

---

**State of Wisconsin**  
**Additional/Voluntary Filing # 2025-10**  
Dated February 24, 2025

---

This Additional/Voluntary Filing does not concern an event described in Securities and Exchange Act Rule 15c2-12, as amended. The State of Wisconsin provides this information as it may be material to the financial evaluation of one or more obligations of the State of Wisconsin.

**Issuer:** State of Wisconsin

**Obligations:** Transportation Revenue Bonds

<b>CUSIP Numbers:</b>	977123 2L1	977123 U63	977123 X86
	977123 2M9	977123 U71	977123 X94
	977123 2P2	977123 V70	977123 Y28
	977123 2Q0	977123 V88	977123 Y36
	977123 2U1	977123 V96	977123 Y44
	977123 2V9	977123 W79	977123 Y51
	977123 2Y3	977123 W87	977123 Y69
	977123 2Z0	977123 W95	977123 Y77
	977123 U48	977123 X29	977123 Y85
	977123 U55	977123 X37	

**Type of Information:** Additional/Voluntary Disclosure  
Other Event-Based Disclosures; Invitation to Tender Bonds

The State of Wisconsin is inviting holders of the above CUSIP numbers to tender bonds for purchase by the State pursuant to the terms and conditions set forth in the [attached notice](#).

This filing is voluntary and NOT an event filing for a defeasance or bond call.

The State of Wisconsin is providing this Additional/Voluntary Filing with the Municipal Securities Rulemaking Board through its Electronic Municipal Market Access system. This Additional/Voluntary Filing is also available on the State of Wisconsin Capital Finance Office website and State of Wisconsin investor relations website at:

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

The undersigned represents that he is the Capital Finance Director, State of Wisconsin Capital Finance Office, which is the office of the State of Wisconsin responsible for providing additional/voluntary filings, annual reports, and Event Filings pursuant to the State's Master Agreement on Continuing Disclosure (Amended and Restated March 1, 2019) and is authorized to distribute this information publicly.

/S/ AARON M. HEINTZ

Aaron M. Heintz, Capital Finance Director  
State of Wisconsin Capital Finance Office  
Wisconsin Department of Administration  
101 East Wilson Street, FLR 10  
Madison, WI 53703  
Phone: (608) 267-1836  
E-mail: [DOACapitalFinanceOffice@wisconsin.gov](mailto:DOACapitalFinanceOffice@wisconsin.gov)  
Websites: [doa.wi.gov/capitalfinance](http://doa.wi.gov/capitalfinance)  
[wisconsinbonds.com](http://wisconsinbonds.com)



# STATE OF WISCONSIN DEPARTMENT OF ADMINISTRATION

Tony Evers, Governor  
Kathy Blumenfeld, Secretary  
Brian Pahnke, Administrator

February 24, 2025

Dear Bondholder:

The State of Wisconsin (the “State”), acting through the State of Wisconsin Building Commission, appreciates your investment in one or more of its Bonds as listed in Appendix A to this letter (collectively, the “Target Bonds”).

You are receiving this letter because the State is inviting an offer *to tender your Target Bonds for purchase by the State for cash* in connection with a potential refunding of a portion of its outstanding debt. This invitation is further described in the “Invitation to Tender Bonds” dated February 24, 2025 (the “Invitation”) and is subject solely to the terms and conditions in the Invitation. *Please see below for directions regarding how to access the Invitation and related documents via the web. Defined terms used herein, but not defined herein, shall have the meanings set forth in the Invitation.*

## Background

The Tender Offer is part of a plan by the State to restructure its debt service requirements. As part of the plan, the State intends to refund a portion of its indebtedness, and purchase those Bonds tendered and accepted pursuant to the Tender Offer, using proceeds from the State’s Transportation Revenue Refunding Bonds, 2025 Series 1, as more fully described in the Preliminary Official Statement, dated the date hereof, which is part of the Tender Offer.

## What Price is the Issuer Offering to Purchase my Target Bonds?

Each Bondholder is invited by the State to tender for sale, for payment in cash, all or part of its beneficial ownership interests in the Target Bonds as follows:

- **Taxable Target Bonds** (as listed in Table 1 of Appendix A): The prices will be based on fixed spreads to be added to the yields on certain Benchmark Treasury Securities, plus accrued interest on the Taxable Target Bonds tendered and accepted for purchase to but not including the Settlement Date.
- **Tax-Exempt Target Bonds** (as listed in Table 2 of Appendix A): The prices will be based on a fixed spread to be added to the yield on the relevant Benchmark MMD Index <sup>1</sup> plus accrued interest on the Tax-Exempt Target Bonds tendered and accepted for purchase to but not including the Settlement Date.
- 

**Please see Appendix A for the indicative fixed spreads that the State is preliminarily offering for your Target Bonds.** The final fixed spreads will be published in a pricing notice (the “Pricing Notice”) on February 28, 2025.

---

<sup>1</sup> The applicable Benchmark MMD Yield for each CUSIP of the Tax-Exempt Target Bonds will be the Benchmark MMD Yields for such Benchmark MMD Index as indicated in the table of Interpolated AAA Yields as determined by Refinitiv MMD (TM3 Workspace) and made available at or after 3:00 p.m., New York City time, on March 10, 2025, as provided daily on the Globic website at [www.globic.com/wisconsin](http://www.globic.com/wisconsin).

As further described in the Tender Offer, the Offer Purchase Prices for bonds accepted for purchase will be determined at approximately 10:00 a.m., New York City time, on March 10, 2025.

*In deciding whether, and if so, how to respond to the Tender Offer, you should contact your broker, account executive, financial advisor and/or other professional to discuss the offer to purchase your Target Bonds and the options available to you.*

### **What Happens if I Choose Not to Participate?**

Bondholders who do not tender their Target Bonds pursuant to the Tender Offer, as well as Bondholders who tender Target Bonds for purchase that the State chooses not to accept (“Untendered Bonds”), will continue to hold such Untendered Bonds in their account unchanged by virtue of the Tender Offer. In addition, the State reserves the right to, and may decide to, refund (on an advance or current basis) some or all of the Untendered Bonds.

**The deadline to offer your Target Bonds for purchase is March 7, 2025, at 5:00 p.m. Eastern time unless extended or earlier terminated.** Should you wish to participate, please contact your bank, broker or other financial advisor in advance of this date so that they may have sufficient time to relay your instructions to the State prior to expiration of the Tender Offer.

This brief letter does not provide all of the information that you need to consider the Tender Offer. The State’s invitation to tender Target Bonds is only being made pursuant to the Invitation. Bondholders are urged to carefully read the Invitation because it contains information, including the various terms of and conditions to the offer that Bondholders should consider before making any decision regarding tendering their Target Bonds.

The Invitation is available electronically on the website of the Information Agent at [www.globic.com/wisconsin](http://www.globic.com/wisconsin) (scan the QR Code below), as well as the Municipal Securities Rulemaking Board through its Electronic Municipal Market Access website, currently located at [www.emma.msrb.org](http://www.emma.msrb.org), using the CUSIP numbers for the Bonds listed in Appendix A hereto. Upon expiration of the Tender Offer, the State will post notices regarding the results of the offer on these same weblinks.

Institutional investors with questions about the Tender Offer should contact the Dealer Managers at:

#### **Jefferies LLC**

Contact your Jefferies LLC Representative or  
Attention: Rushda Mustafa  
Tel: (312) 750-4427 E-mail: [rmustafa@jefferies.com](mailto:rmustafa@jefferies.com)

#### **Ramirez & Co., Inc.**

Contact your Ramirez & Co., Inc. Representative or  
Attention: Lorraine Palacios  
Tel: (312) 630-2004 E-mail: [lorraine.palacios@ramirezco.com](mailto:lorraine.palacios@ramirezco.com)

Individual investors and their brokers, account executives, financial advisors and/or other appropriate professionals with questions about the Tender Offer should contact the Information Agent, Robert Stevens of Globic Advisors, at: (212) 227-9622 or by email: [rstevens@globic.com](mailto:rstevens@globic.com).

Please note that the State retains the right to modify or withdraw the Tender Offer at any time through and including the Expiration Date (i.e., March 7, 2025, at 5:00 p.m. Eastern Time) (unless earlier terminated or extended) in accordance with the provisions of the Invitation.

Thank you for taking the time to consider the Tender Offer.

**STATE OF WISCONSIN**



## APPENDIX A

### TARGET BONDS SUBJECT TO THE TENDER OFFER

**TABLE 1 – TAXABLE TARGET BONDS**

Series	CUSIP <sup>(1)</sup>	Maturity Date	Interest Rate (%)	Outstanding Principal Amount	Optional Redemption Date	Benchmark Treasury Security <sup>(2)</sup>	Indicative Fixed Spreads <sup>(3)</sup>
2020-1	977123X86	7/1/2026	1.007	\$8,590,000	---	2-year	-40 bps
2020-1	977123X94	7/1/2027	1.107	3,150,000	---	2-year	-35 bps
2020-1	977123Y28	7/1/2028	1.309	3,040,000	---	3-year	-35 bps
2020-1	977123Y36	7/1/2029	1.409	3,635,000	---	5-year	-30 bps
2020-1	977123Y44	7/1/2030	1.539	3,685,000	---	5-year	-25 bps
2020-1	977123Y51	7/1/2031	1.589	3,545,000	---	7-year	-20 bps
2020-1	977123Y69	7/1/2032	1.709	11,585,000	---	7-year	-15 bps
2020-1	977123Y77	7/1/2033	1.789	28,250,000	---	10-year	-15 bps
2020-1	977123Y85	7/1/2034	1.859	29,095,000	---	10-year	-10 bps
2021-1	9771232P2	7/1/2027	1.313	2,055,000	---	2-year	-35 bps
2021-1	9771232Q0	7/1/2028	1.463	2,675,000	---	3-year	-35 bps
2021-1	9771232U1	7/1/2032	1.867	6,000,000	7/1/2031	7-year	-15 bps
2021-1	9771232V9	7/1/2033	1.967	6,000,000	7/1/2031	10-year	-15 bps
2021-1	9771232Y3	7/1/2036	2.217	17,925,000	7/1/2031	10-year	+4 bps
2021-1	9771232Z0	7/1/2037	2.317	500,000	7/1/2031	10-year	+11 bps

(1) CUSIP data herein is provided by the CUSIP Global Services (“CGS”). CGS is managed on behalf of the American Bankers Association by FactSet Research Systems Inc. No representations are made as to the accuracy of the CUSIP numbers.

(2) Each Benchmark Treasury Security will be the most recently auctioned “on-the-run” U.S. Treasury Security for the maturity indicated as of the date and time that the Taxable Target Bonds Offer Purchase Prices for the Taxable Target Bonds are set.

(3) The Indicative Fixed Spreads are preliminary and subject to change. Actual Fixed Spreads for each maturity and corresponding CUSIP will appear in the Pricing Notice. The Taxable Target Bonds Offer Purchase Prices based on the Fixed Spreads (when finalized) to be paid on the Settlement Date will (i) be expressed as a dollar amount per \$100 principal amount of the Taxable Target Bonds and (ii) exclude Accrued Interest on the Taxable Target Bonds tendered and accepted for purchase, which Accrued Interest will be paid by the State to but not including the Settlement Date in addition to the applicable Purchase Price.

**TARGET BONDS SUBJECT TO THE TENDER OFFER  
(CONTINUED)**

**TABLE 2 – TAX-EXEMPT TARGET BONDS**

Series	CUSIP <sup>(1)</sup>	Maturity Date	Interest Rate (%)	Outstanding Principal Amount	Optional Redemption Date	Benchmark MMD Index <sup>(2)</sup>	Indicative Fixed Spreads <sup>(3)</sup>
2017-2	977123U48	7/1/2029	5.000	\$71,080,000	7/1/2027	Jul-29	-39 bps
2017-2	977123U55	7/1/2030	5.000	30,600,000	7/1/2027	Jul-30	-39 bps
2017-2	977123U63	7/1/2031	5.000	16,275,000	7/1/2027	Jul-31	-38 bps
2017-2	977123U71	7/1/2032	5.000	4,855,000	7/1/2027	Jul-32	-38 bps
2019-A	977123V70	7/1/2027	5.000	6,065,000	7/1/2026	Jul-27	-60 bps
2019-A	977123V88	7/1/2028	5.000	6,365,000	7/1/2026	Jul-28	-59 bps
2019-A	977123V96	7/1/2029	5.000	820,000	7/1/2026	Jul-29	-59 bps
2019-A	977123W79	7/1/2035	5.000	8,955,000	7/1/2028	Jul-35	-37 bps
2019-A	977123W87	7/1/2036	5.000	9,405,000	7/1/2028	Jul-36	-32 bps
2019-A	977123W95	7/1/2037	5.000	9,875,000	7/1/2028	Jul-37	-28 bps
2019-A	977123X29	7/1/2038	5.000	10,370,000	7/1/2028	Jul-38	-28 bps
2019-A	977123X37	7/1/2039	5.000	10,890,000	7/1/2028	Jul-39	-27 bps
2021-A	9771232L1	7/1/2040	3.000	10,845,000	7/1/2030	Jul-40	+46 bps
2021-A	9771232M9	7/1/2041	3.000	11,175,000	7/1/2030	Jul-41	+47 bps

(1) CUSIP data herein is provided by CGS. CGS is managed on behalf of the American Bankers Association by FactSet Research Systems Inc. No representations are made as to the accuracy of the CUSIP numbers.

(2) Each Benchmark MMD Yield will be the yield corresponding to the Benchmark MMD Index in the table of Interpolated AAA Yields as determined by Refinitiv MMD (TM3 Workspace) and made available at or after 3:00 PM New York City time on March 10, 2025 (or such other date as amended or extended as provided herein). The Benchmark MMD Yields will be used to determine the Tax-Exempt Target Bond Offer Purchase Price for each maturity and CUSIP of the Tax-Exempt Target Bonds. A table of the relevant Interpolated AAA Yields as of the end of each business day through and including March 10, 2025, and, for convenience, the resulting indicative Tax-Exempt Target Bond Offer Purchase Prices, will be available at [www.globic.com/wisconsin](http://www.globic.com/wisconsin).

(3) The Indicative Fixed Spreads are preliminary and subject to change. Actual Fixed Spreads for each maturity and corresponding CUSIP will appear in the Pricing Notice. The Tax-Exempt Target Bonds Offer Purchase Prices based on the Fixed Spreads (when finalized) to be paid on the Settlement Date will (i) be expressed as a dollar amount per \$100 principal amount of the Tax-Exempt Target Bonds and (ii) exclude Accrued Interest on the Tax-Exempt Target Bonds tendered and accepted for purchase, which Accrued Interest will be paid by the State to but not including the Settlement Date in addition to the applicable Purchase Price.

**INVITATION TO TENDER BONDS**  
**(the “*Invitation*”)**  
**describing an offer (the “*Tender Offer*”) made by the**  
**STATE OF WISCONSIN (the “*State*”)**

*All terms used below with initial capitalization where not required by the rules of grammar and not otherwise defined have the meanings given to them in this Invitation.*

**The State invites Bondholders, as described herein, of all or any portion of its bonds of the series designations with the maturity dates and CUSIP numbers listed on pages (i) and (ii) hereof (the “*Target Bonds*”) to offer to sell to the State for cash:**

**TAXABLE TARGET BONDS**

**Transportation Revenue Refunding Bonds, 2020 Series 1 (Taxable)**  
**Transportation Revenue Refunding Bonds, 2021 Series 1 (Taxable)**

**TAX-EXEMPT TARGET BONDS**

**Transportation Revenue Refunding Bonds, 2017 Series 2**  
**Transportation Revenue Bonds, 2019 Series A**  
**Transportation Revenue Bonds, 2021 Series A**

**(Base CUSIP: 977123)**

**THIS INVITATION WILL EXPIRE AT 5:00 P.M., NEW YORK CITY TIME, ON MARCH 7, 2025, UNLESS EARLIER TERMINATED OR EXTENDED AS DESCRIBED HEREIN.**

**Key Dates and Times**

*All of these dates and times are subject to change. All times are New York City time.  
Notices of changes will be sent in the manner provided for in this Invitation.*

Invitation Date and Post Preliminary Official Statement	February 24, 2025
Pricing Notice	February 28, 2025
Expiration Date	5:00 p.m. on March 7, 2025
Preliminary Notice of Acceptance	March 10, 2025
Determination of Purchase Prices	Approximately 10:00 a.m. on March 11, 2025
Notice of Purchase Prices	March 11, 2025
Final Notice of Acceptance	March 11, 2025
Settlement Date	April 3, 2025

To make an informed decision as to whether, and how, to offer Target Bonds, beneficial owners of Target Bonds (“**Bondholders**”) must read this Invitation carefully and should consult with their broker dealer, financial, legal, accounting, tax, and/or other professionals in making this decision.

*The Dealer Managers for this Invitation are:*  
**Jefferies LLC and Ramirez & Co., Inc.**

*The Information and Tender Agent is:*  
**Globic Advisors**

The date of the Invitation is February 24, 2025.

**TARGET BONDS SUBJECT TO THE TENDER OFFER**

**TABLE 1 – TAXABLE TARGET BONDS**

Series	CUSIP <sup>(1)</sup>	Maturity Date	Interest Rate (%)	Outstanding Principal Amount	Optional Redemption Date	Benchmark Treasury Security <sup>(2)</sup>	Indicative Fixed Spreads <sup>(3)</sup>
2020-1	977123X86	7/1/2026	1.007	\$8,590,000	---	2-year	-40 bps
2020-1	977123X94	7/1/2027	1.107	3,150,000	---	2-year	-35 bps
2020-1	977123Y28	7/1/2028	1.309	3,040,000	---	3-year	-35 bps
2020-1	977123Y36	7/1/2029	1.409	3,635,000	---	5-year	-30 bps
2020-1	977123Y44	7/1/2030	1.539	3,685,000	---	5-year	-25 bps
2020-1	977123Y51	7/1/2031	1.589	3,545,000	---	7-year	-20 bps
2020-1	977123Y69	7/1/2032	1.709	11,585,000	---	7-year	-15 bps
2020-1	977123Y77	7/1/2033	1.789	28,250,000	---	10-year	-15 bps
2020-1	977123Y85	7/1/2034	1.859	29,095,000	---	10-year	-10 bps
2021-1	9771232P2	7/1/2027	1.313	2,055,000	---	2-year	-35 bps
2021-1	9771232Q0	7/1/2028	1.463	2,675,000	---	3-year	-35 bps
2021-1	9771232U1	7/1/2032	1.867	6,000,000	7/1/2031	7-year	-15 bps
2021-1	9771232V9	7/1/2033	1.967	6,000,000	7/1/2031	10-year	-15 bps
2021-1	9771232Y3	7/1/2036	2.217	17,925,000	7/1/2031	10-year	+4 bps
2021-1	9771232Z0	7/1/2037	2.317	500,000	7/1/2031	10-year	+11 bps

(1) CUSIP data herein is provided by the CUSIP Global Services (“CGS”). CGS is managed on behalf of the American Bankers Association by FactSet Research Systems Inc. No representations are made as to the accuracy of the CUSIP numbers.

(2) Each Benchmark Treasury Security (as defined herein) will be the most recently auctioned “on-the-run” U.S. Treasury Security for the maturity indicated as of the date and time that the Taxable Target Bonds Offer Purchase Prices (as defined herein) are set.

(3) The Indicative Fixed Spreads (as defined herein) are preliminary and subject to change. Actual Fixed Spreads for each maturity and corresponding CUSIP will appear in the Pricing Notice. The Taxable Target Bonds Offer Purchase Prices for the based on the Fixed Spreads (when finalized) to be paid on the Settlement Date will (i) be expressed as a dollar amount per \$100 principal amount of the Taxable Target Bonds and (ii) exclude Accrued Interest (as defined herein) on the Taxable Target Bonds tendered and accepted for purchase, which Accrued Interest will be paid by the State to but not including the Settlement Date in addition to the applicable Purchase Price.



**TARGET BONDS SUBJECT TO THE TENDER OFFER**

**TABLE 2 – TAX-EXEMPT TARGET BONDS**

Series	CUSIP <sup>(1)</sup>	Maturity Date	Interest Rate (%)	Outstanding Principal Amount	Optional Redemption Date	Benchmark MMD Index <sup>(2)</sup>	Indicative Fixed Spreads <sup>(3)</sup>
2017-2	977123U48	7/1/2029	5.000	\$71,080,000	7/1/2027	Jul-29	-39 bps
2017-2	977123U55	7/1/2030	5.000	30,600,000	7/1/2027	Jul-30	-39 bps
2017-2	977123U63	7/1/2031	5.000	16,275,000	7/1/2027	Jul-31	-38 bps
2017-2	977123U71	7/1/2032	5.000	4,855,000	7/1/2027	Jul-32	-38 bps
2019-A	977123V70	7/1/2027	5.000	6,065,000	7/1/2026	Jul-27	-60 bps
2019-A	977123V88	7/1/2028	5.000	6,365,000	7/1/2026	Jul-28	-59 bps
2019-A	977123V96	7/1/2029	5.000	820,000	7/1/2026	Jul-29	-59 bps
2019-A	977123W79	7/1/2035	5.000	8,955,000	7/1/2028	Jul-35	-37 bps
2019-A	977123W87	7/1/2036	5.000	9,405,000	7/1/2028	Jul-36	-32 bps
2019-A	977123W95	7/1/2037	5.000	9,875,000	7/1/2028	Jul-37	-28 bps
2019-A	977123X29	7/1/2038	5.000	10,370,000	7/1/2028	Jul-38	-28 bps
2019-A	977123X37	7/1/2039	5.000	10,890,000	7/1/2028	Jul-39	-27 bps
2021-A	9771232L1	7/1/2040	3.000	10,845,000	7/1/2030	Jul-40	+46 bps
2021-A	9771232M9	7/1/2041	3.000	11,175,000	7/1/2030	Jul-41	+47 bps

(1) CUSIP data herein is provided by CGS. CGS is managed on behalf of the American Bankers Association by FactSet Research Systems Inc. No representations are made as to the accuracy of the CUSIP numbers.

(2) Each Benchmark MMD Yield (as defined herein) will be the yield corresponding to the Benchmark MMD Index (as defined herein) in the table of Interpolated AAA Yields as determined by Refinitiv MMD (TM3 Workspace) and made available at or after 3:00 PM New York City time on March 10, 2025 (or such other date as amended or extended as provided herein). The Benchmark MMD Yields will be used to determine the Tax-Exempt Target Bond Offer Purchase Price (as defined herein) for each maturity and CUSIP of the Tax-Exempt Target Bonds. A table of the relevant Interpolated AAA Yields as of the end of each business day through and including March 10, 2025, and, for convenience, the resulting indicative Tax-Exempt Target Bond Offer Purchase Prices, will be available at [www.globic.com/wisconsin](http://www.globic.com/wisconsin).

(3) The Indicative Fixed Spreads are preliminary and subject to change. Actual Fixed Spreads for each maturity and corresponding CUSIP will appear in the Pricing Notice. The Tax-Exempt Target Bonds Offer Purchase Prices based on the Fixed Spreads (when finalized) to be paid on the Settlement Date will (i) be expressed as a dollar amount per \$100 principal amount of the Tax-Exempt Target Bonds and (ii) exclude Accrued Interest on the Tax-Exempt Target Bonds tendered and accepted for purchase, which Accrued Interest will be paid by the State to but not including the Settlement Date in addition to the applicable Purchase Price.

## PROVISIONS APPLICABLE TO THE TENDER OFFER

On or about February 28, 2025, the Pricing Notice will be made available: (i) at the Municipal Securities Rulemaking Board through its Electronic Municipal Market Access website, currently located at <http://emma.msrb.org> (the “*EMMA Website*”), using the CUSIP numbers for the Target Bonds listed in the “Target Bonds Subject to Tender Offer” tables above; (ii) to The Depository Trust Company (“*DTC*”) and to the DTC participants holding the Target Bonds (as shown in a securities position report obtained by the Information and Tender Agent); and (iii) by posting electronically on the website of the Information Agent at [www.globic.com/wisconsin](http://www.globic.com/wisconsin) (collectively, the “*Information Services*”).

On or about March 11, 2025, the Notice of Purchase Prices will be made available from the Information Services described above.

This Tender Offer, including the Preliminary Official Statement attached hereto as APPENDIX A, is or will be available from the Information Services.

The consummation of this Tender Offer is also subject to certain conditions, including, without limitation, the Financing Conditions. See “OVERVIEW OF THE TENDER OFFER – General” and “TERMS OF THE TENDER OFFER – Conditions to Purchase” herein.

## IMPORTANT INFORMATION

*This Invitation and other information with respect to the Tender Offer is and will be available from Jefferies LLC and Ramirez & Co., Inc. (the “Dealer Managers”) and Globic Advisors (the “Information and Tender Agent”) at <http://emma.msrb.org> and [www.globic.com/wisconsin](http://www.globic.com/wisconsin). Bondholders wishing to tender their Target Bonds for purchase pursuant to this Tender Offer should follow the procedures described in this Invitation. Pursuant to this Tender Offer, the State may accept offers to tender Target Bonds in accordance with the procedures set forth in this Invitation. The State reserves the right to cancel or modify this Tender Offer at any time on or prior to the Expiration Date and reserves the right to make a future tender offer at prices different than the prices described herein and in the Pricing Notice, in its sole discretion. The State will have no obligation to accept tendered Target Bonds for purchase or to purchase Target Bonds tendered and accepted for purchase if cancellation or modification occurs, the State is unable to issue the 2025 Series 1 Bonds (as defined herein), or any other conditions set forth herein are not satisfied. The State further reserves the right to accept nonconforming tenders or waive irregularities in any tender. The State also reserves the right in the future to refund (on an advance or current basis) any remaining portion of outstanding Target Bonds through the issuance of publicly-offered or privately-placed bonds. The consummation of this Tender Offer is subject to certain other conditions, including, without limitation, the Financing Conditions (as defined herein) that are anticipated to occur after the Expiration Date but prior to the Settlement Date.*

**NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THIS TENDER OFFER OR PASSED UPON THE FAIRNESS OR MERITS OF THIS TENDER OFFER OR UPON THE ACCURACY OR ADEQUACY OF THE INFORMATION CONTAINED IN THIS INVITATION. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.**

In any jurisdictions where the securities, “blue sky” or other laws require this Tender Offer to be distributed through a licensed or registered broker or dealer, this Tender Offer shall be deemed to be distributed on behalf of the State through the Dealer Managers or one or more registered brokers or dealers licensed under the laws of that jurisdiction.

References to website addresses herein are for informational purposes only and may be in the form of a hyperlink solely for the reader’s convenience. Unless specified otherwise, such websites and the information or links contained therein are not incorporated into, and are not a part of, this Invitation.

No dealer, salesperson or other person has been authorized to give any information or to make any representation not contained in this Invitation, including APPENDIX A, and, if given or made, such information or representation may not be relied upon as having been authorized by the State.

The delivery of this Invitation shall not under any circumstances create any implication that any information contained herein is correct as of any time subsequent to the date hereof or that there has been no change in the information set forth herein or in any attachments hereto or materials delivered herewith or in the affairs of the State since the date hereof. The information contained in this Invitation is as of the date of this Invitation only and is subject to change, completion, or amendment without notice.

Certain statements included or incorporated by reference into this Invitation constitute “forward-looking statements.” Such statements are generally identifiable by the terminology used such as “forecast,” “plan,” “expect,” “estimate,” “budget” or similar words. The achievement of certain results or other expectations contained in such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements described to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. The State does not plan to issue any updates or revisions to those forward-looking statements if or when changes to its expectations, or events, conditions or circumstances on which such statements are based, occur.

This Invitation, including APPENDIX A, contains important information which should be read carefully and in its entirety before any decision is made with respect to this Tender Offer.

**TABLE OF CONTENTS**

	<b><u>Page</u></b>
OVERVIEW OF THE TENDER OFFER .....	1
General .....	1
Determination of Offer Purchase Prices.....	2
Source of Funds to Pay Purchase Price and Accrued Interest on Target Bonds Purchased	3
Brokerage Commissions and Solicitation Fees .....	3
Target Bonds Not Purchased.....	3
Dealer Managers, Information and Tender Agent .....	4
TERMS OF THE TENDER OFFER .....	4
Expiration Date .....	4
Offers Only Through the State’s ATOP Accounts.....	4
Information to Bondholders .....	5
Minimum Denominations .....	5
Provisions Applicable to All Tenders .....	5
Representations by Tendering Bondholders to the State .....	6
Tender of Target Bonds by Financial Institutions; State’s ATOP Accounts .....	6
Determinations as to Form and Validity of Tender Offers; Right of Waiver and Rejection	7
Amendment or Withdrawals of Tenders Prior to an Expiration Date.....	7
Acceptance of Tenders for Purchase.....	8
Acceptance of Tenders Constitutes Irrevocable Agreement; Notice of Results .....	9
Settlement Date .....	9
Purchase and Accrued Interest Funds .....	9
Conditions to Purchase.....	9
Extension, Termination and Amendment of the Tender Offer; Changes to Terms .....	10
AVAILABLE INFORMATION .....	11
ADDITIONAL CONSIDERATIONS.....	11
The State May Later Acquire Target Bonds at More Favorable Prices with More Favorable Terms Than Offered Pursuant to this Tender Offer .....	12
Timeliness of Offers.....	12
Preliminary Acceptance Date.....	12
Final Notice of Acceptance .....	12
SUMMARY OF CERTAIN FEDERAL INCOME TAX CONSEQUENCES .....	12
DEALER MANAGERS .....	13
INFORMATION AND TENDER AGENT.....	14
APPROVAL OF LEGAL PROCEEDINGS.....	14
MISCELLANEOUS.....	14

APPENDIX A: Preliminary Official Statement

APPENDIX B: Form of Pricing Notice

**INVITATION TO TENDER BONDS**  
made by the  
**STATE OF WISCONSIN**  
to the Holders described herein of all or any portion of the maturities listed on pages (i) and (ii) herein of the  
**STATE OF WISCONSIN**

Transportation Revenue Refunding Bonds, 2017 Series 2  
Transportation Revenue Bonds, 2019 Series A  
Transportation Revenue Refunding Bonds, 2020 Series 1 (Taxable)  
Transportation Revenue Bonds, 2021 Series A  
Transportation Revenue Refunding Bonds, 2021 Series 1 (Taxable)

**OVERVIEW OF THE TENDER OFFER**

**General**

This Invitation to Tender Bonds, dated February 24, 2025 (as it may be amended or supplemented, including the cover page and Appendices hereto, this “*Invitation*”), describes an offer by the State of Wisconsin, acting through the State of Wisconsin Building Commission (the “*State*”) (the “*Tender Offer*”), with the assistance of Jefferies LLC and Ramirez & Co., Inc., as joint dealer managers (the “*Dealer Managers*”), to the beneficial owners (the “*Holders*” or “*Bondholders*”) of the State’s outstanding bonds of the series and certain maturities listed on pages (i) and (ii) of this Invitation (collectively, the “*Target Bonds*”) to tender their Target Bonds for cash purchase by the State on April 3, 2025 (as such date may be extended pursuant to this Invitation, the “*Settlement Date*”) at the applicable prices (each an “*Offer Purchase Price*”) determined as described herein based on a yield (each a “*Purchase Yield*”) equal to the fixed spread (each a “*Fixed Spread*”) to be added to the relevant benchmark yield as described herein. See “OVERVIEW OF THE TENDER OFFER—Determination of Offer Purchase Prices” herein. Interest on Target Bonds to but not including the Settlement Date will also be paid to Bondholders whose Target Bonds are purchased by the State (“*Accrued Interest*”). On or about February 28, 2025, the State expects to publish a pricing notice (as it may be amended and supplemented, the “*Pricing Notice*”) in the form attached hereto as APPENDIX B, which will include the Fixed Spread for each maturity and corresponding CUSIP number of the respective Target Bonds.

The Target Bonds were issued by the State pursuant to the General Resolution (as defined in the Preliminary Official Statement (as hereinafter defined) and various authorizing resolutions adopted by the State of Wisconsin Building Commission (collectively, the “*Resolutions*”). For certain information concerning the State and the Transportation Revenue Refunding Bonds, 2025 Series 1 (the “*2025 Series 1 Bonds*”), see the Preliminary Official Statement dated February 24, 2025 attached hereto as APPENDIX A (the “*Preliminary Official Statement*”).

The source of funds to purchase the Target Bonds validly tendered and accepted for purchase pursuant to the Tender Offer will be proceeds of the 2025 Series 1 Bonds, as well as other available funds held by the Trustee (as defined in the Preliminary Official Statement). See “OVERVIEW OF THE TENDER OFFER—Sources of Funds to Pay Purchase Price and Accrued Interest on Target Bonds Purchased” herein. The 2025 Series 1 Bonds are being issued to provide funds to purchase Target Bonds pursuant to this Tender Offer. If issued, the 2025 Series 1 Bonds will be dated the Settlement Date and be issued in the manner, on the terms and with the security therefor all as set forth in the Preliminary Official Statement.

