OFFERING MEMORANDUM

This Offering Memorandum provides information about the Notes. 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 Offering Memorandum.

STATE OF WISCONSIN
GENERAL OBLIGATION COMMERCIAL PAPER NOTES

Note Ratings	Ratings on the Notes have been provided, as of the date of this Offering Memorandum, by the following rating organizations–*See page 4.*
	F1 Fitch Ratings K1+ Kroll Bond Rating Agency, Inc. P-1 Moody's Investors Service, Inc. A-1+ S&P Global Ratings
Tax Exemption	Interest on the Notes is excluded from gross income and is not an item of tax preference for federal income tax purposes.
	Interest on the Notes is not excluded from State of Wisconsin income or franchise taxes–*See pages 12-13.*
Prepayment	The Notes are not subject to prepayment prior to maturity.
Security	The Notes are general obligations of the State of Wisconsin–*See pages 3-4.*
Line of Credit	The Liquidity Facility required by the Program Resolution is a Credit Agreement provided by PNC Bank, National Association, which starting March 15, 2019, subject to certain conditions, is obligated to advance amounts from a line of credit when a draw is made to pay the principal of maturing Notes–*See pages 5-11.*
Purpose	Proceeds of the Notes are used for various governmental purposes–*See page 3.*
Denominations	$100,000 and $1,000 increments above $100,000
Dealers	Goldman Sachs & Co. LLC J.P. Morgan Securities LLC Merrill Lynch, Pierce, Fenner & Smith Incorporated
Bond Counsels	Foley & Lardner LLP Quarles & Brady LLP
Issuing and Paying Agent	U.S. Bank National Association
Issuer Contact	Wisconsin Capital Finance Office (608) 267-0374; DOACapitalFinanceOffice@wisconsin.gov
Book-Entry Form	The Depository Trust Company–*See page 5.*
Annual Report	This Offering Memorandum incorporates by reference Parts II and III of the State of Wisconsin Continuing Disclosure Annual Report dated December 23, 2018 and any subsequent notice provided pursuant to the State's continuing disclosure undertaking. At such time as the State publishes a new Annual Report, this Offering Memorandum incorporates by reference the corresponding parts of that Annual Report.

March 11, 2019

This document is the only document the State has authorized for providing information about the Notes. This document is not an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of, the Notes by any person in any jurisdiction where it is unlawful for the person to make the offer, solicitation, or sale. 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 Notes, 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 Dealers have provided the following sentence for inclusion in this Offering Memorandum. The Dealers have reviewed the information in this Offering Memorandum in accordance with, and as part of, their responsibilities to investors under the federal securities laws as applied to the facts and circumstances of the transaction, but the Dealers do not guarantee the accuracy or completeness of such information.

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 aspects of the offering 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 to give any information or to make any representations about the Notes other than what is in this document. The information and expressions of opinion in this document may change without notice. Neither the delivery of this document nor any sale of the Notes implies that there has been no change in the matters contained in this document since its date. Material referred to in this document is not part of this document unless expressly included.

The Notes have not been registered under the Securities Act of 1933, as amended, or the securities laws of any state of the United States, and will not be listed on any stock or other securities exchange. Neither the Securities and Exchange Commission nor any other federal, state, municipal or other governmental entity has passed upon the accuracy or adequacy of this Offering Memorandum.

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STATE OFFICIALS PARTICIPATING IN THE ISSUANCE AND SALE OF THE NOTES

BUILDING COMMISSION MEMBERS*

Voting Members	**Term of Office Expires**
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 Jill Billings	January 4, 2021
Representative Mark Born	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	At the pleasure of the Building Commission and the Secretary Of Administration

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

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, 10th Floor
Madison, WI 53707-7864
Telefax (608) 266-7645
DOACapitalFinanceOffice@wisconsin.gov

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

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

OFFERING MEMORANDUM

STATE OF WISCONSIN

GENERAL OBLIGATION COMMERCIAL PAPER NOTES

INTRODUCTION

This Offering Memorandum provides information about the General Obligation Commercial Paper Notes **(Notes)** issued by the State of Wisconsin **(State)** on or after March 15, 2019. The Notes are designated by series, based upon the dates of their initial issuance; however, the Notes may be offered to investors without reference to a series designation.

The Notes are authorized by the Wisconsin Constitution and Wisconsin Statutes and are issued pursuant to both a Program Resolution for State of Wisconsin General Obligation Commercial Paper Notes that the State of Wisconsin Building Commission **(Commission)** adopted on March 20, 1997, as amended on April 16, 1998 and July 30, 2003 **(Program Resolution)**, and specific **Supplemental Resolutions** adopted by the Commission.

Through initial issuances in 2005, 2006, 2013, and 2016, the State has previously issued Notes designated as the **2005 Series A Notes,** the **2006 Series A Notes,** the **2013 Series A Notes**, and the **2016 Series A Notes**. The State expects to issue additional Notes, from time to time, to provide payment of previously issued and maturing Notes (these additional Notes are referred to as **roll-over Notes**). The State may also increase the principal amount of Notes outstanding through future additional initial issuances.

With respect to Notes issued after the date of this Offering Memorandum (including roll-over Notes) and until such time as the State publishes a more current offering memorandum, the reader should also review the State of Wisconsin Continuing Disclosure Annual Report **(Annual Report)** published pursuant to the State's continuing disclosure undertaking that is, at the time of such review, the one most recently published. This Offering Memorandum incorporates by reference Parts II and III of the State of Wisconsin Continuing Disclosure Annual Report dated December 23, 2018 **(2018 Annual Report)** and any subsequent notice provided pursuant to the State's continuing disclosure undertaking. At such time as the State publishes a new Annual Report, this Offering Memorandum then incorporates by reference the corresponding parts of that Annual Report and any subsequent notice provided pursuant to the State's continuing disclosure undertaking.

The Commission 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 Offering Memorandum. This Offering Memorandum contains information furnished by the State or obtained from the sources indicated. Certain documents are expressly incorporated into this Offering Memorandum by reference; however, all web sites listed in this Offering Memorandum are provided for informational purposes only and are not incorporated by reference into this Offering Memorandum.

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 Part II 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 January 30, 2019 **(January 2019 LFB Report)**.
- General Fund information for the 2018-19 fiscal year through January 31, 2019, which is presented on either a cash basis or an agency-recorded basis, and projected General Fund information for the remainder of the 2018-19 fiscal year, which is presented on a cash basis.
- Information about the executive budget for the 2019-21 biennium.

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

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

THE PROGRAM

This Offering Memorandum describes the Notes issued under the State of Wisconsin's General Obligation Commercial Paper Note Program **(Program)**.

The State has appointed Goldman Sachs & Co. LLC, J.P. Morgan Securities LLC, and Merrill Lynch, Pierce, Fenner & Smith Incorporated to serve as **Dealers** for the Notes. Inquiries to the Dealers may be directed to the following:

Goldman Sachs & Co. LLC
Municipal Money Market
Sales and Trading
200 West Street
New York, NY 10282
(212) 902-6633

J.P. Morgan Securities LLC
383 Madison Avenue, FLR 8
New York, NY 10179
(212) 834-7224

Merrill Lynch, Pierce, Fenner &
Smith Incorporated
One Bryant Park, FLR 9
New York, NY 10036
(212) 449-5101

The State has appointed U.S. Bank National Association to serve as **Issuing and Paying Agent** for the Notes. Inquiries to the Issuing and Paying Agent may be directed to:

U.S. Bank National Association
100 Wall Street, FLR 16
New York, NY 10005
(212) 951-6993
beverly.freeney@usbank.com

The Depository Trust Company **(DTC)** serves as securities depository **(Depository)** for the Notes.

Effective March 15, 2019, the Liquidity Facility required by the Program Resolution is provided by PNC Bank, National Association (**Liquidity Facility Provider)** pursuant to a Credit Agreement, dated as of March 13, 2019 (**Credit Agreement)**. Subject to conditions set forth in the Credit Agreement, the Liquidity Facility Provider is obligated to advance amounts from a line of credit when a draw is made on it by the Issuing and Paying Agent to pay the principal of maturing Notes. The Credit Agreement represents a substitute Liquidity Facility under the Program Resolution, effective for Notes issued on or after March 15, 2019, replacing a Liquidity Facility that will expire March 15, 2019.

Authorized Notes

As of March 1, 2019, there are four series of Notes outstanding. The following table provides information concerning each series of Notes:

Series Designation of Notes	Initial Principal Amount	Outstanding Principal Amount	Date of Supplemental Resolution	Date of Initial Issuance
2005 Series A	$100,350,000	$ 11,144,000	December 7, 2005	December 14, 2005
2006 Series A	123,510,000	24,047,000	June 28, 2006	August 2, 2006
2013 Series A	58,825,000	58,825,000	February 19, 2013	December 10, 2013
2016 Series A	136,050,000	87,885,000	December 9, 2015	September 15, 2016
		$181,901,000		

The State expects to issue roll-over Notes to provide payment of maturing Notes. Under the Program Resolution, the Commission also may adopt additional Supplemental Resolutions providing for the initial issuance of additional Notes.

The State expects to amortize, according to a schedule, the amount of outstanding Notes by using money available for such purpose and deposited in the Note Fund. All series of Notes have identical terms and provisions, except for amount, maturity, and interest rate, which are established in connection with both the initial issuance of the Notes and the issuance of roll-over Notes.

Application of Proceeds

The Wisconsin Legislature has established the borrowing purposes and amounts for which public debt may be issued. APPENDIX B includes a summary of the borrowing purposes and the amounts both authorized for, and previously attributed to, each borrowing purpose from proceeds of general obligations (including in some cases purchase premium and interest earnings).

At the time of an initial issuance, Note proceeds are deposited in the State's Capital Improvement Fund and are spent as the State incurs costs for the various borrowing purposes or issuance purposes. Until spent, the proceeds are invested by the State of Wisconsin Investment Board. See APPENDIX A.

THE NOTES

Security

The Notes are direct and general obligations of the State. The full faith, credit, and taxing power of the State are irrevocably pledged to make principal and interest payments on the Notes. There has been irrevocably appropriated, as a first charge upon all revenues of the State, a sum sufficient to make principal and interest payments on the Notes. The Notes are secured equally with all other outstanding general obligations issued by the State.

The State expects to periodically deposit money into the Note Fund held by the Issuing and Paying Agent to pay interest on the Notes; payment of interest on the Notes cannot be made from the line of credit established by the Credit Agreement. See "NOTE FUND".

Although the Notes are general obligations of the State, it is expected that the principal of the Notes will be paid from one or more of the following sources:

- Proceeds of roll-over Notes that are issued to provide payment of previously issued and maturing Notes.
- Proceeds of State general obligation bonds. The Supplemental Resolutions authorize general obligation bonds for the purpose of funding the Notes. *Such general obligation bonds are issued at the discretion of the State; no assurance is given whether or when the State will issue general obligation bonds to fund any Notes.*

- Any other money made available by the State and deposited into the Note Fund for the purpose of paying principal of the Notes. The State expects to amortize the principal amount of each series of Notes based on the customary amortization policies of the State.

If other funds are not available for the payment of principal of the Notes when due, then the Program Resolution requires the Issuing and Paying Agent to make a draw on the line of credit established by the Credit Agreement to provide money for such payment. The obligation of the Liquidity Facility Provider to make advances when a draw is made is subject to certain conditions. *See "LIQUIDITY FACILITY".*

Description of the Notes

Each Note will be dated the date it is issued. It will be issued as an interest-bearing obligation in a denomination of $100,000 or increments of $1,000 above $100,000. Each Note will be issued through the book-entry system of the Depository. Interest is computed on the basis of a year having 365 or 366 days and the actual number of days elapsed (actual/actual basis). Payment of the principal of, and interest on, each Note will be made to the Depository and then distributed by the Depository.

Each Note will mature from 1 to 270 days after its issue date. No Note may be issued with a maturity date later than the expiration date of the Liquidity Facility.

Each Note will bear interest from its date of issuance, at a rate determined at the date of issuance, payable at maturity.

Prepayment of Notes

The Notes are not subject to prepayment prior to maturity.

Ratings

Several rating organizations have rated the Notes, taking into account the substitute Liquidity Facility described herein:

Rating	Rating Agency
F1	Fitch Ratings
K1+	Kroll Bond Rating Agency, Inc.
P-1	Moody's Investors Service, Inc.
A-1+	S&P Global Ratings

Several rating organizations have rated the State's long-term general obligations. As of the date of this Offering Memorandum, the following ratings have been assigned to the State's general obligation bonds:

Rating	Rating Agency
AA+	Fitch Ratings
AA+	Kroll Bond Rating Agency, Inc.
Aa1	Moody's Investors Service, Inc.
AA	S&P Global Ratings

Any explanation of the significance of a rating may only be obtained from the rating organization giving the rating. No one can offer any assurance that a rating given to the Notes will be maintained for any period of time; a rating organization may lower or withdraw the rating if in its judgment circumstances so warrant. Any downgrade or withdrawal of a rating may adversely affect the market price of the Notes. The State may elect not to continue requesting ratings on the Notes from any particular rating organization or may elect to request ratings on the Notes from a different rating organization. The Credit Agreement requires the State to maintain a rating on the Notes from at least one of the rating organizations currently rating the Notes.

Book-Entry Form

The Notes will initially be issued in book-entry-only form. The State and the Issuing and Paying Agent have entered into an agreement with DTC to make the Notes eligible for deposit with DTC. Purchasers of the Notes will not receive note certificates but instead will have their ownership in the Notes recorded in the book-entry system. Ownership of the Notes 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 Notes must be made, directly or indirectly, through DTC Participants.

Payment

The State will make all payments of the principal of, and interest on, the Notes to the Issuing and Paying Agent, which will make payment to DTC. Owners of the Notes will receive payments through the DTC Participants.

Notices and Voting Rights

The State and the Issuing and Paying Agent will provide notices and other communications about the Notes to DTC. Owners of the Notes 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.

Discontinued Service

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

Further Information

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

Neither the State nor the Issuing and Paying Agent is responsible for a failure by DTC or any DTC Participant to transfer payments or notices to the owners of the Notes or to follow the procedures established by DTC for its book-entry system.

LIQUIDITY FACILITY

General

The Program Resolution requires the State to provide a Liquidity Facility to the Issuing and Paying Agent to provide funds for the payment of the principal of maturing Notes. The Liquidity Facility is the Credit Agreement, which also represents a substitute Liquidity Facility under the Program Resolution. A copy of the Credit Agreement may be obtained from the State at the address provided on page 2 of this Offering Memorandum, and the Credit Agreement (excluding exhibits that do not contain term and conditions) will be filed with the Municipal Securities Rulemaking Board **(MSRB)** through its Electronic Municipal Market Access (**EMMA**) system.

Advances

Pursuant to the Credit Agreement, the Liquidity Facility Provider is obligated, subject to certain conditions, to make advances **(Advances)** from a line of credit on any business day during the term of the Credit Agreement, to provide funds to pay the principal of the Notes on the maturity date thereof to the extent that proceeds of other Notes or other moneys on deposit in the Note Fund for the Notes are not available. The aggregate principal amount of all Advances made on any date may not exceed the outstanding commitment amount under the Credit Agreement (which is currently $185,000,000), as such amount may change from time to time. The Program Resolution requires that the commitment amount cannot be less than the sum of the issued Notes plus the aggregate principal amount of all outstanding Advances made by the Liquidity Facility Provider.

The Credit Agreement is currently scheduled to terminate on March 13, 2021. The Credit Agreement provides that the termination date may be extended from time to time upon agreement of the State and the Liquidity Facility Provider.

The State has delivered a promissory note to the Liquidity Facility Provider, evidencing its obligation to repay all Advances **(Promissory Note)**. The Promissory Note is a general obligation of the State.

Conditions to Advances

General

The Liquidity Facility Provider's obligation to make an Advance pursuant to the Credit Agreement is subject to the following conditions **(Advance Conditions)**:

- The Liquidity Facility Provider shall have a written notice **(Advance Notice)** in the form required under, and in strict conformity with, the Credit Agreement;
- The termination date of the Liquidity Facility shall have not occurred; and
- No Event of Termination described below under LIQUIDITY FACILITY; Conditions to Advances; *Events of Termination* shall have occurred and no suspension event described below under LIQUIDITY FACILITY; Conditions to Advances; *Defaults Resulting in Suspension/Termination* shall have occurred and be continuing.

