OFFICIAL STATEMENT

New Issue

This Official Statement provides information about the 2023 Bonds and 2024 Series 1 Bonds. Some of the information appears on this cover page for ready reference. A prospective investor should read the entire Official Statement to make an informed investment decision.

$373,105,000
STATE OF WISCONSIN
$142,510,000 TRANSPORTATION REVENUE BONDS, 2023 SERIES A
$187,270,000 TRANSPORTATION REVENUE REFUNDING BONDS, 2023 SERIES 1
$43,325,000 TRANSPORTATION REVENUE REFUNDING BONDS, 2024 SERIES 1 (FORWARD DELIVERY)

Dated: Date of Delivery **Due: As shown on the inside front cover**

Ratings	AA+ Fitch Ratings AAA Kroll Bond Rating Agency, LLC AAA S&P Global Ratings
Tax Matters	Interest on the 2023 Bonds and 2024 Series 1 Bonds is excludable from gross income for federal income tax purposes and is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals; however, interest on the 2023 Bonds and 2024 Series 1 Bonds is taken into account in determining "adjusted financial statement income" for purposes of computing the federal alternative minimum tax imposed on certain corporations for taxable years beginning after December 31, 2022—*See page 19.* Interest on the 2023 Bonds and 2024 Series 1 Bonds is not exempt from current State of Wisconsin income or franchise taxes—*See page 20.*
Redemption	The 2023 Bonds maturing on or after July 1, 2034 are subject to optional redemption at par on July 1, 2033 or any date thereafter—*See page 4.* The 2024 Series 1 Bonds are not subject to optional redemption prior to their stated maturity date—*See page 4.*
Security	The Bonds have a first claim on vehicle registration fees (which are a substantial portion of pledged Program Income) and other vehicle registration-related fees including, but not limited to, vehicle title transaction fees, registration and title counter service fees, and personalized license plate issuance and renewal fees—*See page 6.*
Priority	The 2023 Bonds and 2024 Series 1 Bonds are issued on a parity with the Prior Bonds, which are outstanding as of February 15, 2023 in the amount of $1,565,305,000, and any additional parity Bonds issued by the State pursuant to the General Resolution.
Purpose	Proceeds of the 2023 Bonds and the 2024 Series 1 Bonds will be used to finance certain State transportation facilities and highway projects, to current refund (including by purchasing Tendered Bonds pursuant to the Invitation) certain Outstanding Bonds, and to pay costs of issuance—*See page 2.*
Interest Payment Dates	January 1 and July 1, commencing July 1, 2023 for the 2023 Bonds and commencing July 1, 2024 for the 2024 Series 1 Bonds.
Closing/Settlement	On or about April 6, 2023 for the 2023 Bonds.
Forward Delivery	On or about April 2, 2024 for the 2024 Series 1 Bonds. The forward delivery date for the 2024 Series 1 Bonds and certain conditions to the Underwriters' obligation to purchase the 2024 Series 1 Bonds on the settlement date give rise to certain risks to investors—*See page 14.* The Representative will require investors purchasing the 2024 Series 1 Bonds to execute and deliver a Delayed Delivery Contract—*See APPENDIX E.*
Denominations	Multiples of $5,000.
Book-Entry-Only Form	The Depository Trust Company—*See page 5.*
Trustee/Registrar/Paying Agent	The Bank of New York Mellon Trust Company, N.A.
Bond Counsel	Quarles & Brady LLP—*See page 18.*
Issuer Contact	Wisconsin Capital Finance Office; (608) 267-1836; DOACapitalFinanceOffice@wisconsin.gov
2022 Annual Report	This Official Statement incorporates by reference Parts I, II, and V of the State of Wisconsin Continuing Disclosure Annual Report, dated December 23, 2022.

The prices and yields listed on the inside front cover were determined on March 14, 2023 at negotiated sale.

Citigroup **Cabrera Capital Markets**

BAIRD **Bancroft Capital** **RBC Capital Markets**

March 14, 2023

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

$373,105,000
STATE OF WISCONSIN

$142,510,000 TRANSPORTATION REVENUE BONDS, 2023 SERIES A

CUSIP	Due (July 1)	Principal Amount	Interest Rate	Yield at Issuance	Price at Issuance		First Optional Call Date (July 1)	Call Price
977123 3P1	2024	$4,305,000	5.000%	2.690%	102.785		Not Callable	–
977123 3Q9	2025	4,525,000	5.000	2.680	104.998		Not Callable	–
977123 3R7	2026	4,750,000	5.000	2.560	107.527		Not Callable	–
977123 3S5	2027	4,990,000	5.000	2.520	109.901		Not Callable	–
977123 3T3	2028	5,240,000	5.000	2.530	112.038		Not Callable	–
977123 3U0	2029	5,500,000	5.000	2.550	114.039		Not Callable	–
977123 3V8	2030	5,775,000	5.000	2.550	116.091		Not Callable	–
977123 3W6	2031	6,065,000	5.000	2.550	118.092		Not Callable	–
977123 3X4	2032	6,370,000	5.000	2.570	119.862		Not Callable	–
977123 3Y2	2033	6,685,000	5.000	2.620	121.243		Not Callable	–
977123 3Z9	2034	7,020,000	5.000	2.730	120.148	[a]	2033	100%
977123 4A3	2035	7,370,000	5.000	2.860	118.869	[a]	2033	100
977123 4B1	2036	7,740,000	5.000	3.040	117.125	[a]	2033	100
977123 4C9	2037	8,125,000	5.000	3.180	115.790	[a]	2033	100
977123 4D7	2038	8,535,000	5.000	3.300	114.660	[a]	2033	100
977123 4E5	2039	8,960,000	5.000	3.380	113.914	[a]	2033	100
977123 4F2	2040	9,410,000	5.000	3.450	113.266	[a]	2033	100
977123 4G0	2041	9,880,000	5.000	3.480	112.990	[a]	2033	100
977123 4H8	2042	10,375,000	5.000	3.510	112.714	[a]	2033	100
977123 4J4	2043	10,890,000	5.000	3.540	112.439	[a]	2033	100

[a] These 2023 Series A Bonds are priced to the July 1, 2033 first optional call date.

$187,270,000 TRANSPORTATION REVENUE REFUNDING BONDS, 2023 SERIES 1

CUSIP	Due (July 1)	Principal Amount	Interest Rate	Yield at Issuance	Price at Issuance		First Optional Call Date (July 1)	Call Price
977123 3D8	2027	$7,145,000	5.000%	2.520%	109.901		Not Callable	–
977123 3E6	2028	12,015,000	5.000	2.530	112.038		Not Callable	–
977123 3F3	2029	20,025,000	5.000	2.550	114.039		Not Callable	–
977123 3G1	2030	43,380,000	5.000	2.550	116.091		Not Callable	–
977123 3H9	2031	35,440,000	5.000	2.550	118.092		Not Callable	–
977123 3J5	2032	31,080,000	5.000	2.570	119.862		Not Callable	–
977123 3K2	2033	16,210,000	5.000	2.620	121.243		Not Callable	–
977123 3L0	2034	17,160,000	5.000	2.730	120.148	[a]	2033	100%
977123 3M8	2035	4,540,000	5.000	2.860	118.869	[a]	2033	100
977123 3N6	2037	275,000	5.000	3.180	115.790	[a]	2033	100

[a] These 2023 Series 1 Bonds are priced to the July 1, 2033 first optional call date.

$43,325,000 TRANSPORTATION REVENUE REFUNDING BONDS, 2024 SERIES 1 (FORWARD DELIVERY)

CUSIP	Due (July 1)	Principal Amount	Interest Rate	Yield at Issuance	Price at Issuance	First Optional Call Date
977123 3A4	2029	$15,520,000	5.000%	3.100%	109.131	Not Callable
977123 3B2	2030	14,940,000	5.000	3.100	110.711	Not Callable
977123 3C0	2031	12,865,000	5.000	3.100	112.243	Not Callable

This document is the State's official statement about the offering of the 2023 Bonds and 2024 Series 1 Bonds; that is, it is the only document the State has authorized for providing information about the 2023 Bonds and 2024 Series 1 Bonds. This document is not an offer or solicitation for the 2023 Bonds and 2024 Series 1 Bonds, and no unlawful offer, solicitation, or sale may occur through the use of this document or otherwise. This document is not a contract, and it provides no investment advice. Prospective investors should consult their advisors and legal counsel with questions about this document, the 2023 Bonds and 2024 Series 1 Bonds, and anything else related to the offering.

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

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

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

In connection with the offering of the 2023 Bonds and 2024 Series 1 Bonds, the Underwriters may over-allot or effect transactions which stabilize or maintain the market prices of the 2023 Bonds and 2024 Series 1 Bonds at levels above those that might otherwise prevail in the open market. Such stabilizing, if commenced, may be discontinued at any time.

No dealer, broker, sales representative, or other person has been authorized to give any information or to make any representations about the 2023 Bonds and 2024 Series 1 Bonds other than what is in this document. The information and expressions of opinion in this document may change without notice. Neither the delivery of this document nor any sale of the 2023 Bonds and 2024 Series 1 Bonds implies that there has been no change in the other matters contained in this document since its date. Material referred to in this document is not part of this document unless expressly included.

The 2023 Bonds and 2024 Series 1 Bonds will not be registered under the Securities Act of 1933, as amended, or the securities laws of any state of the United States, and will not be listed on any stock or other securities exchange. Neither the Securities and Exchange Commission nor any other federal, state, municipal or other governmental entity shall have passed upon the accuracy or adequacy of this Official Statement.

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STATE OFFICIALS PARTICIPATING IN ISSUANCE AND SALE OF THE 2023 BONDS AND 2024 SERIES 1 BONDS

BUILDING COMMISSION MEMBERS*

Voting Members	**Term of Office Expires**
Governor Tony Evers, Chairperson	January 4, 2027
Representative Rob Swearingen, Vice Chairperson	January 6, 2025
Senator Andre Jacque	January 6, 2025
Senator Joan Ballweg	January 6, 2025
Senator Robert Wirch	January 6, 2025
Representative Jill Billings	January 6, 2025
Representative Robert Wittke	January 6, 2025
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 4, 2027
Ms. Kathy K. Blumenfeld, Secretary Department of Administration	At the pleasure of the Governor
Mr. Craig Thompson, Secretary Department of Transportation	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

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

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

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 2023 BONDS AND 2024 SERIES 1 BONDS

Selected information is presented on this page for the convenience of the 2023 Bonds and 2024 Series 1 Bonds. To make an informed decision regarding the 2023 Bonds and 2024 Series 1 Bonds, a prospective investor should read this entire Official Statement.

Principal Amount and Description:	$142,510,000 State of Wisconsin Transportation Revenue Bonds, 2023 Series A $187,270,000 State of Wisconsin Transportation Revenue Refunding Bonds, 2023 Series 1 $43,325,000 State of Wisconsin Transportation Revenue Refunding Bonds, 2024 Series 1 (Forward Delivery)
Denominations:	Multiples of $5,000.
Date of Issue:	On or about April 6, 2023 for the 2023 Bonds and on or about April 2, 2024 for the 2024 Series 1 Bonds.
Forward Delivery:	The forward delivery date and certain conditions to the Underwriters' obligation to purchase the 2024 Series 1 Bonds on the settlement date give rise to certain risks to investors—*See page 14.* The Representative will require investors purchasing the 2024 Series 1 Bonds to execute and deliver a Delayed Delivery Contract—*See APPENDIX E.*
Interest Payment:	January 1 and July 1, commencing July 1, 2023 for the 2023 Bonds and commencing July 1, 2024 for the 2024 Series 1 Bonds.
Maturities:	2023 Series A Bonds; July 1, 2024-2043—*See inside front cover.* 2023 Series 1 Bonds; July 1, 2027-2035 and 2037—*See inside front cover.* 2024 Series 1 Bonds; July 1, 2029-2031—*See inside front cover.*
Record Date:	December 15 or June 15.
Redemption:	*Optional At Par*—The 2023 Bonds maturing on or after July 1, 2034 are subject to optional redemption at par (100%) on any date on or after July 1, 2033—*See page 4.* The 2024 Series 1 Bonds are not subject to optional redemption prior to their stated maturity date—*See page 4.*
Form:	Book-entry-only—*See page 5.*
Paying Agent:	All payments of principal and interest on the 2023 Bonds and 2024 Series 1 Bonds will be made by The Bank of New York Mellon Trust Company, N.A., or its successor. All payments will be made to The Depository Trust Company, which will distribute payments as described herein.
Authority for Issuance:	The 2023 Bonds and 2024 Series 1 Bonds are issued under Chapter 18 and Section 84.59 of the Wisconsin Statutes.
Purpose:	Proceeds of the 2023 Bonds and the 2024 Series 1 Bonds will be used to finance certain State transportation facilities and highway projects, to current refund (including by purchasing Tendered Bonds pursuant to the Invitation) certain Outstanding Bonds, and to pay costs of issuance.
Security:	The Bonds are revenue obligations having a first claim on vehicle registration fees (which are a substantial portion of pledged Program Income) and on other vehicle registration-related fees including, but not limited to, vehicle title transaction fees, registration and title counter service fees, and personalized license plate issuance and renewal fees—*See page 6.*
Priority and Additional Bonds:	The 2023 Bonds and 2024 Series 1 Bonds are issued on a parity with the Prior Bonds and any additional parity Bonds issued by the State pursuant to the General Resolution. As of February 15, 2023, $1,565,305,000 of Prior Bonds were Outstanding. The State may, if certain conditions are met, issue additional transportation revenue obligations on parity with the Prior Bonds, the 2023 Bonds and the 2024 Series 1 Bonds—*See page 7.*

Legality of Investment:	State law provides that the 2023 Bonds and 2024 Series 1 Bonds are legal investments for all banks and bankers, trust companies, savings banks and institutions, savings and loan associations, credit unions, investment companies, insurance companies, insurance associations, and other persons carrying on a banking or insurance business; for all personal representatives, guardians, trustees, and other fiduciaries; and for the State, the State investment board and all public officers, municipal corporations, political subdivisions, and public bodies.
Tax Matters:	Interest on the 2023 Bonds and 2024 Series 1 Bonds is, for federal income tax purposes, excludable from gross income and is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals; however, interest on the Bonds is taken into account in determining "adjusted financial statement income" for purposes of computing the federal alternative minimum tax imposed on certain corporations for taxable years beginning after December 31, 2022—*See page 13-15.* Interest on the 2023 Bonds and 2024 Series 1 Bonds is not exempt from State of Wisconsin income or franchise taxes—*See page 16.*
Legal Opinion:	Validity and tax opinions on the 2023 Bonds and 2024 Series 1 Bonds to be provided by Quarles & Brady LLP—See *APPENDIX C.*
2022 Annual Report:	This Official Statement incorporates by reference, and makes updates and additions to, Parts I, II, and V of the State of Wisconsin Continuing Disclosure Annual Report, dated December 23, 2022.

OFFICIAL STATEMENT

$373,105,000

STATE OF WISCONSIN

$142,510,000 TRANSPORTATION REVENUE BONDS, 2023 SERIES A
$187,270,000 TRANSPORTATION REVENUE REFUNDING BONDS, 2023 SERIES 1
$43,325,000 TRANSPORTATION REVENUE REFUNDING BONDS, 2024 SERIES 1 (FORWARD DELIVERY)

INTRODUCTION

This Official Statement sets forth information concerning the $142,510,000 State of Wisconsin Transportation Revenue Bonds, 2023 Series A **(2023 Series A Bonds)**, $187,270,000 State of Wisconsin Transportation Revenue Refunding Bonds, 2023 Series 1 **(2023 Series 1 Bonds)** (collectively, the 2023 Series A Bonds and 2023 Series 1 Bonds are called the **2023 Bonds**), and $43,325,000 State of Wisconsin Transportation Revenue Refunding Bonds, 2024 Series 1 (Forward Delivery) **(2024 Series 1 Bonds)**, issued by the State of Wisconsin **(State)**. This Official Statement includes by reference, and makes updates and additions to, Parts I, II, and V of the State of Wisconsin Continuing Disclosure Annual Report, dated December 23, 2022 **(2022 Annual Report)**.

The 2023 Bonds and the 2024 Series 1 Bonds are revenue obligations issued for the State of Wisconsin Transportation Facilities and Highway Projects Revenue Obligations Program (**Program**), authorized by Subchapter II of Chapter 18 of the Wisconsin Statutes, as amended **(Revenue Obligations Act)** and Section 84.59 of the Wisconsin Statutes (**Act**), and issued pursuant to a General Resolution adopted by the State of Wisconsin Building Commission (**Commission**) on June 26, 1986, as supplemented on March 19, 1998, August 9, 2000, and October 15, 2003 (**General Resolution**), and series resolutions adopted by the Commission on August 9, 2022 and February 3, 2023 (collectively, **Series Resolution)** (collectively, with the General Resolution, the **Resolutions**).

The 2023 Bonds, the 2024 Series 1 Bonds, the Prior Bonds, and any additional parity Bonds (as such terms are defined herein) issued by the State pursuant to the General Resolution, are secured by a first lien pledge of Program Income. Program Income (as defined herein) includes vehicle registration fees authorized under Section 341.25 of the Wisconsin Statutes and certain other vehicle registration-related fees. See "SECURITY FOR THE BONDS".

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

In connection with the issuance and sale of the 2023 Bonds and 2024 Series 1 Bonds, the Commission has authorized the preparation of this Official Statement. This Official Statement describes the terms of and security for the 2023 Bonds and 2024 Series 1 Bonds. Copies of the Resolutions, the Revenue Obligations Act and the Act are available from the Commission. All capitalized terms used in this Official Statement and not otherwise defined shall have the meanings assigned in the Resolutions. Certain documents are expressly incorporated into this Official Statement by reference, however, all other web sites listed in this Official Statement are provided for informational purposes only and are not incorporated by reference into this Official Statement.

THE DEPARTMENT OF TRANSPORTATION

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

Information concerning the Department is included as APPENDIX A to this Official Statement, which includes by reference Part V of the 2022 Annual Report. APPENDIX A also makes certain updates and additions to Part V of the 2022 Annual Report.

THE STATE

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

Information concerning the State and its financial condition is included as APPENDIX B, which includes by reference Part II of the 2022 Annual Report. APPENDIX B also makes updates and additions to Part II of the 2022 Annual Report, including but not limited to:

- Information about the executive budget for the 2023-25 biennium.
- Estimated General Fund condition statement for the 2022-23 fiscal year and estimated General Fund tax collections for the 2022-23, 2023-24, and 2024-25 fiscal years, as included in a report provided by the Legislative Fiscal Bureau **(LFB)** on January 25, 2023 **(January 2023 LFB Report)**.
- General Fund information for the 2022-23 fiscal year through January 31, 2023, which is presented on either a cash basis or an agency-recorded basis, and projected General Fund information for the remainder of the 2022-23 fiscal year, which is presented on a cash basis.

