

STATE OF WISCONSIN CONTINUING DISCLOSURE ANNUAL REPORT

FILED PURSUANT TO UNDERTAKINGS PROVIDED TO PERMIT COMPLIANCE WITH
SECURITIES EXCHANGE COMMISSION RULE 15C2-12

GENERAL OBLIGATIONS

(Base CUSIPs 977055, 977056, and 97705L)

MASTER LEASE CERTIFICATES OF PARTICIPATION

(Base CUSIP 977087)

TRANSPORTATION REVENUE OBLIGATIONS

(Base CUSIP 977123)

CLEAN WATER REVENUE BONDS

(Base CUSIP 977092)

PETROLEUM INSPECTION FEE REVENUE OBLIGATIONS

(Base CUSIP 977109)

GENERAL FUND ANNUAL APPROPRIATION BONDS

(Base CUSIP 977100)

DECEMBER 26, 2012



SCOTT WALKER
GOVERNOR

MIKE HUEBSCH
SECRETARY

Division of Executive Budget and Finance
Capital Finance Office
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December 26, 2012

Thank you for your interest in the State of Wisconsin.

This is the Continuing Disclosure Annual Report for the fiscal year ending June 30, 2012 (**2012 Annual Report**).

The 2012 Annual Report provides information on different securities that the State issues and is provided under the State's continuing disclosure undertakings. These undertakings of the State are intended to help dealers and brokers comply with Rule 15c2-12 under the Securities Exchange Act of 1934. As of this date, the State has filed the 2012 Annual Report with the Municipal Securities Rulemaking Board (**MSRB**) through the MSRB's Electronic Municipal Market Access (**EMMA**) system. EMMA receives, and makes available to the public, continuing disclosure documents and related information that is provided by issuers and obligated persons.

Official Statements for securities that the State issues during calendar year 2013 may incorporate parts of this 2012 Annual Report by reference.

Organization of the 2012 Annual Report

The 2012 Annual Report is divided into eight parts. The first two parts present general information.

- **Part I** presents the **State's continuing disclosure undertakings**. A Master Agreement on Continuing Disclosure (Amended and Restated December 1, 2010) establishes a general framework. Separate addenda describe the information to be provided for specific types of securities.
- **Part II** presents **general information about the State**, including its operations and financial results. This part includes the General Purpose External Financial Statements portion of the audited Comprehensive Annual Financial Report for the fiscal year ending June 30, 2012. This part also provides information on the 2011-13 biennial budget, including results of the 2011-12 fiscal year and projected General Fund revenues and General Fund condition statement for the 2012-13 fiscal year.

The remaining parts present information about different types of securities that the State issues.

- **Part III – General obligations (including bonds, commercial paper, and extendible municipal commercial paper)**
- **Part IV – Master lease certificates of participation**
- **Part V – Transportation revenue obligations (including bonds and commercial paper)**
- **Part VI – Clean water revenue bonds**
- **Part VII – Petroleum inspection fee revenue obligations (including bonds and extendible municipal commercial paper)**
- **Part VIII – General fund annual appropriation bonds (including bonds and variable rate notes)**

Please note that certain terms may have different meanings in different parts.

Ratings on the State’s Securities

The following chart presents a summary of the long-term ratings currently assigned to different types of securities that the State issues.

<u>Security</u>	<u>Fitch Ratings</u>	<u>Moody’s Investors Service, Inc.</u>	<u>Standard & Poor’s Ratings Services</u>
General Obligations	AA	Aa2	AA
Master Lease Certificates of Participation	AA-	Aa3	AA-
Transportation Revenue Bonds	AA+	Aa2	AA+
Clean Water Revenue Bonds	AA+	Aa1	AA+
Petroleum Inspection Fee Revenue Bonds	AA	Aa2	AA
General Fund Annual Appropriation Bonds	AA-	Aa3	AA-

How to Get Additional Information

If you are interested in information about securities that the State issues, please contact the Capital Finance Office; the Capital Finance Office is the only party authorized to speak on the State’s behalf about the State’s securities.

The Capital Finance Office maintains a web site that provides access to both disclosure and non disclosure information.

www.doa.wi.gov/capitalfinance

The Capital Finance Office posts to this web site monthly general fund cash flow reports and all event and additional (voluntary) filings that it makes through MSRB’s EMMA system.

December 26, 2012

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We welcome your comments or suggestions about the format and content of the 2012 Annual Report. We can be reached at (608) 267-0374, (608) 266-2305, or **DOACapitalFinanceOffice@wisconsin.gov**.

Sincerely,

A handwritten signature in blue ink, appearing to read "Frank R. Hoadley". The signature is stylized and written in a cursive-like font.

Frank R. Hoadley
Capital Finance Director

**SUMMARY OF OUTSTANDING STATE OF WISCONSIN OBLIGATIONS
AS OF DECEMBER 15, 2012**

	<u>Principal Balance 12/15/2011</u>	<u>Principal Issued 12/15/2011 - 12/15/12</u>	<u>Principal Matured, Redeemed, or Defeased 12/15/2011 - 12/15/12</u>	<u>Principal Balance 12/15/2012</u>
<u>GENERAL OBLIGATIONS^(a)</u>				
Total	\$7,378,610,319	\$1,238,860,000	\$602,764,798	\$8,014,705,521
General Purpose Revenue (GPR)	4,919,237,037	746,030,645	350,718,947	5,314,548,734
Self-Amortizing: Veterans	172,950,000	—	52,130,000	120,820,000
Self-Amortizing: Other	2,286,423,282	492,829,355	199,915,851	2,579,336,786
<u>MASTER LEASE CERTIFICATES OF PARTICIPATION^(b)</u>				
Total	\$ 68,223,080	\$ 9,663,494	\$ 21,995,080	\$ 55,891,494
<u>TRANSPORTATION REVENUE OBLIGATIONS^(a)</u>				
Total	\$1,768,193,000	\$ 460,125,000	\$ 422,165,000	\$1,806,153,000
<u>CLEAN WATER REVENUE BONDS</u>				
Total	\$ 897,475,000	\$ 147,450,000	\$ 159,415,000	\$ 885,510,000
<u>PETROLEUM INSPECTION FEE REVENUE OBLIGATIONS^(a)</u>				
Total	\$ 188,610,000	—	—	\$ 188,610,000
<u>GENERAL FUND ANNUAL APPROPRIATION BONDS^(a)</u>				
Total	\$3,333,855,000	\$251,555,000	\$ 282,785,000	\$3,302,625,000

(a) This table also includes variable rate obligations that have been issued by the State.

(b) Reflects balances and master lease originations through December 17, 2012.

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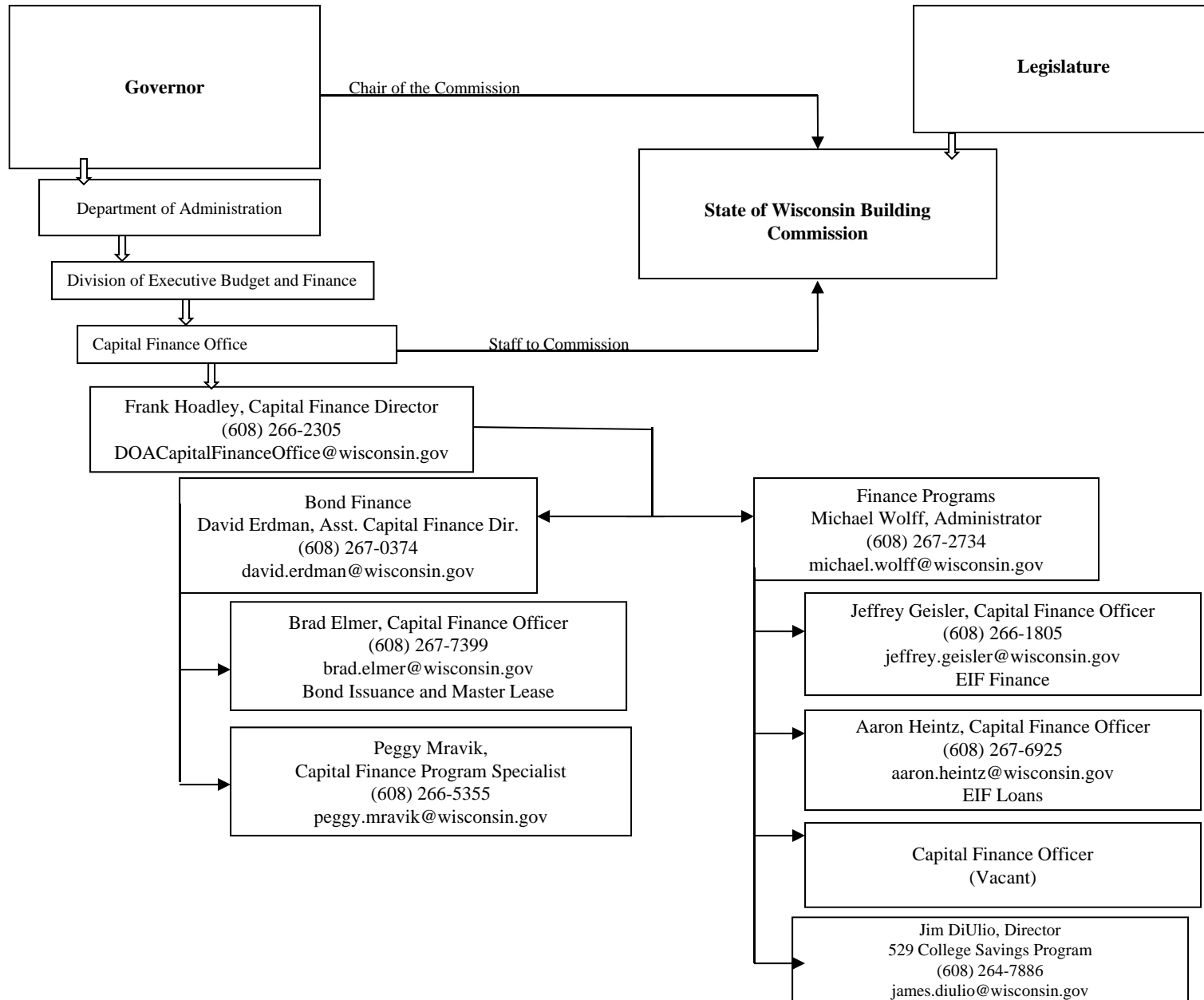
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CLEAN WATER REVENUE BONDS**

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Capital Finance Office Staff (December 15, 2012)



STATE OFFICIALS PARTICIPATING IN ISSUANCE AND SALE OF THE BONDS AND NOTES

BUILDING COMMISSION MEMBERS*

Voting Members

	Term of Office Expires
Governor Scott Walker, Chairperson	January 5, 2015
Representative Dean Kaufert, Vice-Chairperson	January 7, 2013
Senator Julie Lassa	January 7, 2013
Senator Fred Risser	January 7, 2013
Senator Dale Schultz	January 5, 2015
Representative Joan Ballweg	January 7, 2013
Representative Gordon Hintz	January 7, 2013
Mr. Robert Brandherm, Citizen Member	At the pleasure of the Governor

Nonvoting, Advisory Members

Mr. Gil Funk, State Chief Engineer Department of Administration	_____
Mr. Daniel J. Stephans, State Chief Architect Department of Administration	_____

Building Commission Secretary

Ms. Summer R. Shannon-Bradley, Administrator Division of Facilities Development Department of Administration	At the pleasure of the Building Commission and the Secretary of Administration
--	--

OTHER PARTICIPANTS

Mr. J.B. Van Hollen State Attorney General	January 5, 2015
Mr. Mike Huebsch, Secretary Department of Administration	At the pleasure of the Governor

DEBT MANAGEMENT AND DISCLOSURE

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

PART VI

CLEAN WATER REVENUE BONDS

Part VI of the 2012 Annual Report provides information about clean water revenue bonds (**Bonds**) issued by the State of Wisconsin (**State**). Selected information is provided on this page for the convenience of the readers; however, all information presented in this Part VI of the 2012 Annual Report should be reviewed to make an informed investment decision.

Total Outstanding Balance (12/15/2012)	\$885,510,000
Amount Outstanding of Fixed-Rate Obligations	885,510,000
Amount Outstanding of Variable-Rate Obligations	0
Percentage of Outstanding Obligations in form of Variable-Rate Obligations	0.00%
Ratings ^(a) (Fitch/Moody's/Standard & Poor's) Bonds	AA+/Aa1/AA+
Authority	Clean Water Revenue Bond General Resolution adopted by the Commission on March 7, 1991, as amended, and Sections 281.58 and 281.59, Wisconsin Statutes.
Trustee/Paying Agent	U.S. Bank National Association serves as Trustee, registrar, and Paying Agent.
Security	The Bonds are payable solely from (1) Pledged Loan Repayments, (2) amounts in the Loan Fund, Loan Credit Reserve Fund, and Subsidy Fund, and (3) any other Pledged Receipts. The Milwaukee Metropolitan Sewerage District and the State are currently expected to be the sources of approximately 30% and 20%, respectively, of the funds applied to pay debt service on the Outstanding Bonds.
Audit Report and Financial Statements	APPENDIX A to this Part VI of the 2012 Annual Report includes the independent auditor's report and the financial statements.
Bond Counsel	Foley & Lardner LLP
^(a) The ratings presented are the ratings assigned to the State's clean water revenue bonds without regard to any bond insurance policy. No information is provided in the 2012 Annual Report about any rating assigned to the any clean water revenue bonds based on any bond insurance policy.	

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The State of Wisconsin Building Commission (**Commission**) supervises all matters concerning the State's issuance of revenue obligations. The Capital Finance Office, which is part of the State of Wisconsin Department of Administration's Division of Executive Budget and Finance, is responsible for managing the State's borrowing programs. Requests for additional information about the Bonds, the Environmental Improvement Fund, or the Clean Water Fund Program may be directed to the Capital Finance Office.

Most Bonds have been issued as tax-exempt obligations; however, one series of taxable obligations was issued in calendar year 2010 as “qualified build America bonds” pursuant to Section 54AA of the Internal Revenue Code of 1986, as amended (**Code**).

The 2012 Annual Report includes information and defined terms for different types of municipal securities issued by the State. The context or meaning of terms used in one part of the 2012 Annual Report may differ from those of the same terms used in another part, and the total amount shown in a table may vary from the related sum due to rounding. See “**GLOSSARY**” for the definitions of capitalized terms used in Part VI of the 2012 Annual Report. No information or resource referred to in the 2012 Annual Report is part of the report unless expressly incorporated by reference.

Certain statements in Part VI of the 2012 Annual Report may be forward-looking statements that are based on expectations, estimates, projections, or assumptions. Any forward-looking statements are made as of the date of the 2012 Annual Report, and the State undertakes no obligation to update such statements to reflect subsequent events or circumstances. Actual results could differ materially from the anticipated results.

OUTSTANDING BONDS

The State has issued Bonds on the dates and in the amounts shown in Table VI-1. The table also shows the outstanding principal balances of Bonds as of December 15, 2012.

Table VI-1

OUTSTANDING CLEAN WATER REVENUE BONDS BY ISSUE (As of December 15, 2012)

<u>Financing</u>	<u>Date of Financing</u>	<u>Maturity</u>	<u>Amount of Issuance</u>	<u>Amount Outstanding</u>
1991- Series 1	3/1/91			
Serial & Term Bonds.....		1994-2011	\$ 225,000,000	-0-
1993- Series 1.....	8/15/93	1996-2013	84,345,000	-0-
Series 2.....	8/15/93	1994-2008	81,950,000	-0-
1995- Series 1.....	7/1/95	1997-2015	80,000,000	-0-
1997- Series 1.....	1/15/97	1999-2017	80,000,000	-0-
1998- Series 1.....	1/15/98	1999-2018	90,000,000	-0-
Refunding Series 2.....	8/15/98			
Serial Bonds		1999	1,800,000	-0-
Serial Bonds		2003	12,160,000	-0-
Serial Bonds		2009-17	90,400,000	\$ 44,330,000
1999- Series 1.....	8/15/99			
Serial Bonds		2001-18	67,965,000	-0-
Term Bonds		2020	12,035,000	-0-
2001- Series 1.....	4/2/01	2002-21	70,000,000	-0-
2002- Series 1.....	5/1/02	2003-23	100,000,000	-0-
Refunding Series 2.....	8/1/02	2003-16	85,575,000	19,870,000
2004- Series 1.....	3/3/04	2006-24	116,795,000	9,365,000 ^(a)
Refunding Series 2.....	1/22/05	2009-20	107,025,000	78,620,000
2006- Series 1.....	3/16/06	2008-27	80,000,000	66,635,000
Series 2.....	11/7/06	2008-27	100,000,000	45,090,000 ^(a)
2008- Series 1.....	2/12/08	2009-28	100,000,000	87,260,000
Refunding Series 2.....	2/12/08	2016-18	27,335,000	27,335,000
2008- Series 3.....	12/11/08			
Serial Bonds		2010-21	60,745,000	51,325,000
Term Bonds		2025	24,825,000	24,825,000
Serial Bonds		2026	6,640,000	6,640,000

<u>Financing</u>	<u>Date of Financing</u>	<u>Maturity</u>	<u>Amount of Issuance</u>	<u>Amount Outstanding</u>
2010- Series 1 Bonds	2/25/10			
Serial Bonds		2012-16	20,180,000	16,425,000
Serial Bonds		2026-31	47,235,000	47,235,000
Series 2 Bonds	2/25/10	2019-21	14,070,000	14,070,000
Series 3 Bonds (Taxable).....	2/25/10	2017-25	49,690,000	49,690,000
Series 4 Bonds	11/18/10	2012-31	116,290,000	112,585,000
Series 5 Bonds	11/18/10	2018-23	36,760,000	36,760,000
2012- Series 1 Bonds (2012 Series 1 Bonds) .	7/26/12	2014-33	55,000,000	55,000,000
Series 2 Bonds (2012 Series 2 Bonds)..	7/26/12	2015-24	92,450,000	92,450,000
<i>Total Outstanding Clean Water Revenue Bonds</i>				<u>\$885,510,000</u>

(a) The principal amount of Bonds for which payment is provided is not treated as outstanding for purposes of this table. Pursuant to a refunding escrow agreement, the principal of, and interest on, all or a portion of the Bonds will be paid as it comes due or will be called for redemption prior to maturity.

STATE REVOLVING FUND

A federal grant program that requires the recipient state to provide matching funds prompted the State to create the **Environmental Improvement Fund** and to issue Bonds secured primarily by repayments of Pledged Loans (defined below) under the Clean Water Fund Program.

Federal Water Quality Act

The Federal Water Quality Act of 1987 (**Water Quality Act**) established a joint federal and state program commonly referred to as the State Revolving Fund (**Federal SRF**) Program. Under the Federal SRF Program, the United States Environmental Protection Agency (**EPA**) is authorized to make grants (**Capitalization Grants**) to a state to assist in providing financial assistance to municipalities within the state for governmentally-owned water treatment projects and other water pollution abatement projects. As a condition to receipt of Capitalization Grants, a state is required to establish a perpetual Federal SRF into which each Capitalization Grant must be deposited and to provide state matching funds (**State Match**) equal to at least 20% of the Capitalization Grant for deposit in the Federal SRF. Amounts in a Federal SRF are permitted to be applied to provide financial assistance to municipalities for governmentally-owned water treatment projects and other water pollution abatement projects in a number of ways, *provided* that such assistance is not in the form of a grant.

Capitalization Grants

The federal government has authorized appropriations for Capitalization Grants for federal fiscal years 1989 through 2012. For the Clean Water Fund Program, the State has been awarded Capitalization Grants from EPA aggregating approximately \$965 million for federal fiscal years 1989 through 2012. For the Safe Drinking Water Loan Program, the State has been awarded Capitalization Grants from EPA aggregating approximately \$305 million for federal fiscal years 1998 through 2012. The aggregate amounts of Capitalization Grants stated above also include funds awarded to the State pursuant to the American Recovery and Reinvestment Act of 2009. The State has issued general obligations to provide the State Match required for the State to receive its Capitalization Grants, except as to the funds received pursuant to the American Recovery and Reinvestment Act of 2009, for which no State Match was required.

The United States Congress has mandated across-the-board cuts to the federal budget for the federal fiscal year that started October 1, 2012 and ends September 30, 2013. These cuts, which would be effective January 2, 2013, will be required pursuant to the Budget Control Act of 2011 since, at this time, the congressional Joint Select Committee on Deficit Reduction has failed to reduce the federal deficit by \$1.2 trillion. Federal appropriation amounts for Capitalization Grants in the federal fiscal year ending September 30, 2013 have not been established, and as a result the amount of Capitalization Grants subject to the sequestration process has not been determined. Alternatively, the United States Congress could

enact a bill that would otherwise address the requirements of the Budget Control Act of 2011, which could eliminate the mandated across-the-board cuts to the federal budget. Any reduction in future Capitalization Grants will not have any impact on the Bonds since the Capitalization Grants are not pledged to the repayment of the Bonds.

Environmental Improvement Fund

The State's Environmental Improvement Fund provides for two separate environmental financing programs.

- **Clean Water Fund Program.** The Clean Water Fund Program, established in 1990 by the State to implement its Federal SRF under the Water Quality Act, provides financial assistance to Municipalities for constructing or improving water treatment facilities. This program also funds the Land Recycling Loan Program, which is a municipal loan program for remediation of contaminated lands.
- **Safe Drinking Water Loan Program.** The Safe Drinking Water Loan Program is a municipal loan program for drinking water projects and includes the State's implementation of the federal Safe Drinking Water Act Amendments of 1996. Loans from the Safe Drinking Water Loan Program are primarily funded from federal Capitalization Grants awarded for this purpose, the required State match for those Capitalization Grants, and recycled State Drinking Water Loan payments. As of December 1, 2012, the State had made approximately \$402 million of disbursements for loans under the Safe Drinking Water Loan Program.

Under current law the State is authorized to issue Bonds to make loans under the Clean Water Fund Program only for water treatment and other water pollution abatement projects. If changes were made to Wisconsin Statutes, any applicable federal requirements would allow Bond proceeds to be used to make loans under the Safe Drinking Water Loan Program and Land Recycling Loan Program for drinking water projects and remediation of contaminated land projects; however, no legislation is pending that would make such changes.

CLEAN WATER FUND PROGRAM

The Clean Water Fund Program consists of three loan portfolios; however, only one loan portfolio is pledged to secure payment of the Bonds.

- **Leveraged Portfolio**, consisting of **Pledged Loans** funded with Bond proceeds. The term "Pledged Loans" is used in this 2012 Annual Report to refer to the same loans that were called "Leveraged Loans" and "Loans" in both the Clean Water Revenue Bond General Resolution, adopted by the Building Commission on March 1, 1991, as amended (**General Resolution**) and some prior continuing disclosure annual reports of the State.
- **Direct Portfolio** or **Clean Water Portfolio**, consisting of **Direct Loans** funded with federal Capitalization Grants and the required State Match along with certain repayments of principal of, and interest on, the Direct Loans. Direct Loans are required to comply with EPA eligibility and reporting requirements, as well as applicable State requirements.
- **Proprietary Portfolio**, consisting in part of **Proprietary Loans** funded primarily with State general obligation bond proceeds along with repayments of principal of, and interest on, Proprietary Loans. Proprietary Loans are used to fund projects that may not meet all the construction or financial criteria of the Leveraged Portfolio or Clean Water Portfolio. The portfolio also includes State general obligation proceeds that are used to provide hardship low-interest loans and grants to municipalities.

Only Pledged Loans are funded with Bond proceeds, and only **Pledged Loan Repayments** are pledged to the repayment of the Bonds. In other words, Bond proceeds do not fund Direct Loans or Proprietary Loans, and repayments of Direct Loans or Proprietary Loans, along with the federal Capitalization Grants

and State Match, are not pledged to the repayment of the Bonds. See “**SECURITY AND SOURCE OF PAYMENT FOR BONDS**”.

Under the Clean Water Fund Program, a Municipality receives any loan or financial assistance pursuant to a Financial Assistance Agreement. The State may designate the loan as a Pledged Loan, a Direct Loan, or a Proprietary Loan, or any combination of these loans. A separate accounting of the loan balances in each portfolio is maintained for each project. In any situation where a Municipality qualifies for a loan, the State may choose whether and to what extent the loan is designated as a Pledged Loan.

Funding Levels

The Legislature has authorized the issuance of Bonds in the aggregate amount of \$2.716 billion, not including Bonds issued for refunding purposes. The Legislature has also authorized the issuance of general obligations in the aggregate amount of \$784 million for the Clean Water Fund Program. These general obligations are used to provide the State Match, to fund Proprietary Loans, and to fund deposits into the Subsidy Fund, all as described further within this Part VI of the 2012 Annual Report. As of December 15, 2012, approximately \$1.146 billion of authority remained for the issuance of Bonds, and \$175 million of authority remained for the issuance of general obligations for such purposes. As of December 1, 2012, the amount of Pledged Loans that had been awarded but not yet disbursed was \$51 million.

The Clean Water Fund Program continues to receive applications for financial assistance and reviews and approves such applications prior to award of any additional loans (including, but not limited to, Pledged Loans) through a Financial Assistance Agreement. See “**LOANS**”. The amount of federal funding available in the future may affect the amount of loans to be made by the Clean Water Fund Program and the amount of Bonds to be issued by the State.

Management of Clean Water Fund Program

Management responsibilities for the Clean Water Fund Program are shared between two State agencies. The State of Wisconsin Department of Natural Resources (**DNR**) is responsible for the environmental and programmatic management of the Clean Water Fund Program. The State of Wisconsin Department of Administration (**DOA**) is responsible for the financial and investment management of the Clean Water Fund Program. DNR and DOA have agreed upon the division of responsibilities and joined in a memorandum of understanding that details their respective roles. Joint responsibilities between DNR and DOA include issuing notices of financial assistance commitment (**Commitments**) to Municipalities and entering into financial assistance agreements (**Financial Assistance Agreements**) with Municipalities to finance eligible wastewater projects. DOA and DNR also jointly prepare biennial finance plans which include the estimated wastewater facility needs of municipalities in the State, the amount of financial assistance projected to be provided, the sources of the funding projected to be provided, and the estimated present value of subsidies for all Clean Water Fund Program financial assistance expected to be provided.

Operating Agreement with EPA

In connection with receipt of Capitalization Grants, the State, acting through DNR, has entered into an Operating Agreement with EPA. The Operating Agreement sets forth the objectives and structure of the Clean Water Fund Program and the responsibilities of DNR and DOA. Among these responsibilities are:

- Financial management
- Management of the environmental and project construction aspects
- Preparation of an intended use plan, setting forth the projects the State expects to finance under the Clean Water Fund Program.

SECURITY AND SOURCE OF PAYMENT FOR BONDS

Pledged Loan Repayments are pledged to the Trustee to secure the Bonds; payments of principal of, and interest on, either Direct Loans or Proprietary Loans are not pledged as security for the Bonds.

Each Pledged Loan must meet the criteria described under “**LENDING CRITERIA**” and must be evidenced by a Municipal Obligation. The State expects to continue to make most of the Pledged Loans to Municipalities with terms not exceeding 20 years and at interest rates that are below market rates. Due to the below-market interest rates, Pledged Loan Repayments are not expected to be sufficient to pay the principal of, and interest on, the Bonds as they become due. The State has provided, and expects to continue to provide, additional moneys to fund the difference between debt service payments due on the Bonds and revenues to be derived from Pledged Loan Repayments. Such additional moneys include payments from State general obligations that are deposited into the Subsidy Fund.

Revenue Obligations

Each Series of Bonds is issued on a parity with all other Bonds previously issued or to be issued from time to time under the General Resolution. See “**OUTSTANDING BONDS**”. On December 12, 2012, the Commission adopted a Series Resolutions that authorizes the issuance of not to exceed \$225 million of Bonds for refunding purposes; these Bonds, when issued, will be issued on a parity with the Bonds issued by the State pursuant to the General Resolution.

The Bonds are special obligations of the State, payable solely from the revenues, receipts, funds, and moneys pledged therefor under the General Resolution.

The State is not obligated to pay the principal of, or interest on, the Bonds from any funds of the State other than those pledged pursuant to the General Resolution, and neither the full faith and credit nor the taxing power of the State or any agency, instrumentality, or political subdivision thereof is pledged to the payment of the principal of, or interest on, the Bonds.

Pledge of Revenues

Pursuant to the General Resolution, the State has pledged the following to the Trustee for the benefit of the Bondowners and any owner of a Parity Reimbursement Obligation for the payment of the principal or redemption price of, or interest on, the Bonds in accordance with the terms and provisions of the General Resolution:

(1) all Pledged Receipts, which are defined in the General Resolution as follows:

- All Pledged Loan Repayments, including both timely and delinquent payments
- Fees and Charges held or collected by the State
- Any State payments intercepted by DOA, and taxes collected by county treasurers, upon a default under a Municipal Obligation
- Any moneys made available to the Leveraged Portfolio pursuant to a State “moral obligation” for individual Pledged Loans
- Any moneys collected by recourse to collateral and security devices under the Municipal Obligations
- Any other moneys held or received by the State or the Trustee relating to the Municipal Obligations; and

(2) certain funds and accounts established in connection with the issuance of the Bonds including the Loan Fund (pending use to make or acquire Pledged Loans), the Subsidy Fund, and the Loan Credit Reserve Fund, but not including the Rebate Fund or the State Equity Fund.

For a detailed description of the various funds, accounts, and revenues securing the Bonds, see “**SUMMARY OF CERTAIN PROVISIONS OF GENERAL RESOLUTION**”. For further discussion of State payments to Municipalities intercepted by DOA, the taxes collected by county treasurers, and the State “moral obligation” on individual Pledged Loans, see “**LOANS; Statutory Powers**”.

Pledged Loans

The proceeds of Bonds and other amounts deposited into the Loan Fund are used for the purpose of making Pledged Loans to Municipalities. Each Pledged Loan must meet the criteria described under

“LENDING CRITERIA”. As of December 1, 2012, disbursements for Pledged Loans totaled \$1.520 billion, and the outstanding principal balance of these Pledged Loans was \$827 million. As of December 1, 2012, Bond proceeds on deposit in the Loan Fund totaled \$40 million.

Table VI-2 identifies all Municipalities that have entered into Financial Assistance Agreements, the amount that had been disbursed to each Municipality as of December 1, 2012, and the amount that remained to be disbursed pursuant to its Financial Assistance Agreement. **Table VI-2** also provides information as to the principal loan balance outstanding under the Financial Assistance Agreement for each Municipality. The term “FAA Loan” used in **Table VI-2** refers to the loan made under a Financial Assistance Agreement.

Table VI-2 includes Municipalities that have received any type of loan from the Environmental Improvement Fund (which includes loans from the Leveraged, Direct, and Proprietary Portfolios along with loans from the Safe Drinking Water Loan Program). **Table VI-2** first presents the Municipalities with outstanding Pledged Loans as of December 1, 2012. These Municipalities are listed in the order of the Pledged Loan (or Pledged Loans) outstanding. In addition the percentage of a Municipality’s debt service payments on its Pledged Loan (or Pledged Loans) to the total debt service payments on the Outstanding Bonds will change when changes occur in either the repayment schedules for the Pledged Loans or the debt service payments remaining on the Outstanding Bonds. If a Municipality receives a Financial Assistance Agreement that is funded with both Pledged Loans and Direct Loans or Proprietary Loans, or if it receives multiple Financial Assistance Agreements that are funded with both Pledged Loans and Direct Loans or Proprietary Loans, then the entire amount of all Financial Assistance Agreements is included within the group of Pledged Loans. In these circumstances, there are separate columns that identify the “Pledged Loan Balance” and the “Non-Pledged Loan Balance”.

Table VI-2 next presents municipalities that do not have Pledged Loans, which are listed alphabetically. This grouping may change as the proceeds of Pledged Loans are disbursed and new Pledged Loans are originated, as loans are purchased and transferred into the Leveraged Portfolio, or as Pledged Loans are sold and transferred from the Leveraged Portfolio.

Pledged Loan Repayments are the majority of the revenues available to pay debt service on the Bonds. The extent to which the failure of one Municipality to make its Pledged Loan Repayments affects the Clean Water Fund Program’s ability to pay debt service on the Bonds will vary based on the percentage of debt service payments on the Bonds to be paid from the Pledged Loan Repayments. The State believes that the security provisions of the Financial Assistance Agreements, as well as the amounts available from the Loan Credit Reserve Fund and the Subsidy Fund, will limit the effect on Bondowners of a failure by one or more Municipalities to pay debt service on their Pledged Loans. Revenues available from amounts in the Subsidy Fund will not be directly affected by the failure of any Municipality to pay debt service on its Loan. However, a persistent failure by one or more Municipalities to pay debt service on Pledged Loans may adversely affect the ability of the Clean Water Fund Program to pay debt service on the Bonds. See **“LOANS; Statutory Powers”**, **“LOAN CREDIT RESERVE FUND SCHEDULES”**, and **“SECURITY AND SOURCE OF PAYMENT FOR BONDS; Subsidy Fund”**.

The Milwaukee Metropolitan Sewerage District (MMSD) is currently the largest borrower with respect to loans in the Leveraged Portfolio, with \$312 million in principal amount of Pledged Loans outstanding as of December 1, 2012. See **“SECURITY AND SOURCE OF PAYMENT FOR BONDS; Milwaukee Metropolitan Sewerage District”**. Other Municipalities had amounts ranging from \$17,000 to \$47 million in principal amount of Pledged Loans outstanding as of the same date. For a discussion about the information that is available concerning the Municipalities, see **“SECURITY AND SOURCE OF PAYMENT FOR BONDS; Additional Information”**.