Events of Termination

If an **Event of Default** under the Credit Agreement occurs that is further specified as an **Event of Termination** under the Credit Agreement, the Liquidity Facility Provider's obligation to make Advances for payment of principal of the Notes is automatically terminated and all Advances shall immediately become due and payable. Events of Termination arise under the following circumstances:

a) The Wisconsin Legislature or a governmental authority of competent jurisdiction imposes a debt moratorium, debt restructuring, or comparable restriction on repayment when due and payable of the principal of, or interest on, any general obligation public debt of the State issued pursuant to subchapter I of Chapter 18, Wisconsin Statutes **(Bonded Debt)**, in the form of bonds, notes, or similar obligations.

b) The State shall fail to pay any amount of the principal of, or interest on, any Advance within three Business Days of the date the same shall become due and payable pursuant to the Credit Agreement or the Promissory Note, or the State shall fail to pay interest on any Note when the same shall become due and payable (other than by reason of the failure of the Liquidity Facility Provider to honor an Advance Notice when the Advance Conditions are satisfied);

c) The Credit Agreement or the Program Resolution (or, in each case, any material provision thereof relating to payment of principal of, or interest on, the Notes or the security therefor) at any time after its execution and delivery, or the Promissory Note or any Note shall, for any reason, cease to be valid and binding on the State or in full force and effect or shall be declared to be null and void, in each case, pursuant to a final administrative determination or judicial decision from which there shall not exist any further right of appeal or against which a timely appeal shall not have been filed by the State; or the validity or enforceability of the Credit Agreement, the Promissory Note, the Program Resolution, or any Note (or, in each case, any material provision thereof relating to payment of principal or interest on the Notes or the security therefor) shall be contested by the State; or the State shall deny that it has any or further liability or obligation under the Credit Agreement, the Promissory Note, the Program Resolution, or any Note (or, in each case, any material provision thereof relating to payment of the principal of, or interest on, the Notes or the security therefor);

d) The State shall fail to pay, within three Business Days of the date the same shall be due and payable (whether by scheduled maturity, required prepayment, acceleration, demand, or otherwise) any Bonded Debt in the form of bonds, notes, or similar obligations (other than by reason of the failure of the Liquidity Facility Provider to honor an Advance Notice when the Advance Conditions are satisfied);

e) Each rating agency then rating the Notes shall have downgraded any Bonded Debt of the State to below BBB- in the case of Fitch Ratings, below BBB- in the case of Kroll Bond Rating Agency, Inc., below Baa3 in the case of Moody's Investors Service, Inc., and below BBB- in the case of S&P Global Ratings, or withdrawn or suspended its rating on any Bonded Debt of the State due to credit considerations (other than by reason of the failure of the Liquidity Facility Provider to honor an Advance Notice when the Advance Conditions are satisfied); or

f) The State shall (i) have entered involuntarily against it an order for relief under any law relating to bankruptcy, insolvency or reorganization or relief of debtors as amended, (ii) become insolvent or shall not pay, or admit in writing its inability to pay, its debts generally as they become due, (iii) make an assignment for the benefit of creditors, (iv) apply for, seek, consent to, or acquiesce in, the appointment of a receiver, custodian, trustee, examiner, liquidator or similar official for it or any substantial part of its property, (v) institute any proceeding seeking to have entered against it an order for relief under any law relating to bankruptcy, insolvency or reorganization or relief of debtors to adjudicate it insolvent, or seeking dissolution, winding up, liquidation, reorganization, arrangement, marshalling of assets, adjustment or composition of it or its debts under any law relating to bankruptcy, insolvency or reorganization or relief of debtors or fail to file an answer or other pleading denying the material allegations of any such proceeding filed against it, or (vi) take any action in furtherance of any matter described in parts (i) through (v) above, or (vii) any proceeding under any bankruptcy or insolvency law or any dissolution or liquidation proceeding shall be instituted by or against the State (or any action shall be authorized or taken to effect the institution by it of any of the foregoing), provided that such proceeding shall be a non-frivolous proceeding brought in an appropriate court by appropriate filings, and if instituted against it, shall be consented to or acquiesced in by it, or shall not be dismissed within a period of 60 days.

Defaults Resulting in Suspension/Termination

The obligations of the Liquidity Facility Provider to make Advances shall be suspended from the time if (i) the State shall fail to pay any amount of the principal of, or interest on, any Advance when due and payable pursuant to the Credit Agreement or the Promissory Note, or (ii) the State shall fail to pay any Bonded Debt in the form of bonds, notes, or similar obligations when the same shall be due and payable (whether by scheduled maturity, required prepayment, acceleration, demand or otherwise). Such suspension shall continue until the State has timely cured such Default by payment of all amounts due and payable to the Liquidity Facility Provider or to the applicable holders of the applicable Bonded Debt, as applicable, in full. However, if any such failure becomes an Event of Termination, as described in items b) or d) under LIQUIDITY FACILITY; Conditions to Advances; *Events of Termination* above, the obligation of the Liquidity Facility Provider to make Advances shall terminate without notice or demand.

The obligation of the Liquidity Facility Provider to make Advances shall also be immediately and automatically suspended, without notice, if any proceeding under any bankruptcy or insolvency law or any dissolution or liquidation proceeding shall be instituted against the State, provided that such proceeding shall be a non-frivolous proceeding brought in an appropriate court by appropriate filings. Such suspension shall continue until such bankruptcy, insolvency or similar proceeding referred to therein is timely terminated. However, if any such proceedings become an Event of Termination, as described in item f) (vi) under LIQUIDITY FACILITY; Conditions to Advances; *Events of Termination* above, the obligation of the Liquidity Facility Provider to make Advances shall terminate without notice or demand.

The obligations of the Liquidity Facility Provider to make Advances under the Liquidity Facility shall also be suspended if the validity or enforceability of the Credit Agreement, the Promissory Note, the Program Resolution or any Note (or, in each case, any material provision thereof relating to payment of principal of, or interest on, the Notes or the security therefor) shall be contested by any governmental authority having jurisdiction over the State, unless the same is being contested by the State in good faith by appropriate proceedings. The obligations shall remain suspended until a final, non-appealable administrative determination or judicial decision, from which there shall not exist any further right of appeal or against which a timely appeal shall not have been filed, having declared that the Credit Agreement, the Program Resolution, the Promissory Note or any Note, or all material contested provisions thereof relating to the payment of principal or interest on the Notes or the security therefor, as applicable, are upheld in their entirety. However, if upon the earlier of the Termination Date or the date which is one year after the effective date of such suspension of the obligations of the Liquidity Facility Provider, such litigation is still pending and a judgment regarding the validity and enforceability of the Credit Agreement, the Program Resolution, the Promissory Note or any Note, as applicable, has not been obtained, or if at any time the State is no longer contesting the matter in good faith by appropriate proceedings or a final judgment is entered declaring such provisions invalid, then the obligation of the Liquidity Facility Provider to make Advances shall terminate without notice or demand.

Right to Require the State to Stop Issuing Notes (Including Roll-Over Notes)

In addition, if certain other **Events of Default** as set forth in the Credit Agreement occur, the Liquidity Facility Provider may deliver a notice to the State and the Issuing and Paying Agent that requires the State and the Issuing and Paying Agent to stop issuing Notes (including roll-over Notes). The Liquidity Facility Provider must nevertheless make Advances with respect to Notes issued before the State receives the notice. Furthermore, the Liquidity Facility Provider may deliver notice to the State and the Issuing and Paying Agent that the commitment under the Credit Agreement be terminated automatically by the date set forth in such notice (which date shall be the latest maturity date of any outstanding Notes as of the date of such notice). The Liquidity Facility Provider may, by delivering notice to the State, declare the Advances, all interest thereon and all other obligations under the Credit Agreement and under the Promissory Note to be due and payable forthwith, whereupon the same shall immediately become due and payable. These events include:

a) The State shall fail to pay to the Liquidity Facility Provider, within three Business Days after written demand by the Liquidity Facility Provider, any amount (other than principal and interest due on Advances or under the Promissory Note, which failure would constitute an Event of Termination) due and payable under the Credit Agreement or the Promissory Note; or

b) Any representation, warranty, certification, or statement made by the State in the Credit Agreement, the Program Resolution, or the Promissory Note or in any certificate or other document delivered pursuant to the Credit Agreement, the Program Resolution, or the Promissory Note was incorrect or untrue in any materially adverse respect when made or deemed to have been made; or

c) The State shall default in the due performance or observance of certain terms, covenants or agreements contained in the Credit Agreement; or

d) The State shall default in the due performance or observance of certain terms, covenants or agreements contained in the Credit Agreement, and such failure shall remain unremedied for a period of 30 days after the Liquidity Facility Provider shall have given the State written notice of such default; provided that so long as the State shall be proceeding with due diligence to remedy any default in the due performance or observance of such covenants which, if begun and prosecuted with due diligence, cannot be completed within a period of 30 days, then such thirty-day period shall be extended to the extent as shall be necessary to enable the State to begin and complete the remedying of such default through the exercise of due diligence, provided further that in no event shall such period be extended any more than 60 days without the consent of the Liquidity Facility Provider; or

e) The State shall deny, or a court shall determine, that the Promissory Note is not a full faith and credit obligation of the State; or

f) The State shall default in any material respect in the due performance or observance of any term, covenant, or agreement contained in any of the Program Resolution, the Issuing and Paying Agent Agreement, the Notes, the Promissory Note, or the fee agreement between the State and the Credit Facility Provider (other than by reason of the failure of the Liquidity Facility Provider to honor an Advance Notice when the Advance Conditions are satisfied), and the same shall not have been cured within any applicable cure period; or

g) A final and non-appealable judgment or court order for the payment of money exceeding any applicable insurance coverage by more than $50,000,000 shall be rendered against the State, and such judgment or court order shall continue unsatisfied and in effect for a period of 180 consecutive days after the final date for payment of such amount without being vacated, discharged, satisfied, or stayed; or

h) A default shall occur under any Bonded Debt in the form of bonds, notes, or similar obligations and as a result of such default the maturity of such Bonded Debt is accelerated (other than by reason of the failure of the Liquidity Facility Provider to honor a properly presented and conforming Advance Notice); or

i) Either (i) any Rating Agency then rating the Notes shall have downgraded any Bonded Debt of the State to below BBB in the case of Fitch Ratings, below BBB in the case of Kroll Bond Rating Agency, Inc., below Baa2 in the case of Moody's Investors Service, Inc., or below BBB in the case of S&P Global Ratings or (ii) the long term rating assigned to any Bonded Debt by Moody's Investors Service, Inc., S&P Global Ratings, or Fitch Ratings shall be withdrawn or suspended due to credit considerations (other than by reason of the failure of the Liquidity Facility Provider to honor an Advance Notice when the Advance Conditions are satisfied).

Substitute Liquidity Facility

The Program Resolution permits the State to replace the Credit Agreement with a substitute Liquidity Facility with any other provider so long as the substitute Liquidity Facility meets all the qualifications set forth in the Program Resolution. These include written evidence from each rating agency (two at a minimum) which, at the State's request, is then rating the Notes to the effect that the substitution of the Liquidity Facility will not by itself result in a withdrawal, suspension, or reduction of its ratings of the Notes. Any substitute Liquidity Facility may have covenants, events of default, conditions to borrowing, and other provisions different from the current Credit Agreement. The State will notify the Dealers of any change in the Credit Agreement or the Liquidity Facility Provider. The State also will provide notice of certain changes in the Credit Agreement or a change in the Liquidity Facility Provider to the MSRB through its EMMA system. See "CONTINUING DISCLOSURE".

Notice Requirements

The Issuing and Paying Agency Agreement, as amended, between the State and the Issuing and Paying Agent, requires the Issuing and Paying Agent to provide notice to each owner of the Notes (DTC for Notes in book-entry form) if the State provides for a substitute Liquidity Facility, and requires such notice to be provided at least 15 days before the substitute Liquidity Facility goes into effect.

DESCRIPTION OF THE LIQUIDITY FACILITY PROVIDER

The following information concerning PNC Bank, National Association **(PNC Bank)** and the PNC Financial Services Group, Inc. **(PNC Financial)** has been provided by representatives of PNC Bank and has not been independently confirmed or verified by the State. The Liquidity Facility is solely an obligation of PNC Bank and is neither an obligation of nor guaranteed by PNC Financial or any of its other affiliates.

PNC Bank and PNC Financial

PNC Bank is a national banking association with its headquarters in Pittsburgh, Pennsylvania and its main office in Wilmington, Delaware. PNC Bank is a wholly-owned indirect subsidiary of PNC Financial and is PNC Financial's principal bank subsidiary. PNC Bank offers a wide range of commercial banking, retail banking, including residential mortgage banking, and trust and wealth management services to its customers. PNC Bank's business is subject to examination and regulation by federal banking authorities. Its primary federal bank regulator is the Office of the Comptroller of the Currency (**OCC**) and its deposits are insured by the Federal Deposit Insurance Corporation (**FDIC**). At December 31, 2018, PNC Bank reported total assets of $370.5 billion, total deposits of $272.9 billion and total bank equity of $39.4 billion. These figures are extracted from PNC Bank's unaudited Consolidated Reports of Condition and Income (**Call Report**) as of December 31, 2018, prepared in accordance with the regulatory instructions that do not in all cases follow U.S. generally accepted accounting principles. The Call Report, including any update to the above quarterly figures, is filed with the FDIC and can be found at www.fdic.gov.

PNC Financial is one of the largest diversified financial services companies in the United States and is headquartered in Pittsburgh, Pennsylvania. PNC Financial has businesses engaged in corporate and institutional banking, asset management, and retail banking, including residential mortgage banking. PNC Financial provides many of its products and services nationally, as well as other products and services in PNC Financial's primary geographic markets located in Pennsylvania, Ohio, New Jersey, Michigan, Illinois, Maryland, Indiana, Florida, North Carolina, Kentucky, Washington, D.C., Delaware, Virginia, Georgia, Alabama, Missouri, Wisconsin and South Carolina. PNC Financial also provides certain products and services internationally. Additional information, including the most recent annual report on Form 10-K and any additional quarterly and current reports filed with or furnished to the U.S. Securities and Exchange Commission (**SEC**) by PNC Financial may be obtained at the SEC's website at www.sec.gov.

The publicly available portions of any of the documents referenced herein (other than exhibits to such documents unless such exhibits are specifically incorporated by reference into such documents) are available upon request by holders of the Notes or by prospective investors in the Notes without charge: (1) in the case of PNC Bank documents, by written request addressed to Diane Starr, Regulatory Reporting, at The PNC Financial Services Group, Inc., One PNC Plaza, 249 Fifth Avenue, Pittsburgh, Pennsylvania 15222-2707; or (2) in the case of PNC Financial documents, (a) for copies without exhibits, by contacting Shareholder Services at 800-982-7652 or via the online contact form at www.computershare.com/contactus, and (b) for exhibits, by contacting Shareholder Relations at 800-843-2206 or via e-mail at investor.relations@pnc.com. The interactive data file (XBRL) exhibit is only available electronically.

The information contained in this section, including financial information, relates to and has been obtained from PNC Bank and is furnished solely to provide limited introductory information regarding PNC Bank and PNC Financial and does not purport to be comprehensive. Such information is qualified in its entirety by the detailed information appearing in the documents referenced herein.

The delivery hereof shall not create any implication that there has been no change in the affairs of PNC Financial or PNC Bank since the date hereof, or that the information contained or referred to in this section is correct as of any time subsequent to its date.

Except for the contents of this section, PNC Financial and PNC Bank assume no responsibility for the nre, contents, accuracy or completeness of the information set forth in this document.

NOTE FUND

The Program Resolution creates a **Note Fund** held by the Issuing and Paying Agent. The State may make periodic deposits into this Note Fund for payment of the principal of, and interest on, the Notes. Moneys held in the Note Fund may be invested in **Permitted Investments,** which include direct obligations of the United States government or a money market fund consisting solely of direct obligations of the United States government. Amounts deposited in the Note Fund will be spent within a thirteen-month period beginning on the date of deposit, and amounts received from investments of moneys held in the Note Fund will be spent within a one-year period beginning on the date of receipt. The State will have no legal or equitable interest in the amounts on deposit in the Note Fund or in any proceeds of any investment of the Note Fund, except as provided in the Program Resolution.

LIMITATIONS ON 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 $4,121,495,186 and the cumulative debt limit is $27,476,634,575. Funding or refunding obligations 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 March 1, 2019, general obligations of the State were outstanding in the principal amount of $7,751,862,888.

LEGAL OPINIONS

On the dates of the initial issuances of the 2005 Series A Notes, 2006 Series A Notes, 2013 Series A Notes, and the 2016 Series A Notes, Foley & Lardner LLP or Quarles & Brady LLP, as bond counsel for such initial issuances, delivered approving opinions with respect to the validity and enforceability of the respective series of Notes. See APPENDIX C.