**Notwithstanding any other provision of this Invitation, the State has no obligation to accept for purchase any tendered Target Bonds, and its obligation to pay for Target Bonds validly tendered (and not validly withdrawn) and accepted pursuant to this Tender Offer is subject to the satisfaction of or waiver of the following conditions on or prior to the Settlement Date: (a) the successful completion by the State of a debt financing transaction (the “*Proposed Financing*”), including the issuance of the 2025 Series 1 Bonds, the proceeds of which will be sufficient, together with other available funds held by the Trustees, to (i) fund the purchase of all Target Bonds validly tendered and accepted for purchase pursuant to this Tender Offer and (ii) pay all fees and expenses associated with the issuance of the 2025 Series 1 Bonds and this Tender Offer; (b) receipt of all certifications and opinions required by the Dealer Manager Agreement (the “*Dealer Manager Agreement*”) executed between the State and the Dealer Managers in connection with the Tender Offer; (c) when taken together with the Proposed Financing, the State determines in its sole discretion that it will obtain satisfactory and sufficient economic benefit or other benefits as a result of market conditions, the expected or actual level of participation by Bondholders of the Target Bonds, or any other factors not within the sole control of the State, all on terms and conditions**

that are in the State’s best interest (collectively, the “*Financing Conditions*”); and (d) the other conditions set forth in “TERMS OF THE TENDER OFFER—Conditions to Purchase” herein. The State reserves the right, subject to applicable law, to amend or waive any of the conditions to this Tender Offer, in whole or in part, at any time prior to the Expiration Date (as defined herein) or from time to time, in its sole discretion. This Tender Offer may be withdrawn by the State at any time prior to the Expiration Date.

**TO MAKE AN INFORMED DECISION AS TO WHETHER, AND HOW, TO TENDER THEIR BONDS FOR PURCHASE, BONDHOLDERS MUST READ THIS INVITATION INCLUDING ALL APPENDICES TO THIS INVITATION.**

None of the State, the Dealer Managers or the Information and Tender Agent (as defined herein) makes any recommendation that any Bondholder tender or refrain from tendering all or any portion of such Bondholder’s Target Bonds for purchase. Bondholders must make their own decisions and should read this Invitation carefully in its entirety and consult with their broker account executive, financial advisor, attorney and/or other appropriate professional in making these decisions.

Subject to the terms and conditions of this Tender Offer, the State may purchase Target Bonds tendered for purchase, provided that such Target Bonds have been validly tendered by 5:00 p.m., New York City time, on March 7, 2025 (as extended from time to time in accordance with this Tender Offer, the “*Expiration Date*”) and accepted by the State on March 11, 2025 (as extended from time to time in accordance with this Tender Offer, the “*Final Acceptance Date*”), assuming all conditions to this Tender Offer have then been satisfied or waived by the State on or prior to the Settlement Date. Subject to the conditions set forth herein, Bondholders whose Target Bonds are tendered for purchase in accordance with the provisions of this Tender Offer and are accepted by the State will receive payment of the Purchase Price of, plus Accrued Interest on, such Target Bonds on the Settlement Date.

In the event tendered Target Bonds are not accepted for purchase by the State, or all conditions to this Tender Offer are not satisfied or waived by the State on or prior to the Settlement Date, any Target Bonds tendered pursuant to this Tender Offer shall be returned to the Holder of such Target Bonds and remain outstanding.

**BONDHOLDERS WHO DO NOT TENDER THEIR TARGET BONDS, AS WELL AS BONDHOLDERS WHO TENDER THEIR TARGET BONDS AND WHOSE TARGET BONDS ARE NOT PURCHASED BY THE STATE FOR ANY REASON, WILL CONTINUE TO HOLD SUCH BONDS (THE “UNPURCHASED BONDS”) AND SUCH UNPURCHASED BONDS WILL REMAIN OUTSTANDING. THE STATE RESERVES THE RIGHT TO, AND MAY DECIDE TO, REFUND (ON AN ADVANCE OR CURRENT BASIS) SOME OR ALL OF THE UNPURCHASED BONDS THROUGH THE ISSUANCE OF PUBLICLY-OFFERED OR PRIVATELY-PLACED TAXABLE OR TAX-EXEMPT OBLIGATIONS OF THE STATE, SUBJECT TO THE TERMS OF SUCH SERIES OF BONDS.** See “OVERVIEW OF THE TENDER OFFER—Target Bonds Not Purchased” and “ADDITIONAL CONSIDERATIONS” herein.

#### **Determination of Offer Purchase Prices**

On or about February 28, 2025, the State will publish the Pricing Notice in the form attached hereto as APPENDIX B, which Pricing Notice will set the fixed spreads (the “*Fixed Spreads*”) for each CUSIP for the Target Bonds tendered and accepted for purchase pursuant to this Tender Offer.

- ***Offer Purchase Prices for Taxable Target Bonds.*** The Fixed Spreads with respect to the Taxable Target Bonds represent the yield, expressed as an interest rate percentage, above the yield on the indicated benchmark U.S. Treasury Securities (set forth in Table 1 on page (i) of this Invitation) (“*Benchmark Treasury Securities*”) to be used in establishing the Offer Purchase Prices. The Fixed Spreads will be added to the yield on a Benchmark Treasury Security for each CUSIP of the Taxable Target Bonds (each a “*Treasury Security Yield*”) to arrive at a purchase yield (the “*Taxable Target Bond Purchase Yield*”). The Treasury Securities Yields will be the bid-side yield of the U.S. Benchmark Treasury as quoted on the Bloomberg Bond Trader FIT1 series of pages at approximately 10:00 a.m., New York City time, on March 11, 2025 (as such date may be extended pursuant to the terms of this Invitation, the “*Benchmark Determination Date*”).

The Taxable Target Bond Purchase Yields will be used to calculate the Offer Purchase Price for each Taxable Target Bond (each a “**Taxable Target Bond Offer Purchase Price**” and, collectively, the “**Taxable Target Bonds Offer Purchase Prices**”). Each Taxable Target Bond Offer Purchase Price will be calculated using the market standard bond pricing formula as of the Settlement Date using the Taxable Target Bond Purchase Yield, the coupon of the Taxable Target Bond, and the maturity date of the Taxable Target Bond.

- **Offer Purchase Prices for Tax-Exempt Target Bonds.** The Fixed Spread with respect to each of the Tax-Exempt Target Bonds is the yield, expressed as an interest rate percentage, above the yield on the indicated benchmark index (set forth in Table 2 on page (ii) of this Invitation) (“**Benchmark MMD Index**”) to be used in establishing the Offer Purchase Prices. The Fixed Spreads will be added to the yield on the Benchmark MMD Index for each CUSIP of the Tax-Exempt Target Bonds (each a “**Benchmark MMD Yield**”) to arrive at a purchase yield (the “**Tax-Exempt Target Bond Purchase Yield**”). The Benchmark MMD Yields will be the yields indicated in the table of Interpolated AAA Yields as determined by Refinitiv MMD (TM3 Workspace) and made available at or after 3:00 PM New York City time on March 10, 2025 (or such other date as amended or extended as provided herein). The table of relevant Interpolated AAA Yields as of the end of each business day until the Offer Purchase Prices for the Tax-Exempt Target Bonds are determined will be available at [www.globic.com/wisconsin](http://www.globic.com/wisconsin).

The Tax-Exempt Target Bond Purchase Yields will be used to calculate the Offer Purchase Price for each Tax-Exempt Target Bond (each a “**Tax-Exempt Target Bond Offer Purchase Price**” and, collectively, the “**Tax-Exempt Target Bonds Offer Purchase Prices**”). Each Tax-Exempt Target Bond Offer Purchase Price will be calculated using the market standard bond pricing formula as of the Settlement Date using the Tax-Exempt Target Bond Purchase Yield, the coupon of the Tax-Exempt Target Bond, the maturity date of the Tax-Exempt Target Bond and, to the extent that it produces a lower Tax-Exempt Target Bond Offer Purchase Price, the first optional redemption date of the Tax-Exempt Target Bonds.

The State will publish a Notice of Purchase Prices on or about March 11, 2025.

The Pricing Notice and the Notice of Purchase Prices will be made available: (i) by posting on the Municipal Securities Rulemaking Board’s Electronic Municipal Market Access website, currently located at <http://emma.msrb.org> (the “**EMMA Website**”), using the CUSIP numbers for the applicable Target Bonds listed in the tables under “**BONDS SUBJECT TO THE TENDER OFFER**”; (ii) to The Depository Trust Company (“**DTC**”) and to the DTC participants holding the Target Bonds; and (iii) by posting electronically on the website of the Information and Tender Agent at [www.globic.com/wisconsin](http://www.globic.com/wisconsin) (collectively, the “**Information Services**”).

### **Sources of Funds to Pay Purchase Price and Accrued Interest on Target Bonds Purchased**

The sources of funds to purchase the Target Bonds validly tendered and accepted for purchase pursuant to this Tender Offer will be proceeds of the 2025 Series 1 Bonds, as well as other available funds held by the Trustee. **THE PURCHASE OF ANY BONDS TENDERED AND ACCEPTED FOR PURCHASE PURSUANT TO THIS TENDER OFFER IS CONTINGENT ON THE ISSUANCE BY THE STATE OF THE 2025 SERIES 1 BONDS.** The 2025 Series 1 Bonds are described in the Preliminary Official Statement, attached hereto as APPENDIX A.

### **Brokerage Commissions and Solicitation Fees**

Bondholders will not be obligated to pay any brokerage commissions or solicitation fees to the State, the Dealer Managers, or the Information and Tender Agent in connection with this Tender Offer. However, Bondholders should check with their broker, bank, account executive or other financial institution which maintains the account in which their Target Bonds are held (their “**Financial Representative**”) to determine whether it will charge any commissions or fees.

### **Target Bonds Not Purchased**

Any Target Bonds that are not tendered for purchase in response to this Invitation, or that are tendered and not purchased by the State for any reason, will continue to be outstanding, and payable and secured, pursuant to the terms of the

respective Resolutions. THE STATE RESERVES THE RIGHT TO, AND MAY DECIDE TO, REFUND (ON AN ADVANCE OR CURRENT BASIS) SOME OR ALL OF THE BONDS NOT TENDERED FOR PURCHASE OR WHOSE TENDER HAS NOT BEEN ACCEPTED BY THE STATE PURSUANT TO THIS TENDER OFFER THROUGH THE ISSUANCE OF PUBLICLY-OFFERED OR PRIVATELY-PLACED TAXABLE OR TAX-EXEMPT OBLIGATIONS OF THE STATE. See “ADDITIONAL CONSIDERATIONS” herein.

The purchase of the Target Bonds by the State of any CUSIP number may have certain potential adverse effects on holders of Target Bonds not purchased pursuant to this Tender Offer, including that the principal amount of the Target Bonds of such CUSIP number available to trade publicly will be reduced, which could adversely affect the liquidity and market value of any Target Bonds of that CUSIP number that remain outstanding.

### **Dealer Managers, Information and Tender Agent**

Jefferies LLC and Ramirez & Co., Inc. are the Dealer Managers for the Tender Offer. Investors with questions about this Tender Offer should contact the Dealer Managers or Globic Advisors, which serves as Information and Tender Agent (the “**Information and Tender Agent**”) for this Tender Offer, at the addresses and telephone numbers set forth on the page preceding the Appendices appended to this Invitation. See “DEALER MANAGERS” and “INFORMATION AND TENDER AGENT” herein.

## **TERMS OF THE TENDER OFFER**

### **Expiration Date**

This Tender Offer will expire on the Expiration Date, unless earlier terminated or extended, as described in this Invitation. In the sole discretion of the State, Target Bonds tendered after 5:00 p.m., New York City time, on the Expiration Date and prior to the acceptance of tenders by the State as described below under the heading “TERMS OF THE TENDER OFFER—Acceptance of Tenders Constitutes Irrevocable Agreement; Notice of Results” may be accepted by the State for purchase. See “TERMS OF THE TENDER OFFER—Extension, Termination and Amendment of the Tender Offer; Changes to Terms” below for a discussion of the State’s ability to extend the Expiration Date and to terminate or amend this Tender Offer.

In the sole discretion of the State, the State may extend the Expiration Date, the Preliminary Acceptance Date (as defined herein), the Final Acceptance Date or the Settlement Date, or cancel, amend, or otherwise modify or waive any conditions of this Tender Offer. See “TERMS OF THE TENDER OFFER—Extension, Termination and Amendment of the Tender Offer; Changes to Terms” below.

### **Offers Only Through the State’s ATOP Accounts**

The Target Bonds are held in book-entry-only form through the facilities of DTC. The State, through the Information and Tender Agent, will establish Automated Tender Offer Program (“**ATOP**”) accounts at DTC for the Target Bonds to which this Tender Offer relates promptly after the date of this Tender Offer. Bondholders who wish to tender Target Bonds pursuant to this Tender Offer may do so through the applicable ATOP account.

**ALL TENDERS FOR PURCHASE MUST BE MADE THROUGH THE STATE’S ATOP ACCOUNTS. THE STATE WILL NOT ACCEPT ANY TENDERS FOR PURCHASE THAT ARE NOT MADE THROUGH ITS ATOP ACCOUNTS. LETTERS OF TRANSMITTAL ARE NOT BEING USED IN CONNECTION WITH THIS TENDER OFFER.** See “TERMS OF THE TENDER OFFER—Tender of Target Bonds by Financial Institutions; State’s ATOP Accounts” herein.

Any financial institution that is a participant in DTC may make a book-entry tender of the Target Bonds by causing DTC to transfer such Target Bonds into the State’s ATOP account relating to this Tender Offer and the applicable series, maturity and CUSIP number thereof in accordance with DTC’s procedures for such transfer. Bondholders who are not DTC participants can only tender Target Bonds pursuant to this Tender Offer by making arrangements with and instructing their Financial Representative to tender the Bondholder’s Target Bonds through the applicable State ATOP account. To ensure a Bondholder’s Target Bonds are tendered to the applicable State ATOP account by 5:00 p.m., New York City time, on the Expiration Date, the Bondholder must provide instructions to the Bondholder’s Financial Representative in sufficient time for the Financial Representative to tender the Target Bonds to the applicable State ATOP account by this deadline. A Bondholder should contact



its Financial Representative for information as to when the Financial Representative needs the Bondholder's instructions in order to tender the Bondholder's Target Bonds to the applicable State ATOP account by 5:00 p.m., New York City time, on the Expiration Date. See "TERMS OF THE TENDER OFFER—Tender of Target Bonds by Financial Institutions; State's ATOP Accounts."

**THE STATE, THE DEALER MANAGERS, AND THE INFORMATION AND TENDER AGENT ARE NOT RESPONSIBLE FOR THE TRANSFER OF ANY TENDERED BONDS TO THE APPLICABLE STATE ATOP ACCOUNT OR FOR ANY MISTAKES, ERRORS OR OMISSIONS IN THE TRANSFER OF ANY TENDERED BONDS.**

### **Information to Bondholders**

**The State may give information about this Tender Offer to the market and Bondholders by posting on the EMMA Website. Additionally, the State may give information about this Tender Offer to the Information and Tender Agent. The Information and Tender Agent will deliver information provided to it by the State through its website, [www.globic.com/wisconsin](http://www.globic.com/wisconsin). Posting by the State of information on the EMMA Website will be deemed to constitute delivery of this information to each Bondholder.**

**The State, the Dealer Managers, and the Information and Tender Agent have no obligation to ensure that a Bondholder actually receives any information given to the Information Services.**

Bondholders who would like to receive information transmitted by or on behalf of the State to the Information Services may receive such information from the Dealer Managers or the Information and Tender Agent by contacting them using the contact information on the page preceding the Appendices appended to this Invitation.

Any updates to this Invitation, including, without limitation any supplements to the Preliminary Official Statement, will be distributed through the Information Services. The final Official Statement with respect to the 2025 Series 1 Bonds (which will set forth the maturities, principal amounts and interest rates on the 2025 Series 1 Bonds) will be posted to the EMMA Website subsequent to the Final Acceptance Date and prior to the Settlement Date.

### **Minimum Denominations**

A Bondholder may tender Target Bonds for purchase of a particular CUSIP number that it owns in an amount of its choosing, but only in a principal amount equal to the minimum denomination of \$5,000 (the "*Minimum Authorized Denomination*") or any multiple of \$5,000 in excess thereof.

### **Provisions Applicable to All Tenders**

***Need for Advice.*** A Bondholder should ask its Financial Representative or financial advisor for help in determining: (a) whether to tender Target Bonds of a particular CUSIP number for purchase, and (b) the principal amount of Target Bonds of such CUSIP number to be tendered. A Bondholder also should inquire as to whether its Financial Representative or financial advisor will charge a fee for submitting tenders if the State purchases the Bondholder's tendered Target Bonds. The State, the Dealer Managers, and the Information and Tender Agent will not charge any Bondholder for tendering Target Bonds.

***Need for Specificity of Tender.*** A tender cannot exceed the par amount of Target Bonds owned and controlled by the Bondholder and must include the following information: (1) the CUSIP number(s) of the Target Bond(s) being tendered, and (2) the principal amount of each CUSIP number being tendered (such principal amount must be stated in multiples of \$5,000 and if not so stated, for tenders of less than all of the holder's position in the Target Bonds, such principal amount will be reduced to the greatest multiple of \$5,000). Any Bondholder located outside of the United States should check with its broker to determine if there are any additional minimal increments, alternative settlement timing or other limitations.

"All or none" offers are not permitted. A Bondholder also cannot condition its offer for any single CUSIP of Target Bonds on the acceptance of its offer for a separate CUSIP of Target Bonds.

No alternative, conditional or contingent tenders will be accepted.

**General.** A Bondholder may only tender Target Bonds it owns or controls. By tendering Target Bonds pursuant to this Tender Offer, a Bondholder will be deemed to have represented and agreed with the State as set forth below under “–Representations by Tendering Bondholders to the State.” All tenders shall survive the death or incapacity of the tendering Bondholder.

Bondholders who would like to receive information furnished by the State to the Information Services can review the EMMA Website or otherwise must make appropriate arrangements with their Financial Representatives, or the Information and Tender Agent.

### **Representations by Tendering Bondholders to the State**

By tendering Target Bonds for purchase, each tendering Bondholder will be deemed to have represented to and agreed with the State that:

(a) the Bondholder has received this Invitation, including Appendix A, and has had the opportunity to review this Invitation, including Appendix A, in its entirety, prior to making its decision to tender Target Bonds, and agrees if the purchase of any tendered Target Bonds is consummated, the purchase of such Target Bonds shall be on the terms and conditions set forth in this Invitation;

(b) the Bondholder has full power and authority to tender, sell, assign and transfer the tendered Target Bonds; and on the Settlement Date, the State will acquire good, marketable and unencumbered title thereto, free and clear of all liens, charges, encumbrances, conditional sales agreements or other obligations and not subject to any adverse claims, upon payment to the Bondholder of the applicable Purchase Price(s) plus Accrued Interest;

(c) the Bondholder has made its own independent decision to tender its Target Bonds for purchase pursuant to this Tender Offer, and as to the terms thereof, and such decision is based upon the Bondholder’s own judgment and upon advice from such advisors with whom the Bondholder has determined to consult;

(d) the Bondholder is not relying on any communication from the State, the Dealer Managers or the Information and Tender Agent as investment advice or as a recommendation to tender the Bondholder’s Target Bonds at the applicable Offer Purchase Price, it being understood that the information from the State, the Dealer Managers and the Information and Tender Agent related to the terms and conditions of this Tender Offer shall not be considered investment advice or a recommendation to tender Target Bonds; and

(e) the Bondholder is capable of assessing the merits of and understanding (on its own and/or through independent professional advice), and does understand, agree and accept, the terms and conditions of this Tender Offer.

### **Tender of Target Bonds by Financial Institutions; State’s ATOP Accounts**

The State, through the Information and Tender Agent, will establish the State’s ATOP accounts at DTC for the CUSIP numbers of Target Bonds to which this Tender Offer relates promptly after the date of this Tender Offer. Tenders of Target Bonds pursuant to this Tender Offer may only be made by transfer to the respective State ATOP accounts as an offer to sell Target Bonds for cash. Any financial institution that is a participant in DTC may make a book-entry tender of the Target Bonds by causing DTC to transfer such Target Bonds into the State’s ATOP account corresponding to the CUSIP number in accordance with DTC’s procedures.

Concurrently with the delivery of Target Bonds through book-entry transfer into the applicable State ATOP account, an Agent’s Message (as described below) in connection with such book-entry transfer must be transmitted to and received at the related State ATOP account by not later than 5:00 p.m., New York City time, on the Expiration Date; provided, however, a tender of Target Bonds related to an Agent’s Message transmitted to the applicable State ATOP account after such time may be accepted by the State for purchase if the State, in its sole discretion, waives the defect in the timing of the delivery of such message. The confirmation of a book-entry transfer to the State’s ATOP account as described above is referred to herein as a “**Book-Entry Confirmation.**” The term “**Agent’s Message**” means a message transmitted by DTC to, and received by, the Information and Tender Agent and forming a part of a Book-Entry Confirmation which states that DTC has received an express acknowledgment from the DTC participant tendering Target Bonds that are the subject of such Book-Entry Confirmation,

stating (1) the CUSIP number(s), series and the principal amount(s) of the Target Bonds that have been tendered by such DTC participant pursuant to this Tender Offer, and (2) that such participant on behalf of the related Holder agrees to be bound by the terms of this Tender Offer. By causing DTC to transfer Target Bonds into the applicable State ATOP account, a financial institution warrants to the State that it has full authority, and has received from the Bondholder(s) of such Target Bonds all direction necessary, to tender and sell such Target Bonds as set forth in this Tender Offer.

Bondholders who are not DTC participants can only tender Target Bonds pursuant to this Tender Offer by making arrangements with and instructing their Financial Representative to tender the Bondholder's Target Bonds through the applicable State ATOP account. To ensure a Bondholder's Target Bonds are tendered to the applicable State ATOP account by 5:00 p.m., New York City time, on the Expiration Date, a Bondholder must provide instructions to its Financial Representative in sufficient time for the Financial Representative to tender the Bondholder's Target Bonds to the applicable State ATOP account by this deadline. A Bondholder should contact its Financial Representative for information as to when the Financial Representative needs the Bondholder's instructions in order to tender the Bondholder's Target Bonds to the applicable State ATOP account by 5:00 p.m., New York City time, on the Expiration Date.

**THE STATE, THE DEALER MANAGERS, AND THE INFORMATION AND TENDER AGENT ARE NOT RESPONSIBLE FOR THE TRANSFER OF ANY TENDERED BONDS TO THE APPLICABLE STATE ATOP ACCOUNT OR FOR ANY MISTAKES, ERRORS OR OMISSIONS IN THE TRANSFER OF ANY TENDERED BONDS.**

#### **Determinations as to Form and Validity of Tender Offer; Right of Waiver and Rejection**

All questions as to the validity (including the time of receipt at the applicable State ATOP account), form, eligibility and acceptance of any Target Bonds tendered for purchase pursuant to this Tender Offer will be determined by the State in its sole discretion and such determinations will be final, conclusive and binding.

The State reserves the right to waive any irregularities or defects in any tender. The State, the Dealer Managers, and the Information and Tender Agent are not obligated to give notice of any defects or irregularities in tenders and they will have no liability for failing to give such notice.

The State reserves the absolute right to reject any and all offers, whether or not they comply with the terms of this Tender Offer.

#### **Amendment or Withdrawals of Tenders Prior to an Expiration Date**

A Bondholder may amend its offer to tender for purchase in respect of the amount being tendered by causing an amended offer to be received at the applicable State ATOP account at or before 5:00 p.m., New York City time, on the Expiration Date.

An offer to tender for purchase may be withdrawn by a Bondholder by causing a withdrawal notice to be received at the applicable State ATOP Account at or before 5:00 p.m., New York City time, on the Expiration Date.

An amended offer or a notice of withdrawal must be submitted in substantially the same manner as an offer. All amendments or withdrawal notices must be made through the applicable State ATOP account. The State will not accept any amendments or withdrawals that are not made through the applicable State ATOP account. Bondholders who are not DTC participants can only amend or withdraw their offer to tender in response to this Tender Offer by making arrangements with and instructing their Financial Representative to submit the amended offer or notice of withdrawal through the applicable State ATOP account.

**Bondholders who have tendered their Target Bonds for purchase will not receive information from the State, the Dealer Managers or the Information and Tender Agent concerning offers made by other Bondholders. Offering Bondholders will not be afforded an opportunity to amend their offers after 5:00 p.m., New York City time on the Expiration Date. An amended or withdrawn offer must specify the applicable CUSIP number, and with respect to amended offers, the principal amount previously offered and the new amount being offered. All questions as to the validity (including**

the time of receipt) of an amendment or withdrawal will be determined by the State in its sole discretion and will be final, conclusive and binding.

**ALL TENDERS OF BONDS SHALL BE IRREVOCABLE AT 5:00 P.M., NEW YORK CITY TIME, UPON THE EXPIRATION DATE.**

### **Acceptance of Tenders for Purchase**

The State shall be under no obligation to accept any Target Bonds tendered for purchase pursuant to this Tender Offer. Among Target Bonds tendered for purchase, the State in its sole discretion will select the aggregate amount of tendered Target Bonds to purchase for each CUSIP, based on its determination of the economic benefit from such purchase. The State may, but is not obligated to, purchase such principal amount of tendered bonds for each CUSIP in Table 1 and Table 2 of this Invitation.

Should the State choose to purchase some but not all of the Target Bonds of a particular CUSIP, the State will accept those tendered Target Bonds on a pro rata basis reflecting the ratio of (a) the principal amount the State determines to purchase of such CUSIP to (b) the aggregate principal amount of valid offers to sell received. In such event, should the principal amount of any individual tender offer, when adjusted by the pro rata acceptance, result in an amount that is not a multiple of \$5,000, the principal amount of such offer will be rounded to the nearest multiple of \$5,000. If as a result of such adjustment, the amount of a holder's unaccepted Target Bonds is less than the minimum authorized denomination of \$5,000, the State will reject such holder's tender instruction in whole.

The Pricing Notice will be made available by the State on or about February 28, 2025, from the Information Services.

On March 10, 2025, unless such date is extended by the State (the "**Preliminary Acceptance Date**"), the State will determine the preliminary principal amount (if any) of the Target Bonds of each CUSIP number that it will purchase. Notice of the preliminary principal amount of the Target Bonds of a CUSIP number (if any) that the State will agree to purchase will be provided to the Information Services on the Preliminary Acceptance Date. See "ADDITIONAL CONSIDERATIONS—Preliminary Acceptance Date."

As of the Final Acceptance Date, upon the terms and subject to the conditions of this Invitation, the State may elect to accept for purchase outstanding Target Bonds validly tendered pursuant to this Tender Offer (or defectively tendered, if such defect has been waived by the State), with acceptance subject to the satisfaction or waiver by the State of the conditions to the purchase of tendered Target Bonds. See "– Acceptance of Tenders Constitutes Irrevocable Agreement; Notice of Results" and "– Conditions to Purchase."

On the Final Acceptance Date, the State will make a final determination of the principal amount of Target Bonds of each CUSIP number that it wishes to purchase from among those Target Bonds of such CUSIP number that were initially accepted for purchase pursuant to the Preliminary Notice of Acceptance (as defined herein). The State shall be under no obligation to purchase any Target Bond initially accepted on the Preliminary Acceptance Date. The State will determine the amount, if any, of Target Bonds of each CUSIP number that it purchases as specified on the Final Acceptance Date. Notice of the Principal Amount of all Target Bonds of each CUSIP number (if any) to be purchased will be provided to the Information Services on the Final Acceptance Date. See "ADDITIONAL CONSIDERATIONS—Final Notice of Acceptance."

**The State will have no obligation to accept tendered Target Bonds for purchase. The State will determine in its sole discretion which tendered Target Bonds, if any, it will purchase, and therefore has the right to purchase none, some or all of the Target Bonds offered, notwithstanding any other statements herein about the State's current intentions for the amount of Target Bonds to be purchased. Target Bonds that will be purchased will be indicated by CUSIP. The State reserves the right to, and may decide to, refund, (on an advance or current basis), some or all of the Untendered Target Bonds through the issuance of publicly-offered or privately-placed taxable or tax-exempt obligations of the State subject to the terms of such Series of the Target Bonds. See also "OVERVIEW OF THE TENDER OFFER—Target Bonds not Purchased" and "ADDITIONAL CONSIDERATIONS" for certain potential impacts on any untendered Target Bonds.**

**Notwithstanding any other provision of this Invitation, the consummation of this Tender Offer and the State's obligation to pay for Target Bonds validly tendered (and not validly withdrawn) and accepted for purchase pursuant to this Tender Offer is subject to the satisfaction of or waiver of the Financing Conditions (see "OVERVIEW OF THE**

**TENDER OFFER – General” herein) and the other conditions set forth in “TERMS OF THE TENDER OFFER—Conditions to Purchase” herein. The State reserves the right, subject to applicable law, to amend or waive any of the conditions to this Tender Offer, in whole or in part, at any time prior to the Expiration Date or from time to time, in its sole discretion. This Tender Offer may be withdrawn by the State at any time prior to the Expiration Date.**

### **Acceptance of Tenders Constitutes Irrevocable Agreement; Notice of Results**

Acceptance by the State of Target Bonds tendered for purchase will constitute an irrevocable agreement between the tendering Bondholder and the State to sell and purchase such Target Bonds, subject to the satisfaction of certain conditions to the State’s obligation to purchase tendered Target Bonds and the other terms of this Tender Offer. See “– Minimum Denominations” herein and “– Conditions to Purchase” herein.

The acceptance of Target Bonds tendered for purchase is expected to be made by notification to the Information Services on the Final Acceptance Date (the “*Final Notice of Acceptance*”). This notification will state the principal amount of the Target Bonds of each CUSIP number that the State has agreed to accept for tender for purchase in accordance with this Tender Offer, which may be zero for a particular CUSIP number.

### **Settlement Date**

Subject to satisfaction of all conditions to the State’s obligation to purchase Target Bonds tendered and accepted for purchase, as described herein, including, without limitation, the Financing Conditions, the Settlement Date is the day on which such Target Bonds will be purchased at the applicable Offer Purchase Prices, together with Accrued Interest thereon. The Settlement Date will occur following the Final Acceptance Date, subject to all conditions to this Tender Offer having been satisfied or waived by the State. The expected Settlement Date is April 3, 2025, unless extended by the State, assuming all conditions to this Tender Offer have been satisfied or waived by the State. Bondholders whose Target Bonds are purchased on the Settlement Date will receive the Offer Purchase Price plus Accrued Interest up to but not including the Settlement Date.

The State may, in its sole discretion, change the Settlement Date by giving notice to the Information Services prior to the change. See “– Conditions to Purchase.”

Subject to satisfaction of all conditions to the State’s obligation to purchase Target Bonds tendered and accepted for purchase pursuant to this Tender Offer, as described herein, payment by the State, or on the State’s behalf, will be made in immediately available funds on the Settlement Date by deposit with DTC of the aggregate Offer Purchase Price and Accrued Interest on the Target Bonds accepted for purchase. The State expects that, in accordance with DTC’s standard procedures, DTC will transmit the aggregate Offer Purchase Price (plus Accrued Interest) in immediately available funds to each of its participant financial institutions holding the Target Bonds accepted for purchase on behalf of Bondholders for delivery to the Bondholders. **The State, the Dealer Managers, and the Information and Tender Agent have no responsibility or liability for the distribution of the Offer Purchase Prices plus Accrued Interest by DTC to the Bondholders.**

### **Purchase and Accrued Interest Funds**

The sources of funds to purchase the Target Bonds validly tendered and accepted for purchase pursuant to this Tender Offer will be proceeds of the 2025 Series 1 Bonds, as well as other available funds held by the Trustee. The purchase of any Target Bonds tendered pursuant to this Tender Offer is contingent on the issuance by the State of the 2025 Series 1 Bonds, as well as certain other conditions which must be satisfied or waived on or prior to the Settlement Date. See “OVERVIEW OF THE TENDER OFFER—General” and “TERMS OF THE TENDER OFFER—Conditions to Purchase” herein for more information on the conditions precedent to this Tender Offer.