Table VI-2
STATE OF WISCONSIN ENVIRONMENTAL IMPROVEMENT FUND
OUTSTANDING PRINCIPAL BALANCES
December 1, 2012^(a)
(Amount in Thousands)

Municipality	FAA Loan Amount ^(b)	Total FAA Loan Disbursed	Pledged Loan Balance ^(c)	Non-Pledged Loan Balance	Total Outstanding Balance ^(d)	FAA Loan Remaining to Fund ^(e)	% of Bond Payment ^(f)
<i>Pledged Loans</i>							
Milwaukee Metropolitan Sewerage District	\$1,109,963	\$968,864	\$311,529	\$395,819	\$707,348	\$89,644	30.18%
Madison Metropolitan Sewerage District	148,577	125,707	46,690	42,389	89,079	19,928	4.39%
City of Fond du Lac	91,744	91,124	46,684	28,013	74,697	-	4.38%
Green Bay Metropolitan Sewerage District	74,259	69,812	36,475	9,944	46,419	-	3.61%
City of Janesville	36,899	35,386	26,579	3,863	30,442	1,361	2.55%
Heart of the Valley Metropolitan Sewerage District	40,884	39,461	24,303	5,865	30,168	-	2.28%
City of Franklin	27,563	21,061	21,061	-	21,061	6,502	2.15%
City of Milwaukee	111,174	106,538	14,790	68,802	83,592	-	1.51%
Grand Chute - Menasha West Sewerage Commissio	15,941	15,290	13,641	701	14,342	608	1.37%
City of Reedsburg	16,716	16,502	12,333	341	12,674	17	1.18%
City of Manitowoc	23,018	22,512	8,911	918	9,829	-	0.80%
Village of East Troy	10,102	9,819	8,158	-	8,158	-	0.79%
Walworth County Metropolitan Sewerage District	27,025	26,762	7,876	14,043	21,919	-	0.78%
City of Menomonie	13,749	13,379	7,075	-	7,075	291	0.67%
Village of Sussex	18,842	18,238	6,459	-	6,459	-	0.62%
Delafield - Hartland Pollution Control Commission	10,000	10,000	6,411	-	6,411	-	0.60%
Village of New Glarus	8,160	7,865	6,368	-	6,368	-	0.61%
City of Racine	126,626	125,697	6,061	67,902	73,963	-	0.56%
Village of Belleville	9,252	9,101	5,875	-	5,875	-	0.55%
Town of Salem	16,186	15,746	5,749	4,817	10,566	-	0.55%
City of Two Rivers	14,177	13,447	5,615	4,145	9,760	478	0.54%
Village of Cottage Grove	7,188	6,558	5,553	-	5,553	-	0.55%
Village of Whitefish Bay	8,329	8,032	5,079	2,052	7,131	-	0.52%
Village of Cross Plains	7,391	6,895	5,049	-	5,049	-	0.47%
Village of Hortonville	5,533	5,393	4,956	-	4,956	-	0.48%
Village of Saukville	11,332	10,692	4,789	-	4,789	-	0.43%
Village of Cambridge	6,880	6,538	4,702	188	4,890	-	0.44%
Village of Union Grove	11,460	11,286	4,200	2,011	6,211	-	0.39%
City of Brookfield	32,065	30,727	4,158	7,056	11,214	-	0.39%
Town of Oakland Sanitary District #1	5,768	5,211	3,839	-	3,839	-	0.36%
City of Waupun	6,249	6,062	3,801	-	3,801	-	0.36%
City of Mineral Point	6,884	6,244	3,684	-	3,684	-	0.34%
City of Stoughton	11,876	11,121	3,537	543	4,080	-	0.33%
City of Sheboygan	16,464	15,905	3,492	4,134	7,626	-	0.34%
City of Ripon	6,337	5,773	3,406	-	3,406	-	0.31%
City of Beloit	3,482	3,398	3,268	-	3,268	-	0.33%
City of Edgerton	6,757	6,055	3,171	-	3,171	-	0.29%
City of South Milwaukee	15,689	15,518	3,058	6,670	9,728	-	0.28%
Village of Ellsworth	3,582	3,342	3,045	-	3,045	239	0.30%
City of Whitewater	4,977	4,897	3,006	562	3,568	66	0.30%
Village of Hammond	4,101	3,923	2,951	-	2,951	177	0.28%
City of Waupaca	13,445	12,940	2,883	791	3,674	-	0.26%
City of Superior	7,047	3,058	2,867	-	2,867	3,989	0.30%
City of Stevens Point	15,915	15,287	2,866	11,800	14,666	577	0.28%
Village of Dousman	3,268	3,109	2,865	-	2,865	159	0.29%
Village of Cedar Grove	4,400	4,253	2,698	308	3,006	-	0.25%
Village of Deerfield	5,611	5,031	2,684	450	3,134	-	0.25%
Village of Twin Lakes	8,156	7,788	2,641	1,669	4,310	348	0.24%
City of Baraboo	3,902	3,802	2,549	-	2,549	-	0.24%
City of Omro	3,510	3,354	2,527	-	2,527	-	0.24%
Village of Marshall	7,744	7,507	2,476	-	2,476	-	0.22%
City of Milton	4,328	4,091	2,417	-	2,417	-	0.22%
Village of Jackson	6,130	6,130	2,286	-	2,286	-	0.20%
Village of Lomira	5,495	5,118	2,269	690	2,959	-	0.22%
City of Oshkosh	61,704	60,504	2,236	22,412	24,648	-	0.21%
City of Bloomer	6,694	6,690	2,142	-	2,142	-	0.19%
City of Brodhead	6,549	6,284	2,088	-	2,088	-	0.18%
Village of Lake Delton	22,133	21,823	2,037	12,539	14,576	-	0.19%
Village of Caledonia	14,522	8,219	2,005	4,351	6,356	6,249	0.19%
City of Dodgeville	4,995	4,995	1,946	-	1,946	-	0.17%
Norway Sanitary District #1	5,547	4,424	1,923	-	1,923	-	0.17%
Village of Black Creek	5,324	5,173	1,913	-	1,913	-	0.17%
Village of Bristol	6,364	6,077	1,840	-	1,840	-	0.17%
Town of Menasha	3,486	3,358	1,797	-	1,797	112	0.18%
City of Oconomowoc	5,449	5,414	1,718	-	1,718	-	0.15%
Village of West Salem	8,049	7,510	1,515	2,517	4,032	-	0.13%
City of Hudson	6,165	5,823	1,508	-	1,508	-	0.13%
City of Chilton	6,264	6,153	1,461	2,284	3,745	-	0.13%
City of Rhinelander	15,375	14,312	1,423	12,151	13,574	880	0.15%
City of Mauston	2,905	2,759	1,397	-	1,397	-	0.13%
Village of Luxemburg	3,178	2,945	1,321	-	1,321	-	0.12%
City of Chippewa Falls	12,453	11,802	1,310	5,377	6,687	-	0.11%
Village of Somerset	2,981	2,744	1,302	-	1,302	-	0.12%

Table VI-2—Continued
STATE OF WISCONSIN ENVIRONMENTAL IMPROVEMENT FUND
OUTSTANDING PRINCIPAL BALANCES
December 1, 2012^(a)
(Amount in Thousands)

Municipality	Total FAA		Pledged		Total		FAA Loan	
	FAA Loan Amount ^(b)	Loan Disbursed	Loan Balance ^(c)	Non-Pledged Loan Balance	Outstanding Balance ^(d)	Remaining to Fund ^(e)	% of Bond Payment ^(f)	
Village of Plover	\$ 12,754	\$ 12,644	\$ 1,290	\$ 7,422	\$ 8,712	\$ -	-	0.11%
City of Richland Center	6,244	6,092	1,224	1,468	2,692	-	-	0.11%
Village of Slinger	7,008	6,562	1,186	3,691	4,877	-	-	0.11%
Village of Random Lake	1,919	1,740	1,119	-	1,119	-	-	0.11%
Village of Silver Lake	2,318	2,318	1,118	-	1,118	-	-	0.10%
City of Cuba City	2,562	2,316	1,107	-	1,107	-	-	0.10%
City of Mayville	2,129	1,876	1,090	80	1,170	184	-	0.10%
Village of Howards Grove	2,102	1,905	1,086	-	1,086	-	-	0.10%
City of New Richmond	4,124	4,006	1,069	636	1,705	-	-	0.09%
Village of North Fond du Lac	2,592	2,590	1,065	-	1,065	-	-	0.09%
City of Antigo	3,988	3,971	1,050	-	1,050	-	-	0.09%
City of Marshfield	24,170	22,996	1,042	7,682	8,724	-	-	0.09%
City of Lodi	4,050	3,907	1,031	-	1,031	-	-	0.09%
City of Viroqua	2,728	2,727	1,012	634	1,646	-	-	0.09%
City of Portage	5,630	5,536	956	1,670	2,626	-	-	0.09%
City of Ashland	6,001	5,531	936	1,683	2,619	-	-	0.08%
City of Juneau	1,365	1,302	892	73	965	-	-	0.09%
Green Lake Sanitary District	8,674	8,388	875	-	875	-	-	0.07%
City of Neillsville	3,238	3,210	844	-	844	-	-	0.07%
City of Delafield	1,556	1,556	843	-	843	-	-	0.08%
Village of Allouez	3,756	3,096	836	-	836	651	-	0.07%
City of Neenah	27,506	26,663	812	18,186	18,998	-	-	0.08%
City of Monroe	1,890	1,429	811	-	811	-	-	0.07%
Village of Footville	2,131	2,097	787	255	1,042	-	-	0.07%
Village of Bangor	1,587	1,584	749	-	749	-	-	0.07%
Ixonia Sanitary District #1	1,340	1,308	748	-	748	-	-	0.07%
Village of Reedsville	3,921	3,842	704	1,052	1,756	-	-	0.06%
Freedom Sanitary District #1	2,748	2,645	690	-	690	-	-	0.06%
City of Jefferson	7,534	6,958	641	3,245	3,886	-	-	0.06%
City of Lake Mills	1,246	1,165	612	-	612	-	-	0.06%
Western Racine County Sewerage District	11,459	10,617	611	6,659	7,270	-	-	0.06%
City of Tomahawk	3,026	2,864	593	-	593	-	-	0.05%
Village of Coleman	717	707	592	-	592	-	-	0.06%
Village of Iron Ridge	1,441	1,254	583	-	583	-	-	0.05%
City of Wautoma	6,848	6,847	545	996	1,541	-	-	0.04%
Village of Shorewood	2,512	2,298	533	-	533	-	-	0.05%
City of Oconto Falls	9,615	6,549	522	5,554	6,076	2,863	-	0.05%
City of Brillion	1,064	1,061	505	-	505	-	-	0.05%
City of Kewaunee	1,684	1,684	500	-	500	-	-	0.04%
Village of Pewaukee	8,191	7,695	494	1,666	2,160	-	-	0.04%
City of Amery	3,060	2,909	488	196	684	-	-	0.04%
Village of Fremont	1,867	1,815	480	-	480	-	-	0.04%
City of New Holstein	1,100	990	468	-	468	-	-	0.04%
Village of Wrightstown	6,226	6,112	458	4,135	4,593	-	-	0.04%
Village of Lake Nebagamon	1,539	1,456	454	-	454	-	-	0.04%
Chain O'Lakes Sanitary District #1	2,082	2,063	446	-	446	-	-	0.04%
Village of Dane	1,228	1,228	444	-	444	-	-	0.04%
Village of Newburg	1,549	1,430	443	-	443	-	-	0.04%
O'Dell's Bay Sanitary District #1	475	475	434	-	434	-	-	0.04%
Village of Poynette	2,288	2,112	421	-	421	-	-	0.04%
Village of Frederic	470	435	419	-	419	-	-	0.04%
City of Galesville	588	584	411	149	560	-	-	0.04%
Village of Albany	1,016	875	404	200	604	77	-	0.04%
Village of Trempealeau	2,976	2,942	396	1,289	1,685	-	-	0.03%
Village of Little Chute	427	427	396	-	396	-	-	0.04%
City of Darlington	4,328	4,328	386	2,123	2,509	-	-	0.04%
Village of Mishicot	4,106	3,966	386	2,719	3,105	-	-	0.04%
City of Crandon	1,537	1,454	379	-	379	-	-	0.03%
City of Tomah	20,454	19,284	377	7,636	8,013	-	-	0.03%
Village of Boyceville	411	391	377	-	377	-	-	0.04%
City of Colby	3,319	3,093	363	388	751	-	-	0.03%
City of Watertown	30,535	29,384	340	16,785	17,125	-	-	0.03%
Village of Fontana	4,751	4,678	320	2,494	2,814	-	-	0.03%
City of Cumberland	2,488	2,158	299	1,298	1,597	210	-	0.03%

Table VI-2—Continued
STATE OF WISCONSIN ENVIRONMENTAL IMPROVEMENT FUND
OUTSTANDING PRINCIPAL BALANCES
December 1, 2012^(a)
(Amount in Thousands)

Municipality	FAA Loan Amount ^(b)	Total FAA Loan Disbursed	Pledged Loan Balance ^(c)	Non-Pledged Loan Balance	Total Outstanding Balance ^(d)	FAA Loan Remaining to Fund ^(e)	% of Bond Payment ^(f)
Village of Brokaw	\$ 1,051	\$ 996	\$ 297	\$ 263	\$ 560	\$ -	0.03%
Village of Muscodia	898	777	289	-	289	-	0.03%
City of Manawa	1,408	1,391	283	-	283	-	0.02%
Village of Blue Mounds	1,152	1,064	279	-	279	-	0.02%
City of Altoona	846	720	279	412	691	126	0.03%
Village of Cambria	302	297	273	-	273	-	0.03%
Village of Rockland	1,311	1,210	269	270	539	-	0.02%
City of Marinette	18,676	16,626	256	13,572	13,828	1,036	0.03%
Village of Highland	1,147	1,104	243	278	521	-	0.02%
Brazeau Sanitary District #1	793	758	233	-	233	-	0.02%
Village of Spring Green	950	920	232	-	232	-	0.02%
Village of Lena	343	284	225	-	225	-	0.02%
City of Boscobel	698	593	224	-	224	-	0.02%
City of Shullsburg	687	626	223	-	223	-	0.02%
City of Lancaster	1,688	1,601	223	-	223	-	0.02%
Village of Knapp	669	669	217	-	217	-	0.02%
Village of Monticello	1,951	1,951	210	-	210	-	0.02%
Village of Rosholt	662	649	209	-	209	-	0.02%
City of River Falls	4,766	4,351	203	2,383	2,586	-	0.02%
Village of Valders	1,538	1,538	193	17	210	-	0.02%
Village of Brownsville	1,017	917	191	236	427	-	0.02%
City of Chetek	528	512	183	-	183	-	0.02%
Sextonville Sanitary District	589	564	176	-	176	-	0.02%
City of Mosinee	926	868	172	-	172	-	0.01%
Wisconsin Dells - Lake Delton Sewerage Commissic	449	416	172	-	172	-	0.02%
City of Abbotsford	1,403	1,302	169	511	680	-	0.01%
Village of Viola	633	494	167	269	436	67	0.02%
Village of Kohler	401	367	160	-	160	-	0.01%
Village of Mount Calvary	1,430	1,430	154	-	154	-	0.01%
Village of Campbellsport	2,087	1,963	151	1,596	1,747	-	0.01%
Village of Montfort	779	756	151	-	151	-	0.01%
Village of Bay City	1,224	1,200	147	-	147	-	0.01%
Wrightstown Sanitary District #1	1,081	1,036	141	-	141	-	0.01%
City of Westby	417	395	141	-	141	-	0.01%
Iron River Sanitary District #1	717	710	140	-	140	-	0.01%
Village of Mattoon	628	586	129	79	208	-	0.01%
Village of Wyoceana	389	298	122	-	122	-	0.01%
Village of Prentice	544	447	113	-	113	-	0.01%
Village of Linden	224	216	112	-	112	-	0.01%
City of Montello	260	256	108	-	108	-	0.01%
Potosi/Tennyson Sewerage Commission	1,543	1,543	107	-	107	-	0.01%
City of Prescott	493	493	99	-	99	-	0.01%
Village of Walworth	584	557	98	221	319	-	0.01%
Silver Lake Sanitary District (Waushara Cty)	722	722	97	-	97	-	0.01%
City of Shawano	2,361	1,937	92	1,501	1,593	-	0.01%
Village of Pepin	363	281	88	-	88	-	0.01%
Village of Hewitt	1,467	1,298	83	-	83	-	0.01%
Village of Potosi	291	260	81	-	81	-	0.01%
Village of Belmont	458	416	80	-	80	-	0.01%
Village of Almond	530	504	66	-	66	-	0.01%
Village of Hancock	151	131	62	-	62	-	0.01%
Village of North Freedom	498	473	62	-	62	-	0.01%
Village of Osceola	6,570	6,414	60	4,344	4,404	-	0.01%
City of Cudahy	886	839	58	-	58	-	0.00%
Village of Prairie du Sac	1,798	1,495	56	1,313	1,369	280	0.00%
Village of Gays Mills	180	173	53	-	53	-	0.00%
Village of Baldwin	262	262	53	-	53	-	0.00%
City of Hillsboro	1,978	1,913	40	1,579	1,619	-	0.00%
Village of Combined Locks	117	40	36	-	36	-	0.00%
Village of Pulaski	483	483	33	-	33	-	0.00%
Village of Plum City	1,685	1,685	33	1,185	1,218	-	0.00%
Village of Cassville	442	401	28	-	28	-	0.00%
Goodman Sanitary District #1	1,074	1,074	25	271	296	-	0.00%
Village of Spring Valley	120	120	24	-	24	-	0.00%
Village of Roberts	3,194	3,194	17	2,332	2,349	-	0.00%
Subtotal	\$ 2,811,989	\$ 2,572,049	\$ 827,179	\$ 882,813	\$ 1,709,992	\$ 137,119	

Table VI-2—Continued
STATE OF WISCONSIN ENVIRONMENTAL IMPROVEMENT FUND
OUTSTANDING PRINCIPAL BALANCES
December 1, 2012^(a)
(Amount in Thousands)

Municipality	FAA Loan Amount ^(b)	Total FAA Loan Disbursed	Pledged Loan Balance ^(c)	Non-Pledged Loan Balance	Total Outstanding Balance ^(d)	FAA Loan Remaining to Fund ^(e)	% of Bond Payment ^(f)
<i>Direct Loans, Proprietary Loans, and Safe Drinking Water Loans</i>							
City of Adams	\$ 450	\$ 423	\$ -	\$ 389	\$ 389	\$ -	
Algoma Sanitary District #1	12,872	11,820	-	7,834	7,834	-	
Village of Alma Center	672	215	-	215	215	457	
Village of Amherst	578	563	-	516	516	-	
City of Appleton	-	-	-	-	-	-	
City of Arcadia	3,599	3,430	-	2,574	2,574	-	
Village of Arena	1,627	1,587	-	687	687	-	
Village of Arlington	2,132	2,060	-	1,075	1,075	-	
Ashippun Sanitary District	4,489	4,236	-	3,685	3,685	-	
Village of Athens	2,429	1,650	-	1,535	1,535	-	
City of Augusta	1,700	1,700	-	1,242	1,242	-	
Village of Avoca	359	344	-	69	69	-	
Village of Bagley	229	218	-	90	90	-	
City of Barron	355	80	-	80	80	275	
City of Bayfield	2,699	2,574	-	1,703	1,703	-	
Village of Bayside	1,612	1,399	-	918	918	-	
Village of Bear Creek	432	387	-	97	97	-	
City of Beaver Dam	10,317	10,317	-	9,863	9,863	-	
Village of Belgium	3,855	3,838	-	2,067	2,067	-	
Village of Bellevue	-	-	-	-	-	-	
Town of Beloit	956	904	-	561	561	-	
Village of Benton	1,702	1,702	-	909	909	-	
City of Berlin	1,182	1,065	-	1,024	1,024	116	
Village of Black Earth	4,278	4,125	-	1,744	1,744	-	
City of Black River Falls	2,334	2,299	-	1,725	1,725	-	
City of Blair	2,566	2,350	-	1,999	1,999	-	
Village of Blue River	375	375	-	347	347	-	
Village of Bowler	679	623	-	381	381	-	
Brookfield Sanitary District #4	5,750	5,608	-	1,605	1,605	-	
Village of Brooklyn	4,756	4,730	-	4,197	4,197	-	
Town of Buchanan	-	-	-	-	-	-	
City of Burlington	15,256	7,520	-	6,578	6,578	7,673	
Village of Butternut	733	568	-	520	520	-	
Village of Cameron	610	600	-	431	431	-	
Village of Camp Douglas	526	483	-	421	421	-	
Village of Cascade	1,200	1,200	-	1,120	1,120	-	
Village of Cazenovia	329	307	-	268	268	-	
Chelsea Sanitary District	-	-	-	-	-	-	
Christmas Mountain Sanitary District	1,659	1,614	-	768	768	-	
Village of Cleveland	3,610	3,452	-	688	688	-	
Village of Clinton	4,962	4,877	-	2,394	2,394	-	
City of Clintonville	4,750	4,501	-	3,489	3,489	-	
Village of Cochrane	454	441	-	196	196	-	
City of Columbus	4,190	4,123	-	3,501	3,501	-	
Consolidated Koshkonong Sanitary Commission	4,018	3,876	-	3,576	3,576	-	
City of Cornell	1,339	1,146	-	1,146	1,146	193	
Village of Crivitz	1,725	1,725	-	94	94	-	
Crystal Lake Sanitary District #1	-	-	-	-	-	-	
Village of Curtiss	353	342	-	209	209	-	
Cushing Sanitary District #1	116	116	-	20	20	-	
Village of Dallas	481	465	-	445	445	-	
Danbury Sanitary District	-	-	-	-	-	-	
Village of De Soto	128	111	-	111	111	17	
City of Delavan	3,842	3,599	-	2,962	2,962	-	
Village of Denmark	2,069	1,998	-	1,850	1,850	-	
Village of Dickeyville	1,078	1,017	-	577	577	-	
Town of Dover	1,787	1,606	-	995	995	-	
City of Eagle River	3,563	3,401	-	482	482	-	
Village of Eagle	2,161	2,132	-	1,318	1,318	-	
Village of Eastman	462	366	-	366	366	96	
Village of Edgar	555	555	-	506	506	-	
Village of Egg Harbor	508	504	-	181	181	-	
Elcho Sanitary District #1	956	956	-	280	280	-	

Table VI-2—Continued
STATE OF WISCONSIN ENVIRONMENTAL IMPROVEMENT FUND
OUTSTANDING PRINCIPAL BALANCES
December 1, 2012^(a)
(Amount in Thousands)

Municipality	FAA Loan Amount ^(b)	Total FAA Loan Disbursed	Pledged Loan Balance ^(c)	Non-Pledged Loan Balance	Total Outstanding Balance ^(d)	FAA Loan Remaining to Fund ^(e)	% of Bond Payment ^(f)
Village of Elk Mound	\$ 350	\$ 349	\$ -	\$ 68	\$ 68	\$ -	
City of Elroy	465	372	-	372	372	93	
Village of Ephraim	1,629	1,457	-	1,023	1,023	-	
City of Evansville	5,250	4,851	-	4,108	4,108	-	
Village of Fairchild	740	719	-	258	258	-	
Village of Fairwater	1,554	1,481	-	927	927	-	
Forest Junction Sanitary District	1,255	1,180	-	893	893	-	
Village of Forestville	585	552	-	231	231	-	
City of Fountain City	451	451	-	286	286	-	
Fulton Sanitary District No. 2	211	211	-	67	67	-	
Gamers Creek Storm Water Utility	-	-	-	-	-	-	
Village of Genoa City	4,227	4,015	-	2,283	2,283	-	
Village of Genoa	38	36	-	35	35	-	
Village of Germantown	971	773	-	711	711	-	
Gibbsville Sanitary District	1,518	1,383	-	945	945	-	
City of Gillett	4,478	4,478	-	4,043	4,043	-	
Glidden Sanitary District	88	88	-	77	77	-	
Village of Grantsburg	212	210	-	210	210	-	
Village of Gratiot	724	723	-	427	427	-	
City of Green Lake	3,507	3,507	-	2,922	2,922	-	
Green Valley Sanitary District #1	188	188	-	41	41	-	
Greenville Sanitary District No. 1	5,952	5,732	-	4,318	4,318	-	
City of Greenwood	847	786	-	596	596	-	
Harmony Grove - Okee Sewerage Commission	2,327	2,155	-	1,273	1,273	-	
City of Hartford	11,415	11,415	-	4,250	4,250	-	
Village of Haugen	285	285	-	124	124	-	
Village of Hilbert	2,502	2,496	-	497	497	-	
Village of Hobart	1,123	1,094	-	1,049	1,049	-	
Holland Sanitary District #1	1,497	1,485	-	879	879	-	
Village of Holmen	1,365	1,365	-	1,062	1,062	-	
City of Horicon	1,729	1,431	-	1,428	1,428	298	
Hub-Rock Sanitary District No. 1	494	494	-	131	131	-	
City of Hurley	-	-	-	-	-	-	
Village of Hustisford	1,057	1,045	-	666	666	-	
City of Independence	1,592	1,556	-	1,061	1,061	-	
Island View Sanitary District	2,764	2,480	-	268	268	-	
Ithaca Sanitary District #1	412	412	-	108	108	-	
City of Kaukauna	-	-	-	-	-	-	
Kelly Lake Sanitary District #1	2,439	2,413	-	1,081	1,081	-	
City of Kenosha	7,946	6,665	-	1,132	1,132	-	
Village of Kewaskum	9,423	9,204	-	7,812	7,812	-	
City of Kiel	2,470	2,470	-	784	784	-	
Krakow Sanitary District No. 1	625	625	-	440	440	-	
Lake Como Sanitary District #1	4,459	4,459	-	1,338	1,338	-	
Lake Tomahawk Sanitary Dist #1	1,317	1,313	-	547	547	-	
Village of Lannon	2,982	2,982	-	304	304	-	
Lebanon Sanitary District #1	606	587	-	459	459	-	
Little Green Lake Protection & Rehab. District	1,898	1,734	-	922	922	-	
Little Suamico Sanitary District #1	1,791	1,682	-	925	925	-	
Village of Livingston	-	-	-	-	-	-	
Village of Lowell	1,926	1,562	-	1,509	1,509	364	
City of Loyal	1,138	851	-	402	402	-	
Village of Lyndon Station	1,223	1,131	-	744	744	61	
Lyons Sanitary District #2	2,614	2,488	-	2,382	2,382	-	
Madeline Sanitary District	591	525	-	467	467	-	
Village of Marathon City	1,890	1,853	-	779	779	-	
Village of Mazomanie	4,753	4,553	-	1,924	1,924	-	
Village of Melvina	-	-	-	-	-	-	
City of Menasha ^(g)	20,352	18,923	-	15,093	15,093	1,052	
Village of Menomonee Falls	887	869	-	249	249	-	
City of Merrill	1,962	1,489	-	1,489	1,489	473	
Village of Merrillan	528	447	-	447	447	82	
City of Middleton	-	-	-	-	-	-	
Village of Milltown	337	302	-	94	94	-	

Table VI-2—Continued
STATE OF WISCONSIN ENVIRONMENTAL IMPROVEMENT FUND
OUTSTANDING PRINCIPAL BALANCES
December 1, 2012^(a)
(Amount in Thousands)

Municipality	FAA Loan Amount ^(b)	Total FAA Loan Disbursed	Pledged Loan Balance ^(c)	Non-Pledged Loan Balance	Total Outstanding Balance ^(d)	FAA Loan Remaining to Fund ^(e)	% of Bond Payment ^(f)
Mindoro Sanitary District #1	\$ 1,114	\$ 1,090	\$ -	\$ 768	\$ 768	\$ -	
Village of Minong	249	249	-	226	226	-	
Morrisonville Sanitary District #1	278	278	-	78	78	-	
Village of Mount Hope	386	386	-	248	248	-	
Village of Mukwonago	2,514	2,271	-	966	966	-	
City of Muskego	454	454	-	427	427	-	
Village of Necedah	4,585	4,223	-	2,691	2,691	357	
Town of Neenah	-	-	-	-	-	-	
City of Nekoosa	6,709	6,564	-	3,116	3,116	-	
Village of Nelson	640	640	-	128	128	-	
Village of New Auburn	1,144	1,130	-	814	814	-	
City of New Lisbon	5,802	5,543	-	3,871	3,871	100	
City of Oak Creek	6,769	6,681	-	6,378	6,378	-	
Village of Oakfield	2,200	2,200	-	1,301	1,301	-	
Town of Oconomowoc	6,819	6,169	-	2,902	2,902	-	
Village of Oliver	588	588	-	158	158	-	
Omro Sanitary District #1	992	992	-	161	161	-	
Town of Omro	-	-	-	-	-	-	
City of Onalaska	-	-	-	-	-	-	
Village of Ontario	45	36	-	36	36	-	9
Village of Oregon	7,217	7,073	-	1,463	1,463	-	
Orihula Sanitary District	2,522	2,485	-	254	254	-	
City of Osseo	1,575	1,575	-	820	820	-	
City of Owen	418	418	-	276	276	-	
Packwaukee Sanitary District No. 1	242	242	-	81	81	-	
Village of Paddock Lake	9,370	7,656	-	7,656	7,656	1,714	
City of Park Falls	4,672	4,544	-	3,274	3,274	-	
Pell Lake Sanitary District #1	5,917	5,917	-	1,914	1,914	-	
Pensaukee Sanitary District #1	1,279	1,279	-	269	269	-	
City of Peshtigo	5,388	5,216	-	4,072	4,072	-	
City of Pewaukee	8,049	7,831	-	2,241	2,241	-	
City of Phillips	2,233	2,233	-	1,167	1,167	-	
Pikes Bay Sanitary District	1,621	666	-	462	462	-	
City of Pittsville	3,756	3,488	-	2,403	2,403	-	
City of Platteville	6,559	6,438	-	5,729	5,729	-	
Pleasant Springs Sanitary District #1	1,029	934	-	190	190	-	
City of Plymouth	1,263	1,119	-	505	505	-	
Village of Poplar	224	205	-	205	205	20	
Village of Port Edwards	3,368	3,291	-	2,264	2,264	-	
City of Port Washington	3,404	3,404	-	1,772	1,772	-	
Portland Sanitary District #1	295	287	-	181	181	-	
Poy Sippi Sanitary District	223	223	-	115	115	-	
City of Prairie du Chien	3,823	3,653	-	2,922	2,922	-	
Village of Redgranite	1,306	1,306	-	689	689	-	
Village of Rewey	124	123	-	100	100	-	
Village of Rib Lake	636	632	-	579	579	3	
Village of Rio	210	210	-	201	201	-	
Village of Rockdale	877	859	-	718	718	-	
Town of Rome	4,481	4,433	-	3,658	3,658	-	
Roxbury Sanitary District #1	940	914	-	375	375	-	
Village of Rudolph	-	-	-	-	-	-	
Village of Saint Cloud	935	875	-	684	684	-	
Village of Saint Nazianz	1,104	923	-	923	923	180	
City of Seymour	2,156	2,000	-	1,828	1,828	102	
Village of Sharon	1,377	1,371	-	1,039	1,039	-	
Village of Sheldon	292	292	-	179	179	-	
Village of Sherwood	1,900	1,823	-	536	536	-	
Village of South Wayne	1,250	1,144	-	279	279	-	
City of Sparta	6,230	5,714	-	3,195	3,195	-	
City of Spooner	-	-	-	-	-	-	
St. Croix Chippewa Indians of WI	-	-	-	-	-	-	
St. Joseph's Sanitary District No. 1	1,562	1,555	-	1,170	1,170	-	
City of Stanley	905	905	-	831	831	-	
Village of Stetsonville	1,141	1,141	-	538	538	-	

Table VI-2—Continued
STATE OF WISCONSIN ENVIRONMENTAL IMPROVEMENT FUND
OUTSTANDING PRINCIPAL BALANCES
December 1, 2012^(a)
(Amount in Thousands)

Municipality	FAA Loan Amount ^(b)	Total FAA Loan Disbursed	Pledged Loan Balance ^(c)	Non-Pledged Loan Balance	Total Outstanding Balance ^(d)	FAA Loan Remaining to Fund ^(e)	% of Bond Payment ^(f)
Village of Stoddard	\$ 556	\$ 532	\$ -	\$ 389	\$ 389	\$ -	
Village of Stratford	1,672	1,561	-	1,322	1,322	72	
Village of Suamico	9,940	9,283	-	6,334	6,334	-	
Village of Summit	7,832	7,695	-	4,270	4,270	-	
City of Sun Prairie	16,114	15,844	-	11,594	11,594	-	
Village of Suring	1,121	1,005	-	760	760	-	
City of Thorp	1,198	1,177	-	780	780	-	
Three Lakes Sanitary District #1	259	257	-	245	245	-	
Village of Turtle Lake	1,739	1,612	-	1,422	1,422	-	
Village of Union Center	299	299	-	126	126	-	
Valley Ridge Clean Water Commission	749	749	-	21	21	-	
Village of Vesper	1,724	1,680	-	833	833	-	
Village of Waldo	2,748	2,637	-	2,536	2,536	-	
Village of Warrens ^(g)	4,769	4,769	-	3,360	3,360	-	
Village of Waterford	1,135	1,051	-	972	972	-	
Village of Wausaukee	1,662	1,662	-	93	93	-	
Village of Wauzeka	128	107	-	27	27	-	
City of West Allis	3,653	2,957	-	2,534	2,534	-	
Village of West Baraboo	711	640	-	587	587	-	
City of West Bend	-	-	-	-	-	-	
Westboro Sanitary District #1	51	51	-	11	11	-	
City of Whitehall	1,726	1,726	-	1,571	1,571	-	
Village of Whitelaw	1,494	1,491	-	774	774	-	
Village of Whiting	259	259	-	234	234	-	
Village of Williams Bay	885	836	-	301	301	-	
Wineconne Sanitary District #3	2,079	1,985	-	307	307	-	
Village of Wineconne	1,644	1,494	-	562	562	-	
Wiotia Sanitary District #1	-	-	-	-	-	-	
City of Wisconsin Dells	2,856	2,617	-	1,954	1,954	-	
City of Wisconsin Rapids	26,966	26,616	-	24,492	24,492	-	
Village of Withee	1,112	1,089	-	957	957	-	
Wolf Treatment Plant Commission	11,573	11,103	-	4,770	4,770	-	
Subtotal	\$ 528,178	\$ 495,280	\$ -	\$ 319,747	\$ 319,747	\$ 13,807	
Total	\$ 3,340,167	\$ 3,067,329	\$ 827,179	\$ 1,202,560	\$ 2,029,739	\$ 150,926	

- (a) Amounts and percentages were determined after the November 1, 2012 interest payments due on the loans, including Pledged Loans, and after the December 1, 2012 interest payments due on the Bonds, were made.
- (b) For Municipalities that have received a Financial Assistance Agreement that is funded with both Pledged Loans and Direct Loans or Proprietary Loans, or for Municipalities that received more than one Financial Assistance Agreement that is funded, in part, with Pledged Loans, the entire amount all Financial Assistance Agreements are included within the group of Pledged Loans.
- (c) The amount of financial assistance depicts only loans. Not included are amounts for any grants and other awards made pursuant to the American Recovery and Reinvestment Act of 2009 and the grants awarded pursuant to the Capitalization Grant received for federal fiscal years 2010 and 2011, which have been awarded in the aggregate amount of approximately \$227 million. Municipalities that are included in the table but have no amounts listed have most likely received a grant or other award (principal forgiveness through the Capitalization Grant) for all project costs.
- (d) The principal balance may be less than the total amount disbursed due to repayment of loans.
- (e) "FAA Loan Remaining to Fund" is the "FAA Loan Amount" less "Total FAA Loan Disbursed", except for loans that have been closed out or paid off, in which case the "FAA Loan Remaining to Fund" is zero. Since the entire amount of all Financial Assistance Agreements is shown in aggregate, specific loans that have been closed out (and for which the "FAA Loan Remaining to Fund" is zero) may result in deviations in the above formula.
- (f) Total remaining Pledged Loan Repayments (excluding amounts payable after the retirement of the previously issued and Outstanding Bonds) are shown as a percentage of total debt service remaining on the Outstanding Bonds, less those Bonds that are defeased. If any Pledged Loans have amortization periods of shorter duration than the Bonds, then they will reflect a lower comparative percentage of the Bonds' debt service. Other revenues expected to be available for payment of the Bonds consist of Subsidy Fund transfers and repayments on Pledged Loans to be originated in the future from the remaining undisbursed 2012 Series 1 Bond proceeds.
- (g) Additional information about these specific Municipalities is included in "**MUNICIPALITIES; Municipalities Exhibiting Financial Distress**".

Subsidy Fund

In order to supplement revenues produced by Pledged Loan Repayments, the General Resolution creates a Subsidy Fund and establishes provisions concerning both a Subsidy Fund Requirement and a Subsidy Fund Transfer Amount. The State expects to continue to make most of the Pledged Loans to Municipalities at interest rates that are less than the Clean Water Fund Program's cost of borrowing.

The Subsidy Fund Requirement is a projected amount equal to the amount that Aggregate Debt Service payable during each period commencing after an interest payment date and ending on the next interest payment date (**Period**) exceeds the sum of scheduled disbursements from the Capitalized Interest Account and Pledged Loan repayments scheduled to be received in the same Period. In making the projections, estimated investment earnings may be taken into account.

In making the projections set forth above, the State may treat undisbursed amounts in the Loan Fund as if:

- Such undisbursed amounts are invested at an appropriate rate of interest to the final maturity of Bonds, or
- Such undisbursed amounts and the earnings thereon are transferred from time to time to the Revenue Fund to pay debt service, and for purposes of calculating the Subsidy Fund Requirement, such amounts may be treated as if they were Pledged Loan Repayments; *provided* that prior to each Pledged Loan disbursement the State recalculates the Subsidy Fund Requirement assuming for purposes of calculation that the disbursement has been made (and the amount is repayable in accordance with the applicable Municipal Obligations), and if such calculation fails to confirm that following the disbursement the Subsidy Fund Requirement is met, the State may not make a requisition for the disbursement.

The Subsidy Fund Transfer Amount is the amount by which Aggregate Debt Service payable during a Period exceeds the sum of:

- Pledged Loan Repayments scheduled to be received and delinquent Pledged Loan Repayments actually received during the Period,
- Earnings on the Loan Credit Reserve Fund deposited in the Revenue Fund during the Period,
- Any moneys on deposit in the Revenue Fund, the Interest Account of the Debt Service Fund, or the Principal Account of the Debt Service Fund at the beginning of the Period,
- Any amounts in the Loan Fund transferred to the Revenue Fund during the Period as directed in a certificate of an Authorized Officer, and
- Amounts scheduled to be transferred from the Capitalized Interest Account to the Interest Account during such Period.

On or before the business day preceding each interest payment date, the Trustee shall transfer the Subsidy Fund Transfer Amount from the Subsidy Fund to the Debt Service Fund.

Whenever the money in the Debt Service Fund and money available in the Loan Credit Reserve Fund are insufficient to pay the principal of, and interest on, the Bonds, the Trustee shall transfer amounts from the Subsidy Fund to the Debt Service Fund to the extent necessary to cure the deficiency.

The General Resolution permits the issuance of a Series of Bonds only if, upon such issuance, an Authorized Officer certifies to the Trustee that upon delivery of such Bonds there will be in the Subsidy Fund an amount at least equal to the Subsidy Fund Requirement. In addition, except in the case of a default in payment of the Bonds, the General Resolution permits disbursements from the Loan Fund only upon receipt of a certificate from an Authorized Officer stating that, after taking into account the disbursement, there is on deposit in the Subsidy Fund an amount at least equal to the Subsidy Fund Requirement.

As of December 1, 2012, the outstanding balance of State general obligations issued and on deposit in the Subsidy Fund was \$167 million, with future principal and interest payments due the Subsidy Fund from these State general obligations, and other cash on deposit in the Subsidy Fund, totaling \$245 million.

