,069,701</b>	<b>\$ 15,328,665</b>	<b>\$ 16,335,259</b>	<b>\$ 16,739,408</b>
<b>TOTAL RECEIPTS</b>	<b>\$ 31,002,246</b>	<b>\$ 32,587,768</b>	<b>\$ 33,418,397</b>	<b>\$ 35,858,794</b>	<b>\$ 36,738,873</b>
<b>DISBURSEMENTS</b>					
Local Aids	\$ 8,575,297	\$ 9,223,782	\$ 9,202,809	\$ 9,698,906	\$ 9,878,184
Income Maintenance	8,848,420	9,186,111	9,370,303	9,747,283	10,237,974
Payroll & Related	5,126,869	5,000,390	5,174,225	5,333,395	5,627,261
Tax Refunds	2,508,923	2,550,017	2,703,269	2,785,514	3,164,112
Debt Service	952,280	891,234	908,172	914,688	1,000,005
Miscellaneous	5,300,700	5,427,066	5,902,369	6,396,205	6,782,251
<b>TOTAL DISBURSEMENTS</b>	<b>\$ 31,312,489</b>	<b>\$ 32,278,600</b>	<b>\$ 33,261,147</b>	<b>\$ 34,875,991</b>	<b>\$ 36,689,787</b>
<b>NET CASH FLOW</b>	<b>\$ (310,243)</b>	<b>\$ 309,168</b>	<b>\$ 157,250</b>	<b>\$ 982,803</b>	<b>\$ 49,086</b>

- (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 projections and estimates for the 2019-20 fiscal year reflect the May 2019 LFB Report and 2019 Wisconsin Act 9.

**Source: Wisconsin Department of Administration.**

**Table II-13; General Fund Cash Receipts and Disbursements Year-to-Date Compared to Estimates and Previous Fiscal Year (Part II; Page 51).** Replace with the following updated table.

**GENERAL FUND CASH RECEIPTS AND DISBURSEMENTS YEAR-TO-DATE  
COMPARED TO ESTIMATES AND PREVIOUS FISCAL YEAR <sup>(a)</sup>**

**(Cash Basis)  
As of July 31, 2019  
(Amounts in Thousands)**

	<u>2018-19 Fiscal Year through July 31, 2018</u>		<u>2019-20 Fiscal Year through July 31, 2019</u>				
	<u>Actual</u>	<u>Actual</u>	<u>Estimate<sup>(b)</sup></u>	<u>Variance</u>	<u>Adjusted Variance<sup>(c)</sup></u>	<u>Difference FY19 Actual to FY20 Actual</u>	
<b>RECEIPTS</b>							
<b>Tax Receipts</b>							
Individual Income	\$ 946,437	\$ 977,646	\$ 788,100	\$ 189,546	\$ 189,546	\$ 31,209	
Sales	563,067	578,086	580,810	(2,724)	(2,724)	15,019	
Corporate Income	48,355	50,934	51,811	(877)	(877)	2,579	
Public Utility	23	39	36	3	3	16	
Excise	64,654	50,830	65,052	(14,222)	(14,222)	(13,824)	
Insurance	210	416	194	222	222	206	
<b>Total Tax Receipts</b>	<b>\$ 1,622,746</b>	<b>\$ 1,657,951</b>	<b>\$ 1,486,003</b>	<b>\$ 171,948</b>	<b>\$ 171,948</b>	<b>\$ 35,205</b>	
<b>Non-Tax Receipts</b>							
Federal	\$ 889,356	\$ 959,908	\$ 917,379	\$ 42,529	\$ 42,529	\$ 70,552	
Other and Transfers	496,251	504,974	553,486	(48,512)	(48,512)	8,723	
<b>Total Non-Tax Receipts</b>	<b>\$ 1,385,607</b>	<b>\$ 1,464,882</b>	<b>\$ 1,470,865</b>	<b>\$ (5,983)</b>	<b>\$ (5,983)</b>	<b>\$ 79,275</b>	
<b>TOTAL RECEIPTS</b>	<b>\$ 3,008,353</b>	<b>\$ 3,122,833</b>	<b>\$ 2,956,868</b>	<b>\$ 165,965</b>	<b>\$ 165,965</b>	<b>\$ 114,480</b>	
<b>DISBURSEMENTS</b>							
Local Aids	\$ 1,535,819	\$ 1,609,156	\$ 1,598,443	\$ (10,713)	\$ (10,713)	\$ 73,337	
Income Maintenance	1,035,825	1,093,492	1,085,019	(8,473)	(8,473)	57,667	
Payroll & Related	363,142	427,817	426,730	(1,087)	(1,087)	64,675	
Tax Refunds	122,592	98,807	120,772	21,965	21,965	(23,785)	
Debt Service	175,927	201,441	205,135	3,694	3,694	25,514	
Miscellaneous	551,334	505,313	538,046	32,733	32,733	(46,021)	
<b>TOTAL DISBURSEMENTS</b>	<b>\$ 3,784,639</b>	<b>\$ 3,936,026</b>	<b>\$ 3,974,145</b>	<b>\$ 38,119</b>	<b>\$ 38,119</b>	<b>\$ 151,387</b>	
<b>2019-20 FISCAL YEAR VARIANCE YEAR-TO-DATE</b>				<b>\$ 204,084</b>	<b>\$ 204,084</b>		

(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 results, projections, and estimates for the 2019-20 fiscal year reflect the enacted budget for the 2019-21 biennium (2019 Wisconsin Act 9).

(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-14; General Fund Monthly Cash Position** (Part II; Page 52). Replace with the following updated table.

**GENERAL FUND MONTHLY CASH POSITION** <sup>(a)</sup>  
**July 1, 2017 through July 31, 2019 – Actual**  
**August 1, 2019 through June 30, 2020 – Estimated** <sup>(b)</sup>  
**(Amounts in Thousands)**

	<u>Starting Date</u>	<u>Starting Balance</u>	<u>Receipts</u> <sup>(c)</sup>	<u>Disbursements</u> <sup>(c)</sup>
2017	July.....	\$ 1,369,479	\$ 2,817,598	\$ 3,503,499
	August.....	683,578 <sup>(d)</sup>	2,213,505	2,122,310
	September.....	774,773	3,066,043	2,709,334
	October.....	1,131,482	3,015,806	1,894,354
	November.....	2,252,934	2,447,851	2,621,739
	December.....	2,079,046	2,643,697	3,169,822
2018	January.....	1,552,921	3,275,821	1,883,523
	February.....	2,945,219	2,867,326	2,880,688
	March.....	2,931,857	2,419,631	4,221,851
	April.....	1,129,637	3,381,659	2,728,707
	May.....	1,782,589	2,751,853	1,927,755
	June.....	2,606,687	2,517,607	3,597,565
	July.....	1,526,729	3,008,353	3,784,639
	August.....	750,443	2,543,464	2,223,489
	September.....	1,070,418	3,391,628	2,607,829
	October.....	1,854,217	3,022,826	1,944,350
	November.....	2,932,693	2,602,316	2,865,162
	December.....	2,669,847	2,567,700	3,189,593
2019	January.....	2,047,954	3,316,179	2,091,074
	February.....	3,273,059	2,743,358	2,909,387
	March.....	3,107,030	2,714,410	4,122,640
	April.....	1,698,800	4,416,156	3,243,107
	May.....	2,871,849	2,677,757	2,405,885
	June.....	3,143,721	2,854,647	3,488,836
	July.....	2,509,532	3,122,834	3,936,026
	August.....	1,696,340	2,437,140	2,308,072
	September.....	1,825,408	3,784,763	2,788,845
	October.....	2,821,326	2,919,788	2,152,580
	November.....	3,588,533	2,491,072	3,005,986
	December.....	3,073,619	2,870,710	3,401,083
2020	January.....	2,543,246	3,383,654	2,244,221
	February.....	3,682,679	2,802,141	3,145,700
	March.....	3,339,120	3,027,357	4,349,128
	April.....	2,017,348	3,932,714	3,107,221
	May.....	2,842,841	2,586,268	2,239,831
	June.....	3,189,278	3,380,432	4,011,092

- (a) The General Fund balances presented in this table are not based on generally accepted accounting principles (GAAP).
- (b) The results, projections, and estimates for the 2019-20 fiscal year reflect 2019 Wisconsin Act 9 and the May 2019 LFB Report.
- (c) Operating notes were not issued for the 2017-18 or 2018-19 fiscal years and are not anticipated for the 2019-20 fiscal year.
- (d) At some period during the month, the General Fund was in a negative cash position. 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 (approximately \$1.604 billion in the 2018-19 fiscal year and \$1.655 billion in the 2019-20 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 \$535 million in the 2018-19 fiscal year and \$552 million in the 2019-20 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-15; Cash Balances in Funds Available for Temporary Reallocation** (Part II; Page 53).  
 Replace with the following updated table.

**CASH BALANCES IN FUNDS AVAILABLE FOR  
 TEMPORARY REALLOCATION** <sup>(a) (b)</sup>  
**July 31, 2017 to July 31, 2019 — Actual**  
**August 31, 2019 to June 30, 2020 — Projected** <sup>(c)</sup>  
 (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 \$2.19 billion during November 2014 to a high of \$3.98 billion during August 2018. 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.

<b><u>Available Balances; Does Not Include Balances in the LGIP</u></b>				
<b><u>Month (Last Day)</u></b>	<b><u>2017</u></b>	<b><u>2018</u></b>	<b><u>2019</u></b>	<b><u>2020</u></b>
January.....		\$1,548	\$1,622	\$ 1,622
February.....		1,620	1,742	1,742
March.....		1,633	1,795	1,795
April.....		1,681	1,795	1,795
May.....		1,403	1,684	1,685
June.....		1,507	1,879	1,879
July .....	\$1,388	1,383	1,782	
August.....	1,464	1,429	1,429	
September .....	1,625	1,524	1,524	
October .....	1,532	1,304	1,304	
November .....	1,444	1,448	1,448	
December.....	1,592	1,667	1,667	

<b><u>Available Balances; Includes Balances in the LGIP</u></b>				
<b><u>Month (Last Day)</u></b>	<b><u>2017</u></b>	<b><u>2018</u></b>	<b><u>2019</u></b>	<b><u>2020</u></b>
January .....		\$5,205	\$5,641	\$5,641
February .....		5,457	5,991	5,991
March .....		5,699	6,317	6,317
April .....		5,462	5,982	5,982
May .....		4,906	5,554	5,554
June .....		5,028	5,853	5,853
July.....	\$5,461	5,781	6,804	
August.....	4,762	5,058	5,058	
September.....	4,865	4,670	4,670	
October.....	4,624	4,103	4,103	
November .....	4,256	4,527	4,527	
December .....	4,761	5,141	5,141	

- (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 results and projections for the 2019-20 fiscal year reflect 2019 Wisconsin Act 9 and the May 2019 LFB Report.

