State of Wisconsin
Additional/Voluntary Filing#2022-16
Dated October 3, 2022

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

Issuer: State of Wisconsin

CUSIP Numbers:

97705L 6Y8	97705M EF8	97705M EN1
97705M GQ2	97705M NS0	97705M NT8
97705M NU5	97705M NV3	97705M NW1
97705M QP3	97705M QQ1	97705M QR9
97705M SC0	97705M SD8	

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

The State of Wisconsin is inviting holders of the above CUSIP numbers to tender bonds for purchase by the State pursuant to the terms and conditions set forth in the attached invitation.

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

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

doa.wi.gov/capitalfinance

wisconsinbonds.com

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

/S/ Aaron M. Heintz

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

STATE OF WISCONSIN
DEPARTMENT OF ADMINISTRATION
Tony Evers, Governor
Kathy Blumenfeld, Secretary-designee
Brian Pahnke, Administrator

October 3, 2022

Dear Bondholder:

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

You are receiving this letter because the State is inviting an offer ***to tender your Bonds for purchase by the State for cash*** in connection with a potential refunding of a portion of its outstanding debt.

This invitation is further described in the "Invitation to Tender Bonds" dated October 3, 2022 (the "Tender Offer") and is subject solely to the terms and conditions in the Tender Offer. *Please see below for directions regarding how to access the Tender Offer and related documents via the web.*

Background

The Tender Offer is part of a plan by the State to refund a portion of its outstanding indebtedness. As part of the refunding, the State intends to refund a portion of its indebtedness, and purchase those Bonds tendered and accepted pursuant to the Tender Offer, using proceeds from the State's General Obligation Refunding Bonds of 2022, Series 4 and General Obligation Refunding Bonds of 2022, Series 5 (Taxable) as more fully described in the Preliminary Official Statement, which is part of the Tender Offer**.**

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

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

- ***Federally Taxable Bonds* (as listed in Table 1 of Appendix A):** The prices will be based on fixed spreads to be added to the yields on certain benchmark United States Treasury securities, plus accrued interest on the Taxable Bonds tendered for purchase to but not including the Settlement Date.

- ***Federally Tax-Exempt Bonds* (as listed in Table 2 of Appendix A):** The prices will be the purchase prices, plus accrued interest on the Tax-Exempt Bonds tendered for purchase to but not including the Settlement Date.

On or about October 11, 2022, the State expects to publish the Pricing Notice, which will set forth (i) the fixed spreads and benchmark securities to be used in determining the prices to be paid by the State for each CUSIP for the federally taxable Bonds, if any, purchased pursuant to the Tender Offer and (ii) the prices to be paid by the State for each CUSIP for the federally tax-exempt Bonds, if any, purchased pursuant to the Tender Offer.

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

Executive Budget and Finance, Capital Finance Office, PO Box 7864, Madison, WI 53707-7864
Phone: (608) 266-5355 | DOA.WI.GOV/CAPITALFINANCE

What Happens if I Choose Not to Participate?

Bondholders who do not tender their Bonds pursuant to the Tender Offer, as well as Bondholders who tender Bonds for purchase that the State chooses not to accept ("Untendered Bonds"), will continue to hold such Untendered Bonds in their account unchanged by virtue of the Tender Offer. In addition, the State reserves the right to, and may decide to, refund (on an advance or current basis) some or all of the Untendered Bonds. As described in the Tender Offer, the State expects to refund certain of the Bonds without regard to whether Bonds are tendered.

The deadline to offer your Bonds for purchase is October 18, 2022, at 5:00 p.m. New York City time unless extended or earlier terminated. Should you wish to participate, please contact your bank, broker or other financial advisor in advance of this date so that they may have sufficient time to relay your instructions to the State prior to expiration of the Tender Offer.

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

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

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

Jefferies LLC

520 Madison Avenue
New York, New York 10022
Tel: (212) 336-7022
Attn: Neil Flanagan, Managing Director
Email: nflanagan@jefferies.com

Siebert Williams Shank & Co., LLC

625 North Michigan Avenue
Suite 2350
Chicago, Illinois 60611
Tel: (312) 759-1040
Attn: Ramón Ortega, Managing Director
Email: rortega@siebertwilliams.com

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

Please note that the State retains the right to modify or withdraw the Tender Offer at any time through and including the Expiration Date (i.e., October 18, 2022, at 5:00 p.m. New York City Time) (unless earlier terminated or extended), as more fully described in the Tender Offer.

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

STATE OF WISCONSIN

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

STATE OF WISCONSIN
General Obligation Refunding Bonds of 2014, Series 4
General Obligation Refunding Bonds of 2016, Series 2
General Obligation Refunding Bonds of 2017, Series 1
General Obligation Refunding Bonds of 2019, Series 1 (Taxable)
General Obligation Refunding Bonds of 2020, Series 2 (Taxable)
General Obligation Refunding Bonds of 2020, Series 3 (Taxable)

THIS INVITATION WILL EXPIRE AT 5:00 P.M., NEW YORK CITY TIME, ON OCTOBER 18, 2022, UNLESS THE INVITATION IS EARLIER TERMINATED OR EXTENDED AS DESCRIBED HEREIN. See "TERMS OF THE TENDER OFFER" herein.

This Invitation to Tender Bonds, dated October 3, 2022 (as it may be amended or supplemented, this "***Tender Offer***"), describes an invitation by the State of Wisconsin, through the State of Wisconsin Building Commission (the "***State***"), with the assistance of Jefferies LLC and Siebert Williams Shank & Co., LLC, as joint dealer managers (the "***Dealer Managers***"), to the beneficial owners (the "***Holders***" or "***Bondholders***") of the State's outstanding bonds of the series and certain maturities listed on pages (i) and (ii) of this Tender Offer (collectively, the "***Bonds***") to tender their Bonds for purchase at the offer prices to be set forth in the Pricing Notice, which is expected to be dated on or about October 11, 2022 (as it may be amended and supplemented, the "***Pricing Notice***" a form of which is attached hereto as APPENDIX B), plus, accrued interest ("***Accrued Interest***") on the Bonds tendered and accepted for purchase to but not including the Settlement Date (as hereinafter defined) based on the following:

- with respect to the *federally taxable Bonds* listed in Table 1 on page (i) of this Tender Offer (the "***Taxable Bonds***"), the offer price will be based on a fixed spread to be added to the yields on certain benchmark United States Treasury Securities, plus accrued interest on the Taxable Bonds tendered and accepted for purchase to but not including the Settlement Date; and
- with respect to the *federally tax-exempt Bonds* listed in Table 2 on page (ii) of this Tender Offer (the "***Tax-Exempt Bonds***"), the offer prices will be the purchase prices set forth in the Purchase Notice, plus accrued interest on the Tax-Exempt Bonds tendered and accepted for purchase to but not including the Settlement Date.

Subject to the terms and conditions of this Tender Offer, the State may agree to purchase Bonds tendered for purchase on November 3, 2022, unless extended by the State (such date being the "***Settlement Date***"), assuming all conditions to this Tender Offer have then been satisfied or waived by the State; provided that such Bonds have been validly tendered for purchase by the Expiration Date set forth below. Bondholders whose Bonds are tendered and accepted for purchase will receive the Purchase Price and Accrued Interest on such Bonds on the Settlement Date. The sources of funds to purchase the Bonds validly tendered and accepted for purchase pursuant to this Tender Offer will be proceeds of the State's General Obligation Refunding Bonds of 2022, Series 4 and General Obligation Refunding Bonds of 2022, Series 5 (Taxable) (collectively, the "***2022 Series 4 & 5 Bonds***") and other available funds of the State. If issued, the 2022 Series 4 & 5 Bonds will be dated the Settlement Date and be issued in the manner, on the terms and with the security therefor described in the Preliminary Official Statement dated October 3, 2022 attached hereto as APPENDIX A (the "***2022 Series 4 & 5 POS***") The purchase of any Bonds tendered and accepted for purchase pursuant to this Tender Offer is contingent on the issuance of the 2022 Series 4 & 5 Bonds, and is also subject to certain other conditions, including, without limitation, the Financing Conditions (as defined herein). See "INTRODUCTION – General" and "TERMS OF THE TENDER OFFER – Conditions to Purchase" herein.

HOLDERS OF BONDS WHO DO NOT TENDER THEIR BONDS, AS WELL AS HOLDERS OF BONDS WHO TENDER BONDS FOR PURCHASE THAT THE STATE IN ITS DISCRETION DOES NOT ACCEPT FOR PURCHASE, WILL CONTINUE TO HOLD SUCH BONDS (THE "UNTENDERED BONDS") AND SUCH UNTENDERED BONDS WILL REMAIN OUTSTANDING. THE STATE RESERVES THE RIGHT TO, AND MAY DECIDE TO, REFUND (ON AN ADVANCE OR CURRENT BASIS) SOME OR ALL OF THE UNTENDERED BONDS THROUGH THE ISSUANCE OF PUBLICLY-OFFERED OR PRIVATELY-PLACED TAXABLE OR TAX-EXEMPT OBLIGATIONS OF THE STATE. THE STATE EXPECTS TO REFUND CERTAIN OF THE BONDS WITH PROCEEDS OF THE 2022 SERIES 4 & 5 BONDS WITHOUT REGARD TO WHETHER SUCH BONDS ARE TENDERED FOR PURCHASE. See "INTRODUCTION – Bonds Not Tendered for Purchase" and "ADDITIONAL CONSIDERATIONS" herein.

To make an informed decision as to whether, and how, to tender Bonds for purchase pursuant to this Tender Offer, Bondholders must read this Tender Offer, including the 2022 Series 4 & 5 POS attached hereto, carefully, and consult with their broker, account executive, financial advisor, attorney and/or other professionals. For more information about risks concerning this Tender Offer, please see "ADDITIONAL CONSIDERATIONS" herein.

Any Bondholder wishing to tender its Bonds should follow the procedures more specifically described herein. Bondholders and their brokers and account executives with questions about this Tender Offer should contact the Dealer Managers or the Information Agent.

Key Dates and Times

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

Launch Date and Post 2022 Series 4 & 5 POS	October 3, 2022
Pricing Notice	On or about October 11, 2022
Expiration Date	5:00 p.m. on October 18, 2022
Determination of Taxable Bonds Purchase Price	10:00 a.m. on October 19, 2022
Notice of Taxable Bonds Purchase Price	October 19, 2022
Acceptance Date	October 19, 2022
Settlement Date	November 3, 2022

The Dealer Managers for this Tender Offer are:
Jefferies LLC and Siebert Williams Shank & Co., LLC

The Information Agent and Tender Agent for this Tender Offer is:
Globic Advisors Inc.

BONDS SUBJECT TO THE TENDER OFFER

TABLE 1 – TAXABLE BONDS

Series	CUSIP	Maturity Date	Interest Rate	Outstanding Principal Amount	Maximum Principal Amount that may be Accepted for Purchase if Tendered	Benchmark Treasury Security	Indicative Fixed Spreads†
2019 Series 1	97705MNS0	5/1/2029	2.281%	$14,275,000	$10,990,000	3.875% UST maturing 9/30/2029 CUSIP: 91282CFL0	+12.4 bps
2019 Series 1	97705MNT8	5/1/2030	2.381%	56,540,000	43,540,000	2.750% UST maturing 8/15/2032 CUSIP: 91282CFF3(3)	+37.4 bps
2019 Series 1	97705MNU5	5/1/2031	2.451%	53,795,000	41,425,000	2.750% UST maturing 8/15/2032 CUSIP: 91282CFF3(3)	+46.2 bps
2019 Series 1	97705MNV3	5/1/2032	2.501%	87,315,000	67,240,000	2.750% UST maturing 8/15/2032 CUSIP: 91282CFF3(3)	+54.1 bps
2019 Series 1	97705MNW1	5/1/2033	2.531%	57,755,000	44,475,000(1)	2.750% UST maturing 8/15/2032 CUSIP: 91282CFF3(3)	+66.3 bps
2020 Series 2	97705MQP3	5/1/2029	2.267%	47,685,000	47,685,000	3.875% UST maturing 9/30/2029 CUSIP: 91282CFL0	+12.4 bps
2020 Series 2	97705MQQ1	5/1/2030	2.297%	25,165,000	25,165,000	2.750% UST maturing 8/15/2032 CUSIP: 91282CFF3(3)	+37.3 bps
2020 Series 2	97705MQR9	5/1/2031	2.347%	26,020,000	26,020,000	2.750% UST maturing 8/15/2032 CUSIP: 91282CFF3(3)	+46.1 bps
2020 Series 3	97705MSC0	5/1/2032	1.736%	27,040,000	27,040,000	2.750% UST maturing 8/15/2032 CUSIP: 91282CFF3(3)	+52.7 bps
2020 Series 3	97705MSD8	5/1/2033	1.836%	56,235,000	56,235,000(2)	2.750% UST maturing 8/15/2032 CUSIP: 91282CFF3(3)	+64.9 bps

1 For Bonds with CUSIP 97705MNW1, the State expects to purchase or escrow to the Maturity Date, for economic defeasance at least $34,050,000 Bonds. Any defeasance will be effected by purchasing an escrow consisting of U.S. Treasury or agency securities to provide for payment of principal of and interest on such Bonds. The defeased Bonds will continue to be legal obligations of the State.

2 For Bonds with CUSIP 97705MSD8, the State expects to purchase or escrow to the Maturity Date, for economic defeasance, at least $34,340,000 Bonds. Any defeasance will be effected by purchasing an escrow consisting of U.S. Treasury or agency securities to provide for payment of principal of and interest on such Bonds. The defeased Bonds will continue to be legal obligations of the State.

3 The Benchmark Treasury Security for this CUSIP is expected to be replaced following the U.S. Treasury's 10-year Note auction scheduled for Wednesday, October 12, 2022. The replacement Benchmark Treasury Security will be identified by a notice of amendment to this Tender Offer, as applicable.

† Indicative Fixed Spreads and Benchmark Treasury Securities are preliminary and subject to change. Actual Fixed Spreads and Benchmark Treasury Securities will appear in the Pricing Notice.

BONDS SUBJECT TO THE TENDER OFFER (CONTINUED)

TABLE 2 – TAX-EXEMPT BONDS

Series	CUSIP	Maturity Date	Call Date	Interest Rate	Outstanding Principal Amount	Maximum Principal Amount that may be Accepted for Purchase if Tendered	Indicative Purchase Price as a Percentage of Par†
2014 Series 4	97705L6Y8	5/1/2027	11/1/2024	5.000%	$54,110,000	$32,710,000(1)	106.588
2016 Series 2	97705MEF8	11/1/2030	5/1/2026	4.000%	20,000,000	13,550,000(1)	104.433
2016 Series 2	97705MEN1	11/1/2030	5/1/2026	5.000%	39,075,000	26,470,000(1)	108.702
2017 Series 1	97705MGQ2	11/1/2026	-	5.000%	42,880,000	9,650,000(1)	109.660

1 The State expects to purchase or escrow to the Call Date (or, if none, the Maturity Date), for economic defeasance, at least the amounts shown in the column titled "Maximum Principal Amount that may be Accepted for Purchase if Tendered." Any defeasance will be effected by purchasing an escrow consisting of U.S. Treasury or agency securities to provide for payment of principal of and interest on such Bonds. The defeased Bonds will continue to be legal obligations of the State.

† The Indicative Purchase Prices shown herein are preliminary and subject to change. Actual Purchase Prices will appear in the Pricing Notice. The Purchase Price to be paid on the Settlement Date excludes Accrued Interest on the Bonds tendered for purchase, which interest will be paid up to but not including the Settlement Date in addition to the Purchase Price.

PROVISIONS APPLICABLE TO THE TENDER OFFER

On or about October 11, 2022, the Pricing Notice will be made available: (i) at the Municipal Securities Rulemaking Board through its Electronic Municipal Market Access website, currently located at http://emma.msrb.org (the "EMMA Website"), using the CUSIP numbers for the Bonds listed in the "Bonds Subject to Tender Offer" tables above; (ii) to The Depository Trust Company ("DTC") and to the DTC participants holding the Bonds (as shown in a securities position report obtained by the Information Agent and Tender Agent); and (iii) by posting electronically on the website of the Information Agent at https://www.globic.com/wisconsin.

On or about October 19, 2022, the Notice of Taxable Bonds Purchase Price will be made available: (i) at the EMMA Website, using the CUSIP numbers for the Bonds listed in the "Bonds Subject to Tender Offer" tables above; (ii) to DTC and to the DTC participants holding the Bonds (as shown in a securities position report obtained by the Information Agent and Tender Agent); and (iii) by posting electronically on the website of the Information Agent at https://www.globic.com/wisconsin.

The 2022 Series 4 & 5 POS (attached hereto as APPENDIX A) is or will be made available, as an attachment to this Tender Offer: (i) at the EMMA Website, using the CUSIP numbers for the Bonds listed in the "Bonds Subject to Tender Offer" tables in this Tender Offer; (ii) to DTC and to the DTC participants holding the Bonds (as shown in a securities position report obtained by the Information Agent and Tender Agent); and (iii) by posting electronically on the website of the Information Agent at https://www.globic.com/wisconsin.

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

IMPORTANT INFORMATION

*This Tender Offer and other information with respect to this Tender Offer is and will be available from Jefferies LLC and Siebert Williams Shank & Co., LLC (the "**Dealer Managers**") and Globic Advisors (the "**Information Agent**") at http://emma.msrb.org and https://www.globic.com/wisconsin. Bondholders wishing to tender their Bonds for purchase pursuant to this Tender Offer should follow the procedures described in this Tender Offer. Pursuant to this Tender Offer, the State may accept offers to tender Bonds in accordance with the procedures set forth in this Tender Offer. The State reserves the right to cancel or modify this Tender Offer at any time on or prior to the Expiration Date, and reserves the right to make a future tender offer at prices different than the prices described herein and in the Pricing Notice, in its sole discretion. The State will have no obligation to accept tendered Bonds for purchase or to purchase Bonds tendered and accepted for purchase if cancellation or modification occurs, the State is unable to issue the 2022 Series 4 & 5 Bonds or any other conditions set forth herein are not satisfied. The State further reserves the right to accept nonconforming tenders or waive irregularities in any tender. The State also reserves the right in the future to refund (on an advance or current basis) any remaining portion of outstanding Bonds through the issuance of publicly offered or privately placed bonds (including the 2022 Series 4 & 5 Bonds). The consummation of this Tender Offer is subject to certain other conditions, including, without limitation, the Financing Conditions (as defined herein) that are anticipated to occur after the Expiration Date but prior to the Settlement Date.*

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

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

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

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

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

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

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

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

General Obligation Refunding Bonds of 2014, Series 4
General Obligation Refunding Bonds of 2016, Series 2
General Obligation Refunding Bonds of 2017, Series 1
General Obligation Refunding Bonds of 2019, Series 1 (Taxable)
General Obligation Refunding Bonds of 2020, Series 2 (Taxable)
General Obligation Refunding Bonds of 2020, Series 3 (Taxable)

INTRODUCTION

General

This Invitation to Tender Bonds, dated October 3, 2022 (as it may be amended or supplemented, including the cover page and Appendices hereto, this "***Tender Offer***"), describes an invitation by the State of Wisconsin, through the State of Wisconsin Building Commission (the "***State***"), with the assistance of Jefferies LLC and Siebert Williams Shank & Co., LLC, as joint dealer managers (the "***Dealer Managers***"), to the beneficial owners (the "***Holders***" or "***Bondholders***") of the State's outstanding bonds of the series and certain maturities listed on pages (i) and (ii) of this Tender Offer (collectively, the "***Bonds***") to tender their Bonds for purchase at the purchase prices as follows:

(i) with respect to the *federally taxable Bonds* listed in Table 1 on page (i) of this Tender Offer (the "***Taxable Bonds***"), the offer price will be based on a fixed spread to be added to the yields on certain benchmark United States Treasury securities, and

(ii) with respect to the *federally tax-exempt Bonds* listed in Table 2 on page (ii) of this Tender Offer (the "***Tax-Exempt Bonds***"), the offer prices will be the purchase prices published by the State in the Pricing Notice,

all as set forth in the Pricing Notice, which is expected to be dated on or about October 11, 2022 (as it may be amended and supplemented, the "***Pricing Notice***" a form of which is attached hereto as APPENDIX B), *plus* accrued interest on the Bonds tendered and accepted for purchase to but not including the Settlement Date ("***Accrued Interest***").

The Bonds were issued by the State pursuant to authorizing resolutions that the State of Wisconsin Building Commission adopted on August 6, 2014, May 25, 2016, August 10, 2016, February 20, 2019, October 16, 2019 and February 27, 2020 (collectively, the "***Resolutions***"). For certain information concerning the State, the 2022 Series 4 & 5 Bonds, and the security for the 2022 Series 4 & 5 Bonds, see the Preliminary Official Statement dated October 3, 2022 attached hereto as APPENDIX A (the "***2022 Series 4 & 5 POS***").

The sources of funds to purchase the Bonds validly tendered and accepted for purchase pursuant to this Tender Offer will be proceeds of the State's General Obligation Refunding Bonds of 2022, Series 4 and General Obligation Refunding Bonds of 2022, Series 5 (Taxable) (the "***2022 Series 4 & 5 Bonds***") and other available funds of the State. The 2022 Series 4 & 5 Bonds are being issued to provide funds to purchase Bonds pursuant to this Tender Offer, and to redeem additional bonds not so purchased, and thereby to restructure the State's debt service requirements. If issued, the 2022 Series 4 & 5 Bonds will be dated the Settlement Date and be issued in the manner, on the terms and with the security therefor all as set forth in the 2022 Series 4 & 5 POS (as defined herein). See "Sources of Funds to Pay Purchase Price and Accrued Interest on Bonds Purchased" herein.

Notwithstanding any other provision of this Tender Offer, the State has no obligation to accept for purchase any tendered Bonds, and its obligation to pay for Bonds validly tendered (and not validly withdrawn) and accepted pursuant to this Tender Offer is subject to the satisfaction of or waiver of the following conditions on or prior to the Settlement Date: (a) the successful completion by the State of a debt financing transaction (the "*Proposed Financing*"), including the issuance of the 2022 Series 4 & 5 Bonds, the proceeds of which will be sufficient, together with other legally available funds, to (x) fund the purchase of all Bonds validly tendered and

accepted for purchase pursuant to this Tender Offer and (y) pay all fees and expenses associated with the issuance of the 2022 Series 4 & 5 Bonds and this Tender Offer; (b) the State obtaining satisfactory and sufficient economic benefit as a result of the consummation of this Tender Offer when taken together with the Proposed Financing (collectively, the "*Financing Conditions*"), all on terms and conditions that are in the State's best interest in its sole discretion; and (c) the other conditions set forth in "TERMS OF THE TENDER OFFER – Conditions to Purchase" herein. The State reserves the right, subject to applicable law, to amend or waive any of the conditions to this Tender Offer, in whole or in part, at any time prior to the Expiration Date (as defined herein) or from time to time, in its sole discretion. This Tender Offer may be withdrawn by the State at any time prior to the Expiration Date.

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

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

Subject to the terms and conditions of this Tender Offer, the State may purchase Bonds tendered for purchase, provided that such Bonds have been validly tendered by 5:00 p.m., New York City time, on October 18, 2022 (as extended from time to time in accordance with this Tender Offer, the "***Expiration Date***") and accepted by the State on or before 5:00 p.m., New York City time, on October 19, 2022 (as extended from time to time in accordance with this Tender Offer, the "***Acceptance Date***"), assuming all conditions to this Tender Offer have then been satisfied or waived by the State on or prior to November 3, 2022, (such date being the "***Settlement Date***"). Subject to the conditions set forth herein, Bondholders whose Bonds are tendered for purchase in accordance with the provisions of this Tender Offer and are accepted by the State will receive payment of the Purchase Price of, plus Accrued Interest on, such Bonds on the Settlement Date.

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

HOLDERS OF BONDS WHO DO TENDER THEIR BONDS, AS WELL AS HOLDERS OF BONDS WHO TENDER BONDS FOR PURCHASE THAT THE STATE IN ITS DISCRETION DOES NOT ACCEPT, IN WHOLE OR PART, FOR PURCHASE, WILL CONTINUE TO HOLD SUCH BONDS (THE "UNTENDERED BONDS") AND SUCH UNTENDERED BONDS WILL REMAIN OUTSTANDING. THE STATE RESERVES THE RIGHT TO, AND MAY DECIDE TO, REFUND (ON AN ADVANCE OR CURRENT BASIS) SOME OR ALL OF THE UNTENDERED BONDS THROUGH THE ISSUANCE OF PUBLICLY-OFFERED OR PRIVATELY-PLACED TAXABLE OR TAX-EXEMPT OBLIGATIONS OF THE STATE. THE STATE EXPECTS TO REFUND CERTAIN OF THE BONDS WITH PROCEEDS OF THE 2022 SERIES 4 & 5 BONDS WITHOUT REGARD TO WHETHER SUCH BONDS ARE TENDERED FOR PURCHASE. See "INTRODUCTION – Bonds Not Tendered for Purchase" and "ADDITIONAL CONSIDERATIONS" herein.

Consideration for the Tender Offer

On or about October 11, 2022, the State will publish the Pricing Notice in the form attached hereto as APPENDIX B, which Pricing Notice will set forth (i) either a confirmation of the indicative purchase prices shown on page (ii) of this Tender Offer, or amendment to the prices to be paid by the State for each CUSIP for the Tax-Exempt Bonds tendered and accepted for purchase pursuant to this Tender Offer, and (ii) either a confirmation of the indicative fixed spreads shown on page (i) of this Tender Offer or amendment to the fixed spreads (the "***Fixed Spreads***") for each CUSIP for the Taxable Bonds tendered and accepted for purchase pursuant to this Tender Offer.

The Fixed Spreads will represent the yield, expressed as an interest rate percentage above the yield on the indicated benchmark U.S. Treasury Securities (set forth on page (i) of this Tender Offer) ("***Benchmark Treasury***

Securities") to be used in establishing the Purchase Price for the Taxable Bonds. The Fixed Spreads will be added to the yield on a Benchmark Treasury Security for each CUSIP. The yields on the Benchmark Treasury Securities (the "***Treasury Security Yields***") will be based on the bid-side price of the U.S. Benchmark Treasury as quoted on the Bloomberg Bond Trader FIT1 series of pages at 10:00 a.m. on October 19, 2022. The Fixed Spreads will be added to the Treasury Security Yield to arrive at a yield (the "***Purchase Yield***").

The Purchase Yield will be used to calculate the Taxable Bond Purchase Price (hereinafter defined). The Taxable Bond Purchase Price will be calculated using the market standard bond pricing formula as of the Settlement Date using the Purchase Yield and the maturity date of the Taxable Bond. In the event the Taxable Bond Purchase Price as a percentage of par is greater than 100 percent, then the State will not purchase such Bonds pursuant to this Tender Offer.

The State will publish a Notice of Taxable Bonds Purchase Price on October 19, 2022.

The Notice of Taxable Bonds Purchase Price and the Pricing Notice will be made available: (i) by posting at EMMA Website, using the CUSIP numbers for the Bonds listed in the tables under "***BONDS SUBJECT TO THE TENDER OFFER***"; (ii) to DTC and to the DTC participants holding the Bonds; and (iii) by posting electronically on the website of the Information Agent at https://www.globic.com/wisconsin.

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

The sources of funds to purchase the Bonds validly tendered and accepted for purchase pursuant to this Tender Offer will be proceeds of the 2022 Series 4 & 5 Bonds and other available funds of the State. **THE PURCHASE OF ANY BONDS TENDERED AND ACCEPTED FOR PURCHASE PURSUANT TO THIS TENDER OFFER IS CONTINGENT ON THE ISSUANCE BY THE STATE OF THE 2022 SERIES 4 & 5 BONDS.** The 2022 Series 4 & 5 Bonds are described in the 2022 Series 4 & 5 POS, attached hereto as APPENDIX A.

Brokerage Commissions and Solicitation Fees

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

Bonds Not Tendered for Purchase

Any Bonds that are not tendered for purchase, or that are tendered and are not accepted by the State, in response to this Tender Offer will continue to be outstanding, and payable and secured, pursuant to the terms of the respective Resolutions. THE STATE RESERVES THE RIGHT TO, AND MAY DECIDE TO, REFUND (ON AN ADVANCE OR CURRENT BASIS) SOME OR ALL OF THE BONDS NOT TENDERED FOR PURCHASE OR WHOSE TENDER HAS NOT BEEN ACCEPTED BY THE STATE PURSUANT TO THIS TENDER OFFER THROUGH THE ISSUANCE OF PUBLICLY-OFFERED OR PRIVATELY-PLACED TAXABLE OR TAX-EXEMPT OBLIGATIONS OF THE STATE. THE STATE EXPECTS TO REFUND CERTAIN OF THE BONDS WITH PROCEEDS OF THE 2022 SERIES 4 & 5 BONDS WITHOUT REGARD TO WHETHER SUCH BONDS ARE TENDERED FOR PURCHASE. See "ADDITIONAL CONSIDERATIONS" herein.

Dealer Managers, Information Agent and Tender Agent

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

TERMS OF THE TENDER OFFER

Expiration Date

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

Offers Only Through the State's ATOP Accounts

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

ALL TENDERS FOR PURCHASE MUST BE MADE THROUGH THE STATE'S ATOP ACCOUNTS. THE STATE WILL NOT ACCEPT ANY TENDERS FOR PURCHASE THAT ARE NOT MADE THROUGH ITS ATOP ACCOUNTS. LETTERS OF TRANSMITTAL ARE NOT BEING USED IN CONNECTION WITH THIS TENDER OFFER.

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

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

Information to Bondholders

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

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

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

Any updates to this Tender Offer, including, without limitation any supplements to the 2022 Series 4 & 5 POS, will be distributed through the EMMA Website and will additionally be made available to the Information Agent. The final Official Statement with respect to the 2022 Series 4 & 5 Bonds (which will set forth the maturities, principal amounts and interest rates on the 2022 Series 4 & 5 Bonds) will be posted to the EMMA Website subsequent to the Acceptance Date and prior to the Settlement Date.

Minimum Denominations and Consideration

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

The Pricing Notice will be made available by the State on or about October 11, 2022: (i) at the EMMA Website, using the CUSIP numbers for the Bonds listed on pages (i) and (ii) in this Tender Offer; (ii) to DTC and to the DTC participants holding the Bonds (as shown in a securities position report obtained by the Information Agent and Tender Agent); and (iii) by posting electronically on the website of the Information Agent at https://www.globic.com/wisconsin.

Tender Consideration. The indicative purchase price for Tax-Exempt Bonds with each particular CUSIP tendered pursuant to this Tender Offer is set forth on pages (i) and (ii) of this Tender Offer (to be confirmed or amended in the Pricing Notice) (each a "***Tax-Exempt Bond Purchase Price***") and the purchase price for the Taxable Bonds with each particular CUSIP tendered pursuant to this Tender Offer will be calculated using the market standard bond pricing formula as of the Settlement Date based on the Taxable Bond Purchase Yield and the maturity date of the Taxable Bond. (the "***Taxable Bond Purchase Price***" and together with the Tax-Exempt Bond Purchase Price, each a "***Purchase Price***" and collectively, the "***Purchase Prices***"). In the event the Taxable Bond Purchase Price as a percentage of par is greater than 100%, then the State will not purchase such Bonds pursuant to this Tender Offer.