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

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

PLAN OF FINANCE

General

The Legislature has authorized the issuance of revenue obligations to finance the costs of State transportation facilities and highway projects **(Projects)** and to refund Outstanding Bonds previously issued for that purpose. The 2023 Series A Bonds are being issued to finance certain Projects and to pay for costs of issuance. The 2023 Series 1 Bonds are being issued to current refund (including by purchasing Tendered Bonds (defined herein)) certain Outstanding Bonds, or portions thereof **(Purchased Bonds)**, previously issued to finance Projects and to pay for costs of issuance. The 2024 Series 1 Bonds are being issued to current refund on July 1, 2024, certain remaining Outstanding Bonds that are not Purchased Bonds **(Remaining Refunded Bonds)** (collectively, the Purchased Bonds and the Remaining Refunded Bonds are called the **Refunded Bonds**) and to pay for costs of issuance. The Remaining Refunded Bonds are expected to consist of a portion of certain maturities of the 2015 Series A Bonds and 2017 Series 1 Bonds.

APPENDIX D identifies and provides information about the Refunded Bonds.

Invitation to Tender Bonds

On February 24, 2023, the State released an Invitation to Offers to Tender Bonds **(Invitation)**, inviting holders of certain maturities of outstanding Prior Bonds **(Invited Bonds)** to tender Invited Bonds for purchase by the State on the terms and conditions set forth in the Invitation. The purpose of the Invitation is to give the State the opportunity to retire the Invited Bonds on the date of issuance of the 2023 Series 1 Bonds **(Settlement Date)**.

Pursuant to the Invitation, the owners of the Invited Bonds may tender their Invited Bonds **(Tendered Bonds)** for cash and, subject to the conditions set forth in the Invitation, the State expects to purchase some or all of the Tendered Bonds at the purchase prices and on the other terms set forth in the Invitation, as supplemented or amended via pricing notice or otherwise. Any Purchased Bonds will be canceled on the Settlement Date and will no longer be deemed outstanding. Funds to pay the purchase price of the Purchased Bonds, and to pay the costs of the Invitation, are expected to be provided from the proceeds of the 2023 Series 1 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 **(MSRB)** through its Electronic Municipal Market Access **(EMMA)** system, and a copy is available from the State as provided on page B-2.

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

Current Refunding

Upon delivery of the 2023 Series 1 Bonds and 2024 Series 1 Bonds, proceeds of the 2023 Series 1 Bonds and 2024 Series 1 Bonds will be deposited into the debt service accounts held with the Trustee. The proceeds of the 2023 Series 1 Bonds will be used to pay the purchase price of the Purchased Bonds on the Settlement Date. The proceeds of the 2024 Series 1 Bonds will be used to pay the principal or redemption price of, and interest on, the Remaining Refunded Bonds on July 1, 2024.

Sources and Applications

It is expected that the proceeds of the 2023 Bonds and 2024 Series 1 Bonds will be applied as follows:

Sources	2023 Series A Bonds	2023 Series 1 Bonds	2024 Series 1 Bonds	Total
Principal Amount	$142,510,000.00	$187,270,000.00	$43,325,000.00	$373,105,000.00
Original Issue Premium	20,429,221.35	32,331,254.30	4,592,416.55	57,352,892.20
Funds on Deposit with Trustee	—	2,486,099.29	—	2,486,099.29
TOTAL SOURCES	$162,939,221.35	$222,087,353.59	$47,917,416.55	$432,943,991.49
Uses				
Deposit to Program Account to Pay Project Costs	$162,020,000.00	—	—	$162,020,000.00
Deposit to Debt Service Account	—	$220,467,066.84	$47,698,375.00	268,165,441.84
Deposit to Program Account to Pay Costs of Issuance	250,458.92	805,603.29	23,787.54	1,079,849.75
Underwriters' Discount	668,762.43	814,683.46	195,254.01	1,678,699.90
TOTAL USES	$162,939,221.35	$222,087,353.59	$47,917,416.55	$432,943,991.49

THE 2023 BONDS AND 2024 SERIES 1 BONDS

General

The 2023 Bonds and 2024 Series 1 Bonds are issued under the General Resolution. The inside front cover of this Official Statement sets forth the maturity dates, principal amounts, interest rates, and other information for the 2023 Bonds and 2024 Series 1 Bonds.

The 2023 Bonds and 2024 Series 1 Bonds are being issued in book-entry-only form, so the registered owner will be a securities depository or its nominee. The Commission has appointed, as the securities depository for the 2023 Bonds and 2024 Series 1 Bonds, The Depository Trust Company, New York, New York **(DTC)**. See "THE 2023 BONDS AND 2024 SERIES 1 BONDS; Book-Entry-Only Form".

The 2023 Bonds will be dated their date of delivery (expected to be April 6, 2023) and will bear interest from that date payable on January 1 and July 1 of each year, beginning on July 1, 2023. The 2024 Series 1 Bonds will be dated their date of delivery (expected to be April 2, 2024) and will bear interest from that date payable on January 1 and July 1 of each year, beginning on July 1, 2024.

Interest on the 2023 Bonds and 2024 Series 1 Bonds will be computed on the basis of a 30-day month and a 360-day year. So long as such 2023 Bonds and 2024 Series 1 Bonds are in book-entry-only form, payments of principal and interest for each 2023 Bond or 2024 Series 1 Bond will be paid to the securities depository.

The 2023 Bonds and 2024 Series 1 Bonds are issued as fully-registered bonds without coupons in the principal denominations of $5,000 or any multiples thereof.

The Bank of New York Mellon Trust Company, N.A., or its successor, is the trustee for the 2023 Bonds and 2024 Series 1 Bonds (**Trustee**). In addition, the Trustee is the registrar (**Registrar**) and paying agent (**Paying Agent**) for the 2023 Bonds and 2024 Series 1 Bonds.

Optional Redemption at Par

The 2023 Bonds maturing on or after July 1, 2034 are subject to optional redemption, at the option of the Commission, on July 1, 2033 or any date after that date, in whole or in part in integral multiples of $5,000, at a redemption price equal to par (100% of the principal amount to be redeemed), plus accrued interest to the date of redemption.

The 2024 Series 1 Bonds are not subject to redemption prior to their stated maturity date.

In the event of partial redemption, the Commission shall direct the series, and the amounts and maturity or maturities of the 2023 Bonds to be redeemed.

Selection of 2023 Bonds for Redemption

The 2023 Bonds shall be called for redemption in multiples of $5,000 and bonds of denominations of more than $5,000 shall be treated as representing the number of bonds obtained by dividing the denomination of the bond by $5,000, and such bonds may be selected for redemption in part. If the 2023 Bonds are in book-entry form and less than all of a particular maturity are to be redeemed, selection of the ownership interests of the 2023 Bonds affected thereby shall be made solely by DTC and the DTC Participants in accordance with their then prevailing rules. If the 2023 Bonds are in certificated form and less than all of a particular maturity are to be redeemed, selection shall be by lot.

Notice of Redemption

So long as the 2023 Bonds are in book-entry form, a notice of the redemption of any 2023 Bonds shall be sent to the securities depository not less than 30 days or more than 60 days prior to the date of redemption.

Interest on any 2023 Bond so called for prior redemption shall cease to accrue on the redemption date provided payment thereof has been duly made or provided for.

Ratings

The following ratings have been assigned to the 2023 Bonds and 2024 Series 1 Bonds:

Rating	Rating Organization
AA+	Fitch Ratings
AAA	Kroll Bond Rating Agency, LLC
AAA	S&P Global Ratings

Any explanation of what a rating means may only be obtained from the rating organization giving the rating. A securities rating is not a recommendation to buy, sell, or hold securities and may be subject to revision or withdrawal at any time. No one can offer any assurance that a rating will be maintained for any period of time. Any downgrade or withdrawal of a rating may adversely affect the market price of the 2023 Bonds and 2024 Series 1 Bonds and the Outstanding Bonds. The State may elect not to continue requesting ratings on the 2023 Bonds and 2024 Series 1 Bonds and the Outstanding Bonds from any particular rating organization or may elect to request ratings on the 2023 Bonds and 2024 Series 1 Bonds and the Outstanding Bonds from a different rating organization.

Book-Entry-Only Form

The 2023 Bonds and 2024 Series 1 Bonds are being initially issued in book-entry-only form. Purchasers of the 2023 Bonds and 2024 Series 1 Bonds will not receive bond certificates but instead will have their ownership recorded in the book-entry system.

Bond certificates are to be issued and registered in the name of a nominee of DTC, which acts as securities depository for the 2023 Bonds and 2024 Series 1 Bonds. Ownership of the 2023 Bonds and 2024 Series 1 Bonds by the purchasers is shown in the records of brokers and other organizations participating in the DTC book-entry system **(DTC Participants)**. All transfers of ownership in the 2023 Bonds and 2024 Series 1 Bonds must be made, directly or indirectly, through DTC Participants.

Payment

The Trustee will make all payments of principal of, interest on, and any redemption premium on the 2023 Bonds and 2024 Series 1 Bonds to DTC. Owners of the 2023 Bonds and 2024 Series 1 Bonds will receive payments through the DTC Participants.

Notices and Voting Rights

The State and Trustee will provide notices and other communications about the 2023 Bonds and 2024 Series 1 Bonds to DTC. Owners of the 2023 Bonds and 2024 Series 1 Bonds will receive any notices or communications through the DTC Participants. In any situation involving voting rights, DTC will not vote but rather will give a proxy through the DTC Participants.

Redemption

If less than all of the 2023 Bonds of a given maturity are being redeemed, DTC's practice is to determine by lottery the amount of the 2023 Bonds to be redeemed from each DTC Participant.

Discontinued Service

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

Further Information

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

The State and Trustee are not responsible for a failure by DTC or any DTC Participant to transfer payments or notices to the owners of the 2023 Bonds and 2024 Series 1 Bonds or to follow the procedures established by DTC for its book-entry system.

Provisions Upon Discontinuance of Book-Entry-Only System

In the event the 2023 Bonds and 2024 Series 1 Bonds were not in book-entry-only form, how the 2023 Bonds and 2024 Series 1 Bonds are paid, redeemed, and transferred would differ as described below.

Payment

Payment of principal would be made by check or draft issued upon presentation and surrender of the 2023 Bonds and 2024 Series 1 Bonds at the office of the Paying Agent. Payment of interest due on the 2023 Bonds and 2024 Series 1 Bonds would be made by check or draft mailed to the registered owner shown in the registration books on the Record Date, which is the 15^{th} day of the month (whether or not a business day) preceding the Interest Payment Date.

Redemption

If less than all of a particular maturity of the 2023 Bonds of a particular series is to be redeemed, selection for redemption would be by lot. Any notice of the redemption of any 2023 Bonds would be mailed not less than 30 days prior to the date of redemption to the registered owners of any 2023 Bonds to be redeemed. Interest on any 2023 Bond called for redemption would cease to accrue on the redemption date so long as the 2023 Bond was paid or money was on deposit with the Registrar or Paying Agent for its payment.

Transfer

Any 2023 Bond or 2024 Series 1 Bond would be transferred by the person in whose name it is registered, in person or by his duly authorized legal representative, upon surrender of the 2023 Bonds or 2024 Series 1 Bonds to the Registrar for cancellation, together with a duly executed written instrument of transfer in a form approved by the Registrar. Whenever any 2023 Bond or 2024 Series 1 Bond is surrendered for transfer, the Registrar shall deliver 2023 Bonds or 2024 Series 1 Bonds in like aggregate principal amount, interest rate, and maturity. The Registrar may require the 2023 Bondholder or 2024 Series 1 Bondholder requesting the transfer to pay any tax, fee or other governmental charge required to be paid with respect to the transfer and may charge a sum sufficient to pay the cost of preparing such 2023 Bond or 2024 Series 1 Bond. The Registrar shall not be obliged to make any transfer or exchange of Bonds:

(1) after the 15th day of the month preceding an Interest Payment Date for such 2023 Bond or 2024 Series 1 Bond,

(2) during the 15 days preceding the date of the mailing of a notice of redemption of such 2023 Bonds selected for redemption, or

(3) after such 2023 Bond has been called for redemption.

SECURITY FOR THE BONDS

General

Information concerning the State of Wisconsin Transportation Facilities and Highway Projects Revenue Obligations Program (**Program**), security for the Bonds (as defined herein), sources of payment, vehicles subject to registration, past and projected vehicle registration fees, past and projected other vehicle registration-related fees, registration fee collection procedures, the Reserve Fund, additional Bonds, and the Department is included as APPENDIX A, which includes by reference Part V of the 2022 Annual Report. APPENDIX A also includes certain updates to Part V of the 2022 Annual Report.

Prior Bonds

The Legislature has authorized the issuance of $4.326 billion of revenue obligations to finance the costs of Projects, excluding revenue obligations issued to refund Outstanding Bonds and Notes. After the issuance of the 2023 Series A Bonds, approximately $67 million of legislative authority will remain unissued.

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

	Dated Date
Transportation Revenue Bonds, 2013 Series 1 **(2013 Bonds)**	March 6, 2013
Transportation Revenue Refunding Bonds, 2014 Series 2 **(2014 Series 2 Bonds)**	December 10, 2014
Transportation Revenue Refunding Bonds, 2015 Series 1 **(2015 Series 1 Bonds)**	April 30, 2015
Transportation Revenue Bonds, 2015 Series A **(2015 Series A Bonds)**	December 10, 2015
Transportation Revenue Bonds, 2017 Series 1 **(2017 Series 1 Bonds)**	May 31, 2017
Transportation Revenue Refunding Bonds, 2017 Series 2 **(2017 Series 2 Bonds)**	December 21, 2017
Transportation Revenue Bonds, 2019 Series A **(2019 Bonds)**	April 4, 2019
Transportation Revenue Refunding Bonds, 2020 Series 1 (Taxable) **(2020 Bonds)**	July 30, 2020
Transportation Revenue Bonds, 2021 Series A **(2021 Series A Bonds)**	March 31, 2021
Transportation Revenue Refunding Bonds, 2021 Series 1 (Taxable) **(2021 Series 1 Bonds)**	August 12, 2021

These Outstanding Bonds (collectively, **Prior Bonds**), and the 2023 Bonds and 2024 Series 1 Bonds, together with any future additional Bonds issued by the State pursuant to the General Resolution, are referred to collectively as the **Bonds**. As of February 15, 2023, the amount of outstanding Prior Bonds was $1,565,305,000.

The 2023 Bonds and 2024 Series 1 Bonds are issued on a parity with the Prior Bonds and any future additional parity Bonds issued by the State pursuant to the General Resolution. See "RISK FACTORS" below.

The State has previously issued various series of Transportation Revenue Commercial Paper Notes (collectively, **Notes**). As of February 15, 2023, there are no Outstanding Notes, but the State may issue additional Notes in the future. Such Notes would be issued pursuant to the General Resolution and pursuant to Series Resolutions that provide that the payment of the Notes by the State from Program Income is junior and subordinate to the Bonds. The Commission expects to authorize the issuance of additional Bonds to pay for the funding of any such Notes. If and when issued, the additional Bonds issued to fund any Notes may be on a parity with the Prior Bonds, the 2023 Bonds, the 2024 Series 1 Bonds, and any additional parity Bonds issued by the State pursuant to the provisions and conditions of the General Resolution.

Security

The Bonds are revenue obligations of the State payable solely from the Redemption Fund created by the General Resolution. The 2023 Bonds, the 2024 Series 1 Bonds, the Prior Bonds, and any additional parity Bonds issued by the State pursuant to the General Resolution, are secured by a first lien pledge of Program Income (as defined below), and the funds created by the General Resolution pledged to the payment of interest, principal, and Redemption Price on the Bonds. The Bonds are not general obligations of the State.

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

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

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

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

Flow of Funds

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

(1) to pay interest on all Outstanding Bonds,

(2) to pay the principal or Redemption Price of all Outstanding Bonds,

(3) to maintain the Debt Service Reserve Requirement, if any, in the Reserve Fund,

(4) to pay, from the Program Expense Fund, direct administrative expenses (**Program Expenses**) of the State's program of financing Projects, and

(5) to pay, from the Subordinated Debt Service Fund, principal of and interest on any Notes and any other obligations issued on a parity with the Notes.

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

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

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

State Pledge and Agreement

In the General Resolution, the State pledges and agrees with the Bondholders that the State will not limit or alter its powers to fulfill the terms of any agreements (made in the General Resolution or in the Bonds) with the

Bondholders, or in any way impair the rights and remedies of the Bondholders until the Bonds, together with interest, including interest on any unpaid installments of interest thereon, and Redemption Price thereof, and all costs and expenses in connection with any action or proceeding by or on behalf of the Bondholders, are fully met and discharged.

Reserve Fund

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

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

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

Additional Bonds

The General Resolution authorizes the issuance of additional Bonds for the purpose of paying the costs of Projects, funding reserves, paying costs of issuance, and refunding Outstanding Bonds. The issuance of transportation revenue obligations to finance the costs of Projects beyond the remaining legislative authorized amount requires additional legislative authorization; over the past ten years such additional legislative authorization has been provided biennially as part of the State's biennial budget process. See "SECURITY FOR THE BONDS; Prior Bonds".

In addition, except in the case of additional Bonds issued to refund Outstanding Bonds (such as the 2023 Series 1 Bonds and 2024 Series 1 Bonds), additional Bonds may be issued only if Program Income for any 12 consecutive calendar months of the preceding 18 calendar months was at least equal to 2.25 times the maximum aggregate Principal and Interest Requirement in any Bond Year for all Outstanding Bonds. The General Resolution defines **Outstanding Bonds**, as of any particular date, as all Bonds previously delivered and expected to be delivered (such as the 2023 Bonds and 2024 Series 1 Bonds), except (1) any Bond canceled by the Trustee, or proven to the satisfaction of the Trustee to have been canceled by the Registrar, (2) any Bond deemed to have been defeased pursuant to the General Resolution, and (3) any Bond in lieu of or in substitution for which another Bond shall have been delivered pursuant to the requirements of the General Resolution or any Series Resolution.

SUMMARY OF THE GENERAL RESOLUTION

A summary of certain provisions of the General Resolution is included as APPENDIX A, which includes by reference Part V of the 2022 Annual Report.

RISK FACTORS

Revenue Obligations

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

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

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

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

Parity Debt

The 2023 Bonds and 2024 Series 1 Bonds are issued pursuant to the General Resolution on parity with each other and any other obligations to be issued on parity with the Bonds.

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

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

Impact of General Economic Factors

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

Industry Demand Factors

The number of motor vehicle registrations, title transactions and related fee-generating activities depend in large part on demand for and use of automobiles, trucks and other motor vehicles in the State. In addition to adverse general economic factors, longer term trends in automobile, truck and other motor vehicle demand could be adversely affected by various factors, including increased reliance on alternative methods to trucking for business and industrial transport, increased reliance on public transportation, or other alternative transportation options, stagnation in or lack of acceptance of new motor vehicle product offerings, demographic changes in the driving age population.