**Source: Wisconsin Department of Administration.**

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

**GENERAL FUND RECORDED REVENUES<sup>(a)</sup>**  
**(Agency-Recorded Basis)**  
**July 1, 2018 to June 30, 2019 Compared With Previous Year**

	<b>Annual Fiscal Report Revenues 2017-18 Fiscal Year<sup>(b)</sup></b>	<b>Projected Revenues 2018-19 Fiscal Year<sup>(c)</sup></b>	<b>Recorded Revenues July 1, 2017 to June 30, 2018<sup>(d)</sup></b>	<b>Recorded Revenues July 1, 2018 to June 30, 2019<sup>(e)</sup></b>
Individual Income Tax .....	\$ 8,479,150,000	\$ 8,719,966,000	\$ 7,639,265,121	\$ 8,153,115,785
General Sales and Use Tax .....	5,448,118,000	5,593,136,900	4,778,515,334	5,102,668,154
Corporate Franchise and Income Tax .....	893,892,000	961,795,000	782,182,367	1,218,052,231
Public Utility Taxes .....	365,343,000	378,200,000	365,342,776	364,942,348
Excise Taxes .....	679,979,000	710,200,000	622,542,305	621,533,656
Inheritance Taxes .....	(33,000)	-	(32,063)	6,221
Insurance Company Taxes .....	186,273,000	197,000,000	186,272,058	194,355,589
Miscellaneous Taxes .....	91,445,000	90,000,000	358,899,854	362,764,679
<b>SUBTOTAL.....</b>	<b>\$ 16,144,167,000</b>	<b>\$ 16,650,297,900</b>	<b>\$ 14,732,987,751</b>	<b>\$ 16,017,438,662</b>
Federal and Other Inter- Governmental Revenues <sup>(f)</sup> .....	10,121,722,000	11,001,150,100	10,011,381,624	10,879,802,875
Dedicated and Other Revenues <sup>(g)</sup> .....	6,584,552,000	7,122,266,500	6,597,272,945	6,941,653,963
<b>TOTAL.....</b>	<b>\$ 32,850,441,000</b>	<b>\$ 34,773,714,500</b>	<b>\$ 31,341,642,320</b>	<b>\$ 33,838,895,500</b>

- (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 2017-18 fiscal year dated October 15, 2018.
- (c) The projections for the 2018-19 fiscal year (cash basis) reflect the 2017-19 biennial budget (2017 Wisconsin Act 59), but do not reflect the estimated General Fund tax revenues included in the January 2018 LFB Report, the June 2018 LFB Paper, the November 2018 DOA Report, the January 2019 LFB Report, or the May 2019 LFB Report.
- (d) The amounts shown are the 2017-18 fiscal year general purpose revenues and program revenues taxes as recorded by State agencies. The amounts shown are as of June 30, 2018 and do not include revenues for FY18 that were recorded by State agencies during the months of July, August, and September 2018. 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 2018-19 fiscal year general purpose revenues and program revenue taxes as recorded by State agencies. The amounts shown are as of June 30, 2019 and do not include revenues for FY19 that may be recorded by State agencies during the months of July, August, and September 2019. 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-17; General Fund Recorded Expenditures by Function** (Part II; Page 57). Replace with the following updated table.

**GENERAL FUND RECORDED EXPENDITURES BY FUNCTION<sup>(a)</sup>  
(Agency-Recorded Basis)  
July 1, 2018 to June 30, 2019 Compared With Previous Year**

	<b>Annual Fiscal Report Expenditures 2017-18 Fiscal Year<sup>(b)</sup></b>	<b>Appropriations 2018-19 Fiscal Year<sup>(c)</sup></b>	<b>Recorded Expenditures July 1, 2017 to June 30, 2018<sup>(d)</sup></b>	<b>Recorded Expenditures July 1, 2018 to June 30, 2019<sup>(e)</sup></b>
Commerce.....	\$ 204,677,000	\$ 216,013,900	\$ 190,985,133	\$ 223,809,016
Education.....	13,568,444,000	14,045,685,600	13,565,818,294	14,120,574,182
Environmental Resources.....	333,501,000	329,414,100	321,655,350	337,345,342
Human Relations & Resources .....	14,770,671,000	14,955,387,100	14,683,789,502	15,547,379,345
General Executive.....	1,002,844,000	1,278,283,400	1,052,080,868	1,100,586,634
Judicial.....	140,080,000	144,334,000	139,022,323	143,452,228
Legislative.....	68,767,000	76,530,300	68,581,318	73,185,159
General Appropriations.....	2,596,485,000	2,775,383,400	2,552,205,862	2,673,480,160
<b>TOTAL.....</b>	<b>\$ 32,685,469,000</b>	<b>\$ 33,821,031,800</b>	<b>\$ 32,574,138,650</b>	<b>\$ 34,219,812,066</b>

- (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 2017-18 fiscal year dated October 15, 2018.
- (c) The estimates for the 2018-19 fiscal year (cash basis) reflect the 2017-19 biennial budget (2017 Wisconsin Act 59), but do not reflect the January 2018 LFB Report, the June 2018 LFB Paper, the November 2018 DOA Report, the January 2019 LFB Report, or the May 2019 LFB Report.
- (d) The amounts shown are 2017-18 fiscal year expenditures as recorded by State agencies. The amounts shown are as of June 30, 2018 and do not include revenues for FY18 that were recorded by State agencies during the months of July, August, and September 2018.
- (e) The amounts shown are 2018-19 fiscal year expenditures as recorded by State agencies. The amounts shown are as of June 30, 2019 and do not include revenues for FY19 that may be recorded by State agencies during the months of July, August, and September 2019.

Source: Wisconsin Department of Administration.

**Table II-29; State Assessment (Equalized Value) of Taxable Property** (Part II; Page 84). Replace with the following updated table.

**Table II-29  
STATE ASSESSMENT  
(EQUALIZED VALUE)  
OF TAXABLE PROPERTY**

<b><u>Calendar Year</u></b>	<b><u>Value of Taxable Property</u></b>	<b><u>Rate of Increase (Decrease)</u></b>
2009	\$511,911,983,100	(0.5)%
2010	495,904,192,300	(3.1)
2011	486,864,232,800	(1.8)
2012	471,092,529,200	(3.2)
2013	467,502,564,000	(0.8)
2014	479,023,957,200	2.5
2015	490,602,544,050	2.4
2016	505,124,328,250	3.0
2017	525,984,545,850	4.1
2018	549,532,691,500	4.5
2019	580,872,723,300	5.7

Source: Department of Revenue

**Table II-40; Unemployment Rate Comparison** (Part II; Page 92). Replace with the following updated table.

**Table II-40**  
**UNEMPLOYMENT RATE COMPARISON** <sup>(a)(b)(c)</sup>  
**2014 To 2019**

	<u>2019</u>		<u>2018</u>		<u>2017</u>		<u>2016</u>		<u>2015</u>		<u>2014</u>	
	<u>Wis.</u>	<u>U.S.</u>	<u>Wis.</u>	<u>U.S.</u>	<u>Wis.</u>	<u>U.S.</u>	<u>Wis.</u>	<u>U.S.</u>	<u>Wis.</u>	<u>U.S.</u>	<u>Wis.</u>	<u>U.S.</u>
January	3.5	4.4	3.4	4.5	4.2	5.1	4.7	5.3	5.5	6.1	6.5	7.0
February	3.3	4.1	3.8	4.4	4.4	4.9	5.0	5.2	5.7	5.8	6.9	7.0
March	3.3	3.9	3.6	4.1	3.9	4.6	4.8	5.1	5.3	5.6	6.6	6.8
April	2.7	3.3	3.0	3.7	3.2	4.1	4.2	4.7	4.6	5.1	5.5	5.9
May	2.7	3.4	2.7	3.6	3.0	4.1	3.7	4.5	4.5	5.3	5.3	6.1
June	3.5	3.8	3.5	4.2	3.6	4.5	4.4	5.1	4.9	5.5	5.7	6.3
July	3.4	4.0	3.2	4.1	3.4	4.6	4.0	5.1	4.5	5.6	5.4	6.5
August			2.9	3.9	3.3	4.5	3.8	5.0	4.1	5.2	5.1	6.3
September			2.4	3.6	2.7	4.1	3.4	4.8	3.7	4.9	4.4	5.7
October			2.4	3.5	2.5	3.9	3.3	4.7	3.7	4.8	4.3	5.5
November			2.5	3.5	2.6	3.9	3.3	4.4	4.0	4.8	4.5	5.5
December			<u>2.8</u>	<u>3.7</u>	<u>2.7</u>	<u>3.9</u>	<u>3.4</u>	<u>4.5</u>	<u>4.0</u>	<u>4.8</u>	<u>4.5</u>	<u>5.4</u>
Annual Average			3.0	3.9	3.3	4.4	4.0	4.9	4.6	5.3	5.4	6.2

- <sup>(a)</sup> Figures show the percentage of labor force that is unemployed and are *not seasonally adjusted*.
- <sup>(b)</sup> Historical information has been adjusted due to benchmarking through the Local Area Unemployment Statistics (LAUS).
- <sup>(c)</sup> The Bureau of Labor Statistics no longer reports prior year quarterly data; this table will now only reflect actual monthly data for the current year and the prior five years.

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

**Debt Information** (Part III; Pages 103-108). Update with the following information.

On June 13, 2019 the State entered into a Defeasance Escrow Agreement pursuant to which it used State cash to purchase securities and deposit funds to defease \$56 million of State general obligation bonds. The State has filed a copy of the Defeasance Escrow Agreement with the MSRB through its EMMA system as an event-based disclosure.

**Table III-4; Per Capita State General Obligation Debt** (Part III; Page 108). Replace with the following corrected table.