The proceeds of the 2022 Series 4 & 5 Bonds, together with other legally available funds, will be used to pay the Purchase Price of, and Accrued Interest on, Bonds tendered by any Bondholder and purchased by the State. The 2022 Series 4 & 5 Bonds are described in the 2022 Series 4 & 5 POS, attached hereto as APPENDIX A.

Accrued Interest

The Purchase Price of the Bonds tendered and accepted for purchase will not include any amount representing the interest accrued on a tendered Bond of a particular CUSIP number from the last payment of interest thereon to but not including the Settlement Date ("***Accrued Interest***"). In addition to the Purchase Prices of the Bonds accepted for purchase by the State, Accrued Interest on such Bonds will be paid by, or on behalf of, the State to the tendering Bondholders on the Settlement Date.

Provisions Applicable to All Tenders

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

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

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

Bonds may be tendered for payment only in principal amounts equal to the Minimum Authorized Denomination and multiples of $5,000 in excess thereof. No alternative, conditional or contingent tenders will be accepted.

ALL TENDERS FOR PURCHASE MUST BE MADE THROUGH THE APPLICABLE STATE ATOP ACCOUNT. THE STATE WILL NOT ACCEPT ANY TENDERS FOR PURCHASE THAT ARE NOT MADE THROUGH ITS ATOP ACCOUNTS. LETTERS OF TRANSMITTAL ARE NOT BEING USED IN CONNECTION WITH THIS TENDER OFFER. See "– Tender of Bonds by Financial Institutions; State's ATOP Accounts" herein.

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

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

Representations by Tendering Bondholders to the State

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

(a) the Bondholder has received this Tender Offer, including the 2022 Series 4 & 5 POS, and has had the opportunity to review this Tender Offer, including the 2022 Series 4 & 5 POS, in its entirety, prior to making its decision to tender Bonds, and agrees if the purchase of any tendered Bonds is consummated, the purchase of such Bonds shall be on the terms and conditions set forth in this Tender Offer;

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

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

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

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

Tender of Bonds by Financial Institutions; State's ATOP Accounts

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

Concurrently with the delivery of Bonds through book-entry transfer into the applicable State ATOP account, an Agent's Message (as described below) in connection with such book-entry transfer must be transmitted to and received at the related State ATOP account by not later than 5:00 p.m., New York City time, on the Expiration Date; provided, however, a tender of Bonds related to an Agent's Message transmitted to the applicable State ATOP account after such time may be accepted by the State for purchase if the State, in its sole discretion, waives the defect in the timing of the delivery of such message. The confirmation of a book-entry transfer to the State's ATOP account as described above is referred to herein as a "***Book-Entry Confirmation.***" The term "***Agent's Message***" means a message transmitted by DTC to, and received by, the Information Agent and Tender Agent and forming a part of a Book-Entry Confirmation which states that DTC has received an express acknowledgment from the DTC participant tendering Bonds that are the subject of such Book-Entry Confirmation, stating the CUSIP number(s) and the principal amount(s) of the Bonds that have been tendered by such DTC participant pursuant to this Tender Offer, and to the effect that such participant agrees to be bound by the terms of this Tender Offer. By causing DTC to transfer Bonds into the applicable State ATOP account, a financial institution warrants to the State that it has full authority, and has received from the Bondholder(s) of such Bonds all direction necessary, to tender and sell such Bonds as set forth in this Tender Offer.

ALL TENDERS FOR PURCHASE MUST BE MADE THROUGH THE APPLICABLE STATE ATOP ACCOUNT. THE STATE WILL NOT ACCEPT ANY TENDERS FOR PURCHASE THAT ARE NOT MADE THROUGH ITS ATOP ACCOUNTS. LETTERS OF TRANSMITTAL ARE NOT BEING USED IN CONNECTION WITH THIS TENDER OFFER.

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

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

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

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

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

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

Amendment or Withdrawals of Tenders Prior to an Expiration Date

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

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

An amended offer or a notice of withdrawal must be submitted in substantially the same manner as an offer.

Bondholders who have tendered for purchase their Bonds will not receive any information from the State, the Dealer Managers or the Information Agent and Tender Agent concerning offers by other Bondholders. Offering Bondholders will not be afforded an opportunity to amend their offers after 5:00 p.m. on the Expiration Date. An amended or withdrawn offer must specify the applicable CUSIP number, and with respect to amended offers, the principal amount previously offered and the new amount being offered. All questions as to the validity (including the time of receipt) of an amendment or withdrawal will be determined by the State in its sole discretion and will be final, conclusive and binding.

ALL TENDERS OF BONDS SHALL BE IRREVOCABLE AT 5:00 P.M. UPON THE EXPIRATION DATE.

Acceptance of Tenders for Purchase

The State may, but is not obligated to, purchase such principal amount of tendered bonds up to the "Maximum Par that May be Accepted for Purchase if Tendered" as identified for each CUSIP in Table 1 and Table 2 of this Tender Offer. The State intends to defease some or all of the Bonds not tendered and accepted for purchase, up to the maximum par amount intended to be defeased or purchased if tendered, to their maturity or an earlier call date.

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

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

The State will have no obligation to accept tendered Bonds for purchase. The State will determine in its sole discretion which tendered Bonds, if any, it will purchase, and therefore has the right to purchase none, some or all of the Bonds offered, notwithstanding any other statements herein about the State's current intentions for amount of Bonds to be purchased. Bonds that will be purchased will be indicated by CUSIP. The State reserves the right to, and may decide to, refund, (on an advance or current basis), some or all of the untendered Bonds or the Bonds not purchased pursuant to this Tender Offer through the issuance of publicly-offered or privately-placed taxable or tax-exempt obligations of the State. **The State expects to refund certain of the Bonds with proceeds of the 2022 Series 4 & 5 Bonds without regard to whether such Bonds are tendered for purchase.** See also " – Bonds not Tendered for Purchase" and "ADDITIONAL CONSIDERATIONS" for certain potential impacts on any untendered Bonds.

Notwithstanding any other provision of this Tender Offer, the consummation of this Tender Offer and the State's obligation to pay for Bonds validly tendered (and not validly withdrawn) and accepted for purchase pursuant to this Tender Offer is subject to the satisfaction of or waiver of the Financing Conditions (see "INTRODUCTION – General" herein) and the other conditions set forth in "Conditions to Purchase" herein. The State reserves the right, subject to applicable law, to amend or waive any of the conditions to this Tender Offer, in whole or in part, at any time prior to the Expiration Date or from time to time, in its sole discretion. This Tender Offer may be withdrawn by the State at any time prior to the Expiration Date.

Acceptance of Tenders Constitutes Irrevocable Agreement; Notice of Results

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

The acceptance of Bonds tendered for purchase is expected to be made by notification to the Information Services no later than 5:00 p.m., New York City time, on the Acceptance Date. This notification will state the principal amount of the Bonds of each CUSIP number that the State has agreed to accept for tender for purchase in accordance with this Tender Offer, which may be zero for a particular CUSIP number.

Settlement Date

Subject to satisfaction of all conditions to the State's obligation to purchase Bonds tendered and accepted for purchase, as described herein, including, without limitation, the Financing Conditions, the Settlement Date is the day on which such Bonds will be purchased at the applicable Purchase Price(s), together with Accrued Interest thereon. The Settlement Date will occur following the Acceptance Date, subject to all conditions to this Tender Offer having been satisfied or waived by the State. The expected Settlement Date is November 3, 2022, unless extended by the State, assuming all conditions to this Tender Offer have been satisfied or waived by the State. Bondholders whose Bonds are purchased on the Settlement Date will receive Accrued Interest up to but not including the Settlement Date.

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

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

Purchase and Accrued Interest Funds

The sources of funds to purchase the Bonds validly tendered and accepted for purchase pursuant to this Tender Offer will be proceeds of the 2022 Series 4 & 5 Bonds and other available funds of the State. The purchase of any Bonds tendered pursuant to this Tender Offer is contingent on the issuance by the State of the 2022 Series 4 & 5 Bonds, as well as certain other conditions which must be satisfied or waived on or prior to the Settlement Date. See "INTRODUCTION – General" and "– Conditions to Purchase" herein for more information on the conditions precedent to this Tender Offer.

Conditions to Purchase

In addition to the Financing Conditions (see "INTRODUCTION – General" herein), if after the Acceptance Date, but prior to payment for the Bonds accepted by the State on the Settlement Date, any of the following events should occur, the State will have the absolute right to cancel its obligations to purchase Bonds without any liability to any Bondholder:

- Litigation or another proceeding is pending or threatened which the State reasonably believes may, directly or indirectly, have an adverse impact on this Tender Offer or the expected benefits of this Tender Offer to the State or the Bondholders;
- A war, national emergency, banking moratorium, suspension of payments by banks, a general suspension of trading by the New York Stock Exchange or a limitation of prices on the New York Stock Exchange exists and the State reasonably believes this fact makes it inadvisable to proceed with the purchase of Bonds;
- A material change in the affairs of the State has occurred which the State reasonably believes makes it inadvisable to proceed with the purchase of Bonds;
- A material change in the net economics of the transaction has occurred due to a material change in market conditions which the State reasonably believes makes it inadvisable to proceed with the purchase of Bonds; or
- For any reason, the 2022 Series 4 & 5 Bonds are not issued.

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

HOLDERS OF BONDS WHO DO NOT TENDER THEIR BONDS, AS WELL AS HOLDERS OF BONDS WHO TENDER BONDS FOR PURCHASE THAT THE STATE IN ITS DISCRETION DOES NOT ACCEPT, IN WHOLE OR PART, FOR PURCHASE, WILL CONTINUE TO HOLD SUCH BONDS (THE "UNTENDERED BONDS") AND SUCH UNTENDERED BONDS WILL REMAIN OUTSTANDING. THE STATE RESERVES THE RIGHT TO, AND MAY DECIDE TO, REFUND (ON AN ADVANCE OR CURRENT BASIS) SOME OR ALL OF THE UNTENDERED BONDS THROUGH THE ISSUANCE OF PUBLICLY-OFFERED OR PRIVATELY-PLACED TAXABLE OR TAX-EXEMPT OBLIGATIONS OF THE STATE. THE STATE EXPECTS TO REFUND CERTAIN OF THE BONDS WITH PROCEEDS OF THE 2022 SERIES 4 & 5 BONDS WITHOUT REGARD TO WHETHER SUCH BONDS ARE TENDERED FOR PURCHASE. See "INTRODUCTION – Bonds Not Tendered for Purchase" and "ADDITIONAL CONSIDERATIONS" herein.

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

Through and including the Expiration Date, the State has the right to extend this Tender Offer, as to any or all of the Bonds, to any date in its sole discretion, provided that a notice of any extension of the Expiration Date is given to the Information Services, including by posting such notice to the EMMA Website on or about 9:00 a.m., New York City time, on the first business day after the Expiration Date.

The State also has the right, prior to acceptance of Bonds tendered for purchase as described above under the heading "– Acceptance of Tenders Constitutes Irrevocable Agreement; Notice of Results," to terminate this Tender Offer at any time by giving notice to the Information Services. The termination will be effective at the time specified in such notice.

The State also has the right, prior to acceptance of Bonds tendered for purchase as described above under the heading "– Acceptance of Tenders Constitutes Irrevocable Agreement; Notice of Results," to amend or waive the terms of this Tender Offer in any respect and at any time by giving notice to the Information Services. This amendment or waiver will be effective at the time specified in such notice.

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

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

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

AVAILABLE INFORMATION

Certain information relating to the Bonds and the State may be obtained by contacting the Dealer Managers or Information Agent and Tender Agent at the contact information set forth on the page preceding the Appendices appended to this Tender Offer. Such information is limited to (i) this Tender Offer, including the information set forth in the 2022 Series 4 & 5 POS which is attached hereto as APPENDIX A, and (ii) information about the State available through the EMMA Website.

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

ADDITIONAL CONSIDERATIONS

None of the State, the Dealer Managers or the Information Agent and Tender Agent make any recommendation that any Bondholder tender or refrain from tendering all or any portion of the Bonds. Each Bondholder must make its decision and should read this Tender Offer and the 2022 Series 4 & 5 POS and consult with its broker, account executive, financial advisor and/or other financial professional in making such decision.

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

- In the event that the 2022 Series 4 & 5 Bonds are not issued and sold, tendered Bonds accepted for purchase are not required to be purchased by the State and in such event, Bondholders will continue to hold their respective tendered Bonds.

- The State intends, but is not obligated, to defease certain of the Bonds, which are identified in the tables on pages (i) and (ii), to their maturity dates (in the cases of Tax-Exempt Bonds not subject to redemption prior to maturity and Taxable Bonds) or to their first par call dates (in the case of Tax-Exempt Bonds subject to redemption prior to maturity), to the extent it does not purchase such Bonds pursuant to this Tender Offer. Any such defeasance will be effected by purchasing an escrow consisting of U.S. Treasury or agency securities to provide for payment of principal of and interest on the applicable Bonds. The defeased Bonds will continue to be legal obligations of the State. Any such defeasance may result in certain ratings on the defeased Bonds being upgraded. There can be no assurance as to whether a particular Bondholder's Bonds will be among the Bonds defeased.

- Even if the State does not purchase any tendered Bonds, the State shall have the right now or in the future to refund all or any portion of the tendered Bonds (other than Bonds defeased as described above) or may in the future invite Bondholders to tender such tendered Bonds for purchase by the State.

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

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

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

Timeliness of Offers

This Tender Offer will expire at 5:00 p.m., New York City time, on the Expiration Date (currently scheduled for October 18, 2022), unless extended or terminated. Bonds tendered for purchase as described in this Tender Offer after 5:00 p.m., New York City time, on the Expiration Date will not be accepted for tender, except in the State's sole discretion.

Acceptance Date

The State will accept tenders of Bonds, if at all, on or before 5:00 p.m., New York City time, on October 19, 2022, unless extended as set forth in this Tender Offer (the "***Acceptance Date***"). Notification of acceptance of Bonds tendered pursuant to this Tender Offer will be given on or before 5:00 p.m., New York City time on the Acceptance Date, unless an Expiration Date is extended or a Tender Offer is terminated. See "TERMS OF THE TENDER OFFER – Acceptance of Tenders for Purchase" herein.

Priority of Allocations of 2022 Series 4 & 5 Bonds

The State has advised Jefferies (as defined herein), as representative to the underwriters (the "***Representative***") for the 2022 Series 4 & 5 Bonds, that any holder of the Bonds who tenders Bonds pursuant to this Tender Offer and who submits an order to purchase any 2022 Series 4 & 5 Bonds may, subject to certain limitations, have a preference of allocation of the 2022 Series 4 & 5 Bonds up to the principal amount of the Bonds that such bondholder is tendering. The Representative has the discretion to accept orders outside of the State's advised priorities if it determines that it is in the best interests of the underwriters of the 2022 Series 4 & 5 Bonds, as provided in the rules of the Municipal Securities Rulemaking Board. The State also has the discretion to alter its instructions. For more information about this priority allocation, please see the 2022 Series 4 & 5 POS.

SUMMARY OF CERTAIN FEDERAL INCOME TAX CONSEQUENCES

The following is a general summary of the U.S. federal income tax consequences for Bondholders that respond to this Tender Offer and have their offer to tender their Bonds accepted by the State. The discussion is based on the Internal Revenue Code of 1986, as amended (the "***Code***"), the Treasury Regulations promulgated thereunder, and relevant rulings and decisions now in effect, all of which are subject to change or differing interpretations. No assurances can be given that future changes in U.S. federal income tax laws will not alter the conclusions reached herein. The discussion below does not purport to deal with U.S. federal income tax consequences applicable to all categories of investors. Further, this summary does not discuss all aspects of U.S. federal income taxation that may be relevant to a particular investor in the Bonds in light of the investor's particular circumstances or to certain types of investors subject to special treatment under U.S. federal income tax laws (including individuals who are neither citizens nor residents of the United States; foreign corporations, trusts and estates, in each case, as defined for U.S. federal income tax purposes; insurance companies; tax-exempt organizations; financial institutions; brokers-dealers; partnerships and other entities classified as partnerships for U.S. federal income tax purposes; and persons who have hedged the risk of owning the Bonds). Tendering Bondholders should note that no rulings have been or will be sought from the Internal Revenue Service (the "***IRS***"), and no assurance can be given that the IRS will not take contrary positions with respect to any of the U.S. federal income tax consequences discussed below. This U.S. federal income tax discussion is included for general information only and should not be construed as a tax opinion nor tax advice by the State or any of its advisors or agents to the Bondholders, and Bondholders therefore should not rely upon such discussion.

The discussion does not deal with special classes of beneficial owners of the Bonds, such as dealers or traders in securities, investors that elect mark-to-market accounting, banks, financial institutions, insurance companies, retirement plans or other tax-deferred or tax advantaged accounts, tax-exempt organizations, partnerships or other pass-through entities (or entities treated as such for U.S. federal income tax purposes), U.S. expatriates, persons holding their Bonds as a part of a hedging, integration, conversion or constructive sale transaction or a straddle, Bondholders that are "United States persons," as defined in section 7701(a)(30) of the Code ("***U.S. Holders***") and are subject to the alternative minimum tax, U.S. Holders that have a functional currency other than the U.S. Dollar, and persons who are not U.S. Holders (all of such holders of the Bonds should consult their tax advisors).

If a partnership or other flow-through entity holds the Bonds, the tax treatment of a partner in the partnership or beneficial owner of the flow-through entity generally will depend upon the status of the partner or beneficial owner and the activities of the partnership or flow-through entity. A partner of a partnership or a beneficial owner of a flow-through entity holding Bonds should consult its own tax advisor regarding the U.S. federal income tax consequences of this Tender Offer.

Non-tendering Bondholders will not be subject to any U.S. federal income tax consequences in connection with this Tender Offer.

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

The tender of a Bond for cash will be a taxable event for U.S. federal income tax purposes. A Bondholder who sells Bonds tendered pursuant to this Tender Offer generally will recognize gain or loss for U.S. federal income tax purposes in an amount equal to the difference between the (i) the amount of cash received (except to the extent attributable to accrued but unpaid interest on the Bonds, which will be taxed as ordinary interest income in the case of Taxable Bonds) and (ii) the Bondholder's adjusted U.S. federal income tax basis in the Bonds (generally, the purchase price paid by the Bondholder for the Bonds, decreased by any amortized premium, and increased by the amount of any original issue discount previously included in income by such Bondholder with respect to such Bond). Any such gain or loss generally will be capital gain or loss. In the case of a non-corporate Bondholder , the maximum marginal U.S. federal income tax rate applicable to any such gain will be lower than the maximum marginal U.S. federal income tax rate applicable to ordinary income if such Bondholder's holding period for the Bonds exceeds one year. The deductibility of capital losses is subject to limitations.

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

DEALER MANAGERS

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

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

The Dealer Managers and their respective affiliates together comprise full-service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, principal investment, hedging, financing and brokerage activities. The Dealer Managers and their respective affiliates may have, from time to time, performed and may in the future perform, various investment banking services for the State for which they received or will receive customary fees and expenses. In the ordinary course of their various business activities, the Dealer Managers and their respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities and financial instruments which may include bank loans and/or credit default swaps) for their own account and for the accounts of their respective customers and may at any time hold long and short positions in such securities and instruments. Such investment securities activities may involve securities and instruments of the State, including the Bonds.

In addition to their roles as Dealer Managers for the Bonds, Jefferies is also serving as Representative to the underwriters for the 2022 Series 4 & 5 Bonds, and Siebert is a member of the underwriting group, as described in the 2022 Series 4 & 5 POS.

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

INFORMATION AGENT AND TENDER AGENT

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

APPROVAL OF LEGAL PROCEEDINGS

Certain legal matters and the issuance of the 2022 Series 4 & 5 Bonds will be passed upon by Foley & Lardner LLP, as Bond Counsel to the State. A copy of the form of opinion of Bond Counsel which will be delivered with the 2022 Series 4 & 5 Bonds is set forth in APPENDIX C of the 2022 Series 4 & 5 POS attached hereto as APPENDIX A. Certain legal matters with respect to the 2022 Series 4 & 5 Bonds will be passed on for the State by Joshua L. Kaul, Attorney General of the State, and for the underwriters of the 2022 Series 4 & 5 Bonds, by their counsel, Ice Miller LLP.

MISCELLANEOUS

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

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

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

The Dealer Managers for this Tender Offer are:

Jefferies LLC
520 Madison Avenue
New York, New York 10022
Tel: (212) 336-7022
Attn: Neil Flanagan, Managing Director
Email: nflanagan@jefferies.com

Siebert Williams Shank & Co., LLC
625 North Michigan Avenue
Suite 2350
Chicago, Illinois 60611
Tel: (312) 759-1040
Attn: Ramón Ortega, Managing Director
Email: rortega@siebertwilliams.com

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

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

APPENDIX A

2022 SERIES 4 & 5 POS

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

PRELIMINARY OFFICIAL STATEMENT DATED OCTOBER 3, 2022

New Issue

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

$196,290,000*
STATE OF WISCONSIN

$112,005,000* GENERAL OBLIGATION REFUNDING BONDS OF 2022, SERIES 4
$84,285,000* GENERAL OBLIGATION REFUNDING BONDS OF 2022, SERIES 5 (TAXABLE)

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

Ratings	Kroll Bond Rating Agency, LLC Moody's Investors Service, Inc. S&P Global Ratings
Tax Status	Interest on the 2022 Series 4 Bonds is excluded from gross income for federal income tax purposes and is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals; however, interest on the 2022 Series 4 Bonds is taken into account in determining "adjusted financial statement income" for purposes of computing the federal alternative minimum tax imposed on certain corporations for taxable years beginning after December 31, 2022—*See pages 13-14.* Interest on the 2022 Series 5 Bonds is included in gross income for federal income tax purposes—*See pages 14-17.* Interest on the Bonds is not exempt from current State of Wisconsin income or franchise taxes—*See pages 17-18.*
Redemption*	The 2022 Series 4 Bonds maturing on or after May 1, are callable at par on May 1, or any date thereafter—*See page 4.* The 2022 Series 5 Bonds maturing on or after May 1, are callable at par on May 1, or any date thereafter—*See page 4.* The 2022 Series 5 Bonds are also subject to redemption at any time at the make-whole redemption price—*See pages 4-5.* The 2022 Series Bonds maturing on May 1, are subject to mandatory sinking fund redemption at par—*See page 5.*
Security	General obligations of the State of Wisconsin—*See page 4.*
Purpose	Bond proceeds are being used for the current refunding (including by purchasing Tendered Bonds pursuant to the Invitation) and advance refunding of general obligation bonds previously issued by the State of Wisconsin for general governmental purposes—*See pages 2-3.*
Interest Payment Dates	May 1 and November 1
First Interest Payment Date	May 1, 2023
Delivery	On or about , 2022
Denominations	Multiples of $5,000
Bond Counsel	Foley & Lardner LLP
Registrar/Paying Agent	Secretary of Administration
Issuer Contact	Wisconsin Capital Finance Office (608) 267-1836; DOACapitalFinanceOffice@wisconsin.gov
Book-Entry System	The Depository Trust Company—*See pages 7-8.*
2021 Annual Report	This Official Statement incorporates by reference, and makes updates and additions to, Parts I, II, and III of the State of Wisconsin Continuing Disclosure Annual Report, dated December 23, 2021.

The prices and yields listed on the inside front cover were determined on , 2022 at negotiated sale.

Jefferies **Siebert Williams Shank & Co., LLC**

American Veterans Group, PBC **Barclays Capital, Inc.** **Wells Fargo Securities**

* Preliminary; subject to change.

CUSIP NUMBERS, MATURITIES, PRINCIPAL AMOUNTS, INTEREST RATES, AND OTHER INFORMATION

$196,290,000*
STATE OF WISCONSIN
$112,005,000* GENERAL OBLIGATION REFUNDING BONDS OF 2022, SERIES 4

CUSIP	Due (May 1)*	Principal Amount*	Interest Rate	Yield at Issuance	Price at Issuance	Optional Par Call Date (May 1)*	Call Price*
	2025						
	2026						
	2027						
	2028						
	2029						
	2030						
	2031						
	2032						
	2033						
	2034						
	2035						
	2036						
	2037						
	2038						
	2039						
	2040						
	2041						
	2042						
	2043						

$84,285,000* GENERAL OBLIGATION REFUNDING BONDS OF 2022, SERIES 5 (TAXABLE)

CUSIP	Due (May 1)*	Principal Amount*	Interest Rate	Price at Issuance	First Optional Par Call Date (May 1)[(a)]*	Call Price*
	2025					
	2026					
	2027					
	2028					
	2029					
	2030					
	2031					
	2032					
	2033					
	2034					
	2035					
	2036					
	2037					
	2038					
	2039					
	2040					
	2041					
	2042					

(a) All of the 2022 Series 5 Bonds are subject to optional redemption at any time at the Make-Whole Redemption Price described under "THE BONDS; Redemption Provisions; *Optional Redemption with Make Whole Premium*" herein.

* Preliminary; subject to change.

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

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

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

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

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

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

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INFORMATION CONCERNING OFFERING RESTRICTIONS IN CERTAIN JURISDICTIONS OUTSIDE THE UNITED STATES

THE INFORMATION UNDER THIS CAPTION HAS BEEN FURNISHED BY THE UNDERWRITERS, AND THE STATE OF WISCONSIN (REFERRED TO IN THIS SECTION AS THE **STATE** OR THE **ISSUER**) MAKES NO REPRESENTATION AS TO THE ACCURACY, COMPLETENESS OR ADEQUACY OF THE INFORMATION UNDER THIS CAPTION. REFERENCES UNDER THIS CAPTION TO **2022 SERIES 5 BONDS** OR **SECURITIES** MEAN THE STATE OF WISCONSIN GENERAL OBLIGATION REFUNDING BONDS OF 2022, SERIES 5 (TAXABLE).

COMPLIANCE WITH ANY RULES OR RESTRICTIONS OF ANY JURISDICTION RELATING TO THE OFFERING, SOLICITATION AND/OR SALE OF THE 2022 SERIES 5 BONDS IS THE RESPONSIBILITY OF THE UNDERWRITERS, AND THE ISSUER SHALL NOT HAVE ANY RESPONSIBILITY OR LIABILITY IN CONNECTION THEREWITH. NO ACTION HAS BEEN TAKEN BY THE ISSUER THAT WOULD PERMIT THE OFFERING OR SALE OF THE 2022 SERIES 5 BONDS, OR POSSESSION OR DISTRIBUTION OF THIS OFFICIAL STATEMENT OR ANY OTHER OFFERING OR PUBLICITY MATERIAL RELATING TO THE 2022 SERIES 5 BONDS, OR ANY INFORMATION RELATING TO THE PRICING OF THE 2022 SERIES 5 BONDS, IN ANY NON-U.S. JURISDICTION WHERE ACTION FOR THAT PURPOSE IS REQUIRED.

MINIMUM UNIT SALES

THE 2022 SERIES 5 BONDS WILL TRADE AND SETTLE ON A UNIT BASIS (ONE UNIT EQUALING ONE BOND OF $5,000 INITIAL PRINCIPAL AMOUNT). FOR ANY SALES MADE OUTSIDE THE UNITED STATES, THE MINIMUM PURCHASE AND TRADING AMOUNT IS 30 UNITS (BEING 30 BONDS IN AN AGGREGATE INITIAL PRINCIPAL AMOUNT OF $150,000).

NOTICE TO PROSPECTIVE INVESTORS IN CANADA

THE 2022 SERIES 5 BONDS MAY BE SOLD ONLY TO PURCHASERS PURCHASING, OR DEEMED TO BE PURCHASING, AS PRINCIPAL THAT ARE ACCREDITED INVESTORS, AS DEFINED IN NATIONAL INSTRUMENT 45-106 *PROSPECTUS EXEMPTIONS* OR SUBSECTION 73.3(1) OF THE *SECURITIES ACT* (ONTARIO), AND ARE PERMITTED CLIENTS, AS DEFINED IN NATIONAL INSTRUMENT 31-103 *REGISTRATION REQUIREMENTS, EXEMPTIONS AND ONGOING REGISTRANT OBLIGATIONS*. ANY RESALE OF THE 2022 SERIES 5 BONDS MUST BE MADE IN ACCORDANCE WITH AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE PROSPECTUS REQUIREMENTS OF APPLICABLE SECURITIES LAWS.

SECURITIES LEGISLATION IN CERTAIN PROVINCES OR TERRITORIES OF CANADA MAY PROVIDE A PURCHASER WITH REMEDIES FOR RESCISSION OR DAMAGES IF THIS OFFICIAL STATEMENT (INCLUDING ANY AMENDMENT THERETO) CONTAINS A MISREPRESENTATION, PROVIDED THAT THE REMEDIES FOR RESCISSION OR DAMAGES ARE EXERCISED BY THE PURCHASER WITHIN THE TIME LIMIT PRESCRIBED BY THE SECURITIES LEGISLATION OF THE PURCHASER'S PROVINCE OR TERRITORY. THE PURCHASER SHOULD REFER TO ANY APPLICABLE PROVISIONS OF THE SECURITIES LEGISLATION OF THE PURCHASER'S PROVINCE OR TERRITORY FOR PARTICULARS OF THESE RIGHTS OR CONSULT WITH A LEGAL ADVISOR.

PURSUANT TO SECTION 3A.3 (OR, IN THE CASE OF SECURITIES ISSUED OR GUARANTEED BY THE GOVERNMENT OF A NON-CANADIAN JURISDICTION, SECTION 3A.4) OF NATIONAL INSTRUMENT 33-105 *UNDERWRITING CONFLICTS* (**NI 33-105**), THE UNDERWRITERS ARE NOT REQUIRED TO COMPLY WITH THE DISCLOSURE REQUIREMENTS OF NI 33-105 REGARDING UNDERWRITER CONFLICTS OF INTEREST IN CONNECTION WITH THIS OFFERING.

NOTICE TO PROSPECTIVE INVESTORS IN THE EUROPEAN ECONOMIC AREA AND THE UNITED KINGDOM

THIS OFFICIAL STATEMENT HAS BEEN PREPARED ON THE BASIS THAT ALL OFFERS OF THE SECURITIES TO ANY PERSON THAT IS LOCATED WITHIN A MEMBER

STATE OF THE EUROPEAN ECONOMIC AREA (**EEA**) OR THE UNITED KINGDOM WILL BE MADE PURSUANT TO AN EXEMPTION UNDER ARTICLE 1(4) REGULATION (EU) 2017/1129 (**PROSPECTUS REGULATION**), INCLUDING AS IT FORMS PART OF THE DOMESTIC LAW OF THE UNITED KINGDOM BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018 (**EUWA**), FROM THE REQUIREMENT TO PRODUCE A PROSPECTUS FOR OFFERS OF THE SECURITIES. ACCORDINGLY, ANY PERSON MAKING OR INTENDING TO MAKE ANY OFFER OF THE SECURITIES TO ANY PERSON LOCATED WITHIN A MEMBER STATE OF THE EEA OR THE UNITED KINGDOM SHOULD ONLY DO SO IN CIRCUMSTANCES IN WHICH NO OBLIGATION ARISES FOR THE ISSUER OR ANY OF THE INITIAL PURCHASERS TO PRODUCE A PROSPECTUS OR SUPPLEMENT FOR SUCH AN OFFER. NEITHER THE ISSUER NOR THE INITIAL PURCHASERS HAVE AUTHORIZED, NOR DO THEY AUTHORIZE, THE MAKING OF ANY OFFER OF SECURITIES THROUGH ANY FINANCIAL INTERMEDIARY, OTHER THAN OFFERS MADE BY THE INITIAL PURCHASERS, WHICH CONSTITUTE THE FINAL PLACEMENT OF THE SECURITIES CONTEMPLATED IN THIS OFFICIAL STATEMENT.