As required by law, the Attorney General examined a certified copy of all proceedings leading to the initial issuances of the 2005 Series A Notes, 2006 Series A Notes, 2013 Series A Notes, and 2016 Series A Notes. The Attorney General previously delivered on the dates of the initial issuances of the respective series of Notes opinions on the regularity and validity of the respective proceedings.

At the time of execution and delivery of the Credit Agreement, Foley & Lardner LLP (**Bond Counsel**) is expected to deliver an opinion with respect to the delivery of the Credit Agreement as a substitute Liquidity Facility for the Notes. In addition, Chapman & Cutler LLP, as counsel to the Liquidity Facility Provider, is expected to provide an opinion as to the enforceability of the Credit Agreement with respect to the Liquidity Facility Provider.

TAX EXEMPTION

Federal Income Tax

Each series of Notes is covered by a separate opinion of bond counsel. Each opinion speaks only as of the date of the opinion. In each case, the date of the opinion is the date of the initial issuance of the Notes of the series. The following discussion aggregates the opinions of bond counsel set forth in the separate opinions for each series.

In the opinion of bond counsel, under existing law at the time of the initial issuances of each series of Notes, interest on such series of Notes is excluded from gross income for federal income tax purposes and is not a specific item of tax preference for purposes of the federal alternative minimum tax. As to questions of fact material to bond counsel's opinion, bond counsel relied upon certified proceedings and certifications of public officials without independently undertaking to verify them. Moreover, the State must comply with all requirements of the Internal Revenue Code that must be satisfied after any series of Notes are issued for interest on the Notes of that series to be, or continue to be, excluded from gross income for federal income tax purposes. The State has promised to comply with those requirements to the extent it may lawfully do so. Its failure to do so may cause interest on the Notes of one or more series to be included in gross income for federal income tax purposes, perhaps even starting from the initial issuance date of the respective series of Notes. Bond counsel has expressed no opinion about other federal tax consequences arising regarding the Notes. The proceedings authorizing the Notes do not provide for an increase in interest rates or a prepayment of the Notes in the event interest on the Notes ceases to be excluded from gross income.

Certain requirements and procedures contained or referred to in the Program Resolution, the Supplemental Resolutions, and other relevant documents may be changed, and certain actions may be taken or omitted, under the circumstances and subject to the terms and conditions set forth in such documents. Bond counsel does not express any opinion as to any Note or the interest thereon if any such change occurs or action is taken or omitted upon the advice or approval of bond counsel other than the firm that delivered the applicable opinion.

Current and future legislative proposals, if enacted into law, may cause the interest on the Notes to be subject, directly or indirectly, to federal income taxation or otherwise prevent the owners of the Notes from realizing the full current benefit of the tax status of such interest. Legislative proposals have been made that could significantly reduce the benefit of, or otherwise affect, the exclusion from gross income of interest on obligations like the Notes. The introduction or enactment of any such legislative proposals may also affect, perhaps significantly, the market price for, or marketability of, the Notes. Prospective purchasers of the Notes should consult their own tax advisors regarding any current or future federal legislative proposals.

Each opinion of bond counsel is based on legal authorities that are current as of its date, covers certain matters not directly addressed by such authorities, and represents bond counsel's judgment regarding the proper treatment of the Notes for federal income tax purposes. It is not binding on the Internal Revenue Service **(IRS)** or the courts, and it is not a guaranty of result.

The IRS has an active tax-exempt bond enforcement program. Bond counsel is not obligated to defend the State regarding the tax-exempt status of the Notes in the event of an examination by the IRS. Under current IRS procedures, parties other than the State, including owners of the Notes, would have little, if any, right to participate in an IRS examination of the Notes. Moreover, because obtaining judicial review in connection with an IRS examination of tax-exempt obligations is difficult, obtaining independent review of IRS positions with which the State disagrees may not be practicable. Any action of the IRS, including selection of the Notes for examination, the conduct or conclusion of such an examination, or an examination of obligations presenting similar tax issues may affect the marketability of the Notes and may cause the State or the owners of the Notes to incur significant expense.

Bond counsel expresses no opinion about other federal tax consequences arising regarding the Notes. There may be other federal tax law provisions that could adversely affect the value of an investment in the Notes for particular owners of Notes. Prospective investors should consult their own tax advisors about the tax consequences of owning a Note.

At the time of execution and delivery of the Credit Agreement, Foley & Lardner LLP is expected to provide an opinion that, under existing law, the delivery of the Credit Agreement (as a substitute Liquidity Facility) will not adversely affect the exclusion of interest from gross income for federal income tax purposes. The opinion will be substantially in the form shown in APPENDIX D. An opinion to this effect is required by the Program Resolution in connection with the delivery of a substitute Liquidity Facility.

State of Wisconsin Income and Franchise Taxes

Interest on the Notes is not excluded from State of Wisconsin income and franchise taxes. Prospective investors should consult their own tax advisors about the state and local tax consequences of owning a Note.

CONTINUING DISCLOSURE

The State has made an undertaking, pursuant to its Master Agreement on Continuing Disclosure (Amended and Restated March 1, 2019), the form of which is included in APPENDIX E, to provide an annual report presenting certain financial information and operating data about the State **(Annual Reports)**. By about December 27 of each year, the State will file the Annual Report with the MSRB through its EMMA system. The State will also provide to the MSRB notices of the occurrence of certain events specified in the undertaking. The undertaking has been amended in response to two new material events recently added to the list of events of which notice is required pursuant to Rule 15c2-12(b)(5) adopted by the U.S. Securities and Exchange Commission under the Securities Exchange Act of 1934.

Copies of the 2018 Annual Report, any other Annual Report, and notices may be obtained from:

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

Certain provisions of the Program Resolution have been summarized in this Offering Memorandum. Reference should be made to the complete Program Resolution for a full and complete statement of the provisions of the Program Resolution. *A copy of the Program Resolution and Supplemental Resolutions may be obtained by contacting the State at the* *address provided on page 2* *of this Offering Memorandum.*

Dated: March 11, 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 Part II 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 January 30, 2019 **(January 2019 LFB Report)**.
- General Fund information for the 2018-19 fiscal year through January 31, 2019, which is presented on either a cash basis or an agency-recorded basis, and projected General Fund information for the remainder of the 2018-19 fiscal year, which is presented on a cash basis.
- Information about the executive budget for the 2019-21 biennium.

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 fiscal year 2017-18 and projections for fiscal year 2018-19)
- 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 Account 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 along with the Comprehensive Annual Financial Report **(CAFR)** 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

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

The State has independently provided monthly reports on general fund financial information. The State did not provide these monthly reports from June 2013 through March 2014, and the frequency of the reports provided starting in calendar year 2015 has been less than monthly. These reports are not required by any of the State's undertakings to provide information concerning the State's securities. These reports are available on the State's Capital Finance Office web site that is listed above and 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 Part II of the 2018 Annual Report, are changes or additions to the discussions contained in those particular sections. When such changes occur, the State may or may not file notices with the MSRB. However, the State has filed, and expects to continue to file, informational notices with the MSRB, some of which may be notices that are not required to be filed under the State's undertakings.

State Budget; Budget for the 2018-19 Fiscal Year (Part II, Page 36). Update with the following information:

January 2019 LFB Report – General Fund Condition Statement

The January 2019 LFB Report includes an estimated General Fund condition statement for the 2018-19 fiscal year. The first table on the following page includes this updated General Fund condition statement for the 2018-19 fiscal year and shows a projected ending net balance of $617 million.

The first table on the following page also includes, for comparison, the General Fund condition statement from the January 2019 LFB Report, with comparisons to the actual fiscal year 2017-18 statement as reported in the 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 report provided by the Department of Administration on November 20, 2018 (**November 2018 DOA Report**).

The November 2018 DOA Report included an estimated 2018-19 fiscal year deposit into the Budget Stabilization Fund, reflecting revenue estimates for the 2018-19 fiscal year being higher than estimated in 2017 Wisconsin Act 59. A transfer is not included in the January 2019 LFB Report due to (i) lower General Fund tax collection projections and (ii) provisions of 2017 Wisconsin Act 368, which excludes increased sales tax collections under the Wayfair decision (remote sales tax).

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

January 2019 LFB Report – General Fund Tax Collections

The January 2019 LFB Report also includes estimates of General Fund tax collections for the 2018-19 fiscal year, which are $16.674 billion, or an increase of $530 million (or 3.3%) from collections in the 2017-18 fiscal year, and a decrease of $142 million from the November 2018 DOA Report.

The second table on the following page provides a summary of estimated General Fund tax collection for the 2018-19 fiscal year, and for comparison purposes, actual 2017-18 fiscal year collections as reported in the Annual Fiscal Report, the estimated collections upon which 2017 Wisconsin Act 59 was enacted, and the estimated collections provided in the November 2018 DOA Report.

A complete copy of the January 2019 LFB Report is included at the end of this Appendix A. In addition, 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.

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

	FY 18 Annual Fiscal Report	FY19 2017 Wisconsin Act 59	FY19 November 2018 DOA Report	FY19 January 2019 LFB Report
Revenues				
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	16,816.0	16,673.9
Department Revenues				
Tribal Gaming	27.7	26.1	26.2	26.1
Other	528.7	443.2	456.2	473.7
Total Available	$17,331.6	$ 17,674.8	$17,886.9	$17,762.2
Appropriations				
Gross Appropriations	$17,138.8	$ 17,690.1	$17,706.6	$17,829.8
Current Session Bills	0	10.2	0	0
Transfers	73.3	41.6	124.2	41.6
Sum Sufficient Reestimates	0	0	(16.8)	(146.3)
Biennial Appropriation Adjustment	0	0	0	(1.1)
Compensation Reserves	0.3	52.1	52.1	52.1
Less: Lapses	(469.3)	(441.8)	(601.7)	(705.4)
Net Appropriations	$16,743.1	$ 17,352.1	$17,264.3	$17,070.7
Balances				
Gross Balance	$ 588.5	$ 322.7	$ 622.6	$ 691.5
Less: Req. Statutory Balance	n/a	(75.0)	(75.0)	(75.0)
Net Balance, June 30	$ 588.5	$ 247.7	$ 547.6	$ 616.5

ESTIMATED GENERAL FUND TAX
REVENUE COLLECTIONS
2018-19 FISCAL YEAR
(in Millions)

	FY18 Annual Fiscal Report	FY19 2017 Wisconsin Act 59	FY19 November 2018 DOA Report	FY19 January 2019 LFB Report
Individual Income	$ 8,479.2	$ 8,720.0	$ 8,817.8	$ 8,640.0
Sales and Use	5,448.1	5,593.1	5,704.2	5,715.0
Corp. Inc. & Franch.	893.9	962.4	973.6	990.0
Public Utility	365.3	378.2	356.4	368.0
Excise				
Cigarettes	538.9	560.4	531.8	532.0
Tobacco Products	80.2	88.0	82.6	86.0
Liquor & Wine	52.0	53.0	54.3	54.0
Beer	8.9	8.8	8.9	8.9
Insurance Company	186.3	197.0	191.0	189.0
Miscellaneous Taxes	91.4	90.0	95.4	91.0
TOTAL	$16,144.2	$16,650.9	$16,816.0	$16,673.9

State Budget; Budget for the 2019-21 Biennium (Part II; Page 38)

January 2019 LFB Report– General Fund Tax Collections

The January 2019 LFB Report also includes estimates of the General Fund tax collections for the 2019-20 and 2020-21 fiscal years. For the 2019-20 fiscal year, the January 2019 LFB Report anticipates General Fund tax collections of $17.367 billion, or an increase of $693 million (or 4.2%) from the 2018-19 fiscal year projections. The January 2019 LFB Report also anticipates General Fund tax collections of $17.760 billion in the 2020-21 fiscal year, an increase of $393 million (or 2.3%) from the 2019-20 fiscal year projections.

The following table provides a summary of estimated General Fund tax collections for the 2019-20 and 2020-21 fiscal years. For comparison purposes the following table also provides the estimated collections from the 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 January 2019	DOA November 2018	LFB January 2019
Individual Income	$ 9,184.5	$ 9,020.0	$ 9,579.0	$ 9,330.0
Sales and Use	5,913.4	5,955.0	5,922.0	6,000.0
Corp. Income & Franchise	974.9	1,050.0	1,000.6	1,075.0
Public Utility	364.4	369.0	363.2	371.0
Excise				
Cigarettes	533.1	527.0	531.7	523.0
Tobacco Products	85.3	90.0	87.7	94.0
Liquor & Wine	53.3	55.0	54.4	56.0
Beer	8.9	8.9	8.9	8.9
Insurance Company	195.7	195.0	205.1	200.0
Miscellaneous Taxes	98.6	97.0	102.0	102.0
TOTAL	$17,412.1	$17,366.9	$17,854.6	$17,759.9

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 has been introduced in both houses of the Legislature and has been further referred to the Joint Committee on Finance for review. Both detailed and summary information about the Governor's executive budget for the 2019-21 biennium can be obtained from the following website:

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

In addition, the LFB is expected to complete an initial review of the Governor's executive budget for the 2019-21 biennium, and when available such summary can be obtained from its website.

The websites 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.

The following table includes the estimated General Fund condition statement for the 2019-20 and 2020-21 fiscal years, as detailed in the Governor's executive budget for the 2019-21 biennium.

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

	2019-20 Fiscal Year Estimated	2020-21 Fiscal Year Estimated
Revenues		
Opening Balance	$ 691.5	$ 937.9
Taxes	17,794.3	18,115.5
Department Revenues		
Tribal Gaming	27.4	28.3
Other	497.6	521.5
Total Available	$19,010.8	$19,603.2
Appropriations		
Gross Appropriations	$18,453.5	$19,821.2
Compensation Reserves	24.9	94.4
Transfers	10.0	0
Less: Lapses	(415.5)	(417.6)
Net Appropriations	$18,072.9	$19,497.9
Balances		
Gross Balance	$ 937.9	$ 105.3
Less: Req. Statutory Balance	(80.0)	(85.0)
Net Balance, June 30	$ 857.9	$ 20.3

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 through January 31, 2019 for the 2018-19 fiscal year, which are presented on either a cash basis or an agency-recorded basis. The following tables also include projections and estimates for the remainder of the 2018-19 fiscal year, reflecting the budget bill for the 2017-19 biennium (2017 Wisconsin Act 59) and the estimated General Fund tax revenues in the LFB report dated January 17, 2018 **(January 2018 LFB Report)**, the LFB paper dated June 18, 2018 **(June 2018 LFB Paper)**, the November 2018 DOA Report, and the January 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 table.