**Table III-4**

**PER CAPITA STATE GENERAL OBLIGATION DEBT**

<u>Year</u> <u>(January 1)</u>	<u>Outstanding</u> <u>Indebtedness</u> <u>(Amounts in Thousands)</u>	<u>Debt</u> <u>Per Capita</u>	<u>Debt Per Capita</u> <u>as % of Per</u> <u>Capita Income</u>
2008	\$5,893,590	\$1,047.19	2.69%
2009	6,146,978	1,087.00	2.85
2010	6,481,078	1,139.03	2.95
2011	7,407,431	1,298.18	3.18
2012	7,878,628	1,377.14	3.23
2013	8,385,972	1,461.73	3.42
2014	8,344,531	1,450.97	3.27
2015	8,134,099	1,412.17	3.07
2016	8,238,758	1,427.12	3.05
2017	8,389,197	1,447.66	2.96

Sources: Legislative Audit Bureau  
Tables II-31 and II-34 in Part II of the 2018 Annual Report

**Table III-8; Comparison of Outstanding Indebtedness to Equalized Valuation of Property** (Part III; Page 111). Replace with the following corrected and updated table.

**Table III-8**

**COMPARISON OF OUTSTANDING  
INDEBTEDNESS TO EQUALIZED VALUATION  
OF PROPERTY**

<u>Calendar Year</u>	<u>Value of Taxable</u> <u>Property<sup>(a)</sup></u> <u>(Amounts in Thousands)</u>	<u>Outstanding</u> <u>Indebtedness<sup>(b)</sup></u> <u>(Amounts in Thousands)</u>	<u>Debt as</u> <u>Percentage of</u> <u>Equalized Value</u>
2009	\$511,911,983	\$6,146,978	1.20 %
2010	495,904,192	6,481,078	1.31
2011	486,864,233	7,407,431	1.52
2012	471,092,529	7,878,628	1.67
2013	467,502,564	8,385,972	1.79
2014	479,479,969	8,344,531	1.74
2015	490,602,544	8,134,099	1.66
2016	505,124,328	8,238,758	1.63
2017	525,984,545	8,389,197	1.59
2018	549,532,691	8,155,029	1.48
2019	580,872,723	8,212,806	1.41

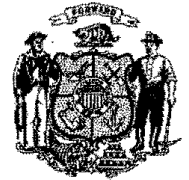
<sup>(a)</sup> As of August 15.

<sup>(b)</sup> As of January 1.

Sources: Department of Revenue and Wisconsin Legislative Audit Bureau

# Legislative Fiscal Bureau

Robert Wm. Lang, Director



State of Wisconsin

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May 15, 2019

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:

Last January, this office prepared estimates of general fund tax collections for 2018-19 and the two years of the 2019-21 biennium. These projections were incorporated into the Governor's 2019-21 biennial budget bill.

Recently, tax collections data for April became available and IHS Markit released its May, 2019, forecast of the national economy. The collections data show significant strength in individual income tax and corporate income/franchise tax collections, compared to the January estimates, as well as strength in insurance premiums tax collections. However, weaker than estimated collections data for sales and use taxes, public utility taxes, and cigarette taxes partly offset this growth.

IHS Markit's May economic forecast is similar to the January forecast, which was used in preparing the earlier tax revenue estimates. Growth in home sales, personal consumption expenditures (PCE), personal income, and nominal gross domestic product (GDP) is expected to be somewhat lower in 2019 compared to the January forecast. However, the May forecast expects this slower growth to be offset by improved growth for personal income, PCE, real GDP, and employment in 2020 and 2021. The forecast for growth in corporate and economic profits has been revised slightly higher in 2019, but slightly lower in 2020 and 2021 compared to the January forecast.

Based on our review of collections data and the economic forecast, we now believe that general fund taxes will be higher than the previous estimates by \$592 million in 2018-19, \$68 million in 2019-20, and \$93 million in 2020-21. The three-year increase is \$753 million, or 1.5%.



Over the three-year forecast period, the individual income tax estimates have been increased by \$460 million, the corporate income/franchise tax estimates have been increased by \$610 million, and taxes on insurance companies have been increased by \$25 million. The sales and use tax estimates have been reduced by \$280 million, the cigarette tax estimates have been reduced by \$37 million, and public utility taxes have been reduced by \$25 million over the three-year forecast period. The estimates for other general fund taxes have not been revised because collections are consistent with the January figures.

As noted, the primary factor in the increased estimates is unexpected strength in individual income tax collections and corporate income/franchise tax collections. At the time the January estimates were prepared, growth in income tax collections through December, 2018, equaled 5.6%. However, December collections decreased 19.8%, compared to December, 2017, due to lower estimated payments and pass-through withholding. Preliminary data from the Department of Revenue (DOR) indicated that this decrease would likely also occur in January 2019. In January, the decrease in estimated payments and pass-through withholding was attributed to the following four factors: (a) taxpayers accelerating payments in December, 2017, and January, 2018, in response to the federal Tax Cuts and Jobs Act of 2017 (TCJA); (b) pass-through entities whose owners were previously subject to the individual income tax changing their filing status in 2018 to C corporations to take advantage of certain federal tax treatments enacted under the TCJA; (c) pass-through entities previously subject to the state individual income tax electing to be taxed under the entity-level tax created under 2017 Wisconsin Act 368; and (d) diminished capital gains following the stock market "correction" in the last quarter of tax year 2018. These factors were expected to add volatility to final payments and refunds during the 2018 tax filing season.

The expected decrease in collections did occur in January, as overall individual income tax collections declined by 13.2% compared to the prior January. However, this collection pattern reversed itself beginning in February. Individual income tax collections grew by 22.2% from February through April compared to the three-month period in the prior year, primarily based on stronger than expected collections for estimated and final payments. Individual income tax collections are now anticipated to grow by 5.5% over the remainder of 2018-19, as compared to the prior year.

In anticipation that Congress would enact legislation to allow states to collect sales tax from out-of-state retailers, 2013 Wisconsin Act 20 established a procedure to proportionally reduce individual income tax rates in the taxable year following the 12-month period after a change in federal law to allow Wisconsin to collect sales tax from remote sellers. Following the 2018 U.S. Supreme Court decision under *South Dakota v. Wayfair, Inc.*, Act 368 modified the Act 20 provision to: (a) accelerate the individual rate reductions to take effect in tax year 2019; and (b) specify that the U.S. Supreme Court decision, rather than an act of Congress, triggered the income tax rate reduction.

At the time Act 368 was enacted, the rate reduction was expected to reduce tax rates on an ongoing basis. However, after reviewing the language of Act 368, it was determined that the rate reductions would be applicable only to tax year 2019, and then revert to the pre-Act 368 levels. As a result, individual income tax revenues have been reestimated higher in 2020-21 by \$60 million to

reflect the one-time nature of the Act 368 rate reductions, compared to the January estimate. If the Act 368 provision is modified to maintain the lower rates on an ongoing basis, as assumed in 2013 Act 20, the tax estimate for 2020-21 will need to be reduced by approximately \$60 million.

At the time of the January estimates, corporate income/franchise tax collections had grown by 23.1% through December, compared to collections through the same period in the prior year. This higher year-to-date growth was attributed to corporate taxpayers shifting taxable income from tax year 2017 to tax year 2018 by accelerating deductible expenses in response to the TCJA (the federal tax rate for C corporations was reduced from 35% to 21% beginning in tax year 2018). Corporate collections were expected to moderate over the remainder of 2018-19 as the income shifting effects of the TCJA grew more distant and the revenue reductions associated with certain tax law changes, such as the expansion of Section 179 expensing provisions, were expected to reduce corporate collections. Over the 2019-21 biennium, the January forecast anticipated continued growth in corporate tax collections attributable, in part, to pass-through entities. First, some pass-through entities were expected to change their filing status to C corporations in response to the TCJA. Second, other pass-through entities were expected to pay state taxes at the entity level under Act 368. DOR indicated it would report entity-level tax paid by S corporations and partnerships under the corporate income/franchise tax, rather than the individual income tax. Although S corporations could elect to pay the entity level tax retroactively for tax year 2018, Act 368 was not expected to significantly shift the composition of corporate and individual income taxes in 2018-19.

Following the January estimates, corporate tax collections did not moderate as expected from January through April. Instead, collections grew by \$330 million compared to the same four-month period in 2017-18. Excluding pass-through withholding (which is reconciled by DOR at the end of each fiscal year), year-to-date collections for 2018-19 are now more than 70% above the comparable period in the prior year. The higher collections are partly attributed to the continued one-time effects of corporations shifting deductible expenses and taxable income between tax years 2017 and 2018 in response to the TCJA. In addition, preliminary data from DOR suggest that S corporations remitted over \$115 million to-date, significantly higher than previously estimated, attributable to those entities electing to be taxed at the entity level under Act 368 for tax year 2018 (partnerships were not eligible to elect entity-level taxation in 2018). The higher amount of tax being remitted under the entity-level tax is expected to shift additional revenue that previously would have been reported under the individual income tax to the corporate income/franchise tax and is expected to add volatility in estimated payments, refunds, and final payments under the two taxes over the next few years.

Table 1 outlines the May, 2019, economic forecast by IHS Markit. Table 2 shows the revised general fund tax collection estimates for 2018-19 and the two years of the next biennium. It should be noted that the revenue estimates reflect current state and federal law and do not incorporate any of the tax law changes proposed by the Governor in his 2019-21 budget recommendations.