Registration Fee Collection Procedures

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

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

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

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

Future Changes in Law

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

Tax Matters

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

BORROWING PROGRAM

The 2023 Bonds will be the first two series of transportation revenue obligations to be issued in calendar year 2023.

After the issuance of the 2023 Series A Bonds, approximately $20 million of authorization of the Commission will remain for additional transportation revenue obligations for the financing of Projects. The amount and timing of any issuance and sale of additional transportation revenue obligations for the financing of Projects depend on the expenditures for such projects.

Assuming the issuance of the 2023 Series 1 Bonds and 2024 Series 1 Bonds, approximately $69 million of authorization of the Commission will remain for additional transportation revenue refunding obligations to refund outstanding transportation revenue bonds. The Commission likely will be asked to authorize the issuance of additional transportation revenue refunding obligations. The amount and timing of any additional issuance of transportation revenue refunding bonds depend, among other factors, on market conditions.

Other Obligations

The State has issued one series of general obligation bonds in calendar year 2023, in the principal amount of $199 million. The State has also issued one series of general obligation refunding bonds in calendar year 2023, in the principal amount of $126 million.

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

- Up to $139 million of additional general obligations for general governmental purposes. The State anticipates issuing these general obligations in the form of fixed rate bonds or variable rate notes in either the second or third quarter of calendar year 2023.
- Up to $500 million of additional general obligations for the refunding of general obligation bonds previously issued for general governmental purposes. The amount and timing of any sale and issuance of any additional general obligations for refunding purposes depend, among other factors, on market conditions.
- General obligations for the funding of the State's outstanding 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 February 15, 2023. 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.

The Commission likely will be asked to authorize the issuance of general obligations for general governmental purposes during calendar year 2023. The amount and timing of issuance in this calendar year of general obligations for these purposes depend on disbursements from the State Capital Improvement Fund for authorized purposes.

The State has issued one series of general fund annual appropriation refunding bonds in calendar year 2023, in the principal amount of $384 million. The amount and timing of any additional issuance of general fund annual appropriation refunding bonds depend, among other factors, on market conditions.

The State has not issued any master lease certificates of participation in calendar year 2023. 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 has not issued any environmental improvement fund revenue bonds in calendar year 2023. The Commission has authorized up to $100 million of environmental improvement fund revenue bonds for the purpose of making loans under the State's Environmental Improvement Fund. The sale and issuance of any environmental improvement fund revenue bonds depend, among other factors, on disbursement of funds from the State's Environmental Improvement Fund and market conditions.

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

UNDERWRITING

The 2023 Bonds and 2024 Series 1 Bonds are being purchased by the **Underwriters**, for which Citigroup Global Markets Inc. is acting as the **Representative**.

- The Underwriters have agreed, subject to certain conditions, to purchase the 2023 Series A Bonds from the State at an aggregate purchase price, not including accrued interest, of $162,270,458.92, reflecting an original issue premium of $20,429,221.35 and less an underwriters' discount of $668,762.43.

- The Underwriters have agreed, subject to certain conditions, to purchase the 2023 Series 1 Bonds from the State at an aggregate purchase price, not including accrued interest, of $218,786,570.84, reflecting an original issue premium of $32,331,254.30 and less an underwriters' discount of $814,683.46.
- The Underwriters have agreed, subject to certain conditions, to purchase the 2024 Series 1 Bonds from the State at an aggregate purchase price, not including accrued interest, of $47,722,162.54, reflecting an original issue premium of $4,592,416.55 and less an underwriters' discount of $195,254.01.

The Purchased Bonds are being tendered under the terms of the Invitation through Citigroup Global Markets Inc. and Cabrera Capital Markets, 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 2023 Series 1 Bonds.

The Underwriters have agreed to reoffer the 2023 Bonds and 2024 Series 1 Bonds at the public offering prices or yields set forth on the inside front cover. The 2023 Bonds and 2024 Series 1 Bonds may be offered and sold to certain dealers (including dealers depositing such 2023 Bonds and 2024 Series 1 Bonds into investment trusts) at prices lower than such public offering prices, and such prices may be changed, from time to time, by the Underwriters. The Underwriters' obligations are subject to certain conditions, and they will be obligated to purchase all the 2023 Bonds and 2024 Series 1 Bonds if any 2023 Bonds and 2024 Series 1 Bonds are purchased.

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

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

If an Underwriter or its affiliate is an owner of Refunded Bonds, that Underwriter or affiliate would receive a portion of the proceeds from the issuance of the 2023 Series 1 Bonds or 2024 Series 1 Bonds in connection with the purchase or redemption of those Refunded Bonds.

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

Priority of Allocations of 2023 Series 1 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 2023 Series 1 Bonds, subject to the following sentence, has a preference of allocation of the 2023 Series 1 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 2023 Series 1 Bonds, as provided in the rules of the MSRB. The State also has the discretion to alter its instructions.

Certain Forward Delivery Considerations, Acknowledgements, and Risks with Respect to the 2024 Series 1 Bonds

The State expects that the 2024 Series 1 Bonds will be issued and delivered on or about April 2, 2024 or on such later date (no later than June 30, 2024) as is mutually agreed upon by the State and the Representative (**Forward Settlement Date**). There are numerous conditions which must be satisfied prior to issuance and delivery of the 2024 Series 1 Bonds and the following is not meant to be an exhaustive list of such conditions. There can be no assurance that all of the conditions to the issuance and delivery of the 2024 Series 1 Bonds will be satisfied nor that the 2024 Series 1 Bonds will be issued.

The following is a summary description of certain provisions of the Forward Delivery Bond Purchase Agreement (the **Forward Delivery Purchase Agreement**) for the 2024 Series 1 Bonds entered into on March 14, 2023 between the State and the Representative. Subject to the terms of the Forward Delivery Purchase Agreement, the State is to issue and deliver the 2024 Series 1 Bonds on the Forward Settlement Date.

The obligation of the Underwriters to purchase the 2024 Series 1 Bonds from the State is subject to the satisfaction of certain conditions on the Forward Settlement Date. The conditions to be satisfied during the period from and including the date of the Forward Delivery Purchase Agreement to and including the Forward Settlement Date are, in general, comparable to those in connection with bond closings that utilize a standard two to three-week period between sale dates and settlement dates. Because of the forward delivery in connection with the sale and settlement of the 2024 Series 1 Bonds, there are, however, certain additional termination rights and settlement conditions that are not generally present in bond transactions that do not involve a forward delivery, and certain of those additional rights and conditions are summarized below. All of the conditions and termination rights with respect to the sale and settlement of the 2024 Series 1 Bonds are set forth in the Delayed Delivery Contract, the form of which is attached as APPENDIX E (the **Delayed Delivery Contract**), and all of the discussion under this caption is qualified by reference to such contract. ***Investors in the 2024 Series 1 Bonds must execute and deliver to the Underwriters a Delayed Delivery Contract.***

Prior to the Forward Settlement Date, an updated Official Statement (Updated Official Statement) will be delivered to reflect any material changes since the date of the Official Statement, including, but not limited to, updated financial and operating information as described in APPENDIX A and APPENDIX B.

BY PLACING AN ORDER WITH THE UNDERWRITERS FOR THE PURCHASE OF THE 2024 SERIES 1 BONDS, SUCH PURCHASER ACKNOWLEDGES AND AGREES THAT THE 2024 SERIES 1 BONDS ARE BEING SOLD ON A "FORWARD" BASIS AND THAT SUCH PURCHASER IS OBLIGATED TO ACCEPT DELIVERY OF AND PAY FOR THE 2024 SERIES 1 BONDS ON THE FORWARD SETTLEMENT DATE SUBJECT TO THE CONDITIONS IN THE DELAYED DELIVERY CONTRACT, AND THAT EACH PURCHASER WILL SIGN, AND DELIVER TO THE REPRESENTATIVE, A DELAYED DELIVERY CONTRACT (IN THE FORM OF APPENDIX E) AS A CONDITION TO ANY 2024 SERIES 1 BONDS BEING ALLOCATED TO SUCH PURCHASER. ADDITIONALLY, EACH PURCHASER ACKNOWLEDGES AND AGREES THAT ANY SALE OF THE 2024 SERIES 1 BONDS BY THE PURCHASER DURING THE FORWARD DELIVERY PERIOD (AS DEFINED BELOW) MUST BE ACCOMPANIED BY A DELAYED DELIVERY CONTRACT (IN THE FORM OF APPENDIX E) EXECUTED BY THE NEW PURCHASER, TOGETHER WITH DELIVERY OF THE OFFICIAL STATEMENT TO THE NEW PURCHASER.

Limited Termination Rights Prior to Forward Settlement Date

The Underwriters' obligations under the Forward Delivery Purchase Agreement to purchase, accept delivery of and pay for the 2024 Series 1 Bonds on the Forward Settlement Date are conditioned upon the performance by the State of its obligations thereunder, the delivery of certain certificates and legal opinions, and the satisfaction of other conditions as of the Forward Settlement Date. The Underwriters may terminate the Forward Delivery Purchase Agreement without liability at any time after March 14, 2023 (the "Forward Delivery Purchase Agreement Date") and on or prior to the Forward Settlement Date if any of the following shall occur during such period (the "Forward Delivery Period"):

(a) an event shall occur which makes untrue or incorrect in any material respect, as of the time of such event, any statement or information contained in this Official Statement or the Updated Official Statement or which is not reflected in this Official Statement or the Updated Official Statement but should be reflected therein in order to make the statements contained therein in the light of the circumstances under and as of the date which they were made, not misleading in any material respect and, in either such event, the State refuses to permit this Official Statement or the Updated Official Statement, as the case may be, to be supplemented to supply such statement or information in a manner satisfactory to the Underwriters;

(b) as a result of any Change in Law (defined below), Bond Counsel notifies the State that it does not expect to be able to issue an opinion on the Forward Settlement Date either (i) substantially in the form and to the effect set forth in APPENDIX C to this Official Statement or (ii) notwithstanding a Change in Law that prevents Bond Counsel from issuing an opinion substantially in the form and to the effect set forth in APPENDIX C to this Official Statement, that interest on the 2024 Series 1 Bonds is not subject to any then currently imposed federal income tax and is not included as a specific preference item for purposes of federal alternative minimum taxes imposed on individuals; however, interest on the 2024 Series 1 Bonds is taken into account in determining "adjusted financial statement income" for purposes of computing the federal alternative minimum tax imposed on Applicable Corporations (as defined in Section 59(k) of the Code) for taxable years beginning after December 31, 2022;

(c) for any other reason, Bond Counsel does not expect to be able to issue an opinion substantially in the form and to the effect set forth in APPENDIX C to this Official Statement;

(d) for any reason, including a Change in Law, the issuance, offering, or sale of the 2024 Series 1 Bonds as contemplated by the Forward Delivery Purchase Agreement or by this Official Statement, is or would be in violation of any provision of the federal securities laws, including the 1933 Act, the 1934 Act, or the 1939 Act;

(e) the State shall have defaulted in the payment of its transportation revenue obligations debt, or an event of default has occurred and is continuing that materially impairs the State's ability to perform its obligations under the General Resolution, as amended, or any Series Resolution; or

(f) as of the Forward Settlement Date, the 2024 Series 1 Bonds are not rated (or any rating is suspended or withdrawn which results in the 2024 Series 1 Bonds having no rating) by any of Fitch Ratings, Kroll Bond Rating Agency, LLC, or S&P Global Ratings.

If the holder of a 2024 Series 1 Bond is not able to utilize the full benefit of the exclusion from gross income for federal income tax purposes of interest payable on the 2024 Series 1 Bonds as a result of a change that applies to all "state or local bonds," regardless of when issued, the Underwriters will not have a right to terminate their obligation to purchase the 2024 Series 1 Bonds under the Forward Delivery Purchase Agreement and the purchasers will be required to accept delivery of the 2024 Series 1 Bonds.

For the purposes of paragraphs (d) and (e) above:

"1933 Act" shall mean the federal Securities Act of 1933, as amended or supplemented.

"1934 Act" shall mean the federal Securities Exchange Act of 1934, as amended or supplemented.

"1939 Act" shall mean the federal Trust Indenture Act of 1939, as amended or supplemented.

"Change in Law" means (i) any change in or addition to applicable federal or state law, whether statutory or as interpreted by the courts, including any changes in or new rules, regulations or other pronouncements or interpretations by federal or state agencies, (ii) any legislation enacted by the Congress of the United States or recommended for passage by the President of the United States (if such enacted legislation has a proposed effective date which is on or before the Forward Settlement Date), (iii) any law, rule or regulation proposed or enacted by any governmental body, department or agency (if such enacted law, rule or regulation has a proposed effective date which is on or before the Forward Settlement Date) or (iv) any judgment, ruling or order issued by any court or administrative body, which with respect to the foregoing clauses (i) through (iv) would, (A) as to the Underwriters, legally prohibit (or have the retroactive effect of prohibiting, if enacted, adopted, passed or finalized) the Underwriters from (1) accepting delivery of and paying for the 2024 Series 1 Bonds in accordance with the provisions of the Forward Delivery Purchase Agreement or (2) selling the 2024 Series 1 Bonds or beneficial ownership interests therein to the bona fide purchasers or, (B) as to the State, make illegal the issuance, sale or delivery of the 2024 Series 1 Bonds (or have the retroactive effect of making illegal such issuance, sale or delivery, if enacted, adopted, passed or finalized); (C) eliminate the exclusion from gross income of interest for federal income tax purposes on the 2024 Series 1 Bonds (or have the retroactive effect of eliminating such exclusion if enacted, adopted, passed, or finalized); or (D) require the 2024 Series 1 Bonds to be registered under the 1933 Act or under the 1934 Act, or require the Resolutions to be qualified under the 1939 Act (or have the retroactive effect of requiring such registration or qualification if enacted, adopted, passed or finalized); or (v) a stop order, ruling, regulation, or official statement by the SEC or any other governmental agency having jurisdiction of the subject matter shall have been issued or made or any other event occurs, the effect of which is that the issuance, offering or sale of the 2024 Series 1 Bonds, is, or would be, in violation of any provision of the federal securities laws, including the 1933 Act, the 1934 Act or the 1939 Act.

During the period of time between the date of this Official Statement and the Forward Settlement Date, certain information contained in this Official Statement could change in a material respect. The State has agreed to amend or supplement this Official Statement with an Updated Official Statement not more than 25 days or less than 10 days prior to the Forward Settlement Date. Although the State is not aware, as of the date of this Official Statement, of any information that would lead it to believe that it will be unable to satisfy its obligations under the Forward Delivery Purchase Agreement on the Forward Settlement Date, no assurances can be made that, as of the Forward Settlement Date: (i) there will have been no Change in Law; (ii) the facts and circumstances that are material to one or more of the required legal opinions will not differ from the facts and circumstances as of the Forward Delivery Purchase Agreement Date, or (iii) that all necessary certifications and representations can or will be delivered and made in connection with the proposed issuance and delivery of the 2024 Series 1 Bonds. As a consequence of any of the foregoing, one or more of the foregoing legal opinions may not be rendered or one or more of the Forward Settlement Date conditions in the Forward Delivery Purchase Agreement may not be met, with the possible result that the delivery of the 2024 Series 1 Bonds will not occur.

NONE OF THE UNDERWRITERS (NOR, IN TURN, THE PURCHASERS OF THE 2024 SERIES 1 BONDS FROM THE UNDERWRITERS) MAY REFUSE TO PURCHASE THE 2024 SERIES 1 BONDS ON THE FORWARD SETTLEMENT DATE BY REASON OF "GENERAL MARKET OR CREDIT CHANGES," INCLUDING, BUT NOT LIMITED TO, (A) CHANGES IN THE RATINGS ASSIGNED TO THE 2024 SERIES 1 BONDS ON THE FORWARD DELIVERY PURCHASE AGREEMENT DATE OR CHANGES IN THE CREDIT ASSOCIATED WITH THE 2024 SERIES 1 BONDS OR (B) CHANGES IN THE FINANCIAL CONDITION, OPERATIONS, PERFORMANCE, PROPERTIES OR PROSPECTS OF THE STATE PRIOR TO THE FORWARD SETTLEMENT DATE.

Additional Risks Related to Forward Delivery Period

DURING THE FORWARD DELIVERY PERIOD, CERTAIN INFORMATION CONTAINED IN THIS OFFICIAL STATEMENT MAY CHANGE IN A MATERIAL RESPECT. ANY CHANGES IN SUCH

INFORMATION WILL NOT PERMIT THE UNDERWRITERS TO TERMINATE THE FORWARD PURCHASE AGREEMENT OR RELEASE THE PURCHASERS FROM THEIR COMMITMENTS TO PURCHASE THE 2024 SERIES 1 BONDS UNLESS THE CHANGE REFLECTS AN EVENT DESCRIBED UNDER "– Limited Termination Rights Prior to Forward Settlement Date" ABOVE. IN ADDITION TO THE RISKS SET FORTH BELOW, PURCHASERS OF THE 2024 SERIES 1 BONDS ARE SUBJECT TO CERTAIN ADDITIONAL RISKS, SOME OF WHICH ARE DESCRIBED BELOW, AND WHICH WILL NOT CONSTITUTE GROUNDS FOR PURCHASERS TO REFUSE TO ACCEPT DELIVERY OF AND PAY FOR THE 2024 SERIES 1 BONDS.

Ratings Risk. Issuance of the 2024 Series 1 Bonds and the Underwriters' obligations under the Forward Delivery Purchase Agreement are not conditioned upon the assignment of any particular ratings for the 2024 Series 1 Bonds or the maintenance of the ratings assigned to the 2024 Series 1 Bonds as of the Forward Delivery Purchase Agreement Date. A change in ratings after the Forward Delivery Purchase Agreement Date does not entitle the Underwriters to terminate the Forward Delivery Purchase Agreement or release the Underwriters from their obligations to purchase the 2024 Series 1 Bonds. Notwithstanding the foregoing, the Underwriters' obligations under the Forward Delivery Purchase Agreement are conditioned upon the 2024 Series 1 Bonds being rated by Fitch Ratings, Kroll Bond Rating Agency, LLC, and S&P Global Ratings on the Forward Settlement Date.

Secondary Market Risk. The Underwriters are not obligated to make a secondary market in the 2024 Series 1 Bonds and no assurances can be given that a secondary market will exist for the 2024 Series 1 Bonds during the Forward Delivery Period. Purchasers of the 2024 Series 1 Bonds should assume that the 2024 Series 1 Bonds will be illiquid throughout the Forward Delivery Period.