ACTUAL GENERAL FUND CASH FLOW; JULY 1, 2018 TO JANUARY 31, 2019[(a) (b)]
PROJECTED GENERAL FUND CASH FLOW; FEBRUARY 1, 2019 TO JUNE 30, 2019[(a) (b)]
(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
BALANCES[(a)(b)]												
Beginning Balance	$ 1,526,729	$ 750,443	$ 1,070,418	$ 1,854,217	$ 2,932,693	$ 2,669,847	$ 2,047,954	$ 3,273,059	$ 3,145,811	$ 1,514,417	$ 2,052,419	$ 2,361,408
Ending Balance[(c)]	750,443	1,070,418	1,854,217	2,932,693	2,669,847	2,047,954	3,273,059	3,145,811	1,514,417	2,052,419	2,361,408	1,801,620
Lowest Daily Balance[(c)]	464,426	291,854	1,025,879	1,816,162	2,356,951	1,226,265	1,937,847	2,776,517	1,514,417	1,397,226	1,729,284	1,273,466
RECEIPTS												
TAX RECEIPTS												
Individual Income	$ 946,437	$ 623,662	$ 764,292	$ 965,392	$ 657,839	$ 738,171	$ 1,158,823	$ 691,925	$ 608,788	$ 1,549,564	$ 684,753	$ 697,143
Sales & Use	563,067	535,268	530,238	545,064	513,684	482,228	575,691	441,787	422,721	495,298	490,660	548,359
Corporate Income	48,355	29,882	227,431	38,563	24,704	202,951	55,580	37,563	117,802	158,046	47,636	207,934
Public Utility	23	21	112	30,449	189,081	54	61	38	18	5,195	193,470	62
Excise	64,654	62,967	65,157	52,872	58,249	55,517	52,901	48,372	51,673	53,409	53,865	64,458
Insurance	210	3,979	40,143	366	2,457	41,536	2,701	16,514	17,278	41,344	5,289	40,127
Subtotal Tax Receipts	$ 1,622,746	$ 1,255,779	$ 1,627,373	$ 1,632,706	$ 1,446,014	$ 1,520,457	$ 1,845,757	$ 1,236,199	$ 1,218,280	$ 2,302,856	$ 1,475,673	$ 1,558,083
NON-TAX RECEIPTS												
Federal	$ 889,356	$ 938,015	$ 1,063,793	$ 788,053	$ 831,957	$ 705,921	$ 864,250	$ 952,829	$ 873,254	$ 601,821	$ 788,454	$ 741,476
Other & Transfers	496,251	349,670	700,462	602,067	324,345	341,322	606,172	739,992	418,734	532,561	438,226	582,228
Note Proceeds	-	-	-	-	-	-	-	-	-	-	-	-
Subtotal Non-Tax Receipts	$ 1,385,607	$ 1,287,685	$ 1,764,255	$ 1,390,120	$ 1,156,302	$ 1,047,243	$ 1,470,422	$ 1,692,821	$ 1,291,988	$ 1,134,382	$ 1,226,680	$ 1,323,704
TOTAL RECEIPTS	$ 3,008,353	$ 2,543,464	$ 3,391,628	$ 3,022,826	$ 2,602,316	$ 2,567,700	$ 3,316,179	$ 2,929,020	$ 2,510,268	$ 3,437,238	$ 2,702,353	$ 2,881,787
DISBURSEMENTS												
Local Aids	$ 1,535,819	$ 131,890	$ 867,332	$ 94,199	$ 891,443	$ 1,272,529	$ 176,239	$ 633,598	$ 1,806,256	$ 98,935	$ 216,475	$ 1,987,409
Income Maintenance	1,035,825	809,475	790,309	734,697	818,952	899,604	805,039	888,751	842,419	893,299	879,725	357,528
Payroll and Related	363,142	525,119	333,522	421,793	552,874	260,324	551,110	438,910	456,598	437,069	545,162	414,618
Tax Refunds	122,592	115,625	79,356	127,622	140,395	204,581	116,582	552,498	541,484	498,854	179,658	143,478
Debt Service	175,927	-	-	136,268	999	-	-	4,529	-	528,212	80,657	-
Miscellaneous	551,334	641,380	537,310	429,771	460,499	552,555	442,104	537,982	494,906	442,867	491,687	538,543
TOTAL DISBURSEMENTS	$ 3,784,639	$ 2,223,489	$ 2,607,829	$ 1,944,350	$ 2,865,162	$ 3,189,593	$ 2,091,074	$ 3,056,268	$ 4,141,663	$ 2,899,236	$ 2,393,364	$ 3,441,576

(a) The results, projections, or estimates in this table reflect the enacted budget for the 2017-19 biennium (2017 Wisconsin Act 59) along with agency reestimates, and the estimated General Fund tax revenues included in the January 2018 LFB Report, the June 2018 LFB Paper, the November 2018 DOA Report, and the January 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 ranged from $1.1 billion to $1.8 billion during the 2016-17 and 2017-18 fiscal years, and are anticipated to range from $1.1 billion to $1.8 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, based on the January 2019 LFB Report, in the 2018-19 fiscal year are approximately $1.605 billion and $531 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 [(a) (b)]
ACTUAL FISCAL YEARS 2014-15 TO 2017-18
ACTUAL AND PROJECTED FISCAL YEAR 2018-19

	Actual 2014-15 Fiscal Year	Actual 2015-16 Fiscal Year	Actual 2016-17 Fiscal Year	Actual 2017-18 Fiscal Year	Actual 7/1/2018 - 1/31/2019 Estimated 2/1/2019 - 6/30/2019
RECEIPTS					
Tax Receipts					
Individual Income	$ 8,834,854	$ 9,058,349	$ 9,487,657	$ 9,837,742	$ 10,086,789
Sales	5,149,353	5,425,943	5,549,486	5,867,099	6,144,065
Corporate Income	1,167,126	1,173,106	1,151,868	1,070,879	1,196,447
Public Utility	373,082	404,820	415,784	416,406	418,584
Excise	705,796	710,742	708,762	689,653	684,094
Insurance	97,612	62,730	204,510	207,953	211,944
Total Tax Receipts	$ 16,327,823	$ 16,835,690	$ 17,518,067	$ 18,089,732	$ 18,741,923
Non-Tax Receipts					
Federal	$ 9,195,173	$ 9,375,674	$ 9,396,361	$ 9,214,957	$ 10,039,179
Other and Transfers	5,468,954	4,790,882	5,673,340	6,113,708	6,132,030
Total Non-Tax Receipts	$ 14,664,127	$ 14,166,556	$ 15,069,701	$ 15,328,665	$ 16,171,209
TOTAL RECEIPTS	$ 30,991,950	$ 31,002,246	$ 32,587,768	$ 33,418,397	$ 34,913,132
DISBURSEMENTS					
Local Aids	$ 8,796,013	$ 8,575,297	$ 9,223,782	$ 9,202,809	$ 9,712,124
Income Maintenance	8,319,192	8,848,420	9,186,111	9,370,303	9,755,623
Payroll & Related	5,035,483	5,126,869	5,000,390	5,174,225	5,300,239
Tax Refunds	2,562,911	2,508,923	2,550,017	2,703,269	2,822,725
Debt Service	899,619	952,280	891,234	908,172	926,592
Miscellaneous	5,508,775	5,300,700	5,427,066	5,902,369	6,120,938
TOTAL DISBURSEMENTS	$ 31,121,993	$ 31,312,489	$ 32,278,600	$ 33,261,147	$ 34,638,241
NET CASH FLOW	$ (130,043)	$ (310,243)	$ 309,168	$ 157,250	$ 274,891

(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 2018-19 fiscal year reflect the enacted budget for the 2017-19 biennium (2017 Wisconsin Act 59) and the estimated General Fund tax revenues included in the January 2018 LFB Report, the June 2018 LFB Paper, the November 2018 DOA Report, and the January 2019 LFB Report.

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 [(a)]
(Cash Basis)
As of January 31, 2019
(a) **(Amounts in Thousands)**

	2017-18 Fiscal Year through January 31, 2018	2018-19 Fiscal Year through January 31, 2019				
	Actual	Actual	Estimate[(b)]	Variance	Adjusted Variance[(c)]	Difference FY18 Actual to FY19 Actual
RECEIPTS						
Tax Receipts						
Individual Income	$ 5,639,138	$ 5,854,616	$ 5,927,223	$ (72,607)	$ (72,607)	$ 215,478
Sales	3,589,364	3,745,240	3,700,124	45,116	45,116	155,876
Corporate Income	544,509	627,466	580,563	46,903	46,903	82,957
Public Utility	217,240	219,801	221,512	(1,711)	(1,711)	2,561
Excise	418,462	412,317	419,132	(6,815)	(6,815)	(6,145)
Insurance	90,890	91,392	91,420	(28)	(28)	502
Total Tax Receipts	$ 10,499,603	$ 10,950,832	$ 10,939,974	$ 10,858	$ 10,858	$ 451,229
Non-Tax Receipts						
Federal	$ 5,500,680	$ 6,081,345	$ 5,610,347	$ 470,998	$ 470,998	$ 580,665
Other and Transfers	3,480,038	3,420,289	3,632,437	(212,148)	(212,148)	(59,749)
Total Non-Tax Receipts	$ 8,980,718	$ 9,501,634	$ 9,242,784	$ 258,850	$ 258,850	$ 520,916
TOTAL RECEIPTS	$ 19,480,321	$ 20,452,466	$ 20,182,758	$ 269,708	$ 269,708	$ 972,145
DISBURSEMENTS						
Local Aids	$ 4,750,473	$ 4,969,451	$ 5,052,125	$ 82,674	$ 82,674	$ 218,978
Income Maintenance	5,656,724	5,893,901	6,511,867	617,966	617,966	237,177
Payroll & Related	2,891,493	3,007,884	2,932,736	(75,148)	(75,148)	116,391
Tax Refunds	784,482	906,753	793,193	(113,560)	(113,560)	122,271
Debt Service	331,839	313,194	347,592	34,398	34,398	(18,645)
Miscellaneous	3,489,570	3,614,953	3,569,636	(45,317)	(45,317)	125,383
TOTAL DISBURSEMENTS	$ 17,904,581	$ 18,706,136	$ 19,207,149	$ 501,013	$ 501,013	$ 801,555
2018-19 FISCAL YEAR VARIANCE YEAR-TO-DATE				$ 770,721	$ 770,721	

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 2018-19 fiscal year reflect the enacted budget for the 2017-19 biennium (2017 Wisconsin Act 59), the January 2018 LFB Report, the June 2018 LFB Paper, the November 2018 DOA Report, and the January 2019 LFB Report.

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

Source: Wisconsin Department of Administration.

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

GENERAL FUND MONTHLY CASH POSITION [a]
July 1, 2016 through January 31, 2019 – Actual
February 1, 2019 through June 30, 2019 – Estimated[b]
(Amounts in Thousands)

2016	July	$ 1,060,311 [d]	$ 2,365,368	$ 3,571,989
	August	(146,310) [d]	2,845,854	1,880,719
	September	818,825	3,071,017	2,764,312
	October	1,125,530	2,530,074	1,751,982
	November	1,903,622	2,421,948	2,592,643
	December	1,732,927	2,589,461	3,045,467
2017	January	1,276,921	2,942,209	1,808,524
	February	2,410,606	2,721,016	2,857,261
	March	2,274,361	2,688,376	3,934,216
	April	1,028,521	2,832,722	2,591,412
	May	1,269,831	2,581,512	2,004,233
	June	1,847,110	2,998,211	3,475,842
	July	1,369,479	2,817,598	3,503,499
	August	683,578 [d]	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	2,929,020	3,056,268
	March	3,145,811	2,510,268	4,141,663
	April	1,514,417	3,437,238	2,899,236
	May	2,052,419	2,702,353	2,393,364
	June	2,361,408	2,881,787	3,441,576

(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 2018-19 fiscal year reflect the enacted budget for the 2017-19 biennium (2017 Wisconsin Act 59) and the estimated General Fund tax revenues included in the January 2018 LFB Report, the June 2018 LFB Paper, the November 2018 DOA Report and the January 2019 LFB Report.

(c) Operating notes were not issued for the 2016-17 or the 2017-18 fiscal years and are not anticipated for the 2018-19 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 $1.605 billion in the 2018-19 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 $534 million in the 2018-19 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 [(a)] [(b)]
July 31, 2016 to January 31, 2019 — Actual
February 28, 2019 to June 30, 2019 — Projected [(c)]

(Amounts in Millions)

The following two tables show, on a monthly basis, the cash balances available for temporary reallocation. The first table does not include balances in the Local Government Investment Pool (**LGIP**) and the second table does include such balances. Though the LGIP is available for temporary reallocation, funds in the LGIP are deposited and withdrawn by local units of government, and thus are outside the control of the State. The monthly average daily balances in the LGIP for the past five years have ranged from a low of $2.19 billion during November 2014 to a high of $4.152 billion during February 2019. The Secretary of Administration may not exercise the authority to use temporary reallocation if doing so would jeopardize the cash flow of any fund or account from which a temporary reallocation would be made.

Available Balances; Does Not Include Balances in the LGIP

Month (Last Day)	2016	2017	2018	2019
January		$1,442	$1,548	$1,622
February		1,305	1,620	1,620
March		1,356	1,633	1,633
April		1,302	1,681	1,681
May		1,361	1,403	1,403
June.................		1,289	1,507	1,507
July	$1,597	1,388	1,383	
August	1,481	1,464	1,429	
September.........	1,622	1,625	1,524	
October	1,420	1,532	1,304	
November	1,390	1,444	1,448	
December	1,683	1,592	1,667	

Available Balances; Includes Balances in the LGIP

Month (Last Day)	2016	2017	2018	2019
January............		$5,115	$5,205	$5,641
February..........		5,050	5,457	5,457
March..............		5,289	5,699	5,699
April................		4,901	5,462	5,462
May.................		4,600	4,906	4,906
June.................		4,461	5,028	5,028
July	$5,803	5,461	5,781	
August.............	4,750	4,762	5,058	
September.........	4,663	4,865	4,670	
October	4,292	4,624	4,103	
November	4,120	4,256	4,527	
December	4,902	4,761	4,761	

(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 2018-19 fiscal year reflect the enacted budget for the 2017-19 biennium (2017 Wisconsin Act 59), the estimated General Fund tax revenues included in the January 2018 LFB Report, the June 2018 LFB Paper, the November 2018 DOA Report, and the January 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[(a)]
(Agency-Recorded Basis)
July 1, 2018 to January 31, 2019 Compared With Previous Year

	Annual Fiscal Report Revenues 2017-18 Fiscal Year[(b)]	Projected Revenues 2018-19 Fiscal Year[(c)]	Recorded Revenues July 1, 2017 to January 31, 2018[(d)]	Recorded Revenues July 1, 2018 to January 31, 2019[(e)]
Individual Income Tax	$ 8,479,150,000	$ 8,719,966,000	$ 4,934,593,799	$ 4,965,536,087
General Sales and Use Tax	5,448,118,000	5,593,136,900	2,805,049,063	2,921,068,936
Corporate Franchise and Income Tax	893,892,000	961,795,000	368,139,243	457,491,195
Public Utility Taxes	365,343,000	378,200,000	186,998,752	194,486,828
Excise Taxes	679,979,000	710,200,000	353,937,739	350,937,976
Inheritance Taxes	(33,000)	-	-3,102	3,435
Insurance Company Taxes	186,273,000	197,000,000	90,889,820	91,081,943
Miscellaneous Taxes	91,445,000	90,000,000	171,674,544	134,468,029
SUBTOTAL.........................	$ 16,144,167,000	$ 16,650,297,900	$ 8,911,279,859	$ 9,115,074,428
Federal and Other Inter-Governmental Revenues[(f)]	10,121,722,000	11,001,150,100	5,683,713,541	6,433,292,779
Dedicated and Other Revenues[(g)]	6,584,552,000	7,122,266,500	3,875,743,738	3,873,403,803
TOTAL............................	$ 32,850,441,000	$ 34,773,714,500	$ 18,470,737,138	$ 19,421,771,010

(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, or the January 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. 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. 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[(a)]
(Agency-Recorded Basis)
July 1, 2018 to January 31, 2019 Compared With Previous Year

	Annual Fiscal Report Expenditures 2017-18 Fiscal Year[(b)]	Appropriations 2018-19 Fiscal Year[(c)]	Recorded Expenditures July 1, 2017 to January 31, 2018 [(d)]	Recorded Expenditures July 1, 2018 to January 31, 2019 [(e)]
Commerce	$ 204,677,000	$ 216,013,900	$ 95,500,035	$ 116,397,773
Education	13,568,444,000	14,045,685,600	6,607,829,765	6,669,457,014
Environmental Resources	333,501,000	329,414,100	108,449,800	80,846,864
Human Relations & Resources	14,770,671,000	14,955,387,100	8,315,124,490	9,079,229,315
General Executive	1,002,844,000	1,278,283,400	632,425,361	672,642,835
Judicial	140,080,000	144,334,000	84,466,469	92,193,838
Legislative	68,767,000	76,530,300	35,886,362	36,883,962
General Appropriations	2,596,485,000	2,775,383,400	2,110,416,954	2,241,185,299
TOTAL	$ 32,685,469,000	$ 33,821,031,800	$ 17,990,099,236	$ 18,988,836,901

(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, or the January 2019 LFB Report.
(d) The amounts shown are 2017-18 fiscal year expenditures as recorded by State agencies.
(e) The amounts shown are 2018-19 fiscal year expenditures as recorded by State agencies.

Source: Wisconsin Department of Administration.

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

Table II-40
UNEMPLOYMENT RATE COMPARISON [a][b]
2013 To 2018

	2018		2017		2016		2015		2014		2013	
	Wis.	U.S.	Wis.	U.S.	Wis.	U.S.	Wis.	U.S.	Wis.	U.S.	Wis.	U.S.
January	3.4	4.5	4.2	5.1	4.7	5.3	5.5	6.1	6.5	7.0	7.8	8.5
February	3.8	4.4	4.4	4.9	5.0	5.2	5.7	5.8	6.9	7.0	7.9	8.1
March	3.6	4.1	3.9	4.6	4.8	5.1	5.3	5.6	6.6	6.8	7.5	7.6
April	3.0	3.7	3.2	4.1	4.2	4.7	4.6	5.1	5.5	5.9	7.1	7.1
May	2.7	3.6	3.0	4.1	3.7	4.5	4.5	5.3	5.3	6.1	6.5	7.3
June	3.5	4.2	3.6	4.5	4.4	5.1	4.9	5.5	5.7	6.3	7.1	7.8
July	3.2	4.1	3.4	4.6	4.0	5.1	4.5	5.6	5.4	6.5	6.7	7.7
August	2.9	3.9	3.3	4.5	3.8	5.0	4.1	5.2	5.1	6.3	6.4	7.3
Septembe	2.4	3.6	2.7	4.1	3.4	4.8	3.7	4.9	4.4	5.7	5.9	7.0
October	2.4	3.5	2.5	3.9	3.3	4.7	3.7	4.8	4.3	5.5	5.9	7.0
Novembe	2.5	3.5	2.6	3.9	3.3	4.4	4.0	4.8	4.5	5.5	5.9	6.6
Decembe	2.8	3.7	2.7	3.9	3.4	4.5	4.0	4.8	4.5	5.4	6.0	6.5
Annual Average	3.0	3.9	3.3	4.4	4.0	4.9	4.6	5.3	5.4	6.2	6.7	7.4

[a] Figures show the percentage of labor force that is unemployed and are *not seasonally adjusted*.