### **Conditions to Purchase**

In addition to the Financing Conditions (see “OVERVIEW OF THE TENDER OFFER—General” herein), if after the Final Acceptance Date but prior to payment for the Target Bonds on the Settlement Date any of the following events should occur, the State will have the absolute right to cancel its obligations to purchase Target Bonds without any liability to any Bondholder:

- Litigation or another proceeding is pending or threatened which the State reasonably believes may, directly or indirectly, have an adverse impact on this Tender Offer or the expected benefits of this Tender Offer to the State or the Bondholders;
- A war, national emergency, banking moratorium, suspension of payments by banks, a general suspension of trading by the New York Stock Exchange or a limitation of prices on the New York Stock Exchange exists and the State reasonably believes this fact makes it inadvisable to proceed with the purchase of Target Bonds;
- A material change in the affairs of the State has occurred which the State reasonably believes makes it inadvisable to proceed with the purchase of Target Bonds;
- A material change in the net economics of the transaction has occurred due to a material change in market conditions which the State reasonably believes makes it inadvisable to proceed with the purchase of Target Bonds; or
- For any reason, the 2025 Series 1 Bonds are not issued.

These conditions (together with the Financing Conditions, the “*Conditions to Purchase*”) are for the sole benefit of the State and may be asserted by the State, prior to the time of payment of the Target Bonds it has agreed to purchase, regardless of the circumstances giving rise to any of these conditions or may be waived by the State in whole or in part at any time and from time to time in its discretion, and may be exercised independently for each CUSIP. The failure by the State at any time to exercise any of these rights will not be deemed a waiver of any of these rights, and the waiver of these rights with respect to particular facts and other circumstances will not be deemed a waiver of these rights with respect to any other facts and circumstances. Each of these rights will be deemed an ongoing right of the State which may be asserted at any time and from time to time prior to the time of payment of the Target Bonds it has agreed to purchase. Any determination by the State concerning the events described in this section will be final and binding upon all parties.

**BONDHOLDERS OF BONDS WHO DO NOT TENDER THEIR BONDS, AS WELL AS BONDHOLDERS OF BONDS WHO TENDER BONDS FOR PURCHASE THAT THE STATE IN ITS SOLE DISCRETION DOES NOT ACCEPT, IN WHOLE OR PART, FOR PURCHASE, WILL CONTINUE TO HOLD SUCH BONDS AND SUCH BONDS WILL REMAIN OUTSTANDING. THE STATE RESERVES THE RIGHT TO, AND MAY DECIDE TO, REFUND (ON AN ADVANCE OR CURRENT BASIS) SOME OR ALL OF THE UNPURCHASED BONDS THROUGH THE ISSUANCE OF PUBLICLY-OFFERED OR PRIVATELY-PLACED TAXABLE OR TAX-EXEMPT OBLIGATIONS OF THE STATE SUBJECT TO THE TERMS OF SUCH SERIES OF BONDS. See “OVERVIEW OF THE TENDER OFFER—Target Bonds Not Purchased” and “ADDITIONAL CONSIDERATIONS” herein.**

#### **Extension, Termination and Amendment of the Tender Offer; Changes to Terms**

The State has the right to extend this Tender Offer, as to any or all of the Target Bonds, to any date in its sole discretion, provided that a notice of any extension of the Expiration Date is given to the Information Services, including by posting such notice to the EMMA Website on or about 9:00 a.m., New York City time, no later than the first business day after the previously scheduled Expiration Date.

The State may extend the Preliminary Acceptance Date, the Final Acceptance Date, and/or the Settlement Date by notice given to the Information Services at any time but no later than the first business day following the previously scheduled Preliminary Acceptance Date, Final Acceptance Date, and/or Settlement Date, as applicable, or any prior extension thereof. Notice of an extension of the Preliminary Acceptance Date, the Final Acceptance Date, and/or the Settlement Date will be effective when such notice is given.

The State also has the right, prior to the Expiration Date to terminate this Tender Offer at any time by giving notice to the Information Services. The termination will be effective at the time specified in such notice.

The State also has the right, prior to the Expiration Date, to amend or waive the terms of this Tender Offer in any respect and at any time by giving notice to the Information Services. This amendment or waiver will be effective at the time specified in such notice.

If the State extends this Tender Offer, or amends the terms of this Tender Offer (including a waiver of any term) in any material respect, including, without limitation, a change in any Offer Purchase Price of the Target Bonds pursuant to this Tender Offer, the State shall provide notice thereof at such time and in such manner to allow reasonable time for dissemination to Bondholders and for Bondholders to respond. **In such event, any offers submitted with respect to the affected Target Bonds prior to such change in the Offer Purchase Price for such Target Bonds pursuant to this Tender Offer will remain in full force and effect and any Bondholder of such affected Target Bonds wishing to revoke their offer to tender such Target Bonds must affirmatively withdraw such offer prior to the Expiration Date.**

The State may, at any time prior to the Settlement Date, cancel this Tender Offer in its sole discretion if any of the Financing Conditions shall not have been satisfied by giving notice to the Information Services of such cancellation. The State will have no obligation to purchase Target Bonds if cancellation of this Tender Offer occurs or if the State fails to accept tender offers.

No extension, termination or amendment of this Tender Offer (or waiver of any terms of this Tender Offer) will change the State's right to decline to purchase any Target Bonds without liability. See "TERMS OF THE TENDER OFFER—Conditions to Purchase."

The State, the Dealer Managers and the Information and Tender Agent have no obligation to ensure that a Bondholder actually receives any information given to the Information Services.

#### AVAILABLE INFORMATION

Certain information relating to the Target Bonds and the State may be obtained by contacting the Dealer Managers or the Information and Tender Agent at the contact information set forth on the page preceding the Appendices appended to this Invitation. Such information is limited to (i) this Invitation, including the information set forth in the Preliminary Official Statement which is attached hereto as APPENDIX A, and (ii) information about the State available through the EMMA Website.

References to website addresses herein are for informational purposes only and may be in the form of a hyperlink solely for the reader's convenience. Unless specified otherwise, such websites and the information or links contained therein are not incorporated into, and are not a part of, this Invitation.

#### ADDITIONAL CONSIDERATIONS

*None of the State, the Dealer Managers or the Information and Tender Agent make any recommendation that any Bondholder tender or refrain from tendering all or any portion of the Target Bonds. Each Bondholder must make its decision and should read this Invitation, including the Preliminary Official Statement, and consult with its broker, account executive, financial advisor and/or other financial professional in making such decision.*

In deciding whether to participate in this Tender Offer, each Bondholder should consider carefully, in addition to the other information contained in this Invitation, the following:

- In the event that the 2025 Series 1 Bonds are not issued and sold, tendered Target Bonds accepted for purchase are not required to be purchased by the State and in such event, Bondholders will continue to hold their respective tendered Target Bonds.
- Even if the State does not purchase any tendered Target Bonds, the State shall have the right now or in the future to refund all or any portion of the tendered Target Bonds (other than any Target Bonds defeased as described above) or may in the future invite Bondholders to tender such tendered Target Bonds for purchase by the State.
- The purchase or redemption by the State of Target Bonds of any CUSIP number may have certain potential adverse effects on holders of Target Bonds with such CUSIP not purchased pursuant to this Tender Offer, including, but not limited to, the principal amount of the Target Bonds of such CUSIP number available to trade publicly may be reduced, which could adversely affect the liquidity and market value of any Untendered Target Bonds of that CUSIP number that remain outstanding.

## **The State May Later Acquire Target Bonds at More Favorable Prices with More Favorable Terms Than Those Offered Pursuant to this Tender Offer**

The State reserves the right to, and may in the future decide to, acquire some or all of the Target Bonds not purchased pursuant to this Tender Offer through open market purchases, privately negotiated transactions, subsequent tender offers, exchange offers or otherwise, upon such terms and at such prices as it may determine, which may be more or less than the consideration set forth in this Tender Offer and the Pricing Notice, and which could be cash or other consideration. Any future acquisition of Target Bonds may be on the same terms or on terms that are more or less favorable to Bondholders than the terms described in this Tender Offer and the Pricing Notice. The decision to make future purchases or exchanges by the State and the terms of such future transactions will depend on various factors existing at that time. There can be no assurance as to which of these alternatives, if any, the State will ultimately choose to pursue in the future.

### **Timeliness of Offers**

This Tender Offer will expire at 5:00 p.m., New York City time, on the Expiration Date, unless extended or terminated. Target Bonds tendered for purchase as described in this Invitation after 5:00 p.m., New York City time, on the Expiration Date will not be accepted for tender, except in the State's sole discretion.

### **Preliminary Acceptance Date**

On the Preliminary Acceptance Date, the State will determine by CUSIP number the preliminary aggregate principal amount (if any) of each Target Bond that it will purchase based on its determination of the economic benefit from such purchases. Notice of the preliminary principal amounts of Target Bonds of each CUSIP number to be purchased will be provided to the Information Services on the Preliminary Acceptance Date (the "*Preliminary Notice of Acceptance*"). This notification will state the preliminary aggregate principal amount of the Target Bonds of each CUSIP number that the State will agree to purchase in accordance with this Tender Offer, which may be zero.

### **Final Notice of Acceptance**

The State will accept tenders of Target Bonds, if at all, on the Final Acceptance Date. The Final Notice of Acceptance of Target Bonds tendered pursuant to this Tender Offer, and whose tender of such Target Bonds is accepted by the State, will be given on the Final Acceptance Date, unless the Expiration Date is extended or a Tender Offer is terminated. See "TERMS OF THE TENDER OFFER—Acceptance of Tenders for Purchase" herein.

## **SUMMARY OF CERTAIN FEDERAL INCOME TAX CONSEQUENCES**

The following summary is based on the Internal Revenue Code of 1986 (the "**Code**") and other U.S. federal income tax laws, regulations, rulings, and decisions in effect or available on the date of this Tender Offer. All of the foregoing is subject to change, which change may apply retroactively and could affect the continued validity of this summary.

This U.S. federal income tax discussion is included for general information only and should not be construed as either a tax opinion or tax advice issued by the State or the Dealer Managers (or any of their respective counsel, advisors, or agents), and Bondholders therefore should not rely upon such discussion. Tendering Bondholders should note that no rulings have been or will be sought from the Internal Revenue Service (the "**IRS**") and no assurance can be given that the IRS will not take contrary positions with respect to any of the U.S. federal income tax consequences discussed below. Accordingly, prospective tendering or exchanging investors should consult their own tax advisors as to U.S. federal income tax consequences of the tender of their Target Bonds, and the possible application of state, local, foreign, or other tax laws.

The following is a general summary of the U.S. federal income tax consequences for Holders that are U.S. persons (as defined under section 7701(a)(30) of the Code) who are tendering Target Bonds for cash. No assurances can be given that future changes in U.S. federal income tax laws will not alter the conclusions reached herein. This summary does not discuss all aspects of U.S. federal income taxation (such as any alternative minimum tax consequences) that may be relevant to a particular investor in the Target Bonds in light of the investor's particular circumstances nor to holders subject to special treatment under U.S. federal income tax laws, including individuals who are neither citizens nor residents of the United States; foreign corporations, trusts and estates, in each case, as defined for U.S. federal income tax purposes, insurance companies,



tax-exempt organizations, financial institutions, brokers-dealers, partnerships and other entities classified as partnerships for U.S. federal income tax purposes, persons who have hedged the risk of owning the Target Bonds, certain U.S. expatriates, banks, real estate investment trusts; regulated investment companies, dealers or traders in securities or currencies, S corporations, investors that hold their Target Bonds other than as capital assets or as part of a hedge, straddle or an integrated or conversion transaction, investors whose “functional currency” is not the U.S. dollar, and certain taxpayers that are required to prepare certified financial statements or file financial statements with certain regulatory or governmental agencies.

This discussion does not address (i) alternative minimum tax consequences, (ii) the net investment income tax imposed under Section 1411 of the Code, (iii) the indirect effects on persons who hold equity interests in a holder or (iv) the taxation of the Target Bonds under state, local or non-U.S. tax laws.

Bondholders of Target Bonds who do not tender their Target Bonds will not be subject to any U.S. federal income tax consequences in connection with the Tender Offer.

**BONDHOLDERS SHOULD CONSULT THEIR OWN TAX ADVISORS IN DETERMINING THE U.S. FEDERAL, STATE, LOCAL, FOREIGN AND ANY OTHER TAX CONSEQUENCES TO THEM FROM THE TENDER OF THE TARGET BONDS PURSUANT TO THE TENDER OFFER.**

A Bondholder who tenders Target Bonds for cash pursuant to the Tender Offer generally will recognize gain or loss for U.S. federal income tax purposes in an amount equal to the difference between the (1) the amount of cash received by the Bondholder (except to the extent attributable to accrued but unpaid interest on the tendered Target Bond, which will be excluded from gross income to the same extent that it would have been excluded absent such tender and otherwise taxed as ordinary interest income), and (2) the Bondholder’s adjusted U.S. federal income tax basis in the tendered Target Bonds (generally, the purchase price paid by the Holder for the tendered Target Bond, decreased by any amortized premium, and increased by the amount of accrued original issue discount, if any, and by the amount of any market discount previously included in income by such Holder with respect to such tendered Target Bond).

Any gain or loss arising in connection with a tender for cash pursuant to the Tender Offer will generally be capital gain or loss (either long-term or short-term, depending on the Bondholder’s holding period for the tendered Target Bonds) or may be ordinary income or loss, depending on the particular circumstances of the tendering Bondholder. In the case of a Target Bond acquired with market discount, gain up to the amount of accrued market discount not previously included in income will be ordinary income. Non-corporate holders may be eligible for reduced rates of U.S. federal income tax on long-term capital gains. The deductibility of capital losses is subject to various limitations.

Bondholders that are U.S. Holders will be subject to “backup withholding” of federal income tax in the event they fail to furnish a taxpayer identification number or there are other, related compliance failures.

## **DEALER MANAGERS**

Pursuant to the terms of that certain Dealer Manager Agreement between the State and the Dealer Managers, the State has retained Jefferies LLC (“*Jefferies*”) and Ramirez & Co., Inc. (“*Ramirez*”) to act on its behalf as Dealer Managers for this Tender Offer. The State has agreed to pay the Dealer Managers customary fees for their services and to reimburse the Dealer Managers for their reasonable out-of-pocket costs and expenses relating to this Tender Offer. References in this Invitation to the Dealer Managers are to Jefferies and Ramirez only in their capacity as the Dealer Managers. The compensation of the Dealer Managers is based upon the amount of Target Bonds tendered to and accepted by the State.

The Dealer Managers may contact Bondholders regarding this Tender Offer and may request brokers, dealers, custodian banks, depositories, trust companies and other nominees to forward this Invitation to beneficial owners of the Target Bonds.

The Dealer Managers and their respective affiliates together comprise full-service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, principal investment, hedging, financing and brokerage activities. The Dealer Managers and their respective affiliates may have, from time to time, performed and may in the future perform, various investment banking services for the State for which they received or will receive customary fees and expenses. In the ordinary course of their various business

activities, the Dealer Managers and their respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities and financial instruments which may include bank loans and/or credit default swaps) for their own account and for the accounts of their respective customers and may at any time hold long and short positions in such securities and instruments. Such investment securities activities may involve securities and instruments of the State, including the Target Bonds.

In addition to their roles as Dealer Managers for the Target Bonds, Jefferies is also serving as Representative to the underwriters for the 2025 Series 1 Bonds, and Ramirez is a member of the underwriting group, as described in the Preliminary Official Statement.

Neither of the Dealer Managers is acting as a financial or municipal advisor to the State in connection with this Tender Offer.

### **INFORMATION AND TENDER AGENT**

The State has retained Globic Advisors Inc. to serve as Information and Tender Agent for this Tender Offer. The State has agreed to pay the Information and Tender Agent customary fees for its services and to reimburse the Information and Tender Agent for its reasonable out-of-pocket costs and expenses relating to this Tender Offer.

### **APPROVAL OF LEGAL PROCEEDINGS**

Certain legal matters and the issuance of the 2025 Series 1 Bonds will be passed upon by Quarles & Brady LLP, as Bond Counsel to the State. A copy of the form of opinion of Bond Counsel which will be delivered with the 2025 Series 1 Bonds is set forth in APPENDIX C of the Preliminary Official Statement attached hereto as APPENDIX A. Certain legal matters with respect to the 2025 Series 1 Bonds will be passed on for the State by Joshua L. Kaul, Attorney General of the State, and for the underwriters of the 2025 Series 1 Bonds and the Dealer Managers, by their counsel, Chapman and Cutler LLP.

### **MISCELLANEOUS**

No one has been authorized by the State, the Dealer Managers or the Information and Tender Agent to recommend to any Bondholder whether to tender Target Bonds pursuant to this Tender Offer or the amount of Target Bonds to tender. No one has been authorized to give any information or to make any representation in connection with this Tender Offer other than those contained in this Invitation. Any recommendations, information and representations given or made cannot be relied upon as having been authorized by the State, the Dealer Managers or the Information and Tender Agent.

None of the State, the Dealer Managers, or the Information and Tender Agent make any recommendation that any Bondholder tender or refrain from tendering or exchanging all or any portion of the principal amount of such Bondholder's Target Bonds. Bondholders must make their own decisions and should read this Invitation carefully and consult with their broker, account executive, financial advisor, attorney and/or other professional in making these decisions.

Investors with questions about this Tender Offer should contact the Dealer Managers or the Information and Tender Agent. The contact information for the Dealer Managers and the Information and Tender Agent is as follows:

*The Dealer Managers for this Tender Offer are:*

<p><b>Jefferies LLC</b> Contact your Jefferies LLC Representative or Attention: Rushda Mustafa (312) 750-4427 E-mail: <a href="mailto:rmustafa@jefferies.com">rmustafa@jefferies.com</a></p>	<p><b>Ramirez &amp; Co., Inc.</b> Contact your Ramirez &amp; Co., Inc. Representative or Attention: Lorraine Palacios (312) 630-2004 E-mail: <a href="mailto:lorraine.palacios@ramirezco.com">lorraine.palacios@ramirezco.com</a></p>
--	---

*The Information and Tender Agent for this Tender Offer is:*

**Globic Advisors Inc.**  
485 Madison Avenue, 7th Floor  
New York, New York 10022  
Attn: Robert Stevens  
Tel: (212) 227-9622  
Email: [rstevens@globic.com](mailto:rstevens@globic.com)  
Document Website: [www.globic.com/wisconsin](http://www.globic.com/wisconsin)

**APPENDIX A**  
**PRELIMINARY OFFICIAL STATEMENT**

New Issue

This Official Statement provides information about the 2025 Series 1 Bonds. Some of the information appears on this cover page for ready reference. A prospective investor should read the entire Official Statement to make an informed investment decision.

\$100,000,000\*

STATE OF WISCONSIN

TRANSPORTATION REVENUE REFUNDING BONDS, 2025 SERIES 1

Dated: Date of Delivery

Due: As shown on the **inside front cover**

**Ratings** Kroll Bond Rating Agency, LLC  
S&P Global Ratings

**Tax Matters** Interest on the 2025 Series 1 Bonds is excludable from gross income for federal income tax purposes and is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals; however, interest on the 2025 Series 1 Bonds is taken into account in determining “adjusted financial statement income” for purposes of computing the federal alternative minimum tax imposed on certain corporations—*See page 15.*

Interest on the 2025 Series 1 Bonds is not exempt from current State of Wisconsin income or franchise taxes—*See page 16.*

**Redemption\*** The 2025 Series 1 Bonds maturing on or after July 1, are subject to optional redemption at par on July 1, or any date thereafter—*See page 4.*

The 2025 Series 1 Bonds maturing on July 1, are subject to mandatory sinking fund redemption at par—*See page 4.*

**Security** The Bonds have a first claim on vehicle registration fees (which are a substantial portion of pledged Program Income) and other vehicle registration-related fees including, but not limited to, vehicle title transaction fees, registration and title counter service fees, and personalized license plate issuance and renewal fees—*See page 6.*

**Priority** The 2025 Series 1 Bonds are issued on a parity with the Prior Bonds, which are outstanding as of February 15, 2025 in the amount of \$1,360,305,000, and any additional parity Bonds issued by the State pursuant to the General Resolution.

**Purpose** Proceeds of the 2025 Series 1 Bonds will be used to current refund (including by purchasing Tendered Bonds pursuant to the Invitation) certain Outstanding Bonds and to pay costs of issuance—*See page 2.*

**Interest Payment Dates** January 1 and July 1, commencing January 1, 2026.

**Closing/Settlement** On or about , 2025.

**Denominations** Multiples of \$5,000.

**Book-Entry-Only Form** The Depository Trust Company—*See page 5.*

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

**Bond Counsel** Quarles & Brady LLP—*See page 14.*

**Issuer Contact** Wisconsin Capital Finance Office; (608) 267-1836;  
[DOACapitalFinanceOffice@wisconsin.gov](mailto:DOACapitalFinanceOffice@wisconsin.gov)

**2024 Annual Report** This Official Statement incorporates by reference, and makes updates and additions to, Parts I, II, and V of the State of Wisconsin Continuing Disclosure Annual Report, dated December 20, 2024—*See page 17, APPENDIX A, and APPENDIX B.*

The prices and yields listed on the **inside front cover** were determined on , 2025 at negotiated sale.

Academy Securities  
Jefferies

BAIRD

Ramirez & Co., Inc.  
Raymond James

, 2025

\*Preliminary; subject to change.

THIS PRELIMINARY OFFICIAL STATEMENT, which is in a form “deemed final” by the State as of this date except for the omission of information described in Rule 15c2-12(d)(1) under the Securities Exchange Act of 1934, IS SUBJECT TO REVISION, AMENDMENT, AND COMPLETION IN A FINAL OFFICIAL STATEMENT. Under no circumstances shall this Preliminary Official Statement constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of these securities, in any jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction.

**\$100,000,000\***

**STATE OF WISCONSIN**

**TRANSPORTATION REVENUE REFUNDING BONDS, 2025 SERIES 1**

<b>CUSIP (977123)</b>	<b>Due (July 1)*</b>	<b>Principal Amount*</b>	<b>Interest Rate</b>	<b>Yield at Issuance</b>	<b>Price at Issuance</b>	<b>First Optional Call Date (July 1)*</b>	<b>Call Price*</b>
	2026						
	2027						
	2028						
	2029						
	2030						
	2031						
	2032						
	2033						
	2034						
	2035						
	2036						
	2037						
	2038						
	2039						
	2040						
	2041						

\* Preliminary; subject to change.

This document is the State’s official statement about the offering of the 2025 Series 1 Bonds; that is, it is the only document the State has authorized for providing information about the 2025 Series 1 Bonds. This document is not an offer or solicitation for the 2025 Series 1 Bonds, and no unlawful offer, solicitation, or sale may occur through the use of this document or otherwise. This document is not a contract, and it provides no investment advice. Prospective investors should consult their advisors and legal counsel with questions about this document, the 2025 Series 1 Bonds, and anything else related to the offering.

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

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

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

In connection with the offering of the 2025 Series 1 Bonds, the Underwriters may over-allot or effect transactions which stabilize or maintain the market prices of the 2025 Series 1 Bonds at levels above those that might otherwise prevail in the open market. Such stabilizing, if commenced, may be discontinued at any time.

No dealer, broker, sales representative, or other person has been authorized to give any information or to make any representations about the 2025 Series 1 Bonds other than what is in this document. The information and expressions of opinion in this document may change without notice. Neither the delivery of this document nor any sale of the 2025 Series 1 Bonds implies that there has been no change in the other matters contained in this document since its date. Material referred to in this document is not part of this document unless expressly included.

The 2025 Series 1 Bonds will not be registered under the Securities Act of 1933, as amended, or the securities laws of any state of the United States, and will not be listed on any stock or other securities exchange. Neither the Securities and Exchange Commission nor any other federal, state, municipal or other governmental entity shall have passed upon the accuracy or adequacy of this Official Statement.

## TABLE OF CONTENTS

	Page		Page
STATE OFFICIALS PARTICIPATING IN ISSUANCE AND SALE OF THE 2025 SERIES 1 BONDS	ii	Revenue Obligations	10
SUMMARY DESCRIPTION OF 2025 SERIES 1 BONDS	iii	Parity Debt	10
INTRODUCTION	1	Impact of General Economic Factors	10
THE DEPARTMENT OF TRANSPORTATION	1	Industry Demand Factors	11
THE STATE	2	Registration Fee Collection Procedures	11
PLAN OF FINANCE	2	Potential Future Reduction of Registration Fees and Other Registration-Related Fees	11
General	2	Future Changes in Law	11
Invitation to Tender Bonds	2	Tax Matters	11
Current Refunding	3	BORROWING PROGRAM	11
Sources and Applications	3	UNDERWRITING	13
THE 2025 SERIES 1 BONDS	4	CUSIP NUMBERS, REOFFERING YIELDS, PRICES, AND OTHER INFORMATION	14
General	4	LEGALITY FOR INVESTMENT	14
Optional Redemption at Par	4	PENDING LITIGATION	14
Mandatory Sinking Fund Redemption	4	LEGALITY	14
Selection of 2025 Series 1 Bonds for Redemption	4	TAX MATTERS	15
Notice of Redemption	5	Tax Exemption	15
Ratings	5	State Tax Considerations	16
Book-Entry-Only Form	5	MUNICIPAL ADVISOR	16
Provisions Upon Discontinuance of Book-Entry-Only System	6	CONTINUING DISCLOSURE	17
SECURITY FOR THE BONDS	6	APPENDIX A - INFORMATION ABOUT THE TRANSPORTATION REVENUE BOND PROGRAM	A-1
General	6	APPENDIX B - CERTAIN INFORMATION ABOUT THE STATE	B-1
Prior Bonds	7	APPENDIX C - FORM OF BOND COUNSEL OPINION	C-1
Security	7	APPENDIX D - OUTSTANDING BONDS REFUNDED BY THE 2025 SERIES 1 BONDS	D-1
Reserve Fund	9		
Additional Bonds	9		
SUMMARY OF THE GENERAL RESOLUTION	10		
RISK FACTORS	10		

**STATE OFFICIALS PARTICIPATING IN ISSUANCE AND SALE OF THE  
2025 SERIES 1 BONDS**

**BUILDING COMMISSION MEMBERS\***

<b>Voting Members</b>	<b>Term of Office Expires</b>
Governor Tony Evers, Chairperson	January 4, 2027
Representative Rob Swearingen, Vice Chairperson	January 4, 2027
Senator André Jacque	January 4, 2027
Senator Mary Felzkowski	January 3, 2029
Senator Brad Pfaff	January 3, 2029
Representative Jill Billings	January 4, 2027
Representative Robert Wittke	January 4, 2027
Ms. Barb Worcester, Citizen Member	At the pleasure of the Governor

**Nonvoting, Advisory Member**  
 Mr. Kevin Trinastic, State Ranking Architect  
 Department of Administration

\_\_\_\_\_

**Building Commission Secretary**  
 Ms. Naomi De Mers, Administrator  
 Division of Facilities Development  
 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 4, 2027
Ms. Kathy K. Blumenfeld, Secretary Department of Administration	At the pleasure of the Governor
Ms. Kristina Boardman, Secretary Department of Transportation	At the pleasure of the Governor

**DEBT MANAGEMENT AND DISCLOSURE**

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

Mr. Aaron Heintz  
 Capital Finance Director  
 (608) 267-1836

Ms. Katherine Miller  
 Deputy Capital Finance Director  
 (608) 266-2305

Ms. Andrea Ceron  
 Capital Finance Officer  
 (608) 267-0374

Ms. Amy Johnson  
 Capital Finance Officer  
 (608) 267-0739

Ms. Jessica Fandrich  
 Capital Finance Officer  
 (608) 267-2734

Ms. Rachel Liegel  
 Capital Finance Officer  
 (608) 267-7399

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



## SUMMARY DESCRIPTION OF 2025 SERIES 1 BONDS

*Selected information is presented on this page for the convenience of the 2025 Series 1 Bonds. To make an informed decision regarding the 2025 Series 1 Bonds, a prospective investor should read this entire Official Statement.*

Principal Amount and Description:	\$ * State of Wisconsin Transportation Revenue Refunding Bonds, 2025 Series 1
Denominations:	Multiples of \$5,000.
Date of Issue:	On or about , 2025.
Interest Payment:	January 1 and July 1, commencing January 1, 2026.
Maturities:	July 1, 2026-2041*— <i>See inside front cover.</i>
Record Date:	December 15 or June 15.
Redemption*:	<i>Optional At Par</i> —The 2025 Series 1 Bonds maturing on or after July 1, are subject to optional redemption at par (100%) on any date on or after July 1, — <i>See page 4.</i> <i>Sinking Fund</i> —The 2025 Series 1 Bonds maturing on July 1, are subject to mandatory sinking fund redemption at par— <i>See page 4.</i>
Form:	Book-entry-only— <i>See page 5.</i>
Paying Agent:	All payments of principal and interest on the 2025 Series 1 Bonds will be made by The Bank of New York Mellon Trust Company, N.A., or its successor. All payments will be made to The Depository Trust Company, which will distribute payments as described herein.
Authority for Issuance:	The 2025 Series 1 Bonds are issued under Chapter 18 and Section 84.59 of the Wisconsin Statutes.
Purpose:	Proceeds of the 2025 Series 1 Bonds will be used to current refund (including by purchasing Tendered Bonds pursuant to the Invitation) certain Outstanding Bonds, and to pay costs of issuance.
Security:	The Bonds are revenue obligations having a first claim on vehicle registration fees (which are a substantial portion of pledged Program Income) and on other vehicle registration-related fees including, but not limited to, vehicle title transaction fees, registration and title counter service fees, and personalized license plate issuance and renewal fees— <i>See page 6.</i>
Priority and Additional Bonds:	The 2025 Series 1 Bonds are issued on a parity with the Prior Bonds and any additional parity Bonds issued by the State pursuant to the General Resolution. As of February 15, 2025, \$1,360,305,000 of Prior Bonds were Outstanding. The State may, if certain conditions are met, issue additional transportation revenue obligations on parity with the Prior Bonds and the 2025 Series 1 Bonds— <i>See page 7.</i>
Legality of Investment:	State law provides that the 2025 Series 1 Bonds are legal investments for all banks and bankers, trust companies, savings banks and institutions, savings and loan associations, credit unions, investment companies, insurance companies, insurance associations, and other persons carrying on a banking or insurance business; for all personal representatives, guardians, trustees, and other fiduciaries; and for the State, the State investment board and all public officers, municipal corporations, political subdivisions, and public bodies.
Tax Matters:	Interest on the 2025 Series 1 Bonds is, for federal income tax purposes, excludable from gross income and is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals; however, interest on the Bonds is taken into account in determining “adjusted financial statement income” for purposes of computing the federal alternative minimum tax imposed on certain corporations— <i>See page 13.</i> Interest on the 2025 Series 1 Bonds is not exempt from State of Wisconsin income or franchise taxes— <i>See page 16.</i>
Legal Opinion:	A validity and tax opinion on the 2025 Series 1 Bonds to be provided by Quarles & Brady LLP— <i>See APPENDIX C.</i>

2024 Annual Report: This Official Statement incorporates by reference, and makes updates and additions to, Parts I, II, and V of the State of Wisconsin Continuing Disclosure Annual Report, dated December 20, 2024  
—*See page 17, APPENDIX A, and APPENDIX B.*

\* Preliminary; subject to change.

**OFFICIAL STATEMENT**  
**\$100,000,000\***  
**STATE OF WISCONSIN**  
**TRANSPORTATION REVENUE REFUNDING BONDS, 2025 SERIES 1**

**INTRODUCTION**

This Official Statement sets forth information concerning the \$ \_\_\_\_\_ \* State of Wisconsin Transportation Revenue Refunding Bonds, 2025 Series 1 (**2025 Series 1 Bonds**), issued by the State of Wisconsin (**State**). This Official Statement includes by reference, and makes updates and additions to, Parts I, II, and V of the State of Wisconsin Continuing Disclosure Annual Report, dated December 20, 2024 (**2024 Annual Report**).

The 2025 Series 1 Bonds are revenue obligations issued for the State of Wisconsin Transportation Facilities and Highway Projects Revenue Obligations Program (**Program**), authorized by Subchapter II of Chapter 18 of the Wisconsin Statutes, as amended (**Revenue Obligations Act**) and Section 84.59 of the Wisconsin Statutes (**Act**), and issued pursuant to a General Resolution adopted by the State of Wisconsin Building Commission (**Commission**) on June 26, 1986, as supplemented on March 19, 1998, August 9, 2000, and October 15, 2003 (**General Resolution**), and a series resolution adopted by the Commission on May 22, 2024 (**Series Resolution**) (collectively, with the General Resolution, the **Resolutions**).