**TABLE 1**

**Summary of National Economic Indicators  
IHS Markit Baseline Forecast May, 2019  
(\$ in Billions)**

	<u>2018</u>	<u>2019</u>	<u>2020</u>	<u>2021</u>
Nominal Gross Domestic Product	\$20,494.1	\$21,404.8	\$22,374.3	\$23,337.5
Percent Change	5.2%	4.4%	4.5%	4.3%
Real Gross Domestic Product	\$18,566.4	\$19,061.3	\$19,467.6	\$19,813.0
Percent Change	2.9%	2.7%	2.1%	1.8%
Consumer Prices (Percent Change)	2.4%	2.2%	2.2%	2.3%
Personal Income	\$17,582.4	\$18,290.7	\$19,183.6	\$20,088.3
Percent Change	4.5%	4.0%	4.9%	4.7%
Nominal Personal Consumption Expenditures	\$13,948.5	\$14,536.4	\$15,250.6	\$16,015.5
Percent Change	4.7%	4.2%	4.9%	5.0%
Economic Profits	\$2,262.8	\$2,406.2	\$2,455.1	\$2,485.4
Percent Change	7.8%	6.3%	2.0%	1.2%
Unemployment Rate	3.9%	3.6%	3.5%	3.6%
Total Nonfarm Payrolls (Millions)	149.1	151.4	153.2	154.3
Percent Change	1.7%	1.6%	1.2%	0.7%
Light Vehicle Sales (Millions of Units)	17.19	16.80	16.63	16.48
Percent Change	0.3%	-2.3%	-1.0%	-0.9%
Sales of New and Existing Homes (Millions of Units)	5.958	5.959	6.176	6.316
Percent Change	-3.1%	0.0%	3.6%	2.3%
Housing Starts (Millions of Units)	1.249	1.199	1.274	1.324
Percent Change	3.4%	-4.0%	6.2%	4.0%

**TABLE 2**

**Projected General Fund Tax Collections  
Under Current Law  
(\$ in Millions)**

	2017-19 Biennium		2019-21 Biennium	
	2017-18	2018-19	2019-20	2020-21
	<u>Actual</u>	<u>Estimated</u>	<u>Estimated</u>	<u>Estimated</u>
Individual Income	\$8,479.2	\$8,950.0	\$9,090.0	\$9,410.0
General Sales and Use	5,448.1	5,650.0	5,845.0	5,895.0
Corporate Income/Franchise	893.9	1,355.0	1,165.0	1,205.0
Public Utility	365.3	353.0	366.0	364.0
Excise				
Cigarette	538.9	523.0	515.0	507.0
Tobacco Products	80.2	86.0	90.0	94.0
Liquor and Wine	52.0	54.0	55.0	56.0
Beer	8.9	8.9	8.9	8.9
Insurance Company	186.3	195.0	203.0	211.0
Miscellaneous Taxes	<u>91.4</u>	<u>91.0</u>	<u>97.0</u>	<u>102.0</u>
<b>Total</b>	<b>\$16,144.2</b>	<b>\$17,265.9</b>	<b>\$17,434.9</b>	<b>\$17,852.9</b>
Change from Prior Year		\$1,121.7	\$169.0	\$418.0
Percent Change		6.9%	1.0%	2.4%

The following sections present information on the individual taxes that are modified under this analysis.

*Individual Income Tax.* Individual income tax receipts are estimated at \$8,950.0 million in 2018-19, \$9,090.0 million in 2019-20, and \$9,410.0 million in 2020-21. These revised amounts represent increases relative to the previous estimates of \$310.0 million in 2018-19, \$70.0 million in 2019-20, and \$80.0 million in 2020-21. These increases total \$460.0 million.

The reestimate for 2018-19 is influenced by one-time effects. At the end of 2017 (2017-18), there was a surge in estimated payments and pass-through withholding payments that was likely related to the TCJA and the federal limitation on state and local tax deductions beginning in tax year 2018. While a correction was expected in December, 2018, estimated payments and pass-through withholding payments decreased by a greater margin than anticipated. Because these payments reflect taxpayers' actual tax liabilities, the payments were expected to increase in 2019-20, when the collection pattern would normalize. However, this normalization appears to have occurred in March and April of this year. This collection pattern has been experienced by a number of other states.

In addition to realizing the additional estimated payments and pass-through withholding payments, the 2018-19 reestimate incorporates a somewhat higher rate of increase in withholding payments and growth in final payments. These factors result in a 2018-19 growth rate in individual income tax collections of 5.6%, compared to a 1.9% rate of growth assumed in January. This increase is followed by a smaller estimated increase of 1.6% in 2019-20, which is influenced by the implementation of the entity-level tax authorized under 2017 Act 368, resulting in some payments that had been previously recorded under the individual income tax to be reflected under the corporate income/franchise tax instead. For 2020-21, the payments under the individual income tax are estimated to increase by 3.5%.

*General Sales and Use Tax.* State sales and use tax revenues are estimated at \$5,650.0 million in 2018-19, which represents growth of 3.7% over the prior year. Sales tax revenues are estimated at \$5,845.0 million in 2019-20 and \$5,895.0 million in 2020-21, reflecting growth of 3.5% and 0.9%, respectively. The estimates have been reduced by \$65.0 million in 2018-19, \$110.0 million in 2019-20, and \$105.0 million in 2020-21, relative to the January estimates.

In January, this office estimated year-over-year growth in sales tax revenues of 4.9% in 2018-19 based, in part, on year-to-date growth of 5.0% through December. Through April, year-to-date collections growth is 3.9%. Collections in January and February were considerably weaker than anticipated compared to the same months in the prior year, with year-over-year growth in that period of only 0.1%. January has historically experienced some of the highest sales tax revenues of the year, and the unexpectedly low growth in that month has contributed to the reduced estimate for 2018-19. Moreover, the May forecast for taxable PCE over calendar year 2019 is 1.2 percentage points lower than in the January forecast, which has contributed to the reduction in estimated sales tax revenues for fiscal years 2018-19 and 2019-20, relative to January. While the projected growth in taxable PCE in the May forecast for 2020-21 exhibits a similar trend to the January forecast, estimated revenues in that year have been reduced based on the lower estimated amounts in the preceding year.

*Corporate Income/Franchise Tax.* Corporate income/franchise tax revenues are now projected to be \$1,355.0 million in 2018-19, \$1,165.0 million in 2019-20, and \$1,205.0 million in 2020-21, which reflects annual growth in collections of 51.6% in 2018-19, reduced annual collections of 14.0% in 2019-20, and growth of 3.4% in 2020-21. Compared to the previous estimates, the reestimates represent increased revenues of \$365.0 million in 2018-19, \$115.0 million in 2019-20, and \$130.0 million in 2020-21. The new estimates reflect year-to-date corporate tax collections, which, as noted above, have grown by over 70% compared to the same period through April of last year.

As noted, higher than expected entity-level tax payments and shifting of income from tax year 2017 to tax year 2018 in response to the TCJA contributed to higher than expected year-to-date collections. In addition, compared to the January forecast, IHS Markit's May forecast of 2019 growth in economic profits increased by 1.6 percentage points to 6.3%. For tax year 2019, S corporations and partnerships choosing to pay at the entity level are required to make quarterly payments, resulting in a one-time higher fiscal effect from S corporations remitting two estimated payments for tax year

2019 and full-year tax payments for tax year 2018. Previously, for tax purposes, such entities would have passed through their income to their owners, most of whom would have filed under the individual income tax. As a result, collections data suggest that a sizable amount of payments will now be made under the corporate income/franchise tax on a continuing basis. Due to the factors described above, this forecast anticipates growth in corporate tax collections of 51.6% in 2018-19. For context, the highest annual growth rate in corporate tax collections over the last 40 years occurred following the 2008-09 recession, with growth of 32.6% in 2009-10 compared to 2008-09.

Collections in 2019-20 and 2020-21 are estimated to be lower than in 2018-19 for three reasons. First, as discussed above, the effect of tax planning for the TCJA is expected to be a one-time shift that would not have a similar effect on revenues in the 2019-21 biennium. Second, entity-level tax collections are expected to be lower over the next two fiscal years after accounting for the one-time increase in collections described above. In addition, it is anticipated that collections under the entity-level tax may stabilize at a lower annual amount going forward if refunds are owed once entity-level tax forms are released by DOR and S corporations can accurately calculate their final payments for tax year 2018 later this year. Finally, IHS Markit forecasts that the growth in economic profits in 2021 (1.2%) will be 1.1 percentage points lower than previously forecast in January.

*Public Utility Taxes.* Relative to the January estimates, public utility tax collections are estimated to be lower by \$15.0 million in 2018-19, \$3.0 million in 2019-20, and \$7.0 million in 2020-21. Through May 10, 2019, collections are lower than anticipated from both the gross revenue tax group and the ad valorem tax group. On a year-to-year basis, the reestimates assume a reduction of 3.4% in 2018-19, an increase of 3.7% in 2019-20, and a decrease of 0.5% in 2020-21.

*Cigarette Tax.* Cigarette tax revenues are estimated at \$523.0 million in 2018-19, \$515.0 million in 2019-20, and \$507.0 million in 2020-21, and are lower than the previous estimates by \$9.0 million in 2018-19, \$12.0 million in 2019-20, and \$16.0 million in 2020-21. When cigarette tax revenues were estimated in January, it was assumed that the decline in cigarette tax collections of 4.5% in 2017-18 compared to the prior year might be overstating ongoing declines in cigarette consumption compared to the average decline of 0.8% in the preceding five years. At that time, collections to-date were 1.8% lower than the comparable period in the previous year. Over the last four months, cigarette revenues are 5.6% lower than comparable collections in the prior year. The reestimates reflect the more recent trend of declining cigarette consumption.

*Taxes on Insurance Companies.* Insurance premiums taxes are now projected to be \$195.0 million in 2018-19, \$203.0 million in 2019-20, and \$211.0 million in 2020-21. Compared to the previous estimates, the revised estimates represent increased insurance premiums tax revenues of \$6.0 million in 2018-19, \$8.0 million in 2019-20, and \$11.0 million in 2020-21. The new estimates reflect year-to-date collections, which are higher than previously forecast and have grown by 5.0% compared to the same period through April of last year.

## 2018-19 Deposit to Budget Stabilization Fund

Pursuant to s. 16.518 of the statutes, whenever actual general fund tax collections in any year exceed the estimated amount of collections as shown in the biennial budget act, one-half of the excess is deposited into the budget stabilization fund. 2017 Act 368 directed that the amount of sales and use taxes collected in 2018-19 under the *Wayfair* decision be excluded from the calculation.

Under these provisions, it is estimated that for 2018-19, \$291.1 million would be transferred to the budget stabilization fund. That calculation is shown below.

**TABLE 3**

### **2018-19 Deposit to the Budget Stabilization Fund (in Millions)**

Current Tax Collections Estimate	\$17,265.9
Estimated Collections under <i>Wayfair</i>	<u>-45.0</u>
Subtotal	\$17,220.9
2017 Act 59 Tax Estimate	<u>-16,638.8</u>
Difference	\$582.1
Difference ÷ 2 for Deposit to the Budget Stabilization Fund	\$291.1

The budget stabilization fund currently has a balance of \$325.4 million. With the transfer shown here, that balance would increase to \$616.5 million, plus whatever interest accrues to the fund.