[b] Historical information has been adjusted due to benchmarking through the Local Area Unemployment Statistics (LAUS).

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

Legislative Fiscal Bureau

Robert Wm. Lang, Director

One East Main, Suite 301 • Madison, WI 53703
Email: Fiscal.Bureau@legis.wisconsin.gov
Telephone: (608) 266-3847 • Fax: (608) 267-6873

State of Wisconsin

January 30, 2019

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

Dear Senator Darling and Representative Nygren:

Annually, this office prepares general fund revenue and expenditure projections for the Legislature.

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

Comparison with the Administration's November 20, 2018, Report

On November 20, 2018, the Departments of Administration and Revenue submitted a report to the Governor and Legislature that identified general fund revenue and expenditure projections for the 2018-19 fiscal year and the 2019-21 biennium. That report, required by statute, identifies the magnitude of state agency biennial budget requests and presents a projection of general fund tax collections.

Our analysis indicates that for the three-year period, aggregate general fund tax collections will be $282.0 million lower than those of the November 20 report (-$142.1 million in 2018-19, -$45.2 million in 2019-20, and -$94.7 million in 2020-21).

Based upon the November 20 report, the administration's general fund condition statement for 2018-19 reflects a gross ending balance of $622.5 million and a net balance (after consideration of the $75.0 million required statutory balance) of $547.5 million.

Our analysis indicates a gross balance of $691.5 million and a net balance of $616.5 million. This is $69.0 million above that of the November 20 report. The 2018-19 general fund condition statement is shown in Table 1.

TABLE 1

Estimated 2018-19 General Fund Condition Statement

	2018-19
Revenues	
Opening Balance, July 1	$588,472,000
Taxes	16,673,900,000
Departmental Revenues	
Tribal Gaming	26,139,600
Other	473,673,200
Total Available	$17,762,184,800
Appropriations, Transfers, and Revenues	
Gross Appropriations	$17,829,835,700
Sum Sufficient Reestimates	-146,290,600
Biennial Appropriation Adjustment	-1,100,000
Transfers to Transportation Fund	41,597,100
Compensation Reserves	52,081,600
Less Lapses	-705,416,300
Net Appropriations	$17,070,707,500
Balances	
Gross Balance	$691,477,300
Less Required Statutory Balance	-75,000,000
Net Balance, June 30	$616,477,300

The factors that cause the $69.0 million difference are as follows. First, based on economic forecasts and tax collections to date, our estimated tax collections for 2018-19 are $142.1 million lower than the projection of the November 20 report. The $142.1 million is offset by increased estimated departmental revenues (non-tax receipts deposited into the general fund) of $17.4 million and a reduction of net appropriations of $193.7 million. The additional general fund balance of $69.0 million for 2018-19 is displayed as follows (-$142.1 million + $17.4 million + $193.7 million = $69.0 million).

The net appropriation reduction of $193.7 million is primarily due to two items. First, the November 20 report estimates that $82.6 million will transfer from the general fund to the budget stabilization fund. We believe that this transfer will not occur. Second, our analysis projects that lapses to the general fund will be $103.7 million greater than those of the administration.

Pursuant to s. 16.518 of the statutes, if actual general fund tax collections in any year exceed amounts listed in the biennial budget act, one-half of the additional amount is transferred to the budget stabilization fund. Under the 2018-19 tax collections estimate of the November 20 report, the administration projects a transfer to the stabilization fund in that year of $82.6 million. There are two reasons why our analysis indicates that there will be no transfer to the stabilization in 2018-19. First, our tax estimate for 2018-19 is lower than the November 20 report, which reduces the amount of any potential transfer. Second, under 2017 Act 368 (enacted after publication of the November 20 report), any amounts attributable to increased sales tax collections under the *Wayfair* decision are to be excluded from the determination of transfer to the stabilization fund. When these two factors are considered, the 2018-19 tax estimate is below the amount estimated when the 2017-19 budget was enacted. Thus, no amounts are projected to be transferred.

Under our analysis, lapses to the general fund in 2018-19 will exceed those of the November 20 report by $103.7 million. The primary reasons for the additional lapse amount are as follows. First, the updated fund condition statement reflects an estimated GPR lapse from the Department of Health Services' medical assistance appropriations of $212.7 million, which is $63.7 million more than the lapse amount included in the administration's November 20 report. The current estimate is based on the Department of Health Services' MA quarterly status report to the Joint Committee on Finance from December, 2018. According to that report, MA GPR expenditures in the 2017-19 biennium are projected to be lower than the Act 59 budget by 3.5%.

Second, 2017 Act 370 (enacted subsequent to the November 20 report) directs that any unencumbered amount in the Fast Forward continuing appropriation of the Department of Workforce Development lapse to the general fund in 2018-19. It is estimated that $21.7 million will lapse under this provision.

General Fund Tax Revenues

The following sections present information related to general fund tax revenues for 2018-19 and the 2019-21 biennium. This includes a review of the U.S. economy in 2018, a summary of the national economic forecast for 2019 through 2021, and detailed general fund tax revenue estimates for the current fiscal year and the next biennium.

Review of the National Economy in 2018

This office prepared updated revenue estimates for the 2017-19 biennium in January, 2018, based on the January, 2018, IHS Markit forecast for the U.S. economy. The forecast predicted real gross domestic product (GDP) growth of 2.7% in 2018 and 2.6% in 2019. The main drivers of growth were expected to be consumer spending and business investment. On the other hand, IHS Markit expected the trade deficit to be a drag on economic growth, due to an appreciating U.S. dollar and rising incomes boosting demand for foreign goods.

The January, 2018, IHS Markit forecast was based on the following assumptions. First, the federal Tax Cut and Jobs Act of 2017 (TCJA) was projected to generate a modest boost to real GDP growth of approximately 0.1 percentage points in 2018 and 0.2 percentage points in 2019. Second, the Federal Reserve would increase the federal funds rates by 75 basis points to 2.25% by the end of 2018, and by 50 basis points to 2.75% by the end of 2019. Third, the Brent oil price was projected to decrease from $61 per barrel in the fourth quarter of 2017 to $55 per barrel by the fourth quarter of 2018. Fourth, the inflation-adjusted, trade-weighted value of the dollar for the broad index of U.S. trading partners would increase 1.5% throughout 2018 and reach a peak value in the first quarter of 2019, although still 1.3% below the 2016 average value. Finally, the real GDP of major-currency and other important U.S. trading partners would grow by 2.0% and 3.2%, respectively, in 2018.

The national economy grew slightly more than estimated. Real growth in U.S. GDP in 2018 is now estimated at 2.9%, which is 0.2 percentage points higher than previously estimated. Drivers of growth in 2018 included nonresidential fixed investment, which contributed 0.9 percentage points to real GDP growth, and consumer spending, which contributed 1.8 percentage points to GDP growth. Both grew by more than the January, 2018, forecast. National real GDP has now grown in 19 consecutive quarters, and in 35 of the 38 quarters since the 2008-2009 recession. If growth continues through July, 2019, the current economic expansion will have lasted ten years without an economic recession, which would be the longest period of economic expansion in U.S. history.

Consumer spending in 2018 grew by 4.8% (0.6 percentage points higher than previously estimated), supported by gains in personal income and the labor market. As forecast, nonfarm payroll employment grew by 1.6% and the unemployment rate for the year averaged 3.9%. Due to a strong employment market and growth in wages and salaries (4.4%), personal income grew as forecast by 4.4%. Consumer confidence remained high throughout the year as the University of Michigan's consumer sentiment index averaged 98.4, which is the highest measurement since 2000. Although predicted to decrease, overall light vehicle unit sales are now estimated to have remained flat. For the fourth straight year sales of trucks (7.2%) grew while sales of cars (-13.1%) declined. Light truck sales, including sport utility vehicles, vans, and pickup trucks, comprised 69% of total light vehicles sales.

Nonresidential fixed investment grew by 6.9% in 2018, comprised of growth in spending on equipment (7.3%), intellectual property products (7.3%), and structures (5.4%). Spending on equipment, including information processing equipment (9.3%) and transportation equipment (7.2%), was bolstered by immediate expensing provisions of the TCJA that provide additional tax incentives for investment. IHS Markit estimates that the TCJA will increase equipment spending by an average of 0.4 percentage points per year until the end of 2022 (when the expensing provisions begin to phase out, until they are scheduled to expire after 2026).

Business investment on structures spiked in the first half of 2018 (13.9% annualized growth in the first quarter and 14.5% in the second quarter) due to spending on mining and petroleum structures, which grew at an annual rate of 31.0% and 95.7% in the first and second quarters, respectively. IHS Markit had projected oil prices to decrease throughout 2018, however the opposite occurred. The average Brent spot price climbed from $61.57 per barrel in the fourth quarter of 2017 to $74.41 in the second quarter, before falling back to $67.54 in the fourth quarter (which was slightly higher than the previous year). The increase in oil prices led to heavy investment in energy-related drilling structures in the first half of 2018, which supported business investment.

The housing market was somewhat disappointing in 2018 compared to the growth that had been forecast. The nominal dollar value of overall residential construction (5.4%), including construction of single family homes (5.6%) and multi-family units (-0.2%), grew by less than anticipated. Overall, the market for single-family housing tightened, with the homeowner vacancy rate dropping to an 18-year low of 1.5%. The average prices for 1996-style houses increased 3.1% and new homes increased 0.8%. It is estimated that the number of sales of new homes and existing homes decreased by 0.6% and 3.5%, respectively. One factor slowing residential construction and sales may have been that homes were less affordable as interest rates increased throughout the year. The average 30-year fixed, conventional mortgage rates increased from 4.0% in 2017 to 4.5% in 2018. Further, several provisions of the TCJA reduced the tax preferences associated with home ownership, which may have impacted the market. These provisions include the $10,000 deductibility limit on state and local taxes, such as property taxes, the $750,000 limit on the mortgage amount for which interest payments may be deducted, and doubling the standard deduction, which erodes the value of itemizing deductions based on home ownership.

Trade policy diverged significantly than assumed in the baseline January, 2018, IHS Markit forecast. The Trump administration announced a series of tariffs and trade policies, including tariffs on solar panels, washing machines, steel, and aluminum imports from most countries, a 25% tariff on $50 billion of goods from China, a 10% tariff on another $200 billion of goods from China, and a renegotiation of the North American Free Trade Agreement. The 10% levy currently in place on $200 billion of Chinese imports was set to rise to 25% effective in January, 2019, but the Trump administration announced in December, 2018, that the step-up would be delayed until early March, 2019, in order to allow for trade talks. Large shifts in the timing of sales of affected products occurred throughout the year, as buyers sought to complete their purchases prior to tariffs coming into effect. This caused large swings in imports, exports, and inventories. For example, on an annualized basis, real net exports declined $103.7 billion in the third quarter following a second quarter surge of $89.4 billion (of which a significant portion was due to soybean buyers changing the timing of their purchases to avoid impending tariffs). Overall, the real trade-weighted value of the dollar appreciated 2.4% in 2018 as trade tensions escalated.

Monetary policy tightened as the Federal Reserve raised its target for the federal funds rate four times in 2018 to a range of 2.25–2.50% (which is 25 basis points more than forecast in January, 2018). Further, the Federal Reserve began to unwind its "quantitative easing" program of purchasing large quantities of treasuries and mortgage-backed securities in order to drive down the term premium for holding a longer-term bond compared to the yield on a shorter duration bond. In 2018, the Federal Reserve's new policy is to allow up to $50 billion worth of mortgage securities and treasuries it holds each month to mature without reinvesting the proceeds back into the marketplace. This is effectively the opposite of quantitative easing because bonds that mature enter the private market instead of being retained on the Federal Reserve's balance sheet. The new policy is expected to raise the yields demanded by buyers of longer-term bonds because additional bonds will be available for purchase in the marketplace. Thus the new policy has a similar effect to tightening interest rates.

In contrast to the relatively strong underlying economic indicators throughout 2018, financial conditions weakened by the end of the year. The stock market sharply declined in the fourth quarter, causing household holdings of corporate equities to decrease 16.8%, household financial assets to decrease 2.4% overall, and household real net worth to decrease by 1.9%. The University of Michigan's consumer sentiment index fell from 98.3 in December, 2018, to 90.7 in January, 2019, the lowest monthly reading in more than two years. Various factors may also be affecting markets, including a slowdown in global growth, ongoing uncertainty about trade policy, and the partial federal government shutdown.

National Economic Forecast

Under the January, 2019, forecast, IHS Markit predicts real GDP growth of 2.5% in 2019, 2.0% in 2020, and 1.5% in 2021. The recent declines in equity values, wider corporate risk spreads, and the general strengthening of the dollar on a broad, trade-weighted basis have translated into less favorable financial conditions for growth in 2019. However, a recession is not part of the baseline forecast. Consumer spending and nonresidential fixed investment are expected to continue driving growth, although at a slower pace than in 2018.

The 2019 forecast is based on the following key assumptions. First, the forecast assumes that the 2018 tariffs will be maintained in 2019 and 2020 at the current levels on solar panels, washing machines, steel, aluminum, and on Chinese goods. That is, it is assumed that the 10% tariff on $200 billion of Chinese imports will not increase to 25% in March, 2019. Second, the Federal Reserve will raise the target range for the federal funds rate by 25 basis points in both May and October, 2019, and in June 2020, bringing the upper end of the range to 3.25%. Third, global growth slows as the real, broad, trade-weighted growth of foreign GDP slows from 3.1% in 2017 to 2.7% in 2018, then averages 2.4% through 2022. Fourth, the price of Brent crude oil is projected to fall from $71 per barrel in 2018 to $65 in 2019, before rising to $73 in 2022. Fifth, the impact of the federal government shutdown is not reflected in this forecast, which was developed assuming a shutdown would be avoided or brief in duration. Due to government services not being produced by furloughed employees, IHS Markit estimates that each week of the shutdown would have a negative impact on real GDP of $3.5 billion, as measured by the estimated real compensation of furloughed employees.

The 2019 forecast is summarized in Table 2, which reflects IHS Markit's January, 2019, baseline outlook. Selected baseline projections are presented in more detail below, with alternative optimistic and pessimistic scenarios discussed thereafter.

TABLE 2

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

	2018	2019	2020	2021
Nominal Gross Domestic Product	$20,502.9	$21,476.7	$22,430.7	$23,341.5
Percent Change	5.2%	4.7%	4.4%	4.1%
Real Gross Domestic Product	$18,574.1	$19,034.9	$19,410.2	$19,699.3
Percent Change	2.9%	2.5%	2.0%	1.5%
Consumer Prices (Percent Change)	2.4%	2.0%	2.5%	2.5%
Personal Income	$17,564.9	$18,341.2	$19,174.7	$19,988.2
Percent Change	4.4%	4.4%	4.5%	4.2%
Nominal Personal Consumption Expenditures	$13,956.4	$14,569.8	$15,230.3	$15,870.5
Percent Change	4.8%	4.4%	4.5%	4.2%
Economic Profits	$2,266.8	$2,374.2	$2,424.3	$2,481.0
Percent Change	8.0%	4.7%	2.1%	2.3%
Unemployment Rate	3.9%	3.6%	3.7%	3.9%
Total Nonfarm Payrolls (Millions)	149.0	151.0	152.5	153.3
Percent Change	1.6%	1.4%	1.0%	0.5%
Light Vehicle Sales (Millions of Units)	17.15	16.77	16.60	16.48
Percent Change	0.0%	-2.2%	-1.0%	-0.8%
Sales of New and Existing Homes (Millions of Units)	5.952	6.030	6.437	6.494
Percent Change	-3.2%	1.3%	6.8%	0.9%
Housing Starts (Millions of Units)	1.262	1.275	1.380	1.430
Percent Change	4.4%	1.1%	8.2%	3.6%

Business Investment. IHS Markit forecasts that growth in nominal, non-inflation adjusted, nonresidential fixed investment peaked in 2018 at 8.2% and will continue to grow by 5.7% in 2019, 4.5% in 2020, and 4.1% in 2021, albeit at a slower pace than the previous two years. The financial stress from the fourth quarter of 2018 and the elevated trade-policy uncertainty are expected to weigh on business expansion plans in the short term. Growth in nominal investment in nonresidential structures is expected to decline from 9.0% in 2018 to 5.9% in 2019, and show relatively stable growth of 5.7% in 2020 and 5.9% in 2021, mostly because recent declines in domestic oil prices are expected to reduce nominal investment in petroleum and mining structures from a peak of 32.1%

growth in 2018 to 5.2% in 2019, 1.4% in 2020, and 4.1% in 2021. Growth in nominal investment in equipment is expected to slow from 7.4% in 2018 to 4.5% in 2019, 3.4% in 2020, and 3.0% in 2021 for similar reasons. Likewise, nominal investment in intellectual property products is expected to slow from 8.5% growth in 2018 to 7.1% in 2019, 5.1% in 2020, and 4.5% in 2021.