The 2025 Series 1 Bonds, the Prior Bonds, and any additional parity Bonds (as such terms are defined herein) issued by the State pursuant to the General Resolution, are secured by a first lien pledge of Program Income. Program Income (as defined herein) includes vehicle registration fees authorized under Section 341.25 of the Wisconsin Statutes and certain other vehicle registration-related fees. See **“SECURITY FOR THE BONDS”**.

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

In connection with the issuance and sale of the 2025 Series 1 Bonds, the Commission has authorized the preparation of this Official Statement. This Official Statement describes the terms of and security for the 2025 Series 1 Bonds. Copies of the Resolutions, the Revenue Obligations Act and the Act are available from the Commission. All capitalized terms used in this Official Statement and not otherwise defined shall have the meanings assigned in the Resolutions. Certain documents are expressly incorporated into this Official Statement by reference, however, all other web sites listed in this Official Statement are provided for informational purposes only and are not incorporated by reference into this Official Statement.

**THE DEPARTMENT OF TRANSPORTATION**

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

Information concerning the Department is included as **APPENDIX A** to this Official Statement, which includes by reference Part V of the 2024 Annual Report. **APPENDIX A** also makes certain updates and additions to Part V of the 2024 Annual Report, including:

- Estimated revenue coverage for fiscal years 2024-25 through and including 2032-33.

\* Preliminary; subject to change.

- Actual year-to-date Program Income.
- Information about the executive budget for the 2025-27 biennium.

## THE STATE

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

Information concerning the State and its financial condition is included as **APPENDIX B**, which includes by reference Part II of the 2024 Annual Report. **APPENDIX B** also makes updates and additions to Part II of the 2024 Annual Report, including but not limited to:

- Estimated General Fund condition statement for the 2024-25 fiscal year and estimated General Fund tax collections for the 2025-26 and 2026-27 fiscal years, as included in a report provided by the Legislative Fiscal Bureau (**LFB**) on January 29, 2025 (**January 2025 LFB Report**).
- General Fund information for the 2024-25 fiscal year through January 31, 2025, which is presented on either a cash basis or an agency-recorded basis, and projected General Fund information for the remainder of the 2024-25 fiscal year, which is presented on a cash basis.
- Information about the executive budget for the 2025-27 biennium.

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

*Contact:* State of Wisconsin Capital Finance Office  
 Department of Administration  
 Attn: Capital Finance Director

*Mail:* 101 East Wilson Street, FLR 10  
 P.O. Box 7864  
 Madison, WI 53707-7864

*Phone:* (608) 267-1836

*E-mail:* [DOACapitalFinanceOffice@wisconsin.gov](mailto:DOACapitalFinanceOffice@wisconsin.gov)

*Websites:* [doa.wi.gov/capitalfinance](http://doa.wi.gov/capitalfinance)  
[wisconsinbonds.com](http://wisconsinbonds.com)

## PLAN OF FINANCE

### General

The Legislature has authorized the issuance of revenue obligations to finance the costs of State transportation facilities and highway projects (**Projects**) and to refund Outstanding Bonds previously issued for that purpose. The 2025 Series 1 Bonds are being issued to current refund including (i) by purchasing Tendered Bonds (defined herein), certain Outstanding Bonds, or portions thereof (**Purchased Bonds**), previously issued to finance or refinance Projects, and (ii) by optionally redeeming on July 1, 2025, certain Outstanding Bonds that are not Purchased Bonds (**Current Refunded Bonds**) (collectively, the Purchased Bonds and Current Refunded Bonds are called the **Refunded Bonds**), previously issued to finance or refinance Projects, and to pay for costs of issuance.

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

### Invitation to Tender Bonds

On February 24, 2025, the State released an Invitation to Offers to Tender Bonds (**Invitation**), inviting holders of certain maturities of outstanding Prior Bonds (**Invited Bonds**) to tender Invited Bonds for purchase by the

State on the terms and conditions set forth in the Invitation. The purpose of the Invitation is to give the State the opportunity to retire the Invited Bonds on the date of issuance of the 2025 Series 1 Bonds (**Settlement Date**).

Pursuant to the Invitation, the owners of the Invited Bonds may tender their Invited Bonds (**Tendered Bonds**) for cash and, subject to the conditions set forth in the Invitation, the State expects to purchase some or all of the Tendered Bonds at the purchase prices and on the other terms set forth in the Invitation, as supplemented or amended via pricing notice or otherwise. Any Purchased Bonds will be canceled on the Settlement Date and will no longer be deemed outstanding. Funds to pay the purchase price of the Purchased Bonds, and to pay the costs of the Invitation, are expected to be provided from the proceeds of the 2025 Series 1 Bonds, and from funds on deposit with the Trustee.

This discussion is not intended to summarize the terms of the Invitation, or to solicit offers to tender Invited Bonds, and reference is made to the Invitation for a discussion of the terms of the Invitation and the conditions for settlement of the Invited Bonds validly tendered and accepted for purchase. The State has filed the Invitation with the Municipal Securities Rulemaking Board (**MSRB**) through its Electronic Municipal Market Access (**EMMA**) system, and a copy is available from the State using the contact information provided on page **B-2**.

**APPENDIX D** identifies and provides information about the Purchased Bonds, which are included in the Refunded Bonds.

**Current Refunding**

Upon delivery of the 2025 Series 1 Bonds, a portion of the proceeds of the 2025 Series 1 Bonds (net costs of issuance) will be deposited into the debt service accounts held with the Trustee. Such proceeds of the 2025 Series 1 Bonds will be used to pay (i) the purchase price of the Purchased Bonds on the Settlement Date and (ii) the redemption price of the Current Refunded Bonds on July 1, 2025.

To provide for the redemption price of the Current Refunded Bonds, proceeds will be used to purchase direct obligations of, and obligations guaranteed by, the United States of America (**Government Obligations**). These Government Obligations, together with the interest to be earned and beginning cash deposit, will be sufficient to redeem or pay the principal of the Current Refunded Bonds on their July 1, 2025 redemption date.

In addition, funds in the debt service accounts held by the Trustee will be used to pay (i) the accrued interest on the Purchased Bonds to the Settlement Date and (ii) the interest due on the Current Refunded Bonds on July 1, 2025. The funds in the debt service accounts currently held by the Trustee are sufficient to pay the accrued interest on the Purchased Bonds to the Settlement Date and taking into account the Redemption Fund Deposit Day beginning April 1, 2025, it is expected that there will be sufficient funds in the debt service accounts held by the Trustee to pay interest due on the Current Refunded Bonds on July 1, 2025.

**Sources and Applications**

It is expected that the proceeds of the 2025 Series 1 Bonds will be applied as follows:

<b>Sources</b>	
Principal Amount .....	\$
Original Issue Premium/Discount .....	
Funds on Deposit with Trustee .....	
<b>TOTAL SOURCES</b> .....	<u><u>\$</u></u>
<b>Uses</b>	
Deposit to Debt Service Account for Purchased Bonds .....	\$
Deposit to Debt Service Account for Current Refunded Bonds .....	
Deposit to Program Account to Pay Costs of Issuance .....	
Underwriters' Discount .....	
<b>TOTAL USES</b> .....	<u><u>\$</u></u>

# THE 2025 SERIES 1 BONDS

## General

The 2025 Series 1 Bonds are issued under the General Resolution. The **inside front cover of this Official Statement** sets forth the maturity dates, principal amounts, interest rates, and other information for the 2025 Series 1 Bonds.

The 2025 Series 1 Bonds are being issued in book-entry-only form, so the registered owner will be a securities depository or its nominee. The Commission has appointed, as the securities depository for the 2025 Series 1 Bonds, The Depository Trust Company, New York, New York (**DTC**). See “**THE 2025 SERIES 1 BONDS; Book-Entry-Only Form**”.

The 2025 Series 1 Bonds will be dated their date of delivery (expected to be \_\_\_\_\_, 2025) and will bear interest from that date payable on January 1 and July 1 of each year, beginning on January 1, 2026.

Interest on the 2025 Series 1 Bonds will be computed on the basis of a 30-day month and a 360-day year. So long as such 2025 Series 1 Bonds are in book-entry-only form, payments of principal and interest for each 2025 Series 1 Bond will be paid to the securities depository.

The 2025 Series 1 Bonds are issued as fully-registered bonds without coupons in the principal denominations of \$5,000 or any multiples thereof.

The Bank of New York Mellon Trust Company, N.A., or its successor, is the trustee for the 2025 Series 1 Bonds (**Trustee**). In addition, the Trustee is the registrar (**Registrar**) and paying agent (**Paying Agent**) for the 2025 Series 1 Bonds.

## Optional Redemption at Par\*

The 2025 Series 1 Bonds maturing on or after July 1, \_\_\_\_\_ are subject to optional redemption, at the option of the Commission, on July 1, \_\_\_\_\_ or any date after that date, in whole or in part in integral multiples of \$5,000, at a redemption price equal to par (100% of the principal amount to be redeemed), plus accrued interest to the date of redemption.

In the event of partial redemption, the Commission shall direct the amounts and maturity or maturities of the 2025 Series 1 Bonds to be redeemed.

## Mandatory Sinking Fund Redemption\*

The 2025 Series 1 Bonds maturing July 1, \_\_\_\_\_ (**Term Bond**) are subject to redemption prior to maturity at a redemption price equal to par (100% of the principal amount to be redeemed), plus accrued interest to the date of redemption, from Sinking Fund Installments which are required to be made in amounts sufficient to redeem on July 1 of each year the amounts specified as follows:

<b>Redemption Date</b> <b>(July 1)</b>	<b>Principal</b> <b>Amount</b>
---	-----------------------------------

Upon any redemption of the \_\_\_\_\_ Term Bond (other than redemption due to mandatory sinking fund redemption), or purchase in lieu thereof, the principal amount of the \_\_\_\_\_ Term Bond so redeemed or purchased shall be credited against the Sinking Fund Installments established for the respective Term Bond so redeemed or purchased in such manner as the Commission shall direct.

## Selection of 2025 Series 1 Bonds for Redemption

The 2025 Series 1 Bonds shall be called for redemption in multiples of \$5,000 and bonds of denominations of more than \$5,000 shall be treated as representing the number of bonds obtained by dividing the denomination of

\* Preliminary; subject to change.

the bond by \$5,000, and such bonds may be selected for redemption in part. If the 2025 Series 1 Bonds are in book-entry form and less than all of a particular maturity are to be redeemed, selection of the ownership interests of the 2025 Series 1 Bonds affected thereby shall be made solely by DTC and the DTC Participants in accordance with their then prevailing rules. If the 2025 Series 1 Bonds are in certificated form and less than all of a particular maturity are to be redeemed, selection shall be by lot.

### **Notice of Redemption**

So long as the 2025 Series 1 Bonds are in book-entry form, a notice of the redemption of any 2025 Series 1 Bonds shall be sent to the securities depository not less than 30 days or more than 60 days prior to the date of redemption.

Interest on any 2025 Series 1 Bond so called for prior redemption shall cease to accrue on the redemption date provided payment thereof has been duly made or provided for.

### **Ratings**

The following ratings have been assigned to the 2025 Series 1 Bonds:

<u>Rating</u>	<u>Rating Organization</u>
	Kroll Bond Rating Agency, LLC
	S&P Global Ratings

Any explanation of what a rating means may only be obtained from the rating organization giving the rating. A securities rating is not a recommendation to buy, sell, or hold securities and may be subject to revision or withdrawal at any time. No one can offer any assurance that a rating will be maintained for any period of time. Any downgrade or withdrawal of a rating may adversely affect the market price of the 2025 Series 1 Bonds and the Outstanding Bonds. The State may elect not to continue requesting ratings on the 2025 Series 1 Bonds and the Outstanding Bonds from any particular rating organization or may elect to request ratings on the 2025 Series 1 Bonds and the Outstanding Bonds from a different rating organization.

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

The 2025 Series 1 Bonds are being initially issued in book-entry-only form. Purchasers of the 2025 Series 1 Bonds will not receive bond certificates but instead will have their ownership recorded in the book-entry system.

Bond certificates are to be issued and registered in the name of a nominee of DTC, which acts as securities depository for the 2025 Series 1 Bonds. Ownership of the 2025 Series 1 Bonds by the purchasers is shown in the records of brokers and other organizations participating in the DTC book-entry system (**DTC Participants**). All transfers of ownership in the 2025 Series 1 Bonds must be made, directly or indirectly, through DTC Participants.

#### *Payment*

The Trustee will make all payments of principal of, interest on, and any redemption premium on the 2025 Series 1 Bonds to DTC. Owners of the 2025 Series 1 Bonds will receive payments through the DTC Participants.

#### *Notices and Voting Rights*

The State and Trustee will provide notices and other communications about the 2025 Series 1 Bonds to DTC. Owners of the 2025 Series 1 Bonds will receive any notices or communications through the DTC Participants. In any situation involving voting rights, DTC will not vote but rather will give a proxy through the DTC Participants.

#### *Redemption*

If less than all of the 2025 Series 1 Bonds of a given maturity or Sinking Fund Installment are being redeemed, DTC's practice is to determine by lottery the amount of the 2025 Series 1 Bonds to be redeemed from each DTC Participant.

### *Discontinued Service*

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

### *Further Information*

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

The State and Trustee are not responsible for a failure by DTC or any DTC Participant to transfer payments or notices to the owners of the 2025 Series 1 Bonds or to follow the procedures established by DTC for its book-entry system.

### **Provisions Upon Discontinuance of Book-Entry-Only System**

In the event the 2025 Series 1 Bonds were not in book-entry-only form, how the 2025 Series 1 Bonds are paid, redeemed, and transferred would differ as described below.

### *Payment*

Payment of principal would be made by check or draft issued upon presentation and surrender of the 2025 Series 1 at the office of the Paying Agent. Payment of interest due on the 2025 Series 1 Bonds would be made by check or draft mailed to the registered owner shown in the registration books on the Record Date, which is the 15<sup>th</sup> day of the month (whether or not a business day) preceding the Interest Payment Date.

### *Redemption*

If less than all of a particular maturity of the 2025 Series 1 Bonds is to be redeemed, selection for redemption would be by lot. Any notice of the redemption of any 2025 Series 1 Bonds would be mailed not less than 30 days prior to the date of redemption to the registered owners of any 2025 Series 1 Bonds to be redeemed. Interest on any 2025 Series 1 Bond called for redemption would cease to accrue on the redemption date so long as the 2025 Series 1 Bond was paid or money was on deposit with the Registrar or Paying Agent for its payment.

### *Transfer*

Any 2025 Series 1 Bond would be transferred by the person in whose name it is registered, in person or by his duly authorized legal representative, upon surrender of the 2025 Series 1 Bonds to the Registrar for cancellation, together with a duly executed written instrument of transfer in a form approved by the Registrar. Whenever any 2025 Series 1 Bond is surrendered for transfer, the Registrar shall deliver 2025 Series 1 Bonds in like aggregate principal amount, interest rate, and maturity. The Registrar may require the 2025 Series 1 Bondholder requesting the transfer to pay any tax, fee or other governmental charge required to be paid with respect to the transfer and may charge a sum sufficient to pay the cost of preparing such 2025 Series 1 Bond. The Registrar shall not be obliged to make any transfer or exchange of such 2025 Series 1 Bonds:

- (1) after the 15th day of the month preceding an Interest Payment Date for such 2025 Series 1 Bond,
- (2) during the 15 days preceding the date of the mailing of a notice of redemption of such 2025 Series 1 Bonds selected for redemption, or
- (3) after such 2025 Series 1 Bond has been called for redemption.

## **SECURITY FOR THE BONDS**

### **General**

Information concerning the State of Wisconsin Transportation Facilities and Highway Projects Revenue Obligations Program (**Program**), security for the Bonds (as defined herein), sources of payment, vehicles subject to registration, past and projected vehicle registration fees, past and projected other vehicle registration-



related fees, registration fee collection procedures, the Reserve Fund, additional Bonds, and the Department is included as **APPENDIX A**, which includes by reference Part V of the 2024 Annual Report. **APPENDIX A** also includes certain updates to Part V of the 2024 Annual Report.

**Prior Bonds**

The Legislature has authorized the issuance of \$4.326 billion of transportation revenue obligations to finance the costs of Projects, excluding transportation revenue obligations issued to refund Outstanding Bonds and Notes, and approximately \$67 million of legislative authority currently remains unissued.

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

	<u><b>Dated Date</b></u>
Transportation Revenue Refunding Bonds, 2015 Series 1 ( <b>2015 Series 1 Bonds</b> )	4/30/2015
Transportation Revenue Bonds, 2017 Series 1 ( <b>2017 Series 1 Bonds</b> )	5/31/2017
Transportation Revenue Refunding Bonds, 2017 Series 2 ( <b>2017 Series 2 Bonds</b> )	12/21/2017
Transportation Revenue Bonds, 2019 Series A ( <b>2019 Series A Bonds</b> )	4/4/2019
Transportation Revenue Refunding Bonds, 2020 Series 1 (Taxable) ( <b>2020 Series 1 Bonds</b> )	7/30/2020
Transportation Revenue Bonds, 2021 Series A ( <b>2021 Series A Bonds</b> )	3/31/2021
Transportation Revenue Refunding Bonds, 2021 Series 1 (Taxable) ( <b>2021 Series 1 Bonds</b> )	8/12/2021
Transportation Revenue Bonds, 2023 Series A ( <b>2023 Series A Bonds</b> )	4/6/2023
Transportation Revenue Refunding Bonds, 2023 Series 1 ( <b>2023 Series 1 Bonds</b> )	4/6/2023
Transportation Revenue Refunding Bonds, 2024 Series 1 ( <b>2024 Series 1 Bonds</b> )	4/2/2024
Transportation Revenue Refunding Bonds, 2024 Series 2 ( <b>2024 Series 2 Bonds</b> )	4/9/2024

These Outstanding Bonds (collectively, **Prior Bonds**), and the 2025 Series 1 Bonds, together with any future additional Bonds issued by the State pursuant to the General Resolution, are referred to collectively as the **Bonds**. As of February 15, 2025, the amount of outstanding Prior Bonds was \$1,360,305,000.

***The 2025 Series 1 Bonds are issued on a parity with the Prior Bonds and any future additional parity Bonds issued by the State pursuant to the General Resolution. See “RISK FACTORS” below.***

The State has previously issued various series of Transportation Revenue Commercial Paper Notes (collectively, **Notes**). As of February 15, 2025, there are no Outstanding Notes, but the State may issue additional Notes in the future. Such Notes would be issued pursuant to the General Resolution and pursuant to Series Resolutions that provide that the payment of the Notes by the State from Program Income is junior and subordinate to the Bonds. The Commission expects to authorize the issuance of additional Bonds to pay for the funding of any such Notes. If and when issued, the additional Bonds issued to fund any Notes may be on a parity with the Prior Bonds, the 2025 Series 1 Bonds, and any additional parity Bonds issued by the State pursuant to the provisions and conditions of the General Resolution.

**Security**

The Bonds are revenue obligations of the State payable solely from the Redemption Fund created by the General Resolution. The 2025 Series 1 Bonds, the Prior Bonds, and any additional parity Bonds issued by the State pursuant to the General Resolution, are secured by a first lien pledge of Program Income (as defined below), and the funds created by the General Resolution pledged to the payment of interest, principal, and Redemption Price on the Bonds. The Bonds are not general obligations of the State.

***The Bonds shall be revenue obligations of the State payable solely out of the Redemption Fund. The State is not generally liable on the Bonds, and the Bonds shall not be a debt of the State for any purpose whatsoever. See “RISK FACTORS” below.***

**Program Income** consists mainly of vehicle registration fees authorized under Section 341.25 of the Wisconsin Statutes, including fees for hybrid-electric vehicles and electric vehicles (**Registration Fees**), and certain other vehicle registration-related fees (**Other Registration-Related Fees**). See APPENDIX A.

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

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

#### *Flow of Funds*

Program Income is collected by the Trustee, or the Department as agent of the Trustee, continuously throughout the entire fiscal year, and deposited as received outside the State Treasury in an account with the Trustee defined as the **Redemption Fund**. Program Income deposited into the Redemption Fund is not subject to legislative appropriation. Program Income is further defined to include all the interest earned or gain realized from the investment of the Redemption Fund. Program Income received by the Trustee in the Redemption Fund is to be used for the following purposes and in the following order of priority:

- (1) to pay interest on all Outstanding Bonds,
- (2) to pay the principal or Redemption Price of all Outstanding Bonds,
- (3) to maintain the Debt Service Reserve Requirement, if any, in the Reserve Fund,
- (4) to pay, from the Program Expense Fund, direct administrative expenses (**Program Expenses**) of the State's program of financing Projects, and
- (5) to pay, from the Subordinated Debt Service Fund, principal of and interest on any Notes and any other obligations issued on a parity with the Notes.

Starting on the date a series of Bonds is issued and also on each Redemption Fund Deposit Day (the 1st day of January, April, July, and October), all Program Income is deposited into the Redemption Fund and then into the funds and accounts established under, and in the order of priority and amounts required by, the General Resolution. Program Income received by the Trustee in the Redemption Fund is used in the above order.

With respect to payment of debt service on the Bonds, 50% of interest due on each January 1 must be deposited into the respective debt service accounts starting on each of the preceding Redemption Fund Deposit Days of July 1 and October 1 until funded, 50% of interest due on each July 1 must be deposited into the respective debt service accounts starting on each of the preceding Redemption Fund Deposit Days of January 1 and April 1 until funded, and 25% of principal due on each July 1 must be deposited into the respective debt service accounts starting on each of the preceding Redemption Fund Deposit Days of July 1, October 1, January 1, and April 1 until funded. For Bonds that are issued between the Redemption Fund Deposit Days, Program Income is deposited into the debt service account for such Bonds to meet the above requirements starting on the date of issuance of such Bonds until funded at the required level.

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

### *State Pledge and Agreement*

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

### **Reserve Fund**

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

The State pursuant to each Series Resolution specifies the Debt Service Reserve Requirement, if any, for each Series of Bonds. The individual Debt Service Reserve Requirement for each Series of the Outstanding Bonds are combined to determine the aggregate Debt Service Reserve Requirement for the Reserve Fund. If all of the Bonds of a Series cease to be Outstanding, then the aggregate Debt Service Reserve Requirement is reduced by the Debt Service Reserve Requirement attributable to that Series of Bonds. Since 2003, the State has not specified a Debt Service Reserve Requirement for any Series of Bonds that have been issued. The State will continue this practice in connection with the issuance of the 2025 Series 1 Bonds. Accordingly, the Debt Service Reserve Requirement for the 2025 Series 1 Bonds is \$0.00. Furthermore, the State does not currently expect to specify a Debt Service Reserve Requirement for any future Series of additional Bonds; however, the State reserves the right to change its practice and no representation is made as to the amount of the Debt Service Reserve Requirement that the State may specify for any future Series of additional Bonds.

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

### **Additional Bonds**

The General Resolution authorizes the issuance of additional Bonds for the purpose of paying the costs of Projects, funding reserves, paying costs of issuance, and refunding Outstanding Bonds. The issuance of transportation revenue obligations to finance the costs of Projects beyond the remaining legislative authorized amount requires additional legislative authorization; over the past ten years such additional legislative authorization has been provided biennially as part of the State's biennial budget process, with the 2023-25 biennial budget being the only budget over the past ten years where such additional legislative authorization was not provided. See "**SECURITY FOR THE BONDS; Prior Bonds**". The executive budget for the 2025-27 biennium includes additional legislative authorization of \$319 million for the Transportation Revenue Bond Program. See **APPENDIX A**.

In addition, except in the case of additional Bonds issued to refund Outstanding Bonds (such as the 2025 Series 1 Bonds), additional Bonds may be issued only if Program Income for any 12 consecutive calendar months of the preceding 18 calendar months was at least equal to 2.25 times the maximum aggregate Principal and Interest Requirement in any Bond Year for all Outstanding Bonds. The General Resolution defines **Outstanding Bonds**, as of any particular date, as all Bonds previously delivered and expected to be delivered (such as the 2025 Series 1 Bonds), except (1) any Bond canceled by the Trustee, or proven to the satisfaction of the Trustee to have been canceled by the Registrar, (2) any Bond deemed to have been defeased pursuant to the General Resolution, and (3) any Bond in lieu of or in substitution for which another Bond shall have been delivered pursuant to the requirements of the General Resolution or any Series Resolution.

## SUMMARY OF THE GENERAL RESOLUTION

A summary of certain provisions of the General Resolution is included as **APPENDIX A**, which includes by reference Part V of the 2024 Annual Report.

### RISK FACTORS

#### Revenue Obligations

The Bonds are limited obligations of the State, payable from and secured by a first lien pledge of Program Income, the Funds created by the General Resolution, and any other income of the Program. Any Notes are limited obligations of the State, payable from Program Income deposited into the Subordinated Debt Service Fund. The pledge of Program Income to the Subordinated Debt Service Fund for any Notes is junior and subordinate to the pledge of Program Income to the payment of the Bonds. See **“SECURITY FOR THE BONDS”**.

No representation or assurance can be made that Program Income will be realized in amounts sufficient to pay principal of, and interest on, the Bonds and Notes when due. The Program Income and the other amounts held by the Trustee under the General Resolution, and for any Notes under the Note Program Resolution, constitute the only property pledged to secure the payment of the Bonds and Notes. No physical collateral secures the payment of the Bonds or Notes. Moreover, in the event the amount of the Program Income is inadequate for payment of the Bonds and Notes, the Trustee cannot compel the State to impose taxes to address such inadequacy.

The amount of Program Income collected is expected to be sufficient to pay debt service on the Bonds and any Notes. However, no assurance can be given that such expected results will in fact be achieved, nor can there be any assurance that the sufficiency of historic Program Income collections indicates that future Program Income will similarly be sufficient.

Neither the full faith and credit nor the taxing power of the State or any political subdivision of the State will be pledged to the payment of the principal of, premium, if any, or interest on the Bonds or Notes.

#### Parity Debt

The 2025 Series 1 Bonds are issued pursuant to the General Resolution on parity with the Prior Bonds and any other obligations to be issued on parity with the 2025 Series 1 Bonds.

Any Notes are issued pursuant to the General Resolution, as supplemented by the Note Program Resolution, on a parity with each other and any other obligations to be issued on a parity with the Notes. The pledge of Program Income granted to any Notes is junior and subordinate to the pledge granted to the Bonds.

The State may issue additional Bonds on a parity with existing Bonds, and additional Notes on a parity with existing Notes, under the General Resolution, and with respect to any Notes, the Note Program Resolution, if certain conditions are met. See **“SECURITY FOR THE BONDS; Additional Bonds”**. Any such additional Bonds or Notes will be entitled to share ratably with the holders of the Bonds or Notes, respectively, in any moneys realized from the exercise of remedies under the General Resolution and, with respect to the Notes, the Note Program Resolution, in the event of a default.

#### Impact of General Economic Factors

The amount of Program Income available to be collected depends on economic activity related to the registration of motor vehicles and related fee-generating activities. A reduction in the number of motor vehicle registrations, title transactions and related fee-generating activities could lead to a reduction in the amount of Program Income collected. Various economic, climatic, political, or civil disruptions could affect the State’s economy and economic conditions, resulting in reduced Program Income. These include, without limitation, adverse changes in income levels, adverse changes in the availability of financing options for automobile and truck purchases, and fluctuations in the price of energy inputs.

## **Industry Demand Factors**

The number of motor vehicle registrations, title transactions and related fee-generating activities depend in large part on demand for and use of automobiles, trucks and other motor vehicles in the State. In addition to adverse general economic factors, longer term trends in automobile, truck and other motor vehicle demand could be adversely affected by various factors, including but not limited to increased reliance on alternative methods to trucking for business and industrial transport, increased reliance on public transportation, or other alternative transportation options, stagnation in or lack of acceptance of new motor vehicle product offerings, demographic changes in the driving age population.

## **Registration Fee Collection Procedures**

All Program Income is collected by the Trustee, or the Department of Transportation as agent of the Trustee, and deposited outside the State Treasury in an account with the Trustee defined as the Redemption Fund. Disruptions with respect to the collection of Program Income could adversely affect the Bonds and Notes.

## **Potential Future Reduction of Registration Fees and Other Registration-Related Fees**

Registration Fees and Other Registration-Related Fees may be reduced by Legislative decisions, which may be influenced by many factors. While under the General Resolution the State has pledged and agreed that the State will not limit or alter the ability of the State to fulfill the terms of its agreements with respect to the Bonds and Notes, or impair the rights and remedies of holders of the Bonds and Notes, and has covenanted that it will charge sufficient Program Income to pay principal and interest on the Bonds and Notes, no guarantee can be made that the Legislature will not reduce the Registration Fees or Other Registration-Related Fees pledged to the Bonds and Notes. While a failure to make payments of the principal of, and premium, if any, and interest on, any of the Bonds or Notes could hinder the State's subsequent access to the capital markets, it should not be assumed that the Legislature would regard that possible consequence to be a compelling reason to raise fees needed for those payments.

Future occurrences could adversely affect legislative support for the current level of the Registration Fee and Other Registration-Related Fees. Political factors may also come to bear on such fees.

## **Future Changes in Law**

Future changes in applicable law by the Legislature could be adverse to holders of the Bonds and Notes. Legislative changes relating to the amount and timing of vehicle registration and related fees and collection procedures could lead to a reduction in or delay in receipt of Program Income. State law also allows for consideration of constitutional amendment referendum questions, such as the amendment preventing transfers out of the Transportation Fund passed by voters in November, 2014.

## **Tax Matters**

There are or may be pending in the Congress of the United States legislative proposals relating to the federal tax treatment of interest on obligations of the nature of the Bonds and Notes. The State cannot predict whether and in what form any such proposal might be enacted or how such proposals, if enacted, would apply to the Bonds or Notes. A change in the federal tax status of Bonds or Notes issued on a tax-exempt basis may cause the value of such Bonds or Notes to fall. In addition, interest on such Bonds or Notes could become includible in gross income for federal income tax purposes as a result of future acts or omissions of the State.

## **BORROWING PROGRAM**

The 2025 Series 1 Bonds will be the first series of transportation revenue obligations to be issued in calendar year 2025.

The amount and timing of any issuance and sale of additional transportation revenue obligations for the financing of Projects depend on the bond funded expenditures for such Projects and additional legislative authorization to fund these Projects.

Assuming the issuance of the 2025 Series 1 Bonds, approximately \$200\* million of authorization of the Commission will remain for additional transportation revenue refunding obligations to refund outstanding transportation revenue bonds. The Commission likely will be asked to authorize the issuance of additional transportation revenue refunding obligations. The amount and timing of any additional issuance of transportation revenue refunding bonds depend, among other factors, on market conditions.

#### *Other Obligations*

The State has issued two series of general obligation refunding bonds in the aggregate principal amount of \$343 million in calendar year 2025. The State has also sold one series of general obligation refunding bonds in the principal amount of \$454 million, for delivery on or about February 27, 2025.

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

- Up to \$46 million of additional general obligations for the refunding of general obligation bonds previously issued for general governmental purposes. In addition, the Commission will be asked in May 2025 to authorize up to \$500 million of additional general obligations for the refunding of general obligation bonds previously issued for general governmental purposes. The amount and timing of any sale and issuance of any additional general obligations for refunding purposes depend, among other factors, on market conditions.
- General obligations for the funding of the State's outstanding general obligation extendible municipal commercial paper notes (**EMCP Notes**), which were outstanding in the aggregate principal amount of \$153 million as of February 15, 2025. The amount and timing of any issuance of general obligations for the funding of the EMCP Notes depend on, among other things, market conditions and determination by the State that it is in its best interest to fund such obligations with a different form of variable-rate obligations or with bonds bearing fixed interest rates.

The Commission will be asked on February 27, 2025 to authorize up to \$291 million of general obligations for general governmental purposes. The State then intends to issue a Preliminary Official Statement dated on or about February 27, 2025 for a competitive sale of general obligations bonds on or about March 5, 2025, the proceeds of which will be used for general governmental purposes, with delivery on or about March 27, 2025.

The Commission likely will be asked to authorize additional general obligations for general governmental purposes in calendar year 2025. The amount and timing of any sale and issuance of additional general obligations for general governmental purposes depend on disbursements from the State Capital Improvement Fund for authorized purposes.

The State has not issued any general fund annual appropriation refunding bonds in calendar year 2025. The amount and timing of any issuance of any general fund annual appropriation refunding bonds depend, among other factors, on market conditions.

The State has not issued any master lease certificates of participation in calendar year 2025. The amount and timing of any issuance of master lease certificates of participation depend, among other factors, on originations in the State's master lease program and market conditions.

The State has not issued any environmental improvement fund revenue bonds in calendar year 2025. The Commission has authorized up to \$150 million of environmental improvement bonds for the purpose of making loans under the State's Environmental Improvement Fund. The sale and issuance of any environmental improvement fund revenue bonds for the purpose of making loans under the State's Environmental Improvement Fund depend, among other factors, on disbursement of funds from the State's Environmental Improvement Fund and market conditions.