### **Impact on the 2018-19 General Fund Balance**

In our January estimate, it was projected that the gross general fund balance for 2018-19 would be \$691.5 million. That balance is now projected to increase by \$312.2 million to \$1,003.7 million. The \$312.2 million is the net result of increased taxes of \$592 million, increased departmental revenues of \$10.1 million, reduced expenditures of \$2.7 million, an increased transfer of \$1.5 million to the transportation fund, and the \$291.1 million transfer to the budget stabilization fund ( $\$592 + \$10.1 + \$2.7 - \$1.5 - \$291.1 = \$312.2$ )

The 2018-19 general fund condition statement is shown in Table 4.

**TABLE 4**

**Estimated 2018-19 General Fund Condition Statement**

	<u>2018-19</u>
<b>Revenues</b>	
Opening Balance, July 1	\$588,472,000
Taxes	17,265,900,000
Departmental Revenues	
Tribal Gaming	26,139,600
Other	<u>483,783,500</u>
Total Available	\$18,364,295,100
<b>Appropriations, Transfers, and Revenues</b>	
Gross Appropriations	\$17,829,835,700
Sum Sufficient Reestimates	-162,687,400
Biennial Appropriation Adjustment	-1,100,000
Transfers to:	
Transportation Fund	43,164,800
Budget Stabilization Fund	291,100,000
Compensation Reserves	52,081,600
Less Lapses	<u>-691,750,500</u>
Net Appropriations	\$17,360,644,200
<b>Balances</b>	
Gross Balance	\$1,003,650,900
Less Required Statutory Balance	<u>-75,000,000</u>
Net Balance, June 30	\$928,650,900

This office will continue to review revenue and expenditure estimates as well as tax collection data and economic forecasts, and notify you and your colleagues of any further adjustments that may be necessary.

Sincerely,



Robert Wm. Lang  
Director

RWL/sas

cc: Members, Wisconsin Legislature



## APPENDIX B

# GENERAL OBLIGATION ISSUANCE STATUS REPORT SEPTEMBER 15, 2019

<u>Program Purpose</u>	<u>Legislative Authorization</u>	<u>General Obligations Issued to Date</u>	<u>Credit to Capital Improvement Fund</u>		<u>G.O. Refunding Bonds of 2019, Series 1 (Tax)</u>	<u>Total Authorized Unissued Debt</u>
			<u>Interest Earnings<sup>(a)</sup></u>	<u>Premium<sup>(a)</sup></u>		
University of Wisconsin; academic facilities.....	\$ 3,024,031,100	\$ 2,169,946,932	\$ 13,084,724	\$ 74,465,153		\$ 766,534,291
University of Wisconsin; self-amortizing facilities.....	3,176,722,100	2,375,665,112	2,967,557	71,909,969		726,179,462
Natural resources; Warren Knowles - Gaylord Nelson stewardship 2000 program.....	1,088,850,000	879,052,950	410,794	28,879,145		180,507,111
Natural resources; municipal clean drinking water grants.....	9,800,000	9,518,744	141,818			139,438
Clean water fund program.....	659,783,200	651,996,843		3,967,798		3,818,559
Safe drinking water loan program.....	74,950,000	69,215,595	123	2,183,403		3,550,879
Natural resources; nonpoint source grants.....	94,310,400	93,954,702	190,043	165,649		6
Natural resources; nonpoint source .....	50,550,000	30,575,268	2,498	2,772,266		17,199,968
Natural resources; environmental repair.....	57,000,000	49,097,663	203,945	274,644		7,423,748
Natural resources; urban nonpoint source cost-sharing.....	57,600,000	43,313,488	31,189	1,654,449		12,600,874
Natural resources; contaminated sediment removal.....	36,000,000	25,377,085		1,358,187		9,264,728
Natural resources; environmental segregated fund supported administrative facilities.....	19,969,200	10,655,566	161	144,257		9,169,216
Natural resources; segregated revenue supported dam safety projects.....	6,600,000	6,571,582	617	27,795		6
Natural resources; pollution abatement and sewage collection facilities, ORAP funding.....	145,060,325	145,010,325	50,000			
Natural resources; pollution abatement and sewage collection facilities.....	893,493,400	874,927,239	18,513,077			53,084
Natural resources; pollution abatement and sewage collection facilities; combined sewer overflow.....	200,600,000	194,312,599	6,287,401			
Natural resources; recreation projects.....	56,055,000	56,053,994	1,006			
Natural resources; local parks land acquisition and development.....	2,490,000	2,447,741	42,259			
Natural resources; recreation development.....	23,061,500	22,919,742	141,325	68		365
Natural resources; land acquisition.....	45,608,600	45,116,929	491,671			
Natural resources; Wisconsin natural areas heritage program.....	2,500,000	2,445,793	17,174			37,033
Natural resources; segregated revenue supported facilities.....	123,958,000	92,179,481	93,544	3,930,728		27,754,247

**GENERAL OBLIGATION ISSUANCE STATUS REPORT—CONTINUED**  
**SEPTEMBER 15, 2019**

<u>Program Purpose</u>	<u>Legislative Authorization</u>	<u>General Obligations Issued to Date</u>	<u>Credit to Capital Improvement Fund</u>		<u>G.O. Refunding Bonds of 2019, Series 1 (Tax)</u>	<u>Total Authorized Unissued Debt</u>
			<u>Interest Earnings</u> <sup>(a)</sup>	<u>Premium</u> <sup>(a)</sup>		
Natural resources; general fund supported administrative facilities.....	\$ 16,514,100	\$ 11,317,787	\$ 21,753	\$ 9,001		\$ 5,165,559
Natural resources; ice age trail.....	750,000	750,000				
Natural resources; dam safety projects.....	29,500,000	19,080,046	51,291	1,522,213		8,846,450
Natural resources; segregated revenue supported land acquisition.....	2,500,000	2,500,000				
Natural resources; Warren Knowles - Gaylord Nelson stewardship program.....	231,000,000	229,243,222	1,306,879	132,869		317,030
Transportation; administrative facilities.....	8,890,400	8,759,479	33,943			96,978
Transportation; accelerated bridge improvements.....	46,849,800	46,849,800				
Transportation; major interstate bridge construction.....	272,000,000	213,025,705	64	31,974,231		27,000,000
Transportation; rail passenger route development.....	89,000,000	66,084,243	3,016	1,342,987		21,569,754
Transportation; accelerated highway improvements.....	185,000,000	185,000,000				
Transportation; connecting highway improvements.....	15,000,000	15,000,000				
Transportation; federally aided highway facilities.....	10,000,000	10,000,000				
Transportation; highway projects.....	41,000,000	41,000,000				
Transportation; major highway and rehabilitation projects.....	565,480,400	565,480,400				
Transportation; Southeast rehabilitation projects, southeast megaprojects, and high-cost bridge projects.....	1,413,550,000	1,215,275,976	3,018,078	97,882,005		97,373,941
Transportation; state highway rehabilitation projects, southeast megaprojects.....	820,063,700	781,604,780	1,182,897	37,275,422		601
Transportation; major highway projects.....	100,000,000	98,948,179		1,051,814		7
Transportation; state highway rehabilitation, certain projects.....	141,000,000	134,924,101		6,075,854		45
Transportation; major highway and rehabilitation projects subject to joint committee on finance approval.....	305,227,664	233,421,404	141,819	39,871,103		31,793,338
Transportation; southeast Wisconsin freeway megaprojects subject to contingency.....	252,400,000	89,659,553	94,291	10,163,039		152,483,117
Transportation; harbor improvements.....	152,000,000	103,895,056	234,581	6,733,367		41,136,996
Transportation; rail acquisitions and improvements.....	280,300,000	194,536,010	5,187	18,273,503		67,485,300
Transportation; local roads for job preservation, state funds.....	2,000,000	2,000,000				
Corrections; correctional facilities.....	951,679,900	855,398,513	11,468,918	6,591,996		78,220,473

**GENERAL OBLIGATION ISSUANCE STATUS REPORT—CONTINUED**  
**SEPTEMBER 15, 2019**

<u>Program Purpose</u>	<u>Legislative Authorization</u>	<u>General Obligations Issued to Date</u>	<u>Credit to Capital Improvement Fund</u>		<u>G.O. Refunding Bonds of 2019, Series 1 (Tax)</u>	<u>Total Authorized Unissued Debt</u>
			<u>Interest Earnings <sup>(a)</sup></u>	<u>Premium <sup>(a)</sup></u>		
Corrections; self-amortizing facilities and equipment.....	\$ 2,116,300	\$ 2,115,438	\$ 99			\$ 763
Corrections; juvenile correctional facilities.....	28,652,200	28,538,452	108,861	\$ 988		3,899
Corrections; juvenile correctional grant program.....	80,000,000					80,000,000
Health services; mental health and secure treatment facilities.....	298,429,100	175,683,070	895,996	2,201,330		119,648,704
Agriculture; soil and water.....	75,075,000	64,416,262	9,110	3,505,506		7,144,122
Agriculture; conservation reserve enhancement.....	28,000,000	21,275,180	3,160	1,185,149		5,536,511
Administration; Black Point Estate.....	1,600,000	1,598,655	445			900
Administration; energy conservation projects; capital improvement fund.....	245,000,000	168,336,809		11,613,796		65,049,395
Building commission; previous lease rental authority.....	143,071,600	143,068,654				2,946
Building commission; refunding tax-supported general obligation debt.....	2,102,086,430	2,102,086,530				
Building commission; refunding self-amortizing general obligation debt.....	272,863,033	272,863,033				
Building commission; refunding tax-supported and self-amortizing general obligation debt incurred before June 30, 2005.....	250,000,000	250,000,000				
Building commission; refunding tax-supported and self-amortizing general obligation debt incurred before July 1, 2011.....	474,000,000	473,651,084				348,916
Building commission; refunding tax-supported and self-amortizing general obligation debt incurred before July 1, 2013.....	264,200,000	263,420,000				780,000
Building commission; refunding tax-supported and self-amortizing general obligation debt.....	6,785,000,000	4,976,873,916			\$ 329,665,000	1,478,461,084
Building commission; housing state departments and agencies.....	943,639,300	754,967,300	2,356,097	38,316,340		147,999,563
Building commission; 1 West Wilson street parking ramp.....	15,100,000	14,805,521	294,479			
Building commission; project contingencies.....	47,961,200	46,995,621	64,761	121,493		779,325
Building commission; capital equipment acquisition.....	125,660,000	123,285,433	740,327	252,528		1,381,712
Building commission; discount sale of debt.....	90,000,000	73,045,307				16,954,693
Building commission; discount sale of debt (higher education bonds).....	100,000,000	99,988,833 <sup>(b)</sup>				11,167
Building commission; other public purposes.....	2,955,419,200	2,375,907,070	8,728,267	58,394,570		512,389,293