THE OFFER OF ANY SECURITIES WHICH IS THE SUBJECT OF THE OFFERING CONTEMPLATED BY THIS OFFICIAL STATEMENT IS NOT BEING MADE AND WILL NOT BE MADE TO THE PUBLIC IN ANY MEMBER STATE OF THE EEA OR THE UNITED KINGDOM, OTHER THAN: (A) TO ANY LEGAL ENTITY WHICH IS A **QUALIFIED INVESTOR** AS SUCH TERM IS DEFINED IN THE PROSPECTUS REGULATION; (B) TO FEWER THAN 150 NATURAL OR LEGAL PERSONS (OTHER THAN **QUALIFIED INVESTORS** AS SUCH TERM IS DEFINED IN THE PROSPECTUS REGULATION); OR (C) IN ANY OTHER CIRCUMSTANCES FALLING WITHIN ARTICLE 1(4) OF THE PROSPECTUS REGULATION, SUBJECT TO OBTAINING THE PRIOR CONSENT OF THE RELEVANT UNDERWRITER FOR ANY SUCH OFFER; PROVIDED THAT NO SUCH OFFER OF THE SECURITIES SHALL REQUIRE THE ISSUER OR THE INITIAL PURCHASERS TO PUBLISH A PROSPECTUS PURSUANT TO ARTICLE 3 OF THE PROSPECTUS REGULATION OR A SUPPLEMENT TO A PROSPECTUS PURSUANT TO ARTICLE 23 OF THE PROSPECTUS REGULATION.

FOR THE PURPOSES OF THIS PROVISION, THE EXPRESSION AN "OFFER OF SECURITIES TO THE PUBLIC" IN RELATION TO THE SECURITIES IN ANY MEMBER STATE OF THE EEA OR THE UNITED KINGDOM MEANS THE COMMUNICATION IN ANY FORM AND BY ANY MEANS OF SUFFICIENT INFORMATION ON THE TERMS OF THE OFFER AND THE SECURITIES TO BE OFFERED SO AS TO ENABLE AN INVESTOR TO DECIDE TO PURCHASE THE SECURITIES.

EACH SUBSCRIBER FOR OR PURCHASER OF THE 2022 SERIES 5 BONDS IN THE OFFERING LOCATED WITHIN A MEMBER STATE OR THE UNITED KINGDOM WILL BE DEEMED TO HAVE REPRESENTED, ACKNOWLEDGED AND AGREED THAT IT IS A **QUALIFIED INVESTOR** AS DEFINED IN THE PROSPECTUS REGULATION. THE ISSUER AND EACH UNDERWRITER AND OTHERS WILL RELY ON THE TRUTH AND ACCURACY OF THE FOREGOING REPRESENTATION, ACKNOWLEDGEMENT AND AGREEMENT.

NOTICE TO PROSPECTIVE INVESTORS IN THE EEA

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – THE 2022 SERIES 5 BONDS ARE NOT INTENDED TO BE OFFERED, SOLD OR OTHERWISE MADE AVAILABLE TO AND SHOULD NOT BE OFFERED, SOLD OR OTHERWISE MADE AVAILABLE TO ANY RETAIL INVESTOR IN THE EEA. FOR THESE PURPOSES, A RETAIL INVESTOR MEANS A PERSON WHO IS ONE (OR MORE) OF: (I) A RETAIL CLIENT AS DEFINED IN POINT (11) OF ARTICLE 4(1) OF DIRECTIVE 2014/65/EU (AS AMENDED, **MIFID II**); (II) A CUSTOMER WITHIN THE MEANING OF DIRECTIVE (EU) 2016/97, WHERE THAT CUSTOMER WOULD NOT QUALIFY AS A PROFESSIONAL CLIENT AS DEFINED IN POINT (10) OF ARTICLE 4(1) OF MIFID II; OR (III) NOT A QUALIFIED INVESTOR AS DEFINED IN THE PROSPECTUS REGULATION CONSEQUENTLY NO KEY INFORMATION DOCUMENT REQUIRED BY REGULATION (EU) NO 1286/2014 (**PRIIPS REGULATION**) FOR OFFERING OR SELLING THE 2022 SERIES 5 BONDS OR OTHERWISE MAKING THEM AVAILABLE TO RETAIL INVESTORS IN THE EEA HAS BEEN PREPARED AND THEREFORE OFFERING OR SELLING THE 2022 SERIES 5 BONDS

OR OTHERWISE MAKING THEM AVAILABLE TO ANY RETAIL INVESTOR IN THE EEA MAY BE UNLAWFUL UNDER THE PRIIPS REGULATION.

NOTICE TO PROSPECTIVE INVESTORS IN THE UNITED KINGDOM

PROHIBITION OF SALES TO UNITED KINGDOM RETAIL INVESTORS – THE 2022 SERIES 5 BONDS ARE NOT INTENDED TO BE OFFERED, SOLD OR OTHERWISE MADE AVAILABLE TO AND SHOULD NOT BE OFFERED, SOLD OR OTHERWISE MADE AVAILABLE TO ANY RETAIL INVESTOR IN IN THE UNITED KINGDOM. FOR THESE PURPOSES, A RETAIL INVESTOR MEANS A PERSON WHO IS ONE (OR MORE) OF: (I) A RETAIL CLIENT AS DEFINED IN POINT (8) OF ARTICLE 2 OF COMMISSION DELEGATED REGULATION (EU) 2017/565/ AS IT FORMS PART OF THE DOMESTIC LAW OF THE UNITED KINGDOM BY VIRTUE OF THE EUWA; (II) A CUSTOMER WITHIN THE MEANING OF THE FINANCIAL SERVICES AND MARKETS ACT 2000, WHERE THAT CUSTOMER WOULD NOT QUALIFY AS A PROFESSIONAL CLIENT AS DEFINED IN POINT (8) OF ARTICLE 2(1) OF REGULATION (EU) NO. 600/2014 AS IT FORMS PART OF THE DOMESTIC LAW OF THE UNITED KINGDOM BY VIRTUE OF THE EUWA; OR (III) NOT A QUALIFIED INVESTOR AS DEFINED IN THE PROSPECTUS REGULATION. CONSEQUENTLY NO KEY INFORMATION DOCUMENT REQUIRED BY REGULATION (EU) NO 1286/2014 AS IT FORMS PART OF THE DOMESTIC LAW OF THE UNITED KINGDOM BY VIRTUE OF THE EUWA (**UK PRIIPS REGULATION**) FOR OFFERING OR SELLING THE 2022 SERIES 5 BONDS OR OTHERWISE MAKING THEM AVAILABLE TO RETAIL INVESTORS IN THE UNITED KINGDOM HAS BEEN PREPARED AND THEREFORE OFFERING OR SELLING THE 2022 SERIES 5 BONDS OR OTHERWISE MAKING THEM AVAILABLE TO ANY RETAIL INVESTOR IN THE UNITED KINGDOM MAY BE UNLAWFUL UNDER THE UK PRIIPS REGULATION.

THIS OFFICIAL STATEMENT IS FOR DISTRIBUTION ONLY TO, AND IS DIRECTED SOLELY AT, PERSONS WHO (I) ARE OUTSIDE THE UNITED KINGDOM, (II) ARE INVESTMENT PROFESSIONALS, AS SUCH TERM IS DEFINED IN ARTICLE 19(5) OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 (FINANCIAL PROMOTION) ORDER 2005, AS AMENDED (**FINANCIAL PROMOTION ORDER**), (III) ARE PERSONS FALLING WITHIN ARTICLE 49(2)(A) TO (D) OF THE FINANCIAL PROMOTION ORDER, OR (IV) ARE PERSONS TO WHOM AN INVITATION OR INDUCEMENT TO ENGAGE IN INVESTMENT ACTIVITY (WITHIN THE MEANING OF SECTION 21 OF THE FINANCIAL SERVICES AND MARKETS ACT 2000) IN CONNECTION WITH THE ISSUE OR SALE OF ANY 2022 SERIES 5 BONDS MAY OTHERWISE BE LAWFULLY COMMUNICATED OR CAUSED TO BE COMMUNICATED (ALL SUCH PERSONS TOGETHER BEING REFERRED TO AS **RELEVANT PERSONS**). THIS OFFICIAL STATEMENT IS DIRECTED ONLY AT RELEVANT PERSONS AND MUST NOT BE ACTED ON OR RELIED ON BY PERSONS WHO ARE NOT RELEVANT PERSONS. ANY INVESTMENT OR INVESTMENT ACTIVITY TO WHICH THIS OFFICIAL STATEMENT RELATES IS AVAILABLE ONLY TO RELEVANT PERSONS AND WILL BE ENGAGED IN ONLY WITH RELEVANT PERSONS. ANY PERSON WHO IS NOT A RELEVANT PERSON SHOULD NOT ACT OR RELY ON THIS OFFICIAL STATEMENT OR ANY OF ITS CONTENTS.

NOTICE TO PROSPECTIVE INVESTORS IN SWITZERLAND

THE 2022 SERIES 5 BONDS MAY NOT BE PUBLICLY OFFERED, DIRECTLY OR INDIRECTLY, IN SWITZERLAND WITHIN THE MEANING OF THE SWISS FINANCIAL SERVICES ACT (**FINSA**), AND NO APPLICATION HAS BEEN OR WILL BE MADE TO ADMIT THE 2022 SERIES 5 BONDS TO TRADING ON ANY TRADING VENUE (EXCHANGE OR MULTILATERAL TRADING FACILITY) IN SWITZERLAND. NEITHER THIS OFFICIAL STATEMENT NOR ANY OTHER OFFERING OR MARKETING MATERIAL RELATING TO THE 2022 SERIES 5 BONDS (1) CONSTITUTES A PROSPECTUS PURSUANT TO THE FINSA OR (2) HAS BEEN OR WILL BE FILED WITH OR APPROVED BY A SWISS REVIEW BODY PURSUANT TO ARTICLE 52 OF THE FINSA, AND NEITHER THIS OFFICIAL STATEMENT NOR ANY OTHER OFFERING OR MARKETING MATERIAL RELATING TO THE 2022 SERIES 5 BONDS MAY BE PUBLICLY DISTRIBUTED OR OTHERWISE MADE PUBLICLY AVAILABLE IN SWITZERLAND.

NOTICE TO PROSPECTIVE INVESTORS IN HONG KONG

WARNING. THE CONTENTS OF THIS OFFICIAL STATEMENT HAVE NOT BEEN REVIEWED BY ANY REGULATORY AUTHORITY IN HONG KONG. YOU ARE ADVISED TO EXERCISE CAUTION IN RELATION TO THE OFFER OF THE 2022 SERIES 5 BONDS. IF YOU ARE IN ANY DOUBT ABOUT ANY OF THE CONTENTS OF THIS DOCUMENT, YOU SHOULD OBTAIN INDEPENDENT PROFESSIONAL ADVICE.

THIS DOCUMENT HAS NOT BEEN, AND WILL NOT BE, REGISTERED AS A PROSPECTUS IN HONG KONG NOR HAS IT BEEN APPROVED BY THE SECURITIES AND FUTURES COMMISSION OF HONG KONG PURSUANT TO THE SECURITIES AND FUTURES ORDINANCE (CHAPTER 571 OF THE LAWS OF HONG KONG) (**SFO**). THE 2022 SERIES 5 BONDS MAY NOT BE OFFERED OR SOLD IN HONG KONG BY MEANS OF THIS DOCUMENT OR ANY OTHER DOCUMENT, AND THIS DOCUMENT MUST NOT BE ISSUED, CIRCULATED OR DISTRIBUTED IN HONG KONG, OTHER THAN TO `PROFESSIONAL INVESTORS' AS DEFINED IN THE SFO AND ANY RULES MADE THEREUNDER. IN ADDITION, NO PERSON MAY ISSUE OR HAVE IN ITS POSSESSION FOR THE PURPOSES OF ISSUE, WHETHER IN HONG KONG OR ELSEWHERE, ANY ADVERTISEMENT, INVITATION OR DOCUMENT RELATING TO THE 2022 SERIES 5 BONDS, WHICH IS DIRECTED AT, OR THE CONTENTS OF WHICH ARE LIKELY TO BE ACCESSED OR READ BY, THE PUBLIC OF HONG KONG (EXCEPT IF PERMITTED TO DO SO UNDER THE SECURITIES LAWS OF HONG KONG) OTHER THAN WITH RESPECT TO 2022 SERIES 5 BONDS WHICH ARE OR ARE INTENDED TO BE DISPOSED OF ONLY (A) TO PERSONS OUTSIDE HONG KONG, OR (B) TO `PROFESSIONAL INVESTORS' AS DEFINED IN THE SFO AND ANY RULES MADE THEREUNDER.

NOTICE TO PROSPECTIVE INVESTORS IN JAPAN

THE 2022 SERIES 5 BONDS HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER ARTICLE 4, PARAGRAPH 1 OF THE FINANCIAL INSTRUMENTS AND EXCHANGE ACT OF JAPAN (ACT NO.25 OF 1948, AS AMENDED THE **FIEA**). IN RELIANCE UPON THE EXEMPTION FROM THE REGISTRATION REQUIREMENTS SINCE THE OFFERING CONSTITUTES THE PRIVATE PLACEMENT TO QUALIFIED INSTITUTIONAL INVESTORS ONLY AS PROVIDED FOR IN "I" OF ARTICLE 2, PARAGRAPH 3, ITEM 2 OF THE FIEA. A TRANSFEROR OF THE 2022 SERIES 5 BONDS SHALL NOT TRANSFER OR RESELL THEM EXCEPT WHERE A TRANSFEREE IS A QUALIFIED INSTITUTIONAL INVESTOR AS DEFINED UNDER ARTICLE 10 OF THE CABINET OFFICE ORDINANCE CONCERNING DEFINITIONS PROVIDED IN ARTICLE 2 OF THE FIEA (THE MINISTRY OF FINANCE ORDINANCE NO.14 OF 1993, AS AMENDED).

NOTICE TO PROSPECTIVE INVESTORS IN SOUTH KOREA

THIS OFFICIAL STATEMENT IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSIDERED AS, A PUBLIC OFFERING OF SECURITIES IN SOUTH KOREA FOR THE PURPOSES OF THE FINANCIAL INVESTMENT SERVICES AND CAPITAL MARKETS ACT OF KOREA. THE 2022 SERIES 5 BONDS HAVE NOT BEEN AND WILL NOT BE REGISTERED WITH THE FINANCIAL SERVICES COMMISSION OF SOUTH KOREA FOR PUBLIC OFFERING IN SOUTH KOREA UNDER THE FINANCIAL INVESTMENT SERVICES AND CAPITAL MARKETS ACT AND ITS SUBORDINATE DECREES AND REGULATIONS (COLLECTIVELY, **FSCMA**). THE 2022 SERIES 5 BONDS MAY NOT BE OFFERED, REMARKETED, SOLD OR DELIVERED, DIRECTLY OR INDIRECTLY, OR OFFERED, REMARKETED OR SOLD TO ANY PERSON FOR RE-OFFERING OR RESALE, DIRECTLY OR INDIRECTLY, IN SOUTH KOREA OR TO ANY RESIDENT OF SOUTH KOREA (AS DEFINED IN THE FOREIGN EXCHANGE TRANSACTIONS LAW OF SOUTH KOREA AND ITS SUBORDINATE DECREES AND REGULATIONS (COLLECTIVELY, **FETL**)) WITHIN ONE YEAR OF THE ISSUANCE OF THE 2022 SERIES 5 BONDS, EXCEPT AS OTHERWISE PERMITTED UNDER APPLICABLE SOUTH KOREAN LAWS AND REGULATIONS, INCLUDING THE FSCMA AND THE FETL.

NOTICE TO PROSPECTIVE INVESTORS IN TAIWAN

THE 2022 SERIES 5 BONDS HAVE NOT BEEN AND WILL NOT BE REGISTERED OR FILED WITH, OR APPROVED BY THE FINANCIAL SUPERVISORY COMMISSION OF TAIWAN, THE REPUBLIC OF CHINA (**TAIWAN**) AND/OR OTHER REGULATORY AUTHORITY OR AGENCY OF TAIWAN PURSUANT TO RELEVANT SECURITIES LAWS AND REGULATIONS OF TAIWAN AND MAY NOT BE ISSUED, OFFERED, OR SOLD IN TAIWAN THROUGH A PUBLIC OFFERING OR IN CIRCUMSTANCES WHICH CONSTITUTE AN OFFER WITHIN THE MEANING OF THE SECURITIES AND EXCHANGE ACT OF TAIWAN OR RELEVANT LAWS AND REGULATIONS THAT REQUIRES A REGISTRATION, FILING OR APPROVAL OF THE FINANCIAL SUPERVISORY COMMISSION AND/OR OTHER REGULATORY AUTHORITY OR AGENCY OF TAIWAN. THE 2022 SERIES 5 BONDS MAY BE MADE AVAILABLE OUTSIDE TAIWAN FOR PURCHASE OUTSIDE TAIWAN BY INVESTORS RESIDING IN TAIWAN DIRECTLY, BUT MAY NOT BE OFFERED OR SOLD IN TAIWAN EXCEPT TO QUALIFIED INVESTORS VIA A TAIWAN LICENSED INTERMEDIARY TO THE EXTENT PERMITTED BY APPLICABLE LAWS OR REGULATIONS.

STATE OFFICIALS PARTICIPATING IN THE ISSUANCE AND SALE OF THE BONDS

BUILDING COMMISSION MEMBERS*

Voting Members	**Term of Office Expires**
Governor Tony Evers, Chairperson	January 9, 2023
Representative Rob Swearingen, Vice Chairperson	January 9, 2023
Senator Andre Jacque	January 9, 2023
Senator Jerry Petrowski	January 9, 2023
Senator Janis Ringhand	January 9, 2023
Representative Jill Billings	January 9, 2023
Representative Robert Wittke	January 9, 2023
Ms. Summer Strand, Citizen Member	At the pleasure of the Governor

Nonvoting, Advisory Member

Mr. Kevin Trinastic, State Ranking Architect Department of Administration	——

Building Commission Secretary

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

OTHER PARTICIPANTS

Mr. Joshua L. Kaul State Attorney General	January 9, 2023
Ms. Kathy K. Blumenfeld, Secretary-designee Department of Administration	At the pleasure of the Governor

DEBT MANAGEMENT AND DISCLOSURE

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

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

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

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

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

SUMMARY DESCRIPTION OF BONDS

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

Principal Amount and Description:	$112,005,000* State of Wisconsin General Obligation Refunding Bonds of 2022, Series 4 $84,285,000* State of Wisconsin General Obligation Refunding Bonds of 2022, Series 5 (Taxable)
Denominations:	Multiples of $5,000
Date of Issue:	Date of delivery (on or about , 2022)
Record Date:	April 15 and October 15
Interest Payments:	May 1 and November 1, beginning May 1, 2023
Maturities:	2022 Series 4 Bonds; May 1 2025-43* 2022 Series 5 Bonds; May 1 2025-42* —*See inside front cover.*
Redemption*:	*Optional*—The 2022 Series 4 Bonds maturing on or after May 1, are callable at par on May 1, or any date thereafter—*See page 4.* The 2022 Series 5 Bonds maturing on or after May 1, are callable at par on May 1, or any date thereafter—*See page 4*. The 2022 Series 5 Bonds are also subject to redemption at any time at the make-whole redemption price—*See pages 4-5.* *Sinking Fund*—The 2022 Series Bonds maturing on May 1, are subject to mandatory sinking fund redemption at par—*See page 5.*
Form:	Book-entry-only—*See pages 7-8.*
Paying Agent:	All payments of principal of, and premium, if any, and interest on, the Bonds will be paid by the Secretary of Administration. All payments will be made to The Depository Trust Company, which will distribute payments to DTC Participants as described herein.
Security:	The Bonds are general obligations of the State of Wisconsin. As of October 1, 2022, general obligations of the State were outstanding in the principal amount of $7,093,037,888.
Additional General Obligation Debt:	The State may issue additional general obligation debt—*See pages 9-10.*
Authority for Issuance:	The Bonds are authorized by Article VIII of the Wisconsin Constitution and Chapters 18 and 20 of the Wisconsin Statutes.
Purpose:	Bond proceeds are being used for the current (including by purchasing Tendered Bonds pursuant to the Invitation) and advance refunding, of general obligation bonds previously issued by the State for general governmental purposes—*See pages 2-3.*
Legality of Investment:	State law provides that the Bonds are legal investments for all banks, trust companies, bankers, savings banks and institutions, building and loan associations, savings and loan associations, credit unions, investment companies, and other persons or entities carrying on a banking business; for all personal representatives, guardians, trustees, and other fiduciaries; and for the State and all public officers, municipal corporations, political subdivisions, and public bodies.
Tax Status:	Interest on the 2022 Series 4 Bonds is excluded from gross income for federal income tax purposes and is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals; however, interest on the 2022 Series 4 Bonds is taken into account in determining "adjusted financial statement income" for purposes of computing the federal alternative minimum tax imposed on certain corporations for taxable years beginning after December 31, 2022—*See pages 13-14.* Interest on the 2022 Series 5 Bonds is included in gross income for federal income tax purposes—*See pages 14-17.* Interest on the Bonds is not exempt from current State of Wisconsin income or franchise taxes—*See pages 17-18.*
Legal Opinion:	Validity opinion on all Bonds and tax opinion on the 2022 Series 4 Bonds to be provided by Foley & Lardner LLP —*See APPENDIX C.*

* Preliminary; subject to change.

OFFICIAL STATEMENT

$196,290,000*

STATE OF WISCONSIN

$112,005,000* GENERAL OBLIGATION REFUNDING BONDS OF 2022, SERIES 4

$84,285,000* GENERAL OBLIGATION REFUNDING BONDS OF 2022, SERIES 5 (TAXABLE)

INTRODUCTION

This Official Statement provides information about the $112,005,000* General Obligation Refunding Bonds of 2022, Series 4 **(2022 Series 4 Bonds)** and $84,285,000* General Obligation Refunding Bonds of 2022, Series 5 (Taxable) **(2022 Series 5 Bonds)** (collectively, the 2022 Series 4 Bonds and the 2022 Series 5 Bonds are called the **Bonds**), which are being issued by the State of Wisconsin **(State)**. This Official Statement incorporates by reference, and makes updates and additions to, Parts I, II, and III of the State of Wisconsin Continuing Disclosure Annual Report, dated December 23, 2021 **(2021 Annual Report)**.

The Bonds are authorized under the Wisconsin Constitution and the Wisconsin Statutes, and are being issued pursuant to authorizing resolutions that the State of Wisconsin Building Commission **(Commission)** adopted on October 14, 2020 and October 20, 2021.

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

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

THE STATE

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

Information concerning the State, its financial condition, and its general obligation debt is included as APPENDIX A, which incorporates by reference Parts II and III of the 2021 Annual Report. APPENDIX A also makes updates and additions to Parts II and III of the 2021 Annual Report, including:

- Additional information about the State's response to, and federal assistance relating to, the COVID-19 pandemic.
- Estimated General Fund condition statement for the 2021-23 biennium and estimated General Fund tax collections for the 2021-22 and 2022-23 fiscal years, as included in a report provided by the Legislative Fiscal Bureau **(LFB)** on January 25, 2022 **(January 2022 LFB Report)**.
- General Fund information for the 2021-22 fiscal year, which is presented on either a cash basis or an agency-recorded basis, and projected General Fund information for the 2022-23 fiscal year, which is presented on a cash basis.
- Preliminary General Fund tax collection data for the 2021-22 fiscal year, as released by the Wisconsin Department of Revenue and summarized in a memorandum from LFB dated August 24, 2022 **(August 2022 LFB Memo)**.

* Preliminary; subject to change.

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

Contact:	State of Wisconsin Capital Finance Office Department of Administration Attn: Capital Finance Director
Mail:	101 East Wilson Street, FLR 10 P.O. Box 7864 Madison, WI 53707-7864
Phone:	(608) 267-1836
E-mail:	DOACapitalFinanceOffice@wisconsin.gov
Websites:	doa.wi.gov/capitalfinance wisconsinbonds.com

PLAN OF REFUNDING

General

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

Portions of the 2022 Series 4 Bonds and the 2022 Series 5 Bonds are being issued for the current refunding of certain maturities, or portions of maturities, of general obligation bonds previously issued by the State for general governmental purposes (**Current Refunding**). The refunded maturities, or portions of maturities, associated with the Current Refunding are currently outstanding in the total principal amount of $ (**Current Refunded Bonds**).

The remaining portions of the 2022 Series 4 Bonds and the 2022 Series 5 Bonds are being issued for the advance refunding of certain maturities, or portions of maturities, of general obligation bonds previously issued by the State for general governmental purposes **(Advance Refunding)**. The refunded maturities, or portions of maturities, associated with the Advance Refunding are currently outstanding in the total principal amount of $ **(Advance Refunded Bonds)**.

APPENDIX D identifies and provides information about the Current Refunded Bonds and the Advance Refunded Bonds **(Refunded Bonds)**.

Invitation to Tender Bonds

On October 3, 2022, the State released an Invitation to Offers to Tender Bonds (**Invitation**), inviting holders of certain maturities of the State's outstanding general obligation bonds (**Invited Bonds**) to tender Invited Bonds for purchase by the State on the terms and conditions set forth in the Invitation. The purpose of the Invitation is to give the State the opportunity to retire the Invited Bonds on the date of issuance of the Bonds (**Settlement Date**).

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

This discussion is not intended to summarize the terms of the Invitation, or to solicit offers to tender Invited Bonds, and reference is made to the Invitation for a discussion of the terms of the Invitation and the conditions for settlement of the Invited Bonds validly tendered and accepted for purchase. The State has filed the Invitation with the Municipal Securities Rulemaking Board (**MRSB**) through its Electronic Municipal Market Access (**EMMA**) system, and a copy is available from the State as provided on pages A-1 and A-2.

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

Current Refunding

Upon delivery of the Bonds, portions of the proceeds of the 2022 Series 4 Bonds and the 2022 Series 5 Bonds will be deposited into the State's Bond Security and Redemption Fund. Those proceeds will be used to pay the purchase price of the Purchased Bonds on the Settlement Date, and to pay the principal or redemption price of, and interest on, the remaining Current Refunded Bonds on , 2022.

Advance Refunding

To provide for the Advance Refunding, portions of the proceeds of the 2022 Series 4 Bonds and the 2022 Series 5 Bonds will be used to purchase a portfolio of securities **(Escrow Obligations)**, which by State statutes must be direct, noncallable general obligations of the United States or its agencies, corporations wholly owned by the United States, the Federal National Mortgage Association, or any corporation chartered by an act of Congress. The Escrow Obligations, together with the interest to be earned, and a beginning cash deposit, will be sufficient to pay when due

- the interest on the Advance Refunded Bonds from and including May 1, 2023 to and including their respective maturity or redemption dates, and
- the principal or redemption price of the Advance Refunded Bonds on their respective maturity or redemption dates.

A deposit to be made on approximately October 15, 2022 to the State's Bond Security and Redemption Fund, from sources other than Bond proceeds, will be used to pay interest on the Advance Refunded Bonds on November 1, 2022.

Refunding Escrow Agreement

The Escrow Obligations, the beginning cash balance, and the interest earnings will be held in an escrow fund **(Escrow Fund)** created by a Refunding Escrow Agreement **(Escrow Agreement)**, between the State and Zions Bancorporation, National Association **(Escrow Trustee)**, solely for the benefit of the owners of the Advance Refunded Bonds. The Escrow Fund will not serve as security for or be available for the payment of principal of or interest on the Bonds.

The Escrow Fund will be held by the Escrow Trustee in trust to make payments of principal or redemption price of, and interest on, the Advance Refunded Bonds, other than the interest due on November 1, 2022. The Escrow Fund will be held by the Escrow Trustee separate and apart from all other funds or accounts held by the Escrow Trustee. No fees or other charges of the Escrow Trustee may be paid from moneys in the Escrow Fund. Instead, the Escrow Agreement provides that the State will pay all such fees and charges to the Escrow Trustee from other available funds.

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

Use of Proceeds and Pledge

The portion of the proceeds of the Bonds deposited into the Bond Security and Redemption Fund may be expended only for the payment of the principal or redemption price of, and interest on, or the purchase price of, the Current Refunded Bonds (which include the Purchased Bonds).

All money in the Escrow Fund may be expended only for the payment of the principal or redemption price of, and interest on, the Advance Refunded Bonds due on or after May 1, 2023. However, notwithstanding the amounts in the Bond Security and Redemption Fund and the Escrow Fund, there is irrevocably appropriated, as a first charge on all revenues of the State, a sum sufficient for the payment of the Refunded Bonds. Each year, for the purpose of determining the constitutional limit on public debt, the amounts held in the Bond Security and Redemption Fund and the Escrow Fund will be subtracted from the amount of outstanding aggregate public debt of the State.

THE BONDS

General

The inside front cover of this Official Statement sets forth the maturity dates, principal amounts, interest rates, and other information for the Bonds. The Bonds are being issued in book-entry-only form, so the registered owner will be a securities depository or its nominee. The Commission has appointed The Depository Trust Company, New York, New York **(DTC)**, as the securities depository for the Bonds. See "THE BONDS; Book-Entry-Only Form".

The Bonds will be dated their date of delivery (expected to be , 2022) and will bear interest from that date, payable on May 1 and November 1 of each year, beginning on May 1, 2023.

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

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

Security

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

Redemption Provisions*

Optional Redemption at Par

The 2022 Series 4 Bonds maturing on or after May 1, may be redeemed on May 1, , or any date thereafter, in whole or in part in multiples of $5,000, at a redemption price equal to par (100% of the principal amount to be redeemed), plus accrued interest to the redemption date.

The 2022 Series 5 Bonds maturing on or after May 1, may be redeemed on May 1, , or any date thereafter, in whole or in part in multiples of $5,000, at a redemption price equal to par (100% of the principal amount to be redeemed), plus accrued interest to the redemption date.

Optional Redemption with Make Whole Premium

The 2022 Series 5 Bonds may also be redeemed at any time, in whole or in part in multiples of $5,000, in such principal amounts and from such maturities as the Commission may determine, at a redemption price **(Make-Whole Redemption Price)** equal to the greater of:

(A) 100% of the principal amount of the 2022 Series 5 Bonds to be redeemed, or

(B) the sum of the present values of the remaining scheduled payments of principal and interest on the 2022 Series 5 Bonds to be redeemed (exclusive of interest accrued to the date on which such 2022 Series 5 Bonds are to be redeemed), discounted to the date of redemption of such 2022 Series 5 Bonds on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate (as defined below) plus basis points (. %),

plus, in each case, accrued interest on the 2022 Series 5 Bonds to be redeemed to the date fixed for redemption.