\*Preliminary; subject to change



The Commission has authorized up to \$150 million (of which, assuming the delivery of the bonds on March 6, 2025, approximately \$121 million will be remaining) of environmental improvement bonds to refund outstanding environmental improvement bonds. The State sold one series of environmental improvement fund revenue refunding bonds in the principal amount of \$29 million, for delivery on or about March 6, 2025. The sale and issuance of any additional environmental improvement fund revenue refunding bonds depend, among other factors, on market conditions.

## UNDERWRITING

The 2025 Series 1 Bonds are being purchased by the **Underwriters**, for which Jefferies LLC is acting as the **Representative**. The Underwriters have agreed, subject to certain conditions, to purchase the 2025 Series 1 Bonds from the State at an aggregate purchase price, not including accrued interest, of \$ \_\_\_\_\_, reflecting an original issue premium/discount of \$ \_\_\_\_\_ and less an underwriters' discount of \$ \_\_\_\_\_.

The Purchased Bonds are being tendered under the terms of the Invitation through Jefferies LLC and Ramirez & Co., Inc., as Dealer Managers (**Dealer Managers**). For their services as Dealer Managers, the Dealer Managers will be compensated (**Dealer Manager Fee**) in an amount equal to a percentage of the aggregate principal amount of the Purchased Bonds. The Dealer Manager Fee is expected to be paid from proceeds of the 2025 Series 1 Bonds.

The Underwriters have agreed to reoffer the 2025 Series 1 Bonds at the public offering prices or yields set forth on the **inside front cover**. The 2025 Series 1 Bonds may be offered and sold to certain dealers (including dealers depositing such 2025 Series 1 Bonds into investment trusts) at prices lower than such public offering prices, and such prices may be changed, from time to time, by the Underwriters. The Underwriters' obligations are subject to certain conditions, and they will be obligated to purchase all 2025 Series 1 Bonds if any 2025 Series 1 Bonds are purchased.

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

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

If an Underwriter or its affiliate is an owner of Refunded Bonds, that Underwriter or affiliate would receive a portion of the proceeds from the issuance of the 2025 Series 1 Bonds in connection with the purchase or redemption of those Refunded Bonds.

Certain legal matters will be passed upon for the Underwriters by their counsel, Chapman and Cutler LLP.

## CUSIP NUMBERS, REOFFERING YIELDS, PRICES, AND OTHER INFORMATION

Information about the 2025 Series 1 Bonds is provided for reference in the [table on the inside front cover](#) of this Official Statement. CUSIP numbers have been assigned to these issues by CUSIP Global Services. The CUSIP number for each maturity has been obtained from a source the State believes to be reliable, but the CUSIP numbers are subject to change after issuance of the 2025 Series 1 Bonds, and neither the State nor the Underwriters are responsible for the correctness of the CUSIP numbers. The Underwriters have provided the reoffering yields and prices for the 2025 Series 1 Bonds. For each of the 2025 Series 1 Bonds subject to optional redemption, the yield at issuance shown is the lower of the yield to the first optional call date or the yield to the nominal maturity date.

### LEGALITY FOR INVESTMENT

State law provides that the 2025 Series 1 Bonds are legal investments for the following:

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

### PENDING LITIGATION

The State and its officers and employees are defendants in numerous lawsuits. It is not expected that the pending litigation will be finally determined so as to result individually or in the aggregate in a final judgment against the State which would materially affect the payment of interest on, principal of, or Redemption Price of the 2025 Series 1 Bonds.

As required by law, the office of the Attorney General will examine a certified copy of all proceedings leading to issuance of the 2025 Series 1 Bonds. The Attorney General will deliver an opinion on the regularity and validity of the proceedings. The Attorney General's opinion will also state that there is no action, suit, or proceeding, either pending or threatened in writing, known to the Attorney General, restraining or enjoining the issuance, sale, execution, or delivery of the 2025 Series 1 Bonds, and there also is no action, suit, or proceeding, either pending or threatened in writing, known to the Attorney General, in any way contesting or affecting (1) the titles to their respective offices of any of the State officers involved in the issuance of the 2025 Series 1 Bonds, (2) the validity of the 2025 Series 1 Bonds or any proceedings or authority by which the same have been issued, sold, executed and delivered, or (3) the pledge or application of any moneys or security provided for the payment of the 2025 Series 1 Bonds, the existence of the Department or its power to charge and collect Registration Fees and Other Registration-Related Fees and pledge them for the payment of the 2025 Series 1 Bonds.

In the event certificated 2025 Series 1 Bonds are issued, the certificate of the Attorney General will be printed on the reverse side of each 2025 Series 1 Bond.

### LEGALITY

All legal matters incident to the authorization, issuance, and delivery of the 2025 Series 1 Bonds are subject to the opinion of Quarles & Brady LLP (**Bond Counsel**), whose approving opinion, substantially in the form shown in [APPENDIX C](#), will be delivered on the date of issue of the 2025 Series 1 Bonds. In the event certificated 2025 Series 1 Bonds are issued, the related opinion will be printed on the reverse side of each 2025 Series 1 Bond.

Quarles & Brady LLP has also been retained by the State to serve as Disclosure Counsel to the State with respect to the 2025 Series 1 Bonds. Although, as counsel to the State, Quarles & Brady LLP has assisted the State with



certain disclosure matters, Quarles & Brady LLP has not undertaken to independently verify the accuracy, completeness or sufficiency of this Official Statement or other offering material relating to the 2025 Series 1 Bonds and assumes no responsibility whatsoever nor shall have any liability to any other party for the statements or information contained or incorporated by reference in this Official Statement. Further, Quarles & Brady LLP makes no representation as to the suitability of the 2025 Series 1 Bonds for any investor.

## TAX MATTERS

The following is a summary of certain United States federal income tax consequences resulting from the beneficial ownership of 2025 Series 1 Bonds by certain persons. This summary does not consider all the possible federal income tax consequences of the purchase, ownership, or disposition of the 2025 Series 1 Bonds and is not intended to reflect the individual tax position of any beneficial owner.

### **Tax Exemption**

Bond Counsel will deliver legal opinions with respect to the exclusion from gross income for federal income tax purposes applicable to the interest on the 2025 Series 1 Bonds under existing law substantially in the forms as set forth in [APPENDIX C](#).

Prospective purchasers of the 2025 Series 1 Bonds should be aware that ownership of the 2025 Series 1 Bonds may result in collateral federal income tax consequences to certain taxpayers. Bond Counsel will not express any opinion as to such collateral tax consequences. Prospective purchasers of the 2025 Series 1 Bonds or should consult their tax advisors as to collateral federal income tax consequences.

From time to time, legislation is proposed and there are or may be legislative proposals pending in the Congress of the United States that, if enacted, could alter or amend the federal tax matters referred to above or adversely affect the market value of the 2025 Series 1 Bonds. It cannot be predicted whether or in what form any proposal that could alter one or more of the federal tax matters referred to above or adversely affect the market value of the 2025 Series 1 Bonds may be enacted. Prospective purchasers of the 2025 Series 1 Bonds should consult their own tax advisors regarding any pending or proposed federal tax legislation. Bond counsel expresses no opinion regarding any pending or proposed federal tax legislation.

### *Original Issue Discount*

To the extent that the initial public offering price of certain of the 2025 Series 1 Bonds is less than the principal amount payable at maturity, such 2025 Series 1 Bonds (**Discounted Bonds**) will be considered to be issued with original issue discount. The original issue discount is the excess of the stated redemption price at maturity of a Discounted Bond over the initial offering price to the public, excluding underwriters or other intermediaries, at which price a substantial amount of such Discounted Bonds were sold (**issue price**). With respect to a taxpayer who purchases a Discounted Bond in the initial public offering at the issue price and who holds such Discounted Bond to maturity, the full amount of original issue discount will constitute interest that is not includible in the gross income of the owner of such Discounted Bond for federal income tax purposes and such owner will not, subject to the caveats and provisions herein described, realize taxable capital gain upon payment of such Discounted Bond upon maturity.

Original issue discount is treated as compounding semiannually, at a rate determined by reference to the yield to maturity of each individual Discounted Bond, on days that are determined by reference to the maturity date of such Discounted Bond. The amount treated as original issue discount on a Discounted Bond for a particular semiannual accrual period is generally equal to (a) the product of (i) the yield to maturity for such Discounted Bond (determined by compounding at the close of each accrual period) and (ii) the amount that would have been the tax basis of such Discounted Bond at the beginning of the particular accrual period if held by the original purchaser; and less (b) the amount of any interest payable for such Discounted Bond during the accrual period. The tax basis is determined by adding to the initial public offering price on such Discounted Bond the sum of the amounts that have been treated as original issue discount for such purposes during all prior periods. If a Discounted Bond is sold or exchanged between semiannual compounding dates, original issue discount that

would have been accrued for that semiannual compounding period for federal income tax purposes is to be apportioned in equal amounts among the days in such compounding period.

For federal income tax purposes, the amount of original issue discount that is treated as having accrued with respect to such Discounted Bond is added to the cost basis of the owner in determining gain or loss upon disposition of a Discounted Bond (including its sale, exchange, redemption, or payment at maturity). Amounts received upon disposition of a Discounted Bond that are attributable to accrued original issue discount will be treated as tax-exempt interest, rather than as taxable gain.

The accrual or receipt of original issue discount on the Discounted Bonds may result in certain collateral federal income tax consequences for the owners of such Discounted Bonds. The extent of these collateral tax consequences will depend upon the owner's particular tax status and other items of income or deduction.

The Internal Revenue Code of 1986, as amended (**Code**) contains additional provisions relating to the accrual of original issue discount. Owners who purchase Discounted Bonds at a price other than the issue price or who purchase such Discounted Bonds in the secondary market should consult their own tax advisors with respect to the tax consequences of owning the Discounted Bonds. Under the applicable provisions governing the determination of state and local taxes, accrued interest on the Discounted Bonds may be deemed to be received in the year of accrual even though there will not be a corresponding cash payment until a later year. Owners of Discounted Bonds should consult their own tax advisors with respect to the state and local tax consequences of owning the Discounted Bonds.

#### *Original Issue Premium*

To the extent that the initial offering price of certain of the 2025 Series 1 Bonds are more than the principal amount payable at maturity, such 2025 Series 1 Bonds (**Premium 2025 Series 1 Bonds**) will be considered to have bond premium.

Any Premium 2025 Series 1 Bond purchased in the initial offering at the issue price will have “amortizable bond premium” within the meaning of Section 171 of the Code. The amortizable bond premium of each Premium 2025 Series 1 Bond is calculated on a daily basis from the issue date of such Premium 2025 Series 1 Bond until its stated maturity date (or call date, if any) on the basis of a constant interest rate compounded at each accrual period (with straight line interpolation between the compounding dates). An owner of a Premium 2025 Series 1 Bond that has amortizable bond premium is not allowed any deduction for the amortizable bond premium; rather the amortizable bond premium attributable to a taxable year is applied against (and operates to reduce) the amount of tax-exempt interest payments on the Premium 2025 Series 1 Bonds. During each taxable year, such an owner must reduce his or her tax basis in such Premium 2025 Series 1 Bond by the amount of the amortizable bond premium that is allocable to the portion of such taxable year during which the owner held such Premium 2025 Series 1 Bond. The adjusted tax basis in a Premium 2025 Series 1 Bond will be used to determine taxable gain or loss upon a disposition (including the sale, exchange, redemption, or payment at maturity) of such Premium 2025 Series 1 Bond.

Owners of Premium 2025 Series 1 Bonds who did not purchase such Premium 2025 Series 1 Bonds in the initial offering at the issue price should consult their own tax advisors with respect to the tax consequences of owning such Premium 2025 Series 1 Bonds. Owners of Premium 2025 Series 1 Bonds should consult their own tax advisors with respect to the state and local tax consequences of owning the Premium 2025 Series 1 Bonds.

#### **State Tax Considerations**

The interest on the 2025 Series 1 Bonds is not exempt from current Wisconsin income or franchise taxes.

### **MUNICIPAL ADVISOR**

Baker Tilly Municipal Advisors, LLC (**Municipal Advisor**) has been retained by the State to perform professional services in the capacity of municipal advisor in connection with certain aspects of the issuance and sale of the 2025 Series 1 Bonds. The Municipal Advisor is a registered municipal advisor with the Securities

Exchange Commission (SEC) and the MSRB. The Municipal Advisor is a subsidiary of Baker Tilly Advisory Group, LP (BTAG), which is indirectly owned by (a) H&F Waterloo Holdings, L.P., an affiliate of Hellman & Friedman LLC, an investment adviser registered with the SEC, (b) Valeas Capital Partners Fund I Waterloo Aggregator LP, an affiliate of Valeas Capital Partners Management LP, an investment adviser registered with the SEC, and (c) individuals who are principals of BTAG. None of these parties own a majority interest in BTAG, or indirectly, the Municipal Advisor. BTAG and Baker Tilly US, LLP (BTUS), trading as Baker Tilly, operate under an alternative practice structure and are members of the global network of Baker Tilly International, Ltd. BTUS is a licensed Certified Public Accounting (CPA) firm providing assurance services to its clients. BTAG and its subsidiary entities provide tax and consulting services to their clients and are not licensed CPA firms.

The Municipal Advisor has provided financial advisor services and advice on the structure of the 2025 Series 1 Bonds. The Municipal Advisor also reviewed certain legal and disclosure documents, including this Official Statement, for financial matters, but the Municipal Advisor makes no representation, warranty, or guarantee regarding the accuracy or completeness of the information in this Official Statement. The Municipal Advisor also has reviewed the pricing of the 2025 Series 1 Bonds by the Underwriters. The Municipal Advisor will receive compensation from proceeds of the 2025 Series 1 Bonds.

The Municipal Advisor's duties, responsibilities, and fees arise solely as Municipal Advisor to the State, and it has no secondary obligations or other responsibility. The Municipal Advisor is providing certain specific municipal advisory services to the State but is neither a placement agent to the State nor a broker/dealer. Finally, there are other affiliates of BTAG and BTUS that may provide other services to the State.

## CONTINUING DISCLOSURE

The State has made an undertaking to enable brokers, dealers, and municipal securities dealers, in connection with their participation in the offerings of the 2025 Series 1 Bonds, to comply with Rule 15c2-12(b)(5) adopted by the U.S. Securities and Exchange Commission under the Securities Exchange Act of 1934 (**Rule 15c2-12**). In the undertaking, the State has agreed for the benefit of the beneficial owners of the 2025 Series 1 Bonds, to provide an annual report presenting certain financial information and operating data about the State (**Annual Reports**). By December 27 of each year, the State will send the report to the MSRB through its EMMA. The State will also provide to the MSRB through its EMMA system notices of the occurrence of certain events specified in the undertaking.

[Part I of the 2024 Annual Report](#), which contains information on the undertaking including the State's Master Agreement on Continuing Disclosure (Amended and Restated March 1, 2019) and the Addendum Describing Annual Report for Transportation Revenue Bonds, is included by reference as part of this Official Statement.

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

Department of Administration  
Capital Finance Office  
Attn: Capital Finance Director  
101 East Wilson Street, FLR 10  
P.O. Box 7864  
Madison, WI 53707-7864  
(608) 267-1836  
[DOACapitalFinanceOffice@wisconsin.gov](mailto:DOACapitalFinanceOffice@wisconsin.gov)  
[doa.wi.gov/capitalfinance](http://doa.wi.gov/capitalfinance)  
[Wisconsinbonds.com](http://Wisconsinbonds.com)

The undertaking also describes the consequences if the State fails to provide any required information. The State must report the failure to the MSRB. In the last five years, the State has not failed to comply in any material respect with this, or any similar, undertaking.

Dated: \_\_\_\_\_, 2025

**STATE OF WISCONSIN**

---

Governor Tony Evers, Chairperson  
State of Wisconsin Building Commission

---

Naomi De Mers, Secretary  
State of Wisconsin Building Commission

---

Kristina Boardman, Secretary  
State of Wisconsin Department of Transportation

## APPENDIX A

# INFORMATION ABOUT THE TRANSPORTATION REVENUE BOND PROGRAM

This Appendix includes by reference information concerning the State of Wisconsin Transportation Revenue Bond Program, contained in [Part V of the State of Wisconsin Continuing Disclosure Annual Report, dated December 20, 2024 \(2024 Annual Report\)](#), which can be obtained as described below. This Appendix also makes certain updates and additions to the information presented in Part V of the 2024 Annual Report, including:

- Estimated revenue coverage for fiscal years 2024-25 through and including 2032-33.
- Actual year-to-date Program Income.
- Information about the executive budget for the 2025-27 biennium.

[Part V of the 2024 Annual Report](#) contains information concerning the Transportation Revenue Bond Program, security for the Bonds, sources of payment, vehicle registration fees, other vehicle registration-related fees, registration fee collection procedures, the Reserve Fund, additional Bonds, the Wisconsin Department of Transportation (**Department** or **WisDOT**), and a summary of the General Resolution. Part V of the 2024 Annual Report also includes the independent auditor's reports and audited statements of cash receipts and disbursements for the years ended June 30, 2024 and June 30, 2023 for the Transportation Revenue Obligation Program.

The 2024 Annual Report has been filed with the Municipal Securities Rulemaking Board (**MSRB**) through its Electronic Municipal Market Access (**EMMA**) system and is also available from the part of the Capital Finance Office web site called "Official Disclosure for Bonds, Notes, and Other Securities Issued by the State of Wisconsin". The Capital Finance Office website and the State's investor relations website is located at the following addresses:

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

Copies of the 2024 Annual Report may also be obtained from:

State of Wisconsin Department of Administration  
Capital Finance Office  
Attn: Capital Finance Director  
101 East Wilson Street, FLR 10  
P.O. Box 7864  
Madison, WI 53707-7864  
(608) 267-1836  
[DOACapitalFinanceOffice@wisconsin.gov](mailto:DOACapitalFinanceOffice@wisconsin.gov)

After publication and filing of the 2024 Annual Report, certain changes or events have occurred that affect items discussed in the 2024 Annual Report. Certain of these changes or events are described in the body of this Official Statement. Listed below by reference to particular sections of Part V of the 2024 Annual Report, are other changes or additions to the discussion contained in those particular sections. When such changes occur, the State may or may not file notices with the MSRB. However, the State has filed, and expects to continue to file, informational notices with the MSRB, some of which may be notices that are not required to be filed under the State's undertakings.

This Official Statement may include changes or additions that were released after the date of the Preliminary Official Statement (February 24, 2025). Any such change or addition is identified accordingly.

**Security; Additional Bonds** (Pages 145-146). Update with the following information.

As provided for in Wisconsin Statutes, and consistent with past practice, the Legislature approved a submission date for the executive budget for the 2025-27 biennium that is after January 31, 2025. Governor Evers submitted the executive budget for the 2025-27 biennium on February 18, 2025. The Governor's executive budget bill was introduced in both houses of the Legislature and referred to the Legislative Joint Committee on Finance for review. Both detailed and summary information about the Governor's executive budget for the 2025-27 biennium can be obtained from the following website:

<https://doa.wi.gov/Pages/2025-27%20Executive%20Budget%20UEK.aspx>

The website identified above is for the convenience of the reader only and is not incorporated by reference into this Official Statement.

The executive budget for the 2025-27 biennium includes additional legislative authorization of \$319 million for the Transportation Revenue Bond Program.

In addition, LFB is expected to complete an initial review of the Governor's executive budget for the 2025-27 biennium, and when available such summary will be filed with the MSRB through its EMMA system and available from the State as provided on page [A-1](#).

**Registration Fees—Table V-3; Debt Service of Outstanding Transportation Revenue Bonds and Estimated Revenue Coverage** (Page 147). Replace with the following updated table:

The table on the following page shows the forecasted coverage of annual debt service due on the Outstanding Bonds following the issuance of the 2025 Series 1 Bonds, based on the Department's estimate of total Program Income for fiscal years 2024-25 through and including 2032-33. There can be no assurance that the estimated vehicle registration and other vehicle registration-related fees will be realized in the amounts shown.

**ESTIMATED DEBT SERVICE ON THE 2025 SERIES 1 BONDS  
AND ESTIMATED REVENUE COVERAGE FOR OUTSTANDING BONDS<sup>(a)(b)(c)\*</sup>**

Maturity (July 1)	Estimated Program Income <sup>(a)(b)</sup>			2025 Series 1 Bonds*			Total Outstanding Bonds <sup>(a)(b)(c)</sup>			Coverage Ratio
	Estimated Registration Fees (Millions)	Estimated Other Registration- Related Fees (Millions)	Total Program Income (Millions)	Principal	Interest	Debt Service	Total Principal	Total Interest	Total Debt Service	
2025	\$699.34	\$230.77	\$930.11				\$125,450,000	\$61,483,226	\$186,933,226	4.98x
2026	701.44	234.37	935.81				113,710,000	55,988,522	169,698,522	5.51
2027	698.45	237.75	936.20				131,255,000	50,646,020	181,901,020	5.15
2028	738.84	255.10	993.94				119,715,000	44,281,668	163,996,668	6.06
2029	739.27	256.01	995.28				126,580,000	38,502,739	165,082,739	6.03
2030	753.16	258.90	1,012.06				115,190,000	32,362,290	147,552,290	6.86
2031	748.88	254.35	1,003.23				107,195,000	26,779,901	133,974,901	7.49
2032	768.54	255.30	1,023.84				97,640,000	21,702,721	119,342,721	8.58
2033	773.71	258.21	1,031.92				87,855,000	17,389,964	105,244,964	9.80
2034							75,410,000	14,086,301	89,496,301	
2035							50,030,000	11,376,325	61,406,325	
2036							54,490,000	9,167,332	63,657,332	
2037							33,995,000	7,034,385	41,029,385	
2038							28,935,000	5,444,500	34,379,500	
2039							30,280,000	4,098,050	34,378,050	
2040							20,255,000	2,688,350	22,943,350	
2041							21,055,000	1,892,500	22,947,500	
2042							10,375,000	1,063,250	11,438,250	
2043							10,890,000	544,500	11,434,500	
							<u>\$1,360,305,000</u>	<u>\$406,532,544</u>	<u>\$1,766,837,544</u>	

(a) The estimated Program Income for fiscal years 2024-25 through and including 2026-27 reflect revenue projections completed by DOT in Fall 2024 in anticipation of the 2025-27 biennial budget. Revenue projections for fiscal years 2024-25 through and including 2026-27 utilized forecast indices that were formulated with data available in September 2024. The estimated Program Income for fiscal years 2027-28 through and including 2032-33 reflect revenue projections completed by DOT in Fall 2023. Revenue projections for fiscal years 2027-28 through and including 2032-33 utilized forecast indices that were formulated with data available in August 2023. Due to a continued, high degree of economic uncertainty in recent years, the estimated Program Income for fiscal years 2027-28 through and including 2032-33 will be re-evaluated periodically See "[REGISTRATION FEES; Estimated Future Registration Fees](#)" and "[OTHER REGISTRATION-RELATED FEES; Actual and Estimated Other Registration-Related Fees](#)" in the 2024 Annual Report for discussion of updates. Excludes interest earnings.

(b) Assumes that no additional Bonds will be issued and continuation of current Registration Fees and Other Registration-Related Fees. Estimates of Program Income and coverage beyond the 2032-33 fiscal year are not currently available.

(c) Does not reflect issuance of the 2025 Series 1 Bonds.

\*Preliminary; subject to change.

Source: Department of Transportation

**Registration Fees—Table V-7; Actual Year-to-Date Registration and Other Registration-Related Fees**  
(Page 150). Update with the following information.

**ACTUAL YEAR-TO-DATE REGISTRATION AND OTHER REGISTRATION-RELATED FEES<sup>(a)</sup>**  
**Months of July-January**  
**(Amounts in Millions)**

<b>Fiscal Year</b>	<b>Non-IRP Fees</b>	<b>Pledged IRP Fees</b>	<b>Estimated Certain Other Reg Related Fees Other Fees<sup>(b)</sup></b>	<b>Total</b>	<b>% Change</b>
2017	\$278.9	\$41.5	\$61.7	\$382.1	
2018	287.2	42.7	62.7	392.6	2.7
2019	290.8	46.7	62.7	400.2	1.9
2020 <sup>(c)</sup>	314.2	65.4	97.8	477.4	19.3
2021 <sup>(c)</sup>	325.8	52.2	133.2	511.2	7.1
2022 <sup>(c)</sup>	329.2	58.5	126.1	513.8	0.5
2023 <sup>(c)</sup>	334.0	51.7	120.4	506.1	(1.5)
2024 <sup>(c)(d)</sup>	336.4	48.5	126.6	511.5	1.1
2025 <sup>(c)(d)</sup>	344.5	50.6	130.8	525.9	2.8

<sup>(a)</sup> Includes Registration Fees (Non-IRP Fees and Pledged IRP Fees) and certain Other Registration-Related Fees for the first seven months of the current and previous seven fiscal years. Fiscal year totals of such fees are included in [Tables V-6 and V-9](#), respectively, of the 2024 Annual Report.

<sup>(b)</sup> Includes Title Transaction Fees, Customer Service Fees, and Personalized License Plates Fees.

<sup>(c)</sup> 2019 Wisconsin Act 9 increased various Registration Fees and certain Other Registration-Related Fees effective October 1, 2019.

<sup>(d)</sup> 2023 Wisconsin Act 19 increased the surcharge on electric vehicles from \$100 to \$175, effective October 1, 2023.

**Source: Department of Transportation**



## APPENDIX B

### 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 20, 2024 \(2024 Annual Report\)](#), which can be obtained as described below. This Appendix also makes updates and additions to the information presented in Part II of the 2024 Annual Report, including but not limited to:

- Estimated General Fund condition statement for the 2024-25 fiscal year and estimated General Fund tax collections for the 2025-26 and 2026-27 fiscal years, as included in a report provided by the Legislative Fiscal Bureau (**LFB**) on January 29, 2025 (**January 2025 LFB Report**).
- General Fund information for the 2024-25 fiscal year through January 31, 2025, which is presented on either a cash basis or an agency-recorded basis, and projected General Fund information for the remainder of the 2024-25 fiscal year, which is presented on a cash basis.
- Information about the executive budget for the 2025-27 biennium.

[Part II of the 2024 Annual Report](#) contains general information about the State. More specifically, that part presents information about the following matters:

- Environmental, social, and governance factors
- 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 2023-24 fiscal year and summary of 2023-25 biennial budget)
- 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, 2024, prepared in conformity with generally accepted accounting principles (**GAAP**) for governments as prescribed by the Governmental Accounting Standards Board, are included as [APPENDIX A](#) to Part II of the 2024 Annual Report.

[Part III of the 2024 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 2024 Annual Report, the Annual Comprehensive Financial Report for the fiscal year ended June 30, 2024, and the January 2025 LFB Report were filed with the Municipal Securities Rulemaking Board (**MSRB**) through its Electronic Municipal Market Access (**EMMA**) system. A complete copy of the January 2025 LFB Report, which includes a national economic forecast and its application to the State's General Fund tax revenue estimates, is included at the end of this Appendix. The 2024 Annual Report, the Annual Comprehensive Financial Report, and the January 2025 LFB Report are also available from the part of the Capital Finance Office

website called “Official Disclosure for Bonds, Notes, and Other Securities Issued by the State of Wisconsin” and the State investor relations website.

The Capital Finance Office website and the State investor relations website are located at the following addresses:

doa.wi.gov/capitalfinance  
wisconsinbonds.com

Copies of the 2024 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) 267-1836  
[DOACapitalFinanceOffice@wisconsin.gov](mailto:DOACapitalFinanceOffice@wisconsin.gov)

The State has independently provided periodic reports on General Fund financial information. These reports are not required by any of the State’s undertakings to provide information concerning the State’s securities. These reports are available on the State’s Capital Finance Office website 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 2024 Annual Report. The State is not obligated to update or provide such reports at any time in the future.

After publication and filing of the 2024 Annual Report, certain changes or events have occurred that affect items discussed in the 2024 Annual Report. Listed below, by reference to particular sections of Part II of the 2024 Annual Report, are changes or additions to the information contained in those particular sections. When changes occur, the State may or may not (unless required to do so under the State’s undertakings) file notices with the MSRB. However, the State has filed, and expects to continue to file, additional and other voluntary information with the MSRB, some of which may not be listed event notices required to be filed under the State’s undertakings.

This Official Statement may include changes or additions that were released after the date of the Preliminary Official Statement (February 24, 2025). Any such changes or additions are identified accordingly.

**State Budget; Budget for 2024-25 Fiscal Year** (Part II; Pages 36-37). Update with the following information.

*January 2025 LFB Report – General Fund Condition Statement*

The January 2025 LFB Report includes an updated estimated General Fund condition statement for the 2024-25 fiscal year. The net General Fund balance for the end of the biennium (June 30, 2025) is projected to be \$4.2 billion. This is \$199.7 million higher than the balance that was projected at the time of the enactment of the 2023-25 biennial budget (**2023 Wisconsin Act 19**), as modified to incorporate the fiscal year 2022-23 ending balance as shown in the State's Annual Fiscal Report for fiscal year 2022-23.

The following table provides the updated estimated General Fund condition statement for the 2024-25 fiscal year, as included in the January 2025 LFB Report. The table also includes, for comparison, the General Fund condition statement for the 2023-24 fiscal year as included in the Annual Fiscal Report for the 2023-24 fiscal year, the estimated General Fund condition statement for the 2024-25 fiscal year, as included in 2023 Wisconsin Act 19, a report released by LFB dated January 24, 2024 (**January 2024 LFB Report**), a memorandum released by LFB dated May 22, 2024 (**May 2024 LFB Memo**), and a report released by the Department of Administration (**DOA**) on November 20, 2024 (**November 2024 DOA Report**).

**ESTIMATED GENERAL FUND CONDITION STATEMENT**  
**2024-25 FISCAL YEAR**  
(in Millions)

	2023-24 Fiscal Year Annual Fiscal Report	2024-25 Fiscal Year				
		2023 Wisconsin Act 19 <sup>(a)</sup>	January 2024 LFB Report	May 2024 LFB Memo	November 2024 DOA Report	January 2025 LFB Report
<b>Revenues</b>						
Opening Balance	\$7,073.2	\$4,346.5	\$3,808.2	\$3,801.0	\$4,622.3	\$4,622.3
Prior Year Continuing Balance	81.6					
Taxes	21,329.6	22,013.6	21,772.2	21,682.0	22,012.7	22,252.3
<b>Departmental Revenues</b>						
Tribal Gaming	-0.0-	8.9	-0.0-	-0.0-	18.6	18.6
Other	859.9	726.5	674.0	674.0	737.0	759.4
<b>Total Available</b>	<b>\$29,344.4</b>	<b>\$27,095.6</b>	<b>\$26,254.4</b>	<b>\$26,157.0</b>	<b>\$27,390.6</b>	<b>\$27,652.6</b>
<b>Appropriations</b>						
Gross Appropriations	\$22,896.8	\$21,040.9	\$21,053.0	\$21,117.0	\$21,112.6	\$21,046.1
Sum Sufficient Reestimates	-0.0-	-0.0-	41.7	-0.0-	(72.3)	-0.0-
Transfers	1,987.0					
Capital Improvement Fund		-0.0-	-0.0-	-0.0-	423.3	423.3
PFAS Trust Fund		-0.0-	-0.0-	-0.0-	-0.0-	-0.0-
Local Government Fund		1,563.4	1,563.4	1,563.0	1,563.4	1,563.4
Innovation Fund		303.0	303.0	303.0	303.0	303.0
Transportation Fund						
EV Sales Tax		55.1	55.1	55.0	55.1	55.1
0.25% Transfer		51.7	51.7	52.0	51.7	51.7
Other		-0.0-	-0.0-	-0.0-	-0.0-	-0.0-
Compensation Reserves	265.7	397.9	397.9	398.0	397.9	397.9
Less: Lapses	(427.5)	(384.2)	(468.3)	(468.0)	(443.6)	(455.3)
<b>Net Appropriations</b>	<b>\$24,722.1</b>	<b>\$23,027.8</b>	<b>\$22,997.5</b>	<b>\$23,020.0</b>	<b>\$23,391.1</b>	<b>\$23,385.1</b>
<b>Balances</b>						
Gross Balance	\$4,622.3	\$4,067.8	\$3,257.0	\$3,137.0	\$3,999.5	\$4,267.5
Less: Req. Statutory Balance	n/a	(105.0)	(105.0)	(105.0)	(105.0)	(105.0)
<b>Net Balance, June 30</b>	<b>\$4,622.3</b>	<b>\$3,962.8</b>	<b>\$3,152.0</b>	<b>\$3,032.0</b>	<b>\$3,894.5</b>	<b>\$4,162.5</b>

<sup>(a)</sup> Adjusted to reflect the fiscal year 2022-23 ending balance as shown in the Annual Fiscal Report for fiscal year 2022-23.