Loan Credit Reserve Fund

As additional security for the Bonds there has been established a Loan Credit Reserve Fund, which will, upon the issuance of any Series of Bonds, be funded in an amount at least equal to the Loan Credit Reserve Fund Requirement. The **Loan Credit Reserve Fund Requirement** means and is calculated as follows:

- DOA has already delivered, and upon the future disbursements of funds for Pledged Loans from the Loan Fund will deliver, to the Trustee an approved schedule of credit quality categories and loan credit reserve fund requirements (**Schedule**) for each Rating Agency. Each Schedule sets forth the percentage of the annual debt service attributable to each Pledged Loan disbursement from the Loan Fund to be deposited in the Loan Credit Reserve Fund with respect to each Pledged Loan disbursement. A Schedule may be amended from time to time upon the presentation to the Trustee of a certificate of an Authorized Officer, supported by a certificate from the Rating Agency to which such Schedule applies, confirming that such amendment to the Schedule will not adversely affect the then-outstanding rating assigned to the Bonds by such Rating Agency. For a description of the Schedules currently in effect, see **“LOAN CREDIT RESERVE FUND SCHEDULES”**.
- The amount required in the Schedules for each disbursement from the Loan Fund is the **Contribution Amount**.
- The Loan Credit Reserve Fund Requirement shall be, as of any date of calculation, the total Contribution Amount derived from each Schedule (and if the Schedules provide for a different total Contribution Amount, then the highest total Contribution Amount) that would be required were all disbursements from the Loan Fund outstanding to be disbursed on that date, based on the then-current Schedules.

Prior to the issuance of Bonds or other obligations that are on a parity with the Bonds, the State must certify that, upon the delivery of such Bonds, there will be on deposit in the Loan Credit Reserve Fund an amount at least equal to the Loan Credit Reserve Fund Requirement. The Trustee may not disburse moneys from the Loan Fund unless there is deposited in the Loan Credit Reserve Fund concurrently with the disbursement an amount equal to the Contribution Amount, *provided*, however, that if the amount on deposit would be in excess of the Loan Credit Reserve Fund Requirement, then the Contribution Amount may be reduced by an amount equal to such excess.

If upon the issuance of a Series of Bonds, there is on deposit in the Loan Credit Reserve Fund an amount in excess of the Loan Credit Reserve Fund Requirement (such excess being the **Funded Amount**), any Contribution Amount required to be deposited into the Loan Credit Reserve Fund upon a disbursement from the Loan Fund shall be deemed to be made from such Funded Amount until the Funded Amount is exhausted. Any Funded Amount will be available until issuance of a subsequent Series of Bonds, whereupon a new Funded Amount is required to be calculated. The Loan Credit Reserve Fund Requirement is calculated based on disbursements from the Loan Fund. Upon issuance of an additional Series of Bonds, additions to the Loan Credit Reserve Fund Requirement will be zero prior to any additional Pledged Loan disbursement. Failure to make required deposits in the Loan Credit Reserve Fund (including deemed deposits from the Funded Amount) would preclude making any subsequent disbursements from the Loan Fund.

If at any time moneys in the Debt Service Fund are insufficient to pay the principal of, or interest on, the Bonds, the Trustee will apply amounts from the Loan Credit Reserve Fund to the extent necessary to cure the deficiency. Except in the event of the issuance of additional Bonds, the State is not required to replenish the Loan Credit Reserve Fund following creation of a deficiency therein, except from surpluses in the Subsidy Fund being transferred to the State Equity Fund.

If at any time moneys and securities in the Loan Credit Reserve Fund (excluding earnings required to be transferred to the Revenue Fund) exceed the Loan Credit Reserve Fund Requirement, the Trustee is required (at the written direction of an Authorized Officer), subject to certain conditions, to transfer all, or any portion of, such surplus from the SRF Account to any account within the Clean Water Fund Program or from the Non-SRF Account to the Revenue Fund. Any withdrawal of surpluses from the Loan Credit Reserve Fund shall reduce the Funded Amount by an amount equal to the amount of such withdrawal.

As of December 1, 2012, the Loan Credit Reserve Fund consisted of \$105 million in cash and investments, which equaled the Loan Credit Reserve Fund Requirement as of that date.

As of December 1, 2012, the cash and investments in the Loan Credit Reserve Fund were invested as follows:

- \$8 million in a collateralized investment repurchase agreement with Bayerische Landesbank Girozentrale with the collateral held by Wells Fargo Bank, National Association, as custodian.
- \$31 million in direct obligations of the United States under four forward delivery agreements with Wells Fargo Bank, National Association, as successor to Wachovia Bank, National Association.
- \$2 million in direct obligations of the United States under a forward delivery agreement with Westdeutsche Landesbank Girozentrale.
- \$14 million in direct obligations of the United States under two separate reserve fund forward delivery agreements with JPMorgan Chase Bank, NA.
- \$10 million in general obligations of the State of Wisconsin with an extendible maturity date.
- \$40 million in an investment pool managed by the State of Wisconsin Investment Board.

Each of the above investments allows for liquidation of the investment if and when required by the terms of the General Resolution.

No information is provided in Part VI of the 2012 Annual Report about any rating assigned to an obligor or guarantor of any investment agreement or forward delivery agreement held on deposit in the Loan Credit Reserve Fund. Certain events related to the investments or agreements could occur that may impact the Loan Credit Reserve Fund or the amount available in the Loan Credit Reserve Fund to meet the Loan Credit Reserve Fund Requirement.

If one or more Municipalities fail to make their Pledged Loan Repayments, and the amount of the delinquent payments is in excess of the amount available from the Loan Credit Reserve Fund, the Clean Water Fund Program may be unable to make timely payments of the principal or redemption price of, or interest on, the Bonds.

Statutory Powers

Sections 281.58 and 281.59 of the Wisconsin Statutes, as amended (**Act**), include several provisions that may provide additional security for payment of the principal or redemption price of, or interest on, the Bonds. These provisions include state aid intercept, collection through county treasurers, and state moral obligation, if designated. See **“LOANS; Statutory Powers”** for more information.

State Financial Participation

The State has funded, and intends to continue to fund, all, or a substantial portion of, the Subsidy Fund through the issuance of State general obligation bonds. Such State general obligation bonds will be sold to the Clean Water Fund Program for deposit in the Subsidy Fund as and when required to meet the Subsidy Fund Requirement. The State general obligation bonds are issued such that the principal and interest will be due and payable at the times and in the amounts as are required to satisfy the Subsidy Fund Requirement. The State has authorized the issuance of additional general obligations in an amount expected to exceed the Subsidy Fund Requirement necessary to disburse all Bond proceeds. However,

failure of the State to fund the Subsidy Fund at the Subsidy Fund Requirement would preclude the disbursement of Bond proceeds from the Loan Fund (except to pay interest on the Bonds) and preclude the issuance of additional Bonds. Such a failure could adversely affect the ability of the Clean Water Fund Program to make timely payments of the principal or redemption price of, or interest on, the Bonds.

Although the State has no present intent to cause this to happen, State general obligations may also be sold to the Clean Water Fund Program for deposit in the Loan Credit Reserve Fund to meet the Loan Credit Reserve Fund Requirement.

Based on the general obligations of the State deposited in the Subsidy Fund and cash-flow calculations as of December 1, 2012, the State's general obligations were expected to be the source of approximately 20% of the cash flow servicing the Outstanding Bonds. This percentage changes when changes occur in the amount of general obligations issued by the State for this purpose, the repayment schedules for the Pledged Loans, or the debt service payments remaining on the Outstanding Bonds. This percentage was 18% as of December 1, 2011.

Information about the State, including its financial statements, is included in **Part II of this 2012 Annual Report**.

Milwaukee Metropolitan Sewerage District

As of December 1, 2012, payments from MMSD were expected to be the source of approximately 30% of the cash flow servicing the Outstanding Bonds. The percentage changes when changes occur in either the repayment schedules for the Pledged Loans or the debt service payments remaining on the Outstanding Bonds. This percentage was 26% as of December 1, 2011.

The MMSD Comprehensive Annual Financial Report for the year ended December 31, 2011 (**MMSD CAFR**) is incorporated by reference as part of Part VI of the 2012 Annual Report. The MMSD CAFR has been filed with the Municipal Securities Rulemaking Board (**MSRB**) through its Electronic Municipal Market Access (**EMMA**) system and should be consulted only with respect to MMSD. No representation is made as to the accuracy or completeness of the information included in the MMSD CAFR, or that there has been no material change since its date.

Copies of the MMSD CAFR can be obtained from:

Milwaukee Metropolitan Sewerage District
Attention: Mark T. Kaminski, Controller/Treasurer
260 West Seeboth Street
Milwaukee, Wisconsin 53204-1446
Telephone: (414) 225-2050
Email: mkaminski@mmsd.com
Website: <http://mmsd.com/financialreports1.aspx>

Build America Bond Payments

The direct payment the State expects to receive from the United States Treasury on each interest payment date in the amount of 35% of the interest payable by the State on such date for taxable Bonds previously issued by the State and treated as "build America bonds" (within the meaning of Section 54AA(d) of the Code) that are "qualified bonds" (within the meaning of Section 54AA(g)(2) of the Code) is not a revenue, receipt, fund, or money pledged under the General Resolution, and is not pledged to the payment of debt service on the Bonds.

As of December 1, 2012, one series of taxable Bonds treated as "build America bonds" in the amount of \$50 million had been issued and remained outstanding in the same amount.

Additional Information

The Financial Assistance Agreements require that financial statements be provided to the Clean Water Fund Program by each Municipality that has received a loan. The financial statements for MMSD (but not those of any other Municipality) are included by reference in Part VI of the 2012 Annual Report.

Additional Bonds

The General Resolution permits the issuance of additional Bonds, without limitation as to amount, except for any statutory limitations on the aggregate authorized amount of revenue bonds that can be issued for the Program. As of December 1, 2012, \$1.146 billion of Bonds were legislatively authorized but unissued. Proceeds of these Bonds, if issued, may be used to provide funds for Clean Water Fund Program purposes, including making Pledged Loans. There is no statutory limit that restrains the amount of Bonds that may be issued for refunding purposes. As a condition to the issuance of additional Bonds, the General Resolution requires that there be delivered to the Trustee a certificate of an Authorized Officer that, upon the issuance of such Bonds, there will be in the Loan Credit Reserve Fund an amount at least equal to the Loan Credit Reserve Fund Requirement and that there will be in the Subsidy Fund an amount at least equal to the Subsidy Fund Requirement.

Any additional Bonds issued under the General Resolution will be on a parity with any other Bonds previously issued, and will be entitled to the equal benefit, protection, and security of the provisions, covenants, and agreements of the State set forth in the General Resolution (except for funds pledged to defease any specific Bonds).

Disposition of Loans

The State may sell, assign, transfer, or otherwise dispose of any loan and the Municipal Obligations evidencing such loan (free and clear of the pledge of the General Resolution), at such price as the Commission shall determine, *provided* that prior to such sale, assignment, transfer, or disposition the State files with the Trustee a certificate of an Authorized Officer to the effect that, immediately following such sale, assignment, transfer, or disposition, there will be on deposit in the Subsidy Fund an amount at least equal to the Subsidy Fund Requirement and there will be on deposit in the Loan Credit Reserve Fund an amount at least equal to the Loan Credit Reserve Fund Requirement.

The State may sell, assign, transfer, or otherwise dispose of any loan and the Municipal Obligations evidencing such loan (but not free and clear of the General Resolution), at such price as the Commission shall determine, *provided* that prior to such sale, assignment, transfer, or disposition the State files with the Trustee a certificate of an Authorized Officer to the effect that, immediately following such sale, assignment, transfer, or disposition and the deposit of the proceeds thereof in the applicable account, there will be on deposit in the Subsidy Fund an amount at least equal to the Subsidy Fund Requirement and there will be on deposit in the Loan Credit Reserve Fund an amount at least equal to the Loan Credit Reserve Fund Requirement.

The State may sell, assign, transfer, or otherwise dispose of any loan and the Municipal Obligations evidencing such loan (but not free and clear of the General Resolution) and deposit the proceeds thereof in the applicable account if such loan and such Municipal Obligation is delinquent in payments of principal or interest and if, in the reasonable opinion of the State, as evidenced by a certificate of an Authorized Officer, the proceeds of such sale, assignment, transfer, or disposition are not less than the fair market value of such delinquent loan or Municipal Obligation.

The State may consent to prepayment of any loan and the Municipal Obligation evidencing such loan, *provided* that, prior to such prepayment, the State files with the Trustee a certificate of an Authorized Officer to the effect that, immediately following such prepayment and deposit of the proceeds thereof to the applicable fund or account, the Subsidy Fund Requirement has not been increased.

LOAN CREDIT RESERVE FUND SCHEDULES

Introduction

The General Resolution establishes the amount and timing of funds and securities required to be on deposit in the Loan Credit Reserve Fund, based on Schedules reviewed by no fewer than two Rating Agencies. The State, with the consent of a Rating Agency, may from time to time change the Schedule previously approved by such Rating Agency so long as the change does not adversely affect the then-current rating on the Bonds. To the extent the amount required to be available by the Schedule approved

by one Rating Agency differs from the amount required by the Schedule approved by another Rating Agency, the larger amount is required. As of December 1, 2012, the total amount available of \$105 million in the Loan Credit Reserve Fund equaled the amount required on such date.

No information is provided in this Part VI of the 2012 Annual Report about any rating assigned to an obligor or guarantor of any investment agreement, forward delivery agreement, or other investment held on deposit in the Loan Credit Reserve Fund.

Current Schedules

The Bonds are currently rated AA+ by Fitch Ratings (**Fitch**), Aa1 by Moody's Investors Service, Inc. (**Moody's**), and AA+ by Standard & Poor's Ratings Services (**S&P**). The following describes each of the Schedules approved by the respective Rating Agency.

Fitch Ratings

Based on certain credit characteristics, each Pledged Loan will be assigned to one of six credit categories, which are explained below. Any assignment of a Pledged Loan to a credit category other than "Not Rated; Interceptable State Aid Factor 2.0 or Greater" or "Not Rated; Interceptable State Aid Factor Less Than 2.0" is subject to review by Fitch. The amount required to be on deposit in the Loan Credit Reserve Fund with respect to a particular Pledged Loan and any amounts disbursed under that Pledged Loan differ, depending on the Municipality. The Municipality having the largest total outstanding balance of Pledged Loans in a credit category below that of the Bonds is the "Largest Borrower Below Bond Credit Quality". The required deposit attributable to the Largest Borrower Below Bond Credit Quality shall equal the total of all debt service payments attributable to the Pledged Loan or Pledged Loans to that Borrower over the four-year period in which such debt service payments are the greatest. For any Pledged Loan to a Municipality other than the Largest Borrower Below Bond Credit Quality, the required deposit shall equal the product of the total of all debt service payments attributable to such Pledged Loans over the four-year period in which such debt service payments are the greatest times the factor, described below, assigned to Pledged Loans of the applicable credit category.

Pledged Loans are currently assigned to credit categories based on one or more of the following characteristics: (1) the Fitch rating given to the Municipal Obligation (or its lack of a Fitch rating), (2) the credit quality estimate for the Municipal Obligation based on information available to Fitch from sources it believes to be reliable, or (3) the anticipated amount of annual State payments that can potentially be intercepted by DOA.

If a Municipal Obligation is not rated by Fitch, then the State may request that Fitch assign a credit quality estimate, or "shadow rating", for the Municipal Obligation. The State recognizes that the credit quality estimate, or "shadow rating", is not necessarily the official or public Fitch rating for the Municipal Obligation and is used solely for purposes of analyzing the credit quality of the Bonds. The intercept power is described under "**LOANS; Statutory Powers**".

Credit categories to which Pledged Loans may be assigned by Fitch currently include the following:

"AAA" Credit Quality Category. A Pledged Loan is assigned to this category if its related Municipal Obligation is deemed to be of the highest credit quality, denoting the lowest expectation of credit risk. Assignments to this category are made only in cases of exceptionally strong capacity for timely payment of financial commitments. This capacity is highly unlikely to be adversely affected by foreseeable events.

"AA" Credit Quality Category. A Pledged Loan is assigned to this category if its related Municipal Obligation is deemed to be of very high credit quality, denoting a very low expectation of credit risk. Assignments to this category are made in cases of very strong capacity for timely payment of financial commitments. This capacity is not significantly vulnerable to foreseeable events.

"A" Credit Quality Category. A Pledged Loan is assigned to this category if its related Municipal Obligation is deemed to be of high credit quality, denoting a low expectation of credit risk. Assignments

to this category are made in cases of strong capacity for timely payment of financial commitments. Nevertheless, this capacity may be more vulnerable to changes in circumstances or in economic conditions than is the case for higher credit quality categories.

“BBB” Credit Quality Category. A Pledged Loan is assigned to this category if its related Municipal Obligation is deemed to be of good credit quality, denoting a currently low expectation of credit risk. Assignments to this category are made in cases of adequate capacity for timely payment of financial commitments. Adverse changes in circumstances and in economic conditions are more likely to impair this capacity than is the case for higher credit quality categories.

Not Rated; Interceptable State Aid Factor 2.0 or Greater. The anticipated amount of annual State payments that can potentially be intercepted by the State is determined by DOA based on the minimum of the five most recent years for which data are available of one source of State payments to the Municipality. A Pledged Loan is currently assigned to this category if (1) its related Municipal Obligation is not rated by Fitch or is categorized as being of speculative grade credit quality by Fitch and (2) the anticipated amount of annual State payments that can potentially be intercepted by the State equals or exceeds twice the maximum annual debt service payments on the entire amount of the Pledged Loan, whether or not the entire amount has been disbursed.

Not Rated; Interceptable State Aid Factor Less Than 2.0. A Pledged Loan is currently assigned to this category if (1) its related Municipal Obligation is not rated by Fitch or is categorized as being of speculative grade credit quality and (2) the anticipated amount of annual State payments that can potentially be intercepted by the State is less than twice the maximum annual debt service payments on the entire amount of the Pledged Loan, whether or not the entire amount has been disbursed.

The following chart shows the current factor assigned to each of the six credit categories by Fitch.

<u>Category</u>	<u>Factor</u>
“AAA” Credit Quality Category	0%
“AA” Credit Quality Category	0
“A” Credit Quality Category	6
“BBB” Credit Quality Category	12
Not Rated; Interceptable State Aid Factor 2.0 or Greater	6
Not Rated; Interceptable State Aid Factor Less Than 2.0	34

The State recognizes that lower factors may be assigned to Pledged Loans related to Municipal Obligations that are deemed by Fitch to be general obligations secured by the Municipality’s full faith and credit, based on Fitch’s current rating guidelines for leveraged municipal loan pools. However, the State does not currently opt to assign such lower factors to such Pledged Loans, since the above factors result in a more conservative level of funding for the Loan Credit Reserve Fund.

The State recognizes that Fitch’s rating on the Bonds is based only in part upon the level of funding in the Loan Credit Reserve Fund and the credit quality of Municipalities receiving Pledged Loans. Other factors upon which the Bonds’ rating is based currently include, but are not limited to, Fitch’s rating of the State’s general obligations, structural and legal characteristics of the Clean Water Fund Program, Clean Water Fund Program management, Clean Water Fund Program loan underwriting practices, Clean Water Fund Program loan monitoring practices, and permitted Clean Water Fund Program investments. Factors upon which the Bonds’ rating is based may change in the future. The State expects to maintain the Loan Credit Reserve Fund at approximately the same proportional levels as it has since inception of the Clean Water Fund Program, and the State recognizes that the rating maintained by Fitch may be based on the maintenance of amounts greater than the amounts required under this particular Loan Credit Reserve Fund Schedule. The State has further agreed that, if practicable, it will provide Fitch with at least 30 days notice of significant changes in either the credit quality or amounts maintained in the Loan Credit Reserve Fund.

Moody's Investors Service, Inc.

As part of the Schedule submitted to Moody's, the State has indicated that it will maintain the Loan Credit Reserve Fund at a level that corresponds to certain loan portfolio credit characteristics. The amount required to be on deposit in the Loan Credit Reserve Fund is the product of the average annual debt service of the outstanding, disbursed Pledged Loans times a factor of 120%, and is based on an evaluation of the Pledged Loans shown in "**SECURITY AND SOURCE OF PAYMENT FOR BONDS; Pledged Loans**".

Standard & Poor's Ratings Services

Based on certain credit characteristics, each Pledged Loan will be assigned one of five categories, which are explained below. The amount required to be deposited or on deposit in the Loan Credit Reserve Fund with respect to a particular disbursement from the Loan Fund is the product of the maximum annual debt service payment on the Pledged Loan attributable to the disbursement times the factor assigned to that particular category.

The following chart shows the current factor assigned to each of the five categories by S&P. Following the chart is an explanation of the characteristics of each category.

<u>Category</u>	<u>Factor</u>
Higher Investment Grade Rating	0%
Medium Investment Grade Rating	40
Lower Investment Grade Rating	64
Not Rated; Greater State Aids	40
Not Rated; Lesser State Aids	140

Pledged Loans are categorized based on two characteristics: (1) the rating given to the Municipal Obligation (or its lack of a rating) and (2) the anticipated amount of annual State payments that can potentially be intercepted by DOA.

If the Municipal Obligation is not rated by S&P, then the State may request permission from S&P to assign the Municipal Obligation to a particular category.

The anticipated amount of annual State payments that can potentially be intercepted by DOA is determined by DOA based on the minimum of the five most recent years for which data are available of one source of State payments to the Municipality. The intercept power is described under "**LOANS; Statutory Powers**".

Higher Investment Grade Rating. A Pledged Loan is assigned to this category if the Municipal Obligation is rated by S&P in either of the two highest rating categories (AAA or AA).

Medium Investment Grade Rating. A Pledged Loan is assigned to this category if the Municipal Obligation is rated by S&P in the third highest rating category (A). S&P may also permit a Pledged Loan to be assigned to this category, regardless of whether or not the Municipal Obligation is rated, in the event the State designates the Pledged Loan as one to which the State "moral obligation" applies. The State "moral obligation" is described in "**LOANS; Statutory Powers**".

Lower Investment Grade Rating. A Pledged Loan is assigned to this category if the Municipal Obligation is rated by S&P in the minimum investment grade rating category (BBB).

Not Rated; Greater State Aids. A Pledged Loan is assigned to this category if (1) the Municipal Obligation either is not rated or is rated below investment grade and (2) the anticipated amount of annual State payments that can potentially be intercepted by the State equals or exceeds twice the average annual debt service payments on the entire amount of the Loan, whether or not the entire amount has been disbursed.

Not Rated; Lesser State Aids. A Pledged Loan is assigned to this category if (1) the Municipal Obligation either is not rated or is rated below investment grade and (2) the anticipated amount of annual State payments that can potentially be intercepted by the State is less than twice the average annual debt service payments on the entire amount of the Pledged Loan, whether or not the entire

amount has been disbursed.

The State recognizes that the rating maintained by S&P is based in part upon the level of funds available in the Loan Credit Reserve Fund. The State expects to maintain the Loan Credit Reserve Fund at approximately the same proportional levels as it has since inception of the Clean Water Fund Program, and the State recognizes that the rating maintained by S&P may be based on the maintenance of amounts greater than the amounts required under this Loan Credit Reserve Fund Schedule. The State has further agreed that, if practicable, it will provide S&P with at least 30 days' notice of significant changes in either the credit quality or amounts maintained in the Loan Credit Reserve Fund.

The State has agreed that if the rating on, or ratability of, an investment in the Loan Credit Reserve Fund is based on either a credit enhancement policy or financial guaranty, the State will notify S&P not less than 30 days prior to the expiration of such policy and indicate what action, if any, is expected to be taken with respect to the credit quality of the investment.

Ratings on Municipal Obligations

Any further explanation of the significance of a rating with respect to a Municipal Obligation may only be obtained from the Rating Agency furnishing the rating. There is no assurance that the rating given to a Municipal Obligation will be maintained for any period of time; a rating may be lowered or withdrawn entirely by the Rating Agency if in its judgment circumstances warrant.

MUNICIPALITIES

Pursuant to the Act, the Clean Water Fund Program is authorized to provide financial assistance in the form of loans to any Municipality. The following discussion applies to all loans under the Clean Water Fund Program. A Municipality may be any city, town, village, county, town sanitary district, public inland lake protection and rehabilitation district, metropolitan sewerage district, or federally recognized American Indian tribe or band located in the State. Due to the diversity of the types of potential recipients of financial assistance, the manner in which the Municipalities raise revenues and issue and secure debt will vary.

Prospective municipal borrowers fall into one of several general categories:

- *General purpose Municipalities*, such as counties, cities, villages, and towns, may borrow for a variety of public purposes, including the construction or improvement of wastewater and water facilities. Such general purpose Municipalities may incur long-term obligations in the form of general obligation debt secured by property tax levies, revenue obligations secured by user fees and special assessments, or installment lease contracts.
- *Special purpose Municipalities*, such as town sanitary districts, public inland lake protection rehabilitation districts, and metropolitan sewage districts, may borrow for the purpose for which they are created, primarily wastewater and water facilities. Debt may be incurred by special purpose Municipalities in generally the same forms as may be incurred by general purpose Municipalities. Town utility districts may be utilized by towns to allocate tax levies, but the town is the actual borrower; and any general obligation issued for a town utility district is secured by the full faith and credit of the entire town.
- *Indian tribes and bands* are sovereign governments that may borrow for various purposes, including the construction or improvement of wastewater and water facilities.
- *Intergovernmental Cooperation Commissions (ICC)* are special purpose intergovernmental bodies formed by agreements authorized under State law between two or more Municipalities, some of which own and operate wastewater treatment facilities. Because an ICC does not have general taxing powers and typically depend upon its contracting members to collect revenues via user fees or tax levies from individual users of wastewater facilities, loans are made only to the individual Municipalities that constitute the ICC.

Constitutional and Statutory Requirements

Municipal powers are primarily statutory and in some instances established a limit by the State Constitution. To the extent not inconsistent with the State Constitution and State law, Municipalities may adopt and amend local laws and ordinances relating to their property, affairs, or government.

In general, the State Constitution and State law limit the power of Municipalities to issue Municipal Obligations and otherwise to contract indebtedness. As a condition for making any loan, the State will require an opinion of counsel to the effect that (subject to certain exceptions for bankruptcy, insolvency, and similar laws affecting creditors' rights or remedies and equitable principles) the Financial Assistance Agreement and the Municipal Obligation evidencing the loan constitute legal, valid, and binding obligations of the Municipality enforceable against the Municipality in accordance with their respective terms.

Limitations on Indebtedness

Generally, the aggregate general obligation debt that may be incurred by a Municipality may not exceed 5% of the equalized value of all real estate in the Municipality. Municipalities are not limited as to the amount of revenue obligations that they may incur. However, as described under **“LENDING CRITERIA”**, the Act requires that a Municipality must comply with a number of requirements, including, but not limited to, establishing a dedicated source of revenue for the repayment of financial assistance and developing and adopting a system of equitable user charges.

Revenues

Revenues of counties, cities, villages, and towns are principally derived from property taxes, state and federal aids, and fees and charges. Counties may levy a sales tax of up to a 0.5% rate. For a discussion of real property taxes and special assessments, see **“MUNICIPALITIES; Collection of Real Property Taxes and Assessments”**.

Counties, cities, villages, and towns receive financial assistance from the State (**State Aid**). The State is not constitutionally obligated to maintain or continue State Aid. Accordingly, no assurance can be given that present State Aid levels will be maintained in the future. The payment of State Aid by the State is subject to appropriations being made by the Legislature. As discussed in more detail under **“LOANS; Statutory Powers”**, DOA may intercept State Aid payable to certain types of Municipalities if such a Municipality defaults on a loan.

Collection of Real Property Taxes and Assessments

Real property taxes, special assessments, and special charges are collected by the county treasurer and remitted to the proper taxing authority. Special assessments may be levied generally by a taxing authority as an assessment against property to compensate for all, or part of, the costs of a public work or improvement which benefits the property. The right to levy special assessments may be made under the taxing power of the Municipality or the police power of the Municipality. The clearest difference between the two types of special assessments is that under the taxing power, the amount of the special assessment may not exceed the benefit conferred on the property, while under the police power, the amount of the special assessment need only be determined upon a reasonable basis as determined by the governing body of the Municipality. Costs of any public work or improvements that may be reflected in whole or in part by special assessments may include the direct and indirect costs thereof and the anticipated interest on a Municipal Obligation issued in anticipation of the collection of the assessments. Special assessments are collected by county treasurers along with general property taxes.

Although general property taxes may be paid in installments in the year following the levy thereof (so long as all installments are paid no later than July 31st), special assessments and special charges that are included in the tax roll must be paid in full on or before January 31st, and even though a person elects to pay general property taxes in installments, if any special assessment or special charge entered on the tax roll is delinquent because it is not paid by January 31st, the entire annual amount of real property taxes on that parcel that is unpaid becomes delinquent as of February 1st. If the county treasurer receives a payment

that is not sufficient to pay all general property taxes, special assessments, and special charges, the county treasurer applies the payments to the amounts due, including interest and penalties, in the following order:

- Special charges
- Special assessments
- Special taxes
- General property taxes

The county treasurer settles with the appropriate taxation district on January 15th of each year for all payments received through the previous December 31st, and on February 15th for all payments received through January 31st, including all special assessments and special charges received.

Counties are authorized, but not required, to settle in full with all taxing jurisdictions for special assessments and special charges, and if so directed by the County Board, August 15th would be the date upon which the Municipality would receive the cash in settlement of unpaid special assessments and special charges.

As discussed under “**LOANS; Statutory Powers**”, if a Municipality is in default of payment on its Municipal Obligation, the State may, pursuant to the Act, add a special charge to the amount of State taxes levied upon the county. The enforceability of such a procedure has not been tested in court. Therefore, no assurance can be given as to the enforceability of this procedure.

A Municipality issuing a general obligation to the State must levy sufficient taxes, upon the adoption of the resolution authorizing the Municipal Obligation, to pay debt service on the Municipal Obligation, which tax levy will be collected along with other real estate taxes as discussed above. A Municipality may, however, abate such levy, to the extent it deposits amounts in its statutorily required debt service fund before the date it carries the levy unto the tax roll. A Municipality issuing a revenue obligation may rely entirely upon sewer (or water) utility revenues to pay the Municipal Obligation or, alternatively, may in addition levy special assessments upon property within the boundaries of the Municipality in an amount sufficient to pay all or part of the Municipal Obligation.

Municipalities Exhibiting Financial Distress

Certain State municipalities that are borrowers from the Environmental Improvement Fund loan programs have made disclosures relating to financial distress they are undergoing. These municipalities have made the Environmental Improvement Fund aware of such disclosures, and they are discussed below; however, *the Environmental Improvement Fund loans made to these municipalities are not Pledged Loans and thus are not pledged to the repayment of the Bonds.*

Village of Warrens

The Village of Warrens has a Clean Water Fund loan, dated August 24, 2005, in the current outstanding amount of nearly \$4 million. Although the Municipal Obligation issued to the Environmental Improvement Fund to secure the loan is a revenue obligation, the Village of Warrens planned to pay debt service with expected tax increment receipts from the Village of Warrens' Tax Increment District No. 1, established to capture tax increments from a residential and commercial real estate development. Coincidental with a recent recession, property values for this development fell, resulting in a shortfall of tax increment receipts and other revenues, and the Village of Warrens failed to make full principal and interest payments on this loan when due. DOA entered into a Forbearance Agreement with the Village of Warrens on May 1, 2010, amended such agreement on November 1, 2010, May 1, 2011, November 1, 2011, and May 1, 2012 and expects to continue forbearance through a period of economic recovery and loan restructuring. Since July 2011, the Village of Warrens has been current on making interest payments due on the Clean Water Fund loan. The Village of Warrens is current on its repayment obligations (principal and interest) for a Safe Drinking Water Loan Program loan, dated June 23, 2004, in the outstanding amount of \$357,114.

Further details of these and other matters relating to the Village of Warrens can be found in disclosure filings made by the Village of Warrens with the MSRB through its EMMA system at www.emma.msrb.org. The disclosure filings from the Village of Warrens are not part of Part VI of the 2012 Annual Report, nor are they incorporated by reference into Part VI of the 2012 Annual Report.

City of Menasha

The Environmental Improvement Fund has made nine loans to the City of Menasha for Safe Drinking Water Loan Program and Clean Water Fund Program purposes. All these loans are performing loans. Four of the loans are from the Safe Drinking Water Loan Program; the initial security for those loans was a pledge of revenues from the City of Menasha water utility. Separately, the City of Menasha issued its steam utility bonds and notes to convert an existing electrical generation plant to a municipal steam utility. Due to both project cost overruns and insufficient steam customer contracts, the project failed to provide sufficient revenues to pay debt service on certain steam utility obligations, and those obligations are in default. To partially address this situation, the City of Menasha entered into a sale and lease-back of the City of Menasha's electric utility assets. On March 24, 2011, at the request of the City of Menasha, the Environmental Improvement Fund determined that sufficient water utility revenues were available to service the-then outstanding Safe Drinking Water Loan Program loans, and the Environmental Improvement Fund released the City of Menasha's security pledge of electric utility revenues to the outstanding Safe Drinking Water Loan Program loans discussed above. On December 1, 2011, the federal court approved a settlement with holders of the steam utility obligations that were in default. The City of Menasha is current on its repayment obligations (principal and interest) for all nine loans from the Environmental Improvement Fund.

Further details of these and other matters relating to the City of Menasha can be found in disclosure filings made by the City of Menasha with the MSRB through its EMMA system at www.emma.msrb.org. The disclosure filings from the City of Menasha are not part of Part VI of the 2012 Annual Report, nor are they incorporated by reference into Part VI of the 2012 Annual Report.

LOANS

Financial Assistance

Most project-type categories have the same interest rate, which is an annual rate equal to 75% of the Clean Water Fund Program's actual or calculated cost of borrowing. Projects are segregated into four different project-type categories. Prior to July 1, 2011, the interest rate on each loan varied by project type and the Clean Water Fund Program's costs of borrowing; the differing interest rates were previously designed to provide greater incentives for compliance with environmental requirements than for new sewer systems or correcting discharge permit violations. The four project types include the following:

- *Compliance Maintenance Projects*—Projects that are necessary to maintain compliance with permit requirements or to implement new or changed effluent limits required by DNR. If the project includes construction of a septage receiving and treatment facility, that portion of the project may be eligible for an interest rate of 0%.
- *Stormwater & Nonpoint Projects*—Projects pertaining to urban stormwater and nonpoint pollution sources.
- *Unsewered Projects*—Projects involving unsewered areas within Municipalities. More than two-thirds of the initial flow must be from wastewater originating from residences in existence before October 17, 1972 in order to qualify for this type of project.
- *Industrial, Violator, and Future Growth Projects*—Projects that address violations of a DNR discharge permit or that provide industrial or reserve capacity, or that involve certain other capital costs attributed to industrial or commercial needs, or involve unsewered areas where residences were not in existence before October 17, 1972. These projects are not impacted by the changes to interest rates effective July 1, 2011, and these projects may receive loans that bear interest at a per

annum rate equal to 100% of the Clean Water Fund Program's actual or calculated cost of borrowing.

In the event a Municipality proposes a project that includes more than one of the above categories (or components within a category), the respective portions of the project may be allocated accordingly, resulting in a loan with a blended interest rate.

In a limited number of cases, the Clean Water Fund Program may provide additional financial assistance in the form of grants or loans with interest rates lower than those indicated above for qualifying projects. Under current law, the maximum amount of financial assistance that any Municipality may receive is a grant equal to 70% of project costs and an interest-free loan for the remaining 30% of project costs. State law establishes a program to provide additional assistance to municipalities qualified as "hardship". In addition, additional financial assistance in the form of "principal forgiveness" has been a component of recent Capitalization Grants. Between October 1, 1989 and December 1, 2012, agreements have been made with municipalities to fund \$290 million in project costs with additional financial assistance, as noted above.

In addition, the Clean Water Fund Program and Safe Drinking Water Loan Program provided financial assistance using awards made to the State pursuant to the American Recovery and Reinvestment Act of 2009. This financial assistance funded \$145 million of projects, and the funds were committed between October 28, 2009 and February 17, 2011.

The majority of loans have been made for compliance maintenance projects.

Requirements Under the Act

The Act sets forth certain requirements for eligibility of a Municipality to receive financial assistance from the Clean Water Fund Program. Each Municipality must be one of the types of governments specified by the Act. The Act further requires that the Municipality comply with a number of other requirements, including, but not limited to, establishing a dedicated source of revenue for the repayment of the financial assistance, complying with the requirements of the Water Quality Act, developing a program of water conservation as required by DNR, and developing and adopting a system of equitable user charges. While the Act permits financial assistance to take forms other than loans, such as guaranteeing or purchasing insurance for Municipal Obligations, awarding grants to certain hardship Municipalities, or subsidizing the interest cost on certain other loans, the State currently makes financial assistance available from the Clean Water Fund Program primarily by making loans to Municipalities at interest rates which are at or below market rates, as specified in the Act.

DNR is responsible for establishing eligibility criteria for determining applicants and projects that are eligible to receive financial assistance. Among the criteria DNR considers are water quality and public health. A Municipality is eligible for financial assistance from the Clean Water Fund Program for a wastewater project that corrects a DNR discharge violation.