*Preliminary; subject to change.

For purposes of determining the Make-Whole Redemption Price:

(i) "Treasury Rate" means, with respect to any redemption date for a particular 2022 Series 5 Bond, the yield to maturity of United States Treasury securities (excluding inflation indexed securities) with a constant maturity (as compiled and published in the Federal Reserve Statistical Release H.15 (519) that has become publicly available not less than two Business Days nor more than 45 calendar days prior to the redemption date (or, if such Statistical Release is no longer published, any publicly available source of similar market data)), most nearly equal to the period from the redemption date to the weighted average maturity date of the 2022 Series 5 Bond to be redeemed (taking into account any sinking fund installments for such 2022 Series 5 Bonds), as determined by the Designated Consultant; provided, however, that if the period from the redemption date to such maturity date is less than one year, the weekly average yield on actually traded United States Treasury securities adjusted to a constant maturity of one year will be used.

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

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

Mandatory Sinking Fund Redemption

The 2022 Series Bonds maturing on May 1, (**Term Bonds)** are subject to redemption before their maturity date at a redemption price equal to par (100% of the principal amount to be redeemed), plus accrued interest to the redemption date, from mandatory sinking fund payments that are required to be made in amounts sufficient to redeem, on May 1 of each of the years set forth below, the respective principal amounts of the Term Bonds specified below:

Redemption Date (May 1)	**Principal Amount**

[a] Stated Maturity

Optional redemption (or any purchase by the Commission in lieu of redemption) of the Term Bonds will be applied to reduce the mandatory sinking fund payments established for the Term Bonds so redeemed or purchased in such order and manner as the Capital Finance Director of the State will direct.

Selection of Bonds

If less than all the Bonds of a given series are to be redeemed at the option of the State, the particular maturities of such Bonds to be redeemed will be determined by the Capital Finance Director.

So long as the 2022 Series 4 Bonds are in book-entry-only form, selection of the beneficial owners affected by the redemption will be made by the securities depository and its participants in accordance with their rules.

So long as the 2022 Series 5 Bonds are in book-entry-only form and DTC or a successor securities depository is the sole registered owner of such 2022 Series 5 Bonds, if some but less than all of the 2022 Series 5 Bonds of a particular maturity are to be redeemed on any date, the State shall instruct DTC to provide for a pro rata redemption in accordance with its procedures as a pro rata pass-through distribution of principal, or if the DTC operational arrangements do not allow for pro rata pass-through distribution of principal, the 2022 Series 5 Bonds to be redeemed shall be selected by lot; provided that, so long as such 2022 Series 5 Bonds are registered in the book-entry-only system, the selection for redemption of the 2022 Series 5 Bonds will be in accordance with operational arrangements of DTC then in effect.

It is the State's intent that redemption allocations with respect to the 2022 Series 5 Bonds made by DTC be made on a pro rata pass-through distribution of principal basis as described above. However, the State cannot provide any assurance that DTC, DTC's direct and indirect participants or any other intermediary will allocate the redemption of 2022 Series 5 Bonds on such basis, nor will the State be responsible for any failure of DTC, DTC's direct and indirect participants, or other intermediary to do so.

Notice of Redemption

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

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

Registration and Payment of Bonds

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

Ratings

The following ratings have been assigned to the Bonds:

Rating	Rating Organization
	Kroll Bond Rating Agency, LLC
	Moody's Investors Service, Inc.
	S&P Global Ratings

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

Sources and Uses of Funds

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

	2022 Series 4 Bonds	**2022 Series 5 Bonds**	**Total**
Sources			
Principal Amount	$	$	$
Net Original Issue Premium/(Discount)			
TOTAL SOURCES	$	$	$
Uses			
Deposit to Escrow Fund	$	$	$
Deposit to Bond Security and Redemption Fund			
Underwriters' Discount			
Costs of Issuance			
TOTAL USES	$	$	$

Book-Entry-Only Form

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

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

Payment

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

Notices and Voting Rights

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

Redemption

If less than all the 2022 Series 4 Bonds of a given maturity are being redeemed, DTC's practice is to determine by lottery the amount of the 2022 Series 4 Bonds to be redeemed from each DTC Participant.

If less than all the 2022 Series 5 Bonds of a given maturity are being redeemed, the redemption price shall be allocated to all beneficial owners of the 2022 Series 5 Bonds on a pro rata pass-through distribution of principal basis in accordance with DTC procedures. See "THE BONDS; Redemption Provisions; *Selection of Bonds*".

Discontinued Service

In the event that participation in DTC's book-entry system were to be discontinued without a successor securities depository being appointed, bond certificates would be executed and delivered to DTC Participants.

Further Information

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

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

Redemption and Payment if Bonds are not in Book-Entry-Only Form

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

2022 Series 4 Bonds would be selected for redemption by lot.

Each owner of a 2022 Series 5 Bond would receive an amount equal to the total principal amount of 2022 Series 5 Bonds to be redeemed times a fraction, the numerator of which is the principal amount of the 2022 Series 5 Bonds of such maturity held by the registered owner and the denominator of which is the principal amount of all 2022 Series 5 Bonds of such maturity then outstanding.

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

Payment of principal and premium, if any, would be made by check or draft issued upon the presentation and surrender of the Bonds at the principal office of the Paying Agent, as designated by the Commission. Payment of interest due on the Bonds would be made by check or draft mailed to the registered owner shown in the registration book at the close of business on the record date—which is the 15th day (whether or not a business day) of the calendar month before the interest payment date.

UNDERWRITING

General

The Bonds are being purchased by the **Underwriters** listed on the front cover, for which Jefferies LLC is acting as the representative **(Representative)**.

The Underwriters have agreed, subject to certain conditions, to purchase the 2022 Series 4 Bonds from the State at an aggregate purchase price of $, reflecting a net original issue premium/discount of $ and an Underwriters' discount of $, and to purchase the 2022 Series 5 Bonds from the State at an aggregate purchase price of $, reflecting an Underwriters' discount of $. The Underwriters' obligations are subject to certain conditions, and they will be obligated to purchase all the Bonds if any Bonds are purchased.

The Purchased Bonds are being tendered under the terms of the Invitation through Jefferies LLC and Siebert Williams Shank & Co., LLC, as Dealer Managers (**Dealer Managers**). For their services as Dealer Managers, the Dealer Managers will be compensated (**Dealer Manager Fee**) in an amount equal to a percentage of the aggregate principal amount of the Purchased Bonds. The Dealer Manager Fee is expected to be paid from proceeds of the 2022 Series 4 Bonds and the 2022 Series 5 Bonds.

The Underwriters have agreed to reoffer the Bonds at the public offering prices set forth on the inside front cover. The Bonds may be offered and sold to certain dealers (including dealers depositing the Bonds into investment trusts) at prices lower than such public offering prices, and such prices may be changed, from time to time, by the Underwriters.

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

Certain legal matters will be passed upon for the Underwriters by their counsel, Ice Miller LLP.

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

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

Priority of Allocations of 2022 Series 4 Bonds and 2022 Series 5 Bonds

The State has advised the Underwriters that any holder of the Invited Bonds who tenders any Invited Bonds in the Tender Offer and who submits an order to purchase 2022 Series 4 Bonds or 2022 Series 5 Bonds may, subject to the following sentence, have a preference of allocation of the 2022 Series 4 Bonds or 2022 Series 5 Bonds up to the principal amount of the Invited Bonds that such holder is tendering. The Representative has the discretion to accept orders outside of the State's advised priorities if it determines that it is in the best interests of the Underwriters of the 2022 Series 4 Bonds or 2022 Series 5 Bonds, as provided in the rules of the Municipal Securities Rulemaking Board. The State also has the discretion to alter its instructions.

OTHER INFORMATION

Limitations on Issuance of General Obligations

General obligations issued by the State are subject to debt limits set forth in the Wisconsin Constitution and the Wisconsin Statutes. There is an annual debt limit of three-quarters of one percent, and a cumulative debt limit of five percent, of the aggregate value of all taxable property in the State. Currently, the annual debt limit is $5,588,711,543 and the cumulative debt limit is $37,258,076,955. Funding or refunding obligations (such as the Bonds) are not subject to the annual limit but are accounted for in applying the cumulative debt limit. Accrued interest on any obligation that is not paid during the fiscal year in which it accrues is treated as debt and taken into account for purposes of the debt limitations.

As of October 1, 2022, general obligations of the State were outstanding in the aggregate principal amount of $7,093,037,888. The issuance of the Bonds will not cause the State to exceed its annual debt limit or its cumulative debt limit.

Borrowing Plans for Calendar Year 2022

General Obligations

The Bonds will be the sixth and seventh series of general obligations to be issued in calendar year 2022. On September 13, 2022, the State sold $54 million of general obligation refunding bonds, at competitive sale, with issuance scheduled for October 6, 2022. The State has previously issued two series of general obligations in calendar year 2022, in the aggregate principal amount of $254 million, for the funding or refunding of general obligations previously issued for general governmental purposes. The State has also issued two series of general obligations in the principal amount of $320 million for general governmental purposes. The State has also sold one series of general obligation refunding bonds in calendar year 2022, in the principal amount of $126 million, for delivery on or about January 31, 2023.

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

- Up to $690* million of additional general obligations for the refunding of general obligation bonds previously issued for general governmental purposes. Authorizations of the Commission are only valid for one year and, as a result, the authorized amount of general obligations for refunding purposes reduces to $500 million on October 21, 2022. The amount and timing of any sale and issuance of any additional general obligations for refunding purposes depend, among other factors, on market conditions.

- General obligations for the funding of the State's outstanding extendible municipal commercial paper notes (**EMCP**) and variable rate demand obligation notes (**VRDO Notes**), which were outstanding in the amount of $127 million as of October 1, 2022. On June 22, 2022, the Commission adopted a new program resolution for its EMCP, to replace the existing EMCP

* Preliminary; subject to change.

program resolution. On August 8, 2022 the State released an Offering Memorandum for the placement of its EMCP under the new program resolution, and on August 18, 2022, the State issued $73 million of EMCP to fund its outstanding EMCP issued under the previous program resolution. The amount and timing of any issuance of general obligations for the funding of the State's EMCP or VRDO Notes depend on a decision to fund such obligations with a different form of variable-rate obligations or with bonds bearing fixed interest rates.

In December 2022, the Commission likely will be asked to authorize the issuance of additional general obligations for general governmental purposes in the principal amount of up to approximately $300 million. If such authorization is provided, the State intends to sell general obligations in the form of fixed-rate bonds at competitive sale, with delivery in January 2023.

Other Obligations

The State has not issued any transportation revenue obligations for the financing of transportation facilities and highway projects in calendar year 2022. The authorization, sale, and issuance of any transportation revenue obligations depend on the expenditures for such projects and market conditions. The Commission has authorized up to $300 million of transportation revenue obligations to refund outstanding transportation revenue bonds. The amount and timing of any issuance of transportation revenue refunding bonds depend, among other factors, on market conditions.

The State has not issued any general fund annual appropriation refunding bonds in calendar year 2022. The amount and timing of any issuance of general fund annual appropriation refunding bonds depend, among other factors, on market conditions.

The State has not issued any environmental improvement fund revenue bonds in calendar year 2022. The Commission has authorized up to $150 million of environmental improvement fund revenue bonds for the purpose of making loans under the State's Environmental Improvement Fund. The State currently intends to sell approximately $50 million of environmental improvement bonds at a competitive sale in late October 2022, with delivery in mid-November 2022.

The State has issued one series of master lease certificates of participation in calendar year 2022, in the principal amount of $24 million, to fund or refund outstanding master lease certificates of participation. The amount and timing of any additional issuance of master lease certificates of participation depend, among other factors, on originations in the State's master lease program and market conditions.

The State does not currently intend to issue operating notes for the 2022-23 fiscal year.

Reference Information About the Bonds

Information about the Bonds is provided for reference in the tables on the inside front cover of this Official Statement. The CUSIP number for each maturity has been obtained from a source the State believes to be reliable, but the State is not responsible for the correctness of the CUSIP numbers. The Underwriters have provided the reoffering yields and prices for the Bonds.

Municipal Advisor

Baker Tilly Municipal Advisors, LLC **(Municipal Advisor)** has been retained by the State to perform professional services in the capacity of municipal advisor in connection with certain aspects of the issuance of the Bonds. The Municipal Advisor is a registered municipal advisor with the Securities Exchange Commission and the MSRB and is a controlled subsidiary of Baker Tilly US, LLP. The Municipal Advisor has provided financial advisor services and advice on the Invitation, the plan of refunding, and the structure of the Bonds. The Municipal Advisor also reviewed certain legal and disclosure documents, including this Official Statement, for financial matters, but the Municipal Advisor makes no representation, warranty, or guarantee regarding the accuracy or completeness of the information in this Official Statement. The Municipal Advisor also has reviewed the pricing of the Bonds by the Underwriters. The Municipal Advisor will receive compensation contingent upon the sale and delivery of the Bonds.

Verification of Mathematical Computations

The arithmetical accuracy of certain computations will be independently verified by the Verification Agent. These computations, which were provided by the Underwriters, indicate that the projected receipts from the Escrow Obligations, together with an initial cash deposit, are sufficient to make all payments of the principal or redemption price of, and interest on, the Advance Refunded Bonds due from May 1, 2023 through their respective maturity or redemption dates.

The Verification Agent relied upon assumptions and information supplied by the Underwriters and the Municipal Advisor on behalf of the State and has not made any study or examination of them, except as noted in its report. The Verification Agent has not expressed an opinion on the reasonableness of the assumptions or the likelihood that the debt service requirements of the Advance Refunded Bonds will be paid as described in its report.

Legal Investment

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

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

Legal Opinions

Bond Opinion

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

Attorney General

As required by law, the office of the Attorney General will examine a certified copy of all proceedings leading to issuance of the Bonds. When the Bonds are delivered, the Attorney General will deliver an opinion on the regularity and validity of the proceedings with respect to the Bonds. The Attorney General's opinion will also state that there is no action, suit, or proceeding, either pending or threatened in writing, known to the Attorney General, restraining or enjoining the issuance, sale, execution, or delivery of the Bonds, and there also is no action, suit, or proceeding, either pending or threatened in writing, known to the Attorney General, in any way contesting or affecting (1) the titles to their respective offices of any of the State officers involved in the issuance of the Bonds, (2) the validity of the Bonds or any of the proceedings taken with respect to the issuance, sale, execution, or delivery of the Bonds, or (3) the pledge or application of any moneys or security provided for the payment of the Bonds.

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

Other Legal Matters

The State and its officers and employees are defendants in numerous lawsuits. The State does not expect that any pending litigation will be finally determined so as to result individually or in the aggregate in final judgments against the State that would materially affect the State's ability to pay the principal of and interest on the Bonds.

ERISA Considerations

The Employee Retirement Income Security Act of 1974, as amended (**ERISA**), imposes certain fiduciary and prohibited transaction restrictions on employee pension and welfare benefit plans subject to ERISA

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

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

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

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

Any ERISA Plan fiduciary considering whether to purchase Bonds on behalf of an ERISA Plan should consult with its counsel regarding the applicability of the fiduciary responsibility and prohibited transaction provisions of ERISA and the Code to such investment and the availability of any of the exemptions referred to above. Persons responsible for investing the assets of Tax-Favored Plans that are not ERISA Plans should seek similar counsel with respect to the prohibited transaction provisions of the Code. Persons responsible for investing the assets of employee benefit plans that are not subject to ERISA or the Code should seek counsel with respect to the compliance of such investment with all applicable laws and the governing plan documents.

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

TAX MATTERS

Tax Exemption—2022 Series 4 Bonds

Federal Income Tax

In the opinion of Bond Counsel, under existing law, interest on the 2022 Series 4 Bonds is excluded from gross income for federal income tax purposes and is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals; however, interest on the 2022 Series 4 Bonds is taken into account in determining “adjusted financial statement income” for purposes of computing the federal alternative minimum tax imposed on certain corporations for taxable years beginning after December 31, 2022. The State must comply with certain requirements of the Internal Revenue Code for interest on the 2022 Series 4 Bonds to be, or continue to be, excluded from gross income for federal income tax purposes. The State has agreed to comply with those requirements to the extent it may lawfully do so. Its failure to do so may cause interest on the 2022 Series 4 Bonds to be included in gross income for federal income tax purposes, perhaps even starting from the date on which the 2022 Series 4 Bonds are issued. No provision is made for an increase in interest rates or a redemption of the 2022 Series 4 Bonds in the event interest on the 2022 Series 4 Bonds is included in gross income.

The opinion of Bond Counsel will be based on legal authorities that are current as of its date, will cover certain matters not directly addressed by those authorities, and will represent Bond Counsel’s judgment regarding the proper treatment of the 2022 Series 4 Bonds for federal income tax purposes. It will not be binding on the Internal Revenue Service **(IRS)** or the courts and will not be a guaranty of result. As to questions of fact, Bond Counsel will rely upon certified proceedings and certifications of public officials and others without independently undertaking to verify them.

Bond Counsel will express no opinion about other federal tax matters regarding the 2022 Series 4 Bonds. Other federal tax law provisions may adversely affect the value of an investment in the 2022 Series 4 Bonds for particular owners of those 2022 Series 4 Bonds. Prospective investors should consult their own tax advisors about the tax consequences of owning a 2022 Series 4 Bond.

The IRS has an active tax-exempt bond enforcement program. Under current IRS procedures, owners of the 2022 Series 4 Bonds would have little or no right to participate in an IRS examination of the 2022 Series 4 Bonds. Moreover, it may not be practicable to obtain judicial review of IRS positions with which the State disagrees. Any action of the IRS, including selection of the 2022 Series 4 Bonds for examination, the conduct or conclusion of such an examination, or an examination of obligations presenting similar tax issues, may affect the marketability of the 2022 Series 4 Bonds.

The Inflation Reduction Act of 2022 **(Act)** was signed into law on August 16, 2022. For tax years beginning after December 31, 2022, the Act imposes an alternative minimum tax of 15% on the “adjusted financial statement income” of certain corporations. Interest on the Bonds will be taken into account in determining adjusted financial statement income. Other current and future legislative proposals, if enacted into law, may cause the interest on the 2022 Series 4 Bonds to be subject, directly or indirectly, to federal income taxation or otherwise prevent the owners of the 2022 Series 4 Bonds from realizing the full current benefit of the tax status of such interest. The introduction or enactment of any such legislative proposals may also affect the marketability of the 2022 Series 4 Bonds. Prospective investors should consult their own tax advisors about the Act and other federal legislative proposals.

Original Issue Discount Bonds

Under existing law, any original issue discount on the 2022 Series 4 Bonds is excluded from gross income for federal income tax purposes to the same extent as interest payable on such 2022 Series 4

Bonds. The original issue discount is the excess of the principal amount of a 2022 Series 4 Bond over the issue price of that 2022 Series 4 Bond. The issue price of the 2022 Series 4 Bonds having a common maturity date and interest rate generally is the initial offering price to the public, excluding underwriters or other intermediaries, at which price a substantial amount of such maturity of the 2022 Series 4 Bonds were first sold. Based on representations from the Underwriters, the State expects the issue price of each maturity of the 2022 Series 4 Bonds to be the Price at Issuance set forth in the table on the inside front cover.

Original issue discount on tax-exempt obligations accrues on a constant-yield-to-maturity method based on regular compounding. The amount of original issue discount accrued in a particular accrual period will be considered to be received ratably on each day of the accrual period and will increase the owner's tax basis in the obligations. The adjusted tax basis will be used to determine taxable gain or loss upon a disposition (for example, upon a sale, exchange, redemption, or payment at maturity) of the obligations.

Owners of 2022 Series 4 Bonds with original issue discount should consult their own tax advisors with respect to the federal tax consequences of owning such 2022 Series 4 Bonds, including the computation of accrued original issue discount and the accrual of original issue discount allocable to owners that do not purchase their 2022 Series 4 Bonds in the initial offering at the issue price.

Owners of 2022 Series 4 Bonds with original issue discount should also consult their own tax advisors with respect to the state and local tax consequences of owning such 2022 Series 4 Bonds. Under the applicable provisions governing the determination of state and local taxes, ownership of 2022 Series 4 Bonds with original issue discount may result in a tax liability in the year of accrual, even though there will not be a corresponding cash payment until a later year.

Premium Bonds

2022 Series 4 Bonds purchased, whether at original issuance or otherwise, for an amount greater than their principal amount payable at maturity will be treated as having amortizable bond premium. No deduction is allowable for the amortizable bond premium in the case of bonds, such as the 2022 Series 4 Bonds, the interest on which is excluded from gross income for federal income tax purposes.

During each taxable year, an owner of 2022 Series 4 Bonds with amortizable bond premium must reduce his, her, or its tax basis in the 2022 Series 4 Bond by the amount of the amortizable bond premium that is allocable to the portion of that taxable year during which the owner owned the 2022 Series 4 Bond. The adjusted tax basis in a Bond will be used to determine taxable gain or loss upon a disposition (for example, upon a sale, exchange, or payment at maturity) of the 2022 Series 4 Bond.

Owners of 2022 Series 4 Bonds purchased at a premium should consult their own tax advisors with respect to the federal tax consequences of owning such 2022 Series 4 Bonds, including computation of their tax basis and the effect of any purchase of 2022 Series 4 Bonds that is not made in the initial offering at the issue price. Owners of such 2022 Series 4 Bonds should also consult their own tax advisors with respect to the state and local tax consequences of owning those 2022 Series 4 Bonds.

Tax Status—2022 Series 5 Bonds

The following discussion summarizes certain U.S. federal tax considerations generally applicable to holders of the 2022 Series 5 Bonds that acquire their 2022 Series 5 Bonds in the initial offering. The discussion below is based upon laws, regulations, rulings, and decisions in effect and available on the date hereof, all of which are subject to change, possibly with retroactive effect. Prospective investors should note that no rulings have been or are expected to be sought from the Internal Revenue Service **(IRS)** with respect to any of the U.S. federal tax consequences discussed below, and no assurance can be given that the IRS will not take contrary positions. Further, the following discussion does not deal with U.S. tax consequences applicable to any given investor, nor does it address the U.S. tax considerations applicable to all categories of investors, some of which may be subject to special taxing rules (regardless of whether or not such investors constitute U.S. Holders), such as certain U.S. expatriates, banks, REITs, RICs, insurance companies, tax-exempt organizations, dealers or traders in securities or currencies, partnerships, S corporations, estates and trusts, investors that hold their 2022 Series 5 Bonds as part of a hedge, straddle or an integrated or conversion transaction, or investors whose "functional currency" is not the U.S. dollar. Furthermore, it does not address (i) alternative minimum tax consequences or (ii) the indirect effects on persons who hold equity interests in a holder. This summary also does not consider the taxation of the 2022 Series 5 Bonds under state, local or non-U.S. tax laws. In addition, this summary generally is limited to U.S. tax considerations applicable to investors that acquire their 2022 Series 5 Bonds pursuant to this offering for the issue price that is applicable to such 2022 Series 5 Bonds (the first price at which a substantial amount of such 2022 Series 5 Bonds are sold to the public) and who will hold their 2022 Series 5 Bonds as "capital assets" within the meaning of Section 1221 of the Code.

As used herein, **U.S. Holder** means a beneficial owner of a 2022 Series 5 Bond that is a "United States person," as defined in Section 7701(a)(30) of the Code, and generally means an individual citizen or resident of the United States, a corporation or other entity taxable as a corporation created or organized in or under the laws of the United States or any state thereof (including the District of Columbia), an estate the income of which is subject to U.S. federal income taxation, regardless of its source, or a trust where a court within the United States is able to exercise primary supervision over the administration of the trust and one or more United States Persons have the authority to control all substantial decisions of the trust (or a trust that has made a valid election under U.S. Treasury Regulations to be treated as a domestic trust). As used herein, **Non-U.S. Holder** generally means a beneficial owner of a 2022 Series 5 Bond (other than a partnership) that is not a U.S. Holder. If a partnership holds 2022 Series 5 Bonds, the tax treatment of such partnership or a partner in such partnership generally will depend upon the status of the partner and upon the activities of the partnership. Partnerships holding 2022 Series 5 Bonds, and partners in such partnerships, should consult their own tax advisors regarding the tax consequences of an investment in the 2022 Series 5 Bonds (including their status as U.S. Holders or Non-U.S. Holders).

It should be noted that certain taxpayers that are required to prepare certified financial statements or file financial statements with certain regulatory or governmental agencies may be required to recognize income, gain, and loss with respect to the 2022 Series 5 Bonds at the time that such income, gain, or loss is recognized on such financial statements instead of under the rules described below.

Prospective investors should consult their own tax advisors in determining the U.S. federal, state, local, or non-U.S. tax consequences to them from the purchase, ownership, and disposition of the 2022 Series 5 Bonds in light of their particular circumstances.

Interest on the 2022 Series 5 Bonds is not excluded from gross income for federal income tax purposes.

U.S. Holders

Principal and Interest. Interest on the 2022 Series 5 Bonds generally will be taxable to a U.S. Holder as ordinary interest income at the time such amounts are accrued or received, in accordance with the U.S. Holder's method of accounting for U.S. federal income tax purposes.

To the extent that the issue price of any maturity of the 2022 Series 5 Bonds is less than the amount to be paid at maturity of such 2022 Series 5 Bonds (excluding amounts stated to be interest and payable at least annually over the term of such 2022 Series 5 Bonds) by more than a *de minimis* amount, the difference may constitute original issue discount (**OID**). U.S. Holders of 2022 Series 5 Bonds will be required to include OID in income for U.S. federal income tax purposes as it accrues, in accordance with a constant yield method based on a compounding of interest (which may be before the receipt of cash payments attributable to such income). Under this method, U.S. Holders generally will be required to include in income increasingly greater amounts of OID in successive accrual periods.

2022 Series 5 Bonds purchased for an amount in excess of the principal amount payable at maturity (or, in some cases, at their earlier call date) will be treated as issued at a premium. A U.S. Holder of a 2022 Series 5 Bond issued at a premium may make an election, applicable to all debt securities purchased at a premium by such U.S. Holder, to amortize such premium, using a constant yield method over the term of such 2022 Series 5 Bond.

Sale or Other Taxable Disposition of the 2022 Series 5 Bonds. Unless a nonrecognition provision of the Code applies, the sale, exchange, redemption, retirement, or other disposition of a 2022 Series 5 Bond will be a taxable event for U.S. federal income tax purposes. In such event, in general, a U.S. Holder of a 2022 Series 5 Bond will recognize gain or loss equal to the difference between (i) the amount of cash plus the fair market value of property received (except to the extent attributable to accrued but unpaid interest on the 2022 Series 5 Bond, which will be taxed in the manner described above) and (ii) the U.S. Holder's adjusted U.S. federal income tax basis in the Bond (generally, the purchase price paid by the U.S. Holder for the 2022 Series 5 Bond, decreased by any amortized premium, and increased by the amount of any OID previously included in income by such U.S. Holder with respect to such 2022 Series 5 Bond). Any such gain or loss generally will be capital gain or loss. In the case of a non-corporate U.S. Holder of the 2022 Series 5 Bonds, the maximum marginal U.S. federal income tax rate applicable to any such gain will be lower than the maximum marginal U.S. federal income tax rate applicable to ordinary income if such U.S. Holder's holding period for the 2022 Series 5 Bonds exceeds one year. The deductibility of capital losses is subject to limitations.

Additional Tax on Net Investment Income. Under Section 1411 of the Code, an additional tax is imposed on individuals, in an amount equal to 3.8% of the lesser of (i) net investment income (defined as gross income from interest, dividends, net gain from disposition of property not used in a trade or business, and certain other listed items of gross income) and (ii) the excess of "modified adjusted gross income" of the individual over $200,000 for unmarried individuals ($250,000 for married couples filing a joint return or a surviving spouse). Prospective investors should consult with their own tax advisors concerning this additional tax, as it may apply to interest on the 2022 Series 5 Bonds as well as gain on the sale of a 2022 Series 5 Bond.

Information Reporting and Backup Withholding. Payments on the 2022 Series 5 Bonds generally will be subject to U.S. information reporting and possibly to "backup withholding." Under Section 3406 of the Code and applicable U.S. Treasury Regulations issued thereunder, a non-corporate U.S. Holder of the 2022 Series 5 Bonds may be subject to backup withholding at the current rate of 24% with respect to "reportable payments," which include interest paid on the 2022 Series 5 Bonds and the gross proceeds of a sale, exchange, redemption, retirement, or other disposition of the 2022 Series 5 Bonds. The payor will be required to deduct and withhold the prescribed amounts if (i) the payee fails to furnish a U.S. taxpayer identification number (**TIN**) to the payor in the manner required, (ii) the IRS notifies the payor that the TIN furnished by the payee is incorrect, (iii) there has been a "notified payee underreporting" described in Section 3406(c) of the Code, or (iv) the payee fails to certify under penalty of perjury that the payee is not subject to withholding under Section 3406(a)(1)(C) of the Code. Amounts withheld under the backup withholding rules may be refunded or credited against the U.S. Holder's federal income tax liability, if any, provided that the required information is timely furnished to the IRS. Certain U.S. Holders (including among others, corporations and certain tax-exempt organizations) are not subject to backup withholding. A U.S. Holder's failure to comply with the backup withholding rules may result in the imposition of penalties by the IRS.

Non-U.S. Holders

Principal and Interest. Subject to the discussions below under the headings "TAX MATTERS; Tax Status-2022 Series 5 Bonds; *Non-U.S. Holders; Information Reporting and Backup Withholding*" and "*Foreign Account Tax Compliance Act,"* payments of principal or redemption price of, and interest on, any 2022 Series 5 Bond to a Non-U.S. Holder, other than (1) a "controlled foreign corporation," as such term is defined in the Code, which is related to the State through stock ownership and (2) a bank which acquires such 2022 Series 5 Bond in consideration of an extension of credit made pursuant to a loan agreement entered into in the ordinary course of business, will not be subject to any U.S. federal withholding tax provided that the beneficial owner of the 2022 Series 5 Bond provides a certification completed in compliance with applicable statutory and regulatory requirements, which requirements are discussed below under the heading *"Information Reporting and Backup Withholding,"* or an exemption is otherwise established.

Disposition of the 2022 Series 5 Bonds. Subject to the discussions below under the headings "TAX MATTERS; Tax Status-2022 Series 5 Bonds; *Non-U.S. Holders; Information Reporting and Backup Withholding"* and *"Foreign Account Tax Compliance Act,"* any gain realized by a Non-U.S. Holder upon the sale, exchange, redemption, retirement (including pursuant to an offer by the State or a deemed retirement due to defeasance of the 2022 Series 5 Bond), or other disposition of a 2022 Series 5 Bond generally will not be subject to U.S. federal income tax, unless (i) such gain is effectively connected with the conduct by such Non-U.S. Holder of a trade or business within the United States; or (ii) in the case of any gain realized by an individual Non-U.S. Holder, such holder is present in the United States for 183 days or more in the taxable year of such sale, exchange, redemption, retirement, or other disposition and certain other conditions are met.

U.S. Federal Estate Tax. A 2022 Series 5 Bond that is held by an individual who at the time of death is not a citizen or resident of the United States will not be subject to U.S. federal estate tax as a result of such individual's death, provided that, at the time of such individual's death, payments of interest with respect to such 2022 Series 5 Bond would not have been effectively connected with the conduct by such individual of a trade or business within the United States.