**Source: Department of Administration**

**State Budget; Estimated General Fund Tax Collections for 2024-25 Fiscal Year** (Part II; Pages 37-38).

Update with the following information, some of the data in which became available after the date of the Preliminary Official Statement (January 24, 2025).

*January 2025 LFB Report – General Fund Tax Collections*

The January 2025 LFB Report also includes updated estimated General Fund tax collections for the 2024-25 fiscal year. The estimated General Fund tax collections are \$22.252 billion for the 2024-25 fiscal year. This amount is \$238.7 million higher than the estimated General Fund tax collections as included in 2023 Wisconsin Act 19.

The following table provides the updated estimated General Fund tax collections for the 2024-25 fiscal year, as included in the January 2025 LFB Report. The table also includes, for comparison, the General Fund tax collections for the 2023-24 fiscal year as included in the Annual Fiscal Report for the 2023-24 fiscal year, the estimated General Fund tax revenue collections for the 2024-25 fiscal year, as included in 2023 Wisconsin Act 19, the January 2024 LFB Report, and the November 2024 DOA Report.

**ESTIMATED GENERAL FUND TAX REVENUE COLLECTIONS**  
**2024-25 FISCAL YEAR<sup>(a)</sup>**  
**(in Millions)**

	<b>2023-24 Fiscal Year Annual Fiscal Report</b>	<b>2024-25 Fiscal Year</b>			
		<b>2023 Wisconsin Act 19</b>	<b>January 2024 LFB Report</b>	<b>November 2024 DOA Report</b>	<b>January 2025 LFB Report</b>
Individual Income	\$9,717.6	\$10,075.8	\$9,910.0	\$10,195.1	\$10,420.0
Sales and Use	7,587.5	7,816.9	7,810.0	7,684.0	7,760.0
Corp. Income & Franchise	2,702.1	2,808.2	2,715.0	2,819.5	2,770.0
Public Utility	399.5	370.0	408.0	397.6	384.0
Excise					
Cigarettes	402.7	405.2	397.0	378.0	371.0
Tobacco Products	85.7	93.0	90.0	87.7	86.0
Vapor Products	7.1	8.5	8.8	7.1	7.1
Liquor & Wine	68.3	71.0	74.0	71.3	73.0
Beer	8.0	8.0	7.4	8.1	8.2
Insurance Company	242.6	246.0	232.0	251.3	263.0
Miscellaneous Taxes	108.5	111.0	120.0	113.0	110.0
<b>TOTAL</b>	<b>\$21,329.6</b>	<b>\$22,013.6</b>	<b>\$21,772.2</b>	<b>\$22,012.7</b>	<b>\$22,252.3</b>

<sup>(a)</sup> The May 2024 LFB Memo included the estimated General Fund tax revenue collection of \$21,682 million for the 2024-25 fiscal year, but did not contain a breakdown by the above tax categories.

**Source: Department of Administration**

**State Budget; Budget for 2025-27 Biennium** (Part II; Page 38). Update with the following information.

As provided for in Wisconsin Statutes, and consistent with past practice, the Legislature approved a submission date for the executive budget for the 2025-27 biennium that is after January 31, 2025. Governor Evers submitted the executive budget for the 2025-27 biennium on February 18, 2025. The Governor’s executive budget bill was introduced in both houses of the Legislature and referred to the Legislative Joint Committee on Finance for review. Both detailed and summary information about the Governor’s executive budget for the 2025-27 biennium can be obtained from the following website:

<https://doa.wi.gov/Pages/2025-27%20Executive%20Budget%20UEK.aspx>

The website identified above is for the convenience of the reader only and is not incorporated by reference into this Official Statement.

In addition, LFB is expected to complete an initial review of the Governor’s executive budget for the 2025-27 biennium, and when available such summary will be filed with the MSRB through its EMMA system and available from the State as provided on page **B-2**.

The following table includes the estimated General Fund condition statement for the 2025-26 and 2026-27 fiscal years, as detailed in the Governor’s executive budget for the 2025-27 biennium.

**ESTIMATED GENERAL FUND CONDITION STATEMENT**  
**2025-26 and 2026-27 FISCAL YEARS<sup>(a)</sup>**  
**(in Millions)**

	<b>2025-26 Fiscal Year Executive Budget</b>	<b>2026-27 Fiscal Year Executive Budget</b>
<b>Revenues</b>		
Opening Balance	\$4,267.7	\$2,275.2
Taxes	24,515.9	24,604.0
<b>Department Revenues</b>		
Tribal Gaming	-0.0-	-0.0-
Other	650.2	448.4
<b>Total Available</b>	<b>\$29,433.8</b>	<b>\$27,327.6</b>
<b>Appropriations</b>		
Gross Appropriations	\$25,490.5	\$24,994.3
Compensation Reserves	222.9	352.6
<b>Transfers</b>		
Capital Improvement Fund	-0.0-	-0.0-
Local Government Fund	1,686.1	1,620.6
Transportation Fund	156.6	166.2
Veterans Homes Institutional Operations Account	7.1	14.8
Winnebago Mental Health Institutional Operations Account	18.6	15.3
Less: Lapses	(423.1)	(482.5)
<b>Net Appropriations</b>	<b>\$27,158.6</b>	<b>\$26,681.3</b>
<b>Balances</b>		
Gross Balance	\$2,275.2	\$646.3
Less: Req. Statutory Balance	(110.0)	(115.0)
<b>Net Balance, June 30</b>	<b>\$2,165.2</b>	<b>\$531.3</b>

<sup>(a)</sup> Numbers may not sum to total due to rounding.

**Source: Department of Administration**

**State Budget; Revenue Projections for the 2025-26 and 2026-27 Fiscal Year** (Part II; Pages 38-39). Update with the following information.

*January 2025 LFB Report – General Fund Tax Collections*

The January 2025 LFB Report also includes estimated General Fund tax collections for the 2025-26 and 2026-27 fiscal years. The estimated General Fund tax collections are \$23.012 billion for the 2025-26 fiscal year and \$23.339 billion for the 2026-27 fiscal year. These amounts are \$355.2 million and \$299.5 million, respectively, higher than the estimated General Fund tax collections as included in the November 2024 DOA Report.

The following table provides the estimated General Fund tax collections for the 2025-26 and 2026-27 fiscal years, as included in the January 2025 LFB Report. The table also includes, for comparison, the General Fund tax collections for the 2025-26 and 2026-27 fiscal years, as included in the November 2024 DOA Report.

**ESTIMATED GENERAL FUND TAX REVENUE COLLECTIONS**  
**2025-26 AND 2026-27 FISCAL YEARS**  
(in Millions)

	2025-26 Fiscal Year		2026-27 Fiscal Year	
	November 2024 DOA Report	January 2025 LFB Report	November 2024 DOA Report	January 2025 LFB Report
Individual Income	\$10,655.2	\$11,140.0	\$10,731.0	\$11,880.0
Sales and Use	7,861.6	8,140.0	8,113.5	8,375.0
Corp. Income & Franchise	2,846.5	2,415.0	2,923.2	1,785.0
Public Utility	387.2	404.0	377.1	394.0
Excise				
Cigarettes	348.5	348.0	316.5	326.0
Tobacco Products	92.4	85.0	95.5	84.0
Vapor Products	7.3	7.2	7.3	7.3
Liquor & Wine	72.8	74.0	74.7	76.0
Beer	8.0	8.2	8.0	8.1
Insurance Company	260.7	270.0	271.1	275.0
Miscellaneous Taxes	117.0	121.0	122.0	129.0
<b>TOTAL</b>	<b>\$22,657.2</b>	<b>\$23,012.4</b>	<b>\$23,039.9</b>	<b>\$23,339.4</b>

**Source: Department of Administration**

**General Fund Information; General Fund Cash Flow** (Part II; Pages 45-57). The following tables provide updates and additions to various tables containing General Fund information for the 2024-25 fiscal year. Actual General Fund information for the 2024-25 fiscal year through January 31, 2025, and projections for the remainder of the 2024-25 fiscal year, are presented primarily on a cash basis.

The projections and estimates for the 2024-25 fiscal year in the following tables (unless otherwise noted) reflect 2023 Wisconsin Act 19, the January 2024 LFB Report, and an act that provided funding for certain University of Wisconsin System projects (**2023 Wisconsin Act 102**), but do not reflect the May 2024 LFB Memo, the November 2024 DOA Report, and the January 2025 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, 2024 TO JANUARY 31, 2025  
PROJECTED GENERAL FUND CASH FLOW; FEBRUARY 1, 2025 TO JUNE 30, 2025<sup>(a)(b)</sup>  
(Amounts in Thousands)**

	July 2024	August 2024	September 2024	October 2024	November 2024	December 2024	January 2025	February 2025	March 2025	April 2025	May 2025	June 2025
<b>BALANCES<sup>(a)(b)</sup></b>												
Beginning Balance	\$6,656,153	\$6,027,669	\$6,125,103	\$7,220,654	\$7,597,952	\$7,476,375	\$5,935,579	\$7,115,938	\$6,742,179	\$5,316,552	\$6,550,686	\$6,037,795
Ending Balance <sup>(c)</sup>	6,027,669	6,125,103	7,220,654	7,597,952	7,476,375	5,935,579	7,115,938	6,742,179	5,316,552	6,550,686	6,037,795	5,407,597
Lowest Daily Balance <sup>(c)</sup>	5,479,617	5,397,773	5,962,320	6,584,041	7,089,195	4,362,079	5,439,966	6,112,327	4,958,751	5,280,050	5,559,416	4,406,755
<b>RECEIPTS</b>												
<b>TAX RECEIPTS</b>												
Individual Income	\$1,093,534	(\$302,053)	\$1,268,564	\$877,134	\$519,778	\$1,109,418	\$1,338,347	\$791,810	\$972,585	\$1,852,431	\$707,115	\$1,316,326
Sales & Use	789,305	(154,904)	685,877	669,436	663,700	622,072	158,660	621,491	593,481	719,927	692,848	775,887
Corporate Income	118,522	(9,770)	493,705	39,706	78,264	463,372	751,744	62,667	360,673	457,988	82,732	485,724
Public Utility	40	144	131	24,456	189,235	(9)	(8,048)	53	12	4,513	218,526	7,330
Excise	51,141	(2,650)	57,634	49,198	50,417	41,030	44,855	44,007	38,852	50,929	43,294	53,648
Insurance	532	2,743	52,760	198	1,785	53,578	2,363	28,873	28,856	58,313	3,194	53,341
Miscellaneous	12,742	(2,888)	47,078	3,576	16,395	53,774	-17,245-	-0-	-0-	-0-	-0-	-0-
Subtotal Tax Receipts	\$2,065,816	(\$469,378)	\$2,605,749	\$1,663,704	\$1,519,574	\$2,343,235	\$2,305,166	\$1,548,901	\$1,994,459	\$3,144,101	\$1,747,709	\$2,692,256
<b>NON-TAX RECEIPTS</b>												
Federal	\$1,443,827	\$1,243,112	\$1,297,017	\$1,026,838	\$1,043,215	\$1,429,903	\$1,300,881	\$1,256,753	\$1,271,710	\$1,117,490	\$1,299,707	\$1,530,463
Other & Transfers	698,297	2,251,959	1,049,827	879,524	515,664	786,500	835,364	745,162	560,330	506,217	418,029	862,764
Note Proceeds	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-
Subtotal Non-Tax Receipts	\$2,142,124	\$3,495,071	\$2,346,844	\$1,906,362	\$1,558,879	\$2,216,403	\$2,136,245	\$2,001,915	\$1,832,040	\$1,623,707	\$1,717,736	\$2,393,227
<b>TOTAL RECEIPTS</b>	<b>\$4,207,940</b>	<b>\$3,025,693</b>	<b>\$4,952,593</b>	<b>\$3,570,066</b>	<b>\$3,078,453</b>	<b>\$4,559,638</b>	<b>\$4,441,411</b>	<b>\$3,550,816</b>	<b>\$3,826,499</b>	<b>\$4,767,808</b>	<b>\$3,465,445</b>	<b>\$5,085,483</b>
<b>DISBURSEMENTS</b>												
Local Aids	\$1,389,840	\$283,968	\$1,202,730	\$198,621	\$488,740	\$1,783,533	\$187,845	\$821,749	\$2,136,769	\$73,203	\$835,927	\$2,421,847
Income Maintenance	1,034,043	1,092,296	1,043,472	663,108	1,091,178	1,262,220	1,301,655	1,111,799	1,155,810	1,039,311	1,166,639	1,238,416
Payroll and Related	580,577	494,400	611,138	800,934	633,205	597,951	655,882	541,165	541,018	542,701	715,156	520,414
Tax Refunds	161,164	159,967	153,561	218,586	207,202	314,760	179,355	561,278	690,082	658,564	229,321	181,406
Debt Service	299,921	88	-0-	191,422	1,178	-0-	-0-	331	-0-	408,180	132,828	-0-
Miscellaneous	1,370,879	897,540	846,141	1,120,097	778,527	2,141,970	936,315	888,253	728,447	811,715	898,465	1,353,598
<b>TOTAL DISBURSEMENTS</b>	<b>\$4,836,424</b>	<b>\$2,928,259</b>	<b>\$3,857,042</b>	<b>\$3,192,768</b>	<b>\$3,200,030</b>	<b>\$6,100,434</b>	<b>\$3,261,052</b>	<b>\$3,924,575</b>	<b>\$5,252,126</b>	<b>\$3,533,674</b>	<b>\$3,978,336</b>	<b>\$5,715,681</b>

- (a) The projections and estimates in this table reflect 2023 Wisconsin Act 19, the January 2024 LFB Report, 2023 Wisconsin Act 102, and the receipt of ARPA federal funds, but not the May 2024 LFB Memo, the November 2024 DOA Report, and the January 2025 LFB Report. Temporary reallocations of cash are not included.
- (b) The General Fund cash balances presented in this schedule are not based on GAAP. The General Fund includes funds designated for operations and capital purposes of certain proprietary programs of the State's universities. Receipts and disbursements of such funds for the designated programs and the disbursement of such funds for other purposes are reflected in the cash flow. A use of the designated funds for purposes other than the proprietary programs is, in effect, a borrowing of such funds. Therefore, at any time that the balance in the General Fund is less than the balance of such designated funds, the State is obligated to replenish the designated funds to the extent of the shortfall. These designated funds are anticipated to range from \$600 million to \$2.0 billion for the 2024-25 fiscal year. In addition, the General Fund holds deposits for several escrow accounts pursuant to court orders or federal rulings. These funds have averaged and are expected to continue to average approximately \$25 million during each fiscal year.
- (c) The Wisconsin Statutes provide certain administrative remedies to deal with periods when the General Fund may be in a negative cash position. The Secretary of Administration may temporarily reallocate cash in other funds to the General Fund in an amount up to 9% of the general-purpose revenue appropriations then in effect with an additional amount up to 3% for a period of up to 30 days. The resulting amounts available for temporary reallocation for the 2024-25 fiscal year (based on 2023 Wisconsin Act 19) are approximately \$1.894 billion and \$631 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: 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**  
**ACTUAL FISCAL YEARS 2020-21 TO 2023-24<sup>(a)</sup>**  
**ACTUAL AND PROJECTED FISCAL YEAR 2024-25**  
**(Amounts in Thousands)**

	<b>Actual 2020-21 Fiscal Year</b>	<b>Actual 2021-22 Fiscal Year</b>	<b>Actual 2022-23 Fiscal Year</b>	<b>Actual 2023-24 Fiscal Year</b>	<b>2024-25 Fiscal Year YTD Actual thru Jan-25; Estimated Feb-25 thru Jun-25</b>
<b>RECEIPTS</b>					
<b>Tax Receipts</b>					
Individual Income	\$12,322,447	\$12,254,052	\$11,750,439	\$11,839,085	\$11,544,989
Sales	6,825,242	7,600,527	7,956,224	8,392,830	6,837,780
Corporate Income	2,753,782	2,936,462	2,749,861	2,856,769	3,385,327
Public Utility	409,860	425,920	445,929	461,858	436,383
Excise	683,307	663,646	627,036	602,845	522,355
Insurance	230,169	248,367	254,035	275,638	286,536
Miscellaneous	-0-	-0-	-0-	-0-	147,922
<b>Total Tax Receipts</b>	<b>\$23,224,807</b>	<b>\$24,128,974</b>	<b>\$23,783,524</b>	<b>\$24,429,025</b>	<b>\$23,161,292</b>
<b>Non-Tax Receipts</b>					
Federal	\$13,868,008	\$16,491,256	\$15,187,860	\$14,887,886	\$15,260,916
Other and Transfers	6,572,553	7,105,946	7,651,149	7,554,829	10,109,637
<b>Total Non-Tax Receipts</b>	<b>\$20,440,561</b>	<b>\$23,597,202</b>	<b>\$22,839,009</b>	<b>\$22,442,715</b>	<b>\$25,370,553</b>
<b>TOTAL RECEIPTS</b>	<b>\$43,665,368</b>	<b>\$47,726,176</b>	<b>\$46,622,533</b>	<b>\$46,871,740</b>	<b>\$48,531,845</b>
<b>DISBURSEMENTS</b>					
Local Aids	\$10,460,416	\$11,147,436	\$11,265,373	\$12,646,779	\$11,824,772
Income Maintenance	11,040,922	12,596,315	13,025,890	13,001,302	13,199,947
Payroll & Related	5,689,539	6,014,346	6,350,183	6,892,707	7,234,541
Tax Refunds	3,533,245	4,195,231	3,446,260	3,308,280	3,715,246
Debt Service	973,718	961,923	953,479	957,909	1,033,948
Miscellaneous	9,486,768	11,871,707	10,587,954	11,850,298	12,771,947
<b>TOTAL DISBURSEMENTS</b>	<b>\$41,184,608</b>	<b>\$46,786,958</b>	<b>\$45,629,139</b>	<b>\$48,657,275</b>	<b>\$49,780,401</b>
<b>NET CASH FLOW</b>	<b>\$2,480,760</b>	<b>\$939,218</b>	<b>\$993,394</b>	<b>(\$1,785,535)</b>	<b>(\$1,248,556)</b>

<sup>(a)</sup> None of the data presented in this table 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. Numbers may not sum to total due to rounding.

**Source: Department of Administration**



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

**GENERAL FUND CASH RECEIPTS AND DISBURSEMENTS YEAR-TO-DATE  
COMPARED TO ESTIMATES AND PREVIOUS FISCAL YEAR<sup>(a)</sup>  
(Cash Basis)  
As of January 31, 2025  
(Amounts in Thousands)**

	2023-24 Fiscal Year through January 31, 2024 Actual	2024-25 Fiscal Year through January 31, 2025				Difference 2024-25 Fiscal Year Actual to 2023-24 Fiscal Year Actual
		Actual	Estimate <sup>(b)</sup>	Variance	Adjusted Variance <sup>(c)</sup>	
<b>RECEIPTS</b>						
<b>Tax Receipts</b>						
Individual Income	\$6,516,207	\$5,904,722	\$7,096,516	(\$1,191,794)	(\$1,191,794)	(\$611,485)
Sales	5,070,660	3,434,146	5,215,433	(1,781,287)	(1,781,287)	(1,636,514)
Corporate Income	1,441,382	1,935,543	1,544,860	390,683	390,683	494,161
Public Utility	228,297	205,949	234,845	(28,896)	(28,896)	(22,348)
Excise	361,569	291,625	360,540	(68,915)	(68,915)	(69,944)
Insurance	101,658	113,959	112,905	1,054	1,054	12,301
Miscellaneous	-0-	\$147,922	-0-	147,922	147,922	147,922
<b>Total Tax Receipts</b>	<b>\$13,719,773</b>	<b>\$12,033,866</b>	<b>\$14,565,099</b>	<b>(\$2,531,233)</b>	<b>(\$2,531,233)</b>	<b>(\$1,685,907)</b>
<b>Non-Tax Receipts</b>						
Federal	\$8,546,001	\$8,784,793	\$8,328,245	\$456,548	\$456,548	\$238,792
Other and Transfers	4,521,093	7,017,135	4,393,300	2,623,835	2,623,835	2,496,042
<b>Total Non-Tax Receipts</b>	<b>\$13,067,094</b>	<b>\$15,801,928</b>	<b>\$12,721,545</b>	<b>\$3,080,383</b>	<b>\$3,080,383</b>	<b>\$2,734,834</b>
<b>TOTAL RECEIPTS</b>	<b>\$26,786,867</b>	<b>\$27,835,794</b>	<b>\$27,286,644</b>	<b>\$549,150</b>	<b>\$549,150</b>	<b>\$1,048,927</b>
<b>DISBURSEMENTS</b>						
Local Aids	\$6,528,790	\$5,535,277	\$6,029,433	(\$494,156)	(\$494,156)	(\$993,513)
Income Maintenance	7,315,246	7,487,972	7,465,570	22,402	22,402	172,726
Payroll & Related	3,865,039	4,374,087	3,902,940	471,147	471,147	509,048
Tax Refunds	1,159,028	1,394,595	1,051,303	343,292	343,292	235,567
Debt Service	557,404	492,609	508,438	(15,829)	(15,829)	(64,795)
Miscellaneous	7,010,828	8,091,469	8,525,555	(434,086)	(434,086)	1,080,641
<b>TOTAL DISBURSEMENTS</b>	<b>\$26,436,335</b>	<b>\$27,376,009</b>	<b>\$27,483,239</b>	<b>(\$107,230)</b>	<b>(\$107,230)</b>	<b>\$939,674</b>
<b>2024-25 FISCAL YEAR VARIANCE YEAR-TO-DATE</b>				<b>\$656,380</b>	<b>\$656,380</b>	

(a) None of the data presented here has been subjected to customary fiscal period closing procedures or other procedures used in the preparation of a financial statement, including verification, reconciliation, and identified adjustments. In addition, comparison of monthly General Fund financial information has many inherent problems. Unforeseen events (including even a change in weather conditions) or variations from underlying assumptions may cause a decrease in receipts or an increase in disbursements from those projected for a given month. Amounts are as of June 30 and are not the final amounts for the fiscal year. Transactions occurring during July, August and September may affect the prior year's final fiscal amounts. Numbers may not sum to total due to rounding.

(b) The projections and estimates for the 2024-25 fiscal year reflect 2023 Wisconsin Act 19, the January 2024 LFB Report, and 2023 Wisconsin Act 102. The projections and estimates do not reflect any specific disbursement of remaining ARPA federal funds. The projections and estimates also do not reflect the May 2024 LFB Memo, the November 2024 DOA Report, and the January 2025 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 which may result in large variances. This column includes adjustments to the variances, if any, to more accurately reflect the variance between the estimated and actual amounts.

**Source: Department of Administration**

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

**GENERAL FUND MONTHLY CASH POSITION<sup>(a)</sup>**  
**July 1, 2022 through January 31, 2025 – Actual**  
**February 1, 2025 through June 30, 2025 – Estimated<sup>(b)</sup>**  
**(Amounts in Thousands)**

<b>Starting Date</b>	<b>Starting Balance</b>	<b>Receipts</b>	<b>Disbursements</b>
2022 July .....	\$7,448,294	\$3,716,755	\$4,683,283
August .....	6,481,766	3,156,046	2,263,375
September .....	7,374,437	4,870,036	3,970,812
October .....	8,273,661	3,590,601	2,878,465
November .....	8,985,797	3,272,780	3,425,346
December .....	8,833,231	3,805,222	4,727,500
2023 January .....	7,910,953	4,282,671	2,817,923
February .....	9,375,701	3,578,565	3,642,827
March .....	9,311,439	3,428,482	5,351,144
April .....	7,388,777	4,505,885	3,270,549
May .....	8,624,113	3,801,447	3,048,589
June .....	9,376,971	4,614,043	5,549,326
July .....	8,441,688	3,662,523	3,714,843
August .....	8,389,368	3,241,950	2,996,522
September .....	8,634,796	4,425,440	4,129,665
October .....	8,930,571	4,004,423	3,479,214
November .....	9,455,780	3,010,815	3,957,580
December .....	8,509,015	3,945,874	4,650,447
2024 January .....	7,804,442	4,495,842	3,508,064
February .....	8,792,220	3,401,823	4,356,487
March .....	7,837,556	3,368,594	5,169,515
April .....	6,036,635	5,196,178	3,524,193
May .....	7,708,620	3,637,374	4,132,613
June .....	7,213,381	4,480,904	5,038,132
July .....	6,656,153	4,207,940	4,836,424
August .....	6,027,669	3,025,693	2,928,259
September .....	6,125,103	4,952,593	3,857,042
October .....	7,220,654	3,570,066	3,192,768
November .....	7,597,952	3,078,453	3,200,030
December .....	7,476,375	4,559,638	6,100,434
2025 January .....	5,935,579	4,441,411	3,261,052
February .....	7,115,938	3,550,816	3,924,575
March .....	6,742,179	3,826,499	5,252,126
April .....	5,316,552	4,767,808	3,533,674
May .....	6,550,686	3,465,445	3,978,336
June .....	6,037,795	5,085,483	5,715,681

<sup>(a)</sup> The General Fund balances presented in this table are not based on GAAP.

<sup>(b)</sup> The projections and estimates for the 2024-25 fiscal year (cash basis) reflect 2023 Wisconsin Act 19, the January 2024 LFB Report, and 2023 Wisconsin Act 102, but do not reflect the May 2024 LFB Memo, the November 2024 DOA Report, and the January 2025 LFB Report.

**Source: Department of Administration**

**Table II-15; Cash Balances in Funds Available for Temporary Reallocation (Part II; Page 53).** Replace with the following updated table.

**CASH BALANCES IN FUNDS AVAILABLE FOR  
TEMPORARY REALLOCATION<sup>(a)(b)</sup>  
July 31, 2022 to January 31, 2025 — Actual  
February 28, 2025 to June 30, 2025 — Projected<sup>(c)</sup>  
(Amounts in Millions)**

The following two tables show, on a monthly basis, the cash balances available for temporary reallocation. The first table does not include balances in the Local Government Investment Pool (LGIP) and the second table does include such balances. Though the LGIP is available for temporary reallocations, 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 \$3.746 billion during November 2020 to a high of \$7.752 billion during March 2024. 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.

<u>Available Balances; Does Not Include Balances in the LGIP</u>				
<u>Month (Last Day)</u>	<u>2022</u>	<u>2023</u>	<u>2024</u>	<u>2025</u>
January .....		\$2,958	\$3,444	\$3,380
February .....		3,024	3,549	3,549
March .....		3,124	3,416	3,416
April .....		3,159	3,355	3,355
May .....		3,225	3,344	3,344
June .....		3,420	3,394	3,394
July .....	\$2,711	2,534	3,139	
August .....	2,443	2,732	3,123	
September .....	2,671	2,889	3,214	
October .....	2,408	2,908	3,062	
November .....	2,678	3,134	3,259	
December .....	3,008	3,352	3,421	

<u>Available Balances; Includes Balances in the LGIP</u>				
<u>Month (Last Day)</u>	<u>2022</u>	<u>2023</u>	<u>2024</u>	<u>2025</u>
January .....		\$8,574	\$10,552	\$10,765
February .....		9,110	10,879	10,879
March .....		9,708	11,168	11,168
April .....		9,212	10,600	10,597
May .....		8,814	10,124	10,124
June .....		9,194	10,233	10,233
July .....	\$9,343	9,135	10,854	
August .....	7,786	8,321	9,526	
September .....	7,507	8,386	9,302	
October .....	6,986	8,247	8,846	
November .....	7,121	8,350	8,838	
December .....	7,846	9,520	10,064	

- (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 projections and estimates for 2023-24 fiscal year (cash basis) reflect 2023 Wisconsin Act 19, the January 2024 LFB Report, and generalized assumptions for disbursement of remaining ARPA federal funds, but do not reflect the May 2024 LFB Memo, the November 2024 DOA Report, and the January 2025 LFB Report.

**Source: Department of Administration**

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

**GENERAL FUND RECORDED REVENUES<sup>(a)</sup>  
(Agency-Recorded Basis)**

**July 1, 2024 to January 31, 2025 compared with previous year**

	<b>Annual Fiscal Report Revenues 2023-24 Fiscal Year<sup>(b)</sup></b>	<b>Projected Revenues 2024-25 Fiscal Year<sup>(c)</sup></b>	<b>Recorded Revenues July 1, 2023 to January 31, 2024<sup>(d)</sup></b>	<b>Recorded Revenues July 1, 2024 to January 31, 2025<sup>(e)</sup></b>
Individual Income Tax	\$9,717,600,000	\$10,075,800,000	\$5,531,681,872	\$6,002,099,827
General Sales and Use Tax .....	7,587,500,000	7,816,900,000	3,911,792,790	4,027,230,170
Corporate Franchise and Income Tax .....	2,702,100,000	2,808,200,000	1,209,482,535	1,244,985,451
Public Utility Taxes .....	399,500,000	370,000,000	208,416,675	205,952,106
Excise Taxes .....	571,800,000	585,700,000	304,446,509	291,762,179
Inheritance Taxes .....	-0-	-0-	-0-	-0-
Insurance Company Taxes .....	242,600,000	246,000,000	101,327,043	113,960,341
Miscellaneous Taxes .....	108,500,000	111,000,000	145,280,679	161,093,712
<b>SUBTOTAL .....</b>	<b>\$21,329,600,000</b>	<b>\$22,013,600,000</b>	<b>\$11,412,428,103</b>	<b>\$12,047,083,786</b>
Federal and Other Inter-Governmental Revenues <sup>(f)</sup> .....	\$16,165,711,000	\$12,761,054,600	\$9,123,758,610	\$9,166,642,406
Dedicated and Other Revenues <sup>(g)</sup> .....	9,499,832,000	9,325,809,200	5,361,817,787	6,575,809,644
<b>TOTAL .....</b>	<b>\$46,995,143,000</b>	<b>\$44,100,463,800</b>	<b>\$25,898,004,500</b>	<b>\$27,789,535,837</b>

- (a) The revenues in this table are presented on an agency-recorded basis and not a budgetary basis. None of the data presented here has been subjected to customary fiscal period closing procedures or other procedures used in the preparation of a financial statement, including verification, reconciliation, and identified adjustments. Numbers may not sum to total due to rounding.
- (b) The amounts are from the Annual Fiscal Report (budgetary basis) for the 2023-24 fiscal year dated October 15, 2024.
- (c) The estimates in this table for the 2024-25 fiscal year (cash basis) reflect 2023 Wisconsin Act 19, but do not reflect the January 2024 LFB Report, 2023 Wisconsin Act 102, the May 2024 LFB Memo, the November 2024 DOA Report, and the January 2025 LFB Report.
- (d) The amounts shown are the 2023-24 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 table and those that may be reported by the State of Wisconsin Department of Revenue (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.
- (e) The amounts shown are the 2024-25 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 table 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: Department of Administration**

**Table II-17; General Fund Recorded Expenditures by Function (Part II; Page 57).** Replace with the following updated table.

**GENERAL FUND RECORDED EXPENDITURES BY FUNCTION<sup>(a)</sup>  
(Agency-Recorded Basis)  
July 1, 2024 to January 31, 2025 compared with previous year**

	<b>Annual Fiscal Report Expenditures 2023-24 Fiscal Year<sup>(b)</sup></b>	<b>Estimated Appropriations 2024-25 Fiscal Year<sup>(c)</sup></b>	<b>Recorded Expenditures July 1, 2023 to January 31, 2024<sup>(d)</sup></b>	<b>Recorded Expenditures July 1, 2024 to January 31, 2025<sup>(e)</sup></b>
Commerce .....	\$525,395,000	\$471,530,400	\$415,480,106	\$413,312,629
Education .....	17,968,778,000	16,524,526,600	8,983,738,175	9,275,945,946
Environmental Resources .....	457,674,000	204,587,200	373,663,506	312,208,245
Human Relations & Resources .....	22,356,932,000	19,944,566,600	12,781,752,424	13,062,647,909
General Executive .....	1,937,331,000	1,385,388,900	1,595,291,057	1,138,614,654
Judicial .....	172,125,000	167,036,700	97,501,282	108,172,885
Legislative .....	91,104,000	92,379,400	46,574,958	43,868,116
General Appropriations .....	3,075,362,000	2,225,161,300	3,718,643,706	3,621,220,299
<b>TOTAL</b>	<b>\$46,584,701,000</b>	<b>\$41,015,177,100</b>	<b>\$28,012,645,213</b>	<b>\$27,975,990,682</b>

- (a) The expenditures in this table are presented on an agency-recorded basis and not a budgetary basis. None of the data presented in this table 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. Numbers may not sum to total due to rounding.
- (b) The amounts are from the Annual Fiscal Report (budgetary basis) for the 2023-24 fiscal year, dated October 15, 2024.
- (c) The appropriations included in this table reflect 2023 Wisconsin Act 19, but do not reflect the January 2024 LFB Report, 2023 Wisconsin Act 102, the May 2024 LFB Memo, the November 2024 DOA Report, and the January 2025 LFB Report.
- (d) The amounts shown are 2023-24 fiscal year expenditures as recorded by all State agencies.
- (e) The amounts shown are 2024-25 fiscal year expenditures as recorded by all State agencies.