Market Value Risk. The market value of the 2024 Series 1 Bonds as of the Forward Settlement Date may be affected by a variety of factors including, without limitation, general market conditions, the ratings then assigned to the 2024 Series 1 Bonds, the financial condition and business operations of the State and federal and state tax, securities, and other laws. The market value of the 2024 Series 1 Bonds as of the Forward Settlement Date could therefore be higher or lower than the price to be paid by the initial purchasers of the 2024 Series 1 Bonds and that difference could be substantial. The Underwriters will nevertheless be obligated to take delivery of and pay for the 2024 Series 1 Bonds if the Forward Settlement Date conditions in the Forward Delivery Purchase Agreement are satisfied. Neither the State nor the Underwriters make any representation as to the expected market price of the 2024 Series 1 Bonds as of the Forward Settlement Date. Further, no assurance can be given that the introduction or enactment of any future legislation will not affect the market price for the 2024 Series 1 Bonds as of the Forward Settlement Date or thereafter or not have a materially adverse impact on any secondary market for the 2024 Series 1 Bonds.

Tax Law Risk. Subject to the additional conditions of settlement described above, the Forward Delivery Purchase Agreement obligates the State to deliver and the Underwriters to purchase and accept delivery of the 2024 Series 1 Bonds if the State delivers an opinion of Bond Counsel with respect to the 2024 Series 1 Bonds substantially in the form and to the effect as set forth in APPENDIX C hereto. During the Forward Delivery Period, new legislation, new court decisions, new regulations, or new rulings may be enacted, delivered, or promulgated, or existing law, including regulations adopted pursuant thereto, may be interpreted in a manner that might prevent Bond Counsel from rendering its opinion or otherwise affect the substance of such opinion. On the other hand, if any such action only diminishes the value, as opposed to eliminating the exclusion from gross income for federal income tax purposes of interest payable on "state or local bonds" regardless of when issued, the Underwriters would not have the right to terminate their obligations under the Forward Delivery Purchase Agreement. In the latter case, the Underwriters (and purchasers of the 2024 Series 1 Bonds from the Underwriters) would be required to accept delivery of the 2024 Series 1 Bonds. Prospective purchasers are encouraged to consult their tax advisors regarding the likelihood that legislation affecting the treatment of interest on the 2024 Series 1 Bonds may be enacted and the consequences of such enactment for the purchasers. See "TAX MATTERS".

CUSIP NUMBERS, REOFFERING YIELDS, PRICES, AND OTHER INFORMATION

Information about the 2023 Bonds and 2024 Series 1 Bonds is provided for reference in the tables on the inside front cover of this Official Statement. CUSIP numbers have been assigned to these issues by CUSIP Global Services. The CUSIP number for each maturity has been obtained from a source the State believes to be reliable, but the CUSIP numbers are subject to change after issuance of the 2023 Bonds and 2024 Series 1 Bonds, and neither the State nor the Underwriter is responsible for the correctness of the CUSIP numbers. The Underwriters have provided the reoffering yields and prices for the 2023 Bonds and 2024 Series 1 Bonds. For each of the 2023 Bonds subject to optional redemption, the yield at issuance shown is the lower of the yield to the first optional call date or the yield to the nominal maturity date.

LEGALITY FOR INVESTMENT

State law provides that the 2023 Bonds and 2024 Series 1 Bonds are legal investments for the following:

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

PENDING LITIGATION

The State and its officers and employees are defendants in numerous lawsuits. It is not expected that the pending litigation will be finally determined so as to result individually or in the aggregate in a final judgment against the State which would materially affect the payment of interest on, principal of, or Redemption Price of the 2023 Bonds and 2024 Series 1 Bonds.

As required by law, the office of the Attorney General will examine a certified copy of all proceedings leading to issuance of the 2023 Bonds and 2024 Series 1 Bonds. The Attorney General will deliver an opinion on the regularity and validity of the proceedings. The Attorney General's opinion will also state that there is no action, suit, or proceeding, either pending or threatened in writing, known to the Attorney General, restraining or enjoining the issuance, sale, execution, or delivery of the 2023 Bonds and 2024 Series 1 Bonds, and there also is no action, suit, or proceeding, either pending or threatened in writing, known to the Attorney General, in any way contesting or affecting (1) the titles to their respective offices of any of the State officers involved in the issuance of the 2023 Bonds and 2024 Series 1 Bonds, (2) the validity of the 2023 Bonds and 2024 Series 1 Bonds or any proceedings or authority by which the same have been issued, sold, executed and delivered, or (3) the pledge or application of any moneys or security provided for the payment of the 2023 Bonds and 2024 Series 1 Bonds, the existence of the Department or its power to charge and collect Registration Fees and Other Registration-Related Fees and pledge them for the payment of the 2023 Bonds and 2024 Series 1 Bonds.

In the event certificated 2023 Bonds and 2024 Series 1 Bonds are issued, the certificate of the Attorney General will be printed on the reverse side of each 2023 Bond or 2024 Series 1 Bond.

LEGALITY

All legal matters incident to the authorization, issuance, and delivery of the 2023 Bonds and 2024 Series 1 Bonds are subject to the opinions of Quarles & Brady LLP (**Bond Counsel**), whose approving opinions, substantially in the forms shown in APPENDIX C, will be delivered on the date of issue of the 2023 Bonds and

2024 Series 1 Bonds. In the event certificated 2023 Bonds and 2024 Series 1 Bonds are issued, the related opinion will be printed on the reverse side of each 2023 Bond or 2024 Series 1 Bond.

Quarles & Brady LLP has also been retained by the State to serve as Disclosure Counsel to the State with respect to the 2023 Bonds and 2024 Series 1 Bonds. Although, as counsel to the State, Quarles & Brady LLP has assisted the State with certain disclosure matters, Quarles & Brady LLP has not undertaken to independently verify the accuracy, completeness or sufficiency of this Official Statement or other offering material relating to the 2023 Bonds and 2024 Series 1 Bonds and assumes no responsibility whatsoever nor shall have any liability to any other party for the statements or information contained or incorporated by reference in this Official Statement. Further, Quarles & Brady LLP makes no representation as to the suitability of the 2023 Bonds and 2024 Series 1 Bonds for any investor.

TAX MATTERS

The following is a summary of certain United States federal income tax consequences resulting from the beneficial ownership of 2023 Bonds and 2024 Series 1 Bonds by certain persons. This summary does not consider all the possible federal income tax consequences of the purchase, ownership, or disposition of the 2023 Bonds and 2024 Series 1 Bonds and is not intended to reflect the individual tax position of any beneficial owner.

Tax Exemption

Bond Counsel will deliver legal opinions with respect to the exclusion from gross income for federal income tax purposes applicable to the interest on the 2023 Bonds and 2024 Series 1 Bonds under existing law substantially in the form as set forth in APPENDIX C.

Prospective purchasers of the 2023 Bonds and 2024 Series 1 Bonds should be aware that ownership of the 2023 Bonds or 2024 Series 1 Bonds may result in collateral federal income tax consequences to certain taxpayers. Bond Counsel will not express any opinion as to such collateral tax consequences. Prospective purchasers of the 2023 Bonds or 2024 Series 1 Bonds should consult their tax advisors as to collateral federal income tax consequences.

From time to time, legislation is proposed and there are or may be legislative proposals pending in the Congress of the United States that, if enacted, could alter or amend the federal tax matters referred to above or adversely affect the market value of the 2023 Bonds or 2024 Series 1 Bonds. It cannot be predicted whether or in what form any proposal that could alter one or more of the federal tax matters referred to above or adversely affect the market value of the 2023 Bonds or 2024 Series 1 Bonds may be enacted. Prospective purchasers of the 2023 Bonds or 2024 Series 1 Bonds should consult their own tax advisors regarding any pending or proposed federal tax legislation. Bond counsel expresses no opinion regarding any pending or proposed federal tax legislation.

Original Issue Premium

To the extent that the initial offering price of certain of the 2023 Bonds or 2024 Series 1 Bonds is more than the principal amount payable at maturity, such 2023 Bonds or 2024 Series 1 Bonds **(Premium 2023 Bonds or 2024 Series 1 Bonds)** will be considered to have bond premium.

Any Premium 2023 Bond or 2024 Series 1 Bond purchased in the initial offering at the issue price will have "amortizable bond premium" within the meaning of Section 171 of the Code. The amortizable bond premium of each Premium 2023 Bond or 2024 Series 1 Bond is calculated on a daily basis from the issue date of such Premium 2023 Bond or 2024 Series 1 Bond until its stated maturity date (or call date, if any) on the basis of a constant interest rate compounded at each accrual period (with straight line interpolation between the compounding dates). An owner of a Premium 2023 Bond or 2024 Series 1 Bond that has amortizable bond premium is not allowed any deduction for the amortizable bond premium; rather the amortizable bond premium attributable to a taxable year is applied against (and operates to reduce) the amount of tax-exempt interest payments on the Premium 2023 Bonds or 2024 Series 1 Bonds. During each taxable year, such an owner must reduce his or her tax basis in such Premium 2023 Bond or 2024 Series 1 Bond by the amount of the amortizable bond premium that is allocable to the portion of such taxable year during which the owner held such Premium

2023 Bond or 2024 Series 1 Bond. The adjusted tax basis in a Premium 2023 Bond or 2024 Series 1 Bond will be used to determine taxable gain or loss upon a disposition (including the sale, exchange, redemption, or payment at maturity) of such Premium 2023 Bond or 2024 Series 1 Bond.

Owners of Premium 2023 Bonds or 2024 Series 1 Bonds who did not purchase such Premium 2023 Bonds or 2024 Series 1 Bonds in the initial offering at the issue price should consult their own tax advisors with respect to the tax consequences of owning such Premium 2023 Bonds or 2024 Series 1 Bonds. Owners of Premium 2023 Bonds or 2024 Series 1 Bonds should consult their own tax advisors with respect to the state and local tax consequences of owning the Premium 2023 Bonds or 2024 Series 1 Bonds.

State Tax Considerations

The interest on each series of 2023 Bonds and 2024 Series 1 Bonds is not exempt from current Wisconsin income or franchise taxes.

MUNICIPAL ADVISOR

Public Resources Advisory Group, Inc. has been employed by the State to perform professional services in the capacity of financial advisor **(Municipal Advisor)**. The Municipal Advisor has provided advice on the plan of finance, selection of the Refunded Bonds, and structure of the 2023 Bonds and 2024 Series 1 Bonds, and has also reviewed certain legal and disclosure documents, including this Official Statement, for financial matters. The Municipal Advisor has not undertaken to make an independent verification of, or to assume responsibility for, the accuracy, completeness, or fairness of the information contained in this Official Statement.

CONTINUING DISCLOSURE

The State has made an undertaking to enable brokers, dealers, and municipal securities dealers, in connection with their participation in the offerings of the 2023 Bonds and 2024 Series 1 Bonds, to comply with Rule 15c2-12(b)(5) adopted by the U.S. Securities and Exchange Commission under the Securities Exchange Act of 1934 **(Rule 15c2-12)**. In the undertaking, the State has agreed for the benefit of the beneficial owners of the 2023 Bonds and 2024 Series 1 Bonds, to provide an annual report presenting certain financial information and operating data about the State **(Annual Reports)**. By December 27 of each year, the State will send the report to the MSRB through its EMMA. The State will also provide to the MSRB through its EMMA system notices of the occurrence of certain events specified in the undertaking.

Part I of the 2022 Annual Report, which contains information on the undertaking including the State's Master Agreement on Continuing Disclosure (Amended and Restated March 1, 2019) and the Addendum Describing Annual Report for Transportation Revenue Bonds, is included by reference as part of this Official Statement.

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

Department of Administration
Capital Finance Office
Attn: Capital Finance Director
101 East Wilson Street, FLR 10
P.O. Box 7864
Madison, WI 53707-7864
(608) 267-1836
DOACapitalFinanceOffice@wisconsin.gov
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: March 14, 2023

STATE OF WISCONSIN

/S/ TONY EVERS

Governor Tony Evers, Chairperson
State of Wisconsin Building Commission

/S/ NAOMI DE MERS

Naomi De Mers, Secretary
State of Wisconsin Building Commission

/S/ CRAIG THOMPSON

Craig Thompson, Secretary
State of Wisconsin Department of Transportation

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APPENDIX A

INFORMATION ABOUT THE TRANSPORTATION REVENUE BOND PROGRAM

This Appendix includes by reference information concerning the State of Wisconsin Transportation Revenue Bond Program, contained in Part V of the State of Wisconsin Continuing Disclosure Annual Report, dated December 23, 2022 (**2022 Annual Report**), which can be obtained as described below. This Appendix also makes certain updates and additions to the information presented in Part V of the 2022 Annual Report.

Part V of the 2022 Annual Report contains information concerning the Transportation Revenue Bond Program, security for the Bonds, sources of payment, vehicle registration fees, other vehicle registration-related fees, registration fee collection procedures, the Reserve Fund, additional Bonds, the Wisconsin Department of Transportation **(Department** or Wis**DOT)**, and a summary of the General Resolution. Part V of the 2022 Annual Report also includes the independent auditor's reports and audited statements of cash receipts and disbursements for the years ended June 30, 2022 and June 30, 2021 for the Transportation Revenue Obligation Program.

The 2022 Annual Report has been filed with the Municipal Securities Rulemaking Board **(MSRB)** through its Electronic Municipal Market Access **(EMMA)** system and is also available from the part of the Capital Finance Office web site called "Official Disclosure for Bonds, Notes, and Other Securities Issued by the State of Wisconsin". The Capital Finance Office website and the State's investor relations website is located at the following addresses:

doa.wi.gov/capitalfinance
wisconsinbonds.com

Copies of the 2022 Annual Report may also be obtained from:

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

After publication and filing of the 2022 Annual Report, certain changes or events have occurred that affect items discussed in the 2022 Annual Report. Certain of these changes or events are described in the body of this Official Statement. Listed below by reference to particular sections of Part V of the 2022 Annual Report, are other changes or additions to the discussion contained in those particular sections. When such changes occur, the State may or may not file notices with the MSRB. However, the State has filed, and expects to continue to file, informational notices with the MSRB, some of which may be notices that are not required to be filed under the State's undertakings.

Registration Fees—Table V-3; Debt Service of Outstanding Transportation Revenue Bonds and Estimated Revenue Coverage (Page 156). Replace with the following updated table:

The table on the following page shows the forecasted coverage of annual debt service on the Outstanding Bonds following the issuance of the 2023 Bonds and 2024 Series 1 Bonds, based on the Department's estimate of Program Income for 2023-32. There can be no assurance that the estimated vehicle registration and other vehicle registration-related fees will be realized in the amounts shown.

ESTIMATED DEBT SERVICE ON THE 2023 BONDS AND 2024 SERIES 1 BONDS AND ESTIMATED REVENUE COVERAGE FOR OUTSTANDING BONDS[(a)(b)]

	Estimated Program Income[(a)(b)]			2023 Bonds and 2024 Series 1 Bonds			Total Outstanding Bonds[(a)(b)]			
Maturity (July 1)	Estimated Registration Fees (Millions)	Estimated Other Registration-Related Fees (Millions)	Total Program Income (Millions)	Principal	Interest	Debt Service	Total Principal	Total Interest	Total Debt Service	Coverage Ratio
2023	$683.10	$241.01	$924.11		$3,893,236	$3,893,236	$137,645,000	$62,576,151	$200,221,151	4.62x
2024	704.88	237.19	942.07	$4,305,000	17,024,545	21,329,545	136,125,000	63,904,335	200,029,335	4.71
2025	711.02	247.46	958.48	4,525,000	18,440,000	22,965,000	131,090,000	58,483,105	189,573,105	5.06
2026	725.30	256.21	981.51	4,750,000	18,213,750	22,963,750	118,705,000	53,632,137	172,337,137	5.70
2027	726.33	260.09	986.42	12,135,000	17,976,250	30,111,250	133,265,000	48,742,971	182,007,971	5.42
2028	734.28	262.40	996.68	17,255,000	17,369,500	34,624,500	121,795,000	42,309,236	164,104,236	6.07
2029	735.24	263.36	998.60	41,045,000	16,506,750	57,551,750	126,965,000	36,446,607	163,411,607	6.11
2030	752.93	264.45	1,017.38	64,095,000	14,454,500	78,549,500	119,810,000	30,299,933	150,109,933	6.78
2031	753.83	266.43	1,020.26	54,370,000	11,249,750	65,619,750	112,025,000	24,507,063	136,532,063	7.47
2032	768.33	270.44	1,038.77	37,450,000	8,531,250	45,981,250	102,450,000	19,447,363	121,897,363	8.52
2033				22,895,000	6,658,750	29,553,750	91,795,000	16,007,682	107,802,682	
2034				24,180,000	5,514,000	29,694,000	78,695,000	13,357,464	92,052,464	
2035				11,910,000	4,305,000	16,215,000	53,110,000	10,852,235	63,962,235	
2036				7,740,000	3,709,500	11,449,500	57,355,000	8,860,082	66,215,082	
2037				8,400,000	3,322,500	11,722,500	36,640,000	6,946,092	43,586,092	
2038				8,535,000	2,902,500	11,437,500	28,935,000	5,444,500	34,379,500	
2039				8,960,000	2,475,750	11,435,750	30,280,000	4,098,050	34,378,050	
2040				9,410,000	2,027,750	11,437,750	20,255,000	2,688,350	22,943,350	
2041				9,880,000	1,557,250	11,437,250	21,055,000	1,892,500	22,947,500	
2042				10,375,000	1,063,250	11,438,250	10,375,000	1,063,250	11,438,250	
2043				10,890,000	544,500	11,434,500	10,890,000	544,500	11,434,500	
				$373,105,000	$177,740,281	$550,845,281	$1,679,260,000	$512,103,606	$2,191,363,606	

(a) The estimated Program Income and Other Registration-Related Fees for the 2022-23 fiscal year reflect revenue projections completed by the Department and the Legislative Fiscal Bureau in Spring 2021, and the 2023-24 through 2031-32 fiscal years reflect revenue projections completed by the Department in Fall 2022. Fiscal Years 2022-23 through 2031-32 revenue projections utilized forecast indices that were formulated with data available in August 2022. Estimated Program Income for fiscal years 2023-24 and 2024-25 were prepared in anticipation of the 2023-25 biennial budget. Due to a continued, high degree of economic uncertainty in recent years, the estimated Program Income for fiscal years 2025-26 through 2031-32 will be re-evaluated periodically. See "REGISTRATION FEES; Estimated Future Registration Fees" and "OTHER REGISTRATION-RELATED FEES; Actual and Estimated Other Registration-Related Fees" in the 2022 Annual Report for discussion of updates. Electric vehicle fees, hybrid-electric fees, and all fee increases and changes included as part of 2019 Wisconsin Act 9, are included in the revenue projections. In addition, the estimated Program Income is subject to further modifications to reflect the continued impact from the effects of the COVID-19 pandemic; see "COVID-19 UPDATE" in the 2022 Annual Report. Excludes interest earnings.