Information Reporting and Backup Withholding. Subject to the discussion below under the heading "TAX MATTERS; Tax Status-2022 Series 5 Bonds; *Non-U.S. Holders; Foreign Account Tax Compliance Act,"* under current U.S. Treasury Regulations, payments of principal or redemption price of, and interest on, any 2022 Series 5 Bonds to a Non-U.S. Holder will not be subject to any backup withholding tax requirements if the beneficial owner of the 2022 Series 5 Bond or a financial institution holding the 2022 Series 5 Bond on behalf of the beneficial owner in the ordinary course of its trade or business provides an appropriate certification to the payor and the payor does not have actual knowledge that the certification is false. If a beneficial owner provides the certification, the certification must give the name and address of such owner, state that such owner is not a United States person, or, in the case of an individual, that such owner is neither a citizen nor a resident of the United States, and be signed by the owner under penalties of perjury. The current backup withholding tax rate is 24%.

Foreign Account Tax Compliance Act. Sections 1471 through 1474 of the Code **(FATCA)** impose a 30% withholding tax on certain types of payments made to foreign financial institutions, unless (i) the foreign financial institution enters into an agreement with the U.S. Treasury to, among other things, undertake to identify accounts held by certain U.S. persons or U.S.-owned entities, annually report certain information about such accounts, and withhold 30% on payments to account holders whose actions prevent it from complying with these and other reporting requirements, or (ii) the foreign financial institution is otherwise exempt from those requirements. In addition, FATCA imposes a 30% withholding tax on the same types of payments to a non-financial foreign entity unless the entity certifies that it does not have any substantial U.S. owners or the entity furnishes identifying information regarding each substantial U.S. owner. Failure to comply with the additional certification, information reporting, and other specified requirements imposed under FATCA could result in the 30% withholding tax being imposed on payments of principal of and interest on the 2022 Series 5 Bonds and sales proceeds of the 2022 Series 5 Bonds held by or through a foreign entity. In general, withholding under FATCA currently applies to payments of U.S. source interest (including OID) and to gross proceeds from the sale, exchange, or retirement of debt obligations. However, the IRS has issued proposed regulations, upon which taxpayers may generally rely, that exclude gross proceeds from the sale, exchange, or retirement of debt obligations such as the 2022 Series 5 Bonds from the application of the withholding tax imposed under FATCA. Prospective investors should consult their own tax advisors regarding FATCA and its effect on them.

State Tax Considerations

General

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

State of Wisconsin Income and Franchise Taxes

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

CONTINUING DISCLOSURE

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

Part I of the 2021 Annual Report, which contains information on the undertaking, including the State's Master Agreement on Continuing Disclosure (Amended and Restated March 1, 2019), the Addendum Describing Annual Report for General Obligations, and the form of Supplemental Agreement that will apply the Master Agreement and the Addendum to the Bonds, is included by reference as part of this Official Statement.

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

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

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

Dated: , 2022

STATE OF WISCONSIN

Governor Tony Evers, Chairperson
State of Wisconsin Building Commission

Kathy K. Blumenfeld, Secretary-designee
State of Wisconsin Department of Administration

Naomi De Mers, Secretary
State of Wisconsin Building Commission

APPENDIX A

CERTAIN INFORMATION ABOUT THE STATE

This Appendix includes by reference information concerning the State of Wisconsin **(State)**, contained in Parts II and III of the State of Wisconsin Continuing Disclosure Annual Report, dated December 23, 2021 **(2021 Annual Report)**, which can be obtained as described below. This Appendix also makes updates and additions to the information presented in Parts II and III of the 2021 Annual Report, including but not limited to:

- Additional information about the State's response to, and federal assistance relating to, the COVID-19 pandemic.
- Estimated General Fund condition statement for the 2021-23 biennium and estimated General Fund tax collections for the 2021-22 and 2022-23 fiscal years, as included in a report provided by the Legislative Fiscal Bureau **(LFB)** on January 25, 2022 **(January 2022 LFB Report)**.
- General Fund information for the 2021-22 fiscal year, which is presented on either a cash basis or an agency-recorded basis, and projected General Fund information for the 2022-23 fiscal year, which is presented on a cash basis.
- Preliminary General Fund tax collection data for the 2021-22 fiscal year, as released by the Wisconsin Department of Revenue (**DOR**) and summarized in a memorandum from LFB dated August 24, 2022 (**August 2022 LFB Memo**).

Part II of the 2021 Annual Report contains general information about the State. More specifically, that part presents information about the following matters:

- COVID-19 update
- Environmental, social, and governance factors
- State's revenue and expenditures
- State's operations, financial procedures, accounting, and financial reporting
- Organization of, and services provided by, the State
- Budget process and fiscal controls
- State budget (including results of 2020-21 fiscal year and summary of 2021-23 biennial budget)
- Potential effects of litigation
- State obligations
- Employee pension funds and other post-employment benefits
- State Investment Board
- Statistical information about the State's population, income, and employment

The State's audited General Purpose External Financial Statements and independent auditor's report provided by the State Auditor for the fiscal year ended June 30, 2021, prepared in conformity with generally accepted accounting principles **(GAAP)** for governments as prescribed by the Governmental Accounting Standards Board, are included as Appendix A to Part II of the 2021 Annual Report.

Part III of the 2021 Annual Report contains information concerning general obligations issued by the State. That part discusses the security provisions for general obligations (including the flow of funds to pay debt service on general obligations) and presents data about the State's outstanding general obligations and the portion of outstanding general obligations that is revenue supported.

The 2021 Annual Report and the Annual Comprehensive Financial Report for the fiscal year ended June 30, 2021 were both filed with the Municipal Securities Rulemaking Board **(MSRB)** through its Electronic Municipal Market Access **(EMMA)** system. The 2021 Annual Report and the Annual Comprehensive Financial Report are also available from the part of the Capital Finance Office website called "Official Disclosure for Bonds, Notes, and Other Securities Issued by the State of Wisconsin" and the State investor relations website. The Capital Finance Office website and the State investor relations website are located at the following respective addresses:

doa.wi.gov/capitalfinance
wisconsinbonds.com

Copies of the 2021 Annual Report may also be obtained from:

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

The State has independently provided periodic reports on General Fund financial information. These reports are not required by any of the State's undertakings to provide information concerning the State's securities. These reports are available on the State's Capital Finance Office website that is listed above and were also filed as additional voluntary information with the MSRB through its EMMA system; however, the reports are not incorporated by reference into this Official Statement or Part II of the 2021 Annual Report. The State is not obligated to provide such reports at any time in the future.

After publication and filing of the 2021 Annual Report, certain changes or events have occurred that affect items discussed in the 2021 Annual Report. Listed below, by reference to particular sections of Parts II and III of the 2021 Annual Report, are changes or additions to the information contained in those particular sections. When changes occur, the State may or may not (unless required to do so under the State's undertakings) file notices with the MSRB. However, the State has filed, and expects to continue to file, additional and other voluntary information with the MSRB, some of which may not be listed event notices required to be filed under the State's undertakings.

This Official Statement may include changes or additions that were released after the date of the Preliminary Official Statement (October 3, 2022). Any such changes or additions are identified accordingly.

COVID-19 Update (Part II, Pages 21-22). Update with the following information.

Federal Aid – Coronavirus Aid, Relief, and Economic Security Act ***(CARES Act)***

As of June 30, 2022, the State had allocated $2.0 billion of CARES Act funds to State and local government expenditures related to COVID-19, substantially all of which expenditures had been made.

Federal Aid – The American Rescue Plan Act of 2021 ***(ARPA)***

As of June 30, 2022, the State had allocated $2.5 billion of ARPA funds and had made actual expenditures of these funds in the amount of approximately $772 million.

General Information and Vaccinations

The Wisconsin Department of Health Services **(DHS)** continues to work to get COVID-19 vaccines to Wisconsinites. All State individuals ages 6 months and older are eligible for the vaccine. As of September 28, 2022, approximately 62% of all Wisconsin residents were fully vaccinated, and approximately 36% of all Wisconsin residents had received a booster dose.

Environmental, Social, and Governance Factors; Social Factors (Part II, Pages 22-24) and **Table II-31; Population Trends** (Part II, Page 87). Update with the following information.

On December 21, 2021, the U.S. Census Bureau released national and state population estimates for July 1, 2020 through July 1, 2021. According to the estimates, the population of the State grew by 3,585, or 0.06%, and the population of the United States grew by 392,665, or 0.1%, the lowest rate since the nation's founding. The U.S. Census Bureau noted that the slow rate of growth can be attributed, in part, to the COVID-19 pandemic. Further details can be obtained from the U.S. Census Bureau.

State Budget; Budget for 2021-23 Biennium and **Estimated General Fund Tax Collections for 2021-23 Biennium** (Part II; Pages 37-39). Update with the following information.

Fiscal Year 2021-22 Results

The 2021-22 fiscal year ended on June 30, 2022. The Annual Fiscal Report (budgetary basis) for the 2021-22 fiscal year is expected to be published by October 15, 2022. This report will include the ending budgetary undesignated balance for the 2021-22 fiscal year, along with final General Fund tax collection amounts. The State intends to file the Annual Fiscal Report (budgetary basis) for the 2021-22 fiscal year, when it is available, with the MSRB through its EMMA system. For specific information on preliminary General Fund tax collections for the 2021-22 fiscal year, see the subsection entitled "August 2022 LFB Memo – General Fund Tax Collections" starting on page A-4.

January 2022 LFB Report – General Fund Condition Statement

The January 2022 LFB Report includes an updated estimated General Fund condition statement for each fiscal year of the 2021-23 biennium. The net General Fund balance for the end of the biennium (June 30, 2023) is projected to be $3.8 billion. This is $2.9 billion higher than the balance that was projected at the time of the enactment of the 2021-23 biennial budget **(2021 Wisconsin Act 58)**, as modified to incorporate the fiscal year 2020-21 ending balance as shown in the Annual Fiscal Report for fiscal year 2020-21 and adjusted to reflect the DOR's updated individual income tax withholding tables, that were effective January 1, 2022.

The table on page A-4 provides the estimated General Fund condition statement for each fiscal year of the 2021-23 biennium. The table also includes, for comparison, the estimated General Fund condition statement for each year of the 2021-23 biennium, as included in 2021 Wisconsin Act 58, and adjusted to reflect DOR's updated individual income tax withholding tables, that were effective January 1, 2022. The table does not reflect the 2021-22 fiscal year revenues as included in the August 2022 LFB Memo.

A complete copy of the January 2022 LFB Report, which includes a national economic forecast and its application to the State's General Fund tax revenue estimates, is included at the end of this Appendix A. In addition, the State has filed the January 2022 LFB Report with the MSRB through its EMMA system, and a copy is available from the State as provided on pages A-1 and A-2.

ESTIMATED GENERAL FUND CONDITION STATEMENTS
2021-22 AND 2022-23 FISCAL YEARS
(in Millions)

	2021-22 Fiscal Year		2022-23 Fiscal Year	
	2021 Wisconsin Act 58[1]	January 2022 LFB Report	2021 Wisconsin Act 58[1]	January 2022 LFB Report
Revenues				
Opening Balance	$ 2,581.1	$ 2,581.1	$ 1,352.3	$ 2,838.1
Taxes	17,860.9	18,943.3	19,457.9	20,884.6
Department Revenues				
Tribal Gaming	0.0	0.0	20.8	21.7
Other	464.3	481.7	471.4	486.2
Total Available	$20,906.3	$22,006.0	$21,302.3	$24,230.6
Appropriations				
Gross Appropriations	$19,302.5	$19,306.4	$19,752.7	$19,754.0
MA Biennial Adjustment	0.0	(360.0)	0.0	360.0
Sum Sufficient Re-estimates	0.0	(15.7)	0.0	(28.9)
Compensation Reserves	41.9	41.9	105.9	106.0
Transfers				
Transportation Fund	178.9	178.9	97.3	97.3
Building Trust Fund	15.0	15.0	0.0	0.0
MA Trust Fund	174.7	174.7	527.8	527.8
UI Trust Fund	60.0	60.0	60.0	60.0
Less: Lapses	(219.0)	(233.2)	(267.0)	(552.9)
Net Appropriations	$19,554.0	$19,167.9	$20,276.7	$20,323.3
Balances				
Gross Balance	$ 1,352.3	$ 2,838.1	$ 1,025.6	$ 3,907.3
Less: Req. Statutory Balance	(90.0)	(90.0)	(95.0)	(95.0)
Net Balance, June 30	$ 1,262.3	$ 2,748.1	$ 930.6	$ 3,812.3

[1] Adjusted to reflect the fiscal year 2020-21 ending balance as shown in the Annual Fiscal Report for fiscal year 2020-21 and DOR's updated individual income tax withholding tables that were effective January 1, 2022.

August 2022 LFB Memo – General Fund Tax Collections

The August 2022 LFB Memo indicates that preliminary General Fund tax collections for fiscal year 2021-22, as reported by DOR, were $20.5 billion. This amount is $1.6 billion, or 8.6%, higher than the estimate included in the January 2022 LFB Report, as adjusted for subsequent changes in law, and is 5.0% higher than the General Fund tax collections for fiscal year 2020-21.

The State has filed the August 2022 LFB Memo with the MSRB through its EMMA system, and a copy is available from the State as provided on pages A-1 and A-2.

The preliminary General Fund tax collections are subject to final review prior to publication of the Annual Fiscal Report (budgetary basis) for the 2021-22 fiscal year.

January 2022 LFB Report – General Fund Tax Collections

The January 2022 LFB Report also includes an updated estimate of General Fund tax revenues for each fiscal year of the 2021-23 biennium. The estimated General Fund tax revenues are $18.9 billion for the 2021-22 fiscal year and $20.9 billion for the 2022-23 fiscal year. These amounts are $1.1 billion and $1.4 billion, respectively, greater than the estimated General Fund tax revenues as included in 2021 Wisconsin Act 58, as adjusted to reflect DOR's updated individual income tax withholding tables, that were effective January 1, 2022.

The following table provides the estimated General Fund tax revenues for each fiscal year of the 2021-23 biennium, as shown in the January 2022 LFB Report, and preliminary General Fund tax collections for fiscal year 2021-22, as shown in the August 2022 LFB Memo. The table also includes, for comparison, the estimated General Fund tax revenues for each year, as included in a report provided by LFB dated June 8, 2021 **(June 2021 LFB report)**, and in 2021 Wisconsin Act 58, as adjusted to reflect DOR's updated individual income tax withholding tables, that were effective January 1, 2022.

ESTIMATED GENERAL FUND TAX REVENUE COLLECTIONS
2021-22 AND 2022-23 FISCAL YEARS
(in Millions)

	FY22				FY23		
	June 2021 LFB Report	2021 Wisconsin Act 58[1]	January 2022 LFB Report	August 2022 LFB Memo	June 2021 LFB Report	2021 Wisconsin Act 58[1]	January 2022 LFB Report
Individual Income	$9,720.0	$ 7,970.7	$ 8,220.0	$ 9,214.4	$10,140.0	$ 9,115.6	$ 9,690.0
Sales and Use	6,640.0	6,639.6	6,925.0	6,978.3	6,845.0	6,844.5	7,230.0
Corp. Income & Franchise	1,910.0	1,910.0	2,420.0	2,960.0	2,160.0	2,160.0	2,585.0
Public Utility	354.0	354.0	369.0	383.6	352.0	352.0	371.0
Excise							
Cigarettes	494.0	494.0	498.0	482.4	483.0	483.0	487.0
Tobacco Products	96.0	96.0	95.0	94.4	100.0	100.0	99.0
Vapor Products	1.7	1.7	3.6	4.1	2.0	2.0	4.0
Liquor & Wine	60.0	60.0	61.0	64.9	61.0	61.0	62.0
Beer	8.9	8.9	8.7	8.9	8.8	8.8	8.6
Insurance Company	209.0	209.0	211.0	221.8	217.0	217.0	220.0
Miscellaneous Taxes	117.0	117.0	132.0	135.6	114.0	114.0	128.0
TOTAL	$19,610.6	$17,860.9	$18,943.3	$20,548.4	$20,482.8	$19,457.9	$20,884.6

[1] Adjusted to reflect DOR's updated individual income tax withholding tables, that were effective January 1, 2022.

A complete copy of the January 2022 LFB Report, which includes a national economic forecast and its application to the State's General Fund tax revenue estimates, is included at the end of this Appendix A. In addition, the State has filed the January 2022 LFB Report with the MSRB through its EMMA system, and a copy is available from the State as provided on pages A-1 and A-2.

General Fund Information; General Fund Cash Flow (Part II; Pages 46-58). The following tables provide updates and additions to various tables containing General Fund information for the 2021-22 and 2022-23 fiscal years. Actual General Fund information for the 2021-22 fiscal year through June 30, 2022, and projections for the 2022-23 fiscal year, are presented primarily on a cash basis.

The projections and estimates for the 2022-23 fiscal year reflect 2021 Wisconsin Act 58 and the January 2022 LFB Report. The following tables also reflect the receipt of approximately $2.0 billion of federal funds pursuant to the CARES Act, which the State has allocated, and continues to allocate, to State and local government expenditures related to the COVID-19 pandemic, and the receipt of federal funds pursuant to ARPA, including the receipt of $1.5 billion in May 2022 (reflecting funds for the State under the State Fiscal Recovery Fund along with certain non-entitlement governmental unit allocation of funds under the Local Fiscal Recovery Fund that are required to pass through the State). Projections and estimates do not reflect any specific disbursement, but rather generalized assumptions for disbursement of remaining CARES Act and ARPA federal funds.

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

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

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

Table II-11; General Fund Cash Flow (Part II; Page 49). Replace with the following updated tables.

ACTUAL GENERAL FUND CASH FLOW; JULY 1, 2021 TO JUNE 30, 2022
(Amounts in Thousands)

	July 2021	August 2021	September 2021	October 2021	November 2021	December 2021	January 2022	February 2022	March 2022	April 2022	May 2022	June 2022
BALANCES[(a)(b)]												
Beginning Balance	$ 6,509,076	$ 5,093,185	$ 6,203,668	$ 5,665,226	$ 6,711,691	$ 7,161,711	$ 6,653,973	$ 7,999,435	$ 7,376,627	$ 6,180,384	$ 6,498,205	$ 8,601,459
Ending Balance[(c)]	5,093,185	6,203,668	5,665,226	6,711,691	7,161,711	6,653,973	7,999,435	7,376,627	6,180,384	6,498,205	8,601,459	7,448,294
Lowest Daily Balance [(c)]	5,093,185	5,075,509	5,291,351	5,625,885	6,247,578	5,223,216	6,392,755	7,127,769	5,824,274	4,880,782	6,498,205	7,097,562
RECEIPTS												
TAX RECEIPTS												
Individual Income	$ 598,809	$ 1,066,794	$ 1,026,970	$ 698,755	$ 1,093,243	$ 887,054	$ 1,498,796	$ 690,525	$ 990,229	$ 1,724,668	$ 1,014,259	$ 963,950
Sales & Use	675,355	654,066	632,209	672,030	627,759	601,005	722,816	536,536	510,639	662,214	623,202	682,696
Corporate Income	104,471	49,338	452,306	114,101	55,205	574,542	144,550	55,247	356,462	456,039	78,830	495,371
Public Utility	22	1	3,267	25,713	182,149	626	34	-	2	4,140	209,966	-
Excise	68,763	56,274	60,945	60,208	51,661	60,376	52,523	47,282	44,650	55,785	49,924	55,255
Insurance	38	2,156	46,270	106	5,076	43,898	2,765	24,078	26,783	47,353	4,783	45,061
Subtotal Tax Receipts	$ 1,447,458	$ 1,828,629	$ 2,221,967	$ 1,570,913	$ 2,015,093	$ 2,167,501	$ 2,421,484	$ 1,353,668	$ 1,928,765	$ 2,950,199	$ 1,980,964	$ 2,242,333
NON-TAX RECEIPTS												
Federal	$ 1,529,190	$ 1,160,636	$ 649,608	$ 1,491,417	$ 1,131,827	$ 1,181,235	$ 1,169,911	$ 1,174,248	$ 1,366,425	$ 1,251,670	$ 2,769,061	$ 1,616,028
Other & Transfers	502,537	433,504	796,424	590,534	428,787	621,612	544,458	814,470	700,770	403,037	272,679	997,134
Note Proceeds	-	-	-	-	-	-	-	-	-	-	-	-
Subtotal Non-Tax Receipts	$ 2,031,727	$ 1,594,140	$ 1,446,032	$ 2,081,951	$ 1,560,614	$ 1,802,847	$ 1,714,369	$ 1,988,718	$ 2,067,195	$ 1,654,707	$ 3,041,740	$ 2,613,162
TOTAL RECEIPTS	$ 3,479,185	$ 3,422,769	$ 3,667,999	$ 3,652,864	$ 3,575,707	$ 3,970,348	$ 4,135,853	$ 3,342,386	$ 3,995,960	$ 4,604,906	$ 5,022,704	$ 4,855,495
DISBURSEMENTS												
Local Aids	$ 1,578,232	$ 263,175	$ 1,008,436	$ 141,690	$ 998,155	$ 1,478,617	$ 216,455	$ 802,387	$ 2,110,195	$ 152,563	$ 355,118	$ 2,042,413
Income Maintenance	1,402,008	891,443	888,825	875,455	959,914	1,173,316	907,545	1,054,124	1,062,288	1,039,061	1,149,368	1,192,968
Payroll and Related	455,186	448,505	419,994	472,503	493,170	574,256	569,891	509,309	433,269	552,886	497,363	588,014
Tax Refunds	193,029	150,457	111,592	158,689	138,643	242,725	112,656	748,965	869,435	1,001,193	249,787	218,060
Debt Service	278,229	-	-	295,078	-	74	-	88,938	-	299,604	-	-
Miscellaneous	988,392	558,706	1,777,594	662,984	535,805	1,009,098	983,844	761,471	717,016	1,241,778	667,814	1,967,205
TOTAL DISBURSEMENTS	$ 4,895,076	$ 2,312,286	$ 4,206,441	$ 2,606,399	$ 3,125,687	$ 4,478,086	$ 2,790,391	$ 3,965,194	$ 5,192,203	$ 4,287,085	$ 2,919,450	$ 6,008,660

(a) Temporary reallocations of cash are not included.

(b) The General Fund cash balances presented in this schedule are not based on generally accepted accounting principles (GAAP). The General Fund includes funds designated for operations and capital purposes of certain proprietary programs of the State's universities. Receipts and disbursements of such funds for the designated programs and the disbursement of such funds for other purposes are reflected in the cash flow. A use of the designated funds for purposes other than the proprietary programs is, in effect, a borrowing of such funds. Therefore, at any time that the balance in the General Fund is less than the balance of such designated funds, the State is obligated to replenish the designated funds to the extent of the shortfall. These designated funds are anticipated to range from $1.3 billion to $1.8 billion for the 2021-22 fiscal year. In addition, the General Fund holds deposits for several escrow accounts pursuant to court orders or federal rulings. These funds have averaged and are expected to continue to average approximately $25 million during each fiscal year.

(c) The Wisconsin Statutes provide certain administrative remedies to deal with periods when the General Fund may be in a negative cash position. The Secretary of Administration may temporarily reallocate cash in other funds to the General Fund in an amount up to 9% of the general-purpose revenue appropriations then in effect with an additional amount up to 3% for a period of up to 30 days. The resulting amounts available for temporary reallocation for the 2021-22 fiscal year (based on 2021 Wisconsin Act 58), are approximately $1.737 billion and $579 million, respectively. If the amount available for temporary reallocation to the General Fund is not sufficient, then the Secretary of Administration is authorized to set priorities for payments from the General Fund and to prorate or defer certain payments.

Source: Wisconsin Department of Administration.

PROJECTED GENERAL FUND CASH FLOW; JULY 1, 2022 TO JUNE 30, 2023

(Amounts in Thousands)

	July 2022	August 2022	September 2022	October 2022	November 2022	December 2022	January 2023	February 2023	March 2023	April 2023	May 2023	June 2023
BALANCES[(a)(b)]												
Beginning Balance	$ 7,448,294	$ 6,123,883	$ 6,285,956	$ 6,986,078	$ 7,603,217	$ 7,146,763	$ 5,842,586	$ 7,460,390	$ 7,240,509	$ 6,157,158	$ 6,740,542	$ 7,305,266
Ending Balance[(c)]	6,123,883	6,285,956	6,986,078	7,603,217	7,146,763	5,842,586	7,460,390	7,240,509	6,157,158	6,740,542	7,305,266	6,571,140
Lowest Daily Balance [(c)]	6,084,706	5,467,834	5,043,583	6,532,614	6,836,011	5,055,349	5,835,225	6,790,458	5,760,316	5,401,878	6,349,020	5,762,663
RECEIPTS												
TAX RECEIPTS												
Individual Income	$ 610,765	$ 989,110	$ 988,971	$ 905,285	$ 819,857	$ 613,283	$ 1,620,780	$ 758,665	$ 1,004,294	$ 1,375,863	$ 1,160,954	$ 1,076,591
Sales & Use	716,566	685,800	676,721	686,347	658,081	622,578	768,814	572,694	537,610	673,621	631,364	705,083
Corporate Income	122,530	48,792	483,517	107,764	115,678	576,575	158,146	76,472	391,331	471,769	82,692	501,409
Public Utility	42	42	2,633	27,246	191,820	498	165	64	12	6,478	196,860	2,369
Excise	61,265	60,258	60,607	57,093	55,237	54,907	53,063	46,082	46,449	61,178	47,357	54,473
Insurance	349	3,335	47,170	283	3,205	47,769	2,174	24,666	27,736	51,021	3,169	48,084
Subtotal Tax Receipts	$ 1,511,517	$ 1,787,337	$ 2,259,619	$ 1,784,018	$ 1,843,878	$ 1,915,610	$ 2,603,142	$ 1,478,643	$ 2,007,432	$ 2,639,930	$ 2,122,396	$ 2,388,009
NON-TAX RECEIPTS												
Federal	$ 1,404,388	$ 973,433	$ 1,149,574	$ 1,191,478	$ 1,095,318	$ 1,238,652	$ 1,311,660	$ 1,303,625	$ 1,194,262	$ 1,182,455	$ 1,278,138	$ 1,423,792
Other & Transfers	589,079	386,472	833,183	693,204	387,312	604,442	556,866	772,936	724,163	476,839	372,622	726,319
Note Proceeds	-	-	-	-	-	-	-	-	-	-	-	-
Subtotal Non-Tax Receipts	$ 1,993,467	$ 1,359,905	$ 1,982,757	$ 1,884,682	$ 1,482,630	$ 1,843,094	$ 1,868,526	$ 2,076,561	$ 1,918,425	$ 1,659,294	$ 1,650,760	$ 2,150,111
TOTAL RECEIPTS	$ 3,504,984	$ 3,147,242	$ 4,242,376	$ 3,668,700	$ 3,326,508	$ 3,758,704	$ 4,471,668	$ 3,555,204	$ 3,925,857	$ 4,299,224	$ 3,773,156	$ 4,538,120
DISBURSEMENTS												
Local Aids	$ 1,520,695	$ 196,659	$ 1,016,210	$ 154,351	$ 1,074,417	$ 1,534,328	$ 239,647	$ 790,355	$ 2,098,014	$ 111,757	$ 324,899	$ 2,239,294
Income Maintenance	1,387,395	958,083	935,688	986,434	979,479	1,181,536	991,546	1,043,617	1,059,485	1,117,438	1,083,429	878,522
Payroll and Related	481,759	488,083	488,083	484,921	484,921	645,765	488,083	484,921	484,921	481,759	488,083	645,764
Tax Refunds	63,492	74,752	61,728	81,813	75,601	202,884	61,983	293,919	370,197	402,550	148,341	100,055
Debt Service	288,356	905	-	281,509	905	-	-	905	-	352,269	23,279	-
Miscellaneous	1,087,698	1,266,687	1,040,545	1,062,533	1,167,639	1,498,368	1,072,605	1,161,368	996,591	1,250,067	1,140,401	1,408,611
TOTAL DISBURSEMENTS	$ 4,829,395	$ 2,985,169	$ 3,542,254	$ 3,051,561	$ 3,782,962	$ 5,062,881	$ 2,853,864	$ 3,775,085	$ 5,009,208	$ 3,715,840	$ 3,208,432	$ 5,272,246

(a) The projections and estimates in this table reflect 2021 Wisconsin Act 58, the January 2022 LFB Report, and the receipt of ARPA federal funds, including a receipt of $1.5 billion in May 2022 (reflecting funds for the State under the State Fiscal Recovery Fund along with certain non-entitlement governmental unit allocation of funds under the Local Fiscal Recovery Fund that are required to pass through the State). Projections and estimates do not reflect any specific disbursement, but rather generalized assumptions for disbursement, of remaining CARES Act and ARPA federal funds. Temporary reallocations of cash are not included.

(b) The General Fund cash balances presented in this schedule are not based on generally accepted accounting principles (GAAP). The General Fund includes funds designated for operations and capital purposes of certain proprietary programs of the State's universities. Receipts and disbursements of such funds for the designated programs and the disbursement of such funds for other purposes are reflected in the cash flow. A use of the designated funds for purposes other than the proprietary programs is, in effect, a borrowing of such funds. Therefore, at any time that the balance in the General Fund is less than the balance of such designated funds, the State is obligated to replenish the designated funds to the extent of the shortfall. These designated funds are anticipated to range from $1.5 billion to $2.2 billion for the 2022-23 fiscal year. In addition, the General Fund holds deposits for several escrow accounts pursuant to court orders or federal rulings. These funds have averaged and are expected to continue to average approximately $25 million during each fiscal year.

(c) The Wisconsin Statutes provide certain administrative remedies to deal with periods when the General Fund may be in a negative cash position. The Secretary of Administration may temporarily reallocate cash in other funds to the General Fund in an amount up to 9% of the general-purpose revenue appropriations then in effect with an additional amount up to 3% for a period of up to 30 days. The resulting amounts available for temporary reallocation for the 2022-23 fiscal year (based on 2021 Wisconsin Act 58), are approximately $1.778 billion and $593 million, respectively. If the amount available for temporary reallocation to the General Fund is not sufficient, then the Secretary of Administration is authorized to set priorities for payments from the General Fund and to prorate or defer certain payments.

Source: Wisconsin Department of Administration.

Table II-12; Historical General Fund Cash Flow (Part II; Page 50). Replace with the following updated table.