**GENERAL OBLIGATION ISSUANCE STATUS REPORT—CONTINUED**  
**SEPTEMBER 15, 2019**

<u>Program Purpose</u>	Legislative Authorization	General Obligations Issued to Date	Credit to Capital Improvement Fund		G.O. Refunding Bonds of 2019, Series 1 (Tax)	Total Authorized Unissued Debt
			Interest Earnings <sup>(a)</sup>	Premium <sup>(a)</sup>		
Medical College of Wisconsin, Inc.;						
basic science education and health information technology facilities.....	\$ 10,000,000	\$ 10,000,000				
Norskedalen Nature and Heritage Center.....	1,048,300					\$ 1,048,300
Bond Health Center.....	1,000,000	983,307		\$ 16,682		11
Lac du Flambeau Indian Tribal Cultural Center...	250,000	210,495		39,504		1
Dane County; livestock facilities.....	9,000,000	7,577,838		1,422,134		28
K I Convention Center.....	2,000,000	1,725,394		274,522		84
HR Academy, Inc.....	1,500,000	1,500,000				
Medical College of Wisconsin, Inc.;						
biomedical research and technology incubator.....	45,000,000	33,820,484		910,977		10,268,539
AIDS Resource Center of Wisconsin, Inc.....	800,000	800,000				
Bradley Center Sports and Entertainment Corporation.....	5,000,000	4,869,946		130,053		1
Medical College of Wisconsin;						
community medical education facilities.....	7,384,300	5,178,449	3,011	495,259		1,707,581
Family justice center.....	10,625,000	9,109,385		1,515,566		49
Marquette University;						
dental clinic and education facility.....	25,000,000	23,942,583	\$ 818	1,056,495		104
Civil War exhibit at the Kenosha Public Museums.....	500,000	500,000				
AIDS Network, Inc.....	300,000	300,000				
Wisconsin Maritime Center of Excellence.....	5,000,000	4,383,263		616,673		64
Hmong cultural centers.....	250,000	250,000				
Milwaukee Police Athletic League; youth activities center.....	1,000,000	1,000,000				
Children's research institute.....	10,000,000	10,000,000				
Domestic Abuse Intervention Services, Inc.....	560,000	476,628		83,327		45
Carroll University.....	3,000,000	2,393,760		403,102		203,138
Wisconsin Agricultural Education Center, Inc...	5,000,000	4,520,566		476,685		2,749
Eau Claire Confluence Arts, Inc.....	15,000,000	13,461,714		1,537,698		588
Administration;						
school educational technology infrastructure financial assistance.....	71,911,300	71,480,216	431,066			18
Myrick Hixon EcoPark, Inc.....	500,000	500,000				
Madison Children's Museum.....	250,000	250,000				
Administration;						
public library educational technology infrastructure financial assistance.....	269,000	268,918	42			40
Educational communications board; educational communications facilities.....	24,169,000	24,112,683	38,515	11,925		5,877
LaCrosse Center.....	5,000,000					5,000,000
St. Ann Center for Intergenerational Care, Inc., Bucyrus Campus.....	5,000,000	4,245,324		754,625		51
Brown County innovation center.....	5,000,000					5,000,000
Building Commission; projects.....	25,000,000					25,000,000
Building Commission; center.....	15,000,000					15,000,000

**GENERAL OBLIGATION ISSUANCE STATUS REPORT—CONTINUED**  
**SEPTEMBER 15, 2019**

Program Purpose	Legislative Authorization	General Obligations Issued to Date	Credit to Capital Improvement Fund		G.O. Refunding Bonds of 2019, Series 1 (Tax)	Total Authorized Unissued Debt
			Interest Earnings <sup>(a)</sup>	Premium <sup>(a)</sup>		
Grand Opera House in Oshkosh.....	\$ 500,000	\$ 500,000				
Aldo Leopold climate change classroom and interactive laboratory.....	500,000	485,000		\$ 14,992		\$ 8
Historical society; self-amortizing facilities.....	1,029,300	1,029,156	\$ 3,896			
Historical society; historic records.....	26,650,000	23,165,436	137	3,320,412		164,015
Historical society; historic sites.....	9,591,800	9,067,114	847	291,750		232,089
Historical society; museum facility.....	74,384,400	4,362,469				70,021,931
Historical society; Wisconsin history center.....	16,000,000	8,775,977	457	1,376,465		5,847,101
Public instruction; state school, state center and library facilities.....	19,738,900	11,845,469	32,509	467,826		7,393,096
Military affairs; armories and military facilities.....	60,097,100	43,205,312	198,829	2,078,102		14,614,857
Veterans affairs; veterans facilities.....	20,169,000	9,490,392	50,593	15,092		10,612,923
Veterans affairs; self-amortizing mortgage loans.....	2,122,542,395	2,122,542,395				
Veterans affairs; refunding bonds.....	1,015,000,000	761,594,245				253,405,755
Veterans affairs; self-amortizing facilities.....	83,518,800	30,840,984	2,427	1,705,985		50,969,404
State fair park board; board facilities.....	14,787,100	14,769,363	1			17,736
State fair park board; housing facilities.....	11,000,000	10,999,985	15			
State fair park board; self-amortizing facilities.....	55,187,100	52,699,335	22,401	13,596		2,451,768
Total.....	<u>\$ 34,950,584,947</u>	<u>\$ 28,750,265,380</u>	<u>\$ 74,220,810</u>	<u>\$585,254,062</u>	<u>\$ 329,665,000</u>	<u>\$ 5,211,183,547</u>

<sup>(a)</sup> Amounts previously credited to the Capital Improvement Fund (which include interest earnings and may include sale proceeds representing purchase premium) reduce issuance authority by the same amount.

<sup>(b)</sup> Accrued interest on any obligation that is not paid during the fiscal year in which it accrues is treated as debt and taken into account for purposes of the statutory authority to issue debt.

Source: Department of Administration.

## APPENDIX C

### EXPECTED FORM OF BOND COUNSEL OPINION

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

(Letterhead of Foley & Lardner LLP)

State of Wisconsin Building Commission  
101 East Wilson Street, 7<sup>th</sup> Floor  
Madison, Wisconsin 53703

**\$329,665,000**

**STATE OF WISCONSIN**

**GENERAL OBLIGATION REFUNDING BONDS OF 2019, SERIES 1 (TAXABLE)**

We have acted as bond counsel in connection with the issuance by the State of Wisconsin (**State**) of its \$329,665,000 General Obligation Refunding Bonds of 2019, Series 1 (Taxable), dated the date hereof (**Bonds**). The Bonds are authorized by Article VIII of the Wisconsin Constitution and Chapters 18 and 20 of the Wisconsin Statutes, and are being issued pursuant to a resolution adopted by the State of Wisconsin Building Commission (**Commission**) on February 20, 2019 (**Resolution**).

We examined the law, a certified copy of the proceedings relating to the issuance of the Bonds, and certifications of public officials and others. As to questions of fact material to our opinion, we relied upon those certified proceedings and certifications without independently undertaking to verify them.

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

1. The Bonds are valid and binding general obligations of the State.
2. The Resolution has been duly adopted by the Commission and is a valid and binding obligation of the State, enforceable upon the State as provided in the Resolution.
3. The full faith, credit, and taxing power of the State are irrevocably pledged to the payment of the principal of, and premium, if any, and interest on, the Bonds as the Bonds mature and become due. There has been irrevocably appropriated, as a first charge upon all revenues of the State, a sum sufficient for such purpose.

The rights of the owners of the Bonds and the enforceability of the Bonds may be limited by bankruptcy, insolvency, reorganization, moratorium, and other similar laws affecting creditors' rights and by equitable principles (which may be applied in either a legal or an equitable proceeding). This letter expresses no opinion as to the availability of any particular form of judicial relief.

We have not been engaged or undertaken to review the accuracy, completeness, or sufficiency of the Official Statement dated October 1, 2019 or other offering material relating to the Bonds (except to the extent, if any, stated in the Official Statement), and we express no opinion as to those matters (except only the matters set forth as our opinion in the Official Statement).

This letter speaks as of its date. We assume no duty to change this letter to reflect any facts or circumstances that later come to our attention or any changes in law. In acting as bond counsel, we have established an attorney-client relationship solely with the State.

Very truly yours,

FOLEY & LARDNER LLP

**APPENDIX D**  
**REFUNDED BONDS**

<u>Series</u>	<u>Dated Date</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>Maturity</u>	<u>CUSIP<sup>(a)</sup></u>	<u>Redemption Date</u>	<u>Redemption Price</u>
2011 Series C	12/22/2011	\$ 15,585,000	4.00%	5/1/2031	97705L R33	5/1/2021	100%
		21,150,000	4.00	5/1/2032	97705L R41	5/1/2021	100
2012 Series A	6/5/2012	16,690,000	4.00	5/1/2030	97705L X28	5/1/2021	100
		17,605,000	4.00	5/1/2031	97705L X36	5/1/2021	100
		18,560,000	4.00	5/1/2032	97705L X44	5/1/2021	100
		3,240,000	4.00	5/1/2033	97705L X51	5/1/2021	100
2012 Series 1	3/20/2012	11,995,000	4.00	5/1/2021	97705L T31	N/A	N/A
2012 Series 2	5/1/2012	1,700,000 <sup>(b)</sup>	5.00	5/1/2022	97705L V79	<sup>(b)</sup> N/A	N/A
		7,000,000	4.00	5/1/2022	97705L U54	N/A	N/A
		2,915,000	5.00	5/1/2027	97705L V20	5/1/2022	100
		3,060,000	5.00	5/1/2028	97705L V38	5/1/2022	100
		3,215,000	5.00	5/1/2029	97705L V46	5/1/2022	100
2013 Series A	5/9/2013	26,980,000	4.00	5/1/2032	97705L 2N6	5/1/2022	100
		50,600,000	4.00	5/1/2033	97705L 2P1	5/1/2022	100
2013 Series 1	11/7/2013	3,380,000	5.00	5/1/2030	97705L 2X4	5/1/2023	100
		3,550,000	5.00	5/1/2031	97705L 3B1	5/1/2023	100
		3,725,000	5.00	5/1/2032	97705L 3C9	5/1/2023	100
		3,085,000	5.00	5/1/2033	97705L 3R6	5/1/2023	100
2014 Series 2	4/24/2014	25,365,000	5.00	5/1/2027	97705M HZ1	<sup>(c)</sup> 5/1/2022	100
2014 Series 3	9/3/2014	6,860,000	5.00	11/1/2028	97705L 6K8	11/1/2022	100
		7,150,000	5.00	11/1/2029	97705L 6L6	11/1/2022	100
2018 Series A	3/15/2018	13,270,000	5.00	5/1/2030	97705M LL7	5/1/2023	100
		13,960,000	5.00	5/1/2031	97705M LM5	5/1/2023	100
		14,680,000	5.00	5/1/2032	97705M LN3	5/1/2023	100
2018 Series B	10/11/2018	<u>12,035,000</u>	5.00	5/1/2030	97705M MD4	5/1/2023	100
		\$307,355,000					

<sup>(a)</sup> 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.