Loan Application Process

DOA and DNR have developed an application form for Municipalities to apply for financial assistance from the Clean Water Fund Program. The application form requires the Municipality to provide technical information regarding the proposed project and the existing wastewater system, a project schedule, financial information relating to the project, and financial and other information relating to the Municipality. The application is reviewed by DNR for items pertaining to technical, administrative, and environmental matters, including project eligibility and determination of the interest rate category for which the project is eligible. The application is reviewed by DOA to determine, among other things:

- The financial capability of the applicant to repay its loan,
- The financial terms and conditions of the loan, and
- The security that will be required to be pledged by the Municipality for the loan.

A loan is made if DOA determines that the Municipality is likely to be able to repay the loan.

Commitments

Upon a determination by DOA that the Municipality meets the financial criteria that DOA has established, DNR and DOA may approve an application and issue a Commitment to the Municipality to finance all, or part of, the project. The Commitment will include an estimated loan repayment schedule and other terms of the financial assistance. The Commitment may contain certain conditions that the Municipality must meet to secure a Financial Assistance Agreement.

Financial Assistance Agreements

The Financial Assistance Agreement is the loan agreement by which the loan is made. The Financial Assistance Agreement contains the terms and conditions of the loan, including the final maturity, maximum principal amount, interest rate, procedures for disbursement of funds to the Municipality, agreements of the Municipality to construct the project, and covenants of the Municipality regarding proper use of loan proceeds and compliance with Clean Water Fund Program requirements.

Certain Provisions of Financial Assistance Agreements

Prior to loan disbursements, proceeds expected to be loaned to Municipalities are held by the State, with undisbursed proceeds of Pledged Loans held by the Trustee in the Loan Fund. Interest earnings on proceeds held in the Loan Fund shall be for the benefit of the Clean Water Fund Program. As proceeds are disbursed pursuant to a Municipality's Financial Assistance Agreement, interest on the respective loan shall accrue and be payable on the amount disbursed from the date of disbursement until the date such amount is repaid.

In most instances, the repayment schedule of each loan is structured to provide level annual debt service from the disbursement dates until the final maturity date specified in the respective Municipality's Financial Assistance Agreement. Upon project completion, a Municipality's loan repayment schedule under its Financial Assistance Agreement will reflect the principal amortization of the cumulative disbursements to the Municipality.

If the final audit of the project reveals that the eligible project costs are less than the amount disbursed to the Municipality, the Municipality agrees to reimburse the State within 60 days after DNR or DOA provides a notice of overpayment.

If the Municipality fails to make any payment when due on the Municipal Obligation or fails to observe or perform any other covenant, condition, or agreement on its part under the Financial Assistance Agreement for a period of 30 days after written notice specifying the default and requesting that it be remedied has been given to the Municipality by DNR, the State shall, to the extent permitted by law, have all remedies provided by law and the Financial Assistance Agreement.

The Financial Assistance Agreement may be modified or amended upon a written agreement between the State and the Municipality.

Loans and Municipal Obligations

Upon execution of a Financial Assistance Agreement, a Municipality is required to issue and deliver to the State one or more Municipal Obligations evidencing the obligation of the Municipality to repay the loan. The Municipal Obligations will reflect the terms of the loan set forth in the Financial Assistance Agreement. Upon execution of a Financial Assistance Agreement and issuance of one or more Municipal Obligations, a Municipality will be required to deliver an opinion of counsel concerning the validity and enforceability of its obligations under the agreement.

Statutory Powers

The Act includes several provisions that may provide additional security in the event a Municipality does not make payment of principal or interest on its loan. These provisions include state aid intercept, collection through county treasurers, and, if designated, state moral obligation.

State Aid Intercept

The Act confers an “intercept power” upon DOA. If a Municipal Obligation to the State is in default, DOA, which is the paying agent for State moneys payable to Wisconsin municipalities, is required to place on file a certified statement of all amounts due under the loan. Thereafter, DOA is authorized to collect all amounts due under the loan by deducting those amounts from any State payments due the Municipality. The State has covenanted in the General Resolution to exercise this intercept power to the extent State payments are available. Certain Municipalities, including town sanitary districts, public inland lake protection rehabilitation districts, metropolitan sewerage districts, and intergovernmental cooperation commissions, do not receive any State payments. The amount of money realized by the Clean Water Fund Program from the exercise of the intercept power will depend on the amount of State payments to the Municipality. The level of State payments to Municipalities may vary in the future. Although State payments can be intercepted by the State for certain other purposes, current administrative rules require DOA to exercise the Clean Water Fund Program intercept as a first charge against State payments due to a particular Municipality. As of December 1, 2012, DOA has not exercised this intercept power.

Collection Through County Treasurers

If a Municipal Obligation to the State is in default, the Act gives DOA the authority, after placing on file the certified statement of amounts due under a loan, to add the amount due on the loan as a special charge to the amount of taxes levied upon the county in which the defaulting Municipality is located. In turn, the county treasurer is required to apportion the amount of such special charges to the underlying governmental entities, and the special charges are then collected with the annual property tax. The enforceability of this procedure for collection of special charges has not been tested in court. Accordingly, no assurance can be given as to the enforceability of this procedure. As of December 1, 2012, DOA has not completed any actions under this authorization.

Power to Designate a Loan as a State Moral Obligation

At the time a loan is made, the Commission may by resolution designate the loan as one to which the State “moral obligation” applies. If a loan is so designated, the Act provides that, if at any time the payments received or expected to be received from a Municipality on any loan are insufficient to pay when due the principal of, and interest on, such loan, DOA shall certify the amount of such insufficiency to the Secretary of Administration, the Governor, and the Joint Committee on Finance. The Joint Committee on Finance is then required to introduce a bill appropriating the amount so requested for the purpose of payment of the Municipal Obligation secured thereby. Recognizing its “moral obligation” to do so, the Legislature expressed in the Act its expectation and aspiration that, if ever called upon to do so, it would make the appropriation. The “moral obligation” does not apply to the Bonds; it applies only to the loans that are specifically designated by the Commission at the time the loan is made.

In the opinion of Bond Counsel, the provisions of the Act relating to the State’s “moral obligation” do not violate the constitution of the State or any other law of the State, but such provisions do not constitute a legally enforceable obligation or create a debt on behalf of the State. No loan currently financed from proceeds of the Bonds has been designated as a “moral obligation” loan, and no loan is expected to be so designated.

Loan Terms

Loan Size

The size of each loan is determined as follows:

- The principal amount of the loan will not exceed 100% of the estimated project costs, plus a contingency of up to 10% where applicable, plus any allowable amount of capitalized interest on the loan.
- A contingency amount may be allowed only if the project has not been completed.

- In general, capitalized interest is only allowed for unsewered municipalities that will not have revenues available for loan debt service until after the project is complete.

Final Maturity and Amortization

The final maturity on a loan may not exceed 20 years from the date of its origination. DOA requires principal amortization on a level-debt-service basis or, in certain cases, on a level-principal basis, with principal amortization beginning not later than 12 months after the expected date of substantial completion of the project (except in the case of a refinancing, in which case principal amortization would most likely begin immediately).

Debt Service Payment Dates

Principal payments are required on May 1 and interest payments on May 1 and November 1. For loans secured primarily by special assessments, an annual payment on May 1 of principal and interest may be allowed to align more closely with the date of when the Municipality's collection of the special assessments is deposited into its debt service fund.

Special Provisions

DOA requires that the Financial Assistance Agreement include certain provisions that apply if an event of default occurs. These provisions permit the State to intercept any State aids to the Municipality and to appoint a receiver to manage the Municipality's utility operations and require the Municipality, to the extent it has taxing power, to add delinquent user charges to the tax bill of the respective property.

Tax Levy Rate Limit for Counties

Counties are subject to a tax levy rate limit. The tax levy of each county is limited, generally to the rate at which taxes were levied in 1992 or a higher rate approved by the voters at referendum. The tax rate limit excludes taxes levied for debt service on general obligations.

Tax Levy Limit for Cities, Villages, Towns, and Counties

Under current law and subject to certain exceptions and adjustments, no city, village, town, or county (**political subdivision**) may increase its property tax levy in any year by a percentage that exceeds its valuation factor. For the levy imposed in the years 2011 and 2012, the valuation factor is the percentage change in the political subdivision's January 1st equalized value due to new construction less improvements removed between January 1st of the previous year and the current year. For the levy imposed in the year 2013 and succeeding years, the valuation factor is the greater of 1.5 percent and such percentage change. The base amount in any year, to which the levy limit applies, is the actual levy for the immediately preceding year; however, a political subdivision that did not levy its full maximum allowable levy in the immediately preceding year may carry forward the difference, up to a maximum increase of 0.5 percent of the actual levy in the prior year.

Special provisions are made with respect to amounts levied to pay general obligation debt service. The levy limits do not apply to property taxes levied to pay debt service on general obligations authorized on or after July 1, 2005. For general obligations authorized before July 1, 2005, if the amount of scheduled debt service in the preceding year is less than the amount of debt service needed in the current year, the levy limit is increased by the difference in the two amounts. If the levy for debt service on general obligations issued before July 1, 2005 is less in the current year than it was in the previous year, the levy limit is generally reduced by the amount of the difference.

The levy limit does not apply to the amount that a political subdivision levies to make up any revenue shortfall for the debt service on a revenue bond issued under Section 66.0621 of the Wisconsin Statutes, which authorizes revenue obligations. Other exceptions or adjustments to the levy limit, which are not described in this summary, are made in specified situations.

Interest Rate Subsidies for Small Loans

In addition to providing loans to directly fund project costs, the Clean Water Fund Program is authorized to subsidize the interest cost on loans made by the State Board of Commissioners of Public Lands to

municipalities for construction or improvement of their wastewater facilities. This subsidy is only available on loans of \$1,000,000 or less. The Clean Water Fund Program makes payments to municipalities in March of each year to reduce the municipalities' interest cost on their loans with the State Board of Commissioners of Public Lands. As of December 1, 2012, the Clean Water Fund Program had outstanding agreements with 37 municipalities to provide an annual interest subsidy on 44 projects. Proceeds of the Bonds are not used for this purpose, and the subsidy payment is not paid from any funds pledged to the repayment of the Bonds.

LENDING CRITERIA

The same general loan underwriting standards are applied to all loans regardless of the Clean Water Fund Program loan portfolio to which they will be assigned.

DOA, in consultation with DNR, has the statutory responsibility to establish the financial terms and conditions of loans, including what type of Municipal Obligation is required. In establishing these terms and conditions, DOA may consider factors that it finds relevant, including the type of Municipal Obligation or the Municipality's creditworthiness. DOA must be satisfied that the Municipality has the financial capacity to assure sufficient revenues to operate and maintain the project for its useful life and to pay debt service on the loan according to its terms.

The following is a summary of the current lending criteria of DOA. DOA may change its lending criteria from time to time.

DOA requires each loan to be evidenced by one of three types of Municipal Obligations:

- A revenue obligation secured by a covenant to assess user fees and a pledge of the utility's revenues,
- A revenue obligation secured by special assessments and other utility revenue and a pledge of the utility's revenues, or
- A general obligation secured by a tax levy and a pledge of all available financial resources of the Municipality.

Some loans may be evidenced by more than one type of Municipal Obligations.

Revenue Obligations

When a local government issues a revenue obligation, the obligation is a limited obligation of the government. Only revenues that are specifically pledged are available to pay the principal of, and interest on, the revenue obligation. Sewer utility revenues typically include sewer user charges and investment earnings but may also include impact fees, hook-up fees, and payments from tax incremental districts for their beneficial share of wastewater projects. Many of the Municipalities receiving financial assistance under the Clean Water Fund Program do not have sewer utilities regulated by the State of Wisconsin Public Service Commission.

So long as the following criteria can be met, DOA will accept revenue obligations from all types of Municipalities except counties and metropolitan sewerage districts. Under the State constitution a county's issuance of revenue obligations is treated as public debt. A metropolitan sewerage district will be required to provide general obligations as security for its loans.

Coverage Ratio

For a revenue obligation, DOA will require the Municipality to covenant to generate each year "net revenues" (that is, utility revenues after deducting operating and maintenance expenses but not deducting depreciation, debt service, tax equivalents, or capital expenditures), equal to at least 110% of the annual principal of and interest on the loan and other revenue obligations payable from the revenues of the utility (**110% Coverage**). The net revenues from the existing utility revenues or projected net revenues from a newly imposed user fee rate structure may establish the "net revenues". If the Municipality does not have outstanding any other obligations with a lien on pledged revenues, DOA will require the Municipality to

covenant to generate “net revenues” sufficient to provide 110% Coverage. In the event the Municipality has other obligations outstanding with a lien on pledged revenues, DOA will require that the Municipality covenant to generate “net revenues” at least equal to the highest level of debt service coverage (but not less than 110% Coverage) then required under the Municipality’s outstanding revenue bonds. In the event an outstanding obligation requires a debt service reserve fund for a parity obligation or requires payment dates that do not match the loan payment dates, or requires other conditions which prevent the loan from being a parity obligation, DOA will accept a subordinate obligation but will normally require any additional revenue obligations (whether superior, subordinate, or on a parity) to meet a coverage test equal to the highest ratio then in effect on any other obligations (including the loan). During construction periods when the annual principal and semiannual interest payments are based on cumulative amounts drawn under the Financial Assistance Agreement, user fees may be assessed such that the level of coverage available is estimated based on debt service projections.

In the event a Municipality were to breach any of the covenants described above, it would be subject to a suit for mandamus to compel performance of such covenants. However, enforcement of the covenants through a suit for mandamus would likely be subject to the delays and costs inherent in litigation.

Collection of Delinquent Sewer User Charges

The Clean Water Fund Program loan documents require that the Municipality take all actions permitted by law to certify any delinquent user fees to the County Treasurer so that such unpaid user fees will be added as a special charge to the property tax bill of the user.

Senior Revenue Bonds

In most instances the Clean Water Fund Program loan documents limit a Municipality’s ability to issue additional bonds payable out of the revenues of the wastewater system that have payment priority over the bonds sold to the Clean Water Fund Program. In some situations this provision has been modified by the Clean Water Fund Program to allow additional senior bonds if the Municipality can demonstrate to the satisfaction of DOA that, following the issuance of the additional senior bonds, the rating of the Municipality’s bond sold to the Clean Water Fund Program will be no lower than one letter grade below the ratings on the Bonds.

Service Contract

DOA will also require the Municipality to agree to pay for the value of sewerage services provided to it and to stipulate that the value equals any unpaid debt service on the loan or debt coverage shortfall. Although such provisions are often used in revenue obligations from Wisconsin local governments, their enforceability has not been tested in court. Accordingly, no assurance can be given as to the enforceability of such a service contract. Moreover, the Wisconsin Statutes or local law may limit the value of the sewerage service, and unless the Municipality has already appropriated money for such payment, it would be necessary for the Municipality to levy and collect a tax, which could result in some delay in payment. In addition, the Municipality’s ability to levy taxes for this purpose may be adversely affected by applicable levy limits.

No Debt Service Reserve Fund or Mortgage

Although Wisconsin municipalities issuing revenue obligations typically establish a debt service reserve fund and sometimes pledge a mortgage to secure the revenue obligations, the current policy of DOA does not permit a debt service reserve fund to be established, and DOA will not require a mortgage on the property the Municipality uses to operate its wastewater facilities.

Special Assessment—Secured Revenue Obligations

Special assessments may be levied by a Municipality to pay the costs of a public improvement. Payments to the Municipality of such special assessments may be used to repay a revenue obligation. The special assessments are paid in annual installments as established by the Municipality. Because special assessments under State law may not exceed the cost of the project, the regularly scheduled special assessment revenue alone will typically not meet the 110% Coverage test. In the event the Municipality

receives prepayments of its special assessment installments, or the term of the Clean Water Fund Program loan exceeds the term of the special assessments, or the interest rate on the special assessment exceeds the interest rate on the Clean Water Fund Program loan, the Municipality may have more special assessment revenue in a year than required for debt service on its Clean Water Fund Program loan. In general, excess special assessment revenue collected by the Municipality will be applied to reduce debt incurred for the public improvement project. If special assessments are levied to secure revenue obligations, payments on the special assessments are deposited in the funds and accounts of the revenue-generating enterprise.

Collection of Delinquent Special Assessments

When it secures a revenue obligation, a special assessment constitutes a lien on the property against which it is levied on behalf of the local government that levies it. Delinquent special assessment payments are entered on the tax roll as a delinquent tax on the property against which they are levied and are subject to the same proceedings for collection, return, and sale of property that apply to delinquent real estate taxes.

General Obligations

When a Municipality issues a general obligation, its full faith and credit are pledged to secure payment when due of the principal of, and interest on, the obligation. State law requires the Municipality to levy taxes that will be collected in amounts and at times sufficient to make these payments (or to appropriate available funds for payments that are required to be made before taxes can be levied and collected). If the Municipality fails to make a payment when due, the owner of a general obligation can bring a suit for mandamus to require the tax levy to be collected and applied to debt service. A suit for mandamus would likely be subject to the delays and costs inherent in litigation.

Tax Levy

With respect to general obligations:

- The amount of the general obligation may not exceed the constitutional or statutory limits. For an American Indian tribe or band, the amount of the general obligation may not exceed the amount that would be permitted if the constitutional and statutory limits were to apply to the tribe or band.
- As required by law, the Municipality must levy taxes sufficient to pay when due the principal of, and interest on, the loan.

Intergovernmental Cooperation Commissions

The Clean Water Fund Program does not make loans to intergovernmental cooperation commissions. Instead, DOA will analyze each member's credit, and separate loans will be made to its members according to their participation in the project.

SUMMARY OF CERTAIN PROVISIONS OF GENERAL RESOLUTION

Through the General Resolution, the State pledges revenues that secure the Bonds, establishes the funds and accounts, specifies the conditions under which Bonds may be issued, and makes covenants and other provisions for the benefit of Bondowners. The terms and provisions of the General Resolution are summarized below. Certain capitalized terms are defined in either the General Resolution or the **"GLOSSARY"**. As indicated earlier in Part VI of the Annual Report, the term "Pledged Loans" is being used in Part VI of the 2012 Annual Report to refer to the same loans that are called "Leveraged Loans" and "Loans" in the General Resolution. A copy of the General Resolution may be obtained by contacting the State at the address provided on **the first page of Part VI of the 2012 Annual Report**.

Resolution to Constitute a Contract

The provisions of the General Resolution are deemed to be a contract among the State, the Trustee, and the owners from time to time of the Bonds. The provisions, covenants, and agreements set forth in the General Resolution (except for those relating to funds pledged to defease any specific Bonds) to be

performed by, or on behalf of, the State are for the equal benefit, protection, and security of the owners of the Bonds, all of which are of equal rank without preference, priority, or distinction of any of the Bonds over any other Bonds except as expressly provided in the General Resolution.

Pledge

Under the General Resolution, the State pledges to the Trustee, for the benefit of all current and future Bondowners and any owner of a Parity Reimbursement Obligation, the Pledged Receipts, all funds and accounts established in connection with the issuance of the Bonds (except the Rebate Fund and the State Equity Fund), the investments of the funds and accounts and the proceeds of such investments for the payment of the principal and redemption price of, and interest on, the Bonds and the payment of any Parity Reimbursement Obligation, subject only to the provisions of the General Resolution permitting or further limiting the application thereof. Subject to the provisions of the General Resolution providing for defeasance of Bonds, the pledge is valid and binding, and the lien of such pledge is valid and binding, as against all parties having claims of any kind in tort, contract, or otherwise against the State, irrespective of whether such parties have notice of the lien.

Establishment of Funds and Accounts

The following funds (and within certain of the funds, the following accounts) are established and required to be maintained pursuant to the provisions of the General Resolution:

- (1) Loan Fund
- (2) Revenue Fund
- (3) Debt Service Fund
 - (a) Interest Account
 - (b) Principal Account
 - (c) Redemption Account
 - (d) Capitalized Interest Account
- (4) Loan Credit Reserve Fund
 - (a) SRF Account
 - (b) Non-SRF Account
- (5) Subsidy Fund
- (6) Administrative Fund
 - (a) Costs of Issuance Account
 - (b) Expense Account
- (7) State Equity Fund
- (8) Rebate Fund

Each of the funds and accounts, or assets for each of the funds and accounts, are deposited with and held by a Depository and maintained by the Trustee pursuant to the provisions of the General Resolution, except for the State Equity Fund, which is held and maintained by the State.

Loan Fund

Each Series Resolution authorizing a Series of Bonds will specify the amount of the proceeds of the Bonds of the Series and any other State moneys that are required to be deposited in the Loan Fund. Amounts in the Loan Fund shall be applied by the State from time to time as follows:

- (1) For financing Pledged Loans to Municipalities under the Clean Water Fund Program, including transfers of Pledged Loan capitalized interest to the Revenue Fund;

- (2) As directed in a certificate of an Authorized Officer, for deposit into the Revenue Fund; and
- (3) To the extent that other moneys are not available, for deposit into the Debt Service Fund.

Moneys may be withdrawn from the Loan Fund for financing a Pledged Loan upon a requisition of an Authorized Officer certifying: (1) that the aggregate amount of the requisition is equal to the sum of amounts disbursable to Municipalities pursuant to properly submitted and approved requisitions of such Municipalities; (2) that the amount requisitioned for each Municipality does not exceed the amount available to be disbursed pursuant to that Municipality's Financial Assistance Agreement and Municipal Obligation; (3) the identity of the Municipalities receiving disbursements from the requisition, the amount of the requisition allocable to each such Municipality, and the designation of the Municipal Obligations evidencing the applicable Pledged Loan; (4) that there is on deposit in the Subsidy Fund an amount at least equal to the Subsidy Fund Requirement; and (5) that the Contribution Amount has been transferred (or deemed transferred) to the Loan Credit Reserve Fund.

Prior to the initial transfer of amounts to a Municipality with respect to a Pledged Loan, the State shall deliver to the Trustee: (1) a copy of the original executed Financial Assistance Agreement evidencing the Pledged Loan to be so made and (2) a copy of the Municipal Obligation evidencing or securing such Pledged Loan in an aggregate principal amount equal to the maximum permissible Pledged Loan amount.

In addition, money and earnings in the Loan Fund may be transferred to the Revenue Fund, *provided* that the amount in the Subsidy Fund is at least equal to the Subsidy Fund Requirement.

Revenue Fund

The Trustee shall promptly deposit the following into the Revenue Fund:

- (1) Transfers of capitalized interest on a Pledged Loan from the Loan Fund (which shall be deemed to be Pledged Loan disbursements), as directed in a certificate of an Authorized Officer;
- (2) Other transfers of moneys from the Loan Fund;
- (3) All Pledged Loan Repayments (excluding prepayments of Pledged Loans, which shall be deposited in the Redemption Account of the Debt Service Fund) received by the Trustee; and
- (4) On the business day preceding an interest payment date, interest earned on Investment Obligations in the Loan Credit Reserve Fund (less amounts required to be transferred to the Rebate Fund).

The Revenue Fund shall be applied as follows:

- (1) First, to the Interest Account of the Debt Service Fund for the payment of interest due or to become due on the next succeeding interest payment date;
- (2) Second, to the Principal Account of the Debt Service Fund for the payment of principal and sinking fund installments, if any, on the next succeeding interest payment date; and
- (3) Third, to the Rebate Fund so that the balance in the Fund shall equal the amount required to be deposited therein.

Debt Service Fund

The Trustee shall promptly deposit the following receipts in the Debt Service Fund:

- (1) Any accrued interest received as proceeds of a Series of Bonds as set forth in the applicable Series Resolution, which shall be deposited in the Interest Account;
- (2) All amounts required to be transferred from the Revenue Fund, which shall be deposited first in the Interest Account up to the amount of interest due or to become due on the next succeeding interest payment date, and then in the Principal Account up to the amount of principal or sinking fund installments due or to become due on the next succeeding interest payment date;

(3) The Subsidy Fund Transfer Amount transferred from the Subsidy Fund, which shall be deposited first in the Interest Account up to the amount of interest due or to become due on the next succeeding interest payment date, and then in the Principal Account up to the amount of principal or sinking fund installments due or to become due on the next succeeding interest payment date;

(4) All amounts required to be transferred from the Loan Fund, which shall be deposited first in the Interest Account up to the amount of interest due or to become due on the next succeeding interest payment date, and then in the Principal Account up to the amount of principal or sinking fund installments due or to become due on the next succeeding interest payment date;

(5) Any amounts directed by the State to be transferred from the Administrative Fund, which shall be deposited first in the Interest Account up to the amount of interest due or to become due on the next succeeding interest payment date, and then in the Principal Account up to the amount of principal or sinking fund installments due or to become due on the next succeeding interest payment date;

(6) Any amounts received by the Trustee for the purpose of redeeming Bonds, which shall be deposited in the Redemption Account; and

(7) Any portion of Bond proceeds designated by a Series Resolution as capitalized interest on the Bonds, which shall be deposited into the Capitalized Interest Account.

The Trustee shall transfer from the Capitalized Interest Account to the Interest Account on the business day preceding each interest payment date the amount required for the payment of capitalized interest on such Bonds due on such interest payment date.

The Trustee shall pay out of the Interest Account of the Debt Service Fund (1) on each interest payment date, the amount required for the payment of interest on Bonds due on such interest payment date and (2) on any redemption date, the amount required for the payment of accrued interest on Bonds redeemed, unless the payment of such accrued interest shall be otherwise provided for.

The Trustee shall pay out of the Principal Account on each principal payment date or sinking fund redemption date, as applicable (as set forth in a Series Resolution), the amounts required for the payment of such principal on such date or such sinking fund redemption price on such date, as applicable.

The amount accumulated in the Principal Account for each sinking fund redemption may, and if so directed by the State shall, be applied (together with amounts accumulated in the Interest Account of the Debt Service Fund with respect to interest on the Bonds subject to sinking fund redemption) by the Trustee prior to the 45th day preceding the sinking fund redemption date, or such shorter period as shall be acceptable to the Trustee, to:

(1) the purchase of Bonds of the Series and maturity of such Bonds subject to such sinking fund redemption, at prices (including any brokerage and other charges) not exceeding the redemption price payable for such Bonds pursuant to such sinking fund redemption plus unpaid interest accrued to the date of purchase, or

(2) the redemption of such Bonds if then redeemable by their terms, at the redemption price referred to in paragraph (1) above.

Upon any such purchase or redemption of Bonds of any Series and maturity, for which sinking fund installments shall have been established, an amount equal to the applicable redemption prices thereof shall be credited toward any one or more of such sinking fund installments, as directed by the State in an Authorized Officer's certificate, or failing such direction toward such sinking fund installments in inverse order of their due dates. The portion of any such sinking fund installment remaining after the deduction of any such amounts credited toward such installment (or the original amount of any such sinking fund installment if no such amounts shall have been so credited) shall constitute the unsatisfied balance of such sinking fund installment for the purpose of the calculation of principal installments due on a future date.

If, after all transfers provided for above have been made, the moneys in the Debt Service Fund are insufficient to pay the interest, principal, and sinking fund installments due on Bonds on any interest payment date, the Trustee shall apply amounts from the following funds to the extent necessary to cure the deficiency in the order of priority as provided below:

- (1) First, from the Loan Credit Reserve Fund;
- (2) Second, from the Subsidy Fund;
- (3) Third, from the Loan Fund, which transfers shall not be deemed to be a Pledged Loan disbursement subject to the requirements applicable to Pledged Loan disbursements; and
- (4) Fourth, from any other fund or account (except the Rebate Fund and the State Equity Fund).

As soon as practicable after the 45th day preceding the date of any sinking fund redemption, the Trustee shall proceed to call for redemption on such redemption date Bonds of the Series and maturity for which such sinking fund redemption was established in such amount as shall be necessary to complete the retirement of the principal amount specified for such sinking fund redemption. The State may designate the amounts, from the SRF Account and Non-SRF Account, respectively, to be applied by the Trustee for such redemption.

The Trustee shall pay out of the Redemption Account of the Debt Service Fund to the Paying Agents on each redemption date (as set forth in a Series Resolution) for any such Bonds for which there have not been made sinking fund installments, the amounts required for the payment of such redemption price on the redemption date and such amounts shall be applied by the Paying Agents to such payments.

Loan Credit Reserve Fund

If at any time the moneys in the Debt Service Fund are insufficient to pay the interest, principal, and sinking fund installments due on Bonds, the Trustee shall apply amounts from the Loan Credit Reserve Fund to the extent necessary to cure the deficiency.

Whenever moneys and securities in the Loan Credit Reserve Fund (excluding earnings required to be transferred to the Revenue Fund) shall exceed the Loan Credit Reserve Fund Requirement, the Trustee may, at the direction of an Authorized Officer, transfer all, or any portion of, such surplus from the SRF Account to any account within the Clean Water Fund Program or from the Non-SRF Account to the State Equity Fund. However, if any Municipality is in default with respect to Pledged Loan Repayments, no such transfer shall be made to the extent it would cause the balance in the Loan Credit Reserve Fund to be less than the sum of the Loan Credit Reserve Fund Requirement plus the amount of Pledged Loan Repayments then in default and not otherwise provided for. After a defaulting Municipality has cured its default and has fully resumed its payment obligations under the Financial Assistance Agreement, such surplus amounts may be withdrawn from the Loan Credit Reserve Fund.

See “**GLOSSARY**” for a definition of the Loan Credit Reserve Fund Requirement.

Subsidy Fund

Whenever the money in the Debt Service Fund and money available in the Loan Credit Reserve Fund are insufficient to pay the interest, principal, and sinking fund installments due on Bonds, the Trustee shall transfer amounts from the Subsidy Fund to the Debt Service Fund to the extent necessary to cure the deficiency.

The Trustee shall transfer any amount in the Subsidy Fund in excess of the Subsidy Fund Requirement upon the direction of an Authorized Officer:

- (1) First, to the Loan Credit Reserve Fund to replenish the Loan Credit Reserve Fund to the then-current Loan Credit Reserve Fund Requirement; and
- (2) Second, to the State Equity Fund or for any Program purpose.

See “**GLOSSARY**” for definitions of the Subsidy Fund Requirement and the Subsidy Fund Transfer Amount.

Notes

Whenever the Commission shall authorize the issuance of a Series of Bonds, the Commission is authorized to issue Notes (including renewals thereof) in anticipation of such Series. The principal of, and interest on, such Notes and renewals thereof shall be payable solely from the proceeds of such Notes or from the proceeds of the sale of the Series of Bonds in anticipation of which such Notes were issued. The proceeds of such Bonds may be pledged for the payment of the principal of, and interest on, such Notes, and any such pledge shall have a priority over any other pledge of such proceeds created by the General Resolution. Notes shall not be secured by any fund or account established under the General Resolution.

Issuance of Additional Bonds Other Than Refunding Bonds

The State may issue additional Series of Bonds from time to time on a parity with all other Bonds issued pursuant to the General Resolution and secured by an equal charge and lien on the Pledged Receipts and any other security pledged under the General Resolution.

No additional Series of Bonds shall be issued unless:

- (1) The principal amount of the additional Bonds then to be issued, together with the principal amount of the Bonds theretofore issued, will not exceed in aggregate principal amount any limitation thereon imposed by law;
- (2) All other requirements applicable to the issuance of Bonds are met including the requirement that there be in the Subsidy Fund an amount at least equal to the Subsidy Fund Requirement and there be in the Loan Credit Reserve Fund an amount at least equal to the Loan Credit Reserve Fund Requirement; and
- (3) Evidence satisfactory to the Trustee that any credit rating assigned to the proposed Series of Bonds is no lower than the lowest credit rating then assigned by such Rating Agency to any Outstanding Bonds of similar tenor, and no notice has been received from any Rating Agency that the issuance of the proposed Series of Bonds will cause such Rating Agency to lower, suspend, remove, or otherwise modify adversely the credit ratings then assigned by it to any Outstanding Bonds.

Refunding Bonds

The General Resolution authorizes the Commission to issue one or more Series of Refunding Bonds to refund all, or any part of, one or more Series of outstanding Bonds. Refunding Bonds may be issued only upon receipt by the Trustee (in addition to the other requirements applicable to the issuance of Bonds) of:

- (1) Irrevocable instructions to the Trustee to give notice of redemption to the owners of the Bonds being refunded; and
- (2) Either Investment Obligations described below under “Defeasance” in such principal amounts, of such maturities, bearing such interest, and otherwise having such terms and qualifications, or such amount of moneys, as shall be necessary to comply with the defeasance provisions of the General Resolution.

Payment of Bonds

The State covenants that it shall duly and punctually pay or cause to be paid the principal or redemption price of, and interest on, the Bonds, but only from the Pledged Receipts and other revenues or receipts, funds, or moneys pledged therefor as provided in the Act and the General Resolution, at the dates and places and in the manner provided in the Bonds according to the true intent and meaning thereof, and shall duly and punctually satisfy all sinking fund installments becoming payable with respect to any Series of Bonds.

Power to Issue Bonds and Make Pledges

The State represents that it is duly authorized pursuant to law to authorize and issue the Bonds and to adopt the General Resolution and to pledge the Pledged Receipts and other revenues, receipts, funds, or moneys purported to be pledged by the General Resolution in the manner and to the extent provided in the General Resolution. The State represents that the Pledged Receipts and other revenues, receipts, funds, and moneys so pledged are, and will be, free and clear of any pledge, lien, charge, or encumbrance thereon or with respect thereto prior to, or of equal rank with, the pledge created by the General Resolution, and that all action on the part of the State to that end has been duly and validly taken. The State further represents that the Bonds and the provisions of the General Resolution are, and will be, the valid and legally enforceable obligations of the State in accordance with their terms and the terms of the General Resolution. The State covenants that it shall at all times, to the extent permitted by law, defend, preserve, and protect the pledge of the Pledged Receipts and revenues, receipts, funds, and moneys pledged under the General Resolution and all the rights of the Bondowners under the General Resolution against all claims and demands of all persons whomsoever.

Agreement of the State

The State pledges and agrees with the Bondowners that the State will not limit or alter the terms of any agreements made with Bondowners or in any way impair the rights and remedies of the Bondowners until the Bonds, together with the interest thereon, with interest on any unpaid installments of interest, and all costs and expenses in connection with any action or proceeding by or on behalf of the Bondowners, are fully met and discharged.

Federal Tax Covenant

The State covenants that it shall at all times do and perform all acts and things permitted by law and necessary or desirable in order to assure that interest paid on the Bonds shall, for the purposes of federal income taxation, be excluded from the gross income of the recipients thereof.

The State shall not permit at any time any of the proceeds of the Bonds or other funds of the State to be used, directly or indirectly, to acquire any asset or obligation the acquisition of which would cause any Note or Bond to be an “arbitrage bond” for the purposes of Section 148 of the Internal Revenue Code of 1986, as amended.

Notwithstanding the foregoing, the State reserves the right to elect to issue Bonds the interest on which is not exempt from federal income taxation, if such election is made prior to the issuance of such Bonds, and the federal tax covenants contained in the General Resolution shall not apply to such Bonds.

Accounts and Reports

The State shall keep, or cause to be kept, proper books of record and account in which complete and correct entries shall be made of its transactions relating to all Pledged Loan Repayments, Municipal Obligations, the Fees and Charges, if any, and all funds and accounts established by the General Resolution.

The State shall annually, on or before January 1st in each year, file with the Trustee and with the Rating Agencies a copy of the audited financial statements for the preceding Fiscal Year with respect to the Leveraged Loan Program, accompanied by an Accountant’s Certificate, setting forth in complete and reasonable detail: (1) its receipts and expenditures during such Fiscal Year in accordance with the categories or classifications established by the State for its operating and capital outlay purposes; (2) its assets and liabilities at the end of such Fiscal Year, including a schedule of its Pledged Loan Repayments, Municipal Obligations, and Fees and Charges, a list of Municipalities in default, and the status of the funds and accounts established by the General Resolution; and (3) a schedule of its Bonds and Notes outstanding and other obligations outstanding at the end of such Fiscal Year, together with a statement of the amounts paid, redeemed, and issued during such Fiscal Year.

A copy of the independent auditor's report and financial statements for the Environmental Improvement Fund for the years ended June 30, 2012 and 2011 is set forth in **APPENDIX A** to Part VI of the 2012 Annual Report.

Clean Water Revenue Bond Program

To provide sufficient moneys with which to pay the principal and interest and sinking fund installments when due and payable on its Bonds, the State covenants that it shall from time to time, with all practical dispatch and in a sound and economical manner consistent in all respects with the Act and the Water Quality Act as then amended and as interpreted in regulations adopted by EPA and DNR and in effect and with the provisions of the General Resolution, use and apply the proceeds of the Bonds for the Leveraged Loan Program, to finance Pledged Loans pursuant to the Act as so amended and the General Resolution, to earn sufficient interest on its funds and accounts established within the General Resolution to generate income which when combined with moneys received with respect to the Municipal Obligations shall at least equal the principal and interest and sinking fund installments on the Bonds. The State further covenants that it shall do all such acts and things necessary to receive and collect the Pledged Loan Repayments and the interest on all funds and accounts established within the General Resolution and shall diligently enforce, and take all steps, actions, and proceedings for the enforcement of, all terms, covenants, and conditions of the Pledged Loans.