HISTORICAL GENERAL FUND CASH FLOW[(a)]
ACTUAL FISCAL YEARS 2018-19 TO 2021-22
(Amounts in Thousands)

	Actual 2017-18 Fiscal Year	Actual 2018-19 Fiscal Year	Actual 2019-20 Fiscal Year	Actual 2020-21 Fiscal Year	Actual 2021-22 Fiscal Year
RECEIPTS					
Tax Receipts					
Individual Income	$ 9,837,742	$ 10,557,272	$ 10,138,020	$ 12,322,447	$ 12,254,052
Sales	5,867,099	6,132,089	6,253,771	6,825,242	7,600,527
Corporate Income	1,070,879	1,519,561	1,551,402	2,753,782	2,936,462
Public Utility	416,406	415,047	409,513	409,860	425,920
Excise	689,653	681,262	667,055	683,307	663,646
Insurance	207,953	218,304	242,228	230,169	248,367
Total Tax Receipts	$ 18,089,732	$ 19,523,535	$ 19,261,989	$ 23,224,807	$ 24,128,974
Non-Tax Receipts					
Federal	$ 9,214,957	$ 10,093,533	$ 12,725,759	$ 13,868,008	$ 16,491,256
Other and Transfers	6,113,708	6,241,726	5,887,398	6,572,553	7,105,946
Total Non-Tax Receipts	$ 15,328,665	$ 16,335,259	$ 18,613,157	$ 20,440,561	$ 23,597,202
TOTAL RECEIPTS	$ 33,418,397	$ 35,858,794	$ 37,875,146	$ 43,665,368	$ 47,726,176
DISBURSEMENTS					
Local Aids	$ 9,202,809	$ 9,698,906	$ 9,917,134	$ 10,460,416	$ 11,147,436
Income Maintenance	9,370,303	9,747,283	10,126,849	11,040,922	12,596,315
Payroll & Related	5,174,225	5,333,395	5,633,397	5,689,539	6,014,346
Tax Refunds	2,703,269	2,785,514	2,992,617	3,533,245	4,195,231
Debt Service	908,172	914,688	875,340	973,718	961,923
Miscellaneous	5,902,369	6,396,205	6,811,025	9,486,768	11,871,707
TOTAL DISBURSEMENTS	$ 33,261,147	$ 34,875,991	$ 36,356,362	$ 41,184,608	$ 46,786,958
NET CASH FLOW	$ 157,250	$ 982,803	$ 1,518,784	$ 2,480,760	$ 939,218

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

Source: Wisconsin Department of Administration.

Table II-13; General Fund Cash Receipts and Disbursements Year-to-Date Compared to Estimates and Previous Fiscal Year (Part II; Page 52). Replace with the following updated table.

GENERAL FUND CASH RECEIPTS AND DISBURSEMENTS YEAR-TO-DATE
COMPARED TO ESTIMATES AND PREVIOUS FISCAL YEAR [(a)]
(Cash Basis)
As of June 30, 2022
(Amounts in Thousands)

	2020-21 Fiscal Year through June 30, 2021	2021-22 Fiscal Year through June 30, 2022				
	Actual	Actual	Estimate[(b)]	Variance	Adjusted Variance[(c)]	Difference FY22 Actual to FY21 Actual
RECEIPTS						
Tax Receipts						
Individual Income	$ 12,322,447	$ 12,254,052	$ 11,635,011	$ 619,041	$ 619,041	$ (68,395)
Sales	6,825,242	7,600,527	7,287,285	313,242	313,242	775,285
Corporate Income	2,753,782	2,936,462	2,221,389	715,073	715,073	182,680
Public Utility	409,860	425,920	415,504	10,416	10,416	16,060
Excise	683,307	663,646	669,723	(6,077)	(6,077)	(19,661)
Insurance	230,169	248,367	239,915	8,452	8,452	18,198
Total Tax Receipts	$ 23,224,807	$ 24,128,974	$ 22,468,827	$ 1,660,147	$ 1,660,147	$ 904,167
Non-Tax Receipts						
Federal	$ 13,868,008	$ 16,491,256	$ 12,877,663	$ 3,613,593	$ 3,613,593	$ 2,623,248
Other and Transfers	6,572,553	7,105,946	6,795,722	310,224	310,224	533,393
Total Non-Tax Receipts	$ 20,440,561	$ 23,597,202	$ 19,673,385	$ 3,923,817	$ 3,923,817	$ 3,156,641
TOTAL RECEIPTS	$ 43,665,368	$ 47,726,176	$ 42,142,212	$ 5,583,964	$ 5,583,964	$ 4,060,808
DISBURSEMENTS						
Local Aids	$ 10,460,416	$ 11,147,436	$ 10,948,001	$ (199,435)	$ (199,435)	$ 687,020
Income Maintenance	11,040,922	12,596,315	12,431,355	(164,960)	(164,960)	1,555,393
Payroll & Related	5,689,539	6,014,346	5,575,300	(439,046)	(439,046)	324,807
Tax Refunds	3,533,245	4,195,231	4,376,117	180,886	180,886	661,986
Debt Service	937,388	961,923	987,213	25,290	25,290	24,535
Miscellaneous	9,523,098	11,871,707	11,031,676	(840,031)	(840,031)	2,348,609
TOTAL DISBURSEMENTS	$ 41,184,608	$ 46,786,958	$ 45,349,662	$ (1,437,296)	$ (1,437,296)	$ 5,602,350
2021-22 FISCAL YEAR VARIANCE YEAR-TO-DATE				$ 4,146,668	$ 4,146,668	

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

(b) The projections and estimates for the 2021-22 fiscal year reflect the June 2021 LFB Report, 2021 Wisconsin Act 58, the October 2021 LFB Memo, the January 2022 LFB Report, and receipt of ARPA federal funds. Projections and estimates also reflect DOR's updated individual income tax withholding tables, effective January 1, 2022. The projections and estimates do not reflect any specific disbursement of remaining CARES Act and ARPA federal funds.

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

Source: Wisconsin Department of Administration.

Table II-14; General Fund Monthly Cash Position (Part II; Page 53). Replace with the following updated table.

GENERAL FUND MONTHLY CASH POSITION[(a)]
July 1, 2020 through June 30, 2022 – Actual
July 1, 2022 through June 30, 2023 – Estimated[(b)]
(Amounts in Thousands)

	Starting Date	Starting Balance	Receipts	Disbursements
2020	July	4,028,316	4,448,651	4,578,717
	August	3,898,250	2,306,066	2,222,454
	September	3,981,862	3,765,390	2,864,941
	October	4,882,311	2,944,091	2,674,912
	November	5,151,490	3,095,994	2,999,812
	December	5,247,672	3,491,201	4,564,868
2021	January	4,174,005	3,815,496	2,399,950
	February	5,589,551	3,202,803	3,375,746
	March	5,416,608	3,747,446	4,686,189
	April	4,477,865	3,878,368	3,415,709
	May	4,940,524	5,192,333	2,983,373
	June	7,149,484	3,777,529	4,417,937
	July	6,509,076	3,479,185	4,895,076
	August	5,093,185	3,422,769	2,312,286
	September	6,203,668	3,667,999	4,206,441
	October	5,665,226	3,652,864	2,606,399
	November	6,711,691	3,575,707	3,125,687
	December	7,161,711	3,970,348	4,478,086
2022	January	6,653,973	4,135,853	2,790,391
	February	7,999,435	3,342,386	3,965,194
	March	7,376,627	3,995,960	5,192,203
	April	6,180,384	4,604,906	4,287,085
	May	6,498,205	5,022,704	2,919,450
	June	8,601,459	4,855,495	6,008,660
	July	7,448,294	3,504,984	4,829,395
	August	6,123,883	3,147,242	2,985,169
	September	6,285,956	4,242,376	3,542,254
	October	6,986,078	3,668,700	3,051,561
	November	7,603,217	3,326,508	3,782,962
	December	7,146,763	3,758,704	5,062,881
2023	January	5,842,586	4,471,668	2,853,864
	February	7,460,390	3,555,204	3,775,085
	March	7,240,509	3,925,857	5,009,208
	April	6,157,158	4,299,224	3,715,840
	May	6,740,542	3,773,156	3,208,432
	June	7,305,266	4,538,120	5,272,246

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

(b) The projections and estimates for the 2022-23 fiscal year (cash basis) reflect 2021 Wisconsin Act 58 and the January 2022 LFB Report.

Source: Wisconsin Department of Administration.

Table II-15; Cash Balances in Funds Available for Temporary Reallocation (Part II; Page 54). Replace with the following updated table.

CASH BALANCES IN FUNDS AVAILABLE FOR TEMPORARY REALLOCATION [(a)] [(b)]
July 31, 2020 to June 30, 2022 — Actual
July 31, 2022 to June 30, 2023 — Projected [(c)]
(Amounts in Millions)

The following two tables show, on a monthly basis, the cash balances available for temporary reallocation. The first table does not include balances in the Local Government Investment Pool (**LGIP**) and the second table does include such balances. Though the LGIP is available for temporary reallocation, funds in the LGIP are deposited and withdrawn by local units of government, and thus are outside the control of the State. The monthly average daily balances in the LGIP for the past five years have ranged from a low of $2.799 billion during October 2018 to a high of $6.382 billion during March 2022. The Secretary of Administration may not exercise the authority to use temporary reallocation if doing so would jeopardize the cash flow of any fund or account from which a temporary reallocation would be made.

Available Balances; Does Not Include Balances in the LGIP

Month (Last Day)	2020	2021	2022	2023
January		$ 1,866	$ 2,273	$ 1,866
February		2,030	2,428	2,030
March		2,000	2,282	1,815
April		2,008	2,211	1,716
May		2,063	2,285	1,670
June		2,337	2,812	1,806
July	$ 1,575	2,243	1,575	
August	1,627	2,067	1,627	
September	1,783	2,148	1,783	
October	1,620	2,011	1,620	
November	1,672	2,085	1,672	
December	1,873	2,209	1,873	

Available Balances; Includes Balances in the LGIP

Month (Last Day)	2020	2021	2022	2023
January		$ 7,130	$ 7,971	$ 7,130
February		7,602	8,200	7,602
March		7,988	8,664	6,970
April		7,428	8,085	6,990
May		7,529	7,783	6,469
June		7,708	8,845	6,524
July	$ 7,004	8,383	7,004	
August	6,087	7,160	6,087	
September	5,970	6,915	5,970	
October	5,410	6,410	5,410	
November	5,418	6,342	5,418	
December	6,549	7,238	6,549	

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

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

(c) The projections and estimates for 2022-23 fiscal year (cash basis) reflect 2021 Wisconsin Act 58 and the January 2022 LFB Report. Actual results, projections, and estimates reflect the receipt of ARPA federal funds, including receipt of $1.5 billion in May 2022 (reflecting funds for the State under the State Fiscal Recovery Fund along with certain non-entitlement governmental unit allocation of funds under the Local Fiscal Recovery Fund that are required to pass through the State). Projections and estimates do not reflect any specific disbursement, but rather generalized assumptions for disbursement, of remaining CARES Act and ARPA federal funds.

Source: Wisconsin Department of Administration.

Table II-16; General Fund Recorded Revenues (Part II; Page 56). Replace with the following updated table.

GENERAL FUND RECORDED REVENUES[(a)]
(Agency-Recorded Basis)
July 1, 2021 to June 30, 2022 compared with previous year

	Annual Fiscal Report Revenues 2020-21 Fiscal Year[(b)]	Projected Revenues 2021-22 Fiscal Year[(c)]	Recorded Revenues July 1, 2020 to June 30, 2021[(d)]	Recorded Revenues July 1, 2021 to June 30, 2022[(e)]
Individual Income Tax	$ 9,283,388,000	$ 8,680,464,000	$ 8,682,418,004	$ 8,728,522,950
General Sales and Use Tax	6,373,483,000	6,639,600,000	5,658,172,420	6,210,102,250
Corporate Franchise and Income Tax	2,560,148,000	1,910,000,000	2,278,401,485	2,620,476,439
Public Utility Taxes	356,256,000	354,000,000	356,240,237	384,092,439
Excise Taxes	677,875,000	660,600,000	615,685,617	595,325,642
Inheritance Taxes	-	-	568	-
Insurance Company Taxes	202,066,000	209,000,000	202,066,186	221,799,922
Miscellaneous Taxes	119,575,000	117,000,000	421,941,162	450,860,610
SUBTOTAL........................	$ 19,572,791,000	$ 18,570,664,000	$ 18,214,925,681	$ 19,211,180,252
Federal and Other Inter-Governmental Revenues[(f)]	15,575,124,000	12,911,303,100	15,712,731,817	18,382,819,255
Dedicated and Other Revenues[(g)]	7,535,580,000	7,560,096,200	8,248,681,959	8,636,517,957
TOTAL..............................	$ 42,683,495,000	$ 39,042,063,300	$ 42,176,339,456	$ 46,230,517,465

(a) The revenues in this table are presented on an agency-recorded basis and not a budgetary basis. None of the data presented here has been subjected to customary fiscal period closing procedures or other procedures used in the preparation of a financial statement, including verification, reconciliation, and identified adjustments.
(b) The amounts are from the Annual Fiscal Report (budgetary basis) for the 2020-21 fiscal year dated October 15, 2021.
(c) The estimates in this table for the 2021-22 fiscal year (cash basis) reflect 2021 Wisconsin Act 58, but do not reflect the October 2021 LFB Memo or the January 2022 LFB Report.
(d) The amounts shown are the 2020-21 fiscal year general purpose revenues and program revenues taxes as recorded by State agencies. The amounts shown are as of June 30, 2021 and do not include revenues for 2020-21 fiscal year that were recorded by State agencies during the months of July, August, and September 2021. There may be differences between the tax revenues shown in this report and those that may be reported by DOR from time to time in its monthly general purpose revenue collections report; the DOR report (i) only includes general purpose revenues or taxes that are actually collected by DOR (and not by other State agencies), and (ii) may include accruals or other adjustments that may not be recorded by State agencies until a subsequent month.
(e) The amounts shown are the 2021-22 fiscal year general purpose revenues and program revenue taxes as recorded by State agencies. The amounts shown are as of June 30, 2022 and do not include revenues for 2021-22 fiscal year that may be recorded by State agencies during the months of July, August, and September 2022. There may be differences between the tax revenues shown in this report and those that may be reported by DOR from time to time in its monthly general purpose revenue collections report; the DOR report (i) only includes general purpose revenues or taxes that are actually collected by DOR (and not by other State agencies), and (ii) may include accruals or other adjustments that may not be recorded by State agencies until a subsequent month.
(f) This category includes intergovernmental transfers. The amount of these transfers may vary greatly between fiscal years, and therefore, this category may not be comparable on a historical basis.
(g) Certain transfers between General Fund appropriations are recorded as both revenues and expenditures of the General Fund. The amount of these transfers may vary greatly between fiscal years, and therefore this category may not be comparable on a historical basis.

Source: Wisconsin Department of Administration.

Table II-17; General Fund Recorded Expenditures by Function (Part II; Page 58). Replace with the following updated table.

GENERAL FUND RECORDED EXPENDITURES BY FUNCTION[(a)]
(Agency-Recorded Basis)
July 1, 2021 to June 30, 2022 compared with previous year[(b)]

	Annual Fiscal Report Expenditures 2020-21 Fiscal Year[(b)]	Appropriations 2021-22 Fiscal Year[(c)]	Recorded Expenditures July 1, 2020 to June 30, 2021[(d)]	Recorded Expenditures July 1, 2021 to June 30, 2022[(e)]
Commerce	$ 219,272,000	$ 409,430,100	$ 420,546,076	$ 430,645,283
Education	14,251,611,000	15,204,373,000	14,485,324,989	15,792,103,955
Environmental Resources	369,140,000	307,184,100	324,373,557	304,773,976
Human Relations & Resources	16,534,263,000	17,816,688,700	19,819,913,429	21,916,485,328
General Executive	1,344,836,000	1,237,954,700	3,983,483,054	3,124,080,971
Judicial	147,819,000	150,502,500	151,712,909	156,444,520
Legislative	75,475,000	88,294,800	77,828,572	81,700,721
General Appropriations	2,741,870,000	2,866,116,200	2,792,742,385	3,195,871,310
TOTAL	$ 35,684,286,000	$ 38,080,544,100	$ 42,055,924,970	$ 45,002,106,064

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

(b) The amounts are from the Annual Fiscal Report (budgetary basis) for the 2020-21 fiscal year, dated October 15, 2021.

(c) The appropriations included in this table reflect 2021 Wisconsin Act 58.

(d) The amounts shown are 2020-21 fiscal year expenditures as recorded by all State agencies. The amounts shown are as of June 30, 2021 and do not include expenditures for the 2020-21 fiscal year that were recorded by State agencies during the months of July, August, and September 2021.

(e) The amounts shown are 2021-22 fiscal year expenditures as recorded by all State agencies. The amounts shown are as of June 30, 2022 and do not include expenditures for the 2021-22 fiscal year that may be recorded by State agencies during the months of July, August, and September 2022.

Source: Wisconsin Department of Administration.

State Obligations; Employee Pension Funds (Part II; Pages 71-73). Update with the following information and table:

Annual annuity adjustments for the remainder of calendar year 2022 were announced by the Wisconsin Retirement System (WRS) on March 9, 2022 and include an increase of 7.4% for retirees in the WRS Core Retirement Trust, or Core Fund, and an increase of 15.0% for retirees in the WRS Variable Retirement Trust, or Variable Fund. The following table includes the Core Fund and Variable Fund annuity adjustments granted during the previous 10 years.

WISCONSIN RETIREMENT SYSTEM
SUMMARY OF ANNUITY ADJUSTMENTS

Year	Core Fund	Variable Fund
2012	(7.0)%	(7.0)%
2013	(9.6)	9.0
2014	4.7	25.0
2015	2.9	2.0
2016	0.5	(5.0)
2017	2.0	4.0
2018	2.4	17.0
2019	0.0	(10.0)
2020	1.7	21.0
2021	5.1	13.0

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

Table II-39
UNEMPLOYMENT RATE COMPARISON [a][b]
2017 to 2022

	2022		2021		2020		2019		2018		2017	
	Wis.	U.S.	Wis.	U.S.	Wis.	U.S.	Wis.	U.S.	Wis.	U.S.	Wis.	U.S.
January	3.2	4.4	4.7	6.8	3.3	4.0	3.3	4.4	3.1	4.5	3.9	5.1
February	3.4	4.1	5.0	6.6	3.3	3.8	3.4	4.1	3.4	4.4	4.0	4.9
March	3.4	3.8	4.8	6.2	3.8	4.5	3.5	3.9	3.3	4.1	3.6	4.6
April	3.1	3.3	4.3	5.7	14.1	14.4	3.0	3.3	2.9	3.7	3.1	4.1
May	2.9	3.4	4.1	5.5	10.5	13.0	3.1	3.4	2.8	3.6	3.1	4.1
June	3.5	3.8	4.5	6.1	8.7	11.2	3.7	3.8	3.6	4.2	3.7	4.5
July	3.3	3.8	3.9	5.7	7.9	10.5	3.5	4.0	3.1	4.1	3.4	4.6
August	3.3	3.8	3.7	5.3	6.0	8.5	3.3	3.8	3.0	3.9	3.4	4.5
September			3.0	4.6	5.3	7.7	2.9	3.3	2.6	3.6	2.9	4.1
October			2.7	4.3	4.5	6.6	2.8	3.3	2.6	3.5	2.7	3.9
November			2.4	3.9	4.4	6.4	2.8	3.3	2.6	3.5	2.7	3.9
December			2.3	3.7	4.4	6.5	2.8	3.4	2.7	3.7	2.7	3.9
Annual Average			3.8	5.3	6.3	8.1	3.2	3.7	3.0	3.9	3.3	4.4

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

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

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

Variable Rate Obligations; Commercial Paper Notes (Part III; Pages 114-116). Update with the following information:

Funding of CP Notes and Expiration of Credit Agreement

With the issuance on March 1, 2022 of its General Obligation Refunding Bonds of 2022, Series 1, the State retired all of the outstanding CP Notes, and no CP Notes currently remain outstanding. Furthermore, the Liquidity Facility the State had secured in the form of a line of credit provided pursuant to a Credit Agreement between the State and PNC Bank, National Association expired on March 13, 2022.

Variable Rate Obligations; Extendible Municipal Commercial Paper (Part III; Pages 116-118). Update with the following information:

Adoption of New Program Resolution

On June 22, 2022, the Commission adopted a new program resolution for its general obligation extendible municipal commercial paper (**EMCP**), to replace the existing EMCP Program Resolution. Among other changes, the provisions for the establishment of the Reset Rate, in the event of the extension of the maturity of the EMCP, have been changed. Further information is available in the State's Offering Memorandum for its EMCP, dated August 8, 2022, which has been filed with the MSRB through its EMMA system, and is available from the State as provided on pages A-1 and A-2.

On August 18, 2022, the State issued its initial EMCP under the new program resolution, to fund the entire $73 million of outstanding EMCP issued under the previous EMCP Program Resolution.

Variable Rate Obligations (Part III; Page 121). Update with the addition of the following subsection:

Floating Rate Notes

On July 7, 2022, the State issued its $134,820,000 General Obligation Floating Rate Notes of 2022, Series A (SIFMA-Based Interest Rate) (**Floating Rate Notes**). The Floating Rate Notes mature May 1, 2023 and 2025, and bear interest at a variable rate determined each week based on the Securities Industry and Financial Markets Association Municipal Swap Index. Further information is available in the State's Official Statement for the Floating Rate Notes, dated June 22, 2022, which has been filed with the MSRB through its EMMA system, and is available from the State as provided on pages A-1 and A-2.

Legislative Fiscal Bureau

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State of Wisconsin

January 25, 2022

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

Dear Senator Marklein and Representative Born:

In January of each year, this office conducts a review of the status of the state's general fund and presents its findings to the Legislature. In the even-numbered years, this analysis includes an examination of economic forecasts and tax collection and expenditure data of the current fiscal year, and projections for each year of the current biennium. We have now completed that review.

Based upon our analysis, we project the closing, net general fund balance at the end of this biennium (June 30, 2023) to be $3,812.3 million. This is $2,881.7 million above the net balance that was projected at the time of enactment of the 2021-23 biennial budget, as modified to: (1) incorporate the 2020-21 ending balance (2021-22 opening balance) as shown in the Annual Fiscal Report; and (2) revise 2021-22 individual income tax revenues to reflect the Department of Revenue's decision to adjust tax withholding tables effective January 1, 2022.

The $2,881.7 million is the net result of: (1) an increase of $2,509.2 million in estimated tax collections; (2) an increase of $33.1 million in departmental revenues (non-tax receipts deposited into the general fund); and (3) a decrease of $339.4 million in net appropriations.

The $339.4 million reduction in net appropriations is primarily due to the following: (1) an estimated lapse of $270 million in the appropriation for medical assistance benefits because of an enhanced federal medical assistance (MA) matching rate; (2) a reduction of $34.2 million in the sum sufficient appropriation of state funding for the Wisconsin Healthcare Stability Plan due to modifications made in the American Rescue Plan Act of 2021 (ARPA); and (3) an estimated reduction of $23.4 million in the amounts necessary to fund general fund debt service. A further explanation of the MA and Healthcare Stability Plan appropriations is presented after Table 1. In addition, the status of the state's budget stabilization fund is discussed.

The following table reflects the 2021-23 general fund condition statement, which incorporates our revenue and expenditure projections.

TABLE 1

2021-23 General Fund Condition Statement

	2021-22	2022-23
Revenues		
Opening Balance, July 1	$2,581,053,000	$2,838,066,700
Taxes	18,943,300,000	20,884,600,000
Departmental Revenues		
Tribal Gaming Revenues	0	21,729,300
Other	481,661,900	486,219,400
Total Available	$22,006,014,900	$24,230,615,400
Appropriations, Transfers, and Reserves		
Gross Appropriations	$19,306,412,500	$19,754,023,500
MA Biennial Adjustment	-360,000,000	360,000,000
Sum Sufficient Reestimates	-15,734,000	-28,898,000
Transfers to:		
Transportation Fund	178,869,600	97,289,300
Building Trust Fund	15,000,000	0
MA Trust Fund	174,665,900	527,783,700
UI Trust Fund	60,000,000	60,000,000
Compensation Reserves	41,929,200	105,951,600
Less Lapses	-233,195,000	-552,862,200
Net Appropriations	$19,167,948,200	$20,323,287,900
Balances		
Gross Balance	$2,838,066,700	$3,907,327,500
Less Required Statutory Balance	-90,000,000	-95,000,000
Net Balance, June 30	$2,748,066,700	$3,812,327,500

Table 1 incorporates the fiscal effects of all bills enacted to date in the current legislative session (through 2021 Act 118). It does not reflect the impact of any bills that are pending before the Legislature.

Medical Assistance. As noted in Table 1, it is expected that the biennial appropriation for the MA program will be underspent by $360 million in 2021-22. Because it is a biennial appropriation, the $360 million in 2021-22 will be available in the second year of the biennium. In 2022-23, it is projected that $270 million of the MA appropriation will lapse (revert) to the general fund. The $270 million is included in the $552.9 million lapse figure for 2022-23. The $270 million biennial surplus results primarily because an enhanced federal Medicaid matching rate, applicable during the federal public health emergency related to the COVID-19 pandemic, will be in effect longer than was anticipated during biennial budget bill deliberations. Under provisions of the federal Families First Coronavirus Response Act of 2020, each states' federal Medicaid matching rate is increased by 6.2 percentage points during any calendar quarter for which the public health emergency related to COVID-19 remains in effect. At the time of passage of Act 58, it was assumed that the higher matching rate would be applicable until the final quarter of 2021. However, the Secretary of the U.S. Department of Health and Human Services has issued two additional 90-day extension orders for the public health emergency, most recently on January 14, 2022. With these extensions, the enhanced matching rate will remain in effect at least until the end of state fiscal year 2021-22, six months beyond the Act 58 assumptions. Due to the uncertain future course of the COVID-19 pandemic, additional extensions of the public health emergency are possible. Any additional extension beyond June 30, 2022, would result in a higher GPR lapse from the MA program.

Wisconsin Healthcare Stability Plan. The sum-sufficient GPR appropriation for the Wisconsin Healthcare Stability Plan has been reestimated to $0 in 2022-23, a reduction of $34.2 million from the Act 58 estimate. Federal pass-through funding for reinsurance payments for plan year 2021 (paid in 2022-23) will be higher than the Act 58 estimates due to a provision of ARPA that increases the value of premium tax credits. The pass-through federal funding available to the state is now expected to exceed the amount of reinsurance payments that were made for plan year 2021, so no state funding will be required for the payments.

Budget Stabilization Fund. Under s. 16.518(3) of the statutes, if actual tax collections exceed the amounts estimated in the state's biennial budget act, one-half of such excess is deposited into the budget stabilization fund. However, if the balance in the budget stabilization fund prior to a transfer exceeds 5% of estimated general fund expenditures, as included in the biennial budget act, no transfer is made. Because the current balance in the budget stabilization fund of $1,730 million is well above the 5% threshold, no transfer will be made even though estimated tax collections for 2021-23 are significantly above those shown in the 2021-23 budget act.

Review of the National Economy in 2021

This office prepared revenue estimates for the 2021-23 biennium in January, 2021, based on the January, 2021, IHS Markit forecast for the U.S. economy. The forecast predicted real gross domestic product (GDP) growth of 4.0% in 2021, 3.9% in 2022, and 2.5% in 2023. IHS Markit forecast that federal stimulus from the Consolidated Appropriations Act of 2021 (CAA) and a successful inoculation campaign against COVID-19 would: (a) release pent-up demand for in-person services in the second half of 2021; and (b) cause payroll employment to increase throughout 2021 and 2022.

The January, 2021, IHS Markit forecast was based on the following assumptions. First, the forecast assumed the seven-day average of COVID-19 infections would peak in January of 2021, and fall significantly, with widespread inoculation of the population achieved by the summer. Second, the forecast incorporated stimulus spending from the CAA, but did not include further federal stimulus in its forecast. Third, the Federal Reserve was expected to maintain the federal funds rate target near 0% until late-2026 and expand its treasury holdings to another $1.4 trillion. Fourth, the forecast assumed that the tariffs and trade agreements made between the U.S. and China would remain in effect. Fifth, real, trade-weighted foreign GDP was expected to rebound as the COVID-19 pandemic receded, with 4.4% growth in 2021, after declining by 5.7% in 2020. Finally, the price of Brent crude oil was expected to gradually recover from a low of $29 per barrel in the second quarter of 2020 to $50 per barrel by late-2021.

IHS Markit's January, 2021, forecast also included an optimistic and pessimistic scenario. The optimistic forecast scenario was that a more significant decline in COVID-19 cases, hospitalizations, and deaths due to widespread inoculations and observance of social distancing guidelines would result in a faster economic recovery, bolstered by: (a) a quicker than expected resumption of pre-pandemic consumer spending patterns; (b) an improved unemployment rate; and (c) a stronger rebound in 2021 real GDP. The downside risk to the forecast was that containment measures would be re-introduced to combat the surge in COVID-19 cases that was occurring at the time, inhibiting consumer spending and slowing economic recovery.

In June, this office reviewed additional tax collection data and IHS Markit's May economic forecast. The estimates were revised upward, primarily based on significant strength in individual income tax, sales and use tax, and corporate income/franchise tax collections through May, 2021. The economic impact of ARPA, which was signed into law in March, 2021, was not included in the January, 2021, forecast. ARPA provided an additional $1.9 trillion in stimulus, including $1,400 stimulus checks to each qualifying person, an extension of emergency unemployment compensation programs (including an enhanced unemployment benefit of $300 per week) through September 4, 2021, a second round of forgivable paycheck protection program (PPP) loans, and $1 trillion in aid to states for various purposes. This injection of funds into the economy helped contribute to an 11.5% increase in real disposable income in the first quarter of 2021, compared to the previous quarter, subsequently leading to an increase in consumer spending. Further, the rate of new COVID-19 cases declined rapidly between January and May as more of the population received the vaccine, which contributed to a sooner than expected relaxation of containment measures and an increase in consumer spending.

Finally, the June revisions also incorporated IHS Markit's May, 2021, forecast for the U.S. economy. The forecast for real GDP growth had been increased relative to the January, 2021, estimates from: (a) 4.0% to 6.7% in 2021; and (b) 3.9% to 4.7% in 2022. However, growth expectations decreased from 2.5% to 1.9% in 2023, reflecting the acceleration of the economic recovery under the May forecast. Economic profits were revised up significantly, partly reflecting additional subsidies to businesses provided under ARPA, from a decline of 1.4% in 2021 and 0.2% in 2022 to growth of 20.3% and 6.0%, respectively. Forecasted 2021 growth was revised up in May to reflect changes to the following indicators: (a) nominal personal consumption expenditures (PCE), which was increased by 4.1 percentage points; (b) personal income (up 1.1 percentage points); (c) light vehicle sales (up 5.3 percentage points); and (d) housing starts (up 6.1 percentage points). IHS Markit had still projected that sufficient inoculation against COVID-19 would be achieved over the summer, but had grown more confident that vaccinations would outpace the spread of new strains of the virus. The Federal Reserve had moved up its expected timeline for beginning to raise the federal funds rate from late-2026 to mid-2024. In May, IHS Markit forecasted the price of Brent crude oil to increase to $69 per barrel in the third quarter of 2021, rather than to $50 per barrel by late-2021. Finally, the primary upside and downside risks to the forecast remained generally the same as the January, 2021, forecast, except that the likelihood for the optimistic scenario increased relative to the pessimistic scenario with a more robust consumer response to stimulus provided by ARPA as a contributor.

Overall, IHS Markit now estimates that nominal GDP grew 10.0% in 2021, 0.4 percentage points higher than the May, 2021, forecast of 9.6%. However, after adjusting for inflation, the national economy actually grew less than previously forecasted. IHS Markit estimates that real U.S. GDP grew 5.7% in 2021, which is 1.0 percentage point lower than previously estimated. Despite slower real growth, real GDP surpassed its pre-pandemic level by the second quarter of 2021.