Corporate Profits. Corporate before-tax book profits grew 0.3% in 2018. IHS Markit forecasts growth of 5.3% in 2019, 3.6% in 2020, and 3.1% in 2021. Economic profits, which are adjusted for inventory valuation and capital consumption at current cost (and thus are not affected by federal tax laws), increased by 8.0% in 2018 and are forecast to increase by 4.7% in 2019, 2.1% in 2020, and by 2.3% in 2021.

The forecast reflects that the TCJA reduced the federal statutory corporate tax rate from 35% to 21%, extended bonus depreciation by five years (followed by a three-year phase-out period), and provided additional tax deductions for certain pass-through business income. The 2019 forecast assumes that the effective federal corporate tax rate for all industries dropped from 13.4% in 2017 to 7.3% in 2018, before rising to 10.5% in 2019, 10.6% in 2020, and 10.8% in 2021.

Personal Income. Personal income is forecast to grow by 4.4% in 2019, 4.5% in 2020, and 4.2% in 2021, supported by strong employment levels, greater hours worked, and wage and salary gains (4.2% in 2019, 4.6% in 2020, and 4.4% in 2021). Household real net worth is expected to rebound (5.9%) in 2019 as household holdings of corporate equities recover (20.5%) from their sharp fall in the fourth quarter of 2018. IHS Markit estimates that real disposable income growth will slow from 2.8% in 2018 to 2.7% in 2019, 2.3% in 2020, and 1.9% in 2021 as job growth slows and the fiscal stimulus of the tax cuts under the TCJA fade. Because projected income growth is in line with projected consumption expenditures, the personal savings rate is expected to hold steady at 6.5% in 2019 and 2020 and slightly decrease to 6.4% in 2021.

Personal Consumption. Despite recent turmoil in financial markets, IHS Markit estimates that nominal personal consumption expenditures (PCE) will grow 4.4% in 2019, 4.5% in 2020, and 4.2% in 2021, supported by growth in wages and salaries and disposable income. Sales of consumer items generally subject to the state sales tax (such as most durable goods, clothing, restaurant meals and accommodations, and certain services) grew by an estimated 4.8% in 2018 and are forecast to grow by 4.3% in 2019, 4.1% in 2020, and 3.3% in 2021. After growing by 12.7% in 2018, spending on gasoline and other energy goods is expected to decline by 1.2% in 2019 as oil prices fall in the near term and rebound by 6.0% in 2020 and 3.9% in 2021. Purchases of light vehicles are expected to decline 2.2% in 2019, 1.0% in 2020, and 0.8% in 2021, with sales of cars (-6.9% in 2019, -1.6% in 2020, and -0.5% in 2021) falling at a faster rate through 2020 than sales of light trucks (-0.1% in 2019, -0.8% in 2020, and -0.9% in 2021).

Consumer Prices. The consumer price index (CPI) increased by 2.4% in 2018, which was higher than predicted. Wage increases from a tight labor market and higher oil prices than previously estimated contributed to increased prices. IHS Markit expects the CPI to grow by 2.0% in 2019 and by 2.5% in 2020 and 2021. Continued tightness in the labor market is expected to lead to more wage gains, providing upward pressure on prices. However, lower oil prices in 2019 are expected to trim near-term inflation. Although tariffs are expected to increase the price of imports, strong dollar appreciation is expected to offset the effect on import prices as the inflation-adjusted, trade-weighted value of the dollar for the broad index of U.S. trading partners is forecast to gain 9.2% in 2019 and decrease 2.0% in 2020 and 1.0% in 2021.

Monetary Policy. Because of the tight labor market, inflation near two percent, and strong consumer demand, IHS Markit anticipates that the Federal Reserve will raise the target range for the federal funds rate two times in 2019 by 0.25 percentage points each, once more in 2020, and remain flat in 2021. This would bring the upper end of the target range to 3.25%. Further, it is expected that the Federal Reserve will continue to unwind its balance sheet by allowing its holdings of treasuries and mortgage-backed securities to mature each month without reinvesting the proceeds. As explained above, this is expected to drive up the term premium for longer-term bonds. As interest rates rise, it is estimated that the average commitment rate for a 30-year, conventional, fixed mortgage will increase from an average of 4.5% in 2018 to 4.8% in 2019, 5.0% in 2020, and 5.1% in 2021. The average annual yield on the 10-year U.S. treasury note is expected to increase from an estimated 2.91% in 2018 to 3.02% in 2019, 3.26% in 2020, and 3.41% in 2021.

Housing. Average housing prices now exceed their pre-recession peaks. However, sales of new and existing homes have not come close to their previous highs (8.4 million sales in 2005 compared to only 6.0 million in 2018). For example, according to the Wisconsin Realtors Association, the median value Wisconsin home price in December grew 5.3% year-over-year, whereas the total number of sales in 2018 fell 2.4% compared to 2017.

IHS Markit forecasts slow growth in total housing starts (1.1%) and sales of existing homes (0.7%) in 2019, leading to further price increases for a 1996-style home (2.7%). This is expected in part due to increased mortgage costs and U.S. Census data suggesting slower growth in household formation (from 1.5 million in 2018 to 1.3 million in 2019). On the other hand, IHS Markit estimates that growth of sales of new homes (6.4%) will rebound and that the average price of new homes will remain unchanged from last year. IHS Markit forecasts that growth in 2020 will pick up as the housing market adapts to higher interest rates and reduced tax benefits under the TCJA. The average price of a 1996-style home is expected to increase by 3.1% in 2020 and by 3.0% in 2021. Growth in sales of new and existing homes is expected to increase by 6.8% in 2020 and 0.9% in 2021, while new housing starts are expected to increase by 8.2% in 2020 and 3.6% in 2021.

International Trade. As the trade deficit increases due to an appreciating dollar and uncertain trade policy, net exports are expected to continue to detract from GDP growth (-0.41 percentage points in 2019, -0.20 percentage points in 2020, and -0.22 percentage points in 2021). Continued trade friction between the United States and China has raised uncertainty regarding demand for U.S. exports, cost pressures, and global supply chains. Nonetheless, although growth in foreign markets is forecast to slow, foreign demand is expected to remain supportive of growth in U.S. exports. As a result, real exports of goods and services are forecast to grow 4.1% in 2019, 5.6% in 2020, and 3.2% in 2021. However, real imports of goods and services are expected to grow by even more than exports (6.0% in 2019, 5.8% in 2020, and 4.0% in 2021), contributing to the increasing trade imbalance.

Notably, real exports of petroleum and petroleum products are forecast to grow significantly (17.1% in 2019, 25.0% in 2020, and 12.5% in 2021), whereas growth in imports of such products is expected to remain relatively flat over the period (-3.6% in 2019, 1.1% in 2020, and -3.4% in 2021).

As a result, net exports of petroleum are forecast to be positive in 2020 and continue growing thereafter. This would be the first time that petroleum exports exceed petroleum imports in the history of the U.S. Energy Information Administration's data set (which begins in 1991). At present, the U.S. already produces more crude oil than any other nation on a day-to-day basis. If current trends continue, the U.S. could soon become the largest national supplier of oil as measured by total annual production capacity.

Fiscal Policy. The federal budget deficit is expected to grow from $779.0 billion in 2018, to $1,006.4 billion in 2019, $1,061.9 billion in 2020, and $1,133.3 billion in 2021, primarily caused by tax reductions enacted under the TCJA and 2018 federal budget acts that raised spending limits on defense and nondefense discretionary spending through federal fiscal year 2019. Overall, federal, state, and local government fiscal policies are estimated to contribute 0.30 percentage points to real GDP growth in 2018. This is expected to increase to 0.46 percentage points in 2019 and fall to 0.13 percentage points in 2020 and 0.03 percentage points in 2021 as the stimulative effect of the tax reductions enacted under the TCJA and deficit spending from recent federal budget bills dissipates.

After the continuing resolution for funding the federal government expired on December 22, 2018, portions of the federal government closed for 35 days until an agreement to provide three weeks of funding was enacted on January 25, 2018. The partial government shutdown resulted in furloughs to approximately 380,000 federal employees and approximately 420,000 workers being forced to work without pay. Although unpaid employees are expected to have curtailed their spending temporarily, IHS Markit expects the overall effect on nominal PCE to be minor because recently enacted legislation provides back pay to those employees. Instead, the direct impact of the partial federal government shutdown is expected to come from government services not being produced by furloughed employees. As noted, it is estimated that each of the five weeks of the shutdown reduced real GDP by $3.5 billion, which is estimated to be more than three-tenths of a percentage point of first quarter GDP. According to IHS Markit, if the federal government were to close again after the current funding resolution expires on February 15, 2019, it is anticipated that additional government programs may be affected and the effects on real GDP may exceed $3.5 billion per week.

Employment. IHS Markit forecasts that the employment market will remain strong in the short term, with total nonfarm payrolls expanding 1.4% in 2019, 1.0% in 2020, and 0.5% in 2021. The unemployment rate is expected to fall from 3.9% in 2018 to an average of 3.6% in 2019 and remain at an average of 3.7% in 2020 before creeping back up to an average of 3.9% in 2021. The labor participation rate for adults under 65 is projected to increase from 72.2% in 2018 to 73.0% in 2021. Thus, going into the next biennium, it is likely that it will be more challenging for employers to find workers than for job seekers to find job openings.

Alternative Scenarios. IHS Markit's 2019 forecast also includes an optimistic scenario and a pessimistic scenario. Under the optimistic scenario, IHS Markit assigns a 15% probability that strong productivity growth and less inflation will yield GDP growth 1.1% higher in each year than predicted in the baseline forecast. The key assumptions are that a lower natural rate of unemployment keeps core PCE inflation below its baseline level while faster productivity growth allows wages to grow more quickly without triggering inflation. Growth in the rest of the world increases due to faster productivity gains, although more slowly than in the U.S. In response to better income and job prospects, consumers increase their spending. The Federal Reserve holds off from rate increases as a response to low rates of inflation until early 2020, and does not raise the federal funds rate up to a target range of 3.25-3.50% until 2022. Household formation accelerates due to improved employment and household finances, spurring a sharp rise in housing starts.

Under the pessimistic scenario, to which IHS Markit assigns a 25% probability, a broad-based loss of confidence and risk aversion causes a three-quarter recession in 2020. In this scenario, the real-estate market declines as prices correct downwards, causing consumer confidence to plunge. Declining confidence, along with an inverted yield curve, sets off a deep drop in asset values and broad-based declines in business fixed investment. The declining stock and housing markets cause negative wealth effects which, along with employment declines, cause households to curtail their spending in early 2020. Foreign growth also slows. The result is a three quarter recession starting in the first quarter of 2020. Unemployment spikes up to 6.0% in 2021, and GDP declines 2.8%, 2.2%, and 2.0% over the first three quarters of 2020 on an annualized basis. The recovery after the recession is expected to be weak, in part, due to lack of capacity by the federal government or the Federal Reserve to use fiscal or monetary policy to offset the effects of the recession.

General Fund Taxes

Table 3 shows general fund tax revenue estimates for 2018-19 and for each year of the 2019-21 biennium. Over the three-year period, these estimates are $282.0 million (0.5%) lower than the projections released by the Department of Revenue (DOR) last November. By year, the new estimates are lower than DOR's projections by $142.1 million in 2018-19, $45.2 million in 2019-20, and $94.7 million in 2020-21. Compared to the November 20 report, the estimates are significantly lower for individual income tax collections, but are higher for general sales and use taxes and corporate income/franchise taxes in each year. The new estimates are based on the most recent national economic forecast and year-to-date tax collections data. The estimates incorporate all law changes enacted to date, including the 2017 Wisconsin Act 368 provisions regarding the election for pass-through entities to be taxed at the entity level and the automatic individual income tax rate reductions, beginning in tax year 2019, equal to the amount of increased sales and use tax collections following the U.S. Supreme Court decision *South Dakota v. Wayfair, Inc.* DOR's November projections were released prior to enactment of Act 368 and did not include the fiscal effects of the entity level tax or the individual income tax rate reductions.

TABLE 3

Projected General Fund Tax Collections (Millions)

	2017-19 Biennium		2019-21 Biennium	
	2017-18 Actual	2018-19 Estimated	2019-20 Estimated	2020-21 Estimated
Individual Income	$8,479.2	$8,640.0	$9,020.0	$9,330.0
Sales and Use	5,448.1	5,715.0	5,955.0	6,000.0
Corporate Income/Franchise	893.9	990.0	1,050.0	1,075.0
Public Utility	365.3	368.0	369.0	371.0
Excise				
Cigarette	538.9	532.0	527.0	523.0
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	189.0	195.0	200.0
Miscellaneous Taxes	91.4	91.0	97.0	102.0
Total	$16,144.2	$16,673.9	$17,366.9	$17,759.9
Change from Prior Year		$529.7	$693.0	$393.0
Percent Change		3.3%	4.2%	2.3%

Individual Income Tax. Individual income tax revenues are estimated to total $8,640.0 million in 2018-19, which represents a 1.9% increase relative to income tax collections in 2017-18 of $8,479.2 million. Individual income tax revenues are estimated at $9,020.0 million in 2019-20 and $9,330.0 million in 2020-21. These amounts represent increases of 4.4% in the first year and 3.4% in the second year.

The January, 2019, IHS Markit forecast projects national personal income growth of 4.4% in 2018, 4.4% in 2019, 4.5% in 2020, and 4.2% in 2021. However, personal income includes both taxable components, such as wage and salary disbursements, and nontaxable components, such as employer contributions for employee fringe benefits and government transfer payments to individuals. The taxable components of personal income are estimated to increase at slightly lower rates than for personal income as a whole. Since the economic recovery began, Wisconsin's personal income growth rates have lagged the rates for the United States. Personal income, as measured by the U.S. Bureau of Economic Analysis, does not include income from capital gains realizations, which are subject to state and federal taxation.

Through November, 2018, year-to-date growth in individual income tax collections equaled 6.5%. In December, collections decreased 19.8%, compared to December, 2017, and year-to-date collections were at roughly the same level as for 2017-18. The December decrease is due to lower estimated payments and pass-through withholding, and preliminary data indicates that January collections in those categories will decrease relative to January, 2018. According to DOR, similar decreases are occurring in other states.

The cause of the decrease in estimated payments and pass-through withholding may be attributable to at least four factors. First, some taxpayers accelerated payments in December, 2017, and January, 2018, in response to the federal TCJA. As a result, these taxpayers may have been able to claim larger than normal tax year 2017 itemized deductions for federal tax purposes, before the $10,000 state and local tax deduction limitation took effect in tax year 2018. Due to these higher payments, some decrease in estimated payments in December and January of 2018-19 was anticipated, but the actual decrease exceeded expectations. Second, there is some evidence that pass-through entities subject to the individual income tax changed their tax filing status in 2018 to take advantage of certain federal tax treatments enacted under the TCJA, and are now taxed as C corporations. Third, some pass-through entities, previously taxed under the state individual income tax, are electing to be taxed under Act 368 at the entity level. The entity level tax is available to tax-option corporations in tax year 2018 and to other pass-through entities in tax year 2019. A provision in the Act delays the imposition of interest and penalties on underpayments by tax-option corporations until 2019. As a result, tax-option corporations making the election were not required to make a January estimated payment. Finally, the stock market "correction" in the last quarter of 2018 caused some taxpayers to realize either diminished capital gains or capital losses. Besides their effect on estimated payments and pass-through withholding, these factors are expected to add volatility to final payments and refunds during the 2018 tax filing season.