Events of Default

Each of the following events constitutes an "Event of Default":

- (1) The State shall default in the payment of the principal or redemption price of any Bond when and as the same shall become due whether at maturity or upon call for redemption; or
- (2) The State shall default in the payment of any installment of interest on any Bonds; or
- (3) The State shall fail or refuse to comply with the provisions of the Act or shall default in the performance or observance of any other of the covenants, agreements, or conditions contained in the General Resolution, any Series Resolution, any Supplemental Resolution, or in the Bonds, and such failure, refusal, or default shall continue for a period of 45 days after written notice thereof is given to the State by the Trustee or the owners of not less than 25% in principal amount of Bonds outstanding.

Remedies

Upon the occurrence and continuance of any Event of Default specified in paragraphs (1) or (2) immediately above, the Trustee shall proceed, or upon the occurrence and continuance of any Event of Default specified in paragraph (3) immediately above, the Trustee may proceed, and upon the written request of the owners of not less than 25% in principal amount of the outstanding Bonds shall proceed, to protect and enforce its rights and the rights of the Bondowners by such of the following remedies as the Trustee, being advised by counsel, shall deem most effectual to protect and enforce such rights:

- (1) By mandamus or other suit, action, or proceeding at law or in equity, enforce all rights of the Bondowners, including the right to require the State to collect Pledged Loan Repayments adequate to carry out the covenants and agreements as to, and the pledge of, such Pledged Loan Repayments, and other properties and to require the State to carry out any other covenant or agreement with Bondowners and to perform its duties under the Act;
- (2) Bring suit upon the Bonds;
- (3) By action or suit in equity, require the State to account as if it were the trustee of any express trust for the owners of the Bonds; or
- (4) By action or suit in equity, enjoin any acts or things which may be unlawful or in violation of the rights of the owners of the Bonds.

In the enforcement of any remedy under the General Resolution, the Trustee shall be entitled to sue for, enforce payment on, and receive, any and all amounts due from the State for principal, redemption price,

interest, or otherwise under any provision of the General Resolution or a Series Resolution or of the Bonds, and unpaid, with interest on overdue payments at the rate or rates of interest specified in such Bonds, together with any and all costs and expenses of collection and of all proceedings under the General Resolution and under such Bonds, without prejudice to any other right or remedy of the Trustee or of the Bondowners, and to recover and enforce a judgment or decree against the State for any portion of such amounts remaining unpaid, with interest, costs, and expenses, and to collect from any moneys available for such purpose, in any manner provided by law, the moneys adjudged or decreed to be payable.

Program Expenses

The State covenants to pay all program expenses when due and payable, but only from the sources provided in the General Resolution.

The State covenants to pay to the Fiduciaries from time to time reasonable compensation for all services rendered under the General Resolution, and also all reasonable expenses, charges, counsel fees, and other disbursements, including those of their attorneys, agents, and employees, incurred in and about the performance of their powers and duties under the General Resolution. The State further agrees to indemnify and save each Fiduciary harmless against any liabilities that it may incur in the exercise and performance of its powers and duties under the General Resolution, and which are not due to its willful misconduct, negligence, or bad faith.

Defeasance

If the State shall pay or cause to be paid to the owners of all Bonds then outstanding, the principal or redemption price and interest to become due thereon, at the times and in the manner stipulated therein and in the General Resolution, then, at the option of the State, covenants, agreements, and other obligations of the State to the Bondowners shall be discharged and satisfied. In such event, the Trustee shall, upon the request of the State, execute and deliver to the State all such instruments as may be desirable to evidence such discharge and satisfaction and the Fiduciaries shall pay over or deliver to the State all money, securities, and funds held by them pursuant to the General Resolution which are not required for the payment or redemption of Bonds not theretofore surrendered for such payment or redemption.

Bonds or interest installments for the payment at maturity or redemption of which moneys or securities shall have been set aside and shall be held in trust by the Fiduciaries (through deposit by the State of funds for such payment or redemption or otherwise) shall be deemed to have been paid within the meaning and with effect expressed in the immediately preceding paragraph. All outstanding Bonds of any Series shall be deemed to have been paid within the meaning and with the effect expressed in the immediately preceding paragraph if all the following conditions apply:

- (1) In case any of such Bonds are to be redeemed on any date prior to their maturity, the State shall have given to the Trustee in form satisfactory to the Trustee irrevocable instructions to give notice of redemption of such Bonds as provided in the General Resolution.
- (2) There shall have been deposited with the Trustee either moneys in an amount which shall be sufficient, or Investment Obligations, the principal of, and the interest on, which when due will provide moneys which, together with the moneys, if any, deposited with the Trustee at the same time, shall be sufficient to pay when due the principal or redemption price of, and interest on, such Bonds on, and prior to, the redemption date or maturity date thereof, as the case may be.
- (3) In the event such Bonds are not by their terms subject to redemption within the next succeeding 60 days, the State shall have given the Trustee irrevocable instructions to publish, as soon as practicable, at least twice, at an interval of not less than seven days between publications, in Authorized Newspapers a notice to the owners of such Bonds that the deposit required by clause (2) above has been made with the Trustee and that said Bonds are deemed to have been paid and stating such maturity or redemption date upon which moneys are to be available for the payment of the principal or redemption price on said Bonds. Neither Investment Obligations nor moneys deposited with the Trustee nor principal or interest payments on any such Investment Obligations shall be

withdrawn or used for any purpose other than, and shall be held in trust for, the payment of the principal or redemption price, if applicable, and interest on said Bonds. Any cash received from such principal or interest payments on such Investment Obligations deposited with the Trustee, if not then needed for such purpose, shall, to the extent practicable, be reinvested in Investment Obligations maturing at times and in amounts sufficient to pay when due the principal or redemption price and interest due and to become due on such Bonds on, and prior to, such redemption date or maturity date thereof, as the case may be, and interest earned from such reinvestment shall be paid over to the State, as received by the Trustee, free and clear of any trust, lien, or pledge.

For the purposes of the defeasance provisions of the General Resolution, Investment Obligations shall mean and include direct general obligations of the United States of America and obligations (including obligations of any federal agency or corporation) the payment of the principal and interest on which, by act of the Congress of the United States or in the opinion of the Attorney General of the United States in office at the time such obligations were issued, are unconditionally guaranteed by the full faith and credit of the United States of America, or so long as such investments will not adversely affect the then current ratings, if any, assigned to the Bonds by each Rating Agency, any other evidences of an ownership interest in obligations or in specified portions thereof (which may consist of specified portions of the interest thereon) of the character described in this paragraph.

Any moneys held by a Fiduciary in trust for the payment and discharge of any of the Bonds which remain unclaimed for six years after the date when such Bonds have become due and payable, either at their stated maturity dates or by call for earlier redemption, if such moneys were held by the Fiduciary at such date, or for six years after the date of deposit of such moneys if deposited with the Fiduciary after the said date when such Bonds became due and payable, shall, at the written request of the State, be repaid by the Fiduciary to the State, as its absolute property and free from trust, and the Fiduciary shall thereupon be released and discharged with respect thereto and the Bondowners shall look only to the State for the payment of such Bonds; *provided*, however, that before being required to make any such payment to the State, the Fiduciary shall, at the expense of the State, cause to be published at least once in Authorized Newspapers a notice that said moneys remain unclaimed and that, after a date named in said notice, which date shall not be less than 30 days after the date of the first publication of such notice, the balance of such moneys then unclaimed will be returned to the State.

Right to Adopt Another General Resolution

The State expressly reserves the right to adopt one or more other general resolutions and reserves the right to issue bonds and notes and any other obligations so long as the same are not a charge or lien on the Pledged Receipts or payable from any fund or account (except for the State Equity Fund or the Rebate Fund) established under the General Resolution.

GLOSSARY

The following definitions apply to capitalized terms used in Part VI of the 2012 Annual Report.

Accreted Value means, with respect to any Capital Appreciation Bond, the initial principal amount at which such Capital Appreciation Bond is sold to the initial purchaser by the State without reduction to reflect underwriter's discount, compounded from the date of delivery of such Bonds semiannually on each interest payment date prior to the date of calculation (and including such date of calculation if such date of calculation is an interest payment date) at the original issue yield to maturity less, with respect to Bonds with interest payable on a current basis, interest paid and payable during such period plus, if such date of calculation is not an interest payment date, a portion of the difference between the Accreted Value as of the immediately preceding interest payment date and the Accreted Value as of the immediately succeeding interest payment date calculated based upon an assumption that Accreted Value accrues during any semiannual period in equal daily amounts (based on a 360-day year of twelve 30-day months); *provided*, however, that the calculation of Accreted Value for purposes of determining whether Bondowners of the requisite amount of Outstanding Bonds have given any requisite demand, authorization, direction, notice, consent, or waiver under the General Resolution shall be based upon the

Accreted Value calculated as of the interest payment date immediately preceding such date of calculation (unless such date of calculation is an interest payment date, in which case it shall be calculated as of the date of calculation).

Act means Sections 281.58 and 281.59 of the Wisconsin Statutes, as amended.

Administrative Fund means the fund of that name established by the General Resolution.

Aggregate Debt Service for any period means, with respect to the Bonds, as of any date of calculation, the sum of the amounts of Debt Service for such period.

Authorized Officer means the Capital Finance Director of the State and any other person designated in writing to the Trustee by the Capital Finance Director or by the Commission as an Authorized Officer.

Bond or **Bonds** means any bond or bonds, as the case may be, authenticated and delivered under the General Resolution pursuant to a Series Resolution.

Bondowners or **Owner of Bonds** or **Owner** (when used with reference to Bonds) or any term of similar import means the person or party in whose name the Bond is registered.

Business Day means any day other than a Saturday or Sunday or other day on which commercial banks in the city in which the principal office of the Trustee is located are not open for business, except as may be provided in a Series or Supplemental Resolution.

Capital Appreciation Bonds means Bonds that provide for the addition of all or any part of accrued and unpaid interest thereon to the principal due thereon upon such terms and for such periods of time as may be determined by the applicable Series Resolution.

Capitalized Interest Account means the account of that name established within the Debt Service Fund by the General Resolution.

Clean Water Fund Program means the program established pursuant to the Act and operated and administered as part of the Environmental Improvement Fund.

Code means the Internal Revenue Code of 1986, as amended from time to time, and all regulations promulgated thereunder to the extent applicable to any Bonds, loans, or Municipal Obligations, as the case may be.

Commission means the State of Wisconsin Building Commission or any successor body having the power under the Subchapter II of Chapter 18, as amended, of the Wisconsin Statutes to authorize and direct the issuance of Bonds.

Contribution Amount has the meaning set forth in the definition of “Loan Credit Reserve Fund Requirement.”

Costs of Issuance means, except as limited in any Series Resolution, any items of expense directly or indirectly payable by, or reimbursable to, the State and related to the authorization, sale, and issuance of Bonds or Notes and the investment of the proceeds thereof, including, but not limited to, printing costs, costs of reproducing documents, filing and recording fees, initial fees and charges of Fiduciaries, legal fees and charges, professional consultants’ fees, costs of credit ratings, premiums for insurance of the payment of Bonds or Notes, or any fees and expenses payable in connection with any entity insuring the State, the Trustee or the owners of the Bonds or Notes against loss on loans or Municipal Obligations, fees and charges for execution, transportation and safekeeping of Bonds or Notes, costs and expenses of refunding of Bonds or Notes, fees and expenses payable in connection with any Credit Facility, remarketing agreements, tender agent agreements or interest rate indexing agreements, and other costs, charges, and fees in connection with the original issuance of Bonds or Notes.

Costs of Issuance Account means the account of that name established within the Administrative Fund by the General Resolution.

Credit Facility means a letter of credit, revolving credit agreement, standby purchase agreement, surety bond, insurance policy, guaranty, or similar obligation, arrangement, or instrument issued by a bank, insurance company, or other financial institution or the federal government or an agency thereof which (1) provides for payment of all, or a portion of, the principal of, Redemption Price of, or interest on any Series of Bonds, (2) provides funds for the purchase of such Bonds or portions thereof, (3) provides deposits for a fund or account under the General Resolution, or (4) provides for, or further secures, payment of loans or Municipal Obligations, *provided* that with respect to (3) above, the issuer of such Credit Facility must be rated, or the effect of such Credit Facility must be to cause bonds insured or secured thereby to be rated, by each Rating Agency in a rating category no lower than the then current rating on the Bonds (without such Credit Facility).

Debt Service for any period means, as of any date of calculation and with respect to any Series, an amount equal to the sum of (1) interest payable during such period on Bonds of such Series, (2) that portion of the Principal Installments for such Series which are payable during such period, and (3) any “Reimbursement Obligation” or “Parity Reimbursement Obligation” as defined in the General Resolution. Such interest and Principal Installments for such Series shall be calculated on the assumption that no Bonds of such Series Outstanding at the date of calculation will cease to be Outstanding except by reason of the payment of each Principal Installment on the due date thereof.

Debt Service Fund means the fund of that name established by the General Resolution.

Depository means any bank, trust company, or national banking association, which may be the Trustee, selected by the Commission and approved by the Trustee as a depository of moneys and securities held under the provisions of the General Resolution and its successor or successors.

Direct Loans means loans made primarily from the proceeds of federal capitalization grants, the State match, or repayments of Direct Loans, and excludes any Pledged Loan or Proprietary Loan. This type of loan is not funded with Bond proceeds.

DNR means the State of Wisconsin Department of Natural Resources.

DOA means the State of Wisconsin Department of Administration.

DTC means The Depository Trust Company, New York, New York.

Environmental Improvement Fund means the nonlapsible trust fund of that name created by Section 25.43 of the Wisconsin Statutes.

EPA means the United States Environmental Protection Agency.

Expense Account means the account of that name established within the Administrative Fund established by the General Resolution.

Fees and Charges means all fees and charges, if any, charged by the State to Municipalities pursuant to the terms and provisions of Loans or Municipal Obligations but does not include principal of, and interest on, such Municipal Obligations.

Fiduciary or **Fiduciaries** means the Trustee, any Paying Agent, any Depository, or any or all of them, as may be appropriate.

Financial Assistance Agreement means any agreement entered into between DNR, DOA, and a Municipality for financial assistance.

Fiscal Year means any 12 consecutive calendar months commencing with the 2nd day of June and ending on the 1st day of the following June.

General Resolution means the Clean Water Revenue Bond General Resolution adopted by the Building Commission on March 7, 1991, as amended by resolutions adopted by the Commission on July 30, 2003 and June 28, 2006, as the same may be further amended and supplemented from time to time.

Information Services means an institution or other service providing information with respect to called bonds, which shall include, but not be limited to, those identified in the General Resolution and others designated by an Authorized Officer.

Interest Account means the account of that name established within the Debt Service Fund by the General Resolution.

Investment Obligation means any of the following that at the time are legal investments for moneys of the State:

(1) direct general obligations of the United States of America and obligations (including obligations of any federal agency or corporation) the payment of the principal and interest on which, by act of the Congress of the United States or in the opinion of the Attorney General of the United States in office at the time such obligations were issued, are unconditionally guaranteed by the full faith and credit of the United States of America, or so long as at the time of their purchase such investments will not adversely affect the then current ratings, if any, assigned to the Bonds by each Rating Agency, any other evidences of an ownership interest in obligations or in specified portions thereof (which may consist of specified portions of the interest thereon) of the character described in this clause (1);

(2) any bonds or other obligations of any state of the United States of America or of any agency, instrumentality or local governmental unit of any such state (a) which are not callable at the option of the obligor or otherwise prior to maturity or as to which irrevocable notice has been given by the obligor to call such bonds or obligations on the date specified in the notice, (b) which are fully secured as to principal and interest and redemption premium, if any, by a fund consisting only of cash or bonds or other obligations of the character described in clause (1) above which fund may be applied only to the payment of interest when due, principal of and redemption premium, if any, on such bonds or other obligations on the maturity date or dates thereof or the specified redemption date or dates pursuant to such irrevocable instructions, as appropriate, (c) as to which the principal of, and interest on, the bonds and obligations of the character described in clause (1) above which have been deposited in such fund along with any cash on deposit in such fund is sufficient to pay interest when due, principal of, and redemption premium, if any, on the bonds or other obligations described in this clause (2) on the maturity date or dates thereof or on the redemption date or dates specified in the irrevocable instructions referred to in subclause (a) of this clause (2), as appropriate, and (d) which at the time of their purchase under the General Resolution bear the highest rating available from each Rating Agency;

(3) bonds, debentures, participation certificates (representing a timely guaranty of principal and interest), notes or similar evidences of indebtedness of any of the following: Federal Financing Bank, Federal Home Loan Bank System, Federal Farm Credit Bank, Federal National Mortgage Association (excluding "stripped" securities), Federal Home Loan Mortgage Corporation, Resolution Funding Corporation, Government National Mortgage Association, Student Loan Marketing Association, or Tennessee Valley Authority;

(4) public housing bonds issued by public agencies or municipalities and fully secured as to the payment of both principal and interest by a pledge of annual contributions under an annual contributions contract or contracts with the United States of America; or temporary notes, preliminary notes, or project notes issued by public agencies or municipalities, in each case fully secured as to the payment of both principal and interest by a requisition or payment agreement with the United States of America; *provided*, however, that any investment purchased pursuant to this clause (4) shall be rated at the time of its purchase by each Rating Agency no lower than the rating assigned to the Bonds by such Rating Agency;

(5) obligations of any state of the United States of America or of any political subdivision or public agency or instrumentality thereof, including the State, *provided* that at the time of their

purchase under the General Resolution such obligations are rated by each Rating Agency no lower than the rating assigned to the Bonds by such Rating Agency;

(6) direct obligations of the State or obligations guaranteed by the State that have the same rating as direct obligations of the State;

(7) prime commercial paper of a corporation incorporated under the laws of any state of the United States of America, having at the time of their purchase under the General Resolution the highest rating available from each Rating Agency;

(8) interest-bearing time deposits, certificates of deposit, or other similar banking arrangements with banks (which may include any Fiduciary), *provided* such deposits are made with banks rated by each Rating Agency at the time the deposit is made no lower than the rating assigned to the Bonds by such Rating Agency;

(9) shares of a diversified open-end management investment company as defined in the Investment Company Act of 1940, which is a money market fund, which are rated at the time of their purchase by each Rating Agency no lower than the rating assigned to the Bonds by such Rating Agency;

(10) repurchase agreements for obligations of the type specified in clauses (1) and (3) above, *provided* either (a) the repurchase agreement is an unconditional obligation of the counterparty and such counterparty is rated at the time of its purchase by each Rating Agency no lower than the rating assigned to the Bonds by such Rating Agency or (b) the repurchase agreement is an obligation of a counterparty that is rated at the time of its purchase by each Rating Agency in an investment grade category and is collateralized by obligations which are marked to market daily and have a value equal to not less than the percentage of the amount thereby secured specified by each Rating Agency, taking into account the maturity of such obligations;

(11) any investment obligation or deposit the investment in which will not, at the time such investment is made, adversely affect the then current ratings, if any, assigned to the Bonds by each Rating Agency;

(12) any investment agreement with a bank, bank holding company, insurance company, or other financial institution rated at the time such investment is made by each Rating Agency no lower than the rating assigned to the Bonds by such Rating Agency or guaranteed by an entity rated by each Rating Agency no lower than the rating assigned to the Bonds by such Rating Agency; and

(13) the Local Government Pooled–Investment Fund of the State established under Chapter 25 of the Wisconsin Statutes.

Loan Credit Reserve Fund means the fund of that name established by the General Resolution.

Loan Credit Reserve Fund Requirement means and is calculated as follows:

(1) DOA has delivered to the Trustee, with respect to each Rating Agency, a schedule of credit quality categories and loan credit reserve fund requirements (each a **Loan Credit Reserve Fund Schedule** or **Schedule**) approved by such Rating Agency. Each Schedule sets forth the percentage of the annual debt service attributable to each Loan disbursement from the Loan Fund to be deposited in the Loan Credit Reserve Fund with respect to each Loan disbursement. A Schedule may be amended from time to time upon the presentation to the Trustee of a certificate of an Authorized Officer, supported by a certificate from the Rating Agency to which such Schedule applies, confirming that such amendment to the Schedule will not adversely affect the then-outstanding rating assigned to the Bonds by such Rating Agency.

(2) The amount required in the Schedules for each Loan disbursement from the Loan Fund is the “**Contribution Amount**”.

(3) The Loan Credit Reserve Fund Requirement shall be, as of any date of calculation, the total Contribution Amount derived from each Schedule (and if the Schedules provide for different total Contribution Amounts, then the highest total Contribution Amount) that would be required were all disbursements from the Loan Fund outstanding to be disbursed on that date, based on the then-current Schedules.

Loan Fund means the fund of that name established by the General Resolution.

Municipal Obligations means the bonds, notes, or other evidences of debt issued by any Municipality and authorized by law and acquired by the State as evidence of indebtedness of a Pledged Loan, Direct Loan, or Proprietary Loan to the Municipality pursuant to the Act. Municipal Obligations may constitute any of a combination of the following: a revenue obligation secured by a covenant to assess user fees and a pledge of the utility's revenues, a revenue obligation secured by special assessments and other utility revenue and a pledge of the utility's revenues, or a general obligation secured by a tax levy and a pledge of all available financial resources of the Municipality.

Municipality means a political subdivision of the State constituting a "municipality" within the meaning of the Act, duly organized and existing under the laws of the State and any successor entity or a federally recognized American Indian tribe or band in the State.

Non-SRF Account means account of that name established by the General Resolution within the Loan Credit Reserve Fund.

Notes mean any bond anticipation notes issued by the State pursuant to the Act.

Outstanding, when used with reference to Bonds, other than Bonds owned or held by or for the account of the State, means, as of any date, Bonds theretofore or then being delivered under the provisions of the General Resolution, except: (1) any Bonds cancelled by the Trustee or any Paying Agent at or prior to such date, (2) any Bonds for the payment or redemption of which moneys equal to the principal amount or Redemption Price thereof, as the case may be, with interest to the date of maturity or redemption date, shall be held by the Trustee or the Paying Agents in trust (whether at or prior to the maturity or redemption date), *provided* that if such Bonds are to be redeemed, irrevocable notice of such redemption shall have been given as provided in the General Resolution or provision satisfactory to the Trustee shall have been made for the giving of such notice, (3) any Bonds in lieu of or in substitution for which other Bonds shall have been delivered pursuant to the General Resolution, and (4) Bonds deemed to have been paid as provided in the General Resolution. In determining whether Bondowners of the requisite amount of Outstanding Bonds have given any requisite demand, authorization, direction, notice, consent, or waiver under the General Resolution, the principal amount of a Capital Appreciation Bond that shall be deemed Outstanding for such purposes shall be the Accreted Value thereof.

Parity Reimbursement Obligation means the obligation of the State to directly reimburse the issuer of a Credit Facility for amounts paid under the terms of such Credit Facility, together with interest thereon, whether or not such obligation to so reimburse is evidenced by a promissory note or other similar instrument, which obligation shall be secured on a parity with the lien created by the General Resolution.

Paying Agent for the Bonds of any Series means the bank, trust company, or national banking association, which may be the Trustee, and its successor or successors, appointed pursuant to the provisions of the General Resolution and a Series Resolution or any other resolution of the Commission adopted prior to authentication and delivery of the Series of Bonds for which such Paying Agent or Paying Agents shall be so appointed.

Pledged Loan or Leveraged Loan means a loan made by the State to a Municipality from the Loan Fund pursuant to a Financial Assistance Agreement and the Act. This type of loan is funded from the Loan Fund and with Bond proceeds.

Pledged Loan Repayments or Leveraged Loan Repayments means any payment on a Pledged Loan pursuant to a Financial Assistance Agreement, or on the Municipal Obligations evidencing and securing the same, on account of the principal, interest, and premium, if any, due on such Pledged Loan, including

scheduled payments of principal of, and interest on, such Loan or Municipal Obligation, any payment made to cure a default, prepayments of principal or interest, and any additional amounts payable upon prepayment of such Pledged Loan or Municipal Obligations, and any amounts paid with respect to such Pledged Loan or Municipal Obligation on account of (1) acceleration of the due date of such Pledged Loan or such Municipal Obligation, (2) the sale or other disposition of such Pledged Loan or the Municipal Obligations and other collateral securing such Pledged Loan, (3) the receipt of proceeds of any insurance or guaranty of such Pledged Loan or Municipal Obligations or any Credit Facility applicable to such Pledged Loan or Municipal Obligations, and (4) the exercise of any right or remedy granted to the State and available under law or the applicable Financial Assistance Agreement upon default on such Pledged Loan or Municipal Obligations, but specifically excluding any payment of Fees and Charges.

Pledged Receipts means:

- (1) all Pledged Loan Repayments, including both timely and delinquent payments,
- (2) Fees and Charges held or collected by the State,
- (3) any moneys received by the State under Section 281.59 (11) (b) of the Wisconsin Statutes (that is, State payments intercepted by DOA and taxes collected by county treasurers) upon a default under a Municipal Obligation,
- (4) any moneys made available to the Clean Water Fund Program pursuant to Section 281.59 (13m) of the Wisconsin Statutes (that is, as a result of the designation of an individual Loan as one to which the State's "moral obligation" applies),
- (5) any moneys collected by recourse to collateral and security devices under the Municipal Obligations, and
- (6) any other moneys held or received by the State or the Trustee relating to the Municipal Obligations.

Principal Account means the account of that name established within the Debt Service Fund by the General Resolution.

Principal Installment means, as of any date of calculation and with respect to any Series of Bonds Outstanding, (1) the principal amount or Accreted Value of Bonds of such Series due on any payment date for which no Sinking Fund Installments have been established, or (2) the Sinking Fund Installment due on a date for Bonds of such Series, or (3) if such dates coincide, the sum of such principal amount or Accreted Value of Bonds and of such Sinking Fund Installment(s) due on such date; in each case in the amounts and on the dates as provided in the Series Resolution authorizing such Series of Bonds; *provided*, however, that Principal Installments shall not include the principal of Notes.

Project means any municipal project for the design, acquisition, construction, improvement, repair, reconstruction, renovation, or expansion of any municipal wastewater collection or treatment system or water supply system that is eligible for financing by the State pursuant to the Act.

Proprietary Loan means financial assistance made primarily from the proceeds of State general obligation bonds or repayment of Proprietary Loans, and excludes any Direct Loan or Pledged Loan. This financial assistance is not funded with Bond proceeds.

Rating Agency means a credit rating agency which is nationally recognized for skill and expertise in rating the credit of obligations similar to the Bonds and which has assigned and currently maintains a rating on any Outstanding Bonds at the request of the State (which request may be withdrawn by the State so long as following such withdrawal of request, the Bonds are rated by at least two Rating Agencies), and any successor to any such agency by merger, consolidation, or otherwise.

Rebate Fund means the fund of that name established by the General Resolution.

Record Date means, unless otherwise determined by a Series Resolution for a Series of Bonds, the close of business on the 15th day preceding a payment date or, if such day shall not be a Business Day, the

immediately preceding Business Day. For the 2006 Series 2 Bonds and all subsequently issued Bonds, each respective Series Resolution provides that **Record Date** means the close of business on the 15th day (whether or not a business day) of the calendar month next preceding the interest payment date.

Redemption Account means the account of that name established within the Debt Service Fund by the General Resolution.

Redemption Price, means (1) when used with respect to a Bond other than a Capital Appreciation Bond, or a portion of a Bond to be redeemed, means the principal amount of such Bond or such portion thereof plus the applicable premium, if any, payable upon redemption thereof, plus interest to the redemption date, pursuant to the General Resolution and the applicable Series Resolution and (2) when used with respect to a Capital Appreciation Bond, “Redemption Price” means the Accreted Value on the date of redemption of such Bond or portion thereof plus the applicable premium, if any, pursuant to the General Resolution and the applicable Series Resolution.

Refunding Bonds means Bonds issued to refund other Bonds.

Revenue Fund means the fund of that name established by the General Resolution.

Series of Bonds or Bonds of a Series or words of similar meaning means the series of Bonds authorized by a Series Resolution.

Series Resolution means a resolution of the Building Commission authorizing the issuance of a Series of Bonds in accordance with the terms and provisions of the General Resolution.

Sinking Fund Installment means, as of any particular date of calculation, (1) the amount required by the General Resolution and a Series Resolution to be deposited by the State for the retirement of Bonds which are stated to mature subsequent to such date or (2) the amount required by the General Resolution and a Series Resolution to be deposited by the State on a date for the payment of Bonds at maturity on a subsequent date.

SRF Account means account of that name established by the General Resolution within the Loan Credit Reserve Fund.

State means the State of Wisconsin.

State Equity Fund means the fund of that name established by the General Resolution.

Subsidy Fund means the fund of that name established by the General Resolution.

Subsidy Fund Requirement means that amount which, when invested as permitted in the General Resolution, is projected by an Authorized Officer to result in an amount being available during each period commencing on an interest payment date and ending on the next interest payment date (**Period**) which is at least equal to the amount by which Aggregate Debt Service payable during the Period exceeds the sum of (1) scheduled disbursements from the Capitalized Interest Account and (2) Loan Repayments scheduled to be received during the Period from sources other than transfers of Loan capitalized interest from the Loan Fund. In making the projections set forth above, the State may treat undisbursed amounts in the Loan Fund as if (a) such undisbursed amounts were invested at an appropriate rate of interest to the final maturity of Bonds and (b) such undisbursed amounts and the earnings thereon were transferred from time to time to the Revenue Fund to pay debt service, and for purposes of calculating the Subsidy Fund Requirement, such amounts may be treated as if they were Loan Repayments made pursuant to clause (2) above; *provided* that, prior to each Loan disbursement, the State recalculates the Subsidy Fund Requirement assuming for purposes of calculation that the disbursement has been made (and is repayable in accordance with the applicable Municipal Obligations).

Subsidy Fund Transfer Amount means, with respect to any Interest Payment Date, the amount by which Aggregate Debt Service payable during the Period (as such term is used in the definition of Subsidy Fund Requirement) ending on such Interest Payment Date exceeds the sum of (1) Loan Repayments scheduled to be received and delinquent Loan Repayments actually received during the

Period, (2) earnings on the Loan Credit Reserve Fund deposited in the Revenue Fund during the Period, (3) any moneys on deposit in the Revenue Fund, the Interest Account of the Debt Service Fund, or the Principal Account of the Debt Service Fund at the beginning of the Period, (4) any amounts in the Loan Fund transferred to the Revenue Fund during the Period as directed in a certificate of an Authorized Officer, and (5) amounts scheduled to be transferred from the Capitalized Interest Account to the Interest Account during the Period.

Supplemental Resolution means a resolution supplemental to or amendatory of the General Resolution, adopted by the Commission in accordance with the General Resolution.

Trustee means U.S. Bank National Association, and its successor or successors and any other bank, trust company, or national banking association at any time substituted in its place pursuant to the General Resolution.

APPENDIX A

AUDITED FINANCIAL STATEMENTS

The following are the independent auditor's report and financial statements for the Environmental Improvement Fund for the years ended June 30, 2012 and 2011, along with supplemental information as of June 30, 2012, and the independent auditor's report and financial statements for the Leveraged Loan Portfolio for the year ended June 1, 2011.

Financial statements present the financial position, results of operations, and cash flows of the Environmental Improvement Fund for the fiscal years ended June 30, 2012 and 2011. These financial statements are not intended to predict future cash flows that will be available for the benefit of bondholders pursuant to the bond resolutions.

Baker Tilly Virchow Krause LLP, the independent auditor of the Environmental Improvement Fund, has not been engaged to perform and has not performed, since the date of its reports included on the following pages, any procedures on the financial statements addressed in those reports. Baker Tilly Virchow Krause LLP also has not performed any procedures related to Part VI of the 2012 Annual Report.

{This page number is the last sequential page number of the 2012 Annual Report to be used in Part VI of the 2012 Annual Report. The following uses page numbers from the financial statements and independent auditor's report. The sequential page numbers for the 2012 Annual Report continue in Part VII.}

**STATE OF WISCONSIN
ENVIRONMENTAL IMPROVEMENT FUND**

FINANCIAL STATEMENTS
As of and for the Years Ended June 30, 2012 and 2011,
SUPPLEMENTAL INFORMATION
For the Year Ended June 30, 2012, and
Independent Auditors' Report

AND

LEVERAGED LOAN PORTFOLIO

FINANCIAL STATEMENTS
As of and for the Year Ended June 1, 2012, and
Independent Auditors' Report

STATE OF WISCONSIN

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INDEPENDENT AUDITORS' REPORT

To the Secretary of the Department of Administration
and the Secretary of the Department of
Natural Resources of the State of Wisconsin

We have audited the accompanying financial statements of the State of Wisconsin Environmental Improvement Fund, an enterprise fund of the State of Wisconsin, as of June 30, 2012 and 2011, and for the years then ended as listed in the table of contents. These financial statements are the responsibility of management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

As discussed in Note 1, the financial statements present only the State of Wisconsin Environmental Improvement Fund and do not purport to, and do not, present fairly the financial position of the State of Wisconsin as of June 30, 2012, and the changes in financial position and, where applicable, its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

In our opinion, the financial statements referred to previously present fairly, in all material respects, the financial position of the State of Wisconsin Environmental Improvement Fund as of June 30, 2012 and 2011, and the changes in its financial position and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America, as they apply to enterprise funds of governmental entities.

In accordance with *Government Auditing Standards*, we have also issued our report dated November 2, 2012 on our consideration of the State of Wisconsin Environmental Improvement Fund's internal control over financial reporting and our tests of its compliance with certain provisions of laws, regulations, contracts, grant agreements, and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* and should be considered in assessing the results of our audit.

To the Secretary of the Department of Administration
and the Secretary of the Department of
Natural Resources of the State of Wisconsin

Our audit was conducted for the purpose of forming an opinion on the financial statements that collectively comprise the State of Wisconsin Environmental Improvement Fund's financial statements. The Statement of Net Assets By Program, Statement of Revenues, Expenses, and Changes in Net Assets by Program, and the Statement of Cash Flows by Program as listed in the table of contents are presented for purposes of additional analysis and are not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements taken as a whole.

The State of Wisconsin Environmental Improvement Fund has not presented the management's discussion and analysis that governmental accounting principles generally accepted in the United States of America require be presented to supplement the financial statements. Such missing information, although not part of the financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of the financial reporting for placing the financial statements in an appropriate operational, economical, or historical context. Our opinion on the financial statements is not affected by this missing information.

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the State of Wisconsin Environmental Improvement Fund's financial statements. The "Other Information" listed in the accompanying table of contents are presented for purposes of additional analysis and are not a required part of the financial statements. Such information has not been subjected to the auditing procedures applied in the audit of the financial statements, and accordingly, we do not express an opinion or provide any assurance on it.

Baker Tilly Vinchow Krause, LLP

Madison, Wisconsin
November 2, 2012

**STATE OF WISCONSIN
ENVIRONMENTAL IMPROVEMENT FUND**

STATEMENTS OF NET ASSETS
As of June 30, 2012 and 2011

	2012	2011
ASSETS		
Current Assets		
Unrestricted cash and cash equivalents	\$ 326,057,452	\$ 337,568,816
United States Treasury Notes, purchased in connection with forward delivery agreements, at cost	47,741,449	47,733,224
Receivables		
Loans to local governments - current portion	152,558,621	149,185,685
Due from other funds	3,655	222,359
Due from other governmental entities	8,235,503	8,428,133
Accrued investment income	285,109	231,147
Prepaid items	21,305	23,194
Total Current Assets	534,903,094	543,392,558
Noncurrent Assets		
Restricted assets - cash equivalents	101,181,119	99,784,832
Investments - State of Wisconsin general obligation clean water bonds, at fair value	200,721,339	172,883,650
Loans to local governments	1,776,478,392	1,750,677,951
Advances to other funds	4,150,580	3,450,650
Prepaid items	184,349	201,237
Deferred debt expense	3,341,058	3,934,941
Capital Assets		
Equipment	20,357	20,357
Less: Accumulated depreciation	(18,549)	(14,932)
Total Capital Assets (Net of Accumulated Depreciation)	1,808	5,425
Total Noncurrent Assets	2,086,058,645	2,030,938,686
TOTAL ASSETS	\$ 2,620,961,739	\$ 2,574,331,244
LIABILITIES AND NET ASSETS		
Current Liabilities		
Accrued expenses	\$ 69,255	\$ 142,874
Accrued interest on bonds	3,461,139	3,690,707
Due to other funds	1,234,276	865,114
Due to other governmental entities	20	209,739
Compensated absences - current portion	42,945	45,548
Revenue obligation bonds - current maturities	59,170,000	58,170,000
Total Current Liabilities	63,977,635	63,123,982
Noncurrent Liabilities		
Accrued expenses	30,240	28,308
Due to other governmental entities	927,365	518,363
Compensated absences	42,667	40,064
Revenue obligation bonds, net (including deferred charge)	814,480,284	878,781,402
Total Noncurrent Liabilities	815,480,556	879,368,137
Total Liabilities	879,458,191	942,492,119
Net Assets		
Restricted for environmental improvement	1,727,658,455	1,609,417,153
Unrestricted	13,845,093	22,421,972
Total Net Assets	1,741,503,548	1,631,839,125
TOTAL LIABILITIES AND NET ASSETS	\$ 2,620,961,739	\$ 2,574,331,244

See accompanying notes to financial statements.