(b) Assumes that no additional Bonds will be issued and continuation of current Registration Fees and Other Registration-Related Fees. Estimates of Program Income and coverage beyond the 2031-32 fiscal year are not currently available.

Source: Department of Transportation

Registration Fees—Table V-7; Actual Year-to-Date Registration and Other Registration-Related Fees (Page 159). Update with the following information.

ACTUAL YEAR-TO-DATE REGISTRATION AND OTHER REGISTRATION-RELATED FEES[(a)]
Months of July-January
(Amounts in Millions)

Fiscal Year	Non-IRP Fees	Pledged IRP Fees	Estimated Certain Other Reg Related Fees Other Fees[(b)]	Total	% Change
2018	$287.20	$42.70	$62.70	$392.60	2.8
2019	290.80	46.70	62.70	400.20	1.9
2020[(c)]	314.20	65.40	97.80	477.40	19.3
2021[(c)]	325.80	52.20	133.20	511.20	7.1
2022[(c)]	329.20	58.50	126.10	513.80	0.5
2023[(c)(d)]	334.00	51.80	120.40	506.20	(1.5)

(a) Includes Registration Fees (Non-IRP Fees and Pledged IRP Fees) and certain Other Registration-Related Fees for the first five months of the current and previous five fiscal years. Fiscal year totals of such fees are included in Tables V-6 and V-9, respectively, of the 2022 Annual Report.

(b) Includes Title Transaction Fees, Customer Service Fees, and Personalized License Plates Fees.

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

(d) January 2023 amounts are estimates.

Source: Department of Transportation

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APPENDIX B
CERTAIN INFORMATION ABOUT THE STATE

This Appendix includes by reference information concerning the State of Wisconsin **(State)**, contained in Parts II and III of the State of Wisconsin Continuing Disclosure Annual Report, dated December 23, 2022 **(2022 Annual Report)**, which can be obtained as described below. This Appendix also makes updates and additions to the information presented in Part II of the 2022 Annual Report, including but not limited to:

- Information about the executive budget for the 2023-25 biennium.
- Estimated General Fund condition statement for the 2022-23 fiscal year and estimated General Fund tax collections for the 2022-23, 2023-24, and 2024-25 fiscal years, as included in a report provided by the Legislative Fiscal Bureau **(LFB)** on January 25, 2023 **(January 2023 LFB Report)**.
- General Fund information for the 2022-23 fiscal year through January 31, 2023, which is presented on either a cash basis or an agency-recorded basis, and projected General Fund information for the remainder of the 2022-23 fiscal year, which is presented on a cash basis.

Part II of the 2022 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 2021-22 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, 2022, 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 2022 Annual Report.

Part III of the 2022 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 2022 Annual Report and the Annual Comprehensive Annual Financial Report **(ACFR)** for the fiscal year ended June 30, 2022 were both filed with the Municipal Securities Rulemaking Board **(MSRB)** through its Electronic Municipal Market Access **(EMMA)** system. The 2022 Annual Report and the ACFR are also available from the part of the Capital Finance Office website called "Official Disclosure for Bonds, Notes, and Other Securities Issued by the State of Wisconsin" and the State investor relations website.

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

doa.wi.gov/capitalfinance
wisconsinbonds.com

Copies of the 2022 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 web site that is listed above and were also filed as additional voluntary information with the MSRB through its EMMA system; however, the reports are not incorporated by reference into this Updated Official Statement or Part II of the 2022 Annual Report. The State is not obligated to provide such reports at any time in the future.

After publication and filing of the 2022 Annual Report, certain changes or events have occurred that affect items discussed in the 2022 Annual Report. Listed below, by reference to particular sections of Part II of the 2022 Annual Report, are changes or additions to the information contained in those particular sections. When such changes occur, the State may or may not file notices with the MSRB. However, the State has filed, and expects to continue to file, informational notices with the MSRB, some of which may be notices that are not required to be filed under the State's undertakings.

This Official Statement may include changes or additions that were released after the date of the Preliminary Official Statement (February 24, 2023). Any such change or addition is identified accordingly.

State Budget; Budget for the 2023-25 Biennium (Part II, Page 41). Update with the following information.

As provided for in Wisconsin Statutes, and consistent with past practice, the Legislature approved a submission date for the executive budget for the 2023-25 biennium that is after January 31, 2023. Governor Evers submitted the executive budget for the 2023-25 biennium on February 15, 2023. The Governor's executive budget bill was introduced in both houses of the Legislature and referred to the Legislative Joint Committee on Finance for review. Both detailed and summary information about the Governor's executive budget for the 2023-25 biennium can be obtained from the following web site:

https://doa.wi.gov/Pages/2023-25-Executive-Budget%20ASE.aspx

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

In addition, LFB is expected to complete an initial review of the Governor's executive budget for the 2023-25 biennium, and when available such summary will be filed with the MSRB through its EMMA system and available from the State as provided on page B-2.

The following table includes the estimated General Fund condition statement for the 2023-24 and 2024-25 fiscal years, as detailed in the Governor's executive budget for the 2023-25 biennium.

ESTIMATED GENERAL FUND CONDITION STATEMENT
2023-24 and 2024-25 FISCAL YEARS
(in Millions)

	2023-24 Fiscal Year Executive Budget	2024-25 Fiscal Year Executive Budget
Revenues		
Opening Balance	$7,098.8	$1,908.3
Taxes	21,730.5	22,545.2
Department Revenues		
Tribal Gaming	-0.0-	-0.0-
Other	715.6	566.4
Total Available	$29,544.9	$25,019.9
Appropriations		
Gross Appropriations	$24,227.6	$23,934.9
Compensation Reserves	365.3	581.6
Transfers		
Transportation Fund	137.3	173.4
Capital Improvement Fund	1,955.0	-0.0-
Budget Stabilization Fund	500.0	-0.0-
Transportation Facilities Revenue Obligation Repayment Fund	379.4	-0.0-
Family and Medical Leave Benefits Insurance Fund	243.4	-0.0-
Artistic Endowment Fund	100.0	-0.0-
Veterans Homes Institutional Operations Account	10.0	-0.0-
Less: Lapses	(281.2)	(304.2)
Net Appropriations	$27,636.6	$24,385.8
Balances		
Gross Balance	$1,908.3	$634.1
Less: Req. Statutory Balance	(600.0)	(600.0)
Net Balance, June 30	$1,308.3	$34.1

State Budget; Estimated General Fund Condition Statement (Part II; Pages 38-40). Update with the following information.

January 2023 LFB Report – General Fund Condition Statement

The January 2023 LFB Report includes an estimated General Fund condition statement for the 2022-23 fiscal year. The following table includes this estimated General Fund condition statement for the 2022-23 fiscal year and shows a projected ending net balance of $7,005 million.

The following table also includes, for comparison, the actual General Fund condition statement for the 2021-22 fiscal year, as reported in the Annual Fiscal Report, and the estimated General Fund condition statement for the 2022-23 fiscal year from the 2021-23 biennial budget (2021 Wisconsin Act 58) and the report provided by the Department of Administration on November 21, 2022 **(November 2022 DOA Report)**.

A complete copy of the January 2023 LFB Report is included at the end of this Appendix B. In addition, the State has filed the January 2023 LFB Report with the MSRB through its EMMA system, and a copy is available from the State as provided on page B-2.

ESTIMATED GENERAL FUND CONDITION STATEMENT
2022-23 FISCAL YEAR
(in Millions)

	2021-22 Fiscal Year Annual Fiscal Report	2022-23 Fiscal Year: 2021 Wisconsin Act 58[1]	2022-23 Fiscal Year: November 2022 DOA Report	2022-23 Fiscal Year: January 2023 LFB Report
Revenues				
Opening Balance	$2,581.10	$1,352.30	$4,298.90	$4,298.90
Prior Year Continuing Balance	62.8			
Taxes	20,548.4	19,457.9	21,292.6	21,353.3
Department Revenues				
Tribal Gaming	-0.0-	20.8	-0.0-	-0.0-
Other	569.7	471.4	716.3	712.0
Total Available	$23,762.0	$21,302.30	$26,307.80	$26,364.30
Appropriations				
Gross Appropriations	$19,376.7	$19,752.7	$19,722.6	$19,731.4
MA Biennial Adjustment	-0.0-	-0.0-	-0.0-	-0.0-
Sum Sufficient Re-estimates	-0.0-	-0.0-	-0.0-	-45.3-
Compensation Reserves	18.2	105.9	106.0	106.0
Transfers	428.5			
Transportation Fund		97.3	97.3	97.3
Building Trust Fund		-0.0-	-0.0-	-0.0-
MA Trust Fund		527.8	527.8	527.8
UI Trust Fund		60.0	60.0	60.0
Less: Lapses	(360.4)	(267.0)	(782.2)	(1,303.9)
Net Appropriations	$19,463.0	$20,276.7	$19,731.4	$19,263.8
Balances				
Gross Balance	$4,298.9	$1,025.6	$6,576.4	$7,100.5
Less: Req. Statutory Balance	n/a	(95.0)	(95.0)	(95.0)
Net Balance, June 30	$4,298.0	$930.6	$6,481.4	$7,005.5

[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.

State Budget; Estimated Tax Collections for the 2022-23 Fiscal Year (Part II; Pages 40-41). Update with the following information.

January 2023 LFB Report – General Fund Condition Statement

The January 2023 LFB Report includes estimates General Fund tax collections for the 2022-23 fiscal year, which are $21.353 billion, an increase of $805 million (or 3.9%) from collections for the 2021-22 fiscal year, and an increase of $61 million from the November 2022 DOA Report.

The following table sets forth the estimated General Fund tax revenues for the 2022-23 fiscal year as included in the January 2023 LFB Report. The table also includes, for comparison, the actual General Fund tax collections for the 2021-22 fiscal year, as reported in the Annual Fiscal Report, and the estimated General Fund tax collections for the 2022-23 fiscal year included in 2021 Wisconsin Act 58 and the November 2022 DOA Report.

A complete copy of the January 2023 LFB Report is included at the end of this Appendix B. In addition, the State has filed the January 2023 LFB Report with the MSRB through its EMMA system, and a copy is available from the State as provided on page B-2.

ESTIMATED GENERAL FUND TAX REVENUE COLLECTION
2022-23 FISCAL YEAR
(in Millions)

		2022-23 Fiscal Year		
	2021-22 Annual Fiscal Report	2021 Wisconsin Act 58[1]	November 2022 DOA Report	January 2023 LFB Report
Individual Income	$9,214.4	$9,115.6	$9,609.0	$9,610.0
Sales and Use	6,978.3	6,844.5	7,493.8	7,480.0
Corp. Income & Franchise	2,960.0	2,160.0	2,805.7	2,910.0
Public Utility	383.6	352.0	391.7	391.0
Excise				
Cigarettes	482.4	483.0	460.3	451.0
Tobacco Products	94.4	100.0	90.9	92.0
Vapor Products	4.1	2.0	4.5	5.6
Liquor & Wine	64.9	61.0	68.5	68.0
Beer	8.9	8.8	8.8	8.7
Insurance Company	221.8	217.0	237.6	230.0
Miscellaneous Taxes	135.6	114.0	121.9	107.0
TOTAL	$20,548.4	$19,457.9	$21,292.6	$21,353.3

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

State Budget; Revenue Projections for 2023-25 Biennium (Part II; Pages 41-42). Update with the following information.

January 2023 LFB Report – General Fund Condition Statement

The January 2023 LFB Report also includes estimates of the General Fund tax collections for the 2023-24 and 2024-25 fiscal years. For the 2023-24 fiscal year, the January 2023 LFB Report anticipates General Fund tax collections of $21.542 billion, an increase of $189 million (or 0.9%) from the 2022-23 fiscal year projections. For the 2024-25 fiscal year, the January 2023 LFB Report anticipates General Fund tax collections of $22.391 billion, an increase of $850 million (or 3.9%) from the 2023-24 fiscal year projections.

The following table provides a summary of estimated General Fund tax collections for the 2023-24 and 2024-25 fiscal years. For comparison purposes, the following table also provides the estimated collections from the November 2022 DOA Report.

A complete copy of the January 2023 LFB Report is included at the end of this Appendix B. In addition, the State has filed the January 2023 LFB Report with the MSRB through its EMMA system, and a copy is available from the State as provided on page B-2.

ESTIMATED GENERAL FUND TAX REVENUE COLLECTION
2023-24 and 2024-25 FISCAL YEARS
(in Millions)

	2023-24 Fiscal Year		2024-25 Fiscal Year	
	November 2022 DOA Report	January 2023 LFB Report	November 2022 DOA Report	January 2023 LFB Report
Individual Income	$9,631.0	$9,770.0	$10,107.4	$10,300.0
Sales and Use	7,691.1	7,600.0	7,913.9	7,780.0
Corp. Income & Franchise	2,915.5	2,850.0	3,051.4	2,970.0
Public Utility	389.9	372.0	401.7	377.0
Excise				
Cigarettes	443.5	439.0	427.8	427.0
Tobacco Products	89.5	94.0	87.7	96.0
Liquor & Wine	4.6	6.2	4.7	6.8
Vapor Products	70.0	69.0	71.9	71.0
Beer	8.6	8.6	8.6	8.6
Insurance Company	252.9	237.0	267.8	245.0
Miscellaneous Taxes	119.9	96.0	128.7	110.0
TOTAL	$21,616.5	$21,541.8	$22,471.6	$22,391.4

General Fund Information; General Fund Cash Flow (Part II; Pages 49-61). The following tables provide updates and additions to various tables containing General Fund information for the 2022-23 fiscal year. Actual General Fund information for the 2022-23 fiscal year through January 31, 2023, and projections for the remainder of 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 2023 LFB Report. The comparison of monthly General Fund information that is presented on a cash basis has many inherent problems. Unforeseen events or variations from underlying assumptions may cause a decrease or increase in receipts and disbursements from those projected for any specific month. The following tables may show negative balances on a cash basis. The State can have a negative cash balance at the end of a fiscal year.

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

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

Table II-11; General Fund Cash Flow (Part II; Page 52). Replace with the following updated table.

ACTUAL GENERAL FUND CASH FLOW; JULY 1, 2022 TO JANUARY 31, 2023[(a)]
PROJECTED GENERAL FUND CASH FLOW; FEBRUARY 1, 2023 TO JUNE 30, 2023[(a)]
(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	$ 6,481,766	$ 7,374,437	$ 8,273,661	$8,985,797	$8,833,231	$7,910,953	$9,375,701	$9,190,885	$8,125,516	$8,744,931	$9,355,410
Ending Balance[(c)]	6,481,766	7,374,437	8,273,661	8,985,797	8,833,231	7,910,953	9,375,701	9,190,885	8,125,516	8,744,931	9,355,410	8,637,240
Lowest Daily Balance [(c)]	6,481,766	6,465,145	6,716,729	7,922,761	8,536,885	6,786,556	7,852,673	8,710,691	7,718,185	7,360,619	8,368,527	7,806,587
RECEIPTS												
TAX RECEIPTS												
Individual Income	$ 557,765	$ 940,270	$ 1,014,964	$ 937,124	$693,179	$882,819	$1,554,764	$786,342	$1,040,932	$1,433,900	$1,195,464	$1,115,867
Sales & Use	730,331	714,420	716,342	716,845	717,090	422,602	770,095	587,996	551,975	691,620	648,234	723,923
Corporate Income	77,895	51,093	551,029	73,137	60,320	497,117	152,180	70,382	360,164	434,196	76,106	461,475
Public Utility	56	45	410	28,438	182,139	471	16	65	12	6,567	199,576	2,402
Excise	62,605	51,765	61,274	57,560	50,721	53,349	47,377	44,392	44,746	58,935	45,620	52,476
Insurance	71	3,594	47,330	88	1,618	48,139	1,787	24,531	27,585	50,743	3,151	47,822
Subtotal Tax Receipts	$ 1,428,723	$ 1,761,187	$ 2,391,349	$ 1,813,192	$1,705,067	$1,904,497	$2,526,219	$1,513,708	$2,025,414	$2,675,961	$2,168,151	$2,403,965
NON-TAX RECEIPTS												
Federal	$ 1,583,249	$ 928,121	$ 1,445,889	$ 1,172,246	$1,136,969	$1,172,246	$1,184,645	$1,303,625	$1,194,262	$1,182,455	$1,278,138	$1,423,792
Other & Transfers	704,783	466,738	1,032,798	605,163	430,744	728,479	571,807	772,936	724,163	476,839	372,622	726,319
Note Proceeds	-	-	-	-	-	-	-	-	-	-	-	-
Subtotal Non-Tax Receipts	$ 2,288,032	$ 1,394,859	$ 2,478,687	$ 1,777,409	$1,567,713	$1,900,725	$1,756,452	$2,076,561	$1,918,425	$1,659,294	$1,650,760	$2,150,111
TOTAL RECEIPTS	$ 3,716,755	$ 3,156,046	$ 4,870,036	$ 3,590,601	$3,272,780	$3,805,222	$4,282,671	$3,590,269	$3,943,839	$4,335,255	$3,818,911	$4,554,076
DISBURSEMENTS												
Local Aids	$ 1,534,618	$ 272,191	$ 1,032,158	$ 157,360	$1,003,549	$1,551,760	$219,007	$790,355	$2,098,014	$111,757	$324,899	$2,239,294
Income Maintenance	962,942	1,029,140	1,087,929	994,371	999,551	1,296,202	1,003,724	1,043,617	1,059,485	1,117,438	1,083,429	878,522
Payroll and Related	468,755	435,856	466,938	519,146	532,331	656,499	582,684	484,921	484,921	481,759	488,083	645,764
Tax Refunds	123,554	152,073	149,046	182,740	150,039	312,107	191,441	293,919	370,197	402,550	148,341	100,055
Debt Service	289,654	68	-	266,475	2,273	-	-	905	-	352,269	23,279	-
Miscellaneous	1,303,760	374,047	1,234,741	758,373	737,603	910,932	821,067	1,161,368	996,591	1,250,067	1,140,401	1,408,611
TOTAL DISBURSEMENTS	$ 4,683,283	$ 2,263,375	$ 3,970,812	$ 2,878,465	$3,425,346	$4,727,500	$2,817,923	$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 and the January 2023 LFB Report. Projections and estimates do not reflect any specific disbursement, but rather generalized assumptions for disbursement, of remaining 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: Department of Administration

Table II-12; Historical General Fund Cash Flow (Part II; Page 53). Replace with the following updated table.