While these factors are expected to dampen the growth rate for individual income tax collections in 2018-19 (1.9%), they contribute to a "bounce" in the growth rate for 2019-20 (4.4%). The growth rate in 2020-21 of 3.4% is consistent with the average annual growth for the post-recession recovery and reflects a continuation of economic expansion, as forecast by IHS Markit.

General Sales and Use Tax. State sales and use tax revenues totaled $5,448.1 million in 2017-18, and are estimated at $5,715.0 million in 2018-19. The estimate represents growth of 4.9% over the prior year. Sales tax revenues in the next biennium are estimated at $5,955.0 million in 2019-20 and $6,000.0 million in 2020-21, reflecting growth of 4.2% and 0.8%, respectively. The lower growth projected in 2020-21 incorporates the repeal, beginning July 1, 2020, of the state's taxation of internet access services, pursuant to 2017 Wisconsin Act 59. The Act 59 provision reflects the federal prohibition on taxation of internet access services beginning on that date, and is estimated to reduce sales tax revenues by $166 million annually beginning in 2020-21.

Sales tax collections through December, 2018 are 5.0% higher than the same period in 2017. Adjusting for law changes since the January, 2018 estimate (including additional revenues resulting from the June, 2018 U.S. Supreme Court decision in *South Dakota v. Wayfair, Inc.* and the August, 2018 sales tax holiday), year-to-date growth is approximately 4.5%. Growth is projected to be 4.9% for the 2018-19 fiscal year.

Corporate Income/Franchise Tax. Corporate income/franchise taxes are estimated to increase from $893.9 million in 2017-18 to $990.0 million in 2018-19. Corporate income/franchise tax revenues are forecast to increase to $1,050.0 million in 2019-20 and $1,075.0 million in 2020-21. This represents an increase in revenues of 10.8% in 2018-19, 6.1% in 2019-20, and 2.4% in 2020-21.

The forecasted 10.8% growth for 2018-19 over 2017-18 collections and continued growth over the 2019-21 biennium is primarily based on two factors. First, year-to-date collections are 23.1% higher compared to the same period in 2017-18. As noted above, some pass-through filers appear to have changed their filing status to C corporations in response to the TCJA, and others have elected to pay state taxes at the entity level under Act 368. According to DOR, tax-option corporations that elect entity-level taxation will have their income reported under the corporate income/franchise tax, as opposed to the individual income tax. As a result, it is expected that corporate income/franchise tax collections will increase by more than previously expected. Further, economic profits grew by 8.0% in 2018, which was a higher growth rate than was included in the prior forecast. Going forward, IHS Markit expects growth in economic profits and adjusted before-tax book profits to slow over the course of the 2019-21 biennium. Thus, corporate income/franchise tax revenue is forecast to continue to grow, albeit more slowly than in 2018-19.

Public Utility Taxes. Public utility taxes are estimated at $368.0 million in 2018-19, $369.0 million in 2019-20, and $371.0 million in 2020-21. On a year-over-year basis, these estimates represent increases of 0.7% in 2018-19, 0.3% in 2019-20, and 0.5% in 2020-21. The gross revenues tax group comprises almost 70% of estimated collections, and gross revenues taxes are estimated to increase 0.6% in 2018-19, 0.5% in 2019-20, and 1.3% in 2020-21. Private light, heat, and power companies are the largest taxpayer group among gross revenues taxpayers, and collections from these companies are estimated to increase 0.3% in 2018-19, 0.6% in 2019-20, and 1.3% in 2020-21. Companies subject to a state ad valorem tax comprise the other group of taxpayers with public utility tax liabilities. Collections from these taxpayers are estimated to increase 1.2% in 2018-19 and decrease 0.6% in 2019-20 and 0.5% in 2020-21. The decreases result from falling ad valorem tax rates and the loss of tax base due to depreciation and obsolescence.

Excise Taxes. General fund excise taxes are imposed on cigarettes, liquor (including wine and hard cider), other tobacco products, and beer. In 2017-18, excise tax collections totaled approximately $680.0 million, of which $538.9 million (approximately 79.3%) was from the excise tax on cigarettes. Total excise tax collections in 2017-18 represented a decrease of 3.6% from the prior fiscal year, primarily driven by a decrease in cigarette tax collections of 4.5% from the prior year. Excise tax revenues are estimated at $680.9 million in 2018-19, which represents increased revenues of 0.1%. Excise tax revenues are estimated to remain flat in 2019-20 at $680.9 million and increase by 0.1% to $681.9 million in 2020-21.

Insurance Premiums Taxes. Insurance premiums taxes are projected to increase from $186.3 million in 2017-18 to $189.0 million in 2018-19, $195.0 million in 2019-20, and $200.0 million in 2020-21. This reflects projected year-over-year growth of 1.4%, 3.2%, and 2.6%, respectively. The estimates are based on a decline of 0.1% in year-to-date insurance premiums tax collections, historic collections growth trends, and projected growth in consumer spending on insurance.

Miscellaneous Taxes. Miscellaneous taxes include the real estate transfer fee, municipal and circuit court-related fees, and a small amount from the occupational tax on coal. Miscellaneous tax revenues were $91.4 million in 2017-18, of which 83.8% was generated from the real estate transfer fee. Based on the economic forecast for the housing sector, as well as collections through December, 2018, miscellaneous taxes are projected to decrease to $91.0 million in 2018-19, which represents a

0.4% decrease from 2017-18 collections. Miscellaneous taxes are estimated to increase by 6.6% to $97.0 million in 2019-20 and by 5.2% to $102.0 million in 2020-21, primarily due to projections by IHS Markit of strong growth in housing starts and sales of new and existing homes in 2020 and continued growth in housing prices over the forecast period.

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

Sincerely,

Bob Lang

Robert Wm. Lang
Director

RWL/bh
cc: Members, Wisconsin Legislature

APPENDIX B

GENERAL OBLIGATION ISSUANCE STATUS REPORT
MARCH 1, 2019

Program Purpose	Legislative Authorization	General Obligations Issued to Date	Credit to Capital Improvement Fund: Interest Earnings[(a)]	Credit to Capital Improvement Fund: Premium [(a)]	Total Authorized Unissued Debt
University of Wisconsin; academic facilities	$ 2,552,521,100	$ 2,110,380,843	$ 13,072,507	$ 65,409,659	$ 363,658,091
University of Wisconsin; self-amortizing facilities	2,740,855,400	2,303,607,699	2,911,822	63,556,082	370,779,797
Natural resources; Warren Knowles - Gaylord Nelson stewardship 2000 program	1,046,250,000	857,536,480	405,319	25,655,162	162,653,039
Natural resources; municipal clean drinking water grants	9,800,000	9,518,744	141,818		139,438
Clean water fund program	646,283,200	636,296,843		3,967,798	6,018,559
Safe drinking water loan program	71,400,000	68,735,546		2,183,403	481,051
Natural resources; nonpoint source grants	94,310,400	93,954,702	190,043	165,649	6
Natural resources; nonpoint source	44,050,000	29,099,339	1,454	2,509,913	12,439,294
Natural resources; environmental repair	57,000,000	49,097,663	203,594	274,644	7,424,099
Natural resources; urban nonpoint source cost-sharing	53,600,000	42,858,124	30,671	1,609,413	9,101,792
Natural resources; contaminated sediment removal	32,000,000	24,549,247		1,211,035	6,239,718
Natural resources; environmental segregated fund supported administrative facilities	19,969,200	10,655,566	143	144,257	9,169,234
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	364
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		37,032
Natural resources; segregated revenue supported facilities	108,171,100	91,371,393	93,544	3,930,728	12,775,435

General Obligation Issuance Status Report–Continued
March 1, 2019

Program Purpose	Legislative Authorization	General Obligations Issued to Date	Credit to Capital Improvement Fund: Interest Earnings[(a)]	Credit to Capital Improvement Fund: Premium [(a)]	Total Authorized Unissued Debt
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	25,500,000	17,735,301	49,701	1,306,963	6,408,035
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	1,306,849	132,869	317,060
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	245,000,000	213,025,705		31,974,231	64
Transportation; rail passenger route development	79,000,000	66,084,243	3,016	1,342,987	11,569,754
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	1,328,550,000	1,214,217,833	3,018,078	97,882,005	13,432,084
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	350,000,000	233,421,404		39,871,103	76,707,493
Transportation; southeast Wisconsin freeway megaprojects subject to contingency	252,400,000	89,659,553		10,163,039	152,577,408
Transportation; harbor improvements	120,000,000	93,675,410	234,581	5,057,346	21,032,663
Transportation; rail acquisitions and improvements	250,300,000	175,738,988	5,187	15,181,051	59,374,774
Transportation; local roads for job preservation, state funds	2,000,000	2,000,000			
Corrections; correctional facilities	926,679,900	847,410,965	11,467,562	5,535,522	62,265,851

GENERAL OBLIGATION ISSUANCE STATUS REPORT–CONTINUED
MARCH 1, 2019

Program Purpose	Legislative Authorization	General Obligations Issued to Date	Credit to Capital Improvement Fund: Interest Earnings[(a)]	Credit to Capital Improvement Fund: Premium [(a)]	Total Authorized Unissued Debt
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	40,000,000				40,000,000
Health services; mental health and secure treatment facilities	208,646,200	173,824,197	895,124	1,937,211	31,989,668
Agriculture; soil and water	68,075,000	62,554,018	3,025	3,203,656	2,314,301
Agriculture; conservation reserve enhancement	28,000,000	19,977,431		988,947	7,033,622
Administration; Black Point Estate	1,600,000	1,598,655	445		900
Administration; energy conservation projects; capital improvement fund	220,000,000	161,110,590		10,406,397	48,483,013
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			1,808,126,084
Building commission; housing state departments and agencies	917,767,100	743,824,795	2,356,097	37,184,403	134,401,805
Building commission; 1 West Wilson street parking ramp	15,100,000	14,805,521	294,479		
Building commission; project contingencies	47,961,200	46,886,988	64,761	102,627	906,824
Building commission; capital equipment acquisition	125,660,000	123,153,806	740,327	234,156	1,531,711
Building commission; discount sale of debt	90,000,000	72,908,307			17,091,693
Building commission; discount sale of debt (higher education bonds)	100,000,000	99,988,833 [(b)]			11,167
Building commission; other public purposes	2,677,933,400	2,334,873,270	8,728,268	51,733,817	282,598,045

GENERAL OBLIGATION ISSUANCE STATUS REPORT–CONTINUED
MARCH 1, 2019

Program Purpose	Legislative Authorization	General Obligations Issued to Date	Credit to Capital Improvement Fund: Interest Earnings[a]	Credit to Capital Improvement Fund: Premium [a]	Total Authorized Unissued Debt
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	10
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……………..………….	35,000,000	33,820,484		910,977	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	4,719,945		495,259	2,169,096
Family justice center……………………………	10,625,000	9,109,385		1,515,566	49
Marquette University; dental clinic and education facility…………….	25,000,000	23,785,844	$ 818	1,032,347	180,991
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	4,382,666		616,673	661
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	3,427,220		353,681	1,219,099
Eau Claire Confluence Arts, Inc……………….	15,000,000	11,120,638		1,280,371	2,598,991
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		41
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				5,000,000
Brown County innovation center………………	5,000,000				5,000,000
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		

GENERAL OBLIGATION ISSUANCE STATUS REPORT–CONTINUED
MARCH 1, 2019

Program Purpose	Legislative Authorization	General Obligations Issued to Date	Credit to Capital Improvement Fund: Interest Earnings[a]	Credit to Capital Improvement Fund: Premium [a]	Total Authorized Unissued Debt
Historical society; historic records	$ 26,650,000	$ 21,972,766	-	$ 3,169,487	$ 1,507,747
Historical society; historic sites	9,591,800	9,064,652	847	291,312	234,989
Historical society; museum facility	4,384,400	4,362,469			21,931
Historical society; Wisconsin history center	16,000,000	8,583,072		1,360,316	6,056,612
Public instruction; state school, state center and library facilities	12,350,600	11,845,468	32,509	467,826	4,797
Military affairs; armories and military facilities	56,490,800	43,178,753	195,308	2,078,102	11,038,637
Veterans affairs; veterans facilities	15,018,700	9,405,485	50,593		5,562,621
Veterans affairs; self-amortizing mortgage loans	2,127,540,000	2,122,542,395			4,997,605
Veterans affairs; refunding bonds	1,015,000,000	761,594,245			253,405,755
Veterans affairs; self-amortizing facilities	77,995,100	27,589,066	1,613	1,127,943	49,276,478
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	53,687,100	52,699,335	22,401	13,596	951,768
Total	$ 33,181,731,788	$ 28,460,125,379	$ 73,888,124	$546,406,713	$ 4,101,315,425

[a] 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.

[b] 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

FORMS OF BOND COUNSEL OPINIONS—NOTES

Upon delivery of the 2005 Series A Notes, 2006 Series A Notes, 2013 Series A Notes, and 2016 Series A Notes, Foley & Lardner LLP and Quarles & Brady LLP provided legal opinions in substantially the following respective forms:

(Letterhead of Foley & Lardner LLP)

STATE OF WISCONSIN
GENERAL OBLIGATION COMMERCIAL PAPER NOTES OF 2005, SERIES A

We have served as bond counsel in connection with the issuance by the State of Wisconsin (**State**) of its General Obligation Commercial Paper Notes of 2005, Series A to an amount not to exceed $100,350,000 (**Notes**). 0The Notes are authorized to be issued and sold from time to time pursuant to the provisions of Chapters 18 and 20, Wisconsin Statutes, and a resolution adopted by the State of Wisconsin Building Commission (**Commission**) on March 20, 1997 entitled "Program Resolution for State of Wisconsin General Obligation Commercial Paper Notes", as amended by resolutions adopted by the Commission on April 16, 1998 and July 30, 2003 (**Program Resolution**), and supplemented by a resolution adopted by the Commission on December 7, 2005 (**Supplemental Resolution**).

We examined the law, a certified copy of the proceedings relating to the issuance of the Notes, and certifications of public officials and others. We also reviewed the Credit Agreement, dated April 3, 1997, among the State, acting through the Commission, The Bank of Nova Scotia, New York Agency, and Commerzbank AG, New York Branch, as amended by letters dates February 9, 1998, January 26, 1999, February 7, 2000, March 30, 2001, March 29, 2002, March 28, 2003, March 27, 2004, March 26, 2005, and December 8, 2005 (**Liquidity Facility Agreement**) and the promissory note dated even herewith issued pursuant to the Liquidity Facility Agreement (**Promissory Note**), the Issuing and Paying Agency Agreement, dated April 3, 1997 between the State and Bankers Trust Company, as amended by the Amendment to Issuing and Paying Agency Agreement, dated August 15, 1998, and the Second Amendment to Issuing and Paying Agency Agreement, dated December 14, 2005 (**Issuing and Paying Agency Agreement**), and separate Dealer Agreements, each dated April 3, 1997, between the State and Goldman, Sachs & Co., Merrill Lynch & Co., Lehman Brothers Inc., and Bear, Stearns & Co. Inc., respectively (each, a **Dealer Agreement**). As to questions of fact material to our opinion, we relied upon the certified proceedings and other certificates of public officials furnished to us without undertaking to verify the same by independent investigation. 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 the foregoing, we are of the opinion that, under existing law:

1. The Program 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 Program Resolution.

2. The Supplemental 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 Supplemental Resolution.

3. The Notes have been duly and validly authorized and, when duly executed in the form and manner provided in the Program Resolution and the Supplemental Resolution, duly authenticated by the Issuing and Paying Agent, and delivered and paid for, will constitute valid and binding general obligations of the State.

4. The Promissory Note has been duly and validly authorized, executed, and delivered, and to the extent an advance is made pursuant to the Liquidity Facility Agreement, will constitute a valid and binding general obligation of the State.

5. The full faith, credit and taxing power of the State are irrevocably pledged to the payment of the principal of and interest on the Notes and the Promissory Note and they 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.

6. The interest on the Notes is excluded from gross income for federal income tax purposes. It also is not an item of tax preference for purposes of the federal alternative minimum tax imposed on all taxpayers. For the purpose of computing the alternative minimum tax imposed on certain corporations (as defined for federal income tax purposes), however, interest on the Notes is taken into account in determining adjusted current earnings. The State must comply with all requirements of the Internal Revenue Code that must be satisfied after the Notes are issued for interest to be, or continue to be, excluded from gross income for federal income tax purposes. The State has agreed to do so. A failure to comply may cause the interest on the Notes to be included in gross income for federal income tax purposes, in some cases retroactive to the date the Notes were issued. This letter expresses no opinion about other federal tax law consequences regarding the Notes.