The COVID-19 pandemic, including caseloads, the rollout of vaccines, and federal pandemic-related stimulus, continued to guide economic outcomes throughout 2021. As predicted in the January forecast, the seven-day average of daily new COVID-19 cases peaked at 250,000 cases per day in mid-January, before reaching a low for the year of less than 12,000 cases per day in mid-June, according to the COVID-19 data tracker maintained by the Centers for Disease Control and Prevention (CDC). However, cases began to rise again in July as the new, and more contagious, Delta variant of the COVID-19 virus began spreading across the population. Cases surged to nearly 165,000 per day by early September, before easing until late-October. By November, another new variant, Omicron, had been discovered, with the first confirmed U.S. case being identified on December 1. Cases began increasing again in the final months of 2021, surging to record-highs by late-December. According to available CDC data, it appears that new cases may have peaked at just over 795,000 cases per day on January 13, 2022, more than triple the nation's previous peak. As of January 17, 2022, the seven-day average of new COVID-19 cases had declined somewhat to just under 740,000 cases per day. The Omicron variant, which is believed to spread more easily than Delta, accounted for nearly 90% of new COVID-19 cases by January 1, 2022. As of January 17, 2022, more than 850,000 Americans had died of COVID-19, including more than 11,700 Wisconsin residents. The seven-day average of deaths per day was more than 1,700 in the U.S. and more than 30 in Wisconsin.

In contrast with the May assumptions, U.S. vaccinations had not reached sufficient levels during the summer to outpace the spread of the Delta variant. By July 1, 2021, about 48% of the U.S. population was considered to be fully vaccinated. Children under age 12 were not eligible for any COVID-19 vaccines until eligibility was expanded to children ages five and older in November, 2021. As of December 31, 2021, 61.9% of the population was fully vaccinated, while 21.8% of the total population had received an additional booster shot to enhance their immunity.

As anticipated, consumer spending was the primary driver of the economy, contributing 5.41 percentage points to real GDP growth. Consumer spending surged in the second quarter of 2021 and remained strong in the following quarters, propelled by increased stimulus and the easing of COVID-19 containment measures, which released pent-up demand. IHS Markit estimates that nominal PCE, which is not adjusted for inflation, grew 20.7% in the second quarter of 2021, compared to the same quarter in 2020, followed by growth of 11.7% and 13.4% in the third and fourth quarters, respectively. Overall, 2021 nominal PCE growth was up 2.0 percentage points compared to the estimate in the May forecast. While consumer spending remained robust throughout the year, the spread of the Delta variant delayed the recovery in consumer spending on services. The shift in consumer spending from goods back to services, which was anticipated to begin during the second half of 2021, has occurred at a slower rate than previously estimated. Nominal PCE on services comprised 65.2% of total nominal PCE in the fourth quarter of 2021, down from 68.6% in the first quarter of 2020.

Nominal consumer spending was also bolstered by consumer prices, which increased more than was expected earlier in the year. In December, 2021, the Bureau of Labor Statistics (BLS) reported that the consumer price index (CPI) was up 7.0% that month compared to a year earlier, the largest growth in 39 years. IHS Markit now estimates the average CPI over 2021 at 4.7%, up from 2.6% in the May forecast. Increased demand for consumer goods and services, paired with supply shortages (inventory and labor) in a wide range of industries, led to price increases for food, energy, vehicles, and houses, among others.

Supply shortages in 2021 were seen across many industries that experienced early-pandemic factory shutdowns that depleted inventories. At the forefront of the discussion on supply shortages was the semiconductor industry. Semiconductor chips are silicone transistors that allow items such as vehicles, computers, smart phones, appliances, and other electrical devices to function. Prior to the pandemic, demand for semiconductor chips was growing in line with increased consumer demand for electrical products that required these chips. At the onset of the pandemic, the shift to remote working and learning further increased demand for personal electronics products that require these chips, while stay-at-home orders decreased demand for other goods, such as vehicles. In response, car manufactures, predicting that sales of cars would drop, chose to cancel chip orders. At the same time, some chip production factories were reported to have shut down, leading to a depletion of inventory and delays in production of semiconductor chips. Once the chip factories opened back up, production was still constrained by labor shortages and lack of capacity (plant and equipment), and many of the available chips were funneled towards personal electronics manufacturers that continued to order chips. While demand for cars did fall initially, it recovered quickly. Demand for cars surged in the second quarter of 2021, with sales of light vehicles increasing 49.7% compared to the same quarter in the previous year. However, motor vehicle sales declined 13.4% in the third quarter and 20.6% in the fourth quarter as inventory of new cars was depleted. Low inventory significantly increased new and used car prices in the second half of 2021.

Another supply-side hindrance to the recovery was the ongoing congestion at U.S. ports. Beginning in late-2020, and intensifying through much of 2021, container ships began to build up in the waters near major ports in California, waiting to unload their freight. Many factors contributed to this build-up, including a shift in consumer demand from services to goods that increased the overall volume of goods imported into the U.S. (the value of imports increased 22.2% in 2021). In addition, lack of capacity in warehouses and labor shortages, namely among truck drivers, meant that there was nowhere for the arriving goods to go once unloaded. On top of this, COVID-19 outbreaks caused occasional shutdowns at ports and further delayed the unloading of container ships.

Although the national unemployment rate continues to recover from its peak of 13.0% in the second quarter of 2020, it has done so at a slightly slower pace than the May forecast anticipated. IHS Markit reports that the unemployment rate fell to 5.9%, 5.1%, and 4.3% in quarters two, three, and four, respectively. Despite steady gains in nonfarm payrolls throughout 2021, nonfarm payrolls in December, 2021, remained 3.6 million lower than February of 2020. However, increases in job openings indicate that this is not because of a lack of labor demand. In November, there were 1.6 job openings for each unemployed worker nationally. Wisconsin has seen even higher levels of labor demand, with 2.1 jobs available per unemployed worker in October of 2021. The Wisconsin unemployment rate was 2.8% in December, 2021, according to BLS, the lowest rate on record.

Personal income increased 11.9% in the first quarter of 2021, compared to the fourth quarter of 2020. Over this same period, federal transfer payments increased by 78.6%, whereas wage and salary disbursements increased by only 1.0%. Federal transfer payments waned in quarters two, three, and four of 2021, decreasing 33.5%, 7.0%, and 7.1%, respectively, compared to the prior quarter. The large decrease in the second quarter illustrated the absence of one-time stimulus payments from ARPA, while the continued decreases throughout the remainder of the year partly reflected the expiration of enhanced federal unemployment insurance benefits. Wage and salary disbursements, on the other hand, continued to increase 3.0%, 2.7%, and 2.0% over the previous quarter in quarters two, three, and four of 2021, respectively. For comparison, prior to 2020, growth in wage and salary disbursements in a given quarter (compared to the prior quarter) averaged 1.1% over the last decade.

Despite rising wages and record job openings, the labor force participation rate, which measures the labor force (those working or actively looking for work) as a percentage of the civilian population (age 16 and older), has been slow to recover since the onset of the pandemic. The participation rate, which was at 63.4% in February, 2020, dropped to its pandemic-low of 60.2% in April, 2020, then partly recovered to 61.5% by the end of 2020. Since then, the national labor force participation rate has remained relatively stagnant, gradually increasing to 61.9% in November, 2021. According to IHS Markit, the primary contributors to the lagging labor force participation rate in 2021 include: (a) concerns about safety in the workplace; (b) difficulties finding daycare for young children; (c) the shift of schools from in-person to virtual learning, necessitating childcare; (d) early retirement prompted by growth in household net worth (stocks, real estate, and other assets); and (e) high household savings and/or the availability of emergency unemployment benefits that may allow some individuals to delay their return to work. While many of these contributors are temporary, it will likely still take some time for some individuals to rejoin the workforce. However, BLS reports that Wisconsin's labor force participation rate (66.4% as of November) has already surpassed its February, 2020 level (66.2%), suggesting that these factors are having less of an effect in this state relative to other states. Despite this, the labor force participation rate in Wisconsin has generally been trending downward since its peak in late-1997, as a larger portion of an aging population continues to enter retirement.

The savings rate as a percentage of disposable income, which averaged 7.7% in 2019 and increased to 16.4% in 2020, remained elevated at an average rate of 11.9% in 2021. However, the increased savings rate was primarily driven by stimulus early in the year, which boosted the savings rate to 20.5% in the first quarter. As the year progressed, stimulus waned and households began spending down much of their savings accumulated during the pandemic. By the fourth quarter, the personal savings rate had declined to 6.8%. Real household net worth increased 11.0% in 2021, bolstered by nominal growth in nonfinancial assets (19.2%), such as real estate, and financial assets (13.5%), including equity holdings and money. In particular, the S&P 500 stock index increased by an estimated 32.6% in 2021, which bolstered equity holdings by 25.4%. The average price of new homes and of existing homes increased in 2021, by 16.8% and 11.8%, respectively.

The Federal Reserve announced in December, 2020, that the federal funds rate target would not be increased until three conditions were met: (a) maximum employment is achieved; (b) inflation has risen to 2%; and (c) inflation is on track to rise moderately above 2% for some time. As 2021 progressed, consumer demand became increasingly strong, labor demand gradually returned, and supply chain issues created by the pandemic began to limit supply. These factors contributed to price increases in certain industries. For much of the year, the Federal Reserve characterized the elevated inflation as transitory, meaning that it was expected to be temporary. However, in the latter half of the year, price increases became increasingly more widespread, and it became evident that supply chain issues would take longer to resolve than initially expected. By December, inflation had surged far above the 2% target, and it appeared likely that it would remain elevated in the near term. In addition, labor market conditions had become increasingly tight, as labor demand recovered from the pandemic faster than labor supply, leaving a shortage of available workers.

In response to these new developments, the Federal Reserve indicated in a Federal Open Market Committee (FOMC) statement (on November 3, 2021) that it would begin reducing its purchases of U.S. Treasury securities and mortgage-backed securities later that month, with plans to end new purchases by late-June, 2022. The Federal Reserve had been previously purchasing $120 billion in securities each month, and the new plan was to reduce future purchases by $15 billion per month. On December 15, 2021, the Federal Reserve issued another statement indicating that, beginning in January, 2022, it would reduce future purchases by $30 billion per month, which would end enhanced securities purchases by March, 2022. In addition, the Federal Reserve no longer characterized inflation as transitory, noting that inflation had exceeded 2% for some time.

President Biden signed the Infrastructure Investment and Jobs Act (IIJA) into law on November 15, 2021. Spread out over five years, IIJA enacted $548 billion of new budget authority, mainly for spending on physical infrastructure that may be one-time funding. The Build Back Better (BBB) bill was passed by the House on November 19, 2021, and was subsequently sent to the Senate for consideration. IHS Markit's baseline forecast does not include any economic effects from BBB, as its passage remains uncertain.

National Economic Forecast

Under the January, 2022, forecast, IHS Markit predicts real GDP growth to slow compared to 2021, but remain strong at 4.1% in 2022 before moderating to 2.5% in 2023. Similar to 2021, the new forecast projects that nominal GDP will increase in 2022 and 2023, relative to the May forecast, while real GDP will be lower in 2022 than previously estimated. The forecast assumes that consumer spending will temporarily weaken for services affected by increased COVID-19 infections this winter. However, as infections decline, IHS Markit predicts that the transition of COVID-19 from pandemic to endemic (in which COVID-19 continues to circulate among the population more predictably), the gradual easing of supply disruptions and labor shortages, and relatively accommodative financial conditions will support continued expansion in 2022.

The new IHS Markit forecast is based on the following key assumptions. First, a winter increase in infections resulting from the Omicron variant temporarily slows consumer spending on certain services. However, COVID-19 resumes its transition from pandemic to endemic by Spring, as more of the population is vaccinated or is naturally immunized, and behavior adjusts to the risks of living alongside repeated variants of the virus. Second, the forecast incorporates all federal 2020 pandemic relief measures, ARPA, and the IIJA. The potential effects of BBB are not included in Markit's baseline forecast, as its passage remains uncertain. Third, state and local governments do not experience a fiscal contraction, helped by strong revenues and federal financial support provided under ARPA, the second payment of which is made to states in quarter two of 2022. Fourth, the Federal Reserve is expected to taper its pace of new U.S. Treasury and mortgage-backed security purchases to zero by mid-March of 2022, before beginning to raise the federal funds rate in May of 2022. The Federal Reserve also allows its holdings of securities to diminish over 2023 and 2024. Fifth, it is assumed that the current tariffs and trade agreements made between the U.S. and China remain in effect. Sixth, real, trade-weighted foreign GDP is expected to grow 3.8% in 2022, while foreign measures of inflation are expected to recede from around 3% in 2021 and 2022 to 2.3% in 2023. Finally, the price of Brent crude oil, which is estimated at $79 per barrel in the fourth quarter of 2021, will ease to $67 per barrel by 2025, before resuming its gradual rise.

The forecast is summarized in Table 2, which reflects IHS Markit's January, 2022, baseline outlook. Selected baseline projections are presented in more detail below, with alternative optimistic and pessimistic scenarios discussed thereafter.

TABLE 2

Summary of National Economic Indicators
IHS Markit Baseline Forecast, January, 2022
($ in Billions)

	2020	2021	2022	2023
Nominal Gross Domestic Product	$20,893.7	$22,979.5	$24,869.0	$26,069.6
Percent Change	-2.2%	10.0%	8.2%	4.8%
Real Gross Domestic Product	$18,384.7	$19,425.7	$20,221.2	$20,731.2
Percent Change	-3.4%	5.7%	4.1%	2.5%
Consumer Prices (Percent Change)	1.2%	4.7%	4.2%	2.2%
Personal Income	$19,627.6	$21,043.2	$21,326.2	$22,350.4
Percent Change	6.5%	7.2%	1.3%	4.8%
Nominal PCE	$14,047.6	$15,765.7	$16,922.6	$17,632.2
Percent Change	-2.6%	12.2%	7.3%	4.2%
Economic Profits	$2,243.8	$2,758.5	$2,794.0	$2,829.8
Percent Change	-5.2%	22.9%	1.3%	1.3%
Unemployment Rate	8.1%	5.4%	3.7%	3.6%
Total Nonfarm Payrolls (Millions)	142.3	146.1	151.6	153.6
Percent Change	-5.7%	2.7%	3.7%	1.3%
Light Vehicle Sales (Millions of Units)	14.47	14.97	15.44	17.17
Percent Change	-14.7%	3.4%	3.1%	11.2%
Sales of New and Existing Homes (Millions of Units)	6.485	6.923	6.923	6.286
Percent Change	7.9%	6.8%	0.0%	-9.2%
Housing Starts (Millions of Units)	1.397	1.587	1.476	1.332
Percent Change	8.1%	13.6%	-7.0%	-9.8%

Consumer Prices. IHS Markit estimates that consumer prices grew 4.7% in 2021, increased from 2.6% estimated in the previous forecast. Core CPI (which excludes food and energy prices) was up 3.6% from the prior year, compared to the May estimate of 1.9%. Energy prices were a major contributor to overall CPI growth in 2021 (20.9% growth), as the price of Brent crude oil grew beyond the May expectations ($69 and $68 per barrel in the third and fourth quarters, respectively), reaching $73 per barrel in the third quarter, and ending the year at $79 per barrel.

IHS Markit forecasts that CPI will remain elevated in 2022 (4.2%) and increase more slowly in 2023 (2.2%), well above the previous forecast (1.7% and 1.9%, respectively), as consumer demand moderates and supply chains issues are resolved. Growth in energy prices is expected to slow considerably in 2022 (2.2%) and turn negative (-1.7%) in 2023. Growth in commodities and food prices are expected to remain above 4.0% in 2022 before easing in 2023.

Employment. The U.S. unemployment rate fell to 3.9% by December, 2021, just 0.4 percentage points above the pre-pandemic low of 3.5%. The January, 2022, forecast estimates that the average national unemployment rate was 5.4% in 2021. IHS Markit forecasts that the national unemployment rate will decline to its trough of 3.5% by the third quarter of 2022, earlier than previously forecast, before increasing slightly to 3.7% by the end of 2023. The Wisconsin unemployment rate was 2.8% in December, 2021, according to BLS, the lowest rate on record.

Payrolls are expected to surpass the previous peak in the second half of 2022, after which annual growth in payrolls is expected to fall short of the pre-pandemic trend. Overall, nonfarm payrolls are projected to increase by 3.7% in 2022 and another 1.3% in 2023. Meanwhile, the labor force participation rate is forecast to recover slightly, from an average of 61.6% in 2021 to 62.4% in 2022 and 62.7% in 2023, but still below pre-pandemic levels (63.1%). The labor force participation rate for the population under age 65 is projected to surpass its pre-pandemic peak by the third quarter of 2022, two quarters later than the previous forecast, offset by a larger share of the population over age 65 that is expected to permanently leave the workforce.

Personal Income. Personal income grew by more than previously expected (6.1% in the May forecast) in 2021 at 7.2%, stemming from growth in wages and salary disbursements (9.0%) and federal transfer payments (7.4%). Going forward, personal income is forecast to grow at a slower rate in 2022 (1.3%), as growth in wage and salary disbursements is mostly offset by the decline in federal transfer payments, and is projected to increase by 4.8% in 2023. IHS Markit forecasts that wage and salary disbursement will continue to grow by 8.2% in 2022 and by 5.3% in 2023. Compared to the previous forecast, growth rates were revised upward for personal income and wage and salary disbursements in each year of the forecast period. Despite the growth in personal income in 2021, real disposable income only grew 2.1% over the same period, and is projected to decline by 3.5% in 2022 before recovering to grow by 2.8% in 2023.

Personal Consumption. IHS Markit projects a gradual "renormalization" of consumer spending patterns in the coming years, as consumers shift away from spending on goods and towards spending on services. The current forecast projects that this shift will occur more slowly than anticipated in May, with spending on services making up 66.4% of total nominal PCE in 2022 and 67.8% in 2023, which is up from 65.1% in 2021, but still short of the pre-pandemic level (69.0%).

Amid rising wages, strong household net worth, and a tight labor market, IHS Markit projects that consumers will have money to spend. The savings rate is expected to decline from 11.9% in 2021 to 5.6% in 2022 and 6.1% in 2023, as individuals begin spending down their excess savings accumulated during the pandemic. Overall, nominal PCE is expected to be higher than the previous estimates, with growth of 7.3% in 2022 and 4.2% in 2023. Sales of consumer items generally subject to the state sales tax (such as most durable goods, clothing, restaurant meals, accommodations, and certain services) grew by an estimated 9.3% in 2021, and are forecast to grow by 13.9% in 2022 and 4.6% in 2023. The estimate for real PCE growth, which accounts for inflation, was increased in 2021 compared to the previous forecast, but is now forecast to grow more slowly in 2022 and 2023 than estimated in May. Lower real PCE growth reflects a decrease in consumer buying power because of higher inflation.

Despite supply chain issues that disrupted new vehicle sales during the second half of the year, sales of light vehicles grew an estimated 3.4% in 2021. IHS Markit forecasts modest growth in light vehicle sales in 2022 (3.1%), followed by stronger 2023 growth (11.2%), as chip shortages are resolved and producers have had time to replenish their inventories. Annual sales of light vehicles are not expected to reach their pre-pandemic peak (17.5 million in 2016) until 2024.

Housing. Housing starts were up 13.6% in 2021, the highest level in 15 years, yet still 23% below the 2005 peak. Although sales of existing houses peaked in the fourth quarter of 2020, the U.S. still saw its highest number of homes sold in 2021 since 2006, with year-over-year growth of 8.9% in 2021. On the other hand, new house sales declined 8.2% in 2021, reflecting inventory shortages, after peaking in the third quarter of 2020. According to the Federal Housing Finance Agency House Price Index, which began tracking housing price data in 1991, housing prices rose with a record high growth rate of 18.5% in the third quarter of 2021, compared to the third quarter in the previous year.

Going forward, IHS Markit forecasts that housing starts will decline 7.0% in 2022 and another 9.8% in 2023. Sales of existing homes are projected to increase by only 0.4% in 2022, before declining 9.6% in 2023, while growth in sales of new homes is projected to continue its decline by 3.3% in 2022 and 5.5% in 2023. Home prices are expected to grow at a slower rate in 2022 and 2023, due to: (a) an expanding housing stock; (b) homes with delinquent mortgage payments that are currently protected by forbearance being put up for sale; (c) more aspiring homeowners being priced out of the single-family home market; and (d) a rise in mortgage rates, which would reduce demand and help stabilize price growth. The average price of existing homes is projected to grow 4.7% in 2022 and 3.4% in 2023. Growth in average new home prices is expected to remain elevated in 2022 (11.0%), before slowing considerably in 2023 (1.7%).

Overall, current estimates for growth in housing starts are similar to the May forecast. Growth in sales of existing homes has been increased for 2021 and 2022, relative to the previous forecast, but decreased in 2023. Growth in new home sales was revised down significantly in 2021, but increased in 2022 and 2023, compared to previous estimates.

Monetary Policy. In response to rising inflation, the Federal Reserve is expected to tighten monetary policy more quickly than assumed in the May forecast. As noted previously, the Federal Reserve announced at its December FOMC meeting that it would end its purchases of U.S. Treasury and mortgage-backed securities by March, 2022. IHS Markit anticipates that the Federal Reserve will begin raising the federal funds rate in May of 2022, with two more increases expected by the end of the year. IHS Markit notes that the first interest rate increase could occur as early as March, 2022, but expects that additional guidance from the Federal Reserve will be forthcoming after its FOMC meeting on January 25-26, 2022. As the rates increase, it is estimated that the average commitment rate for a 30-year, conventional, fixed mortgage will increase from 3.0% in 2021 to 3.4% in 2022 and 4.1% in 2023.

Business Investment. IHS Markit estimates that growth in nominal nonresidential fixed investment recovered 9.1% in 2021, more quickly than previously estimated, after declining by 4.7% in 2020. Growth in 2021 was led by investment in equipment (13.2%), with the strongest growth in industrial equipment (17.6%). As a result of strength in consumer demand and the continued recovery of the U.S. economy, businesses have profit incentives to expand capacity to keep pace with sales. The forecast anticipates that nominal nonresidential fixed investment will continue to grow by 9.1% in 2022 and 5.7% in 2023. Reflecting the projection that oil prices will remain high in the coming years, IHS Markit forecasts that investment on mining and petroleum structures will increase 32.9% in 2022 and 12.7% in 2023.

The January, 2021, forecast projected that inventories would increase by $96.9 billion in 2021, after falling $59.6 billion in 2020. Instead, inventories fell by another $52.3 billion in 2021, due largely to increased demand for goods and ongoing supply chain issues that had been drawing down inventories. IHS Markit expects businesses to rebuild inventories in the coming years, with total inventories increasing by $143.0 billion in 2022 and $153.1 billion in 2023. While IHS Markit reports that many industries had already begun restocking inventory in the fourth quarter of 2021, it predicts that inventories for motor vehicles and parts will not begin rebuilding until the second quarter of 2022.

International Trade. Overall, net exports reduced real GDP growth by 1.37 percentage points in 2021, as the rebound in nominal imports (22.2%) outpaced growth in nominal exports (16.4%). However, growth in imports is expected to slow to 8.0% in 2022 and 2.6% in 2023, as consumers shift from purchasing goods to purchasing services. This, along with stronger growth in exports as global demand increases (9.8% in 2022 and 6.8% in 2023), is expected to improve the U.S. balance of trade in the coming years. Net exports are forecast to reduce GDP only modestly in 2022 (-0.04 percentage points), before contributing 0.35 percentage points in 2023.

Overall, the estimates for total imports and total exports were increased in each year compared to May. However, a larger upward revision was made to imports, resulting in a reduction in the U.S. balance of trade compared to previous estimates.

Corporate Profits. Corporate before-tax book profits grew by an estimated 36.0% in 2021, higher than the 24.6% growth forecast in May, 2021, and up significantly from the 0.6% growth forecast in January, 2021. IHS Markit now forecasts before-tax book profits to decline by 2.4% in 2022, before recovering 2.4% in 2023. Economic profits, which are adjusted for inventory valuation and capital consumption at current cost (and thus are not affected by federal tax laws), increased by 22.9% in 2021, slightly above the May forecast. IHS Markit forecasts more modest increases in economic profits of 1.3% in 2022 and 2023. The January, 2022, forecast assumes that the effective federal corporate tax rate for all industries was 12.4% in 2021, and is expected to increase to 12.9% in 2022 and 13.0% in 2023, a lower effective rate than projected for each year in May.

Fiscal Policy. The federal budget deficit is expected to decline from $2.77 trillion in federal fiscal year 2021 to $1.27 trillion in 2022 and $0.81 trillion in 2023, lower than was forecast in May. Although the IIJA provides $548 billion in new budget authority, these expenditures will be spread out over five years, so its impact on annual GDP growth in any given year is relatively modest. IHS Markit estimates that spending by the federal government contributed just 0.04 percentage points to GDP growth in 2021, and will detract 0.11 percentage points from GDP in 2022 and 0.01 percentage points in 2023. By contrast, state and local government spending is forecast to contribute 0.31 percentage points to GDP growth in 2022 and 0.27 percentage points in 2023.

As noted, the forecast assumes that state and local governments will not experience a fiscal contraction due, in part, to financial support provided by the federal government. To date, $58.2 billion in federal funds have been awarded to the State of Wisconsin, local units of government, and individuals, businesses, and nonprofit entities in the state, from federal acts responding to the COVID-19 pandemic.

Alternative Scenarios. IHS Markit's January, 2022, forecast also includes an optimistic scenario and a pessimistic scenario. Under the optimistic scenario, IHS Markit assigns a 20% probability that a quicker recovery in consumer spending and stronger productivity than assumed in the baseline forecast will occur. A more robust consumer and business response to IIJA and an effective response to the Omicron variant helps support the stronger recovery. This scenario assumes that much of household spending in 2022 occurs early in the year, as a result of: (a) consumers spending down additional excess savings accumulated in 2020 and 2021; and (b) a COVID-19 environment that is less threatening and infection rates that dissipate quickly from current infection levels. Under the optimistic scenario, CPI increases at a faster rate than under the baseline, at 4.4% in 2022 and 2.5% in 2023. This scenario also assumes that firms continue to capitalize on productivity gains they achieved during the early stages of the pandemic, leading to a quicker rise in business fixed investment. The national unemployment rate quickly falls below 4.0% by early 2022. Real GDP grows at a 7.8% annual rate in the fourth quarter of 2021, rather than the 6.8% rate assumed under the baseline forecast, and rises to 5.7% (rather than 4.1%) in 2022.

Under the pessimistic scenario, to which IHS Markit assigns a 30% probability, recovery in consumer spending is weakened by an alarming rise in COVID-19 cases and hospitalizations that leads to a reduction in socially-dense consumer activities. Ongoing supply-chain issues worsen under this scenario, leading to prolonged delays in the production and shipment of consumer durable goods and growth in consumer spending being 1.3 percentage points lower than the baseline forecast in 2022 and 2023. These factors prompt businesses to scale back investment plans, leading to weaker business fixed investment growth of 5.0% in 2022. The pessimistic scenario assumes a slower increase in consumer prices (3.6% in 2022 and 1.1% in 2023) as compared to the baseline. The unemployment rate is expected to continue declining, though at a slower pace, to 4.2% by mid-2023, before rising slightly in the following years. Real GDP growth is weaker in the fourth quarter of 2021, compared to the baseline, and slows to 2.7% in 2022.

General Fund Taxes

Table 3 shows general fund tax revenue estimates for 2021-22 and 2022-23. The previous estimates are the general fund tax estimates included in Act 58, adjusted to reflect the Department of Revenue's decision to adjust tax withholding tables effective January 1, 2022 (the first such adjustment since April 1, 2014).

TABLE 3

Projected General Fund Tax Collections
($ in Millions)

	2020-21 Actual	Previous Estimates 2021-22	Previous Estimates 2022-23	Revised Estimates January, 2022 2021-22	Revised Estimates January, 2022 2022-23
Individual Income	$9,283.4	$7,970.7	$9,115.6	$8,220.0	$9,690.0
General Sales and Use	6,373.5	6,639.6	6,844.5	6,925.0	7,230.0
Corporate Income/Franchise	2,560.1	1,910.0	2,160.0	2,420.0	2,585.0
Public Utility	356.3	354.0	352.0	369.0	371.0
Excise					
Cigarette	509.8	494.0	483.0	498.0	487.0
Tobacco Products	92.7	96.0	100.0	95.0	99.0
Vapor Products	1.5	1.7	2.0	3.6	4.0
Liquor and Wine	64.6	60.0	61.0	61.0	62.0
Beer	9.2	8.9	8.8	8.7	8.6
Insurance Company	202.1	209.0	217.0	211.0	220.0
Miscellaneous Taxes	119.6	117.0	114.0	132.0	128.0
Total	$19,572.8	$17,860.9	$19,457.9	$18,943.3	$20,884.6
Change from Prior Year		-$1,711.9	$1,597.0	-$629.5	$1,941.3
Percent Change		-8.7%	8.9%	-3.2%	10.2%

In total, these amounts are $2,509.2 million greater than the previous estimates. The percentage difference is 6.7%. The majority of the excess revenue (97% of the excess revenue) is from increased projections for: (a) corporate income/franchise tax revenues, which are $935.0 million higher than the previous estimates; (b) individual income tax revenues, which are $823.7 million higher; and (c) sales and use tax revenues, which are $670.9 million higher. The remaining 3% ($79.6 million) of the excess revenue is primarily comprised of higher estimates for taxes on public utilities and the real estate transfer fee.

The new estimates are based on the most recent national economic forecast and tax collections data through December. They reflect all state and federal law changes enacted, to date, that impacted state tax collections.

Individual Income Tax. Total individual income tax collections were $9,283.4 million in 2020-21, an increase of 6.2% over the prior year. Actual revenues in 2020-21 were 0.4% ($33.4 million) higher than this office's previous estimate. Based on preliminary collections information through December, 2021, total year-to-date income tax collections are higher by 13.7% ($562.3 million) than such receipts during the same time period one year ago.

However, revenues are projected to decline over the rest of 2021-22 by $1,626 million (31.4%) relative to the same time period in the prior year. This estimated revenue decrease over the rest of the year is driven primarily by: (a) the income tax rate reduction included in 2021 Act

58, which lowered the rate in the third income tax bracket from 6.27% to 5.30%, beginning in tax year 2021; and (b) the Department of Revenue's decision to update the income tax withholding tables beginning January 1, 2022, to reflect the income tax rates, brackets, and sliding scale standard deduction (SSSD) in effect under current law for tax year 2022. Together, these two provisions are estimated to reduce income tax collections by $1,729 million in 2021-22. On a year-over-year basis, total income tax revenues are estimated to decline by 11.5% to $8,220 million in 2021-22 ($249.3 million higher than the previous estimate).

On January 6, 2022, it was announced that a winning Powerball ticket was purchased in Ashwaubenon. Assuming the winner elects to receive the cash option, this is estimated to result in additional income tax revenues of $17.2 million on a one-time basis. Though recent news reports indicate that the individual has not yet come forward to claim their prize, this amount is nonetheless included in the income tax revenue projection for 2021-22.