HISTORICAL GENERAL FUND CASH FLOW[(a)]
ACTUAL FISCAL YEARS 2018-19 TO 2021-22
ACTUAL AND PROJECTED FISCAL YEAR 2022-23[(b)]
(Amounts in Thousands)

	Actual 2018-19 Fiscal Year	Actual 2019-20 Fiscal Year	Actual 2020-21 Fiscal Year	Actual 2021-22 Fiscal Year	FY23 YTD Actual thru Jan-23; Estimated Feb-23 thru Jun-23
RECEIPTS					
Tax Receipts					
Individual Income	$10,557,272	$10,138,020	$12,322,447	$12,254,052	$12,153,390
Sales	6,132,089	6,253,771	6,825,242	7,600,527	7,991,473
Corporate Income	1,519,561	1,551,402	2,753,782	2,936,462	2,865,094
Public Utility	415,047	409,513	409,860	425,920	420,197
Excise	681,262	667,055	683,307	663,646	630,820
Insurance	218,304	242,228	230,169	248,367	256,459
Total Tax Receipts	$ 19,523,535	$ 19,261,989	$ 23,224,807	$24,128,974	$24,317,433
Non-Tax Receipts					
Federal	$10,093,533	$12,725,759	$13,868,008	$16,491,256	$15,005,637
Other and Transfers	6,241,726	5,887,398	6,572,553	7,105,946	7,613,391
Total Non-Tax Receipts	$16,335,259	$18,613,157	$20,440,561	$23,597,202	$22,619,028
TOTAL RECEIPTS	$35,858,794	$37,875,146	$43,665,368	$47,726,176	$46,936,461
DISBURSEMENTS					
Local Aids	$9,698,906	$9,917,134	$10,460,416	$11,147,436	$11,334,962
Income Maintenance	9,747,283	10,126,849	11,040,922	12,596,315	12,556,350
Payroll & Related	5,333,395	5,633,397	5,689,539	6,014,346	6,247,657
Tax Refunds	2,785,514	2,992,617	3,533,245	4,195,231	2,576,062
Debt Service	914,688	875,340	973,718	961,923	934,923
Miscellaneous	6,396,205	6,811,025	9,486,768	11,871,707	12,097,561
TOTAL DISBURSEMENTS	$34,875,991	$36,356,362	$41,184,608	$46,786,958	$45,747,515
NET CASH FLOW	$982,803	$1,518,784	$2,480,760	$939,218	$1,188,946

(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: 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 55). Replace with the following updated table.

GENERAL FUND CASH RECEIPTS AND DISBURSEMENTS YEAR-TO-DATE COMPARED TO ESTIMATES AND PREVIOUS FISCAL YEAR[(a)]
(Cash Basis)
As of January 31, 2023
(Amounts in Thousands)

	2021-22 Fiscal Year through January 31, 2022	2022-23 Fiscal Year through January 31, 2023				
	Actual	Actual	Estimate[(b)]	Variance	Adjusted Variance[(c)]	Difference FY23 Actual to FY22 Actual
RECEIPTS						
Tax Receipts						
Individual Income	$6,870,421	$6,580,885	$6,599,335	($18,450)	($18,450)	($289,536)
Sales	4,585,240	4,787,725	4,835,450	(47,725)	(47,725)	202,485
Corporate Income	1,494,513	1,462,771	1,600,407	(137,636)	(137,636)	(31,742)
Public Utility	211,812	211,575	222,448	(10,873)	(10,873)	(237)
Excise	410,750	384,651	400,484	(15,833)	(15,833)	(26,099)
Insurance	100,309	102,627	104,273	(1,646)	(1,646)	2,318
Total Tax Receipts	$13,673,045	$13,530,234	$13,762,397	($232,163)	($232,163)	($142,811)
Non-Tax Receipts						
Federal	$8,313,824	$8,623,365	$8,364,503	$258,862	$258,862	$309,541
Other and Transfers	3,917,856	4,540,512	4,050,558	489,954	489,954	622,656
Total Non-Tax Receipts	$12,231,680	$13,163,877	$12,415,061	$748,816	$748,816	$932,197
TOTAL RECEIPTS	$25,904,725	$26,694,111	$26,177,458	$516,653	$516,653	$789,386
DISBURSEMENTS						
Local Aids	$5,684,760	$5,770,643	$5,736,307	($34,336)	($34,336)	$85,883
Income Maintenance	7,098,506	7,373,859	7,420,161	46,302	46,302	275,353
Payroll & Related	3,433,505	3,662,209	3,561,615	(100,594)	(100,594)	228,704
Tax Refunds	1,107,791	1,261,000	622,253	(638,747)	(638,747)	153,209
Debt Service	573,381	558,470	571,675	13,205	13,205	(14,911)
Miscellaneous	6,516,423	6,140,523	8,196,075	2,055,552	2,055,552	(375,900)
TOTAL DISBURSEMENTS	$24,414,366	$24,766,704	$26,108,086	$1,341,382	$1,341,382	$352,338
2022-23 FISCAL YEAR VARIANCE YEAR-TO-DATE				$1,858,035	$1,858,035	

(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 2022-23 fiscal year reflect 2021 Wisconsin Act 58 and the January 2023 LFB Report. 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 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: Department of Administration

Table II-14; General Fund Monthly Cash Position (Part II; Page 56). Replace with the following updated table.

GENERAL FUND MONTHLY CASH POSITION[(a)]
July 1, 2020 through January 31, 2023 – Actual
February 1, 2023 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	3,716,755	4,683,283
	August	6,481,766	3,156,046	2,263,375
	September	7,374,437	4,870,036	3,970,812
	October	8,273,661	3,590,601	2,878,465
	November	8,985,797	3,272,780	3,425,346
	December	8,833,231	3,805,222	4,727,500
2023	January	7,910,953	4,282,671	2,817,923
	February	9,375,701	3,590,269	3,775,085
	March.	9,190,885	3,943,839	5,009,208
	April	8,125,516	4,335,255	3,715,840
	May	8,744,931	3,818,911	3,208,432
	June	9,355,410	4,554,076	5,272,246

(a) The General Fund balances presented in this table are not based on GAAP.
(b) The projections and estimates for the 2022-23 fiscal year (cash basis) reflect 2021 Wisconsin Act 58 and the January 2023 LFB Report.

Source: Department of Administration

Table II-15; Cash Balances in Funds Available for Temporary Reallocation (Part II; Page 57). Replace with the following updated table.

CASH BALANCES IN FUNDS AVAILABLE FOR TEMPORARY REALLOCATION[(a)(b)]
July 31, 2020 to January 31, 2023 — Actual
February 28, 2023 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 $6.632 billion during July 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	$2,958
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	2,711	
August	1,627	2,067	2,443	
September	1,783	2,148	2,671	
October	1,620	2,011	2,408	
November...........	1,672	2,085	2,678	
December	1,873	2,209	3,008	

Available Balances; Includes Balances in the LGIP

Month (Last Day)	2020	2021	2022	2023
January		$7,130	$7,971	$8,574
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	9,343	
August	6,087	7,160	7,786	
September	5,970	6,915	7,507	
October	5,410	6,410	6,986	
November...........	5,418	6,342	7,121	
December	6,549	7,238	7,846	

(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 ARPA federal funds. Projections and estimates also not reflect the January 2023 LFB Report.

Source: Department of Administration

Table II-16; General Fund Recorded Revenues (Part II; Page 59). Replace with the following updated table.

GENERAL FUND RECORDED REVENUES[(a)]
(Agency-Recorded Basis)
July 1, 2022 to January 31, 2023 compared with previous year

	Annual Fiscal Report Revenues 2021-22 Fiscal Year[(b)]	Projected Revenues 2022-23 Fiscal Year[(c)]	Recorded Revenues July 1, 2021 to January 31, 2022[(d)]	Recorded Revenues July 1, 2022 to January 31, 2023[(e)]
Individual Income Tax	$9,214,400,000	$9,115,564,000	$6,038,478,848	$5,499,955,493
General Sales and Use Tax	6,978,300,000	6,844,500,000	3,517,726,542	3,844,762,886
Corporate Franchise and Income Tax	2,960,000,000	2,160,000,000	1,311,831,250	1,263,321,209
Public Utility Taxes'	383,600,000	352,000,000	190,809,242	189,122,236
Excise Taxes	654,700,000	654,800,000	347,208,273	323,963,012
Inheritance Taxes	-0-	-0-	-0-	-0-
Insurance Company Taxes	221,800,000	217,000,000	100,365,463	102,450,924
Miscellaneous Taxes	135,600,000	114,000,000	180,974,346	149,917,644
SUBTOTAL	$20,548,400,000	$19,457,864,000	$11,687,393,963	$11,373,493,404
Federal and Other Inter-Governmental Revenues[(f)]	18,570,506,000	12,720,421,900	8,695,770,320	9,608,488,776
Dedicated and Other Revenues[(g)]	8,957,779,000	7,128,404,200	4,599,410,803	5,363,755,138
TOTAL	$48,076,685,000	$39,306,690,100	$24,982,575,087	$26,345,737,318

(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 2021-22 fiscal year dated October 14, 2022.
(c) The estimates in this table for the 2022-23 fiscal year (cash basis) reflect the enacted budget for 2021 Wisconsin Act 58, but do not reflect 2019 Wisconsin Act 7, or 2019 Wisconsin Act 10, a report released by LFB on June 25, 2021 **(June 2021 LFB Report)**, or the January 2023 LFB Report.
(d) The amounts shown are the 2021-22 fiscal year general purpose revenues and program revenues taxes as recorded by State agencies. There may be differences between the tax revenues shown in this report and those that may be reported by DOR from time to time in 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 2022-23 fiscal year general purpose revenues and program revenue taxes as recorded by State agencies. There may be differences between the tax revenues shown in this report and those that may be reported by DOR from time to time in its monthly general purpose revenue collections report; the DOR report (i) only includes general purpose revenues or taxes that are actually collected by DOR (and not by other State agencies), and (ii) may include accruals or other adjustments that may not be recorded by State agencies until a subsequent month.
(f) This category includes intergovernmental transfers. The amount of these transfers may vary greatly between fiscal years, and therefore, this category may not be comparable on a historical basis.
(g) Certain transfers between General Fund appropriations are recorded as both revenues and expenditures of the General Fund. The amount of these transfers may vary greatly between fiscal years, and therefore this category may not be comparable on a historical basis.

Source: Department of Administration

Table II-17; General Fund Recorded Expenditures by Function (Part II; Page 61). Replace with the following updated table.

GENERAL FUND RECORDED EXPENDITURES BY FUNCTION[a]
(Agency-Recorded Basis)
July 1, 2022 to January 31, 2023 compared with previous year[b]

	Annual Fiscal Report Expenditures 2021-22 Fiscal Year[b]	Estimated Appropriations 2022-23 Fiscal Year[c]	Expenditures July 1, 2021 to January 30, 2022[d]	Expenditures July 1, 2022 to January 31, 2023[e]
Commerce	$ 558,080,000	$ 424,046,700	$314,701,937	$383,264,064
Education	15,957,498,000	15,431,359,300	7,671,364,074	8,105,496,742
Environmental Resources	305,660,000	285,123,800	128,673,326	116,294,237
Human Relations & Resources	21,598,080,000	17,629,648,700	11,604,395,417	12,916,082,410
General Executive	3,745,808,000	1,262,292,000	1,546,821,308	1,297,022,469
Judicial	154,578,000	152,077,300	102,835,602	103,800,346
Legislative	81,703,000	87,774,000	42,769,701	40,013,403
General Appropriations	2,768,023,000	3,057,063,100	2,315,078,609	2,848,278,779
TOTAL	$ 45,169,430,000	$ 38,329,384,900	$23,726,639,975	$25,810,252,449

(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 2021-22 fiscal year, dated October 14, 2022.
(c) The appropriations included in this table reflect 2021 Wisconsin Act 58.
(d) The amounts shown are 2021-22 fiscal year expenditures as recorded by all State agencies.
(e) The amounts shown are 2022-23 fiscal year expenditures as recorded by all State agencies.

Source: Department of Administration

Table II-39; Unemployment Rate Comparison (Part II; Page 97). Replace with the following updated and revised table, some of the data in which became available after the date of the Preliminary Official Statement (February 24, 2023).

Table II-39
UNEMPLOYMENT RATE COMPARISON(a)(b)
2018 to 2023

	2023		2022		2021		2020		2019		2018	
	Wis.	U.S.	Wis.	U.S.	Wis.	U.S.	Wis.	U.S.	Wis.	U.S.	Wis.	U.S.
January	2.7	3.9	3.2	4.4	4.7	6.8	3.3	4.0	3.3	4.4	3.1	4.5
February		3.9	3.4	4.1	5.0	6.6	3.3	3.8	3.4	4.1	3.4	4.4
March			3.4	3.8	4.8	6.2	3.8	4.5	3.5	3.9	3.3	4.1
April			3.1	3.3	4.3	5.7	14.1	14.4	3.0	3.3	2.9	3.7
May			2.9	3.4	4.1	5.5	10.5	13.0	3.1	3.4	2.8	3.6
June			3.5	3.8	4.5	6.1	8.7	11.2	3.7	3.8	3.6	4.2
July			3.3	3.8	3.9	5.7	7.9	10.5	3.5	4.0	3.1	4.1
August			3.3	3.8	3.7	5.3	6.0	8.5	3.3	3.8	3.0	3.9
September			3.2	3.3	3.0	4.6	5.3	7.7	2.9	3.3	2.6	3.6
October			2.8	3.4	2.7	4.3	4.5	6.6	2.8	3.3	2.6	3.5
November			2.6	3.4	2.4	3.9	4.4	6.4	2.8	3.3	2.6	3.5
December			2.3	3.3	2.3	3.7	4.4	6.5	2.8	3.4	2.7	3.7
Annual Average			3.1	3.6	3.8	5.3	6.3	8.1	3.2	3.7	3.0	3.9

(a) Figures show the percentage of labor force that is unemployed and are *not seasonally adjusted*.
(b) Historical information has been adjusted due to benchmarking through the Local Area Unemployment Statistics (LAUS).

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

Legislative Fiscal Bureau

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State of Wisconsin

January 25, 2023

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

Dear Representative Born and Senator Marklein:

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

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

Comparison with the Administration's November 21, 2022, Report

On November 21, 2022, the Departments of Administration and Revenue submitted a report to the Governor and Legislature that identified general fund revenue and expenditure projections for the 2022-23 fiscal year and the 2023-25 biennium. That report, required by statute, identifies the magnitude of state agency biennial budget requests and presents a projection of general fund tax collections.

Our analysis indicates that for the three-year period, aggregate general fund tax collections will be slightly lower (-$94.2 million) than those of the November 21, 2022, report ($60.7 million in 2022-23, -$74.7 million in 2023-24, and -$80.2 million in 2024-25).

Based upon the November 21 report, the administration's general fund condition statement for 2022-23 reflects a gross ending balance of $6,576.4 million and a net balance (after consideration of the $95.0 million required statutory balance) of $6,481.4 million.

Our analysis indicates a gross balance of $7,100.4 million and a net balance of $7,005.4 million. This is $524.0 million above that of the November 21 report. The 2022-23 general fund condition statement is shown in Table 1.

TABLE 1

Estimated 2022-23 General Fund Condition Statement

	2022-23
Revenues	
Opening Balance, July 1	$4,298,919,000
Taxes	21,353,300,000
Departmental Revenues	
Tribal Gaming	0
Other	712,036,300
Total Available	$26,364,255,300
Appropriations, Transfers, and Reserves	
Gross Appropriations	$19,731,372,000
Sum Sufficient Reestimates	45,259,800
Transfers to:	
Transportation Fund	97,289,300
MA Trust Fund	527,783,700
UI Trust Fund	60,000,000
Compensation Reserves	105,951,600
Less Lapses	-1,303,859,700
Net Appropriations	$19,263,796,700
Balances	
Gross Balance	$7,100,458,600
Less Required Statutory Balance	-95,000,000
Net Balance, June 30	$7,005,458,600

The factors that make up the $524.0 million difference are as follows. First, based on economic forecasts and tax collections to date, our estimated tax collections for 2022-23 are $60.7 million higher than the projection of the November 21 report. Next, there is a slight decrease in departmental revenues (non-tax receipts deposited into the general fund) of $4.3 million. Finally, net appropriations are projected to be $467.6 million below those of the November 21 report. The additional general fund balance of $524.0 million for 2022-23 is displayed as follows ($60.7 million - $4.3 million + $467.6 million = $524.0 million).

This reduction in net appropriations is due to an increase in the amounts expected to lapse (revert) to the general fund at the end of the 2022-23 fiscal year, offset by an increase in projected sum sufficient appropriations.

The projected lapse estimates for 2022-23 of our analysis exceed those of the November 21 report by $521.6 million. The two major items that contribute to the increased lapse amount are described below.

First, the GPR appropriation for the medical assistance program (MA) is projected to end the 2021-23 biennium with a surplus of $774.8 million. The MA lapse estimate of the November 21 report was based on the September 30, 2022, DHS projection of $504.9 million. On December 30, 2022, DHS increased the projection to $774.8 million. This is $269.9 million above that of the November 21 report. This surplus, accumulated over both years of the biennium, is primarily attributable to the higher federal matching rate for MA benefits that has been in effect during the biennium. The federal Families First Coronavirus Response Act of 2020 (FFCRA) provided a 6.2 percentage point increase to each state's Medicaid matching rate for the duration of the federal public health emergency (PHE) for the COVID-19 pandemic. While the 2021-23 GPR budget for MA was established based on the assumption that this higher rate would expire at the end of calendar year 2021, successive extensions of the PHE throughout the biennium have meant that the state has continued to receive more federal matching funds than anticipated, resulting in a reduction in GPR costs. Congress recently amended the FFCRA provision, as part of the 2023 federal appropriations act, to establish a gradual phase-out of the enhanced rate during calendar year 2023, so that the matching rate is no longer tied to the PHE. Under the revised provision, the 6.2 percentage point increase will be in effect for expenditures through the end of March of 2023, and a 5.0 percentage point increase will apply for the final quarter of the biennium.

Second, in the 2021-23 budget act, $202.4 million was set aside in the supplemental appropriation of the Joint Committee on Finance to fund the exemption of the personal property tax if legislation were to be enacted in the 2021-22 legislative session to eliminate the tax beginning with the January, 2022, assessments. Because that did not occur, the $202.4 million will lapse to the general fund on June 30, 2023.

The projected 2022-23 gross appropriations of our analysis exceed the amounts contained in the November 21 report by $54.0 million. Two major items account for most of this increase. In the 2021-23 budget, credits to the EITM zone (Foxconn) were budgeted at $37.4 million ($28.8 million in 2021-22 and $8.6 million in 2022-23). The $28.8 million was not claimed in the first year of the biennium and lapsed to the general fund. That $28.8 million and the $8.6 million have been paid in 2022-23. In addition, an increase of $21.4 million in 2022-23 is due to Illinois under Wisconsin's income tax reciprocity agreement with that state.

General Fund Revenues

The following sections present information related to general fund tax revenues for 2022-23 and the 2023-25 biennium. This includes a review of the U.S. economy in 2022, a summary of the national economic forecast for 2023 through 2025, and detailed general fund tax revenue estimates for the current fiscal year and the next biennium.