7. The offer and sale of the Notes are not subject to registration with the Securities and Exchange Commission under the Securities Act of 1933, as amended, and the Program Resolution is not required to be qualified under the Trust Indenture Act of 1939, as amended. We have not passed upon any matters pertaining to compliance with the Blue Sky laws of any state in connection with the offering and sale of the Notes.

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

We have not been engaged or undertaken to review the accuracy, completeness, or sufficiency of the Offering Memorandum, dated December 8, 2005, or other offering material relating to the Notes (except to the extent, if any, stated in the Offering Memorandum), and we express no opinion relating thereto (except only the matters set forth as our opinion in the Offering Memorandum). However, in serving as bond counsel, nothing has come to our attention that would lead us to believe that the Offering Memorandum (except for the financial statements and other financial or statistical data included therein, as to which we express no view), as of the date of delivery of the Notes, contained any untrue statement of a material fact or omitted to state any material fact required to be stated therein or necessary to make the statements contained therein, in light of the circumstances under which they were made, not misleading.

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; however, unless otherwise notified by us, you may continue to rely on this opinion to the extent that (i) there is no change in pertinent existing state or federal law, (ii) the Program Resolution and the Supplemental Resolution, in the respective forms in effect on the date hereof, remain in full force and effect, (iii) the representations, warranties, and covenants of the parties contained in the Liquidity Facility Agreement, Issuing and Paying Agent Agreement, each Dealer Agreement, and certain certificates dated the date hereof and delivered by authorized officers of the State remain true and accurate and are complied with in all material respects, and (iv) no litigation affecting the issuance or validity of the Notes is pending or threatened at the time of delivery of any such Notes.

Letterhead of Foley & Lardner LLP)

STATE OF WISCONSIN
GENERAL OBLIGATION COMMERCIAL PAPER NOTES OF 2006, SERIES A

We have served as bond counsel in connection with the issuance by the State of Wisconsin (**State**) of its General Obligation Commercial Paper Notes of 2006, Series A in an amount not to exceed $123,510,000 (**Notes**). The Notes are authorized to be issued and sold from time to time pursuant to the provisions of Chapters 18 and 20, Wisconsin Statutes, and a resolution adopted by the State of Wisconsin Building Commission (**Commission**) on March 20, 1997 entitled "Program Resolution for State of Wisconsin General Obligation Commercial Paper Notes", as amended by resolutions adopted by the Commission on April 16, 1998 and July 30, 2003 (as amended, **Program Resolution**) and supplemented by a resolution adopted by the Commission on June 28, 2006 (**Supplemental Resolution**).

We examined the law, a certified copy of the proceedings relating to the issuance of the Notes, and certifications of public officials and others. We also reviewed the Credit Agreement, dated as of March 1, 2006, as amended by a First Amendment to Credit Agreement, dated August 2, 2006, among the State, acting through the Commission, State Street Bank and Trust Company, and California State Teachers' Retirement System (as amended, **Liquidity Facility Agreement**) and the promissory notes dated even herewith issued pursuant to the Liquidity Facility Agreement (**Promissory Notes**), the Issuing and Paying Agency Agreement, dated April 3, 1997, as amended by the Amendment to Issuing and Paying Agency Agreement, dated August 15, 1998, between the State and Bankers Trust Company, and as further amended by the Second Amendment to Issuing and Paying Agency Agreement, dated December 14, 2005, between the State and Deutsche Bank Trust Company Americas, as successor to Bankers Trust Company (as amended, **Issuing and Paying Agency Agreement**), and separate Dealer Agreements, each dated April 3, 1997, between the State and Goldman, Sachs & Co., Merrill Lynch & Co., Lehman Brothers Inc., and Bear, Stearns & Co. Inc., respectively (each, a **Dealer Agreement**). As to questions of fact material to our opinion, we relied upon the certified proceedings and other certificates of public officials furnished to us without undertaking to verify the same by independent investigation. 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 the foregoing, we are of the opinion that, under existing law:

1. The Program 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 Program Resolution.

2. The Supplemental 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 Supplemental Resolution.

3. The Notes have been duly and validly authorized and, when duly executed in the form and manner provided in the Program Resolution and the Supplemental Resolution, duly authenticated by the Issuing and Paying Agent, and delivered and paid for, will constitute valid and binding general obligations of the State.

4. Each of the Promissory Notes has been duly and validly authorized, executed, and delivered, and to the extent an advance is made pursuant to the Liquidity Facility Agreement, will constitute a valid and binding general obligation of the State.

5. The full faith, credit and taxing power of the State are irrevocably pledged to the payment of the principal of and interest on the Notes and the Promissory Notes as they 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.

6. The interest on the Notes is excluded from gross income for federal income tax purposes. It also is not an item of tax preference for purposes of the federal alternative minimum tax imposed on all taxpayers. For the purpose of computing the alternative minimum tax imposed on certain corporations (as defined for federal income tax purposes), however, interest on the Notes is taken into account in determining adjusted current earnings. The State must comply with all requirements of the Internal Revenue Code that must be satisfied after the Notes are issued for interest to be, or continue to be, excluded from gross income for federal income tax purposes. The State has agreed to do so. A failure to comply may cause the interest on the Notes to be included in gross income for federal income tax purposes, in some cases retroactive to the date the Notes were issued. This letter expresses no opinion about other federal tax law consequences regarding the Notes.

7. The offer and sale of the Notes are not subject to registration with the Securities and Exchange Commission under the Securities Act of 1933, as amended, and the Program Resolution is not required to be qualified under the Trust Indenture Act of 1939, as amended. We have not passed upon any matters pertaining to compliance with the Blue Sky laws of any state in connection with the offering and sale of the Notes.

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

We have not been engaged or undertaken to review the accuracy, completeness, or sufficiency of the Offering Memorandum, dated July 31, 2006, or other offering material relating to the Notes (except to the extent, if any, stated in the Offering Memorandum), and we express no opinion relating thereto (except only the matters set forth as our opinion in the Offering Memorandum). However, in serving as bond counsel, nothing has come to our attention that would lead us to believe that the Offering Memorandum (except for the financial statements and other financial or statistical data included therein, as to which we express no view), as of the date of delivery of the Notes, contained any untrue statement of a material fact or omitted to state any material fact required to be stated therein or necessary to make the statements contained therein, in light of the circumstances under which they were made, not misleading.

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; however, unless otherwise notified by us, you may continue to rely on this opinion to the extent that (i) there is no change in pertinent existing state or federal law, (ii) the Program Resolution and the Supplemental Resolution, in the respective forms in effect on the date hereof, remain in full force and effect, (iii) the representations, warranties, and covenants of the parties contained in the Liquidity Facility Agreement, Issuing and Paying Agent Agreement, each Dealer Agreement, and certain certificates dated the date hereof and delivered by authorized officers of the State remain true and accurate and are complied with in all material respects, and (iv) no litigation affecting the issuance or validity of the Notes is pending or threatened at the time of delivery of any such Notes.

Very truly yours,

(Letterhead of Foley & Lardner LLP)

STATE OF WISCONSIN
GENERAL OBLIGATION COMMERCIAL PAPER NOTES OF 2013, SERIES A

We have acted as bond counsel in connection with the issuance by the State of Wisconsin (the "**State**") of its General Obligation Commercial Paper Notes of 2013, Series A in an amount not to exceed $58,825,000 (the "**2013-A Notes**"). The 2013-A Notes are authorized by Article VIII of the Wisconsin Constitution and Chapters 18 of the Wisconsin Statutes, and are being issued from time to time pursuant to a resolution adopted by the State of Wisconsin Building Commission (the "**Building Commission**") on March 20, 1997 entitled "Program Resolution for State of Wisconsin General Obligation Commercial Paper Notes", as amended by resolutions adopted by the Commission on April 16, 1998 and July 30, 2003 (as so amended, the "**Program Resolution**") and supplemented by a resolution adopted by the Building Commission on February 19, 2013 entitled "Authorizing Resolution for Not to Exceed $527,350,000 State of Wisconsin General Obligations" (the "**Supplemental Resolution**").

We examined the law, a certified copy of the proceedings relating to the issuance of the 2013-A Notes, 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 the foregoing, we are of the opinion that, under existing law:

1. The 2013-A Notes have been duly and validly authorized and, when issued and paid for, will constitute valid and binding general obligations of the State.

2. The Program Resolution has been duly adopted by the Building Commission and is a valid and binding obligation of the State enforceable upon the State as provided in the Program Resolution.

3. The Supplemental Resolution has been duly adopted by the Building Commission and is a valid and binding obligation of the State enforceable upon the State as provided in the Program Resolution.

4. The full faith, credit, and taxing power of the State are irrevocably pledged to the payment of the principal of, and interest on, the 2013-A Notes as the 2013-A Notes 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.

5. Interest on the 2013-A Notes is excluded from gross income for federal income tax purposes. It also is not an item of tax preference for purposes of the federal alternative minimum tax imposed on all taxpayers; however, interest on the 2013-A Notes is taken into account in determining adjusted current earnings for the purpose of computing the federal alternative minimum tax imposed on certain corporations. The State must comply with all requirements of the Internal Revenue Code of 1986, as amended, that must be satisfied after the 2013-A Notes are issued for interest to be, or continue to be, excluded from gross income for federal income tax purposes. The State has agreed to do so. A failure to comply may cause the interest on the 2013-A Notes to be included in gross income for federal income tax purposes, in some cases retroactively to the date the 2013-A Notes were issued. We express no opinion about other federal tax law consequences regarding the 2013-A Notes.

6. The offer and sale of the 2013-A Notes are not subject to registration with the Securities and Exchange Commission under the Securities Act of 1933, as amended, and the Program Resolution is not required to be qualified under the Trust Indenture Act of 1939, as amended. We have

not passed upon any matters pertaining to compliance with the Blue Sky laws of any state in connection with the offering and sale of the 2013-A Notes.

7. The rights of the owners of the 2013-A Notes and the enforceability of the 2013-A Notes 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). We express 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 Offering Memorandum dated December 5, 2013 or other offering material relating to the State of Wisconsin General Obligation Commercial Paper Notes (except to the extent, if any, stated in the Offering Memorandum), and we express no opinion as to those matters (except only the matters set forth as our opinion in the Offering Memorandum).

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; however, unless otherwise notified by us, you may continue to rely on this opinion to the extent that (i) there is no change in pertinent existing state or federal law, (ii) the Program Resolution and the Supplemental Resolution, in the respective forms in effect on the date hereof, remain in full force and effect, (iii) the representations, warranties, and covenants of the parties contained in the Liquidity Facility Agreement, Issuing and Paying Agent Agreement, and each Dealer Agreement (as respectively defined in the Program Resolution) and certain certificates dated the date hereof and delivered by authorized officers of the State remain true and accurate and are complied with in all material respects, and (iv) no litigation affecting the issuance or validity of the 2013-A Notes is pending or threatened at the time of delivery of any such 2013-A Notes. In acting as bond counsel, we have established an attorney-client relationship solely with the State.

Very truly yours,

(Letterhead of Quarles & Brady LLP)

STATE OF WISCONSIN
GENERAL OBLIGATION COMMERCIAL PAPER NOTES OF 2016, SERIES A

We have acted as bond counsel to the State of Wisconsin ("**State**") in connection with the issuance by the State of its General Obligation Commercial Paper Notes of 2016, Series A in an amount not to exceed $136,050,000 (the "**2016A Notes**"). The 2016A Notes are authorized by Article VIII of the Wisconsin Constitution and Chapters 18 and 20 of the Wisconsin Statutes, and are being issued from time to time pursuant to a resolution adopted by the State of Wisconsin Building Commission (the "**Building Commission**") on March 20, 1997 entitled "Program Resolution for State of Wisconsin General Obligation Commercial Paper Notes", as amended by resolutions adopted by the Commission on April 16, 1998 and July 30, 2003 (as so amended, the "**Program Resolution**") and supplemented by a resolution adopted by the Building Commission on September 26, 2012 entitled "Authorizing Resolution for Not to Exceed $483,065,000 State of Wisconsin General Obligations" (the "**Supplemental Resolution**").

We examined the law, a certified copy of the proceedings relating to the issuance of the 2016A Notes, and certifications of public officials and others. As to questions of fact material to our opinion, we have relied on the certified proceedings and other certifications of public officials and others furnished to us without undertaking to verify the same by independent investigation. Based upon this examination, it is our opinion that, under existing law:

1. The 2016A Notes have been duly and validly authorized and, when issued and paid for, will constitute valid and binding general obligations of the State.

2. The Program Resolution has been duly adopted by the Building Commission and is a valid and binding obligation of the State enforceable upon the State as provided in the Program Resolution.

3. The Supplemental Resolution has been duly adopted by the Building Commission and is a valid and binding obligation of the State enforceable upon the State as provided in the Supplemental Resolution.

4. The full faith, credit, and taxing power of the State are irrevocably pledged to the payment of the principal of, and interest on, the 2016A Notes as they 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.

5. The interest on the 2016A Notes is excludable for federal income tax purposes from the gross income of the owners of the 2016A Notes. The interest on the 2016A Notes is not an item of tax preference for purposes of the federal alternative minimum tax imposed by Section 55 of the Internal Revenue Code of 1986, as amended (the "Code") on corporations (as that term is defined for federal income tax purposes) and individuals. However, for purposes of computing the alternative minimum tax imposed on corporations, the interest on the 2016A Notes is included in adjusted current earnings. The Code contains requirements that must be satisfied subsequent to the issuance of the 2016A Notes in order for interest on the 2016A Notes to be or continue to be excludable from gross income for federal income tax purposes. Failure to comply with certain of those requirements could cause the interest on the 2016A Notes to be included in gross income retroactively to the date of issuance of the 2016A Notes. The State has agreed to comply with all of those requirements. The opinion set forth in the first sentence of this paragraph is subject to the condition that the State comply with those requirements. We express no opinion regarding other federal tax consequences arising with respect to the 2016A Notes.

We express no opinion herein regarding the accuracy, adequacy, or completeness of the Offering Memorandum or other offering material relating to the 2016A Notes. Further, we express no opinion regarding tax consequences arising with respect to the 2016A Notes other than as expressly set forth herein.

The rights of the owners of the 2016A Notes and the enforceability of the 2016A Notes and the Program Resolution and the Supplemental Resolution may be subject to bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditor's rights and may be also subject to the exercise of judicial discretion in accordance with general principles of equity, whether considered at law or in equity.

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

QUARLES & BRADY LLP

APPENDIX D

EXPECTED FORM OF BOND COUNSEL OPINION—SUBSTITUTE LIQUIDITY FACILITY

Upon delivery of the substitute Liquidity Facility to the Issuing and Paying Agent, 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
GENERAL OBLIGATION COMMERCIAL PAPER NOTES

We have served as bond counsel in connection with the issuance by the State of Wisconsin (the "**State**") of its General Obligation Commercial Paper Notes (the "**Notes**") from time to time pursuant to the provisions of Chapters 18 and 20, Wisconsin Statutes, and a resolution adopted by the State of Wisconsin Building Commission (the "**Commission**") on March 20, 1997 entitled "Program Resolution for State of Wisconsin General Obligation Commercial Paper Notes", as amended by resolutions adopted by the Commission on April 16, 1998 and July 30, 2003 (the "**Program Resolution**").

We examined the law, a certified copy of the proceedings relating to the issuance of the Notes, and certifications of public officials and others. We also reviewed the Credit Agreement, dated as of March 13, 2019 (the "**Credit Agreement**"), by and between the State, acting through the Commission, and PNC Bank, National Association. As to questions of fact material to our opinion, we relied upon the certified proceedings and other certificates of public officials and others furnished to us without undertaking to verify the same by independent investigation. 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 the foregoing, we are of the opinion that, under existing law:

1. The delivery of the Credit Agreement to U.S. Bank National Association, as the issuing and paying agent, is permitted under the Program Resolution, complies with the terms of the Program Resolution in all material respects, and will not adversely affect the exclusion of interest on the Notes from gross income of owners of the Notes for federal income tax purposes.

2. The exemption of the Notes from the registration requirements of the Securities Act of 1933, as amended, and the exemption of the Program Resolution from qualification under the Trust Indenture Act of 1939, as amended, will not be impaired as a result of the delivery of the Credit Agreement, and the Credit Agreement is exempt from the registration requirements of the Securities Act of 1933, as amended.

We have not been engaged or undertaken to review the accuracy, completeness, or sufficiency of the Offering Memorandum, dated March 11, 2019, or other offering material relating to the Notes (except to the extent, if any, stated in the Offering Memorandum), and we express no opinion relating thereto (except only the matters set forth as our opinion in the Offering Memorandum).

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 of Wisconsin.

Very truly yours,

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.

(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:___________________