**STATE OF WISCONSIN
ENVIRONMENTAL IMPROVEMENT FUND**

STATEMENTS OF REVENUES, EXPENSES AND CHANGES IN NET ASSETS
For the Years Ended June 30, 2012 and 2011

	2012	2011
OPERATING REVENUES		
Loan interest	\$ 29,284,558	\$ 29,349,975
Interest income used as security for revenue bonds	21,251,166	21,219,541
Miscellaneous other	41,360	44,925
Total Operating Revenues	50,577,084	50,614,441
 OPERATING EXPENSES		
Interest	39,521,680	41,782,670
Salaries and benefits	3,776,581	4,577,744
Contractual services and other	2,007,346	1,929,449
Depreciation	3,617	3,617
Total Operating Expenses	45,309,224	48,293,480
 Operating Income	 5,267,860	 2,320,961
 NONOPERATING REVENUES (EXPENSES)		
Investment income	1,198,596	1,226,948
Investment income used as security for revenue bonds	30,969,648	22,418,723
Operating grants	66,216,993	77,618,989
Grants awarded	(14,125,085)	(41,743,752)
Total Nonoperating Revenues (Expenses)	84,260,152	59,520,908
 INCOME BEFORE TRANSFERS	 89,528,012	 61,841,869
Transfers in	57,463,994	46,718,179
Transfers out	(37,327,583)	(32,718,793)
 Increase in Net Assets	 109,664,423	 75,841,255
 TOTAL NET ASSETS - Beginning of Year	 1,631,839,125	 1,555,997,870
 TOTAL NET ASSETS - END OF YEAR	 \$ 1,741,503,548	 \$ 1,631,839,125

See accompanying notes to financial statements.

**STATE OF WISCONSIN
ENVIRONMENTAL IMPROVEMENT FUND**

STATEMENTS OF CASH FLOWS
For the Years Ended June 30, 2012 and 2011

	2012	2011
CASH FLOWS FROM OPERATING ACTIVITIES		
Payments to employees for services	\$ (3,551,326)	\$ (5,552,761)
Payments to suppliers and other	(1,907,362)	(3,068,699)
Other operating revenues	41,360	44,925
Net Cash Flows From Operating Activities	(5,417,328)	(8,576,535)
 CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES		
Operating grants received	66,456,390	78,487,629
Grants paid	(14,125,085)	(41,743,752)
Transfers in	57,463,994	46,718,179
Transfers out	(37,327,583)	(32,718,793)
Proceeds from issuance of long-term debt	-	172,424,459
Refunded debt	-	(39,510,000)
Retirement of long-term debt	(58,170,000)	(70,690,000)
Interest payments	(44,288,483)	(48,413,023)
Advances to other funds	(699,930)	(973,150)
Net Cash Flows From Noncapital Financing Activities	(30,690,697)	63,581,549
 CASH FLOWS FROM INVESTING ACTIVITIES		
Origination of loans	(183,005,504)	(251,907,835)
Collection on loans	153,832,127	171,509,966
Interest received on loans	9,238,765	9,960,771
Purchase of investments	(109,958,612)	(155,056,137)
Liquidation of investments	105,397,215	159,247,178
Investment and interest income	50,488,957	50,280,549
Net Cash Flows From Investing Activities	25,992,948	(15,965,508)
 Net Increase (Decrease) in Cash and Cash Equivalents	(10,115,077)	39,039,506
 CASH AND CASH EQUIVALENTS - Beginning of Year	437,353,648	398,314,142
 CASH AND CASH EQUIVALENTS - END OF YEAR	\$ 427,238,571	\$ 437,353,648

	<u>2012</u>	<u>2011</u>
RECONCILIATION OF OPERATING INCOME TO NET CASH FLOWS FROM OPERATING ACTIVITIES		
Operating income	\$ 5,267,860	\$ 2,320,961
ADJUSTMENTS TO RECONCILE OPERATING INCOME TO NET CASH FLOWS FROM OPERATING ACTIVITIES		
Amortization	(4,581,286)	(3,813,714)
Interest income classified as investing activity	(50,535,725)	(50,569,516)
Interest expense classified as noncapital financing activity	44,332,534	45,456,802
Noncash items in operating income		
Depreciation	3,617	3,617
Changes in assets and liabilities		
Due from other funds	1,040,816	(569,647)
Other receivables	-	164,244
Prepaid items	18,777	16,293
Deferred debt expense	-	(1,083,781)
Accrued expenses	(71,663)	(28,002)
Accrued interest on bonds	(229,568)	139,582
Due to other funds	(452,952)	(654,703)
Due to other governmental entities	(209,738)	41,329
Total Adjustments	<u>(10,685,188)</u>	<u>(10,897,496)</u>
NET CASH FLOWS FROM OPERATING ACTIVITIES	<u>\$ (5,417,328)</u>	<u>\$ (8,576,535)</u>
 RECONCILIATION OF CASH AND CASH EQUIVALENTS TO THE STATEMENT OF NET ASSETS		
Unrestricted cash and cash equivalents - statement of net assets	\$ 326,057,452	\$ 337,568,816
Investments in United States Treasury Notes, purchased in connection with forward delivery agreements	47,741,449	47,733,224
Investments in State of Wisconsin general obligation clean water bonds	200,721,339	172,883,650
Restricted cash and cash equivalents - statement of net assets	101,181,119	99,784,832
Total Cash and Investments	<u>675,701,359</u>	<u>657,970,522</u>
Less: Non-cash equivalents	<u>(248,462,788)</u>	<u>(220,616,874)</u>
CASH AND CASH EQUIVALENTS - END OF YEAR	<u>\$ 427,238,571</u>	<u>\$ 437,353,648</u>
 NONCASH INVESTING AND NONCAPITAL FINANCING ACTIVITIES:		
Net change in unrealized gains and losses	<u>\$ 23,284,518</u>	<u>\$ 13,223,658</u>

See accompanying notes to financial statements.

STATE OF WISCONSIN ENVIRONMENTAL IMPROVEMENT FUND

NOTES TO FINANCIAL STATEMENTS
As of and for the Years Ended June 30, 2012 and 2011

NOTE 1 – NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Reporting Entity—The State of Wisconsin Environmental Improvement Fund (the “Fund”) is an enterprise fund of the State of Wisconsin (the “State”) administered by the State of Wisconsin Department of Natural Resources (the “DNR”) and the State of Wisconsin Department of Administration (the “DOA”).

The Fund was established with the adoption of the 1997-1999 State of Wisconsin budget. The Fund replaced the Clean Water Fund Program and expanded loan activity to include drinking water system loans and brownfield loans. The Fund provides for three separate environmental financing programs: the Clean Water Fund Program, the Safe Drinking Water Loan Program, and the Land Recycling Loan Program.

The Clean Water Fund Program was established in 1990 and provides financial assistance to municipalities at subsidized interest rates for the purpose of constructing or improving municipal wastewater facilities. The Safe Drinking Water Loan Program was established in 1997 and provides municipal loans for the construction or repair of municipal drinking water facilities. The following four loan portfolios comprise the Environmental Improvement Fund:

- > **Leveraged Loan Portfolio**—This portfolio is funded by proceeds of revenue obligation bonds and operating transfers from the State. Assets in this portfolio are used for loans for Wisconsin municipal wastewater projects that meet applicable State eligibility and reporting requirements of the Clean Water Fund Program.
- > **Direct Loan Portfolio**—This portfolio is funded by the U.S. Environmental Protection Agency (the “EPA”) grants and operating transfers from the State (i.e., a minimum 20% match of EPA capitalization grant). Repayments from loans in this portfolio are also used to fund new loans. Loans in this portfolio are made for wastewater projects that comply with EPA eligibility and reporting requirements of the Clean Water Fund Program.
- > **Proprietary Loan/Grant Portfolio**—This portfolio is funded by operating transfers from the State. Assets of this portfolio are used to fund both loans and hardship grants for qualifying wastewater projects. Repayments from loans in this portfolio may be used to fund new loans or hardship grants under the Clean Water Fund Program.
- > **Drinking Water Loan Portfolio**—This portfolio is funded by the EPA grants and operating transfers from the State (the State is required to match a minimum of 20% of EPA grants). Repayments from loans in this portfolio may be used to fund new loans. Loans in this portfolio are made for drinking water projects that comply with EPA eligibility and reporting requirements under the Safe Drinking Water Loan Program.

The Land Recycling Loan Program is a municipal loan program for the remediation of contaminated lands. As of June 30, 2012 and 2011, there were ten loans granted under this program for a total of \$15,218,891. As of June 30, 2012 and 2011, the total amount drawn on these loans was \$13,500,343. The Land Recycling Program loans are included in the Clean Water Fund Program – Direct Loan Portfolio for reporting purposes.

STATE OF WISCONSIN ENVIRONMENTAL IMPROVEMENT FUND

NOTES TO FINANCIAL STATEMENTS As of and for the Years Ended June 30, 2012 and 2011

NOTE 1 – NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont.)

Reporting Entity (cont.)—The Fund applies all applicable Governmental Accounting Standards Board (“GASB”) pronouncements as well as the following pronouncements issued on or before November 30, 1989, unless these pronouncements conflict with or contradict GASB pronouncements: Financial Accounting Standards Board (FASB) Statements and Interpretations, Accounting Principles Board Opinions, and Accounting Research Bulletins of the Committee on Accounting Procedure.

Net Operating Income/Loss—The Fund incurred net operating income of \$5.3 million in 2012 and net operating income of \$2.3 million in 2011. Management anticipates the Fund will periodically incur net operating losses in some years. As explained in Note 2, a loss will generally result from the Fund’s statutory mission to provide loans to municipalities at interest rates below the Fund’s own cost of funds. Previous losses have historically been funded by EPA grants and operating transfers from the State of Wisconsin. EPA grants were approximately \$66.2 million and \$77.6 million in 2012 and 2011, respectively, and are classified as operating grants. Transfers from the State of Wisconsin were approximately \$2.2 million and \$1.5 million in 2012 and 2011, respectively, and are classified as transfers in. Management expects the grants and transfers will continue for the foreseeable future sufficient to fund both the anticipated future net operating losses and, together with additional borrowing, to fund additional loans to municipalities.

Loans Receivable—Loans receivable are recorded at cost. Direct costs to originate loans are not material and are expensed as incurred. Fees received to originate loans are not material and are recorded as income when received.

Interest on Loans Receivable—Interest on loans receivable is recognized on an accrual basis and recorded within Due From Other Governmental Entities on the statements of net assets.

Investments—The Fund may invest in direct obligations of the United States and Canada, securities guaranteed by the United States, certificates of deposit issued by banks in the United States, and solvent financial institutions in the State, commercial paper and nonsecured corporation notes and bonds, bankers acceptances, participation agreements, privately placed bonds and mortgages, common and preferred stock and other securities approved by applicable sections of the Wisconsin Statutes, bond resolutions, and various trust indentures (see Note 3 to the financial statements).

United States Treasury Notes, Purchased in Connection with Forward Delivery Agreements—The Fund holds United States Treasury Notes as investments at June 30, 2012 and 2011 and records the notes at cost. The Fund purchased these securities in accordance with the Forward Delivery Agreements (see Note 4).

GASB Statement No. 31 (GASB No. 31) states that investments in participating interest-earning investment contracts must be reported at fair value. The four forward delivery agreements with Wachovia Bank, NA (“Wachovia”); one forward delivery agreement with Westdeutsche Landesbank Girozentral (“WestLB”); and two forward delivery agreements with JP Morgan Chase Bank (“JP Morgan”) described in Note 4 would be considered participating investment contracts under GASB No. 31. Management has accounted for the agreements as investments in short-term U.S. treasury notes, at cost, rather than as investment contracts at fair value because management believes the difference between cost and fair value does not have a material impact on the financial statements. At June 30, 2012, the fair value of the Fund’s interest in these agreements was above the cost of the treasury securities owned by \$1,239,624. At June 30, 2011, the fair value was above the cost by \$1,180,707.

STATE OF WISCONSIN ENVIRONMENTAL IMPROVEMENT FUND

NOTES TO FINANCIAL STATEMENTS
As of and for the Years Ended June 30, 2012 and 2011

NOTE 1 – NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont.)

Investments—Investments that are stated at fair value include the State of Wisconsin Investment Board Local Government Investment Pool (see Note 3) and the State of Wisconsin General Obligation Clean Water Bonds (see Note 8). The Fund has received fair value information for investments from external sources. Changes in the fair value of investments are included in investment income. All other investments are reported at cost. Accrued interest on investments is recorded as earned. To the extent interest income on investments exceeds applicable arbitrage limits specified in the internal Revenue Code; the amount that must be rebated (“estimated arbitrage”) to the U.S. Treasury is recorded as a reduction of investment income (see Note 9). Investment transactions are recorded on the trade date.

Deferred Debt Expense—Issuance costs relating to the revenue obligation bonds are capitalized and are being amortized as a component of interest expense using the effective rate method.

Revenue Obligation Bonds—Interest expense on revenue obligation bonds is recognized on an accrual basis.

Debt Defeasance—Advance refundings of debt obligations that meet the criteria of GASB Statement No. 23 are recorded as an extinguishment of debt. The securities held in trust and the defeased obligations are not reported in the financial statements (see Note 7).

Deferred Charge—The Fund defers the difference between the reacquisition price and the net carrying amount of defeased debt and amortizes it as a component of interest expense over the shorter of the remaining life of the old debt or the life of the new debt. The unamortized deferred charge related to debt defeasance is classified as a reduction of revenue obligation bonds.

Cash Equivalents—The Fund considers all highly liquid investments with an original maturity of three months or less when purchased to be cash equivalents. The Fund also considers as cash equivalents guaranteed investment contracts or repurchase agreements permitting withdrawals required by the bond resolution to meet insufficiencies in debt service payments. Repurchase agreements and guaranteed investment contracts are valued at cost because they are nonparticipating contracts due to the non-negotiability of these investments and because the amount of any withdrawals made do not consider market interest rates.

Cash and cash equivalents in the Direct Loan Portfolio and Leveraged Loan Portfolio, while classified as unrestricted assets under accounting principles generally accepted in the United States (“GAAP”), are restricted as to use under federal statute and code and under the Clean Water Revenue Bond covenants and indenture. Those federal restrictions require that, with few exceptions, the funds can only be used for purposes of making loans to municipalities for program purposes, and that the funds must be kept available “in perpetuity” for such purposes. Likewise, the Clean Water Revenue Bond indenture specifies the use of bond proceeds, proceeds from loan repayments, and money in other accounts created under the bond indenture.

Restricted Assets—Mandatory segregations of assets are presented as restricted assets. Such segregations are required by bond agreements. The restricted assets will be used for retirement of related long-term debt in the event that sufficient resources are not otherwise available.

STATE OF WISCONSIN ENVIRONMENTAL IMPROVEMENT FUND

NOTES TO FINANCIAL STATEMENTS As of and for the Years Ended June 30, 2012 and 2011

NOTE 1 – NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont.)

Capital Assets—Capital assets, which consist of equipment, are reported when they have a unit cost of \$5,000 or more and a useful life of two or more years. Purchased or constructed capital assets are valued at cost or estimated historical cost if actual historical cost is not practically determinable. Donated capital assets are recorded at their fair value at the time received. Exhaustible capital assets are depreciated using the straight-line method over the asset's useful life. Equipment is generally depreciated over 2 to 40 years per the State of Wisconsin's capital assets policy. Capital assets are not material to the financial statements.

Net Assets—Net assets are classified as either restricted or unrestricted based on the presence or absence of restrictions, including federal laws, the Cleanwater Act of 1987, resolutions, state statutes, and Title XIV of the 1996 Safe Drinking Water Act, as amended. When both restricted and unrestricted resources are available for use, restricted resources are used first, then unrestricted as they are needed.

Revenue Recognition—Loan interest and investment income are recognized as revenue when earned. Operating grants are recognized as revenue in the period the related expense occurs and include \$66.2 million and \$77.6 million of EPA contributions in 2012 and 2011, respectively.

Hardship Grants—Hardship grants are recognized as an expense when the funds are disbursed.

Transfers In/(Out)—Transfers in consist of capital contributions from the State of Wisconsin and are recognized as the contributions are received. Transfers out consist of items related to debt service.

Estimates—The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

NOTE 2 – FINANCIAL ASSISTANCE AGREEMENTS TO LOCAL GOVERNMENTS

Loans to local governments at June 30, 2012 and 2011 represent loans for wastewater treatment projects or drinking water projects and are for terms of up to 20 years. These loans are made at a variety of prescribed interest rates based on project type categories. In order to effectuate statutory policy, virtually all of the loans issued by the Clean Water Fund Program, Safe Drinking Water Loan Program and Land Recycling Loan Program are at interest rates that are below the State's cost of borrowing. The net losses that can result from this negative interest margin are funded by State transfers. Interest rates on loans receivable ranged from 5.8% to 0% in both 2012 and 2011. The weighted average interest rate was 2.509% and 2.475% at June 30, 2012 and 2011, respectively. The loans contractually are revenue obligations or general obligations of the local governments, or both. Additionally, various statutory provisions exist which provide further security for payment.

In the event of a default, the State can intercept State aid payments due to the applicable local government, induce an additional charge to the amount of property taxes levied by the county in which the applicable local government is located, or both. Accordingly, no reserve for loan loss is deemed necessary. At June 30, 2012, all loans were performing in accordance with the contractual terms with the exception of one loan made to a village that has an outstanding amount at year end of \$3,619,621. The State is currently considering alternative options to improve the likelihood of full collection of principal and interest from the village.

STATE OF WISCONSIN ENVIRONMENTAL IMPROVEMENT FUND

NOTES TO FINANCIAL STATEMENTS As of and for the Years Ended June 30, 2012 and 2011

NOTE 2 – FINANCIAL ASSISTANCE AGREEMENTS TO LOCAL GOVERNMENTS (cont.)

Of the loans outstanding at June 30, 2012 and 2011, \$653,087,969 and \$627,933,146 (34% and 33%), respectively, were loans due from the Milwaukee Metropolitan Sewerage District.

The Clean Water Fund Program, Safe Drinking Water Loan Program, and Land Recycling Loan Program entered into \$262,572,690 of new loans and \$22,364,480 of new grants during fiscal year 2012. For fiscal year 2011, these same programs entered into \$195,586,529 of new loans and \$4,044,050 of new grants. As of June 30, 2012, they had undisbursed commitments of \$253,556,977 relating to loans and \$1,681,114 relating to grants. For fiscal year 2011, they had undisbursed commitments of \$199,193,376 relating to loans and \$2,680,786 relating to grants. From July 1, 2012 to September 14, 2012, the Fund made additional loan disbursements of \$48,991,399 for financial assistance agreements that were outstanding prior to June 30, 2012. \$5,331,341 of additional loans were executed between July 1, 2012 and September 14, 2012. These funding commitments are generally met through the proceeds from additional Federal grants, recycled loan payments, and from the issuance of additional revenue obligation bonds (Note 6).

NOTE 3 – CASH AND CASH EQUIVALENTS

As of June 30, 2012 and 2011, cash and cash equivalents consisted of the following:

	2012	2011
State of Wisconsin Investment Board ("SWIB")		
Local Government Investment Pool ("LGIP"), at fair value	\$ 419,640,661	\$ 429,755,041
Investments reported at cost:		
Repurchase Agreement with Bayerische Landesbank	7,597,910	7,597,910
Miscellaneous cash	-	697
	427,238,571	437,353,648
Less: Amounts classified as restricted assets (see Note 6)	(101,181,119)	(99,784,832)
Total Unrestricted Cash and Cash Equivalents	\$ 326,057,452	\$ 337,568,816

The LGIP is an investment fund managed by SWIB that accepts investment deposits from over 1,000 municipalities and other public entities in the State of Wisconsin. The objectives of the LGIP are to provide safety of principal and liquidity while earning a competitive money market rate of return. The LGIP functions in a manner similar to a money market fund in that the yield earned changes daily and participants may invest or withdraw any or all amounts on a daily basis at par value. The LGIP is not a Securities and Exchange Commission ("SEC") registered investment, but is regulated by Wisconsin Statutes 25.14 and 25.17. At June 30, 2012, the current yield on the LGIP was 0.16%, compared to 0.11% as of June 30, 2011. The LGIP investment is stated at fair value.

STATE OF WISCONSIN ENVIRONMENTAL IMPROVEMENT FUND

NOTES TO FINANCIAL STATEMENTS As of and for the Years Ended June 30, 2012 and 2011

NOTE 3 – CASH AND CASH EQUIVALENTS (cont.)

The repurchase agreement with Bayerische Landesbank is collateralized by U.S. Treasury notes, bonds and debentures. At June 30, 2012 and 2011, the repurchase agreement had a market value of \$8,660,818 and \$8,747,922, respectively. The collateral is held by Wells Fargo Bank pursuant to a custody agreement. The repurchase agreement contains a fixed yield of 6.5%. The repurchase agreement provides for liquidation of investments at par if and when required by the terms of the Clean Water Revenue Bond General Resolution.

<u>As of June 30, 2012</u>	<u>Amount</u>	<u>Exposure to Custodial Credit Risk</u>	<u>Credit Risk</u>	<u>Interest Rate Risk</u>	<u>Interest Rate Highly Sensitive</u>	<u>Foreign Currency Rate</u>	<u>% of Portfolio</u>
LGIP	\$ 419,640,661	N/A	Not rated	97 days weighted average maturity	N/A	N/A	64.9%
Repo BL (vs. veterans affairs)	7,597,910	\$0	Not rated	6-15-28 final maturity	N/A	N/A	1.2
Treasury notes – Forward delivery	47,741,449	\$0	N/A	See Note 4	N/A	N/A	7.4
GO Bonds-WI	171,494,827	\$0	Aa2	5-1-31 final maturity	N/A	N/A	26.5
<u>As of June 30, 2011</u>	<u>Amount</u>	<u>Exposure to Custodial Credit Risk</u>	<u>Credit Risk</u>	<u>Interest Rate Risk</u>	<u>Interest Rate Highly Sensitive</u>	<u>Foreign Currency Rate</u>	<u>% of Portfolio</u>
LGIP	\$ 429,755,041	N/A	Not rated	73 days weighted average maturity	N/A	N/A	65.9%
Repo BL (vs. veterans affairs)	7,597,910	\$0	Not rated	6-15-28 final maturity	N/A	N/A	1.2
Treasury notes – Forward delivery	47,733,224	\$0	N/A	See Note 4	N/A	N/A	7.3
GO Bonds-WI	166,941,656	\$0	Aa2	5-1-31 final maturity	N/A	N/A	25.6
Miscellaneous cash	697	N/A	N/A	N/A	N/A	N/A	0.0

The EIF does not have an investment policy for custodial credit risk, credit risk, interest rate risk, or concentration of credit risk.

Restricted assets of \$101,181,119 and \$99,784,832 at June 30, 2012 and 2011, respectively, represent amounts legally restricted by the Clean Water Revenue Bonds. The amounts restricted are the product of the average annual debt service of the outstanding, disbursed loans times a factor of 120%.

STATE OF WISCONSIN ENVIRONMENTAL IMPROVEMENT FUND

NOTES TO FINANCIAL STATEMENTS As of and for the Years Ended June 30, 2012 and 2011

NOTE 4 – FORWARD DELIVERY AGREEMENTS

The Fund has entered into seven agreements for the future delivery and purchase of securities to be held as investments of the loan credit reserve fund of the Revenue Obligation Bonds (see Note 6). Four of the agreements are with Wachovia, one is with WestLB, and two are with JP Morgan and each provides for the delivery to, and purchase by, the Fund, of securities with a maturity value equal to the purchase price plus earnings calculated at the rate of the agreements. The agreements were entered into in conjunction with the 1993 Series 1, 1997 Series 1, 1998 Series 1, 1999 Series 1, 2006 Series 1, and 2006 Series 2, and 2008 Series 1 Revenue Obligation Bonds.

Every six months during the term of the agreements, Wachovia, WestLB, and JP Morgan are required to deliver United States Treasury securities (“Treasury securities”) to the Fund for purchase. The Treasury securities are held as investments by the Fund. The price paid by the Fund for the Treasury securities is determined under the contract. That price is that which results in the predetermined annual earnings rate computed on the notional amount, taking into account the coupon interest on the delivered Treasury securities. The redemption value of the securities purchased for investment must equal at least the purchase price of the securities plus earnings calculated by multiplying the notional amount times the annual earnings rate as calculated for the term until the next bond payment date. The Wachovia agreements may be terminated at the option of the Fund and a payment between the parties will be made to compensate for the difference in present value of the earnings expected under each agreement and the earnings available on similar agreements at the time of the termination. Management has asserted that it does not anticipate terminating the agreements at a time when a payment would be required from the Fund to Wachovia. If the agreements were terminated at a time when a payment would be due to Wachovia, management has also asserted that it would be able to enter into similar agreements that would have consistent present values as the agreements are valued in relation to prevailing Treasury security rates. In addition, if the agreements are terminated in whole or in part due to the need to use funds at the maturity date for making a debt service payment on the bonds, then there is not a compensating payment made between the parties.

The agreement with WestLB was amended effective December 10, 2002 to modify the termination provision. Other than a default by any of the parties to the agreement, the agreement may only be terminated on the last scheduled bond payment date for the 1993 Series 1 bonds which is June 1, 2013.

By GASB definition, these securities are classified as having no exposure to custodial credit risk. The par values, coupon rates, the cost and rate at which the Treasury Notes accrue interest in accordance with the Forward Delivery Agreements at June 30, 2012, are as follows:

	Par Value of Treasuries	Coupon Rate of Treasuries	Cost of Treasuries	Agreement Interest Rate	Agreement Maturity Date	Agreement Market Value
Series 1993-1 Agreement	\$ 2,241,000	N/A	\$ 2,183,992	5.22%	June 1, 2013	\$ 2,182,811
Series 1997-1 Agreement	7,067,000	3.375%	6,991,107	5.58	June 1, 2017	7,179,856
Series 1998-1 Agreement	7,351,000	3.375	7,292,253	5.01	June 1, 2018	7,468,391
Series 1999-1 Agreement	7,019,000	3.375	6,918,808	6.32	June 1, 2020	7,131,089
Series 2006-1 Agreement	6,552,000	0.500	6,421,894	4.56	June 1, 2027	6,628,906
Series 2006-2 Agreement	8,173,000	0.500	7,999,712	4.84	June 1, 2027	8,268,933
Series 2008-1 Agreement	9,962,000	3.375	9,926,843	4.10	June 1, 2028	10,121,087

STATE OF WISCONSIN ENVIRONMENTAL IMPROVEMENT FUND

NOTES TO FINANCIAL STATEMENTS As of and for the Years Ended June 30, 2012 and 2011

NOTE 4 – FORWARD DELIVERY AGREEMENTS (cont.)

The par values, coupon rates, the cost and rate at which the Treasury Notes accrue interest in accordance with the Forward Delivery Agreements at June 30, 2011, are as follows:

	Par Value of Treasuries	Coupon Rate of Treasuries	Cost of Treasuries	Agreement Interest Rate	Agreement Maturity Date	Agreement Market Value
Series 1993-1 Agreement	\$ 2,241,000	N/A	\$ 2,183,992	5.22%	June 1, 2013	\$ 2,240,426
Series 1997-1 Agreement	7,160,000	0.75%	6,991,701	5.58	June 1, 2017	7,184,259
Series 1998-1 Agreement	7,447,000	0.75	7,292,131	5.01	June 1, 2018	7,472,232
Series 1999-1 Agreement	7,110,000	0.75	6,918,025	6.32	June 1, 2020	7,134,090
Series 2006-1 Agreement	6,568,000	N/A	6,421,514	4.56	June 1, 2027	6,566,100
Series 2006-2 Agreement	8,193,000	N/A	7,999,280	4.84	June 1, 2027	8,190,630
Series 2008-1 Agreement	10,092,000	0.75	9,926,581	4.10	June 1, 2028	10,126,194

NOTE 5 – INTERFUND RECEIVABLES/PAYABLES AND TRANSFERS

Interfunds resulted from the time lag between the dates that (1) interfund goods and services are provided or reimbursable expenditures occur, (2) transactions are recorded in the accounting system, and (3) payments between funds are made.

The following is a schedule of transfers between the loan portfolios and/or other funds at the State of Wisconsin:

<u>Transferred To</u>	<u>Transferred From</u>	<u>Amount</u>	<u>Principal Purpose</u>
Direct Loan Portfolio	Proprietary Portfolio	\$ 16,912,331	State Match
Proprietary Portfolio	Capital Improvement	26,029,667	Future Debt Service
Safe Drinking Water Loan Program	Capital Improvement	2,221,996	State Match
Bond Security and Redemption	Direct Loan Portfolio	8,000,000	G.O. Bond Debt Service
Debt Service Fund Program	Proprietary Portfolio	115,252	Personal Services
Leveraged Loan Portfolio	Proprietary Portfolio	<u>12,300,000</u>	Future Debt Service
Subtotal		65,579,246	
Less: Eliminations		<u>(45,442,835)</u>	
Total Transfers – Statements of Revenues, Expenses and Changes in Net Assets		<u>\$ 20,136,411</u>	

Generally, transfers are used to (1) move revenues from the fund that collects them to the fund that the budget requires to expend them, (2) move receipts restricted to debt service from the funds collecting the receipts to the debt service fund, and (3) use unrestricted revenues collected in the general fund to finance various programs accounted for in other funds in accordance with budgetary authorizations.

STATE OF WISCONSIN ENVIRONMENTAL IMPROVEMENT FUND

NOTES TO FINANCIAL STATEMENTS
As of and for the Years Ended June 30, 2012 and 2011

NOTE 6 – REVENUE OBLIGATION BONDS AND RESTRICTED ASSETS

REVENUE OBLIGATION BONDS

Revenue bonds are payable only from revenues derived from the operation of the loan programs.

Revenue bonds activity as of June 30, 2012 is as follows:

	Beginning Balance	Increases	Decreases	Ending Balance	Amounts Due Within One Year
Revenue bonds	\$ 897,475,000	\$ -	\$ 58,170,000	\$ 839,305,000	\$ 59,170,000
Add/(subtract) deferred amounts for:					
Refundings-gains/(losses)	(8,166,795)	-	(1,602,224)	(6,564,571)	-
Premiums/discounts	47,643,197	-	6,733,342	40,909,855	-
Totals	\$ 936,951,402	\$ -	\$ 63,301,118	\$ 873,650,284	\$ 59,170,000

Revenue bonds activity as of June 30, 2011 is as follows:

	Beginning Balance	Increases	Decreases	Ending Balance	Amounts Due Within One Year
Revenue bonds	\$ 854,625,000	\$ 153,050,000	\$ 110,200,000*	\$ 897,475,000	\$ 58,170,000
Add/(subtract) deferred amounts for:					
Refundings-gains/(losses)	(6,689,058)	(3,154,019)	(1,676,282)	(8,166,795)	-
Premiums/discounts	34,231,527	19,374,459	5,962,789	47,643,197	-
Totals	\$ 882,167,469	\$ 169,270,440	\$ 114,486,507	\$ 936,951,402	\$ 58,170,000

* Includes \$39,510,000 of refunded bonds.

STATE OF WISCONSIN ENVIRONMENTAL IMPROVEMENT FUND

NOTES TO FINANCIAL STATEMENTS As of and for the Years Ended June 30, 2012 and 2011

NOTE 6 – REVENUE OBLIGATION BONDS AND RESTRICTED ASSETS (cont.)

REVENUE OBLIGATION BONDS (cont.)

Revenue obligation serial and term bonds as of June 30, 2012 and 2011 consisted of the following:

	2012	2011
1998 Series 2:		
Serial Bonds, no optional redemption, June 1, 2017	\$ 44,330,000	\$ 55,600,000
Unamortized premium on bonds	705,671	1,021,792
	45,035,671	56,621,792
2002 Series 1:		
Serial Bonds, optional redemption for bonds at 100% of par, June 1, 2012	-	4,350,000
Unamortized premium on bonds	-	33,127
	-	4,383,127
2002 Series 2:		
Serial Bonds, no optional redemption, June 1, 2016	19,870,000	25,055,000
Unamortized premium on bonds	479,928	785,008
	20,349,928	25,840,008
2004 Series 1:		
Serial Bonds, optional redemption for bonds at 100% of par, June 1, 2014	72,410,000	76,825,000
Unamortized premium on bonds	1,196,817	1,547,445
	73,606,817	78,372,445
2004 Series 2:		
Serial Bonds, optional redemption for bonds at 100% of par, June 1, 2015	78,620,000	90,815,000
Unamortized premium on bonds	2,869,677	3,949,191
	81,489,677	94,764,191
2006 Series 1:		
Serial Bonds, optional redemption for bonds at 100% of par, June 1, 2016	66,635,000	69,575,000
Unamortized premium on bonds	2,904,699	3,244,531
	69,539,699	72,819,531

STATE OF WISCONSIN ENVIRONMENTAL IMPROVEMENT FUND

NOTES TO FINANCIAL STATEMENTS As of and for the Years Ended June 30, 2012 and 2011

NOTE 6 – REVENUE OBLIGATION BONDS AND RESTRICTED ASSETS (cont.)

REVENUE OBLIGATION BONDS (cont.)

	2012	2011
2006 Series 2:		
Serial Bonds, optional redemption for bonds at 100% of par, June 1, 2015	\$ 83,290,000	\$ 86,965,000
Unamortized premium on bonds	2,194,022	2,518,311
	85,484,022	89,483,311
2008 Series 1:		
Serial Bonds, optional redemption for bonds at 100% of par, June 1, 2018	87,260,000	90,640,000
Unamortized premium on bonds	4,625,919	5,285,695
	91,885,919	95,925,695
2008 Series 2:		
Serial Bonds, no optional redemption, June 1, 2018	27,335,000	27,335,000
Unamortized premium on bonds	1,956,422	2,303,474
	29,291,422	29,638,474
2008 Series 3:		
Serial Bonds, optional redemption for bonds at 100% of par, June 1, 2018	82,790,000	86,090,000
Unamortized premium on bonds	1,505,204	1,802,690
	84,295,204	87,892,690
2010 Series 1:		
Serial Bonds, optional redemption for bonds at 100% of par, June 1, 2031	63,660,000	67,415,000
Unamortized premium on bonds	4,471,128	5,091,291
	68,131,128	72,506,291
2010 Series 2:		
Serial Bonds, optional redemption for bonds at 100% of par, June 1, 2021	14,070,000	14,070,000
Unamortized premium on bonds	1,653,514	1,832,776
	15,723,514	15,902,776
2010 Series 3:		
Build America Bonds, optional redemption for bonds at 100% of par, June 1, 2025	49,690,000	49,690,000

STATE OF WISCONSIN ENVIRONMENTAL IMPROVEMENT FUND

NOTES TO FINANCIAL STATEMENTS
As of and for the Years Ended June 30, 2012 and 2011

NOTE 6 – REVENUE OBLIGATION BONDS AND RESTRICTED ASSETS (cont.)

REVENUE OBLIGATION BONDS (cont.)

	2012	2011
2010 Series 4:		
Serial Bonds, optional redemption for bonds at 100% of par, June 1, 2031	\$ 112,585,000	\$ 116,290,000
Unamortized premium on bonds	11,362,037	12,706,697
	123,947,037	128,996,697
2010 Series 5:		
Serial Bonds, optional redemption for bonds at 100% of par, June 1, 2023	36,760,000	36,760,000
Unamortized premium on bonds	4,984,817	5,521,169
	41,744,817	42,281,169
Total of All Series	880,214,855	945,118,197
Unamortized deferred charge related to debt defeasance (Note 7)	(6,564,571)	(8,166,795)
Revenue Obligation Bonds, Net of Deferred Charge	\$ 873,650,284	\$ 936,951,402

The original issue discount or premium at issuance and the interest rates at June 30, 2012, on the following bond series were:

Series	Original Issue Discount/ (Premium)	Interest Rates
1998 Series 2	\$ (7,739,808)	4.00 – 5.50%
2002 Series 2	(7,344,000)	3.00 – 5.50%
2004 Series 1	(6,632,300)	4.00 – 5.00%
2004 Series 2	(11,408,668)	3.25 – 5.25%
2006 Series 1	(4,951,135)	3.50 – 5.00%
2006 Series 2	(4,359,628)	4.00 – 5.00%
2008 Series 1	(7,712,015)	4.00 – 5.00%
2008 Series 2	(3,393,398)	5.00%
2008 Series 3	(2,764,120)	3.00 – 5.50%
2010 Series 1	(5,917,653)	3.00 – 5.00%
2010 Series 2	(2,065,947)	5.00%
2010 Series 3	-	3.957% - 5.441%*
2010 Series 4	(13,528,717)	3.00 – 5.00%
2010 Series 5	(5,845,742)	5.00%

* - The effect of the interest rate subsidy on the 2010 Series 3 revenue bonds through June 1, 2025 is \$9,825,479. The amount due in the next fiscal year is \$831,375.