**Source: Department of Administration**

**Table II-39; Unemployment Rate Comparison (Part II; Page 93).** Replace with the following updated table.

**Table II-39**  
**UNEMPLOYMENT RATE COMPARISON<sup>(a)(b)</sup>**  
**2020 to 2025**

	2025		2024		2023		2022		2021		2020	
	Wis.	U.S.	Wis.	U.S.	Wis.	U.S.	Wis.	U.S.	Wis.	U.S.	Wis.	U.S.
January	4.4		2.8	4.1	3.0	3.9	3.5	4.4	5.1	6.8	3.6	4.0
February			3.3	4.2	3.3	3.9	3.7	4.1	5.3	6.6	3.5	3.8
March			3.5	3.9	3.1	3.6	3.4	3.8	5.0	6.2	3.9	4.5
April			3.0	3.5	2.7	3.1	2.9	3.3	4.4	5.7	14.0	14.4
May			3.0	3.7	2.8	3.4	2.6	3.4	3.8	5.5	10.6	13.0
June			3.3	4.3	3.5	3.8	3.3	3.8	4.5	6.1	9.1	11.2
July			3.3	4.5	3.2	3.8	3.1	3.8	4.0	5.7	7.9	10.5
August			2.7	4.4	3.4	3.9	3.0	3.8	3.7	5.3	6.1	8.5
September			2.5	3.9	2.9	3.6	2.5	3.3	2.9	4.6	5.3	7.7
October			2.5	3.9	2.8	3.6	2.3	3.4	2.5	4.3	4.5	6.6
November			2.6	4.0	2.7	3.5	2.3	3.4	2.4	3.9	4.4	6.4
December			2.9	3.8	2.9	3.5	2.3	3.3	2.5	3.7	4.6	6.5
Annual Average			3.0	4.0	3.0	3.6	2.9	3.6	3.9	5.3	6.4	8.1

<sup>(a)</sup> Figures show the percentage of labor force that is unemployed and are *not seasonally adjusted*.

<sup>(b)</sup> Historical information has been adjusted due to benchmarking through the Local Area Unemployment Statistics (LAUS).

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

# Legislative Fiscal Bureau

Robert Wm. Lang, Director



*State of Wisconsin*

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

January 29, 2025

Senator Howard Marklein, Senate Chair  
Representative Mark Born, Assembly Chair  
Joint Committee on Finance  
State Capitol  
Madison, WI 53702

Dear Senator Marklein and Representative Born:

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

In odd-numbered years, our report includes estimated general fund 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, 2024, Report**

On November 20, 2024, the Departments of Administration and Revenue submitted a report to the Governor and Legislature that identified general fund revenue and expenditure projections for the 2024-25 fiscal year and the 2025-27 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 higher (\$894.3 million) than those of the November 20, 2024, report (\$239.6 million in 2024-25, \$355.2 million in 2025-26, and \$299.5 million in 2026-27).

Based upon the November 20 report, the administration's general fund condition statement for 2024-25 reflects a gross ending balance of \$3,999.5 million and a net balance (after consideration of the \$105.0 million required statutory balance) of \$3,894.5 million.

Our analysis indicates a gross balance of \$4,267.5 million and a net balance of \$4,162.5 million. This is \$268.0 million above that of the November 20 report. The 2024-25 general fund condition statement is shown in Table 1.

## TABLE 1

### Estimated 2024-25 General Fund Condition Statement

	<u>2024-25</u>
<b>Revenues</b>	
Opening Balance, July 1	\$4,622,291,000
Taxes	22,252,300,000
Departmental Revenues	
Tribal Gaming	18,620,300
Other	<u>759,413,500</u>
Total Available	\$27,652,624,800
<b>Appropriations, Transfers, and Reserves</b>	
Gross Appropriations	\$21,046,058,000
Transfers to:	
Building Program	423,300,000
Local Government Fund	1,563,380,000
Innovation Fund	303,000,000
Transportation Fund:	
EV Sales Tax	55,100,000
0.25% Transfer	51,700,000
Compensation Reserves	397,930,000
Less Lapses	<u>-455,336,800</u>
Net Appropriations	\$23,385,131,200
<b>Balances</b>	
Gross Balance	\$4,267,493,600
Less Required Statutory Balance	<u>-105,000,000</u>
Net Balance, June 30	\$4,162,493,600

The factors that make up the \$268.0 million difference are as follows. First, based on economic forecasts and tax collections to date, our estimated tax collections for 2024-25 are \$239.6 million higher than the projection of the November 20 report. Next, there is an increase in departmental revenues (non-tax receipts deposited into the general fund) of \$22.4 million, primarily due to estimated interest earnings because of the higher balance. Finally, net appropriations are projected to be \$6.0 million below those of the November 20 report. The additional general fund balance of \$268.0 million for 2024-25 is displayed as follows (\$239.6 million + \$22.4 million + \$6.0 million = \$268.0 million).

#### General Fund Revenues

The following sections present information related to general fund tax revenues for 2024-25



and the 2025-27 biennium. This includes a review of the U.S. economy in 2024, a summary of the national economic forecast for 2025 through 2027, and detailed general fund tax revenue estimates for the current fiscal year and the next biennium.

### **Review of the National Economy in 2024**

This office prepared updated revenue estimates for the 2023-25 biennium in January, 2024, based on the January, 2024, S&P Global Market Intelligence (S&P Global) forecast for the U.S. economy. The forecast predicted real gross domestic product (GDP) growth of 1.7% in 2024 and 1.5% in 2025, while growth in nominal GDP was predicted at 3.7% in 2024 and 2025. The forecast assumed that, while the labor market would remain tight in 2024, a period of below-trend growth in economic indicators would allow the economy to achieve sustained 2% inflation by late 2025.

The January, 2024, S&P Global forecast was based on the following assumptions. First, the forecast assumed that the debt ceiling, which was suspended through 2024 by the Fiscal Responsibility Act of 2023 (FRA23), would be raised, and legislation passed, before the end of 2024, avoiding a government shutdown. Second, the forecast assumed that unspent federal stimulus funds from the pandemic era and ongoing funding from the Infrastructure Investment and Jobs Act (IIJA) would mitigate pressures to reduce state and local spending, offsetting the effects of state operating deficits. Third, S&P Global predicted that the Federal Reserve would: (a) reduce its policy rate four times in 2024, beginning in March, to a range of 4.25% to 4.50% by December of 2024, and to a range of 2.50% to 2.75% by early 2026; and (b) continue shrinking its balance sheet by about one third, from a high of \$8.97 trillion in April, 2022. Fourth, the forecast assumed that tariffs enacted by the U.S. and China since 2017 would remain in effect. Fifth, S&P Global projected that growth in real, trade-weighted foreign GDP would slow to 1.8% in 2024, then recover slightly to 2.5% by 2026. Foreign consumer price inflation was expected to fall to 2.4% by 2026, while foreign sovereign bond yields were expected to grow to 2.8% in 2024. Finally, the forecast estimated that the price of Brent crude oil would decline to \$76 per barrel in 2025, increase to \$87 by 2027, then rise at roughly the rate of inflation.

The national economy grew faster than estimated. Real growth in U.S. GDP for 2024 is now estimated at 2.8%, which is 1.1 percentage points higher than previously estimated. S&P Global estimates that nominal U.S. GDP grew 5.3% in 2024, exceeding expectations by 1.6 percentage points.

The Federal Reserve began reducing rates later than expected in the January, 2024, forecast, with the first rate decrease (50 basis points) occurring in September, 2024. Two more decreases (25 basis points in November and December) followed, bringing the federal funds rate to a range of 4.25% to 4.50% at the end of 2024, consistent with the previous forecast. The Federal Reserve maintained its plan to reduce its balance sheet by allowing up to \$35 billion worth of agency debt and mortgage-backed securities and \$60 billion worth of Treasuries it holds to mature each month, through May, 2024, without reinvesting the proceeds back into the marketplace. Beginning June 1, 2024, the Federal Reserve reduced the amount of Treasuries maturing without reinvestment from \$60 billion to \$25 billion, but maintained its plan to reduce agency debt and mortgage-backed securities by up to \$35 billion each month.

Although the monthly average 30-year fixed rate mortgage rate declined from its 23-year peak of 7.62% in October, 2023, rates remained elevated in 2024, ranging from a high of 7.06% in May, to a low of 6.18% in September. Despite the Federal Reserve reducing interest rates three times (100 basis points) since September, mortgage rates actually increased, ending the year at 6.72% in December. Over the same time period, the 10-year Treasury note yield began to climb, increasing from 3.63% on September 16 to 4.58% by December 31. Sales of existing homes continued to decline in 2024, down 1.1% for the year (compared to the previous estimate of a 1.5% increase). Despite this decline in sales, the average price of existing homes increased 4.4%. S&P Global notes that homeowners are not moving to better locations or homes because of a "lock-in" effect, where the interest rate they pay on their current mortgage is much lower than the current prevailing market interest rate.

In March, 2024, the National Association of Realtors reached a settlement agreement to resolve lawsuits related to commissions paid to buyers' agents. The settlement, which was approved in federal court in November, 2024, will likely allow homebuyers to better negotiate the amount of compensation provided to buyers' agents. The impact of the settlement on the housing market remains unclear; however, brokers' commissions are expected to be reduced over the forecast period.

The consumer price index (CPI) declined from 4.1% growth in 2023 to 3.0% growth in 2024 (0.3 percentage points higher than previously forecasted). Food prices moderated in 2024, increasing just 2.2%, while commodity and energy prices declined 1.0% and 1.3%, respectively. Core CPI (which excludes food and energy prices) increased 3.4%, driven by a 5.0% increase in prices for nonenergy services. The average price of a new vehicle declined only slightly, from \$46,200 in 2023 to \$45,700 in 2024 (\$2,400 higher than estimated in January, 2024). The University of Michigan Consumer Sentiment index fluctuated throughout 2024, falling from 79.0 in January to 66.4 in July, then increasing to 74.0 by the end of the year.

As predicted, the national unemployment rate rose to 4.0% in 2024. In contrast, the Wisconsin unemployment rate declined to 3.0%, as of December, 2024, down from 3.4% in December, 2023. U.S. nonfarm payrolls increased 1.6% for the year, slightly more than previously estimated, while Wisconsin nonfarm payrolls increased 0.7% between December, 2023, and December, 2024. Personal income in the U.S. increased 5.5% in 2024, while wage and salary disbursements increased 5.9%, growing 0.8 and 1.4 percentage points faster than previously forecasted, respectively.

Labor unrest was seen throughout 2024, with workers launching (or threatening to launch) numerous strikes, often with demands for higher wages. For example, on October 1, 2024, dockworkers across 36 U.S. ports launched a strike after discussions for a new six-year contract fell through. The strike lasted three days before dockworkers and port operators reached a tentative agreement for a 62% wage increase over six years. Negotiations of the new contract terms followed, preventing a resumption of the strike in January, 2025. While major disruptions seem to have been avoided, S&P Global expects that the three-day strike may have contributed to a decrease in U.S. imports in October and a corresponding increase in November. Other notable strikes were launched by Boeing machinists, Amazon drivers, healthcare workers, and Starbucks baristas in 2024.

Nominal consumer spending growth continued to ease along with inflation in 2024, but still increased 5.3% (2.3 percentage points higher than CPI growth and 1.4 percentage points higher than

assumed in the previous forecast). As such, consumer spending was the primary driver of the economy, contributing 1.8 percentage points to real GDP growth. Growth in spending on services continued to outpace growth in spending on goods, with personal consumption expenditures (PCE) on services constituting 68.5% of all PCE in 2024. This is up 1.0 percentage point from 2023.

The stock market showed considerable strength, with the S&P 500 and Dow Jones Industrial Average increasing 23.3% and 12.9%, respectively, over the year. These increases come on the tail of strong growth in 2023, marking the highest growth over a two-year period since 1997 and 1998. As such, household holdings of equities increased 21.4% in 2024. This strength was not just limited to stocks, however. Gold commodities had their best year of growth since 2010, increasing 27%, and bitcoin more than doubled for the year.

### **National Economic Forecast**

Under the January, 2025, forecast, S&P Global predicts below-potential GDP growth, with the unemployment rate continuing to rise. Real GDP growth is forecast to slow relative to 2024, but to continue growing 2.0% in 2025, 1.7% in 2026, and 1.6% in 2027. In the near term, S&P Global anticipates that President Trump's policies will generally increase inflation, slow the pace of monetary policy easing, and contribute to a stronger dollar and tighter financial conditions. Despite this, S&P Global predicts that the odds of a "soft landing," in which economic growth slows without causing a recession, remain favorable.

The 2025 forecast is based on the following key assumptions. First, Treasury is expected to undertake "extraordinary measures" to meet its debt obligations, now that the debt ceiling is no longer suspended, and the debt ceiling is expected to be increased without a government shutdown. The forecast assumes: (a) an extension of the individual income tax provisions in the 2017 Tax Cuts and Jobs Act (TCJA); (b) some exclusion of tip and overtime pay from federal income taxation; (c) the corporate tax rate is reduced from 21% to 15% on domestic production; and (d) Medicare and Social Security benefits continue to be paid. Second, it assumes that state and local budgets have returned to deficit, after having been supported by stimulus relief measures in 2021 and 2022. However, unspent pandemic-era stimulus funds and ongoing IIJA funds are expected to mitigate pressures to reduce state and local spending. Third, the forecast assumes a reduction in net international migration by 500,000 per year (equal to 0.15% of the U.S. population) for the next four years. Fourth, S&P Global anticipates that the Federal Reserve will reduce the federal funds rate by 25 basis points both in March and June of 2025, before pausing until the third quarter of 2026. Fifth, the forecast assumes a 10% universal tariff and a 30% tariff on imports from China, which is expected to increase the average effective tariff rate from 3.0% in the first quarter of 2025 to 16.4% by the first quarter of 2026. Finally, it assumes that growth in real, trade-weighted foreign GDP will remain at 2.0% in 2025 and rise to 2.2% in 2026. Foreign CPI inflation is expected to fall to 2.5% in 2025 and 2.2% by 2028.

The 2025 forecast is summarized in Table 2, which reflects S&P Global's January, 2025, 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  
S&P Global Baseline Forecast, January, 2025  
(\$ in Billions)**

	<u>2024</u>	<u>2025</u>	<u>2026</u>	<u>2027</u>
Nominal Gross Domestic Product	\$29,177.7	\$30,657.2	\$32,208.7	\$33,415.0
Percent Change	5.3%	5.1%	5.1%	3.7%
Real Gross Domestic Product	\$23,295.1	\$23,757.0	\$24,161.6	\$24,557.9
Percent Change	2.8%	2.0%	1.7%	1.6%
Consumer Prices (Percent Change)	3.0%	2.9%	3.3%	2.2%
Personal Income	\$24,695.5	\$25,965.9	\$27,401.8	\$28,722.3
Percent Change	5.5%	5.1%	5.5%	4.8%
Nominal Personal Consumption Expenditures	\$19,811.8	\$20,836.8	\$21,851.4	\$22,785.6
Percent Change	5.3%	5.2%	4.9%	4.3%
Economic Profits	\$3,778.5	\$3,752.8	\$3,633.9	\$3,698.6
Percent Change	6.5%	-0.7%	-3.2%	1.8%
Unemployment Rate	4.0%	4.4%	4.7%	4.8%
Total Nonfarm Payrolls (Millions)	158.6	160.0	159.8	159.7
Percent Change	1.6%	0.9%	-0.1%	-0.1%
Light Vehicle Sales (Millions of Units)	15.79	16.18	16.39	16.56
Percent Change	1.9%	2.4%	1.3%	1.1%
Sales of New and Existing Homes (Millions of Units)	4.735	4.956	5.515	5.703
Percent Change	-0.7%	4.7%	11.3%	3.4%
Housing Starts (Millions of Units)	1.347	1.307	1.261	1.257
Percent Change	-5.2%	-3.0%	-3.5%	-0.4%

*Fiscal Policy.* The annual operating federal budget deficit is expected to decline from \$1.832 trillion in federal fiscal year 2024 (\$318 billion higher than previously estimated) to \$1.808 trillion (-1.4%) in 2025 and \$1.780 trillion (-1.5%) in 2026, then grow to \$1.909 trillion (7.2%) in 2027. S&P Global estimates that spending by the federal government contributed 0.15 percentage points to real GDP growth in 2024, more than previously estimated, but will contribute just 0.09 percentage points and 0.02 percentage points in 2025 and 2026, respectively, before detracting 0.03 percentage points from growth in 2027. Although spending by state and local governments contributed 0.41 percentage points to real GDP growth in 2024, more than previously estimated, and is projected to contribute 0.10 percentage points in 2025, such spending is expected to slightly subtract from real GDP through the remainder of the forecast period.

S&P Global's forecast includes various policies that the Trump Administration and Republican-controlled Congress are likely to put in place, including tax cuts, tariffs, and

deportations. The forecast assumes that personal tax cuts under the TCJA, which are scheduled to expire in 2026, will be made permanent, and that the corporate tax rate is reduced on domestic production from 21% to 15%. In addition, the forecast assumes some income exclusion of tip and overtime pay from federal taxation.

*International Trade.* As previously predicted, growth in nominal imports (6.2%) exceeded growth in exports (4.3%) in 2024, although both imports and exports grew more than previously expected. Stronger import growth increased the trade deficit by 13.5% (\$107.7 billion) in 2024, exceeding the January, 2024, estimate by 8.5 percentage points and detracting 0.39 percentage points from real GDP growth.

The forecast anticipates that the Trump Administration will implement a 10% universal tariff, along with a 30% tariff on imports from mainland China. It is expected that these policies will contribute to slower growth in nominal imports of 3.8% in 2025, before declining 1.4% in 2026 and rebounding 1.4% in 2027. S&P Global predicts that growth in exports will increase 4.6% in 2025, then slow to growth of 2.6% and 3.2% in 2026 and 2027, respectively. Stronger growth in exports is expected to begin improving the U.S. balance of trade beginning in 2026.

*Consumer Prices.* CPI slowed to 3.0% in 2024, down from 4.1% in 2023 and 8.0% in 2022. As predicted, core CPI, which excludes food and energy prices, exceeded overall CPI, growing 3.4% in 2024. S&P Global expects the growth in CPI to slow to 2.9% in 2025, before increasing to 3.3% in 2026. Higher CPI growth in 2026 is based on S&P Global's expectation that President Trump's proposed tariffs will increase domestic prices. CPI is projected to slow to 2.2% in 2027. S&P Global estimates core CPI growth at 3.2% in 2025 and 2026, and 2.1% in 2027.

*Employment.* As predicted, the U.S. unemployment rate averaged 4.0% in 2024, up from 3.6% in 2023. The unemployment rate is projected to increase to 4.4% in 2025, 4.7% in 2026, and 4.8% in 2027. Average annual nonfarm payrolls grew 1.6% in 2024 (0.8 percentage points higher than previously forecast), and are expected to remain relatively flat through the forecast period, growing just 0.9% in 2025, then declining by 0.1% in both 2026 and 2027. S&P Global anticipates that the potential for tighter immigration policy and higher levels of deportation under the Trump Administration would add to labor shortages in some industries. The forecast estimates that the annual U.S. labor force participation rate will remain at 62.6% through 2025, then decline to 62.4% in 2026 and 62.1% in 2027.

*Personal Income.* Personal income grew 5.5% in 2024, higher than previously expected (4.7% in the January, 2024, forecast). Wage and salary disbursements grew 5.9% in 2024 (compared to 4.5% forecast in January, 2024), and are expected to continue growing by 5.5%, 5.8%, and 3.7% in 2025, 2026, and 2027, respectively. Personal income is expected to grow at a similar pace of 5.1% in 2025, 5.5% in 2026, and 4.8% in 2027.

Real disposable income grew at a slower pace compared to 2023 (5.1%), up 2.9% in 2024. S&P Global anticipates that real disposable income will maintain growth of around 2.9% through the rest of the forecast period. The personal savings rate, as a percentage of disposable income, has been increasing, up from 4.7% in 2023 to 4.8% in 2024, and is expected to continue increasing to 5.2% in 2025, 6.4% in 2026, and 6.9% in 2027. Growth in real household net worth is projected to

slow significantly to 0.3% in 2025, following 7.0% growth in 2024. Real household net worth is expected to decline 2.5% in 2026 and 0.8% in 2027, impacted by the projected decline in equities (such as stocks) of 8.8% in 2026 and 11.6% in 2027.

*Personal Consumption Expenditures.* Nominal PCE grew 5.3% in 2024, 1.4 percentage points more than previously forecast, with growth in spending on services (6.9%) outpacing spending on goods (1.8%). As a result, the shift by consumers from spending on goods to services continued, with purchases of services making up 68.5% of all PCE in 2024 (compared to 67.5% in 2023). The forecast projects that consumer spending will continue to shift towards services, with purchases of services making up 69.5% of all PCE by 2027.

S&P Global anticipates that nominal PCE growth will slow to 5.2% in 2025, 4.9% in 2026, and 4.3% in 2027. Sales of consumer items generally subject to the state sales tax (such as most durable goods, clothing, restaurant meals, accommodations, and certain services) grew by an estimated 3.5% in 2024, and are forecast to grow by 4.8% in 2025, 4.1% in 2026 and 3.3% in 2027. Real (inflation-adjusted) PCE is expected to slow from 2.7% in 2024 to 2.5% in 2025 and 1.8% in 2026, then increase to 2.3% in 2027.

*Monetary Policy.* As mentioned, the Federal Reserve decreased the federal funds rate three times in 2024, to a range of 4.25% to 4.50%. In addition, the Federal Reserve reduced its balance sheet of agency debt, mortgage-backed securities, and Treasuries by \$836 billion in 2024, to approximately \$6.9 trillion.

Going forward, two more federal funds rate decreases of 25 basis points each are expected in March and June, 2025. Then, S&P anticipates that the Federal Reserve will pause rate decreases until the third quarter of 2026, as proposed tariffs are expected to put upward pressure on prices. The forecast projects that rate decreases will resume at every other meeting, beginning in mid-2026 and ending in early 2027, when the federal funds rate is expected to reach a range of 3.00% to 3.25%. In 2024, the average 30-year fixed mortgage rate was 6.7%, down just slightly from 2023. In response to Federal Reserve rate reductions, mortgage rates are expected to decline to 6.3% in 2025, 5.9% in 2026, and 5.7% in 2027.

*Housing.* Housing starts declined 5.2% in 2024, lower than the 1.1% decline estimated in January, 2024. The average price of existing homes increased 4.4% in 2024 and the average price for new homes increased 0.2%. Existing home sales declined slightly in 2024, down 1.1% compared to 2023. Overall, sales of new and existing homes declined 0.7% in 2024.

Going forward, S&P Global estimates that a lower rate of household formation, a byproduct of lower immigration, will result in a continued decline in housing starts over the forecast period. Housing starts are projected to decline 3.0% in 2025, 3.5% in 2026, and 0.4% in 2027. Existing home sales are projected to increase 5.0% in 2025, 13.6% in 2026, and 4.4% in 2027, as lower mortgage rates over the forecast period ease the "lock-in" effect experienced by current homeowners. The average price of existing homes is expected to grow more slowly through 2027, increasing 3.8% in 2025, 3.6% in 2026, and 3.5% in 2027.

*Business Investment.* S&P Global estimates that nominal nonresidential fixed investment grew

5.4% in 2024, 2.2 percentage points higher than the January, 2024, estimate of 3.2%. Growth in 2024 was led by investment in intellectual property products (6.4%), followed by investment in equipment (5.8%) and in structures (3.1%). Inventories increased by an estimated \$43.6 billion in 2024 (from quarter four of 2023 to quarter four of 2024), up from the \$25.2 billion increase estimated in January, 2024. Going forward, S&P Global anticipates inventories will continue to increase another \$70.7 billion, \$100.0 billion, and \$94.9 billion in 2025, 2026, and 2027, respectively.

S&P Global expects that spending on semiconductor and electric vehicle battery plants has reached its peak. In addition, recent monetary policy tightening, although slowly beginning to reverse, has elevated borrowing costs for businesses. The forecast anticipates that these factors will slow growth in nominal nonresidential fixed investment from 5.4% in 2024 to 4.9% in 2025, 4.4% in 2026, and 1.4% in 2027.

*Corporate Profits.* Corporate before-tax book profits increased by an estimated 9.9% in 2024, 6.5 percentage points higher than previously forecast, and are forecast to increase 1.9% in 2025, decrease 1.3% in 2026, and increase 1.9% in 2027. Economic profits, which are adjusted for inventory valuation and capital consumption at current cost (and are not affected by federal tax laws), increased 6.5% in 2024 (5.7 percentage points higher than forecasted in January, 2024). S&P Global forecasts that economic profits will decrease 0.7% in 2025 and 3.2% in 2026, before increasing 1.8% in 2027. The current forecast assumes that the effective federal corporate tax rate for all industries was 14.2% in 2024, and will decline slightly to 14.0% in each year of the forecast period.

Under current law, the temporary 100% bonus depreciation provision enacted by the TCJA will continue to phase out, with the bonus depreciation percentage declining from 60% in 2024 to 40% in 2025, 20% in 2026, and 0% for property placed in service after 2026. In its January, 2025, forecast, S&P Global assumes that the phase-out of bonus depreciation will remain in place.

*Alternative Scenarios.* S&P Global's January, 2025, forecast also includes an optimistic and a pessimistic scenario. Under the optimistic scenario, S&P Global assigns a 25% probability that the U.S. will implement lower tariffs and experience less retaliation by trading partners than assumed in the baseline forecast. It assumes that lower tariffs will lead to lower near-term inflation. The optimistic scenario estimates CPI at 2.7% in 2025 and 2026, 0.2 and 0.5 percentage points lower than the baseline, respectively. In response, the Federal Reserve lowers the federal funds rate more quickly than in the baseline, reaching a range of 2.75% to 3.00% by mid-2026. However, economic strength and labor market tightness, illustrated by a steady (and lower) 4.3% unemployment rate over the forecast period, brings the estimate of 2027 CPI (2.5%) higher than in the baseline (2.2%). Under the optimistic scenario, fewer and slower deportations boost population growth compared to the baseline, increasing real PCE by 0.3, 1.3, and 0.7 percentage points in 2025, 2026, and 2027, respectively. The combination of lower tariffs and faster population growth increases economic output and financial conditions, which contributes to elevated business fixed investment. In turn, real GDP grows 2.3% in 2025, 2.6% in 2026, and 2.0% in 2027, higher growth of 0.3, 0.9, and 0.4 percentage points, respectively, relative to the baseline forecast.

Under the pessimistic scenario, to which S&P Global assigns a 25% probability, higher tariffs and a more noticeable retaliation by trading partners causes higher inflation than assumed in the baseline. Higher tariffs, paired with slower population growth as a result of stricter immigration

policy, have a more negative impact on economic output, financial conditions, and business fixed investment, compared to the baseline forecast. These factors contribute to higher inflation in 2025 (3.0%) and 2026 (3.6%), compared to the baseline, and give the Federal Reserve reason to pause rate reductions through all of 2026. Under the pessimistic scenario, the federal funds rate reaches a range of 3.25% to 3.50% in late 2027, which is 25 basis points above the baseline estimate. As such, real GDP grows 0.3, 0.7, and 0.5 percentage points slower than the baseline in 2025, 2026, and 2027, respectively. It is assumed that the unemployment rate will increase more than expected under the baseline, reaching 5.4% by mid-2027.

### General Fund Taxes

Table 3 shows general fund tax revenue estimates for 2024-25 and for each year of the 2025-27 biennium. Over the three-year period, these estimates are \$894.3 million higher than the projections of the November 20, 2024, report. By year, the estimates are higher by \$239.6 in 2024-25, \$355.2 million in 2025-26, and \$299.5 million in 2026-27. 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 reduced revenues associated with the expiration of 38 revenue agent project positions within the Department of Revenue (DOR).

**TABLE 3**

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

	<u>2023-25 Biennium</u>		<u>2025-27 Biennium</u>	
	<u>2023-24</u>	<u>2024-25</u>	<u>2025-26</u>	<u>2026-27</u>
	<u>Actual</u>	<u>Estimated</u>	<u>Estimated</u>	<u>Estimated</u>
Individual Income	\$9,717.6	\$10,420.0	\$11,140.0	\$11,880.0
General Sales & Use	7,587.5	7,760.0	8,140.0	8,375.0
Corporate Income/Franchise	2,702.1	2,770.0	2,415.0	1,785.0
Public Utility	399.5	384.0	404.0	394.0
Excise				
Cigarette	402.7	371.0	348.0	326.0
Tobacco Products	85.7	86.0	85.0	84.0
Vapor Products	7.1	7.1	7.2	7.3
Liquor and Wine	68.3	73.0	74.0	76.0
Beer	8.0	8.2	8.2	8.1
Insurance Company	242.6	263.0	270.0	275.0
Miscellaneous Taxes	<u>108.5</u>	<u>110.0</u>	<u>121.0</u>	<u>129.0</u>
Total	\$21,329.6	\$22,252.3	\$23,012.4	\$23,339.4
Change from Prior Year		\$922.7	\$760.1	\$327.0
Percent Change		4.3%	3.4%	1.4%

Over the three-year period, compared to the November 20 report, the estimates are higher for general sales and use taxes (\$615.9 million), which accounts for 69% of the increased revenue.



Insurance company taxes (\$24.9 million), public utility taxes (\$20.1 million), and miscellaneous taxes (\$8.0 million) have also been estimated higher over the three-year period, offset by excise taxes that are estimated lower by \$14.1 million.

Income and franchise tax revenues are estimated \$239.5 million higher over the three-year period, with individual income tax increases of \$1,858.7 million offset by corporate income/franchise tax decreases of \$1,619.2 million. The estimated revenue changes to income and franchise taxes primarily reflect federal tax law changes that will impact state pass-through entity (PTE) tax revenue. DOR records PTE revenues under the corporate income/franchise tax, rather than under the individual income tax.

Under current law, taxpayers may choose to file at the entity level if the value of their federal deduction for state and local taxes (SALT) exceeds the increased cost of paying the 7.9% PTE tax rate (which is higher than the rates and brackets that apply under the individual income tax). Taxpayers who file under the state PTE tax may deduct SALT without limit, whereas individual income tax filers cannot deduct state and local taxes exceeding \$10,000 annually. It is estimated that taxpayers will remit \$925 million under the PTE tax in 2024-25, which is estimated to be \$85 million more than what would have otherwise been paid under the individual income tax (\$840 million).

Under current federal law, the \$10,000 limit on the SALT deduction for individual filers expires after tax year 2025. Although it is possible some taxpayers may continue to file under the PTE tax, it is assumed that current pass-through businesses would lack an economic incentive to file under the PTE tax and, instead, would file under the state individual income tax beginning in tax year 2026. Expiration of the federal SALT deduction limit is estimated to reduce income and franchise tax revenues by \$25.0 million in 2025-26 and \$85.0 million in 2026-27, comprised of increased individual income tax revenues of \$250.0 million in 2025-26 and \$840.0 million in 2026-27 and lower corporate income/franchise tax revenues of \$275.0 million in 2025-26 and \$925.0 million in 2026-27.

*Individual Income Tax.* Total individual income tax collections in 2023-24 were \$9,717.6 million, representing growth of 3.2% relative to the prior year. Actual collections in 2023-24 were 1.9% (\$177.6 million) higher than the January, 2024, estimate.

Based on collections information through December, 2024, year-to-date collections in 2024-25 are 8.4% (\$364.6 million) higher than the same time period in the prior year. Over the remainder of 2024-25, total revenues are expected to increase by 6.3% (relative to the same period in 2023-24) to an annual total of \$10,420.0 million. This estimate represents annual collections growth of 7.2%. This is driven primarily by: (a) year-to-date withholding collections that are 7.2% higher than the prior year through December; and (b) a significant increase in capital gains-related tax receipts expected to occur over the remainder of 2024-25. High levels of capital gains realizations in tax year 2024 are expected to increase tax payments, primarily in April, 2025, by nearly \$240 million relative to the prior year. By 2026-27, realization activity is expected to return to levels more in line with historical trends.