<sup>(b)</sup> Reflects only a portion of the total amount of this bond maturing on the maturity date. The CUSIP number shown is the CUSIP number currently assigned to the entire maturity.

<sup>(c)</sup> The CUSIP number is the CUSIP number currently assigned to the portion of the maturity that has not been previously refunded.

**APPENDIX E**  
**STATE CONTINUING DISCLOSURE UNDERTAKING**



**MASTER AGREEMENT ON CONTINUING DISCLOSURE  
(AMENDED AND RESTATED MARCH 1, 2019)**

This Master Agreement on Continuing Disclosure (**Disclosure Agreement**) is executed and delivered by the State of Wisconsin (**Issuer**), a municipal securities issuer and a sovereign government. The Issuer covenants and agrees as follows:

**SECTION 1. Definitions.** The following capitalized terms shall have the following meanings:

“**Addendum Describing Annual Report**” shall mean an addendum, substantially in the form of Exhibit A hereto, that describes the contents of an Annual Report for a particular type of obligation.

“**Annual Report**” shall mean any report provided by the Issuer pursuant to, and as described in, Sections 4 and 5 of this Disclosure Agreement.

“**Bonds**” shall mean any issue of the Issuer’s securities to which this Disclosure Agreement applies.

“**Bondholders**” shall mean the beneficial owners from time to time of the Bonds.

“**Commission**” shall mean the U.S. Securities and Exchange Commission.

“**Disclosure Agreement**” shall mean this agreement.

“**EMMA**” shall mean the Electronic Municipal Market Access system for municipal securities disclosure, a Commission-approved electronic database established and operated by the MSRB to accommodate the collection and availability of required filings of secondary market disclosures under the Rule.

“**Event Notice**” shall mean a notice of an occurrence of a Listed Event provided under Section 6(b) hereof or a notice provided under Sections 4(c), 6(c), or 8.

“**Exchange Act**” shall mean the Securities Exchange Act of 1934, as amended from time to time.

“**financial obligation**” shall mean (i) a debt obligation; (ii) a derivative instrument entered into in connection with, or pledged as security or a source of payment for, an existing or planned debt obligation; or (iii) a guarantee of a debt obligation or such a derivative instrument. The term financial obligation shall not include municipal securities as to which a final official statement has been provided to the MSRB consistent with the Rule.

“**Issuer**” shall mean the securities issuer described above, namely, the State of Wisconsin.

“**Listed Event**” shall mean any of the events listed in Section 6(a) of this Disclosure Agreement.

“**MSRB**” shall mean the Municipal Securities Rulemaking Board.

“**Participating Underwriter**” shall mean any broker, dealer, or municipal securities dealer that is required to comply with the Rule when acting as an underwriter in connection with a primary offering of an issue of Bonds.

“**Resolution**” shall mean the resolution or resolutions of the State of Wisconsin Building Commission or the trust indenture entered into by the Issuer, pursuant to which the Bonds are issued.

“**Rule**” shall mean Rule 15c2-12(b)(5) adopted by the Commission under the Exchange Act.

“**Supplemental Agreement**” shall mean an agreement, substantially in the form of Exhibit B hereto, that either (i) determines that the Disclosure Agreement and a specific Addendum Describing Annual Report shall apply to a specific issue of Bonds or (ii) determines that the Disclosure Agreement (other than Sections 4 or 5, which concern Annual Reports) shall apply to a specific issue of Bonds.

**SECTION 2. Purpose of the Disclosure Agreement.** The purpose of this Disclosure Agreement is to assist Participating Underwriters in complying with the Rule in connection with a primary offering of an issue of Bonds.

**SECTION 3. Application of the Disclosure Agreement.** This Disclosure Agreement shall apply to an issue of Bonds when the Issuer executes and delivers a Supplemental Agreement. This Disclosure Agreement may apply in whole or in part, as specified by the Supplemental Agreement. This Disclosure Agreement may apply to more than one issue of Bonds but shall be construed as a separate agreement for each issue of Bonds. The purpose of having this Disclosure Agreement apply to more than one issue of Bonds is to promote uniformity of the Issuer’s obligations with respect to all issues of Bonds.

**SECTION 4. Provision of Annual Reports.**

(a) The Issuer shall, not later than 180 days following the close of the Issuer’s fiscal year, provide to the MSRB an Annual Report that is consistent with the requirements of Section 5 of this Disclosure Agreement.

(b) If Issuer’s audited financial statements are not publicly available at the time the Annual Report is submitted, the Issuer shall submit them to the MSRB within ten business days after the statements are publicly available.

(c) If the Issuer fails to provide an Annual Report to the MSRB by the date required in subsection (a), the Issuer shall send an Event Notice to the MSRB.

**SECTION 5. Content and Submission of Annual Reports.**

(a) The Annual Report shall be provided for each obligated person described in the Addendum Describing Annual Report, and it shall contain, or

incorporate by reference, the financial statements and operating data, and use the accounting principles, described in the Addendum Describing Annual Report.

(b) The Annual Report shall be submitted to the MSRB in an electronic format, and accompanied by identifying information, as prescribed by the MSRB. As of the date of this Disclosure Agreement, the MSRB prescribes that all submissions of secondary disclosure be made through EMMA. The Annual Report may be submitted as a single document or as a package comprising separate documents. All, or any of, the items constituting the Annual Report may be incorporated by reference from other documents available to the public on the MSRB's Internet Web site or filed with the Commission. The Issuer shall clearly identify each document so incorporated by reference.

(c) Each time the Issuer submits information to the MSRB in accordance with this Disclosure Agreement, it shall confirm, in the manner it deems appropriate, the MSRB's prescriptions concerning the electronic format and accompanying identifying information. As of the date of this Disclosure Agreement, information on the MSRB's required electronic format and submission procedures through EMMA can be found on the MSRB's Internet Web site at [www.emma.msrb.org](http://www.emma.msrb.org).

(d) To allow for uniformity of the contents of Annual Reports with respect to obligations that are similar in character, the Issuer may from time to time describe the contents in an Addendum Describing Annual Report and shall incorporate a description by reference in a Supplemental Agreement.

#### **SECTION 6. Reporting of Significant Events.**

(a) This Section 6 shall govern the giving of notices of the occurrence of any of the following events with respect to the Bonds:

1. Principal and interest payment delinquencies.
2. Non-payment related defaults, if material.
3. Unscheduled draws on debt service reserves reflecting financial difficulties.
4. Unscheduled draws on credit enhancements reflecting financial difficulties.
5. Substitution of credit or liquidity providers, or their failure to perform.
6. Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB), or other material notices or determinations with respect to the tax status of the Bonds, or other material events affecting the tax status of the Bonds;

7. Modifications to rights of Bondholders, if material.
8. Bond calls, if material, and tender offers.
9. Defeasances.
10. Release, substitution, or sale of property securing repayment of the Bonds, if material.
11. Rating changes.
12. Bankruptcy, insolvency, receivership or similar event of an obligated person (for the purposes of this event, the event is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent, or similar officer for an obligated person in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the obligated person, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement, or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all the assets or business of the obligated person).
13. The consummation of a merger, consolidation, or acquisition involving an obligated person or the sale of all or substantially all the assets of an obligated person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action, or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material.
14. Appointment of a successor or additional trustee or the change of name of a trustee, if material.
15. Incurrence of a financial obligation of an obligated person, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of an obligated person, any of which affect Bondholders, if material.
16. Default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a financial obligation of an obligated person, any of which reflect financial difficulties.

(b) The Issuer shall file a notice of such occurrence with the MSRB not in excess of ten business days after the occurrence of the event.

(c) Similarly, if the Issuer determines that it failed to give notice of an occurrence as required by this section, it shall promptly file an Event Notice with respect to such occurrence to the MSRB.

(d) Notwithstanding (b) above, the Issuer shall not be required to file notice of the occurrence of the items listed in number 15 and 16 above for Bonds issued prior to February 27, 2019. For items listed in number 16 above, the financial obligation to which the notice relates may have been issued or entered into prior to or after February 27, 2019.

**SECTION 7. Termination of Reporting Obligation.** The Issuer's obligations under this Disclosure Agreement with respect to an issue of Bonds shall terminate upon the legal defeasance, prior redemption, or payment in full of all Bonds of the issue or if the Rule shall be revoked or rescinded by the Commission or declared invalid by a final decision of a court of competent jurisdiction.

**SECTION 8. Amendment; Waiver.** Notwithstanding any other provision of this Disclosure Agreement, the Issuer may amend this Disclosure Agreement if the following conditions are met:

(a) The amendment or waiver may only be made in connection with a change in circumstances that arises from a change in legal requirements, change in law, or change in the identity, nature, or status of the Issuer, or an obligated person, or the type of business conducted; and

(b) This Disclosure Agreement, as amended, would have complied with the requirements of the Rule at the time of the primary offering, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances; and

(c) The amendment does not materially impair the interests of Bondholders, as determined by an opinion of nationally recognized bond counsel, a certificate from an indenture trustee for the Bonds, or an approving vote of Bondholders pursuant to the terms of the Resolution at the time of the amendment.

In the event this Disclosure Agreement is amended for any reason other than to cure any ambiguities, inconsistencies, or typographical errors that may be contained herein, the Issuer agrees the next Annual Report it files after such event shall explain the reasons for the amendment or waiver and the impact, if any, of the change in the type of financial statements or operating data being provided.