STATE OF WISCONSIN ENVIRONMENTAL IMPROVEMENT FUND

NOTES TO FINANCIAL STATEMENTS
As of and for the Years Ended June 30, 2012 and 2011

NOTE 6 – REVENUE OBLIGATION BONDS AND RESTRICTED ASSETS (cont.)

REVENUE OBLIGATION BONDS (cont.)

Principal maturities of the bonds, net of advance refundings, as of June 30, 2012, are as follows:

Years Ending June 30,	Principal	Interest	Totals
2013	\$ 59,170,000	\$ 41,533,670	\$ 100,703,670
2014	56,250,000	38,725,446	94,975,446
2015	56,930,000	35,803,033	92,733,033
2016	58,550,000	32,961,771	91,511,771
2017	59,655,000	30,114,683	89,769,683
2018-2022	263,755,000	109,014,976	372,769,976
2023-2027	211,480,000	48,203,899	259,683,899
2028-2031	73,515,000	8,819,000	82,334,000
Totals	<u>\$ 839,305,000</u>	<u>\$ 345,176,478</u>	<u>\$ 1,184,481,478</u>

The revenue obligation bonds are collateralized by a security interest in all assets of the Leveraged Loan Portfolio. At June 30, 2012 and 2011, the total assets of the Leveraged Loan Portfolio were \$1,138,671,764 and \$1,178,105,945, respectively. Neither the full faith and credit nor the taxing power of the State is pledged for the payment of the revenue obligation bonds. However, as the loans granted to the municipalities are at an interest rate which is less than the Revenue Bond rate, the State is obligated by the Clean Water Fund General Resolution to fund, prior to each loan disbursement, a reserve, which subsidizes the Leveraged Loan Portfolio in an amount to offset this interest rate disparity.

Revenue obligation bonds are payable only from revenues derived from 1) pledged loan repayments, 2) amounts in the Loan Fund, Loan Credit Reserve Fund, and Subsidy Fund, and 3) all other pledged receipts.

The Environmental Improvement Fund has pledged future loan revenues, net of specified operating expenses, to repay \$839.3 million in revenue bonds issued between 1998-2010. Proceeds from the bonds provided financing for loans to municipalities to construct or improve water and wastewater projects. The bonds are payable solely from loan revenues and are payable through 2031. Annual principal and interest payments on the bonds are expected to require 63% of revenues. The total principal and interest remaining to be paid on the bonds is \$1,184,481,478. Principal and interest paid for the current year and total net revenues were \$102 million and \$99.6 million, respectively.

RESTRICTED ASSETS

Among other restrictions under the revenue obligation bond agreements are provisions that require a specified amount of cash and investments be held by an independent trustee in a reserve account for the purpose of paying bond interest and principal when due. The restricted assets on the statement of net assets consist of substantially all of the Bayerische Landesbank investment (Note 3) and \$93.6 million of the LGIP balance held as a credit reserve. These amounts are required in order to satisfy the conditions of certain agreements related to maintaining the minimum credit ratings on the bonds.

STATE OF WISCONSIN ENVIRONMENTAL IMPROVEMENT FUND

NOTES TO FINANCIAL STATEMENTS As of and for the Years Ended June 30, 2012 and 2011

NOTE 7 – ADVANCE REFUNDING

In 1998, the Fund defeased a portion of its 1991 Series 1, 1993 Series 1, 1995 Series 1 and 1997 Series 1 bonds through the issuance of \$104,360,000 of 1998 Series 2 Refunding Bonds. The proceeds from the 1998 Series 2 Refunding Bonds were placed in an irrevocable trust to provide for all future debt service payments on the old bonds. Accordingly, the trust assets and the liability for the defeased bonds are not included in the Fund's financial statements. At June 30, 2012, and 2011, there was \$45,410,000 and \$56,805,000, respectively, of the defeased bonds outstanding that will be serviced by the irrevocable trust's remaining funds.

In 2002, the Fund defeased a portion of its 1993 Series 1, 1995 Series 1, 1997 Series 1, 1998 Series 1, and 1999 Series 1 bonds through the issuance of \$85,575,000 of 2002 Series 2 Refunding Bonds. The proceeds from the 2002 Series 2 Refunding Bonds were placed in an irrevocable trust to provide for all future debt service payments on the old bonds. Accordingly, the trust assets and the liability for the defeased bonds are not included in the Fund's financial statements. At June 30, 2012 and 2011, there was \$23,860,000 and \$28,850,000, respectively, of the defeased bonds outstanding that will be serviced by the irrevocable trust's remaining funds.

In 2005, the Fund defeased a portion of its 1998 Series 1, 1999 Series 1, 2001 Series 1, and 2002 Series 1 bonds through the issuance of \$107,025,000 of 2004 Series 2 Refunding Bonds. The proceeds were used to purchase U.S. government securities. Those securities were deposited in an irrevocable trust with an escrow agent to provide for all future debt service payments on the refunded bonds. Accordingly, the trust assets and the liability for the defeased bonds are not included in the Fund's financial statements. At June 30, 2012 and 2011, there was \$80,045,000 and \$92,585,000, respectively, of the defeased bonds outstanding that will be served by the irrevocable trust's remaining funds.

In 2008, the Fund defeased a portion of its 1998 Series 1 and 2001 Series 1 bonds through the issuance of \$27,335,000 of 2008 Series 2 Refunding Bonds. The proceeds were used to purchase U.S. government securities. Those securities were deposited in an irrevocable trust with an escrow agent to provide for all future debt service payments on the refunded bonds. Accordingly, the trust assets and liability for the defeased bonds are not included in the Fund's financial statements. At June 30, 2012 and 2011, there was \$28,100,000 of the defeased bonds outstanding that will be serviced by the irrevocable trust's remaining funds.

In 2010, the Fund defeased a portion of its 2001 Series 1 bonds through the issuance of \$14,070,000 of 2010 Series 2 Refunding Bonds. The proceeds were used to purchase U.S. government securities. Those securities were deposited in an irrevocable trust with an escrow agent to provide for all future debt service payments on the refunded bonds. Accordingly, the trust assets and the liability for the defeased bonds are not included in the Fund's financial statements. At June 30, 2012 and 2011, there was \$14,990,000 of the defeased bonds outstanding that will be secured by the irrevocable trust's remaining funds.

In 2010, the Fund defeased a portion of its 2002 Series 1 bonds through the issuance of \$36,760,000 of 2010 Series 5 Refunding Bonds. The proceeds were used to purchase U.S. government securities. Those securities were deposited in an irrevocable trust with an escrow agent to provide for all future debt service payments on the refunded bonds. Accordingly, the trust assets and the liability for the defeased bonds are not included in the Fund's financial statements. At June 30, 2012 and 2011, there was \$39,510,000 of the defeased bonds outstanding that will be secured by the irrevocable trust's remaining funds.

STATE OF WISCONSIN ENVIRONMENTAL IMPROVEMENT FUND

NOTES TO FINANCIAL STATEMENTS As of and for the Years Ended June 30, 2012 and 2011

NOTE 8 – GLOBAL CERTIFICATES

In April 2004, all of the State of Wisconsin General Obligation Bonds previously owned by the Fund were exchanged for \$116,840,689 (par value) of State of Wisconsin General Obligation Bond, Clean Water Fund Program (“Global Certificate”). The estimated market value and weighted average coupon interest rate of the Global Certificate at both June 30, 2012 and 2011 were \$67,586,909 and 0.00% and \$66,788,038 and 0.00%, respectively. The Bonds are registered in the name of the Fund and held by an independent trustee.

In February 2007, two additional State of Wisconsin General Obligation Bonds were issued for the Clean Water Fund Program (“Global Certificate”) for \$13,148,554 and \$6,851,446 (par value). The estimated market value and weighted average coupon interest rates of the Global Certificates at June 30, 2012 were \$13,936,495 and 5.45% and \$9,026,892 and 5.76%, respectively. The estimated market value and weighted average coupon interest rates of the Global Certificates at June 30, 2011 were \$13,534,981 and 5.44% and \$7,371,937 and 5.76%, respectively. The Bonds are registered in the name of the Fund and held by an independent trustee.

In June 2008, two State of Wisconsin General Obligation Bonds were issued for the Clean Water Fund Program (“Global Certificate”) for \$16,600,000 and \$10,300,000 (par value). The estimated market values of the Global Certificates at June 30, 2012 were \$23,181,929 and \$10,300,000. The weighted average coupon interest rate for the \$16,600,000 Global Certificate at June 30, 2012 was 6.16%. The estimated market values of the Global Certificates at June 30, 2011 were \$19,680,304 and \$10,300,000. The weighted average coupon interest rate for the \$16,600,000 Global Certificate at June 30, 2011 was 6.16%. The Bonds are registered in the name of the Fund and held by an independent trustee.

In January 2009, one State of Wisconsin General Obligation Bond was issued for the Clean Water Fund Program (“Global Certificate”) for \$17,700,000 (par value). The estimated market value and weighted average coupon interest rate of the Global Certificate at June 30, 2012 and 2011 were \$23,373,035 and 5.78% and \$20,849,171 and 5.78%, respectively. The Bond is registered in the name of the Fund and held by an independent trustee.

In April 2010, one State of Wisconsin General Obligation Bond was issued for the Clean Water Fund Program (“Global Certificate”) for \$15,243,000 (par value). The estimated market value and weighted average coupon interest rate of the Global Certificate at June 30, 2012 and 2011 were \$19,761,495 and 5.47% and \$17,149,319 and 5.47%, respectively. The Bond is registered in the name of the Fund and held by an independent trustee.

In December 2010, one State of Wisconsin General Obligation Bond was issued for the Clean Water Fund Program (“Global Certificate”) for \$15,000,000 (par value). The estimated market value and weighted average coupon interest rate of the Global Certificate at June 30, 2012 and 2011 were \$20,477,407 and 5.96% and \$17,209,900 and 5.96%, respectively.

In April 2012, one State of Wisconsin General Obligation Bond was issued for the Clean Water Fund Program (“Global Certificate”) for \$12,300,000 (par value). The estimated market value and weighted average coupon interest rate of the Global Certificate at June 30, 2012 were \$13,077,177 and 2.89%, respectively.

STATE OF WISCONSIN ENVIRONMENTAL IMPROVEMENT FUND

NOTES TO FINANCIAL STATEMENTS As of and for the Years Ended June 30, 2012 and 2011

NOTE 8 – GLOBAL CERTIFICATES (cont.)

Principal maturities of the Global Certificates as of June 30 are as follows:

Years Ending June 30,	2012	2011
2013	\$ 9,662,930	\$ 9,662,930
2014	5,885,021	5,885,021
2015	6,863,280	6,463,280
2016	7,791,289	6,991,289
2017	11,225,350	10,425,349
2018-2022	47,870,315	43,670,315
2023-2027	50,042,642	47,942,643
2028-2031	32,154,000	28,154,000
Totals	<u>\$ 171,494,827</u>	<u>\$ 159,194,827</u>

NOTE 9 – INVESTMENT INCOME

Investment income is recorded net of estimated required arbitrage relating to outstanding State of Wisconsin Clean Water Revenue Bonds and consisted of the following for the fiscal years ended June 30, 2012 and 2011:

	2012	2011
Interest		
State of Wisconsin Investment Board Local Government Investment Pool	\$ 550,660	\$ 651,134
Repurchase Agreement with Bayerische Landesbank	493,864	493,864
AIG Guaranteed Investment Agreement	-	1,621,775
United States Treasury Notes	2,413,341	2,394,113
State of Wisconsin General Obligation Bonds	5,289,534	3,952,922
Federal Interest on Build America Bonds	831,375	831,375
Total Interest	<u>9,578,774</u>	<u>9,945,183</u>
Changes in Realized and Unrealized Gains (Losses)		
United States Treasury Notes	(9,506)	5
State of Wisconsin General Obligation Bonds	23,284,518	13,223,653
Total Changes in Unrealized Gains (Losses)	<u>23,275,012</u>	<u>13,223,658</u>
Total Interest and Changes in Unrealized Gains (Losses)	<u>32,853,786</u>	<u>23,168,841</u>
Change in Estimated Rebutable Arbitrage Liability	(685,542)	476,830
TOTAL INVESTMENT INCOME	<u>\$ 32,168,244</u>	<u>\$ 23,645,671</u>

STATE OF WISCONSIN ENVIRONMENTAL IMPROVEMENT FUND

NOTES TO FINANCIAL STATEMENTS
As of and for the Years Ended June 30, 2012 and 2011

NOTE 10 – OPERATING GRANTS AND HARDSHIP GRANTS

EPA Operating Grants for Wastewater Projects—The Federal Water Quality Act of 1987 (the “Water Quality Act”) established a joint Federal and State program with the EPA to assist in providing financial assistance to municipalities within the states for governmentally owned wastewater treatment projects. Under the terms of the EPA grant, the State was required (1) to establish the Clean Water Fund Program, a perpetual state revolving fund into which the grant monies must be deposited, (2) to provide State matching funds equal to 20% of the grant and (3) to use the monies to provide financial assistance to municipalities for governmental owned wastewater treatment projects in a number of ways, provided that such assistance is not in the form of a grant. Reauthorization of the Water Quality Act of 1987 is expected to result in the allocation of capitalization grant to Wisconsin of approximately \$38.2 million for federal fiscal year 2012. Four percent of the EPA grant amount may be used for wastewater program administrative expenses. Authorization levels for years after 2012 are unknown at this time.

EPA Operating Grants for Drinking Water Projects—The Federal Safe Drinking Water Act Amendment of 1996 (the “Safe Drinking Water Act”) established a joint Federal and State program with the EPA to assist in providing financial assistance to municipal and community water system projects. Under the terms of the EPA grant, the State was required (1) to establish the Safe Drinking Water Loan Program, a perpetual state revolving fund into which the grant monies must be deposited, (2) to provide State matching funds equal to 20% of the grant and (3) to use the monies to provide financial assistance to municipal and community water system projects. The Safe Drinking Water Act was authorized through federal fiscal year 2012 and a grant to Wisconsin of approximately \$15.7 million is expected for federal fiscal year 2012.

Reauthorization of the Safe Drinking Water Act may not be acted upon by the present Congress of the United States, although the Fund expects EPA capitalization grants to states to continue into the future. Four percent of the EPA grant amount may be used for water program administrative expenses plus a portion of the grant may be used by DNR for various water-related issues and initiatives.

Hardship Grants—Wisconsin statutes require that the Fund provide financial hardship assistance for wastewater projects to communities that qualify under Wisconsin Statute 281.58(13). This assistance may come in the form of reduced interest rates (as low as 0%) or grants subject to limitations prescribed by the statute. In 2012 and 2011, the Fund awarded hardship grants of \$-0- and \$56,055, respectively. At June 30, 2012 and 2011, the Fund was committed to award \$1,681,114 and \$2,680,786, respectively, of additional hardship grants. At June 30, 2012 and 2011, the Fund had projected additional hardship grants of \$7,099,413 and \$12,335,580, respectively.

STATE OF WISCONSIN ENVIRONMENTAL IMPROVEMENT FUND

NOTES TO FINANCIAL STATEMENTS
As of and for the Years Ended June 30, 2012 and 2011

NOTE 11 – SUBSEQUENT EVENTS

On July 26, 2012, the State of Wisconsin issued \$55,000,000 in Clean Water Revenue Bonds and \$92,450,000 in Clean Water Revenue Refunding Bonds. Interest rates for both series of bonds range from 2.0 to 5.0%. The refunding bonds will be used to advance refund the callable maturities of the State of Wisconsin's outstanding Clean Water Revenue Bonds, 2004 Series 1, dated March 3, 2004, and Clean Water Revenue Bonds 2006 Series 2, dated November 7, 2006.

NOTE 12 – EFFECT OF NEW ACCOUNTING STANDARDS ON CURRENT-PERIOD FINANCIAL STATEMENTS

The Governmental Accounting Standards Board (GASB) has approved GASB Statement No. 61, *The Financial Reporting Entity: Omnibus*; Statement No. 62, *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements*; Statement No. 63, *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position*; and Statement No. 64, *Derivative Instruments: Application of Hedge Accounting Termination Provisions - an amendment of GASB Statement No. 53*; Statement No. 65, *Items Previously Reported as Assets and Liabilities*; and Statement No. 66, *Technical Corrections – 2012 – an Amendment of GASB Statements No. 10 and No. 62*. Application of these standards may restate portions of these financial statements.

**STATE OF WISCONSIN
ENVIRONMENTAL IMPROVEMENT FUND**

STATEMENT OF NET ASSETS
BY PROGRAM
As of June 30, 2012

	Clean Water Fund Program		
	Direct Loan Portfolio	Proprietary Portfolio	Leveraged Loan Portfolio
ASSETS			
Current Assets			
Unrestricted cash and cash equivalents	\$ 236,031,700	\$ 9,353,736	\$ (69,429)
United States Treasury Notes, purchased in connection with forward delivery agreements, at cost	-	-	47,741,449
Receivables			
Loans to local governments - current portion	70,227,748	1,341,773	63,608,714
Due from other funds	-	1,233,349	-
Due from other governmental entities	3,710,870	45,789	3,346,647
Accrued investment income	-	44,456	240,653
Prepaid items	-	4,418	16,887
Total Current Assets	<u>309,970,318</u>	<u>12,023,521</u>	<u>114,884,921</u>
Noncurrent Assets			
Restricted assets - cash equivalents	-	-	101,181,119
Investments - State of Wisconsin general obligation clean water bonds, at fair value	-	-	200,721,339
Loans to local governments	821,711,531	9,798,605	718,358,977
Advances to other funds	4,150,580	-	-
Prepaid items	-	-	184,349
Deferred debt expense	-	-	3,341,058
Capital Assets			
Equipment	-	9,507	-
Less: Accumulated depreciation	-	(9,507)	-
Total Capital Assets (Net of Accumulated Depreciation)	<u>-</u>	<u>-</u>	<u>-</u>
Total Noncurrent Assets	<u>825,862,111</u>	<u>9,798,605</u>	<u>1,023,786,842</u>
TOTAL ASSETS	<u>\$ 1,135,832,429</u>	<u>\$ 21,822,126</u>	<u>\$ 1,138,671,763</u>

Safe Drinking Water Loan Program	Eliminations	Totals
\$ 80,741,445	\$ -	\$ 326,057,452
-	-	47,741,449
17,380,386	-	152,558,621
-	(1,229,694)	3,655
1,132,197	-	8,235,503
-	-	285,109
-	-	21,305
<u>99,254,028</u>	<u>(1,229,694)</u>	<u>534,903,094</u>
-	-	101,181,119
-	-	200,721,339
226,609,279	-	1,776,478,392
-	-	4,150,580
-	-	184,349
-	-	3,341,058
10,850	-	20,357
<u>(9,042)</u>	<u>-</u>	<u>(18,549)</u>
<u>1,808</u>	<u>-</u>	<u>1,808</u>
<u>226,611,087</u>	<u>-</u>	<u>2,086,058,645</u>
<u>\$ 325,865,115</u>	<u>\$ (1,229,694)</u>	<u>\$ 2,620,961,739</u>

**STATE OF WISCONSIN
ENVIRONMENTAL IMPROVEMENT FUND**

STATEMENT OF NET ASSETS
BY PROGRAM
As of June 30, 2012

	Clean Water Fund Program		
	Direct Loan Portfolio	Proprietary Portfolio	Leveraged Loan Portfolio
LIABILITIES AND NET ASSETS			
Current Liabilities			
Accrued expenses	\$ 473	\$ 19,405	\$ -
Accrued interest on bonds	-	-	3,461,139
Due to other funds	24	1,209,201	1,229,694
Due to other governmental entities	-	-	20
Compensated absences - current portion	-	42,945	-
Revenue obligation bonds - current maturities	-	-	59,170,000
Total Current Liabilities	<u>497</u>	<u>1,271,551</u>	<u>63,860,853</u>
Noncurrent Liabilities			
Accrued expenses	-	30,240	-
Due to other governmental entities	-	-	927,365
Compensated absences	-	42,667	-
Revenue obligation bonds, net (including deferred charge)	-	-	814,480,284
Total Noncurrent Liabilities	<u>-</u>	<u>72,907</u>	<u>815,407,649</u>
Total Liabilities	<u>497</u>	<u>1,344,458</u>	<u>879,268,502</u>
Net Assets			
Restricted for environmental improvement	1,135,831,932	6,632,575	259,403,261
Unrestricted	-	13,845,093	-
Total Net Assets	<u>1,135,831,932</u>	<u>20,477,668</u>	<u>259,403,261</u>
TOTAL LIABILITIES AND NET ASSETS	<u>\$ 1,135,832,429</u>	<u>\$ 21,822,126</u>	<u>\$ 1,138,671,763</u>

Safe Drinking Water Loan Program	Eliminations	Totals
\$ 49,377	\$ -	\$ 69,255
-	-	3,461,139
25,051	(1,229,694)	1,234,276
-	-	20
-	-	42,945
-	-	59,170,000
<u>74,428</u>	<u>(1,229,694)</u>	<u>63,977,635</u>
-	-	30,240
-	-	927,365
-	-	42,667
-	-	814,480,284
-	-	815,480,556
<u>74,428</u>	<u>(1,229,694)</u>	<u>879,458,191</u>
325,790,687	-	1,727,658,455
-	-	13,845,093
<u>325,790,687</u>	<u>-</u>	<u>1,741,503,548</u>
<u>\$ 325,865,115</u>	<u>\$ (1,229,694)</u>	<u>\$ 2,620,961,739</u>

**STATE OF WISCONSIN
ENVIRONMENTAL IMPROVEMENT FUND**

STATEMENT OF REVENUES, EXPENSES AND CHANGES IN NET ASSETS
BY PROGRAM
For the Year Ended June 30, 2012

	Clean Water Fund Program		
	Direct Loan Portfolio	Proprietary Portfolio	Leveraged Loan Portfolio
OPERATING REVENUES			
Loan interest	\$ 23,366,062	\$ 306,097	\$ -
Interest income used as security for revenue bonds	-	-	21,251,166
Miscellaneous other	-	41,360	-
Total Operating Revenues	<u>23,366,062</u>	<u>347,457</u>	<u>21,251,166</u>
OPERATING EXPENSES			
Interest	-	-	39,521,680
Salaries and benefits	1,486,136	209,428	837,711
Contractual services and other	102,802	97,996	483,180
Depreciation	-	-	-
Total Operating Expenses	<u>1,588,938</u>	<u>307,424</u>	<u>40,842,571</u>
Operating Income (Loss)	<u>21,777,124</u>	<u>40,033</u>	<u>(19,591,405)</u>
NONOPERATING REVENUES (EXPENSES)			
Investment income	216,782	57,116	831,374
Investment income used as security for revenue bonds	-	-	30,969,648
Operating grants	49,135,525	-	-
Grants awarded	(8,611,413)	(198,433)	-
Total Nonoperating Revenues (Expenses)	<u>40,740,894</u>	<u>(141,317)</u>	<u>31,801,022</u>
INCOME (LOSS) BEFORE TRANSFERS	62,518,018	(101,284)	12,209,617
Transfers in	16,912,331	26,029,667	12,300,000
Transfers out	(8,000,000)	(29,327,583)	-
Change in Net Assets	71,430,349	(3,399,200)	24,509,617
TOTAL NET ASSETS - Beginning of Year	<u>1,064,401,583</u>	<u>23,876,868</u>	<u>234,893,644</u>
TOTAL NET ASSETS - END OF YEAR	<u>\$ 1,135,831,932</u>	<u>\$ 20,477,668</u>	<u>\$ 259,403,261</u>

Safe Drinking Water Loan Program	Totals
\$ 5,612,399	\$ 29,284,558
-	21,251,166
-	41,360
<u>5,612,399</u>	<u>50,577,084</u>
-	39,521,680
1,243,306	3,776,581
1,323,368	2,007,346
3,617	3,617
<u>2,570,291</u>	<u>45,309,224</u>
<u>3,042,108</u>	<u>5,267,860</u>
93,324	1,198,596
-	30,969,648
17,081,468	66,216,993
(5,315,239)	(14,125,085)
<u>11,859,553</u>	<u>84,260,152</u>
14,901,661	89,528,012
2,221,996	57,463,994
-	(37,327,583)
17,123,657	109,664,423
<u>308,667,030</u>	<u>1,631,839,125</u>
<u>\$ 325,790,687</u>	<u>\$ 1,741,503,548</u>

**STATE OF WISCONSIN
ENVIRONMENTAL IMPROVEMENT FUND**

STATEMENT OF CASH FLOWS
BY PROGRAM
For the Year Ended June 30, 2012

	Clean Water Fund Program		
	Direct Loan Portfolio	Proprietary Portfolio	Leveraged Loan Portfolio
CASH FLOWS FROM OPERATING ACTIVITIES			
Payments to employees for services	\$ (1,544,405)	\$ 954,382	\$ (1,656,879)
Payments to suppliers and other	(97,861)	157,025	(469,238)
Other operating revenues	-	41,360	-
Net Cash Flows From Operating Activities	<u>(1,642,266)</u>	<u>1,152,767</u>	<u>(2,126,117)</u>
CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES			
Operating grants received	49,148,570	-	-
Grants paid	(8,611,413)	(198,433)	-
Transfers in	16,912,331	26,029,667	12,300,000
Transfers out	(8,000,000)	(29,327,583)	-
Retirement of long-term debt	-	-	(58,170,000)
Interest payments	-	-	(44,288,483)
Advances to other funds	(699,930)	-	-
Net Cash Flows From Noncapital Financing Activities	<u>48,749,558</u>	<u>(3,496,349)</u>	<u>(90,158,483)</u>
CASH FLOWS FROM INVESTING ACTIVITIES			
Origination of loans	(90,638,642)	(450,686)	(61,439,035)
Collection on loans	72,589,826	1,606,428	63,543,277
Interest received on loans	216,782	12,660	8,916,000
Purchase of investments	-	-	(109,958,612)
Liquidation of investments	-	-	105,397,215
Investment and interest income	23,342,023	310,184	21,260,311
Net Cash Flows From Investing Activities	<u>5,509,989</u>	<u>1,478,586</u>	<u>27,719,156</u>
Net Change in Cash and Cash Equivalents	52,617,281	(864,996)	(64,565,444)
CASH AND CASH EQUIVALENTS - Beginning of Year	<u>183,414,419</u>	<u>10,218,732</u>	<u>165,677,134</u>
CASH AND CASH EQUIVALENTS - END OF YEAR	<u>\$ 236,031,700</u>	<u>\$ 9,353,736</u>	<u>\$ 101,111,690</u>

Safe Drinking Water Loan Program	Totals
\$ (1,304,424)	\$ (3,551,326)
(1,497,288)	(1,907,362)
-	41,360
(2,801,712)	(5,417,328)
17,307,820	66,456,390
(5,315,239)	(14,125,085)
2,221,996	57,463,994
-	(37,327,583)
-	(58,170,000)
-	(44,288,483)
-	(699,930)
14,214,577	(30,690,697)
(30,477,141)	(183,005,504)
16,092,596	153,832,127
93,323	9,238,765
-	(109,958,612)
-	105,397,215
5,576,439	50,488,957
(8,714,783)	25,992,948
2,698,082	(10,115,077)
78,043,363	437,353,648
\$ 80,741,445	\$ 427,238,571

**STATE OF WISCONSIN
ENVIRONMENTAL IMPROVEMENT FUND**

STATEMENT OF CASH FLOWS
BY PROGRAM
For the Year Ended June 30, 2012

	Clean Water Fund Program		
	Direct Loan Portfolio	Proprietary Portfolio	Leveraged Loan Portfolio
RECONCILIATION OF OPERATING INCOME TO NET CASH FLOWS FROM OPERATING ACTIVITIES			
Operating income	\$ 21,777,124	\$ 40,033	\$ (19,591,405)
ADJUSTMENTS TO RECONCILE OPERATING INCOME TO NET CASH FLOWS FROM OPERATING ACTIVITIES			
Amortization	-	-	(4,581,286)
Interest income classified as investing activity	(23,366,062)	(306,097)	(21,251,166)
Interest expense classified as noncapital financing activity	-	-	44,332,534
Noncash items in operating income			
Depreciation	-	-	-
Changes in assets and liabilities:			
Due from other funds	4,468	1,036,348	-
Prepaid items	-	1,890	16,887
Accrued expenses	(49,642)	(11,252)	-
Accrued interest on bonds	-	-	(229,568)
Due to other funds	(8,154)	391,845	(822,113)
Due to other governmental entities	-	-	-
Total Adjustments	<u>(23,419,390)</u>	<u>1,112,734</u>	<u>17,465,288</u>
NET CASH FLOWS FROM OPERATING ACTIVITIES	<u>\$ (1,642,266)</u>	<u>\$ 1,152,767</u>	<u>\$ (2,126,117)</u>
RECONCILIATION OF CASH AND CASH EQUIVALENTS TO THE STATEMENT OF NET ASSETS			
Unrestricted cash and cash equivalents - statement of net assets	\$ 236,031,700	\$ 9,353,736	\$ (69,429)
Investments in United States Treasury Notes, purchased in connection with forward delivery agreements	-	-	47,741,449
Investments in State of Wisconsin general obligation clean water bonds	-	-	200,721,339
Restricted cash and cash equivalents - statement of net assets	-	-	101,181,119
Total Cash and Investments	<u>236,031,700</u>	<u>9,353,736</u>	<u>349,574,478</u>
Less: Non-cash equivalents	-	-	<u>(248,462,788)</u>
CASH AND CASH EQUIVALENTS - END OF YEAR	<u>\$ 236,031,700</u>	<u>\$ 9,353,736</u>	<u>\$ 101,111,690</u>
NONCASH INVESTING AND NONCAPITAL FINANCING ACTIVITIES:			
Net change in unrealized gains and losses	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 23,284,518</u>

Safe Drinking Water Loan Program	Totals
<u>\$ 3,042,108</u>	<u>\$ 5,267,860</u>
-	(4,581,286)
(5,612,400)	(50,535,725)
-	44,332,534
3,617	3,617
-	1,040,816
-	18,777
(10,769)	(71,663)
-	(229,568)
(14,530)	(452,952)
<u>(209,738)</u>	<u>(209,738)</u>
<u>(5,843,820)</u>	<u>(10,685,188)</u>
<u>\$ (2,801,712)</u>	<u>\$ (5,417,328)</u>
<u>\$ 80,741,445</u>	<u>\$ 326,057,452</u>
-	47,741,449
-	200,721,339
-	101,181,119
<u>80,741,445</u>	<u>675,701,359</u>
-	(248,462,788)
<u>\$ 80,741,445</u>	<u>\$ 427,238,571</u>
<u>\$ -</u>	<u>\$ 23,284,518</u>

STATE OF WISCONSIN ENVIRONMENTAL IMPROVEMENT FUND

OTHER INFORMATION (UNAUDITED)
For the Years Ended June 30, 2012 and 2011

In management's opinion, the Governmental Accounting Standards Board (GASB) does not require an MD&A for individual fund reports under GASB Statement No. 34, Basic Financial Statements – and Management's Discussion and Analysis – for State and Local Governments. Therefore, the State has not prepared an MD&A for the State of Wisconsin Environmental Improvement Fund. An MD&A is included in the Comprehensive Annual Financial Report for the State of Wisconsin, which includes all funds and component units.

SUPPLEMENTAL INFORMATION

INDEPENDENT AUDITORS' REPORT ON INTERNAL CONTROL
OVER FINANCIAL REPORTING AND ON COMPLIANCE AND
OTHER MATTERS BASED ON AN AUDIT OF FINANCIAL STATEMENTS
PERFORMED IN ACCORDANCE WITH GOVERNMENT AUDITING STANDARDS

To the Secretary of the Department of Administration
and the Secretary of the Department of
Natural Resources of the State of Wisconsin

We have audited the financial statements of the State of Wisconsin Environmental Improvement Fund, an enterprise fund of the State of Wisconsin, as of June 30, 2012 and have issued our report thereon dated November 2, 2012. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States.

Internal Control Over Financial Reporting

Management of the State of Wisconsin Environmental Improvement Fund is responsible for establishing and maintaining effective internal control over financial reporting. In planning and performing our audit, we considered the State of Wisconsin Environmental Improvement Fund's internal control over financial reporting as a basis for designing our auditing procedures for the purpose of expressing our opinions on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the State of Wisconsin Environmental Improvement Fund's internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of the State of Wisconsin's Environmental Improvement Fund's internal control over financial reporting.

A *deficiency in internal control* exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct misstatements on a timely basis. A *material weakness* is a deficiency, or a combination of deficiencies, in internal control such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis.

Our consideration of internal control over financial reporting was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over financial reporting that might be deficiencies, significant deficiencies, or material weaknesses. We did not identify any deficiencies in internal control over financial reporting that we consider to be material weaknesses, as defined previously.

To the Secretary of the Department of Administration
and the Secretary of the Department of
Natural Resources of the State of Wisconsin
State of Wisconsin Environmental Improvement Fund

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the State of Wisconsin Environmental Improvement Fund's financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit and, accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

We noted certain matters that we reported to management of the State of Wisconsin Environmental Improvement Fund in a separate letter dated November 2, 2012.

This report is intended solely for the information and use of the State of Wisconsin Environmental Improvement Fund management, others within the entity and federal agencies and is not intended to be, and should not be, used by anyone other than these specified parties.

Baker Tilly Vinchow Krause, LLP

Madison, Wisconsin
November 2, 2012

STATE OF WISCONSIN
LEVERAGED LOAN PORTFOLIO
FINANCIAL STATEMENTS

As of and for the Year Ended June 1, 2012 and
Independent Auditors' Report

INDEPENDENT AUDITORS' REPORT

To the Secretary of the Department of Administration
and the Secretary of the Department of
Natural Resources of the State of Wisconsin

We have audited the accompanying financial statements of the Leveraged Loan Portfolio (an environmental financing program) of the State of Wisconsin Environmental Improvement Fund (an enterprise fund of the State of Wisconsin), as of June 1, 2012, and for the year then ended as listed in the table of contents. These financial statements are the responsibility of management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As discussed in Note 1, the financial statements present only the Leveraged Loan Portfolio of the State of Wisconsin Environmental Improvement Fund and do not purport to, and do not, present fairly the financial position of the State of Wisconsin or the State of Wisconsin Environmental Improvement Fund as of June 1, 2012, and the changes in financial position and, where applicable, its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

In our opinion, the financial statements referred to previously present fairly, in all material respects, the financial position of the Leveraged Loan Portfolio of the State of Wisconsin Environmental Improvement Fund as of June 1, 2012, and the changes in financial position and its cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States of America, as they apply to enterprise funds of governmental entities.

The Leveraged Loan Portfolio of the State of Wisconsin Environmental Improvement Fund has not presented the management's discussion and analysis that governmental accounting principles generally accepted in the United States of America require to be presented to supplement the financial statements. Such missing information, although not part of the financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of the financial reporting for placing the financial statements in an appropriate operational, economical, or historical context. Our opinion on the financial statements is not affected by this missing information.

To the Secretary of the Department of Administration
and the Secretary of the Department of
Natural Resources of the State of Wisconsin

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the State of Wisconsin Environmental Improvement Fund's financial statements. The "Other Information" listed in the accompanying table of contents are presented for purposes of additional analysis and are not a required part of the financial statements. Such information has not been subjected to the auditing procedures applied in the audit of the financial statements, and accordingly, we do not express an opinion or provide any assurance on it.

Baker Tilly Virchow Krause, LLP

Madison, Wisconsin
November 2, 2012

**STATE OF WISCONSIN
LEVERAGED LOAN PORTFOLIO**

STATEMENT OF NET ASSETS
As of June 1, 2012

ASSETS	
Current Assets	
Unrestricted cash and cash equivalents	\$ 6,121,295
United States Treasury Notes, purchased in connection with forward delivery agreements, at cost	47,737,726
Receivables	
Loans to local governments - current portion	63,608,714
Due from other governmental entities	1,701,685
Prepaid items	16,887
Total Current Assets	119,186,307
Noncurrent Assets	
Restricted assets - cash equivalents	100,867,863
Investments - State of Wisconsin general obligation clean water bonds, at fair value	203,251,197
Loans to local governments	714,459,885
Prepaid items	185,757
Deferred debt expense	3,380,071
Total Noncurrent Assets	1,022,144,773
TOTAL ASSETS	\$ 1,141,331,080
LIABILITIES AND NET ASSETS	
Current Liabilities	
Due to other funds	\$ 3,179,026
Revenue obligation bonds - current maturities	59,170,000
Total Current Liabilities	62,349,026
Noncurrent Liabilities	
Due to other governmental entities	902,991
Revenue obligation bonds, net (including deferred charge)	814,869,305
Total Noncurrent Liabilities	815,772,296
Total Liabilities	878,121,322
Net Assets	
Restricted for environmental improvement	263,209,758
Total Net Assets	263,209,758
TOTAL LIABILITIES AND NET ASSETS	\$ 1,141,331,080

See accompanying notes to financial statements.