Review of the National Economy in 2022

This office prepared updated revenue estimates for the 2021-23 biennium in January, 2022, based on the January, 2022, S&P Global Market Intelligence (S&P Global), formerly known as IHS Markit, forecast for the U.S. economy. The forecast predicted real gross domestic product (GDP) growth of 4.1% in 2022 and 2.5% in 2023. The forecast assumed that, after the winter increase of COVID-19 infections, continued expansion of the economy in 2022 would be supported by 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.

The January, 2022, S&P Global forecast was based on the following assumptions. First, a winter increase in COVID-19 infections caused by the Omicron variant was predicted to temporarily slow consumer spending on certain services; however, consumer behavior was expected to adjust to the risks of living alongside repeated variants of the virus. Second, all federal 2020 pandemic relief measures, as well as the American Rescue Plan Act of 2021 (ARPA) and the Infrastructure Investment and Jobs Act of 2021 (IIJA), were incorporated into the forecast. However, the potential effects of the Build Back Better plan were not included in S&P Global's baseline forecast, as its passage was uncertain. Third, strong revenues and federal financial support provided under ARPA would prevent state and local governments from experiencing a fiscal contraction. Fourth, it was expected that the Federal Reserve would end its purchases of new U.S. Treasurys and mortgage-backed securities (MBS) by mid-March of 2022, begin raising the federal funds rate in May of 2022, and allow its holdings of securities to diminish over 2023 and 2024. Fifth, the current tariffs and trade agreements made between the U.S. and China would remain in effect. Sixth, S&P Global projected that real, trade-weighted foreign GDP would grow by 3.8% in 2022, while foreign measures of inflation were expected to decline from around 3% in 2021 and 2022 to 2.3% in 2023. Finally, the price of Brent crude oil was expected to ease to $67 per barrel by 2025, down from the estimated $79 per barrel in the fourth quarter of 2021.

The national economy grew less than estimated. Real growth in U.S. GDP for 2022 is now estimated at 2.0%, which is 2.1 percentage points lower than previously estimated. However, nominal GDP grew slightly more than previously forecasted, supported by high levels of inflation. S&P Global estimates that nominal U.S. GDP grew 9.2% in 2022, which is 1.0 percentage point higher than previously estimated.

At the onset of 2022, the U.S. was seeing its highest levels of COVID-19 infections since the pandemic began. However, as the seven-day average of daily cases began to fall from its January, 2022, peak, news of the COVID-19 pandemic quickly gave way to new national and global concerns.

Russia invaded Ukraine on February 24, 2022. At its onset, the war disrupted the export of certain foods and fertilizers, including wheat and corn. Together, Ukraine and Russia account for 30% of all globally traded wheat. The war initially impacted Ukraine's ability to harvest and export wheat and other crops. These pressures began to ease as the year went on, but not before having an impact on global supply. Further, the United States, in addition to the European Union and several other countries, imposed numerous sanctions on Russia, including the ban of all Russian oil and gas. On December 3, 2022, several countries, including the U.S., members of the European Union, the U.K., Canada, Japan, and Australia, set a $60 per barrel price limit on Russian oil as a way to maintain the supply of Russian oil to the global market, while reducing the revenues the Russian Federation earns from oil sales. In response, Russian President Vladimir Putin signed a decree banning the supply of Russian oil (from February through June, 2023) to nations that abide by the limit.

On top of ongoing supply shortages stemming from the COVID-19 pandemic and the Russia-

Ukraine conflict, other supply constraints also arose in 2022. U.S. companies struggled with labor shortages throughout 2022, which made meeting consumer demand difficult. In February, 2022, Abbott, the country's largest infant formula maker, recalled multiple products and shut down its Michigan facility due to the presence of bacteria at the site. This led to significant shortages of baby formula by May. In June, the same Abbott plant was closed due to severe storms and flooding, further hindering supply. In addition, ongoing lockdowns in China due to the country's zero-COVID policy, only recently lifted in late Fall of 2022, contributed to global supply chain interruptions, including the ongoing shortage of semiconductor chips.

In response to these supply shortages and increased consumer demand from savings accumulated during the pandemic, the consumer price index (CPI) continued to surge beyond expectations. In 2022, the 12-month change in inflation reached a 40-year high of 8.5% in March, peaked at 9.1% in June, according to the Bureau of Labor Statistics (BLS), and remained elevated over the rest of the year. S&P Global now estimates that the average CPI increased to 8.0% in 2022, up from 4.2% estimated in the previous forecast. Increased energy prices were the largest drivers of the high CPI readings, followed by rising prices for food. Core CPI (which excludes food and energy prices) increased 6.2% over the year, exceeding the January, 2022, estimate by 2.0 percentage points. The price of commodities, goods such as clothing and vehicles, increased 7.6%, while the price of non-energy services increased 5.6%.

Fueled by sanctions on Russian oil and gas, energy prices increased 25% over 2022, well exceeding the previous estimate of 2.2%. Oil prices rose to a monthly peak of $122.7 per barrel in June, then eased to $80.9 per barrel in December. According to BLS, average gas prices increased to record highs by March, 2022 ($4.31 per gallon for regular, unleaded gasoline), surpassing the previous high of $4.09 per gallon in July, 2008. Prices peaked at $5.06 per gallon in June, 2022, and ended the year at $3.36. However, the price of diesel fuel peaked at $5.76 per gallon in June, but remained elevated at $4.91 in December. Increased fuel prices, especially diesel, contribute to higher transportation costs, causing retailers to increase goods prices to offset higher costs.

Food prices increased 10% over 2022, 5.8 percentage points higher than estimated in January, 2022. The largest factors contributing to the rise in food prices were continued manufacturing and transportation disruptions that began during the pandemic, and the effects of the Russia-Ukraine war on energy and grain prices. All of this together has increased processing, transportation, and labor costs, which are considered when setting the retail price of food. In addition, weather effects such as heat and drought have reduced crop outputs in certain regions. The 2022 avian flu outbreak has affected over 57 million birds in the U.S. to date, making it the largest outbreak in U.S. history, and contributing to significant price increases for eggs, in particular.

Monetary policy tightened as the Federal Reserve raised the federal funds rate seven times in 2022 (compared to the three increases estimated in the January, 2022, forecast), attempting to restore price stability. The first increase (25 basis points) occurred in March, 2022, two months earlier than projected in the previous forecast. In total, the federal funds rate was increased by 425 basis points in 2022, to a range of 4.25% to 4.50% by December, 2022. In addition, the Federal Reserve began reducing its balance sheet in June, allowing up to $17.5 billion worth of agency debt and mortgage-backed securities and $30 billion worth of Treasurys it holds to mature each month without reinvesting the proceeds back into the marketplace. Beginning in September, these amounts increased to $35 billion of MBS and $60 billion of Treasurys per month.

In response to this monetary policy tightening, the 30-year, conventional, fixed mortgage rate increased more than anticipated in 2022, reaching an average of 6.6% in the fourth quarter (2.9 percentage points higher than estimated in January, 2022). Rising mortgage rates paired with high house prices contributed to a cooling of housing market conditions. Sales of new and existing homes, which were projected to remain flat at the time of the January, 2022, estimates, are now estimated to have declined 16.8% in 2022 compared to 2021. S&P Global indicates that single-family permits declined 7.1% in November, marking the ninth-straight month of declines, while multifamily permits fell 16.4%. Yet, the rise in house prices persisted through much of the year, only starting to decline in the fourth quarter. Annually, the average price of new and existing homes increased 16.5% and 6.2%, respectively.

The Federal Reserve has expressed its desire to achieve what it calls a "soft landing," in which its actions would successfully reduce inflation rates without causing a recession. However, as the year progressed and inflation remained persistently high, the Federal Reserve reiterated that its main goal was to return inflation to its long-run 2% target, even if that results in a recession. The combination of high inflation and monetary policy tightening had an impact on U.S. consumers' feelings of economic security. In June, 2022, the University of Michigan Consumer Sentiment index fell to 50.0 (down from 67.2 in January, 2022), its lowest level on record (since 1975). The stock market posted its worst first half since 1970, with the S&P 500 declining 20.6% through June 30. Consumer Sentiment recovered slightly to 59.7 by the end of the year, while the S&P 500 declined 19.4% in 2022.

The 2022 U.S. labor market could best be characterized as tight, with labor demand far exceeding labor supply. At its peak, there were 2.0 job openings per unemployed person (2.8 in Wisconsin). The unemployment rate fell below its pre-pandemic low to 3.5% in the third quarter, as predicted in January, 2022, and averaged 3.7% for the year. Nonfarm payrolls increased 4.1% for the year, exceeding January, 2022, expectations by 1.4 percentage points, and surpassing their pre-pandemic level in August, 2022. However, as of December, 2022, Wisconsin nonfarm payrolls were still 35,200 below their February, 2020, level. In order to recruit and retain workers in a tight labor market, employers offered pay increases to employees. As such, wage and salary disbursements increased 8.5% for the year (slightly higher than previously forecasted), with the largest gains occurring in the first half of 2022. However, personal income only increased 2.1% in 2022, as the 21.7% decline in federal transfer payments, such as stimulus checks and enhanced unemployment insurance benefits, offset much of the increase in other income sources. The U.S. labor force participation rate remained fairly stable, averaging 62.2% in 2022, while the Wisconsin labor force participation rate declined from 66.4% in January, 2022, to 64.7% in December, 2022.

Bolstered by inflation, nominal personal consumption expenditure (PCE) growth, while slowing from growth in 2021, remained robust through much of 2022. Nominal PCE grew 9.3% in 2022 (2.0 percentage points above the January, 2022, forecast), with the highest growth (11.5%) occurring in the first quarter. However, this growth came at the cost of personal savings. The savings rate (as a percentage of disposable income) declined from 11.9% in 2021 to 3.2% in 2022. The January, 2022, forecast projected modest growth (3.1%) in light vehicle sales in 2022. Instead, sales declined 8.3%, as ongoing supply chain issues continued to hamper recovery.

Several federal fiscal policies impacted the state in 2022. Wisconsin received its second payment from ARPA in May, 2022, which provided the state with $1.27 billion of discretionary funds to be spent in response to the economic impacts of the COVID-19 pandemic. In addition, funding from the IIJA, in conjunction with the Consolidated Appropriations Act of 2022, provided funding to support major state investments in transportation and broadband, among others. On August 16, 2022, President Biden signed the Inflation Reduction Act (IRA) into law. While S&P Global acknowledges that the IRA may encourage the use of renewable energy and limit increases in the cost of prescription drugs, it only estimates modest impacts of the Act on growth and inflation.

On August 24, 2022, the U.S. Department of Education announced that it was extending the suspension on federal student loan payments through December 31, 2022. The payment pause has been extended several times since the initial suspension on March 20, 2020. In addition, the Department of Education announced targeted student loan forgiveness of up to $10,000 (up to $20,000 for Pell Grant recipients) for qualifying individuals. However, several lawsuits were filed challenging the legality of the student loan forgiveness plan. In November, 2022, a federal court issued an injunction blocking the plan, which halted automatic forgiveness of certain student loans that were scheduled to begin on November 14. The Biden Administration requested that the Supreme Court of the United States issue a ruling on the matter. The Court announced in December that it would begin hearing the case in February, 2023, and would issue a final ruling by June, 2023. In response, the Administration extended the suspension on federal student loan payments until 60 days after: (a) the Court's ruling; or (b) June 30, 2023, whichever comes first. According to S&P Global, the proposed cancellation of student loan debt would only result in a modest increase in near-term GDP growth.

National Economic Forecast

Under the January, 2023, forecast, S&P Global predicts a mild recession will begin in quarter one of 2023, with recovery beginning in the third quarter of this year. The peak-to-trough decline in real GDP is estimated at -0.6%. Subsequently, the forecast projects minimal real GDP growth in 2023 (0.5%), followed by growth of 1.8% in 2024 and 2.0% in 2025. S&P Global projects that both the tight labor market and high inflation will begin to ease as the effects of the Federal Reserve's tightening of financial conditions take hold. The forecast predicts that a rebound in the personal savings rate will constrain consumer spending, resulting in modest growth through 2024.

The 2023 forecast is based on the following key assumptions. First, S&P Global assumes the Public Health Emergency is extended through mid-June, 2023, and anticipates that the transition of COVID-19 from pandemic to endemic will continue, as behavior adjusts to the risks of living with numerous variants of the virus. Second, the forecast incorporates all legislation enacted prior to December 29, 2022, and assumes real discretionary funding is extended at federal fiscal year 2022 levels. It does not yet reflect the Consolidated Appropriations Act of 2023 (CAA-23) or President Biden's plan to forgive a portion of student debt. Third, state and local governments do not experience a fiscal contraction, helped by strong revenues and federal financial support provided by federal pandemic relief monies and IIJA funding. Fourth, the Federal Reserve is expected to raise its policy rate to a range of 4.75% to 5.00% by March, 2023, and allow its balance sheet to decline by about one-third by 2024. Fifth, the forecast assumes that the current tariffs between the U.S. and China remain in effect. Sixth, growth in real, trade-weighted foreign GDP is expected to slow from 3.3% in 2022 to 1.4% in 2023, and foreign measures of inflation are expected to recede from 5.9% in 2022 to 2.3% by 2025. Meanwhile, foreign sovereign bond yields are expected to reach 2.7% in 2023 (up from 0.3% in 2020), as central banks tighten monetary policy in response to the recent surge in inflation. Seventh, the price of Brent crude oil is expected to ease from $101 in 2022 to $87 by 2024, despite sanctions on Russian exports and efforts of western countries to cap the price of Russian crude. Finally, S&P Global assumes that farm prices, which were elevated in 2022 due to the disruption of agricultural exports from Russia and Ukraine, will ease in 2023 as global harvests increase.

The 2023 forecast is summarized in Table 2, which reflects S&P Global's January, 2023, baseline outlook. Selected baseline projections are presented in more detail below, with alternative optimistic and pessimistic scenarios discussed thereafter.

TABLE 2

Summary of National Economic Indicators
S&P Global Baseline Forecast, January, 2023
($ in Billions)

	2022	2023	2024	2025
Nominal Gross Domestic Product	$25,457.4	$26,520.4	$27,595.5	$28,718.0
Percent Change	9.2%	4.2%	4.1%	4.1%
Real Gross Domestic Product	$20,010.2	$20,112.9	$20,465.6	$20,867.1
Percent Change	2.0%	0.5%	1.8%	2.0%
Consumer Prices (Percent Change)	8.0%	3.9%	2.2%	2.0%
Personal Income	$21,737.5	$22,677.0	$23,737.2	$24,858.3
Percent Change	2.1%	4.3%	4.7%	4.7%
Nominal Personal Consumption Expenditures	$17,375.8	$18,220.8	$18,839.2	$19,529.7
Percent Change	9.3%	4.9%	3.4%	3.7%
Economic Profits	$2,983.3	$2,926.5	$2,909.3	$2,910.8
Percent Change	7.7%	-1.9%	-0.6%	0.1%
Unemployment Rate	3.7%	4.6%	4.8%	4.5%
Total Nonfarm Payrolls (Millions)	152.0	153.1	152.8	153.5
Percent Change	4.1%	0.7%	-0.2%	0.5%
Light Vehicle Sales (Millions of Units)	13.70	14.79	15.88	16.29
Percent Change	-8.3%	7.9%	7.4%	2.6%
Sales of New and Existing Homes (Millions of Units)	5.739	4.220	4.596	5.113
Percent Change	-16.8%	-26.5%	8.9%	11.2%
Housing Starts (Millions of Units)	1.555	1.192	1.256	1.377
Percent Change	-3.1%	-23.4%	5.4%	9.7%

Consumer Prices. CPI increased by 8.0% in 2022, well above S&P Global's previous projection of 4.2%. In December, the 12-month percentage change in CPI was 6.5%, marking the sixth-straight month of deceleration that has been largely tied to declines in energy prices over the second half of 2022 (compared to the first half). Core CPI increased 6.2% in 2022, 2.0 percentage points above the January, 2022, forecast, and the 12-month change in December, 2022, was 5.7%.

S&P Global expects the average CPI to slow to 3.9% in 2023, 2.2% in 2024, and 2.0% in 2025, as energy prices decline 3.7% and 1.5% in 2023 and 2024, respectively, then increase 0.3% in 2025. In contrast to recent experience, core CPI is expected to exceed overall CPI in each of the next three years, growing 4.5%, 2.7%, and 2.4% in 2023, 2024, and 2025, respectively. The forecast predicts that core CPI growth will be driven by increases in the price of nonenergy services.

Employment. The national unemployment rate averaged 3.7% over 2022, similar to January, 2022, projections. The tightness that characterized the labor market in 2022 is expected to ease in 2023 in response to tightening monetary policy, leading the unemployment rate to increase to 4.6% in 2023 and 4.8% in 2024, then decline slightly to 4.5% in 2025. It is believed that payrolls have mostly recovered following the COVID-19 downturn in employment. S&P Global projects that payrolls will peak in the first quarter of 2023, before declining through the rest of the year. Overall, average annual nonfarm payrolls are expected to remain relatively flat through 2025, with annual percent changes of 0.7% in 2023, -0.2% in 2024, and 0.5% in 2025.

Personal Income. Personal income growth was slightly higher than expected (1.3% in the January, 2022, forecast) in 2022, at 2.1%. As anticipated, growth in wage and salary disbursements (8.5%) was offset by a decline in federal transfer payments (-21.7%). Real disposable income, on the other hand, declined 6.4% in 2022, due, in part, to high gasoline and food prices, but is projected to recover 2.7%, 3.7%, and 2.9% in 2023, 2024, and 2025, respectively, as prices decline. Going forward, personal income is forecast to grow 4.3% in 2023 and 4.7% in 2024 and 2025. S&P Global projects that wage and salary disbursements will grow at a similar pace of 4.9% in 2023, 4.3% in 2024, and 4.7% in 2025.

Real household net worth declined significantly in 2022 (-8.9%), driven by a decline in the value of equities (-23.2%). The forecast predicts that real household net worth will continue to decline 3.3% in 2023, as softer demand and higher mortgage rates put downward pressure on prices of existing homes, before beginning a slow recovery of 0.7% in 2024 and 1.5% in 2025.

Personal Consumption. Nominal PCE grew 9.3% in 2022, with growth in spending on services (9.8%) slightly outpacing spending on goods (8.2%). As a result, the shift from spending on goods to spending on services continued, with purchases of services making up 66.3% of all PCE in the fourth quarter of 2022.

S&P anticipates that nominal PCE growth will slow to 4.9% in 2023, 3.4% in 2024, and 3.7% in 2025, as inflation eases. The projected recession in early 2023, partly caused by higher financing rates and the projected rise in unemployment, is expected to result in slower consumer demand growth in 2023. As a result, real PCE growth is estimated to decline from 2.9% in 2022 to 1.5% in 2023, then remain below 2% through 2025.