If the amendment concerns the accounting principles to be followed in preparing financial statements, the Issuer agrees that it will give an Event Notice and that the next Annual Report it files after such event will present a comparison between financial statements or information prepared on the basis of the new accounting principles and those prepared on the basis of the former accounting principles.

**SECTION 9. Additional Information.** The Issuer may from time to time choose to disseminate other information, using the means of dissemination set forth in this Disclosure Agreement or any other means of communication, or include other information in any Annual Report or Event Notice, in addition to that which is required by this Disclosure Agreement. If the Issuer chooses to include any information in any Annual Report or Event Notice in addition to that which is specifically required by this Disclosure Agreement, the Issuer shall have no obligation under this Disclosure Agreement to update such information or include it in any future Annual Report or Event Notice.

**SECTION 10. Default.** A default under this Disclosure Agreement shall not be deemed an event of default under the Resolution, and the sole remedy of a Bondholder under this Disclosure Agreement in the event of any failure of the Issuer to comply with this Disclosure Agreement shall be an action or lawsuit to compel performance. The Issuer reserves any defense it may have to any such action or lawsuit including that this Disclosure Agreement violates sovereign rights or that no funds have been appropriated for performance.

**SECTION 11. Beneficiaries.** The Issuer intends to be contractually bound by this Disclosure Agreement. This Disclosure Agreement shall inure solely to the benefit of the Issuer, the Participating Underwriters, and Bondholders and shall create no rights in any other person or entity.

**SECTION 12. Responsible Officer.** Pursuant to a resolution adopted by the State of Wisconsin Building Commission on August 9, 1995, the Capital Finance Director has been authorized to execute this Disclosure Agreement on behalf of the Issuer, and the Capital Finance Office has been designated as the office of the Issuer responsible for providing Annual Reports and giving notice of Listed Events, to the extent required hereunder. Any inquiries regarding this Disclosure Agreement should be directed to the Capital Finance Office, Department of Administration, Division of Executive Budget and Finance, 101 East Wilson Street, Madison, Wisconsin 53702, Phone: (608) 267-0374, Email: DOACapitalFinanceOffice@wisconsin.gov or such other address, telephone number, fax number, or email address as the Issuer may from time to time provide by an addendum hereto.

**SECTION 13. Satisfaction of Conditions.** This Disclosure Agreement amends and restates the Master Agreement on Continuing Disclosure (Amended and Restated December 1, 2010) (**Prior Agreement**), executed and delivered by the Issuer and dated December 1, 2010. The Issuer finds and determines that the conditions stated under Section 8 of the Prior Agreement for amendment of the Prior Agreement have been satisfied and, more particularly:

- (a) The amendments are being made in connection with a change in circumstances that arises from a change in legal requirements or a change in law (namely, amendments to the Rule);
- (b) This Disclosure Agreement, as amended, would have complied with the requirements of the Rule at the time of the primary offering of the Bonds, after taking into account the amendments to the Rule; and

(c) The amendments do not materially impair the interests of the Bondholders, as determined by an opinion of nationally recognized bond counsel.

IN WITNESS WHEREOF, the Issuer has caused this Master Agreement on Continuing Disclosure (Amended and Restated March 1, 2019) to be executed by its duly authorized officer.

Date: March 1, 2019

STATE OF WISCONSIN  
Issuer

By: /s/ DAVID R. ERDMAN  
David R. Erdman  
Capital Finance Director

EXHIBIT A

FORM OF ADDENDUM DESCRIBING ANNUAL REPORT

ADDENDUM DESCRIBING ANNUAL REPORT  
FOR [TYPE OF OBLIGATIONS]

This Addendum Describing Annual Report for [Type of Obligation] (**Addendum**) is delivered by the State of Wisconsin (**Issuer**) pursuant to the Master Agreement on Continuing Disclosure (Amended and Restated March 1, 2019)] (as may be further amended from time to time in accordance with the terms thereof, **Disclosure Agreement**), executed and delivered by the Issuer and dated \_\_\_\_\_, 20\_\_]. This Addendum describes the content of an Annual Report prepared with respect to [type of obligation]. Capitalized terms that are not defined in this Addendum have the meanings set forth in the Disclosure Agreement.

Issuer. The Issuer is an obligated person, as is any entity described below as an Additional Obligated Person, and no other entity is an obligated person.

Additional Obligated Person(s): [None] [Each of the entity named or described by objective criteria below is an obligated person: \_\_\_\_\_]

Content of Annual Report for Issuer. Accounting Principles. The following accounting principles shall be used for the financial statements: \_\_\_\_\_.

*Financial Statements.* The financial statements shall present the following information: \_\_\_\_\_.

*Operating Data.* In addition to the financial statements, operating data about the following matters shall be presented: \_\_\_\_\_.

Content of Annual Report for Additional Obligated Person(s). Accounting Principles. The following accounting principles shall be used for the financial statements: \_\_\_\_\_.

*Financial Statements.* The financial statements shall present the following information: \_\_\_\_\_.

*Operating Data.* In addition to the financial statements, operating data about the following matters shall be presented: \_\_\_\_\_.



IN WITNESS WHEREOF, the Issuer has caused this Addendum to be executed by its duly authorized officer.

Date: \_\_\_\_\_, 20\_\_\_\_

STATE OF WISCONSIN  
Issuer

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

EXHIBIT B

FORM OF SUPPLEMENTAL AGREEMENT

SUPPLEMENTAL AGREEMENT

This Supplemental Agreement is executed and delivered by the State of Wisconsin (**Issuer**) to supplement the Master Agreement on Continuing Disclosure (Amended and Restated March 1, 2019) (as may be further amended from time to time in accordance with the provisions thereof, **Disclosure Agreement**), executed and delivered by the Issuer and dated \_\_\_\_\_, 20\_\_\_. Pursuant to the provisions of the Disclosure Agreement, the Issuer hereby [determines that the Disclosure Agreement and the Addendum Describing Annual Report for [Type of Obligation] shall apply to the following issue of obligations] [determines that the Disclosure Agreement (other than Sections 4 and 5, which concern Annual Reports) shall apply to the following issue of obligations]:

Name of Obligations:

\_\_\_\_\_  
\_\_\_\_\_

Date of Issue: \_\_\_\_\_, \_\_\_\_\_

CUSIPs \_\_\_\_\_

IN WITNESS WHEREOF, the Issuer has caused this Supplemental Agreement to be executed by its duly authorized officer.

Date: \_\_\_\_\_, 20\_\_

STATE OF WISCONSIN  
Issuer

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

## ADDENDUM DESCRIBING ANNUAL REPORT FOR GENERAL OBLIGATIONS

This Addendum Describing Annual Report for General Obligations (**Addendum**) is delivered by the State of Wisconsin (**Issuer**) pursuant to the Master Agreement on Continuing Disclosure (Amended and Restated March 1, 2019), as it may be further amended from time to time in accordance with the terms thereof (**Disclosure Agreement**), executed and delivered by the Issuer and dated March 1, 2019. This Addendum describes the content of an Annual Report prepared with respect to general obligations. Capitalized terms that are not defined in this Addendum have the meanings set forth in the Disclosure Agreement.

Issuer. The Issuer is an obligated person, as is any entity described below as an Additional Obligated Person, and no other entity is an obligated person.

Additional Obligated Person(s): None

Content of Annual Report for Issuer.

*Accounting Principles.* The following accounting principles shall be used for the financial statements: Generally Accepted Accounting Principles.

*Financial Statements.* The financial statements shall present the following information: General Purpose External Financial Statements section of the Comprehensive Annual Financial Report.

*Operating Data.* In addition to the financial statements, unaudited operating data about the following matters shall be presented: (i) revenues received by the State, (ii) expenditures made by the State, (iii) budgets, (iv) selected financial data concerning the General Fund, (v) information concerning temporary reallocation, (vi) pertinent information on significant pending litigation, (vii) balances of outstanding State obligations, and (viii) statistical information on the State's economic condition and Wisconsin Retirement System.

IN WITNESS WHEREOF, the Issuer has caused this Addendum to be executed by its duly authorized officer.

Date: March 1, 2019

STATE OF WISCONSIN  
Issuer

By: /s/ DAVID R. ERDMAN  
Name: David R. Erdman  
Title: Capital Finance Director

## FORM OF SUPPLEMENTAL AGREEMENT

This Supplemental Agreement is executed and delivered by the State of Wisconsin (**Issuer**) to supplement the Master Agreement on Continuing Disclosure (Amended and Restated March 1, 2019), as it may be further amended from time to time in accordance with the provisions thereof, (**Disclosure Agreement**), executed and delivered by the Issuer and dated March 1, 2019. Pursuant to the provisions of the Disclosure Agreement, the Issuer hereby determines that the Disclosure Agreement and the Addendum Describing Annual Report for General Obligations shall apply to the following issue of obligations:

Name of Obligations:   \$329,665,000  
                              State of Wisconsin  
                              General Obligation Refunding Bonds of 2019, Series 1 (Taxable)

Date of Issue:                                 , 2019

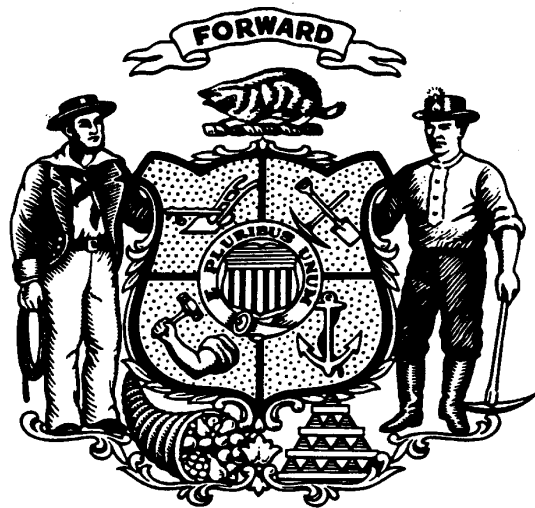
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  97705M NM3  
  97705M NN1  
  97705M NP6  
  97705M NQ4  
  97705M NR2  
  97705M NS0  
  97705M NT8  
  97705M NU5  
  97705M NV3  
  97705M NW1

IN WITNESS WHEREOF, the Issuer has caused this Supplemental Agreement to be executed by its duly authorized officer.

Date:                                 , 2019

STATE OF WISCONSIN  
Issuer

By: \_\_\_\_\_  
      David R. Erdman  
      Capital Finance Director



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