**STATE OF WISCONSIN
LEVERAGED LOAN PORTFOLIO**

STATEMENT OF REVENUES, EXPENSES AND CHANGES IN NET ASSETS
For the Year Ended June 1, 2012

OPERATING REVENUES

Interest income used as security for revenue bonds	<u>\$ 21,255,661</u>
Total Operating Revenues	<u>21,255,661</u>

OPERATING EXPENSES

Interest	39,729,816
Salaries and benefits	905,975
Contractual services and other	<u>495,276</u>
Total Operating Expenses	<u>41,131,067</u>

Operating Loss	<u>(19,875,406)</u>
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NONOPERATING REVENUES

Investment income used as security for revenue bonds	<u>32,953,465</u>
Total Nonoperating Revenues	<u>32,953,465</u>

INCOME BEFORE TRANSFER

13,078,059

Transfers in	<u>12,300,000</u>
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Increase in Net Assets	25,378,059
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TOTAL NET ASSETS - Beginning of Year	<u>237,831,699</u>
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TOTAL NET ASSETS - END OF YEAR	<u><u>\$ 263,209,758</u></u>
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**STATE OF WISCONSIN
LEVERAGED LOAN PORTFOLIO**

STATEMENT OF CASH FLOWS
For the Year Ended June 1, 2012

CASH FLOWS FROM OPERATING ACTIVITIES

Payments to employees for services	\$ (98,732)
Payments to suppliers and other	<u>12,571</u>
Net Cash Flows From Operating Activities	<u>(86,161)</u>

CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES

Transfers in	12,300,000
Retirement of long-term debt	(58,170,000)
Interest payments	<u>(44,288,483)</u>
Net Cash Flows From Noncapital Financing Activities	<u>(90,158,483)</u>

CASH FLOWS FROM INVESTING ACTIVITIES

Origination of loans	(69,314,159)
Collection on loans	63,543,277
Interest and dividends received on loans	8,853,701
Purchase of investments	(109,958,612)
Liquidation of investments	105,401,699
Investment and interest income	<u>21,260,329</u>
Net Cash Flows From Investing Activities	<u>19,786,235</u>

Net Increase in Cash and Cash Equivalents (70,458,409)

CASH AND CASH EQUIVALENTS - Beginning of Year 177,447,567

CASH AND CASH EQUIVALENTS - END OF YEAR \$ 106,989,158

**RECONCILIATION OF OPERATING LOSS TO NET CASH
FLOWS USED BY OPERATIONS**

Operating Loss \$ (19,875,406)

**ADJUSTMENTS TO RECONCILE OPERATING LOSS TO NET
CASH USED IN OPERATING ACTIVITIES**

Amortization 4,558,667
Interest income classified as investing activity (21,255,661)
Interest expense classified as noncapital financing activity 35,171,149
Changes in assets and liabilities:
 Prepaid items 16,887
 Due to other funds 1,298,203
 Total Adjustments 19,789,245

NET CASH FLOWS USED BY OPERATING ACTIVITIES \$ (86,161)

**RECONCILIATION OF CASH AND CASH EQUIVALENTS TO THE
STATEMENT OF NET ASSETS**

Unrestricted cash and cash equivalents - statement of net assets \$ 6,121,295
Investments in United States Treasury Notes, purchased in connection with
 forward delivery agreements 47,737,726
Investments in State of Wisconsin general obligation clean water bonds 203,251,197
Restricted cash and cash equivalents - statement of net assets 100,867,863
 Total Cash and Investments 357,978,081

Less: Non-cash equivalents (250,988,923)

CASH AND CASH EQUIVALENTS - END OF YEAR \$ 106,989,158

NONCASH INVESTING AND NONCAPITAL FINANCING ACTIVITIES:

Net change in unrealized gains and losses \$ 24,503,767

See accompanying notes to financial statements.

STATE OF WISCONSIN LEVERAGED LOAN PORTFOLIO

NOTES TO FINANCIAL STATEMENTS As of and for the Year Ended June 1, 2012

NOTE 1 – NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Reporting Entity—The Leveraged Loan Portfolio (the “Portfolio”) is one of three portfolios of the Clean Water Fund Program, an environmental financing program of the State of Wisconsin Environmental Improvement Fund (the “Fund”). The Fund is an enterprise fund of the State of Wisconsin (the “State”) administered by the State of Wisconsin Department of Natural Resources (the “DNR”) and the State of Wisconsin Department of Administration (the “DOA”).

The Portfolio is funded by proceeds of revenue obligation bonds and contributions from the State. Assets in the Portfolio are used for loans for Wisconsin municipal wastewater projects that meet applicable State eligibility and reporting requirements.

The Fund applies all applicable Governmental Accounting Standards Board (“GASB”) pronouncements as well as the following pronouncements issued on or before November 30, 1989, unless these pronouncements conflict with or contradict GASB pronouncements: Financial Accounting Standards Board (FASB) Statements and Interpretations, Accounting Principles Board Opinions, and Accounting Research Bulletins of the Committee on Accounting Procedure.

Net Operating Loss—The Portfolio incurred an operating loss of \$19.9 million in 2012. Management expects the Portfolio will generally incur net operating losses for the foreseeable future. As explained in Note 2, the losses result from the Portfolio’s statutory mission to provide loans to municipalities at interest rates below the Portfolio’s own cost of funds. The losses have historically been funded by transfers from the State. Transfers in of \$12,300,000 were required for this purpose in 2012. Management expects transfers will continue for the foreseeable future sufficient to fund both the future operating losses and, together with additional borrowing, to fund additional loans to municipalities.

Interest on Loans Receivable—Interest on loans receivable is recognized on an accrual basis and recorded within Due From Other Governmental Entities on the statement of net assets.

United States Treasury Notes, Purchased in Connection with Forward Delivery Agreements—The Portfolio holds United States Treasury Notes as investments at June 1, 2012 and records the notes at cost. The Portfolio purchased these securities in accordance with the Forward Delivery Agreements (see Note 4).

GASB Statement No. 31 (GASB No. 31) states that investments in participating interest-earning investment contracts must be reported at fair value. The four forward delivery agreements with Wachovia Bank, NA (“Wachovia”); one forward delivery agreement with Westdeutsche Landesbank Girozentral (“WestLB”); and two forward delivery agreements with JP Morgan Chase Bank (JP Morgan) described in Note 4 would be considered participating investment contracts under GASB No. 31. Management has accounted for the agreements as investments in short-term U.S. treasury notes, at cost, rather than as investment contracts at fair value because management believes the difference between cost and fair value does not have a material impact on the financial statements. At June 1, 2012, the fair value of the Fund’s interest in these agreements exceeded the cost of the treasury securities owned by approximately \$1,148,693.

STATE OF WISCONSIN LEVERAGED LOAN PORTFOLIO

NOTES TO FINANCIAL STATEMENTS As of and for the Year Ended June 1, 2012

NOTE 1 – NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont.)

Investments—Investments that are stated at fair value include the State of Wisconsin Investment Board (“SWIB”) Local Government Investment Pool (“LGIP”) (see Note 3). The Portfolio has received fair value information for investments from external sources. Changes in the fair value of investments are included in investment income. All other investments are reported at cost. Accrued interest on investments is recorded as earned. To the extent interest income on investments exceeds applicable arbitrage limits specified in the Internal Revenue Code, the amount that must be rebated (“estimated arbitrage”) to the U.S. Treasury is recorded as a reduction of investment income (see Note 9). Investment transactions are recorded on the trade date.

Restricted Assets—Mandatory segregations of assets are presented as restricted assets. Such segregations are required by bond agreements. The restricted assets will be used for retirement of related long-term debt in the event that sufficient resources are not otherwise available.

Deferred Debt Expense—Issuance costs relating to the revenue obligation bonds were capitalized and are being amortized as a component of interest expense using the effective rate method.

Revenue Obligation Bonds—Interest expense on revenue obligation bonds is recognized on an accrual basis.

Debt Defeasance—Advance refundings of debt obligations that meet the criteria of GASB Statement No. 23 are recorded as an extinguishment of debt. The securities held in trust and the defeased obligations are not reported in the financial statements (see Note 7).

Deferred Charge—The Portfolio defers the difference between the reacquisition price and the net carrying amount of defeased debt and amortizes it as a component of interest expense over the shorter of the remaining life of the old debt or the life of the new debt. The unamortized deferred charge related to debt defeasance is classified as a reduction of revenue obligation bonds.

Cash Equivalents—The Portfolio considers all highly liquid investments with an original maturity of three months or less when purchased to be cash equivalents. The Portfolio also considers as cash equivalents guaranteed investment contracts or repurchase agreements permitting withdrawals required by the bond resolution to meet insufficiencies in debt service payments. Repurchase agreements and guaranteed investment contracts are valued at cost because they are nonparticipating contracts due to the non-negotiability of these investments and because the amount of any withdrawals made do not consider market interest rates.

Net Assets—Net assets are classified as either restricted or unrestricted based on the presence or absence of restrictions, including federal laws, the Clean Water Act of 1987, resolutions, state statutes, and Title XIV of the 1996 Safe Drinking Water Act, as amended.

Transfers In—Transfers in consist of capital contributions from the State of Wisconsin and are recognized as the contributions are received.

Estimates—The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

STATE OF WISCONSIN LEVERAGED LOAN PORTFOLIO

NOTES TO FINANCIAL STATEMENTS As of and for the Year Ended June 1, 2012

NOTE 2 – FINANCIAL ASSISTANCE COMMITMENTS TO LOCAL GOVERNMENTS

Leveraged loans to local governments at June 1, 2012, represent loans for wastewater treatment projects and are for terms of up to 20 years. These loans are made at a variety of prescribed interest rates based on project type categories. In order to effectuate statutory policy, a majority of the loans issued by the Portfolio are at interest rates that are below the State's cost of borrowing. The net losses that can result from this negative interest margin are funded by State contributions. Interest rates on loans receivable ranged from 0% to 5.8% in 2012. The weighted average interest rate was 2.625% at June 1, 2012. The loans contractually are revenue obligations or general obligations of the local governments, or both. Additionally, various statutory provisions exist which provide further security for payment. In the event of a default, the State can intercept State aid payments due to the applicable local government, induce an additional charge to the amount of property taxes levied by the county in which the applicable local government is located, or both. Accordingly, no reserve for loan loss is deemed necessary.

Of the loans outstanding at June 1, 2012, \$272,749,958 (35%) were loans due from the Milwaukee Metropolitan Sewerage District.

The Leverage Portfolio entered into \$256,716,930 of new loans during the 12 month period ending June 1, 2012. As of June 1, 2012, the Portfolio had undisbursed loan commitments totaling \$112,171,623. From June 1, 2012 to September 28, 2012, the Portfolio made additional loan disbursements of \$44,383,337 for financial assistance agreements that were outstanding prior to June 1, 2012. \$3,883,158 of additional leverage loans were executed between June 1, 2012 and September 28, 2012. These funding commitments are generally met through the proceeds from the issuance of additional Clean Water revenue bonds and investment earnings thereon (Note 6). Financial assistance in the form of grants is not provided in the Leverage Portfolio. The management of the EIF may elect to switch the target funding portfolio for a loan from Leverage to another loan portfolio based on various business or program needs.

NOTE 3 – CASH AND CASH EQUIVALENTS

As of June 1, 2012, cash and cash equivalents consisted of the following:

Local Government Investment Pool ("LGIP"), at fair value	\$ 99,391,248
Investments reported at cost:	
Repurchase Agreement with Bayerische Landesbank	7,597,910
	<u>106,989,158</u>
Less: Amounts classified as restricted assets (see Note 6)	<u>(100,867,863)</u>
Total Unrestricted Cash and Cash Equivalents	<u>\$ 6,121,295</u>

STATE OF WISCONSIN LEVERAGED LOAN PORTFOLIO

NOTES TO FINANCIAL STATEMENTS As of and for the Year Ended June 1, 2012

NOTE 3 – CASH AND CASH EQUIVALENTS (cont.)

The LGIP is an investment fund managed by SWIB that accepts investment deposits from over 1,000 municipalities and other public entities in the State of Wisconsin. The objectives of the LGIP are to provide safety of principal and liquidity while earning a competitive money market rate of return. The LGIP functions in a manner similar to a money market fund in that the yield earned changes daily and participants may invest or withdraw any or all amounts on a daily basis at par value. The LGIP is not a SEC registered investment, but is regulated by Wisconsin Statutes 25.14 and 25.17. At June 1, 2012, the current yield on the LGIP was 0.15%. The LGIP investment is stated at fair value.

The repurchase agreement with Bayerische Landesbank is collateralized by U.S. Treasury notes, bonds and debentures. At June 1, 2012, the repurchase agreement had a market value of \$8,645,994. The collateral is held by Wells Fargo Bank pursuant to a custody agreement. The repurchase agreement contains a fixed yield of 6.5%. The repurchase agreement provides for liquidation of investments at par if and when required by the terms of the Clean Water Revenue Bond General Resolution.

	Amount	Exposure to Custodial Credit Risk	Credit Risk	Interest Rate Risk	Interest Rate Highly Sensitive	Foreign Currency Rate	% of Portfolio
LGIP	\$ 99,391,248	N/A	Not rated	97 days weighted average maturity	N/A	N/A	27.8%
Repo BL (vs. veterans affairs)	7,597,910	\$0	Not rated	6-15-28 final maturity	N/A	N/A	2.1
Treasury notes – Forward delivery	47,737,726	\$0	N/A	See Note 4	N/A	N/A	13.3
GO Bonds-WI	203,251,197	\$0	Aa2	5-1-31 final maturity	N/A	N/A	56.8

The Leveraged Loan Portfolio does not have an investment policy for custodial credit risk, credit risk, interest rate risk, or concentration of credit risk.

Restricted assets of \$100,867,863 represent amounts legally restricted by the Clean Water Revenue Bonds. The amount restricted is the product of the average annual debt service of the outstanding, disbursed loans times a factor of 120%.

STATE OF WISCONSIN LEVERAGED LOAN PORTFOLIO

NOTES TO FINANCIAL STATEMENTS As of and for the Year Ended June 1, 2012

NOTE 4 – FORWARD DELIVERY AGREEMENTS

The Portfolio has entered into seven agreements for the future delivery and purchase of securities to be held as investments of the loan credit reserve fund of the Revenue Obligation Bonds (see Note 6). Four of the agreements are with Wachovia, one is with WestLB, and two are with JP Morgan and each provides for the delivery to, and purchase by, the Portfolio, of securities with a maturity value equal to the purchase price plus earnings calculated at the rate of the agreements. The agreements were entered into in conjunction with the 1993 Series 1, 1997 Series 1, 1998 Series 1, 1999 Series 1, 2006 Series 1, 2006 Series 2, and 2008 Series 1 Revenue Obligation Bonds.

Every six months during the term of the agreements, Wachovia, WestLB, and JP Morgan are required to deliver United States Treasury securities (“Treasury securities”) to the Portfolio for purchase. The Treasury securities are held as investments by the Portfolio. The price paid by the Portfolio for the Treasury securities is determined under the contract. That price is that which results in the predetermined annual earnings rate computed on the notional amount, taking into account the coupon interest on the delivered Treasury securities. The redemption value of the securities purchased for investment must equal at least the purchase price of the securities plus earnings calculated by multiplying the notional amount times the annual earnings rate as calculated for the term until the next bond payment date. The Wachovia agreements may be terminated at the option of the Portfolio and a payment between the parties will be made to compensate for the difference in present value of the earnings expected under each agreement and the earnings available on similar agreements at the time of the termination.

Management has asserted that it does not anticipate terminating the agreements at a time when a payment would be required from the Portfolio to Wachovia. If the agreements were terminated at a time when a payment would be due to Wachovia, management has also asserted that it would be able to enter into similar agreements that would have consistent present values as the agreements are valued in relation to prevailing Treasury security rates. In addition, if the agreements are terminated in whole or in part due to the need to use funds at the maturity date for making a debt service payment on the bonds, then there is not a compensating payment made between the parties.

The agreement with WestLB was amended effective December 10, 2002 to modify the termination provision. Other than a default by any of the parties to the agreement, the agreement may only be terminated on the last scheduled bond payment date for the 1993 Series 1 bonds which is June 1, 2013.

By GASB definition, these securities are classified as having no exposure to custodial credit risk. The par values, coupon rates, the cost and rate at which the Treasury Notes accrue interest in accordance with the Forward Delivery Agreements at June 1, 2012, are as follows:

	Par Value of Treasuries	Coupon Rate of Treasuries	Cost of Treasuries	Agreement Interest Rate	Agreement Maturity Date	Agreement Market Value
Series 1993-1 Agreement *	\$ 2,241,000	N/A	\$ 2,183,992	5.22%	June 1, 2013	\$ 2,239,727
Series 1997-1 Agreement	7,067,000	3.375%	6,991,107	5.58	June 1, 2017	7,178,900
Series 1998-1 Agreement	7,351,000	3.375	7,292,253	5.01	June 1, 2018	7,467,397
Series 1999-1 Agreement	7,019,000	3.375	6,918,808	6.32	June 1, 2020	7,130,140
Series 2006-1 Agreement	6,552,000	0.500	6,421,894	4.56	June 1, 2027	6,563,352
Series 2006-2 Agreement	8,173,000	0.500	7,999,712	4.84	June 1, 2027	8,187,161
Series 2008-1 Agreement	9,962,000	3.375	9,926,843	4.10	June 1, 2028	10,119,740

* The \$2,183,992 reported for the Series 1993-1 Agreement was held by the Leveraged Loan Portfolio’s custodian as a pending transaction at June 1, 2012.

STATE OF WISCONSIN LEVERAGED LOAN PORTFOLIO

NOTES TO FINANCIAL STATEMENTS
As of and for the Year Ended June 1, 2012

NOTE 5 – INTERFUND RECEIVABLES/PAYABLES AND TRANSFERS

The following is a schedule of interfund receivables and payables:

<u>Receivable Fund</u>	<u>Payable Fund</u>	<u>Amount</u>
Proprietary Portfolio	Leveraged Loan Portfolio	\$ 3,179,206
Total Due to Other Funds – Statement of Net Assets		<u>\$ 3,179,026</u>

This interfund resulted from the time lag between the dates that (1) interfund goods and services are provided or reimbursable expenditures occur, (2) transactions are recorded in the accounting system, and (3) payments between funds are made.

The following is a schedule of interfund transfers:

<u>Fund Transferred To</u>	<u>Fund Transferred From</u>	<u>Amount</u>	<u>Principal Purpose</u>
Leveraged Loan Portfolio	Proprietary Portfolio	\$ 12,300,000	Future Debt Service
Total Transfers – Statement of Revenues, Expenses and Changes in Net Assets		<u>\$ 12,300,000</u>	

Generally, transfers are used to (1) move revenues from the fund that collects them to the fund that the budget requires to expend them, (2) move receipts restricted to debt service from the funds collecting the receipts to the debt service fund, and (3) use unrestricted revenues collected in the general fund to finance various programs accounted for in other funds in accordance with budgetary authorizations.

NOTE 6 – REVENUE OBLIGATION BONDS AND RESTRICTED ASSETS

REVENUE OBLIGATION BONDS

Revenue bonds are payable only from revenues derived from the operation of the loan programs.

	<u>Beginning Balance</u>	<u>Increases</u>	<u>Decreases</u>	<u>Ending Balance</u>	<u>Amounts Due Within One Year</u>
Revenue bonds	\$ 897,475,000	\$ -	\$ 58,170,000	\$ 839,305,000	\$ 59,170,000
Add/(subtract) deferred amounts for:					
Refundings-gains/(losses)	(8,302,222)	-	(1,620,541)	(6,681,681)	-
Premiums/discounts	48,197,952	-	6,781,966	41,415,986	-
Totals	<u>\$ 937,370,730</u>	<u>\$ -</u>	<u>\$ 63,331,425</u>	<u>\$ 874,039,305</u>	<u>\$ 59,170,000</u>

STATE OF WISCONSIN LEVERAGED LOAN PORTFOLIO

NOTES TO FINANCIAL STATEMENTS As of and for the Year Ended June 1, 2012

NOTE 6 – REVENUE OBLIGATION BONDS AND RESTRICTED ASSETS (cont.)

REVENUE OBLIGATION BONDS (cont.)

Revenue obligation serial and term bonds as of June 1, 2012 consisted of the following:

	2012
1998 Series 2:	
Serial Bonds, no optional redemption, June 1, 2017	\$ 44,330,000
Unamortized premium on bonds	721,789
	45,051,789
2002 Series 2:	
Serial Bonds, no optional redemption, June 1, 2016	19,870,000
Unamortized premium on bonds	499,976
	20,369,976
2004 Series 1:	
Serial Bonds, optional redemption for bonds at 100% of par, June 1, 2014	72,410,000
Unamortized premium on bonds	1,220,716
	73,630,716
2004 Series 2:	
Serial Bonds, optional redemption for bonds at 100% of par, June 1, 2015	78,620,000
Unamortized premium on bonds	2,944,767
	81,564,767
2006 Series 1:	
Serial Bonds, optional redemption for bonds at 100% of par, June 1, 2016	66,635,000
Unamortized premium on bonds	2,932,992
	69,567,992
2006 Series 2:	
Serial Bonds, optional redemption for bonds at 100% of par, June 1, 2015	83,290,000
Unamortized premium on bonds	2,221,090
	85,511,090
2008 Series 1:	
Serial Bonds, optional redemption for bonds at 100% of par, June 1, 2018	87,260,000
Unamortized premium on bonds	4,678,796
	91,938,796

STATE OF WISCONSIN LEVERAGED LOAN PORTFOLIO

NOTES TO FINANCIAL STATEMENTS
As of and for the Year Ended June 1, 2012

NOTE 6 – REVENUE OBLIGATION BONDS AND RESTRICTED ASSETS (cont.)

<i>REVENUE OBLIGATION BONDS</i> (cont.)	<u>2012</u>
2008 Series 2:	
Serial Bonds, no optional redemption, June 1, 2018	\$ 27,335,000
Unamortized premium on bonds	<u>1,986,006</u>
	<u>29,321,006</u>
2008 Series 3:	
Serial Bonds, optional redemption for bonds at 100% of par, June 1, 2018	82,790,000
Unamortized premium on bonds	<u>1,524,703</u>
	<u>84,314,703</u>
2010 Series 1:	
Serial Bonds, optional redemption for bonds at 100% of par, June 1, 2031	63,660,000
Unamortized premium on bonds	<u>4,517,110</u>
	<u>68,177,110</u>
2010 Series 2:	
Serial Bonds, optional redemption for bonds at 100% of par, June 1, 2021	14,070,000
Unamortized premium on bonds	<u>1,668,780</u>
	<u>15,738,780</u>
2010 Series 3:	
Build America Bonds, optional redemption for bonds at 100% of par, June 1, 2025	<u>49,690,000</u>
2010 Series 4:	
Serial Bonds, optional redemption for bonds at 100% of par, June 1, 2031	112,585,000
Unamortized premium on bonds	<u>11,468,869</u>
	<u>124,053,869</u>
2010 Series 5:	
Serial Bonds, optional redemption for bonds at 100% of par, June 1, 2023	36,760,000
Unamortized premium on bonds	<u>5,030,392</u>
	<u>41,790,392</u>
Total of All Series	880,720,986
Unamortized deferred charge related to debt defeasance (Note 7)	<u>(6,681,681)</u>
Revenue Obligation Bonds, Net of Deferred Charge	<u>\$ 874,039,305</u>

STATE OF WISCONSIN LEVERAGED LOAN PORTFOLIO

NOTES TO FINANCIAL STATEMENTS
As of and for the Year Ended June 1, 2012

NOTE 6 – REVENUE OBLIGATION BONDS AND RESTRICTED ASSETS (cont.)

REVENUE OBLIGATION BONDS (cont.)

The original issue discount or premium at issuance and the interest rates at June 1, 2012, on the following bond series were:

Series	Original Issue Discount/ (Premium)	Interest Rates
1998 Series 2	\$ (7,739,808)	4.00 – 5.50%
2002 Series 2	(7,344,000)	3.00 – 5.50%
2004 Series 1	(6,632,300)	4.00 – 5.00%
2004 Series 2	(11,408,668)	3.25 – 5.25%
2006 Series 1	(4,951,135)	3.50 – 5.00%
2006 Series 2	(4,359,628)	4.00 – 5.00%
2008 Series 1	(7,712,015)	4.00 – 5.00%
2008 Series 2	(3,393,398)	5.00%
2008 Series 3	(2,764,120)	3.00 – 5.00%
2010 Series 1	(5,917,653)	3.00 – 5.00%
2010 Series 2	(2,065,947)	5.00%
2010 Series 3	-	3.957% - 5.441%
2010 Series 4	(13,528,717)	3.00 – 5.00%
2010 Series 5	(5,845,742)	5.00%

Principal maturities of the bonds, net of advance refundings, as of June 1, 2012, are as follows:

Years Ending June 30,	Principal	Interest	Totals
2013	\$ 59,170,000	\$ 41,533,670	\$ 100,703,670
2014	56,250,000	38,725,446	94,975,446
2015	56,930,000	35,803,033	92,733,033
2016	58,550,000	32,961,771	91,511,771
2017	59,655,000	30,114,683	89,769,683
2018-2022	263,755,000	109,014,976	372,769,976
2023-2027	211,480,000	48,203,899	259,683,899
2028-2031	73,515,000	8,819,000	82,334,000
Totals	<u>\$ 839,305,000</u>	<u>\$ 345,176,478</u>	<u>\$ 1,184,481,478</u>

The revenue obligation bonds are collateralized by a security interest in all assets of the Leveraged Loan Portfolio. At June 1, 2012, the total assets of the Leveraged Loan Portfolio were \$1,133,584,251. Neither the full faith and credit nor the taxing power of the State is pledged for the payment of the revenue obligation bonds. However, as the loans granted to the municipalities are at an interest rate which is less than the Revenue Bond rate, the State is obligated by the Clean Water Fund General Resolution to fund, prior to each loan disbursement, a reserve, which subsidizes the Leveraged Loan Portfolio in an amount to offset this interest rate disparity.

Revenue obligation bonds are payable only from revenues derived from 1) pledged loan repayments, 2) amounts in the Loan Fund, Loan Credit Reserve Fund, and Subsidy Fund, and 3) all other pledged receipts.

STATE OF WISCONSIN LEVERAGED LOAN PORTFOLIO

NOTES TO FINANCIAL STATEMENTS As of and for the Year Ended June 1, 2012

NOTE 6 – REVENUE OBLIGATION BONDS AND RESTRICTED ASSETS (cont.)

RESTRICTED ASSETS

Among other restrictions under the revenue obligation bond agreements are provisions that require that a specified amount of cash and investments be held by an independent trustee in a reserve account for the purpose of paying bond interest and principal when due. The restricted assets on the balance sheets consist of substantially all of the Bayerische Landesbank investment (Note 3) and \$93.3 million of the LGIP balance held as a credit reserve. These amounts are required in order to satisfy the conditions of certain agreements related to maintaining the minimum credit ratings on the bonds.

NOTE 7 – ADVANCE REFUNDING

In 1998, the Fund defeased a portion of its 1991 Series 1, 1993 Series 1, 1995 Series 1 and 1997 Series 1 bonds through the issuance of \$104,360,000 of 1998 Series 2 Refunding Bonds. The proceeds from the 1998 Series 2 Refunding Bonds were placed in an irrevocable trust to provide for all future debt service payments on the old bonds. Accordingly, the trust assets and the liability for the defeased bonds are not included in the Fund's financial statements. At June 1, 2012, there was \$45,410,000 of the defeased bonds outstanding that will be serviced by the irrevocable trust's remaining funds.

In 2002, the Fund defeased a portion of its 1993 Series 1, 1995 Series 1, 1997 Series 1, 1998 Series 1, and 1999 Series 1 bonds through the issuance of \$85,575,000 of 2002 Series 2 Refunding Bonds. The proceeds from the 2002 Series 2 Refunding Bonds were placed in an irrevocable trust to provide for all future debt service payments on the old bonds. Accordingly, the trust assets and the liability for the defeased bonds are not included in the Fund's financial statements. At June 1, 2012, there was \$23,860,000 of the defeased bonds outstanding that will be serviced by the irrevocable trust's remaining funds.

In 2005, the Fund defeased a portion of its 1998 Series 1, 1999 Series 1, 2001 Series 1, and 2002 Series 1 bonds through the issuance of \$107,025,000 of 2004 Series 2 Refunding Bonds. The proceeds were used to purchase U.S. government securities. Those securities were deposited in an irrevocable trust with an escrow agent to provide for all future debt service payments on the refunded bonds. Accordingly, the trust assets and the liability for the defeased bonds are not included in the Fund's financial statements. At June 1, 2012, there was \$80,045,000 of the defeased bonds outstanding that will be served by the irrevocable trust's remaining funds.

In 2008, the Fund defeased a portion of its 1998 Series 1 and 2001 Series 1 bonds through the issuance of \$27,335,000 of 2008 Series 2 Refunding Bonds. The proceeds were used to purchase U.S. government securities. Those securities were deposited in an irrevocable trust with an escrow agent to provide for all future debt service payments on the refunded bonds. Accordingly, the trust assets and liability for the defeased bonds are not included in the Fund's financial statements. At June 1, 2012, there was \$28,100,000 of the defeased bonds outstanding that will be served by the irrevocable trust's remaining funds.

STATE OF WISCONSIN LEVERAGED LOAN PORTFOLIO

NOTES TO FINANCIAL STATEMENTS As of and for the Year Ended June 1, 2012

NOTE 7 – ADVANCE REFUNDING (cont.)

In 2010, the Fund defeased a portion of its 2001 Series 1 bonds through the issuance of \$14,070,000 of 2010 Series 2 Refunding Bonds. The proceeds were used to purchase U.S. government securities. Those securities were deposited in an irrevocable trust with an escrow agent to provide for all future debt service payments on the refunded bonds. Accordingly, the trust assets and the liability for the defeased bonds are not included in the Fund's financial statements. At June 1, 2012, there was \$14,990,000 of the defeased bonds outstanding that will be secured by the irrevocable trust's remaining funds.

In 2010, the Fund defeased a portion of its 2002 Series 1 bonds through the issuance of \$36,760,000 of 2010 Series 5 Refunding Bonds. The proceeds were used to purchase U.S. government securities. Those securities were deposited in an irrevocable trust with an escrow agent to provide for all future debt service payments on the refunded bonds. Accordingly, the trust assets and the liability for the defeased bonds are not included in the Fund's financial statements. At June 1, 2012, there was \$39,510,000 of the defeased bonds outstanding that will be secured by the irrevocable trust's remaining funds.

NOTE 8 – GLOBAL CERTIFICATES

In April 2004, all of the State of Wisconsin General Obligation Bonds previously owned by the Fund were exchanged for \$116,840,689 (par value) of State of Wisconsin General Obligation Bond, Clean Water Fund Program ("Global Certificate"). The estimated market value and weighted average coupon interest rate of the Global Certificate at June 1, 2012 is \$68,084,110 and 0.00%, respectively. The Bonds are registered in the name of the Fund and held by an independent trustee.

In February 2007, two additional State of Wisconsin General Obligation Bonds were issued for the Clean Water Fund Program ("Global Certificate") for \$13,148,554 and \$6,851,446 (par value). The estimated market value and weighted average coupon interest rates of the Global Certificates at June 1, 2012 were \$14,047,089 and 5.45% and \$9,192,592 and 5.76%, respectively. The Bonds are registered in the name of the Fund and held by an independent trustee.

In June 2008, two State of Wisconsin General Obligation Bonds were issued for the Clean Water Fund Program ("Global Certificate") for \$16,600,000 and \$10,300,000 (par value). The estimated market values of the Global Certificates at June 1, 2012 were \$23,583,737 and \$20,034,706. The weighted average coupon interest rate for the \$16,600,000 Global Certificate at June 1, 2012 was 6.16%. The Bonds are registered in the name of the Fund and held by an independent trustee.

In January 2009, one State of Wisconsin General Obligation Bond was issued for the Clean Water Fund Program ("Global Certificate") for \$17,700,000 (par value). The estimated market value and weighted average coupon interest rate of the Global Certificate at June 1, 2012 were \$23,623,398 and 5.78%, respectively.

In April 2010, one State of Wisconsin General Obligation Bond was issued for the Clean Water Fund Program ("Global Certificate") for \$15,243,000 (par value). The estimated market value and weighted average coupon interest rate of the Global Certificate at June 1, 2011 were \$20,195,744 and 5.47%, respectively. The Bond is registered in the name of the Portfolio and held by an independent trustee.

STATE OF WISCONSIN LEVERAGED LOAN PORTFOLIO

NOTES TO FINANCIAL STATEMENTS As of and for the Year Ended June 1, 2012

NOTE 8 – GLOBAL CERTIFICATES (cont.)

In December 2010, one State of Wisconsin General Obligation Bond was issued for the Clean Water Fund Program (“Global Certificate”) for \$15,000,000 (par value). The estimated market value and weighted average coupon interest rate of the Global Certificate at June 1, 2012, were \$20,956,758 and 5.96%, respectively.

In April 2012, one State of Wisconsin General Obligation Bond was issued for the Clean Water Fund Program (“Global Certificate”) for \$12,300,000 (par value). The estimated market value and weighted average coupon interest rate of the Global Certificate at June 1, 2012 were \$13,267,767 and 2.89%, respectively.

Principal maturities of the Global Certificates as of June 1 are as follows:

Years Ending June 1,	2012
2013	\$ 9,662,930
2014	5,885,021
2015	6,863,280
2016	7,791,289
2017	11,225,350
2018-2022	47,870,315
2023-2027	50,042,642
2028-2031	32,154,000
Totals	\$ 171,494,827

NOTE 9 – INVESTMENT INCOME

Investment income is recorded net of estimated required arbitrage relating to outstanding State of Wisconsin Clean Water Revenue Bonds and consisted of the following for the fiscal year ended June 1, 2012:

Interest	
State of Wisconsin Investment Board Local Government Investment Pool	\$ 185,264
Repurchase Agreement with Bayerische Landesbank	493,864
United States Treasury Notes	2,335,202
State of Wisconsin General Obligation Bonds	5,289,534
Federal Interest on Build America Bonds	831,375
Total Interest	9,135,239
Changes in Realized and Unrealized Gains (Losses)	
State of Wisconsin General Obligation Bonds	24,503,767
Total Interest and Changes in Unrealized Gains (Losses)	33,639,006
Change in Estimated Rebateable Arbitrage Liability	(685,542)
TOTAL INVESTMENT INCOME	\$ 32,953,464

STATE OF WISCONSIN LEVERAGED LOAN PORTFOLIO

NOTES TO FINANCIAL STATEMENTS As of and for the Year Ended June 1, 2012

NOTE 10 – SUBSEQUENT EVENTS

On July 26, 2012, the State of Wisconsin issued \$55,000,000 in Clean Water Revenue Bonds and \$92,450,000 in Clean Water Revenue Refunding Bonds. Interest rates for both series of bonds range from 2.0 to 5.0%. The refunding bonds will be used to advance refund the callable maturities of the State of Wisconsin's outstanding Clean Water Revenue Bonds, 2004 Series 1, dated March 3, 2004, and Clean Water Revenue Bonds 2006 Series 2, dated November 7, 2006.

NOTE 11 – EFFECT OF NEW ACCOUNTING STANDARDS ON CURRENT-PERIOD FINANCIAL STATEMENTS

The Governmental Accounting Standards Board (GASB) has approved GASB Statement No. 61, *The Financial Reporting Entity: Omnibus*; Statement No. 62, *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements*; Statement No. 63, *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position*; and Statement No. 64, *Derivative Instruments: Application of Hedge Accounting Termination Provisions - an amendment of GASB Statement No. 53*; Statement No. 65, *Items Previously Reported as Assets and Liabilities*; and Statement No. 66, *Technical Corrections – 2012 – an Amendment of GASB Statements No. 10 and No. 62*. Application of these standards may restate portions of these financial statements.

STATE OF WISCONSIN LEVERAGED LOAN PORTFOLIO

OTHER INFORMATION (UNAUDITED)
For the Year Ended June 1, 2012

In management's opinion, the Governmental Accounting Standards Board (GASB) does not require an MD&A for individual fund reports under GASB Statement No. 34, Basic Financial Statements – and Management's Discussion and Analysis – for State and Local Governments. Therefore, the State has not prepared an MD&A for the State of Wisconsin Leveraged Loan Portfolio. An MD&A is included in the Comprehensive Annual Financial Report for the State of Wisconsin, which includes all funds and component units.