In 2022-23, income tax collections are estimated to increase year-over-year by 17.9% to $9,690 million (an increase of $574.4 million relative to the prior estimate for 2022-23). This is due, in part, to a currently-tight labor market and resultant wage inflation. The revenue increase is estimated to persist even while the estimate projects a continued increase in the CPI, on which the income tax rates, brackets, and SSSD for each tax year are based. All else equal, an increase in the CPI serves to reduce income tax collections, because relatively more income is subject to tax at lower rates. The estimate also reflects the anticipation that income tax refunds will be significantly lower in 2022-23 relative to 2021-22, which is principally caused by the withholding table update described above. Because lesser amounts of tax will be over-withheld from each paycheck beginning in tax year 2022, this will reduce the refund payments taxpayers would otherwise receive, beginning in 2022-23.

General Sales and Use Tax. State sales and use tax revenues totaled $6,373.5 million in 2020-21, which was an increase of 9.2% over the prior year. Sales tax revenues are estimated at $6,925.0 million in 2021-22 and $7,230.0 million in 2022-23, constituting annual growth of 8.7% in 2021-22 and 4.4% in 2022-23. These estimates represent revenue increases relative to the prior estimates of $285.4 million in 2021-22 and $385.5 million in 2022-23. The increased estimates are based on sales tax collections to date and IHS Markit's projections for: (a) increased inflation in 2021 and 2022, which requires consumers to spend more money to maintain the same level of consumption; and (b) increased personal income and higher accumulated savings to date. IHS Markit's current projections for annual inflation were revised up from the May, 2021, forecast by 2.1 percentage points in 2021 and 2.5 percentage points in 2022.

Sales tax collections through December, 2021, are 13.2% ($332 million) higher than the same period in the prior year. The strong year-to-date growth in collections reflects growth over months in the previous year in which COVID-19 vaccines were not yet available and consumers engaged in less in-person economic activity. It is estimated that, over the rest of 2021-22, sales tax revenue will increase at a slower rate of 5.7%.

Prior to the start of the pandemic, it was estimated that Wisconsin would collect $146.3 million in 2020-21 in sales tax from remote sellers and marketplace providers. Actual sales tax collections from these sellers amounted to $401.4 million in 2020-21, which is $255.1 million more than the 2020-21 estimate. It is believed that the pandemic resulted in a large and continuing shift in consumer spending from physical stores to online stores, which is reflected in this data. Year-to-date sales tax collected by marketplace providers and remote sellers in 2021-22 has increased 31.2% ($42.2 million) compared to the same period in the previous year. If sales tax collections were adjusted to exclude the increased collections from marketplace providers and remote sellers, year-to-date growth in collections would have been 11.5%.

Corporate Income/Franchise Tax. Corporate income/franchise tax collections were $2,560.1 million in 2020-21, which grew 59.2% above the previous year. Strong growth in 2020-21 was attributable to: (a) 22.9% growth in economic profits in 2021; (b) strong corporate audit payments; and (c) a one-time enhancement of $155 million due to the shifting of estimated and final payments resulting from the extension of tax filing deadlines in 2020 to July 15 (this revenue would have otherwise been collected in 2019-20). Corporate tax revenues are projected to decline by $140.1 million to $2,420.0 million in 2021-22 and then increase by $165.0 million to $2,585.0 million in 2022-23, reflecting a contraction of 5.5% in 2021-22 and growth of 6.8% in 2022-23.

Compared to the corporate tax revenues forecast in June, 2021, actual collections were $230.1 million higher in 2020-21, and the current estimates are $510 million higher in 2021-22 and $385 million higher in 2022-23. This is so for two main reasons. First, based on information from the federal Small Business Administration on the timing of loan forgiveness, as well as corporate tax refunds paid year-to-date, $58.3 million of the estimated fiscal effect of providing state tax benefits for certain loan forgiveness and economic support programs (including forgiven PPP loans) under 2021 Act 1 is now projected to occur in 2021-22, rather than 2020-21 as initially estimated. Second, strong year-to-date collections (22.6% over the same period through December in 2020-21) were likely affected by tax planning activities in tax year 2021, in anticipation of the potential passage of BBB. Although not yet enacted, several of the proposed provisions include certain changes to the tax treatment of foreign-derived profits, an alternative minimum 15% corporate tax rate for corporations reporting more than $1.0 billion in annual profit, and a 1% corporate stock buyback excise tax. Because corporate tax filers had a strong incentive to realize profits before such changes may go into effect, it is assumed that payments made in the first half of 2021-22 include tax revenues from profits that might otherwise have been realized later in the biennium.

Despite the strong growth in collections in the first half of 2021-22, several factors account for the forecasted decline compared to collections in 2020-21. First, tax filing deadlines for corporate filers were not extended in 2021, and thus no revenues were thrown forward from 2020-21 into 2021-22 (resulting in a decline of $155 million compared to the previous year). Second, according to the Department of Revenue, the sharp increase in corporate audit payments in recent years reflects economic activity from prior years and is unlikely to repeat in 2021-22 and 2022-23, relative to 2020-21. Third, IHS Markit forecasts that growth in economic profits will moderate to 1.3% in 2022 and 2023. Fourth, strong year-to-date collections were likely affected by tax planning activities that are not anticipated to continue during the remainder of the biennium. Fifth, the majority of the revenue reduction estimated under 2021 Act 1 is now estimated to occur in 2021-22, rather than 2020-21.

Public Utility Taxes. Revenues from public utility taxes totaled $356.3 million in 2020-21 and are estimated at $369 million in 2021-22 and $371 million in 2022-23. Year-over-year, these amounts represent an increase of 3.6% in 2021-22 and 0.5% in 2022-23. Relative to the previous estimates, these estimates reflect an increase of $15 million in 2021-22 and $19 million in 2022-23.

The higher estimates are primarily attributable to strong demand for electricity and natural gas services, which experienced accelerated growth as the economy returned to pre-pandemic patterns in 2021. Data reported by Wisconsin utilities through September 30, 2021, show year-over-year growth of 13.3% for natural gas sales, and 4.0% for electricity sales. These trends are anticipated to continue in 2022, with the U.S. Energy Information Administration forecasting 2022 growth of 8.4% for natural gas sales nationally and 2.9% for electricity sales in the Wisconsin region.

Estimated tax payments from the next largest taxpayer group, telecommunications companies, are anticipated to decline during the biennium as the exemption enacted under 2019 Act 128 for property providing broadband internet service in rural areas phases in. The exemption first affects public utility tax collections in 2021-22, and is estimated to reduce collections by $1.6 million in 2021-22 and $8.3 million in 2022-23, growing further as it phases in fully by 2025-26. Collections for other ad valorem utility taxpayers are anticipated to decline as the statewide net property tax rate is expected to decline over the biennium. Overall, the estimated declines in telecommunications and other ad valorem company collections are offset by strong growth in electricity and natural gas sales, resulting in modest growth in utility tax revenues over the 2021-23 biennium.

Excise Taxes. General fund excise taxes are imposed on cigarettes, liquor (including wine and hard cider), other tobacco products, vapor products, and beer. Total excise tax revenues in 2020-21 were $677.8 million, of which $509.8 million (75.2%) was from the excise tax on cigarettes. Despite strong growth in liquor (17.9%) and beer (8.2%) tax collections, total excise tax collections in 2020-21 declined 0.2% from the prior fiscal year. This decline was driven by a 2.6% decrease in cigarette tax revenues. Total excise tax revenues are estimated to decrease by 1.7% to $666.3 million in 2021-22 and by 0.9% to $660.6 million in 2022-23. Compared to the previous estimates, these amounts are $5.7 million higher in 2021-22 and $5.8 million higher in 2022-23.

Cigarette tax revenues are estimated at $498.0 million in 2021-22 and $487.0 million in 2022-23, constituting annual revenue declines of 2.3% and 2.2%, respectively. These estimates are higher than previously forecast by $4.0 million each year. This increase was partly in response to higher than anticipated 2020-21 cigarette tax revenues ($2.8 million above the previous forecast). In addition, year-to-date growth in 2021-22 cigarette tax revenues is -2.9% compared to the same period in the prior year. However, after adjusting for the estimated reduction in revenues resulting from the federal law raising the legal age for purchasing cigarettes and tobacco products to 21, year-to-date revenues are only down 2.3% compared to the prior year. Based on this, the estimate has been revised up now that the fiscal effects of the federal law change have been fully realized, and future revenue declines are expected to be smaller than those seen in recent months.

Insurance Premiums Taxes. Insurance premiums tax collections were $202.1 million in 2020-21, $1.1 million above the previous estimate. Revenues are projected to increase to $211.0 million in 2021-22 and to $220.0 million in 2022-23 (growth rates of 4.4% and 4.3%, respectively). The estimates are $2.0 million higher each year from the previous estimates, and are based on growth in year-to-date insurance premiums tax collections (4.2%), trends in historical collection growth, and projected growth in consumer spending on insurance.

Miscellaneous Taxes. Miscellaneous taxes include the real estate transfer fee, municipal and circuit court-related fees, and a small amount from the occupational tax on coal. Miscellaneous tax revenues were $119.6 million in 2020-21, of which 88.7% was generated from the real estate transfer fee. Total miscellaneous tax collections in 2020-21 represented an increase of 30.4% from the prior fiscal year, in part due to strong housing demand fueled by low mortgage rates, which led to rising prices. Miscellaneous tax revenues are estimated at $132.0 million in 2021-22 and $128.0 million in 2022-23, which is higher than the previous estimate by $15.0 million and $14.0 million, respectively.

The revised estimates reflect much higher than expected year-to-date growth in collections from the real estate transfer fee (18.0%) and improved housing market indicators. At the time of the June, 2021, forecast, this office projected relatively flat growth in the first half of 2021-22, based on a number of IHS Markit indicators. These indicators are now showing: (a) a larger amount of existing and new home sales during the second half of 2021 and into 2022, compared to IHS Markit's May, 2021 forecast; and (b) significantly higher house prices, particularly for new houses.

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

Sincerely,

Robert Wm. Lang
Director

RWL/ml
cc: Members, Wisconsin Legislature

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APPENDIX B

General Obligation Issuance Status Report
October 1, 2022

Program Purpose	Legislative Authorization	General Obligations Issued to Date	Credit to Capital Improvement Fund: Interest Earnings[(a)]	Credit to Capital Improvement Fund: Premium [(a)]	G.O. Refunding Bonds of 2022, Series 4 and 5	Total Authorized Unissued Debt
University of Wisconsin; academic facilities..	$ 3,564,643,100	$ 2,548,717,013	$ 13,084,724	$ 137,791,744		$ 865,049,619
University of Wisconsin; self-amortizing facilities....................................	3,260,597,100	2,662,070,392	2,967,557	123,595,543		471,963,608
Natural resources; Warren Knowles - Gaylord Nelson stewardship 2000 program..	1,178,850,000	950,798,026	410,794	43,598,301		184,042,879
Natural resources; municipal clean drinking water grants..	9,800,000	9,518,744	141,818			139,438
Clean water fund program..................................	659,783,200	655,063,494		4,641,114		78,592
Safe drinking water loan program..	74,950,000	69,215,472	123	2,183,403		3,551,002
Natural resources; nonpoint source grants..	94,310,400	93,954,702	190,043	165,649		6
Natural resources; nonpoint source compliance	57,050,000	43,051,791	2,498	4,564,305		9,431,406
Natural resources; environmental repair..	57,000,000	52,961,373	203,594	883,261		2,951,772
Natural resources; urban nonpoint source cost-sharing..	61,600,000	51,755,655	31,189	3,038,948		6,774,208
Natural resources; contaminated sediment removal.................	40,000,000	28,635,461		2,042,780		9,321,759
Natural resources; environmental segregated fund supported administrative facilities.............................	19,969,200	16,525,460	161	1,468,283		1,975,296
Natural resources; segregated revenue supported dam safety projects................................	6,600,000	6,571,582	617	27,795		6
Natural resources; pollution abatement and sewage collection facilities, ORAP funding..................................	145,060,325	145,010,325	50,000			
Natural resources; pollution abatement and sewage collection facilities.................................	893,493,400	874,927,239	18,513,077			53,084
Natural resources; pollution abatement and sewage collection facilities; combined sewer overflow..................................	200,600,000	194,312,599	6,287,401			
Natural resources; recreation projects..	56,055,000	56,053,994	1,006			
Natural resources; local parks land acquisition and development..	2,490,000	2,447,741	42,259			
Natural resources; recreation development......................................	36,323,200	22,919,742	141,325	68		13,262,065
Natural resources; land acquisition..	45,608,600	45,116,929	491,671			
Natural resources; Wisconsin natural areas heritage program..	2,500,000	2,445,793	17,174			37,033
Natural resources; segregated revenue supported facilities..	157,541,500	105,985,943	93,544	6,606,105		44,855,908

GENERAL OBLIGATION ISSUANCE STATUS REPORT–CONTINUED
OCTOBER 1, 2022

Program Purpose	Legislative Authorization	General Obligations Issued to Date	Credit to Capital Improvement Fund: Interest Earnings[(a)]	Credit to Capital Improvement Fund: Premium [(a)]	G.O. Refunding Bonds of 2022, Series 4 and 5	Total Authorized Unissued Debt
Natural resources; general fund supported administrative facilities	$ 16,514,100	$ 14,370,211	$ 21,753	$ 685,914		$ 1,436,222
Natural resources; ice age trail	750,000	750,000				
Natural resources; dam safety projects	39,500,000	24,982,929	51,291	2,335,385		12,130,395
Natural resources; segregated revenue supported land acquisition	2,500,000	2,500,000				
Natural resources; Warren Knowles - Gaylord Nelson stewardship program	231,000,000	229,300,016	1,306,879	143,979		249,126
Transportation; administrative facilities	8,890,400	8,759,479	33,943			96,978
Transportation; accelerated bridge improvements	46,849,800	46,849,800				
Transportation; major interstate bridge construction	272,000,000	235,980,986	64	34,027,801		1,991,149
Transportation; rail passenger route development	89,000,000	72,819,072	3,016	2,856,171		13,321,741
Transportation; accelerated highway improvements	185,000,000	185,000,000				
Transportation; connecting highway improvements	15,000,000	15,000,000				
Transportation; federally aided highway facilities	10,000,000	10,000,000				
Transportation; highway projects	41,000,000	41,000,000				
Transportation; major highway and rehabilitation projects	565,480,400	565,480,400				
Transportation; Southeast rehabilitation projects, southeast megaprojects, and high-cost bridge projects	1,453,550,000	1,258,433,137	3,018,078	107,724,471		84,374,314
Transportation; state highway rehabilitation projects, southeast megaprojects	820,063,700	781,604,780	1,182,897	37,275,422		601
Transportation; major highway projects	100,000,000	98,948,179		1,051,814		7
Transportation; state highway rehabilitation, certain projects	141,000,000	134,924,101		6,075,854		45
Transportation; major highway and rehabilitation projects subject to joint committee on finance approval	305,227,664	253,723,619	141,819	42,653,118		8,709,108
Transportation; southeast Wisconsin freeway megaprojects subject to contingency	252,400,000	206,457,567	94,291	33,174,596		12,673,546
Transportation; design–build projects	20,000,000					20,000,000
Transportation; harbor improvements	167,300,000	130,866,823	234,581	11,999,723		24,198,873
Transportation; rail acquisitions and improvements	300,300,000	215,623,164	5,187	23,697,982		60,973,667
Transportation; local roads for job preservation, state funds	2,000,000	2,000,000				
Corrections; correctional facilities	989,501,800	899,906,377	11,468,918	16,383,479		61,743,026

GENERAL OBLIGATION ISSUANCE STATUS REPORT–CONTINUED
OCTOBER 1, 2022

Program Purpose	Legislative Authorization	General Obligations Issued to Date	Credit to Capital Improvement Fund: Interest Earnings[a]	Credit to Capital Improvement Fund: Premium [a]	G.O. Refunding Bonds of 2022, Series 4 and 5	Total Authorized Unissued Debt
Corrections; self-amortizing facilities and equipment	$ 2,116,300	$ 2,115,438	$ 99			$ 763
Corrections; juvenile correctional facilities	74,443,200	28,538,452	108,861	$ 988		45,794,899
Secured residential care centers for children and youth	80,000,000	504,108		103,885		79,392,007
Health services; mental health and secure treatment facilities	358,796,500	197,354,571	895,996	7,029,616		153,516,317
Agriculture; soil and water	82,075,000	70,418,092	9,110	4,603,611		7,044,187
Agriculture; conservation reserve enhancement	28,000,000	20,264,910	3,160	988,947		6,742,983
Administration; Black Point Estate	1,600,000	1,598,655	445			900
Administration; energy conservation projects; capital improvement fund	270,000,000	174,143,332		12,307,231		83,549,437
Building commission; previous lease rental authority	143,071,600	143,068,654				2,946
Building commission; refunding tax-supported general obligation debt	2,102,086,430	2,102,086,530				
Building commission; refunding self-amortizing general obligation debt	272,863,033	272,863,033				
Building commission; refunding tax-supported and self-amortizing general obligation debt incurred before June 30, 2005	250,000,000	250,000,000				
Building commission; refunding tax-supported and self-amortizing general obligation debt incurred before July 1, 2011	474,000,000	473,651,084				348,916
Building commission; refunding tax-supported and self-amortizing general obligation debt incurred before July 1, 2013	264,200,000	263,420,000				780,000
Building commission; refunding tax-supported and self-amortizing general obligation debt	9,510,000,000	7,403,076,046 [b]				[c] 2,106,923,954 [b]
Building commission; housing state departments and agencies	967,725,300	774,154,411	2,356,097	41,829,026		149,385,766
Building commission; 1 West Wilson street parking ramp	15,100,000	14,805,521	294,479			
Building commission; project contingencies	47,961,200	47,445,936	64,761	221,173		229,330
Building commission; capital equipment acquisition	125,660,000	123,961,256	740,327	343,697		614,720
Building commission; discount sale of debt	90,000,000	73,492,486				16,507,514
Building commission; discount sale of debt (higher education bonds)	100,000,000	99,988,833 [d]				11,167
Building commission; other public purposes	3,313,406,900	2,645,961,509	8,728,619	103,626,971		555,089,801

GENERAL OBLIGATION ISSUANCE STATUS REPORT–CONTINUED
OCTOBER 1, 2022

Program Purpose	Legislative Authorization	General Obligations Issued to Date	Credit to Capital Improvement Fund: Interest Earnings[(a)]	Credit to Capital Improvement Fund: Premium [(a)]	G.O. Refunding Bonds of 2022, Series 4 and 5	Total Authorized Unissued Debt
Medical College of Wisconsin, Inc.; basic science education and health information technology facilities	$ 10,000,000	$ 10,000,000				
Norskedalen Nature and Heritage Center	1,048,300					$ 1,048,300
Bond Health Center	1,000,000	983,307		$ 16,682		11
Lac du Flambeau Indian Tribal Cultural Center	250,000	210,495		39,504		1
Dane County; livestock facilities	9,000,000	7,577,838		1,422,134		28
K I Convention Center	2,000,000	1,725,394		274,522		84
HR Academy, Inc.	1,500,000	1,500,000				
Medical College of Wisconsin, Inc.; biomedical research and technology incubator	45,000,000	33,909,754		926,706		10,163,540
AIDS Resource Center of Wisconsin, Inc.	800,000	800,000				
Bradley Center Sports and Entertainment Corporation	5,000,000	4,869,946		130,053		1
Medical College of Wisconsin; community medical education facilities	7,384,300	6,492,285	$ 3,011	785,418		103,586
Family justice center	10,625,000	9,109,385		1,515,566		49
Marquette University; dental clinic and education facility	25,000,000	23,942,583	818	1,056,495		104
Civil War exhibit at the Kenosha Public Museums	500,000	500,000				
AIDS Network, Inc.	300,000	300,000				
Wisconsin Maritime Center of Excellence	5,000,000	4,383,263		616,673		64
Hmong cultural centers	250,000	250,000				
Milwaukee Police Athletic League; youth activities center	1,000,000	1,000,000				
Children's research institute	10,000,000	10,000,000				
Domestic Abuse Intervention Services, Inc.	560,000	476,628		83,327		45
Carroll University	3,000,000	2,393,760		403,102		203,138
Wisconsin Agricultural Education Center, Inc	5,000,000	4,522,862		477,090		48
Eau Claire Confluence Arts, Inc.	15,000,000	13,461,714		1,537,698		588
Psychiatric and behavioral health treatment beds; Marathon County	5,000,000					5,000,000
Administration; school educational technology infrastructure financial assistance	71,911,300	71,480,216	431,066			18
Myrick Hixon EcoPark, Inc.	500,000	500,000				
Madison Children's Museum	250,000	250,000				
Administration; public library educational technology infrastructure financial assistance	269,000	268,918	42			40
Educational communications board; educational communications facilities	24,169,000	24,112,683	38,515	11,925		5,877
LaCrosse Center	5,000,000	4,104,366		895,560		74
St. Ann Center for Intergenerational Care, Inc., Bucyrus Campus	5,000,000	4,245,324		754,625		51
Brown County innovation center	5,000,000	4,115,765		739,566		144,669
Beyond Vision; VisABILITY Center	5,000,000					5,000,000
Building Commission; projects	25,000,000	436,763		27,236		24,536,001
Building Commission; center	15,000,000	830,226		51,771		14,118,003
Museum of nature and culture	40,000,000					40,000,000

GENERAL OBLIGATION ISSUANCE STATUS REPORT–CONTINUED
OCTOBER 1, 2022

Program Purpose	Legislative Authorization	General Obligations Issued to Date	Credit to Capital Improvement Fund: Interest Earnings[(a)]	Credit to Capital Improvement Fund: Premium [(a)]	G.O. Refunding Bonds of 2022, Series 4 and 5	Total Authorized Unissued Debt
Grand Opera House in Oshkosh	$ 500,000	$ 500,000				
Aldo Leopold climate change classroom and interactive laboratory	500,000	485,000		$ 14,992		$ 8
Historical society; self-amortizing facilities	1,029,300	1,029,156	$ 3,896			
Historical society; historic records	26,650,000	22,951,919	137	3,169,487		528,457
Historical society; historic sites	17,912,800	9,252,929	847	329,933		8,329,091
Historical society; museum facility	74,384,400	4,362,469				70,021,931
Historical society; Wisconsin history center	16,000,000	8,642,568	457	1,360,780		5,996,195
Public instruction; state school, state center and library facilities	37,350,600	11,845,469	32,509	467,826		25,004,796
Military affairs; armories and military facilities	81,922,400	43,783,067	198,829	2,115,786		35,824,718
Veterans affairs; veterans facilities	27,359,900	11,112,996	50,593	311,371		15,884,940
Veterans affairs; self-amortizing mortgage loans	2,122,542,395	2,122,542,395				
Veterans affairs; refunding bonds	1,015,000,000	761,594,245				253,405,755
Veterans affairs; self-amortizing facilities	94,271,100	51,070,173	2,427	5,837,313		37,361,187
State fair park board; board facilities	14,787,100	14,769,363	1			17,736
State fair park board; housing facilities	11,000,000	10,999,985	15			
State fair park board; self-amortizing facilities	55,187,100	52,699,335	22,401	13,596		2,451,768
Total	$ 39,230,472,347	$ 32,632,647,511	$ 74,220,810	$847,134,890	$ - *	$ 5,676,472,988

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

(b) Amounts do not reflect General Obligation Refunding Bonds of 2022, Series 3, which were sold on September 13, 2022.

(c) Only a portion of the Bonds are treated as refunding bonds for purposes of the State's legislative authorizations. The remaining Bonds are treated as funding bonds and do not reduce the remaining legislative authoriy.

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

* Preliminary; subject to change.

Source: Department of Administration.

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APPENDIX C

EXPECTED FORM OF BOND COUNSEL OPINION

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

(Letterhead of Foley & Lardner LLP)

State of Wisconsin Building Commission
101 East Wilson Street, 7th Floor
Madison, Wisconsin 53703

$112,005,000*
STATE OF WISCONSIN
GENERAL OBLIGATION REFUNDING BONDS OF 2022, SERIES 4
and
$84,285,000*
STATE OF WISCONSIN
GENERAL OBLIGATION REFUNDING BONDS OF 2022, SERIES 5 (TAXABLE)

We have acted as bond counsel in connection with the issuance by the State of Wisconsin (**State**) of its $112,005,000* General Obligation Refunding Bonds of 2022, Series 4, dated the date hereof **(2022 Series 4 Bonds)** and its $84,285,000* General Obligation Refunding Bonds of 2022, Series 5 (Taxable), dated the date hereof **(2022 Series 5 Bonds** and, collectively with the 2022 Series 4 Bonds, **Bonds)**. The Bonds are authorized by Article VIII of the Wisconsin Constitution and Chapters 18 and 20 of the Wisconsin Statutes, and are being issued pursuant to resolutions adopted by the State of Wisconsin Building Commission (**Commission**) on October 14 2020 and October 20, 2021 (**Resolutions**).

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

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

1. The Bonds are valid and binding general obligations of the State.
2. The Resolutions have been duly adopted by the Commission and are valid and binding obligations of the State, enforceable upon the State as provided in the respective Resolutions.
3. The full faith, credit, and taxing power of the State are irrevocably pledged to the payment of the principal of, and premium, if any, and interest on, the Bonds as the Bonds mature and become due. There has been irrevocably appropriated, as a first charge upon all revenues of the State, a sum sufficient for such purpose.
4. Interest on the 2022 Series 4 Bonds is excluded from gross income for federal income tax purposes and is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals; however, interest on the 2022 Series 4 Bonds is taken into account in determining "adjusted financial statement income" for purposes of computing the federal alternative minimum tax imposed on certain corporations for taxable years beginning after December 31, 2022. The State must comply with all requirements of the Internal Revenue Code of 1986, as amended, that must be satisfied after the 2022 Series 4 Bonds are issued for interest on the 2022 Series 4 Bonds to be, or continue to be, excluded from gross income for federal income tax purposes. The State has agreed to do so. A failure to comply may cause interest on the 2022 Series 4 Bonds to be included in gross income for federal income tax purposes, in some cases retroactively to the date the 2022 Series 4 Bonds were issued. We express no opinion about other federal tax law consequences regarding the Bonds.

* Preliminary; subject to change.

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

We have not been engaged or undertaken to review the accuracy, completeness, or sufficiency of the Official Statement dated , 2022 or other offering material relating to the Bonds (except to the extent, if any, stated in the Official Statement), and we express no opinion as to those matters (except only the matters set forth as our opinion in the Official Statement).

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

Very truly yours,

FOLEY & LARDNER LLP

APPENDIX D

REFUNDED BONDS*

Series	Dated Date	Principal Amount	Interest Rate	Maturity	CUSIP[a]	Redemption or Purchase Date	Redemption or Purchase Price
Current Refunded Bonds							
Advance Refunded Bonds							

[a] CUSIP numbers have been obtained from sources the State believes to be reliable, but the CUSIP numbers are subject to change after issuance of the Refunded Bonds, and the State takes no responsibility for the correctness of the CUSIP numbers.

* Preliminary; subject to change.

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FORWARD
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APPENDIX B

FORM OF PRICING NOTICE

RELATING TO THE
INVITATION TO TENDER BONDS DATED OCTOBER 3, 2022
made by
STATE OF WISCONSIN

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

STATE OF WISCONSIN
General Obligation Refunding Bonds of 2014, Series 4
General Obligation Refunding Bonds of 2016, Series 2
General Obligation Refunding Bonds of 2017, Series 1
General Obligation Refunding Bonds of 2019, Series 1 (Taxable)
General Obligation Refunding Bonds of 2020, Series 2 (Taxable)
General Obligation Refunding Bonds of 2020, Series 3 (Taxable)

The purpose of this Pricing Notice, dated [__________], 2022 (the "Pricing Notice") is to either confirm or amend the Purchase Prices for the Tax-Exempt Bonds subject to the Tender Offer and the Fixed Spreads for the Taxable Bonds. [Except as provided below with respect to the Benchmark Treasury Securities, all] [All] other terms relating to the Tender Offer (hereinafter defined) remain unchanged.

Pursuant to the Invitation to Tender Bonds dated October 3, 2022 (as it may be amended or supplemented, the "***Tender Offer***"), the State of Wisconsin, through the State of Wisconsin Building Commission (the "***State***"), invited offers to tender Bonds for cash, (a) with respect to the Taxable Bonds, at the applicable purchase prices based on a fixed spread to be added to the yields on certain benchmark United States Treasury Securities set forth in this Pricing Notice, and (b) with respect to the Tax-Exempt Bonds, at the applicable purchase prices set forth in this Pricing Notice, plus, in each case, Accrued Interest on the Bonds tendered for purchase to but not including the Settlement Date. All terms used herein and not otherwise defined are used as defined in the Tender Offer.

As set forth in the Tender Offer, the State retains the right to extend the Tender Offer, or amend the terms of the Tender Offer (including a waiver of any term) in any material respect, provided, that the State shall provide notice of any such extension or amendment no less than five (5) business days prior to the Expiration Date, as it may be extended. In such event, any offers submitted with respect to the affected Bonds prior to such change in the Purchase Price or Fixed Spreads for such Bonds pursuant to the Tender Offer will remain in full force and effect and any Bondholder of such affected Bonds as applicable, wishing to revoke their offer to tender such Bonds for purchase must affirmatively withdraw such offer prior to the Expiration Date, as extended.

[Bondholders should note that, as indicated herein, the Benchmark Security Treasuries used to determine the Fixed Spreads have changed from those referenced in the Tender Offer.]

The Tender Offer, including the Preliminary Official Statement relating to the State of Wisconsin General Obligation Refunding Bonds of 2022, Series 4 and General Obligation Refunding Bonds of 2022, Series 5 (Taxable) is available: (i) at the Municipal Securities Rulemaking Board through its Electronic Municipal Market Access website, currently located at http://emma.msrb.org, using the CUSIP numbers for the Bonds, and (ii) on the website of the Information Agent at https://www.globic.com/wisconsin.

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

TENDER OFFER – PURCHASE PRICES (TAX-EXEMPT BONDS)

Pursuant to the Tender Offer, the Purchase Prices for the Tax-Exempt Bonds are listed below. The Purchase Price to be paid on the Settlement Date excludes Accrued Interest on the Tax-Exempt Bonds tendered for purchase, which interest will be paid to but not including the Settlement Date in addition to the Purchase Price.

[INSERT TABLE]

TENDER OFFER – YIELD SPREADS (TAXABLE BONDS)

Pursuant to the Tender Offer, the Fixed Spreads for the Taxable Bonds are listed below. The Purchase Price to be paid on the Settlement Date excludes Accrued Interest on the Taxable Bonds tendered for purchase, which interest will be paid to but not including the Settlement Date in addition to the Purchase Price.

[INSERT TABLE]

The yields on the Benchmark Treasury Securities will be determined at [10:00 AM] on [_________], [__________], 2022.

Example based on the following closing yields for the Benchmark Treasury Securities as of [_________], 2022 and the Fixed Spreads: The tables below provide an example of the Purchase Price realized by a Bondholder that submits an offer based on the following yields for the Benchmark Treasury Securities as of [_________], 2022 and the Fixed Spreads. This example is being provided for convenience only and is not to be relied upon by a Bondholder as an indication of the Purchase Yield or Purchase Price that may be paid by the State.

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

[INSERT TABLE]

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

[INSERT TABLE]