The most significant law change weighing on collections growth in 2024-25 is the impact, beginning in tax year 2024, of the expanded child and dependent care expenses credit under 2023

Act 101. The credit is estimated to reduce individual income tax collections by \$72.9 million annually, beginning in 2024-25. This fiscal impact is expected to result in increased refunds paid over the remainder of 2024-25, once eligible taxpayers begin to file their tax year 2024 returns.

In 2025-26, total individual income tax revenues are expected to increase by 6.9% to \$11,140.0 million. Wages and salaries are currently forecast to grow significantly in 2025-26, which corresponds to continued increases in estimated withholding collections. The scheduled expiry of the federal SALT deduction limitation in tax year 2026 is expected to cause current PTE tax filers to revert to filing and paying under the individual income tax, beginning with estimated payments made in the latter half of 2025-26. The estimated effect of this filing shift on individual income tax collections is an increase of \$250.0 million (2.4 percentage points of growth) in 2025-26.

In 2026-27, annual collections growth of 6.6% is anticipated, resulting in total estimated revenues of \$11,880.0 million. Withholding growth is expected to moderate, but collections are buoyed by the continued shift of revenue from the PTE tax to the individual income tax, which is estimated to increase collections relative to the prior year by \$590.0 million (5.3 percentage points of growth).

*General Sales and Use Tax.* State sales and use tax revenues totaled \$7,587.5 million in 2023-24, and are estimated at \$7,760.0 million in 2024-25 (2.3% over the prior year). Year-to-date sales tax collections through December are \$86.7 million (2.7%) over the same period in the previous year, and are expected to grow 2.0% for the remaining months of 2024-25. The estimate accounts for various sales tax exemptions enacted during the 2023-25 biennium, as well as large refund and audit payments previously made or anticipated over the remainder of the year.

Sales tax revenues in the next biennium are estimated at \$8,140.0 million in 2025-26 and \$8,375.0 million in 2026-27, reflecting growth of 4.9% and 2.9%, respectively. These estimates reflect higher November and December collections (compared to November projections) and utilize an updated forecast from S&P Global that incorporates President Trump's proposed tariff policies, which are expected to increase inflation and nominal consumer spending.

*Corporate Income/Franchise Tax.* Corporate income/franchise taxes were \$2,702.1 million in 2023-24, which is a decrease of 1.7% from the previous year. Corporate tax revenues are projected to be \$2,770.0 million in 2024-25 (a 2.5% increase). The estimate reflects year-to-date corporate tax collections, which have increased 3.8% compared to the same period through December of last year. Collections are estimated to be bolstered this year by the one-time effects from large audit payments to date and previously enacted state and federal law changes to the supplement to the federal historic rehabilitation credit (which reduces the cost of the credit relative to 2023-24).

For the next biennium, corporate tax revenues are projected to be \$2,415.0 million in 2025-26 (a 12.8% decrease) and \$1,785.0 million in 2026-27 (a 26.1% decrease). These large declines are anticipated due to two factors. First, as stated above, it is assumed that the expiration of the \$10,000 limit for deductions of state and local taxes under current federal law will cause pass-through entity filers to elect to pay tax under the individual income tax rather than the corporate income/franchise tax, causing collections under the corporate income/franchise tax to substantially decrease after tax year 2025 by \$275.0 million in 2025-26 (a 10% decrease in estimated collections for that year) and

by \$925.0 million in 2026-27 (a 34% decrease in estimated collections).

Second, in addition to the changes under the PTE tax, it is estimated that growth in corporate collections will decline. The one-time effects boosting audit payments in 2024-25 are not anticipated to continue, and the forecasted growth in both economic profits (-3.9% in 2025-26 and +0.5% in 2026-27) and book profits (-0.6% in 2025-26 and +0.4% in 2026-27) is projected to reduce collections relative to the baseline 2024-25 amount.

*Public Utility Taxes.* Revenues from public utility taxes totaled \$399.5 million in 2023-24, and are estimated at \$384.0 million in 2024-25, \$404.0 million in 2025-26, and \$394.0 million in 2026-27. Year-over-year, these amounts represent a decrease of 3.9% in 2024-25, an increase of 5.2% in 2025-26, and a decrease of 2.5% in 2026-27.

The estimated decline in collections in 2024-25 is due to a combination of slowing electricity sales, declining natural gas sales, and a continued decline in the statewide net property tax rate. Data reported by Wisconsin utilities from January through September, 2024, show an increase of 0.3% for electricity sales and a 19.1% decrease in natural gas sales. Collections are expected to recover in 2025-26, as electricity and natural gas sales increase and property tax rates moderate.

Estimated tax payments from telecommunications companies are anticipated to decline in 2027 once the personal property exemption enacted under 2023 Act 140 takes effect. It is assumed that the exemption will first affect May, 2027, estimated payments, reducing 2026-27 collections. However, the full effect of the exemption will not be realized until 2027-28.

*Excise Taxes.* General fund excise taxes are imposed on cigarettes, liquor (including wine and hard cider), other tobacco products, vapor products, and beer. In 2023-24, excise tax collections totaled \$571.8 million, of which \$402.7 million (70.4%) was from the excise tax on cigarettes. Total excise tax collections in 2023-24 represented a decrease of 7.4% from the prior fiscal year, primarily driven by a decrease in cigarette tax collections of 9.4% compared to the prior year. Excise tax revenues are estimated at \$545.3 million in 2024-25, which represents a 4.6% decrease in revenues. Excise tax revenues over the next biennium are estimated to decrease by 4.2% to \$522.4 million in 2025-26 and by 4.0% to \$501.4 million in 2026-27. The estimates reflect the ongoing trend of declining cigarette consumption, a more recent trend of declining tobacco tax revenue, and modest growth in other excise tax categories.

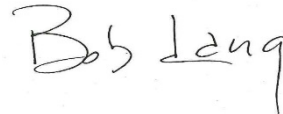
*Insurance Premiums Taxes.* Insurance premiums taxes were \$242.6 million in 2023-24. Revenues are projected to increase to \$263.0 million in 2024-25, \$270.0 million in 2025-26, and \$275.0 million in 2026-27. The new estimates are based on 12.4% growth in year-to-date insurance premiums tax collections (which reflect more growth than anticipated in November), forecasted growth in spending on insurance and financial services, and historic collections trends under the insurance premiums tax.

*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 \$108.5 million in 2023-24, of which 87.3% was generated from the transfer fee. Based on the economic forecast for the housing sector, as well as collections through December, 2024,

miscellaneous taxes are projected to increase to \$110.0 million in 2024-25, which represents a 1.4% increase from 2023-24 collections. Miscellaneous tax revenues are estimated to increase 10.0%, to \$121.0 million, in 2025-26, and by 6.6%, to \$129.0 million, in 2026-27. Large increases in 2025-26 and 2026-27 are driven by S&P Global's estimates of increased existing home sales.

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,

A handwritten signature in black ink that reads "Bob Lang". The signature is written in a cursive, slightly slanted style.

Robert Wm. Lang  
Director

RWL/lb

cc: Members, Wisconsin Legislature

**APPENDIX C**  
**FORM OF BOND COUNSEL OPINION**

*Upon delivery of the 2025 Series 1 Bonds, Quarles & Brady, LLP, Milwaukee, Wisconsin expects to deliver to the State a legal opinion in substantially the following form:*

**[Letterhead of Quarles & Brady LLP]**

, 2025

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

RE:     \$             \* State of Wisconsin (**State**)  
Transportation Revenue Refunding Bonds, 2025 Series 1  
dated                 , 2025 (**2025 Series 1 Bonds**)

We have acted as bond counsel to the State in connection with the issuance of the 2025 Series 1 Bonds. In such capacity, we have examined such law and such certified proceedings, certifications, and other documents as we have deemed necessary to render this opinion, including a certified copy of the transcript of proceedings of record of the State of Wisconsin Building Commission (the **Commission**) preliminary to and in connection with the issuance of the 2025 Series 1 Bonds.

The 2025 Series 1 Bonds have been authorized and issued pursuant to Subchapter II of Chapter 18 (**Revenue Obligations Act**) and Section 84.59 (the **Act**) of the Wisconsin Statutes as now in force; the resolution of the Commission adopted June 26, 1986, entitled "1986 State of Wisconsin Building Commission Resolution 9, State of Wisconsin Transportation Facilities and Highway Projects Revenue Obligations General Resolution" (the "General Resolution"), as amended and supplemented by certain resolutions of the Commission adopted March 19, 1998, August 9, 2000, and October 15, 2003 (collectively, the "Amending Resolutions"); and a resolution of the Commission adopted May 22, 2024, and the determinations of the Capital Finance Director made thereunder in the report to the Commission, dated                 , 2025 (collectively, the "Series Resolution") (hereafter, the General Resolution, as amended by the Amending Resolutions, shall be referred to as the "General Resolution" and the General Resolution and the Series Resolution shall be referred to collectively as the "Resolutions").

The 2025 Series 1 Bonds are issued on a parity with certain outstanding transportation revenue bonds (the "Prior Bonds"). The 2025 Series 1 Bonds are issued to pay the costs of refunding certain outstanding Prior Bonds.

Pursuant to the Revenue Obligations Act, the Act and the General Resolution, the State, acting through the Commission, is authorized to issue transportation revenue bonds in addition to, but on a parity with the Prior Bonds and the 2025 Series 1 Bonds.

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

We have examined a sample of the 2025 Series 1 Bonds and find the same to be in proper form.

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

- (1) The State has valid right and lawful authority to finance transportation facilities and major highway projects by the adoption of the Resolutions, to perform its obligations under the terms and conditions of the Resolutions, and to issue the 2025 Series 1 Bonds.

\*Preliminary; subject to change.

- (2) The Resolutions have been duly and lawfully adopted by the Commission, are in full force and effect, and constitute valid and binding obligations of the State enforceable upon the State in accordance with their terms.
- (3) The 2025 Series 1 Bonds are valid and binding revenue bonds of the State secured by a pledge in the manner and to the extent set forth in the General Resolution and are entitled to the equal benefit, protection and security of the provisions, covenants and agreements of the General Resolution on a parity with the Prior Bonds. The General Resolution creates the valid pledge which it purports to create of the Program Income (as defined in the General Resolution) and of monies and securities on deposit in any of the Funds (as defined in the General Resolution) established under the General Resolution, including the investments, if any, thereof, subject to the application thereof to the purposes and on the conditions permitted by the General Resolution.
- (4) The 2025 Series 1 Bonds have been lawfully authorized and issued in accordance with the Constitution and statutes of the State, including the Revenue Obligations Act and the Act and in accordance with the Resolutions.
- (5) The 2025 Series 1 Bonds do not constitute a debt or grant or loan of credit of the State, and the State shall not be generally liable thereon, nor shall the 2025 Series 1 Bonds be payable out of any funds other than those provided therefor pursuant to the Resolutions and the Act. Neither the faith and credit nor the taxing power of the State or any political subdivision thereof is pledged to the payment of the principal or the interest on the 2025 Series 1 Bonds.
- (6) The interest on the 2025 Series 1 Bonds (including any original issue discount properly allocable to the owners thereof) is excludable for federal income tax purposes from the gross income of the owners of the 2025 Series 1 Bonds. The interest on the 2025 Series 1 Bonds is not an item of tax preference for purposes of the federal alternative minimum tax imposed by Section 55 of the Internal Revenue Code of 1986, as amended (the "Code") on individuals; however, interest on the 2025 Series 1 Bonds is taken into account in determining "adjusted financial statement income" for purposes of computing the federal alternative minimum tax imposed on Applicable Corporations (as defined in Section 59(k) of the Code). The Code contains requirements that must be satisfied subsequent to the issuance of the 2025 Series 1 Bonds in order for interest on the 2025 Series 1 Bonds to be or continue to be excludable from gross income for federal income tax purposes. Failure to comply with certain of those requirements could cause the interest on the 2025 Series 1 Bonds to be included in gross income retroactively to the date of issuance of the 2025 Series 1 Bonds. The State has agreed to comply with all of those requirements. The opinion set forth in the first sentence of this paragraph is subject to the condition that the State comply with those requirements. We express no opinion regarding other federal tax consequences arising with respect to the 2025 Series 1 Bonds.

We express no opinion herein regarding the accuracy, adequacy, or completeness of the Official Statement or other offering material relating to the 2025 Series 1 Bonds. Further, we express no opinion regarding tax consequences arising with respect to the 2025 Series 1 Bonds other than as expressly set forth herein.

Except as expressly set forth in (3) above regarding the priority of the 2025 Series 1 Bonds with respect to other obligations of the State under the Act, we express no opinion regarding the perfection or priority of the lien on Program Income or other Funds established under the General Resolution.

The rights of the owners of the 2025 Series 1 Bonds and the enforceability of the 2025 Series 1 Bonds and the Resolutions may be subject to bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditor's rights and may be also subject to the exercise of judicial discretion in accordance with general principles of equity, whether considered at law or in equity.

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

QUARLES & BRADY LLP

## APPENDIX D

### OUTSTANDING BONDS REFUNDED BY THE 2025 SERIES 1 BONDS\*

<b>Series</b>	<b>Dated Date</b>	<b>Principal Amount</b>	<b>Interest Rate</b>	<b>Maturity</b>	<b>CUSIP<sup>(a)</sup></b>	<b>Settlement or Redemption Date</b>	<b>Purchase or Redemption Price</b>
<i>Purchased Bonds</i>							

*Current Refunded Bonds*

<sup>(a)</sup> CUSIP numbers have been obtained from sources the State believes to be reliable, but the CUSIP numbers are subject to change after issuance of the Refunded Bonds, and the State takes no responsibility for the correctness of the CUSIP numbers.

\*Preliminary; subject to change.





**APPENDIX B**

**FORM OF PRICING NOTICE**

**RELATING TO THE  
INVITATION TO TENDER BONDS DATED FEBRUARY 24, 2025  
made by  
STATE OF WISCONSIN**

**to the Holders described herein of all or any portion of the maturities of the**

**STATE OF WISCONSIN**

**Transportation Revenue Refunding Bonds, 2017 Series 2  
Transportation Revenue Bonds, 2019 Series A  
Transportation Revenue Refunding Bonds, 2020 Series 1 (Taxable)  
Transportation Revenue Bonds, 2021 Series A  
Transportation Revenue Refunding Bonds, 2021 Series 1 (Taxable)**

*The purpose of this Pricing Notice, dated [\_\_\_\_\_] , 2025 (the “Pricing Notice”) is to either confirm or amend the Fixed Spreads for the Target Bonds, subject to the Tender Offer (hereinafter defined). [Except as provided below with respect to the [Benchmark Treasury Securities, all] [All] other terms relating to the Tender Offer remain unchanged.]*

Pursuant to the Invitation to Tender Bonds dated February 24, 2025 (as it may be amended or supplemented, the “**Tender Offer**”), the State of Wisconsin, acting through the State of Wisconsin Building Commission (the “**State**”), invited offers to tender Target Bonds for cash at the applicable Offer Purchase Prices based on the Fixed Spreads set forth in this Pricing Notice to be added to the yields:

- with respect to the Taxable Target Bonds, the Benchmark Treasury Security Yield as of the Determination of Purchase Prices; and
- with respect to the Tax-Exempt Target Bonds, the Benchmark MMD Yield made available at or after 3:00 PM New York City time on March 10, 2025 (or such other date as amended or extended);

plus Accrued Interest on the Target Bonds tendered for purchase to but not including the Settlement Date. All terms used herein and not otherwise defined are used as defined in the Invitation.

As set forth in the Invitation, the State retains the right to extend the Tender Offer, or amend the terms of the Tender Offer (including a waiver of any term) in any material respect, provided, that the State shall provide notice thereof at such time and in such manner to allow reasonable time for dissemination to Bondholders and for Bondholders to respond. In such event, any offers submitted with respect to the affected Target Bonds prior to such change in the Offer Purchase Price or Fixed Spreads for such Target Bonds pursuant to the Tender Offer will remain in full force and effect and any Bondholder of such affected Target Bonds as applicable, wishing to revoke their offer to tender such Target Bonds for purchase must affirmatively withdraw such offer prior to the Expiration Date, as extended.

The Invitation, including the Preliminary Official Statement relating to the State of Wisconsin Transportation Revenue Refunding Bonds, 2025 Series 1 is available from the Information Services.

Any questions are to be directed to the Information Agent at (212) 227-9622.

## TENDER OFFER – TAXABLE BONDS – FIXED SPREADS

Pursuant to the Tender Offer, the Fixed Spreads for the Taxable Target Bonds are listed in the table below. [There has been no change in the Indicative Fixed Spreads listed on page (i) of the Invitation / the Indicative Fixed Spreads listed on page (i) of the Invitation have been revised.] Target Bond

Series	CUSIP <sup>(1)</sup>	Maturity Date	Interest Rate (%)	Outstanding Principal Amount	Optional Redemption Date	Benchmark Treasury Security <sup>(2)</sup>	Fixed Spreads
2020-1	977123X86	7/1/2026	1.007	\$8,590,000	---	2-year	
2020-1	977123X94	7/1/2027	1.107	3,150,000	---	2-year	
2020-1	977123Y28	7/1/2028	1.309	3,040,000	---	3-year	
2020-1	977123Y36	7/1/2029	1.409	3,635,000	---	5-year	
2020-1	977123Y44	7/1/2030	1.539	3,685,000	---	5-year	
2020-1	977123Y51	7/1/2031	1.589	3,545,000	---	7-year	
2020-1	977123Y69	7/1/2032	1.709	11,585,000	---	7-year	
2020-1	977123Y77	7/1/2033	1.789	28,250,000	---	10-year	
2020-1	977123Y85	7/1/2034	1.859	29,095,000	---	10-year	
2021-1	9771232P2	7/1/2027	1.313	2,055,000	---	2-year	
2021-1	9771232Q0	7/1/2028	1.463	2,675,000	---	3-year	
2021-1	9771232U1	7/1/2032	1.867	6,000,000	7/1/2031	7-year	
2021-1	9771232V9	7/1/2033	1.967	6,000,000	7/1/2031	10-year	
2021-1	9771232Y3	7/1/2036	2.217	17,925,000	7/1/2031	10-year	
2021-1	9771232Z0	7/1/2037	2.317	500,000	7/1/2031	10-year	

The yields on the Benchmark Treasury Securities will be determined at 10:00 AM, New York City time, on March 11, 2025.

(1) CUSIP data herein is provided by the CUSIP Global Services (“CGS”). CGS is managed on behalf of the American Bankers Association by FactSet Research Systems Inc. No representations are made as to the accuracy of the CUSIP numbers.

(2) Each Benchmark Treasury Security will be the most recently auctioned “on-the-run” U.S. Treasury Security for the maturity indicated as of the date and time that the Offer Purchase Price for the Taxable Target Bonds is set.

**Illustrative Taxable Target Bonds Offer Purchase Price Calculations:  
Treasury Security Yields as of [\_\_\_\_], 2025**

The table below provides an example of the Taxable Offer Purchase Price realized by a Bondholder that submits an offer based on the following yields for the Benchmark Treasury Securities as of [\_\_\_\_], 2025 and the Fixed Spreads. This example is being provided for convenience only and is not to be relied upon by a Bondholder as an indication of the Taxable Target Bond Purchase Yield or the Taxable Offer Purchase Price that may be paid by the State.

Based on these Treasury Security yields, the following Taxable Offer Purchase Prices would be derived:

Series	CUSIP <sup>(1)</sup>	Maturity Date	Interest Rate (%)	Outstanding Principal Amount	Optional Redemption Date	Benchmark Treasury Security <sup>(2)</sup>	Fixed Spreads	Illustrative Treasury Security Yields*	Illustrative Purchase Yield*	Illustrative Offer Purchase Price <sup>(3)</sup>
2020-1	977123X86	7/1/2026	1.007	\$8,590,000	---	2-year				
2020-1	977123X94	7/1/2027	1.107	3,150,000	---	2-year				
2020-1	977123Y28	7/1/2028	1.309	3,040,000	---	3-year				
2020-1	977123Y36	7/1/2029	1.409	3,635,000	---	5-year				
2020-1	977123Y44	7/1/2030	1.539	3,685,000	---	5-year				
2020-1	977123Y51	7/1/2031	1.589	3,545,000	---	7-year				
2020-1	977123Y69	7/1/2032	1.709	11,585,000	---	7-year				
2020-1	977123Y77	7/1/2033	1.789	28,250,000	---	10-year				
2020-1	977123Y85	7/1/2034	1.859	29,095,000	---	10-year				
2021-1	9771232P2	7/1/2027	1.313	2,055,000	---	2-year				
2021-1	9771232Q0	7/1/2028	1.463	2,675,000	---	3-year				
2021-1	9771232U1	7/1/2032	1.867	6,000,000	7/1/2031	7-year				
2021-1	9771232V9	7/1/2033	1.967	6,000,000	7/1/2031	10-year				
2021-1	9771232Y3	7/1/2036	2.217	17,925,000	7/1/2031	10-year				
2021-1	9771232Z0	7/1/2037	2.317	500,000	7/1/2031	10-year				

(1) CUSIP data herein is provided by CGS. CGS is managed on behalf of the American Bankers Association by FactSet Research Systems Inc. No representations are made as to the accuracy of the CUSIP numbers.

(2) Each Benchmark Treasury Security will be the most recently auctioned “on-the-run” U.S. Treasury Security for the maturity indicated as of the date and time that the Offer Purchase Price for the Taxable Target Bonds is set.

(3) The Offer Purchase Prices for the Taxable Target Bonds derived from the Fixed Spreads to be paid on the Settlement Date will (i) be expressed as a dollar amount per \$100 principal amount of the Taxable Target Bonds and (ii) exclude Accrued Interest on the Taxable Target Bonds tendered and accepted for purchase, which Accrued Interest will be paid by the State to but not including the Settlement Date in addition to the applicable Purchase Price.

*\*Preliminary and subject to change.*

### Illustrative Taxable Target Bonds Offer Purchase Price Calculations: Interest Rate Sensitivity

As a measure of the sensitivity of the Offer Purchase Price to changes in the yield on the Benchmark Treasury Security, the following table shows the impact on the Offer Purchase Price of a 0.10% (10 basis point) movement in the yield on the Benchmark Treasury Security:

Series	CUSIP <sup>(1)</sup>	Maturity Date	Illustrative Purchase Yield Based on Treasury Security Yields as of [____], 2025*	Illustrative Offer Purchase Prices <sup>(2)</sup>		
				Assuming a 0.10% Increase in Treasury Security Yields	Current Treasury Security Yield	Assuming a 0.10% Decrease in Treasury Security Yields
2020-1	977123X86	7/1/2026				
2020-1	977123X94	7/1/2027				
2020-1	977123Y28	7/1/2028				
2020-1	977123Y36	7/1/2029				
2020-1	977123Y44	7/1/2030				
2020-1	977123Y51	7/1/2031				
2020-1	977123Y69	7/1/2032				
2020-1	977123Y77	7/1/2033				
2020-1	977123Y85	7/1/2034				
2021-1	9771232P2	7/1/2027				
2021-1	9771232Q0	7/1/2028				
2021-1	9771232U1	7/1/2032				
2021-1	9771232V9	7/1/2033				
2021-1	9771232Y3	7/1/2036				
2021-1	9771232Z0	7/1/2037				

(1) CUSIP data herein is provided by the CUSIP Global Services (“CGS”). CGS is managed on behalf of the American Bankers Association by FactSet Research Systems Inc. No representations are made as to the accuracy of the CUSIP numbers.

(2) The Offer Purchase Prices for the Taxable Target Bonds derived from the Fixed Spreads to be paid on the Settlement Date will (i) be expressed as a dollar amount per \$100 principal amount of the Taxable Target Bonds and (ii) exclude Accrued Interest on the Taxable Target Bonds tendered and accepted for purchase, which Accrued Interest will be paid by the State to but not including the Settlement Date in addition to the applicable Purchase Price.

*\*Preliminary and subject to change.*

### TENDER OFFER – TAX-EXEMPT BONDS – FIXED SPREADS

Pursuant to the Tender Offer, the Fixed Spreads for the Tax-Exempt Target Bonds are listed in the table below. [There has been no change in the Indicative Fixed Spreads listed on page (ii) of the Invitation / the Indicative Fixed Spreads listed on page (ii) of the Invitation have been revised.]

Series	CUSIP <sup>(1)</sup>	Maturity Date	Interest Rate (%)	Outstanding Principal Amount	Optional Redemption Date	Benchmark MMD Index <sup>(2)</sup>	Fixed Spreads
2017-2	977123U48	7/1/2029	5.000	\$71,080,000	7/1/2027	Jul-29	
2017-2	977123U55	7/1/2030	5.000	30,600,000	7/1/2027	Jul-30	
2017-2	977123U63	7/1/2031	5.000	16,275,000	7/1/2027	Jul-31	
2017-2	977123U71	7/1/2032	5.000	4,855,000	7/1/2027	Jul-32	
2019-A	977123V70	7/1/2027	5.000	6,065,000	7/1/2026	Jul-27	
2019-A	977123V88	7/1/2028	5.000	6,365,000	7/1/2026	Jul-28	
2019-A	977123V96	7/1/2029	5.000	820,000	7/1/2026	Jul-29	
2019-A	977123W79	7/1/2035	5.000	8,955,000	7/1/2028	Jul-35	
2019-A	977123W87	7/1/2036	5.000	9,405,000	7/1/2028	Jul-36	
2019-A	977123W95	7/1/2037	5.000	9,875,000	7/1/2028	Jul-37	
2019-A	977123X29	7/1/2038	5.000	10,370,000	7/1/2028	Jul-38	
2019-A	977123X37	7/1/2039	5.000	10,890,000	7/1/2028	Jul-39	
2021-A	9771232L1	7/1/2040	3.000	10,845,000	7/1/2030	Jul-40	
2021-A	9771232M9	7/1/2041	3.000	11,175,000	7/1/2030	Jul-41	

The yields on the Benchmark MMD Index will be the Benchmark MMD Yields made available at or after 3:00 PM New York City time on March 10, 2025 (or such other date as amended or extended).

(1) CUSIP data herein is provided by CGS. CGS is managed on behalf of the American Bankers Association by FactSet Research Systems Inc. No representations are made as to the accuracy of the CUSIP numbers.

(2) Each Benchmark MMD Index will be the yield set forth in the table of Interpolated AAA Yields as determined by Refinitiv MMD (TM3 Workspace) and made available at or after 3:00 PM New York City time on March 10, 2025 (or such other date as amended or extended as provided herein). Such yield will be used to determine the Tax-Exempt Target Bond Offer Purchase Price for each maturity and CUSIP of the Tax-Exempt Target Bonds. The table of Interpolated AAA Yields as of the end of each business day through and including March 10, 2025, and, for convenience, the resulting indicative Tax-Exempt Target Bond Offer Purchase Prices, will be available at [www.globic.com/wisconsin](http://www.globic.com/wisconsin).

**Illustrative Tax-Exempt Target Bonds Offer Purchase Price Calculations:  
Benchmark MMD Yields as of [\_\_\_\_], 2025**

The table below provides an example of the Tax-Exempt Offer Purchase Price realized by a Bondholder that submits an offer based on the following Benchmark MMD Yields as of [\_\_\_\_], 2025 and the Fixed Spreads. This example is being provided for convenience only and is not to be relied upon by a Bondholder as an indication of the Tax-Exempt Target Bond Purchase Yield or the Tax-Exempt Offer Purchase Price that may be paid by the State.

Based on these Benchmark MMD Yields, the following Tax-Exempt Offer Purchase Prices would be derived:

Series	CUSIP <sup>(1)</sup>	Maturity Date	Interest Rate (%)	Outstanding Principal Amount	Optional Redemption Date	Benchmark MMD Index <sup>(2)</sup>	Fixed Spreads	Illustrative Benchmark MMD Yields*	Illustrative Purchase Yield*	Illustrative Offer Purchase Price <sup>(3)</sup>
2017-2	977123U48	7/1/2029	5.000	\$71,080,000	7/1/2027	Jul-29				
2017-2	977123U55	7/1/2030	5.000	30,600,000	7/1/2027	Jul-30				
2017-2	977123U63	7/1/2031	5.000	16,275,000	7/1/2027	Jul-31				
2017-2	977123U71	7/1/2032	5.000	4,855,000	7/1/2027	Jul-32				
2019-A	977123V70	7/1/2027	5.000	6,065,000	7/1/2026	Jul-27				
2019-A	977123V88	7/1/2028	5.000	6,365,000	7/1/2026	Jul-28				
2019-A	977123V96	7/1/2029	5.000	820,000	7/1/2026	Jul-29				
2019-A	977123W79	7/1/2035	5.000	8,955,000	7/1/2028	Jul-35				
2019-A	977123W87	7/1/2036	5.000	9,405,000	7/1/2028	Jul-36				
2019-A	977123W95	7/1/2037	5.000	9,875,000	7/1/2028	Jul-37				
2019-A	977123X29	7/1/2038	5.000	10,370,000	7/1/2028	Jul-38				
2019-A	977123X37	7/1/2039	5.000	10,890,000	7/1/2028	Jul-39				
2019-A	977123ZL1	7/1/2040	3.000	10,845,000	7/1/2030	Jul-40				
2021-A	977123ZM9	7/1/2041	3.000	11,175,000	7/1/2030	Jul-41				

(1) CUSIP data herein is provided by CGS. CGS is managed on behalf of the American Bankers Association by FactSet Research Systems Inc. No representations are made as to the accuracy of the CUSIP numbers.

(2) Each Benchmark MMD Index will be the yield set forth in the table of Interpolated AAA Yields as determined by Refinitiv MMD (TM3 Workspace) and made available at or after 3:00 PM New York City time on March 10, 2025 (or such other date as amended or extended as provided herein). Such yield will be used to determine the Tax-Exempt Target Bond Offer Purchase Price for each maturity and CUSIP of the Tax-Exempt Target Bonds. The table of Interpolated AAA Yields as of the end of each business day through and including March 10, 2025, and, for convenience, the resulting indicative Tax-Exempt Target Bond Offer Purchase Prices, will be available at [www.globic.com/wisconsin](http://www.globic.com/wisconsin).

(3) The Offer Purchase Prices for the Tax-Exempt Target Bonds derived from the Fixed Spreads to be paid on the Settlement Date will (i) be expressed as a dollar amount per \$100 principal amount of the Tax-Exempt Target Bonds and (ii) exclude Accrued Interest on the Tax-Exempt Target Bonds tendered and accepted for purchase, which Accrued Interest will be paid by the State to but not including the Settlement Date in addition to the applicable Purchase Price.

*\*Preliminary and subject to change.*

### Illustrative Tax-Exempt Target Bonds Offer Purchase Price Calculations: Interest Rate Sensitivity

As a measure of the sensitivity of the Offer Purchase Price to changes in the Benchmark MMD Yield, the following table shows the impact on the Offer Purchase Price of a 0.10% (10 basis point) movement in the Benchmark MMD Yield:

Series	CUSIP <sup>(1)</sup>	Maturity Date	Illustrative Purchase Yield Based on Benchmark MMD Yields as of [      ], 2025*	Illustrative Offer Purchase Prices <sup>(2)</sup>		
				Assuming a 0.10% Increase in Benchmark MMD Yields	Current Benchmark MMD Yield	Assuming a 0.10% Decrease in Benchmark MMD Yields
2017-2	977123U48	7/1/2029				
2017-2	977123U55	7/1/2030				
2017-2	977123U63	7/1/2031				
2017-2	977123U71	7/1/2032				
2019-A	977123V70	7/1/2027				
2019-A	977123V88	7/1/2028				
2019-A	977123V96	7/1/2029				
2019-A	977123W79	7/1/2035				
2019-A	977123W87	7/1/2036				
2019-A	977123W95	7/1/2037				
2019-A	977123X29	7/1/2038				
2019-A	977123X37	7/1/2039				
2021-A	9771232L1	7/1/2040				
2021-A	9771232M9	7/1/2041				

(1) CUSIP data herein is provided by CGS. CGS is managed on behalf of the American Bankers Association by FactSet Research Systems Inc. No representations are made as to the accuracy of the CUSIP numbers.

(2) The Offer Purchase Prices for the Tax-Exempt Target Bonds derived from the Fixed Spreads to be paid on the Settlement Date will (i) be expressed as a dollar amount per \$100 principal amount of the Tax-Exempt Target Bonds and (ii) exclude Accrued Interest on the Tax-Exempt Target Bonds tendered and accepted for purchase, which Accrued Interest will be paid by the State to but not including the Settlement Date in addition to the applicable Offer Purchase Price.

*\*Preliminary and subject to change.*