Monetary Policy. As mentioned, the Federal Reserve increased the federal funds rate seven times in 2022. The most recent increase of 50 basis points in December marked a downshift in the size of rate hikes, following four consecutive 75 basis point increases. In addition, between June 15th and December 28th, 2022, the Federal Reserve reduced its balance sheet by $348 billion to approximately $8.1 trillion.

Going forward, two more Fed rate increases are expected in early February and mid-March, bringing the target federal funds range to between 4.75% and 5%. S&P Global anticipates that the rate will remain at this level until sufficient evidence is seen that inflation is on track to decline to 2.0% on a sustainable basis. As such, the forecast assumes that the first rate cut will occur in the second quarter of 2024. In response to these actions, it is estimated that the average commitment rate for a 30-year, conventional, fixed mortgage will increase from 5.4% in 2022 to 6.4% in 2023 (2.0 percentage points higher than the previous forecast for each year). The rate is then expected to ease to 5.7% in 2024 and 5.1% in 2025. The forecast also projects that the Federal Reserve will reduce its securities portfolio by another $1.0 trillion in both 2023 and 2024.

Housing. While housing starts declined in 2022 (-3.1%) compared to 2021, the decline was less drastic than S&P Global estimated in the January, 2022, forecast (-7.0%). S&P Global anticipates a much larger decline in housing starts of -23.4% in 2023, before recovering 5.4% in 2024 and 9.7% in 2025. Likewise, sales of new and existing homes are expected to continue declining in 2023 (-26.5%), partly in response to rising mortgage rates, then increase 8.9% and 11.2% in 2024 and 2025, respectively.

Growth in the price of new and existing houses in 2022 exceeded expectation from the January, 2022, estimate by 5.5 and 1.4 percentage points, respectively, although the volume of sales declined relative to prior expectations. Going forward, the forecast's predictions for housing prices are varied. The average price of existing houses is expected to decline 16.4% in 2023, then grow 0.8% in 2024 and 5.0% in 2025. Conversely, average new house prices are projected to continue increasing 5.9% in 2023, 2.8% in 2024, and 3.0% in 2025.

Business Investment. S&P Global estimates that nominal nonresidential fixed investment grew 10.5% in 2022, slightly higher than the January, 2022, estimate of 9.1%. Growth in 2022 was led by investment in intellectual property products (11.5%), followed by investment in equipment (11.1%), and structures (7.3%). However, real nonresidential fixed investment only grew 3.7% for the year, with growth in intellectual property products (8.7%) and equipment (4.8%) being partially offset by a decline in investment in structures (-8.0%). The forecast anticipates that growth in nominal nonresidential fixed investment will slow to 3.9% in 2023, 1.7% in 2024, and 2.3% in 2025.

Inventories increased by $151 billion in 2022, $8 billion more than estimated in the January, 2022, forecast. Going forward, S&P Global projects that inventories will increase by $9 billion in 2023, $64.9 billion in 2024, and $100.6 billion in 2025. The minimal increase in 2023 corresponds to the forecast's expectations that inventories will decline in quarters two and three of this year, which is consistent with the forecast of a mild recession during the first half of 2023.

International Trade. Nominal imports grew 16.4% in 2022, 8.4 percentage points more than previously forecasted, despite imports declining in the second half of the year (compared to the first half). Likewise, nominal exports were up 17.1% in 2022, exceeding prior estimates by 7.3 percentage points. Despite slightly higher percentage growth in exports, imports saw a larger increase than exports in dollar terms, increasing the trade deficit in 2022 and reducing real GDP growth by 0.47 percentage points. S&P Global predicts that growth in exports will slow to 1.6% in 2023 and 5.3% in 2024 and 2025, but continue to grow faster than imports over the forecast period. Nominal imports are projected to decline 1.1% in 2023, then recover 1.9% and 3.5% in 2024 and 2025, respectively. Given these assumptions, the U.S. nominal balance of trade is expected to improve each year, contributing 0.47, 0.24, and 0.01 percentage points to real GDP growth in 2023, 2024, and 2025, respectively.

Corporate Profits. Corporate before-tax book profits grew by 8.7% in 2022 (in contrast to a 2.4% decline projected in the January, 2022, forecast) and are forecast to decrease by 1.9% in 2023, then increase by 0.2% in 2024 and 1.7% in 2025. Economic profits, which are adjusted for inventory valuation and capital consumption at current cost (and are not affected by federal tax laws), increased 7.7% in 2022. S&P Global forecasts that economic profits will decline 1.9% and 0.6% in 2023 and 2024, respectively, then increase just 0.1% in 2025.

The 2023 forecast assumes that the effective federal corporate tax rate for all industries was 12.9% in 2022, will increase to 14.1% in 2023, and will decline to 13.3% in 2024 and 12.7% in 2025. Under current law, the 100% bonus depreciation provision enacted by the Tax Cuts and Jobs Act of 2017 will phase out over the next five years, with the bonus depreciation percentage declining to 80% in 2023, 60% in 2024, and 40% in 2025. S&P Global predicts that this phase-out will increase the after-tax cost of capital, creating a mild headwind for investment spending in the coming years.

Fiscal Policy. The federal budget deficit is expected to decline from $1.375 trillion in federal fiscal year 2022 to $1.086 trillion in 2023, then grow to $1.380 trillion in 2024 and $1.586 trillion in 2025. S&P Global estimates that spending by the federal government detracted -0.19 percentage points from real GDP growth in 2022 (compared to -0.11 percentage points in the January, 2022, forecast), and will contribute 0.14 percentage points in 2023, 0.02 percentage points in 2024, and 0.03 percentage points in 2025. Spending by state and local governments is expected to have a larger impact, contributing 0.18, 0.12, and 0.10 percentage points to GDP growth in 2023, 2024, and 2025, respectively.

CAA-23 was signed by President Biden on December 29, 2022. The legislation authorizes $1.7 trillion of discretionary funding for agencies in federal fiscal year 2023, a 10% increase in funding relative to the prior year, with $849 billion appropriated for nondefense functions. CAA-23 also authorizes $84 billion of aid for Ukraine through federal fiscal year 2027, and $38 billion of funding through fiscal year 2032 to address natural disasters. CAA-23 is not yet included in S&P Global's forecast, and represents a modest upside risk to near-term GDP growth.

Alternative Scenarios. S&P Global's January, 2023, forecast also includes an optimistic scenario and a pessimistic scenario. Under the optimistic scenario, S&P Global assigns a 20% probability that productivity and growth of consumer spending will be stronger than assumed in the baseline forecast. It assumes that consumer and business response to the IIJA is more robust than in the baseline forecast, and a quicker resolution to the Russia-Ukraine conflict allows for lower energy prices, with the price of Brent crude oil staying $2 below the baseline through mid-2023. Lower energy prices and less risk aversion prompt a robust re-acceleration of consumer spending under the optimistic scenario, with annual growth in consumer spending at 2.4% in 2023 and 1.4% in 2024. In this scenario, real business fixed investment rises 1.7% in 2023, compared to 0.2% under the baseline, due to strong demand faced by businesses and elevated cashflows. Real GDP growth remains positive through 2023, compared to the baseline forecast's assumed two-quarter decline during the first half of the year, with growth of 1.4% in 2023 and 1.9% in 2024 under this scenario. Growth in core CPI remains higher than the baseline through mid-2024, at 3.7% in 2023 and 2.7% in 2024, compared to 2.6% and 2.4%, respectively, under the base forecast.

Under the pessimistic scenario, to which S&P Global assigns a 25% probability, the U.S. experiences a deeper recession with weaker consumer spending than assumed in the baseline forecast. This scenario assumes that the peak-to-trough decline in GDP will be -1.2%, compared to -0.6% in the baseline forecast, and projects that real GDP will decline 0.2% in 2023 and increase 1.2% in 2024. Real PCE declines in the first half of 2023, in contrast to a slight increase under the base forecast, with slower growth of 0.7% in both 2023 and 2024 (compared to 1.5% in 2023 and 1.2% in 2024 under the baseline forecast). In this scenario, it is assumed that the Russia-Ukraine conflict intensifies, leading to higher prices for energy commodities, other industrial commodities, and grains. The price of Brent crude oil rises to $112 per barrel by the second quarter of 2023 ($20 higher than the baseline), before moderating to $102 per barrel by early 2024 ($15 higher than the baseline). Delays in the production of consumer durable goods persist due to a slower correction of supply chain issues. This factor, in addition to weakening consumer demand, prompts businesses to scale back investment plans, with real business fixed investment declining 2.4% in 2023, 2.9% in 2024, and 0.4% in 2025. Core CPI remains above the baseline through 2023 (4.0%), then falls below the base forecast in 2024 (2.3%). Under the pessimistic scenario, the unemployment rate rises to 7.0% by early 2024.

General Fund Taxes

Table 3 shows general fund tax revenue estimates for 2022-23 and for each year of the 2023-25 biennium. Over the three-year period, these estimates are $94.2 million lower than the projections of the November 21, 2022, report. By year, the estimates are $60.7 million higher in 2022-23, $74.7 million lower in 2023-24, and $80.2 million lower in 2024-25. Over the three-year period, compared to the November 21 report, the estimates are higher for individual income taxes ($332.6 million) and vapor products ($4.8 million). All other general fund taxes are estimated to be lower, with the largest downward revision over the three-year period in sales and use taxes (-$238.8 million).

TABLE 3

Projected General Fund Tax Collections
($ in Millions)

	2021-23 Biennium		2023-25 Biennium	
	2021-22 Actual	2022-23 Estimated	2023-24 Estimated	2024-25 Estimated
Individual Income	$9,214.4	$9,610.0	$9,770.0	$10,300.0
General Sales and Use	6,978.3	7,480.0	7,600.0	7,780.0
Corporate Income/Franchise	2,960.0	2,910.0	2,850.0	2,970.0
Public Utility	383.6	391.0	372.0	377.0
Excise				
Cigarette	482.4	451.0	439.0	427.0
Tobacco Products	94.4	92.0	94.0	96.0
Vapor Products	4.1	5.6	6.2	6.8
Liquor and Wine	64.9	68.0	69.0	71.0
Beer	8.9	8.7	8.6	8.6
Insurance Company	221.8	230.0	237.0	245.0
Miscellaneous Taxes	135.6	107.0	96.0	110.0
Total	$20,548.4	$21,353.3	$21,541.8	$22,391.4
Change from Prior Year		$804.9	$188.5	$849.6
Percent Change		3.9%	0.9%	3.9%

Individual Income Tax. Total individual income tax collections were $9,214.4 million in 2021-22, a decline of 0.7% relative to the prior year, but 12.2% higher relative to the January, 2022, estimate. One reason collections were significantly above the forecasted amount that year is due to historically high levels of capital gains realizations in tax year 2021. Federal tax planning in response to proposed capital gains tax rate increases (which did not materialize) is believed to have driven capital gains realizations significantly higher during tax year 2021 than what would have otherwise occurred. Based on available data, it is estimated that total tax receipts related to long-term capital gains increased by over 35% in tax year 2021 relative to tax year 2020. Realizations in tax year 2022 are expected to be considerably lower than in 2021, owing in part to a weakened stock market in 2022 and the acceleration into 2021 of gains that would have otherwise been realized in 2022. A further decline in capital gains realizations relative to tax year 2021 is projected in tax year 2023, although realizations are anticipated to begin recovering in tax year 2024.

The impact of recently enacted state tax law changes, such as the child and dependent care expenses credit beginning in tax year 2022 and the increased amount of net capital losses that may be used annually to offset ordinary income from $500 to $3,000 (the same amount allowed under federal law) beginning in tax year 2023, are included in these estimates. The estimates also consider the state fiscal impact of all federal tax law changes automatically adopted to date.

Total individual income tax collections are estimated at $9,610 million in 2022-23, which represents a 4.3% increase in revenues over the prior fiscal year. Although this estimated growth is greater than the national personal income projection for 2022 of 2.1%, personal income includes both taxable components, such as wage and salary disbursements, and nontaxable components, such as employer contributions for employee fringe benefits and government transfer payments to individuals. The taxable components of personal income in 2022 are estimated to increase at a considerably higher rate (7.2%) than for personal income as a whole. This is largely due to the cessation in 2022 of various (non-taxable) federal transfer payments to individuals, such as stimulus checks and unemployment compensation, relative to 2021.

Based on preliminary collections information through December, 2022, individual income tax revenues for the current fiscal year are 12.9% lower than such revenues through the same period in 2021. This is primarily due to decreased withholding collections following the withholding table update that took effect January 1, 2022. However, individual income tax revenues are expected to increase at a rate of 21.1% over the next six months relative to the same period a year prior.

The primary factor for this estimated revenue increase is an expected decline in refunds paid to taxpayers in 2022-23 relative to 2021-22. The income tax rate reduction included in 2021 Act 58, which took effect beginning in tax year 2021, caused refunds to spike when taxpayers filed their corresponding income tax returns in 2021-22. However, because the income tax withholding tables were later updated beginning January 1, 2022, to reflect the rates, brackets, and standard deduction in effect for current law, the amounts withheld from taxpayers during tax year 2022 incorporated the Act 58 rate reduction for the first time. As a result, when taxpayers file the corresponding returns in Spring of 2023, their refund amounts will be lower (all else equal) than the refunds they would have received had the withholding tables not been updated.

Estimated individual income tax collections increase to $9,770 million in 2023-24 and to $10,300 million in 2024-25, representing annual growth of 1.7% and 5.4%, respectively. The annual growth rate is lower in 2023-24, and higher in 2024-25, than the projected growth in national personal income would suggest (4.3% in 2023 and 4.7% in 2024). One reason for this departure is the aforementioned assumption that capital gains realizations (which are generally not captured by personal income metrics) are estimated to decline further in tax year 2023, but then begin to increase in tax year 2024.

General Sales and Use Tax. State sales and use tax revenues totaled $6,978.3 million in 2021-22, and are estimated at $7,480 million in 2022-23. This estimate represents growth of 7.2% over the prior year, and growth of 5.2% for the remaining months of 2022-23. Sales tax collections through December, 2022, are 10.0% higher than the same period in 2021, however, much of this growth is attributable to inflation. Sales tax revenues in the next biennium are estimated at $7,600 million in 2023-24 and $7,780 million in 2024-25, reflecting growth of 1.6% and 2.4%, respectively. Over state fiscal years 2023, 2024, and 2025, S&P Global projects that consumer prices will increase 6.2%, 2.7%, and 1.9%, respectively. As such, the forecast estimates that real consumer spending (adjusting for inflation) will decline in 2023-24.

Corporate Income/Franchise Tax. Corporate income/franchise taxes were $2,960.0 million in 2021-22, which was 15.6% above the previous year and outpaced inflation. Corporate tax revenues are projected to be $2,910 million in 2022-23, $2,850 million in 2023-24, and $2,970 million in 2024-25, a decrease of 1.7% in 2022-23 and 2.1% in 2023-24, and an increase of 4.2% in

2024-25. The estimates reflect the anticipated decline in economic profits, as well as year-to-date corporate tax collections, which declined slightly (0.3%) compared to the same period through December of last year. The estimate also reflects the fiscal effects of law changes enacted to date, including provisions of federal tax law enacted to date that the state automatically adopts.

Forecasted corporate tax revenues are bolstered by anticipated pass-through entity (PTE) tax collections, which continue to grow. Tax-option (S) corporations and partnerships may elect, via persons holding more than 50% of the shares or capital and profits of a partnership, to be taxed at the entity level (reported under corporate tax collections) rather than generally requiring income to be passed through to their respective owners, members, or shareholders (reported under the individual income tax). Year to date, partnership PTE tax collections are $28.3 million more than the same period last year (an increase of 46.5%). Thus, state corporate tax collections are forecast to remain at relatively high levels notwithstanding the negative outlook for economic profits.

Public Utility Taxes. Revenues from public utility taxes totaled $383.6 million in 2021-22, and are estimated at $391 million in 2022-23, $372 million in 2023-24, and $377 million in 2024-25. Year-over-year, these amounts represent an increase of 1.9% in 2022-23, a decrease of 4.9% in 2023-24, and an increase of 1.3% in 2024-25.

The growth in 2022-23 is primarily attributable to an increase in the price of electricity and natural gas services in 2022, which has increased the revenues of gross revenues utilities providing such services (private and municipal light, heat, and power companies and electric cooperatives). Data reported by Wisconsin utilities through September 30, 2022, show year-over-year growth of 40.7% for natural gas sales and 8.3% for electricity sales. However, much of the growth in collections from these utility companies is offset by declines in collections from ad valorem utility taxpayers, resulting from anticipated declines in the statewide net property tax rate. The decline in collections in 2023-24 is due to a combination of slowing electricity sales, declining natural gas sales, and a continued decline in the statewide net property tax rate. Collections are expected to recover slightly in 2024-25 as prices and property tax rates moderate.

Further, estimated tax payments from telecommunications companies are anticipated to decline during each year as the exemption enacted under 2019 Act 128 for property providing broadband internet service in rural areas continues to phase in. The exemption is estimated to reduce collections by $12.1 million in 2022-23, $15.3 million in 2023-24, and $20.7 million in 2024-25.

Excise Taxes. General fund excise taxes are imposed on cigarettes, liquor (including wine and hard cider), other tobacco products, vapor products, and beer. In 2021-22, excise tax collections totaled $654.7 million, of which $482.4 million (73.7%) was from the excise tax on cigarettes. Total excise tax collections in 2021-22 represented a decrease of -3.4% from the prior fiscal year, primarily driven by a decrease in cigarette tax collections of -5.4% from the prior year. Excise tax revenues are estimated at $625.3 million in 2022-23, which represents decreased revenues of 4.5%. Excise tax revenues over the next biennium are estimated to decline by 1.4% to $616.8 million in 2023-24 and by 1.2% to $609.4 million in 2024-25. The estimates reflect the ongoing trend of declining cigarette consumption paired with only modest growth in other excise tax categories.

Insurance Premiums Taxes. Insurance premiums taxes were $221.8 million in 2021-22. Revenues are projected to increase to $230 million in 2022-23, $237 million in 2023-24, and $245 million in 2024-25. This is lower by $7.6 million in 2022-23, $15.9 million in 2023-24, and $22.8 million in 2024-25 compared to the November 21, 2022, report. The new estimates are based on growth in year-to-date insurance premiums tax collections (which reflect lower growth than anticipated in November) and historic collections growth trends.

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 $135.6 million in 2021-22, of which 89.6% was generated from the real estate transfer fee. Based on the economic forecast for the housing sector, as well as collections through December, 2022, miscellaneous taxes are projected to decrease to $107 million in 2022-23, which represents a 21.1% decline from 2021-22 collections. This decline is largely attributable to a decline in sales of new and existing homes in 2022 and 2023. As a result, miscellaneous tax collections are projected to decline by another 10.3% in 2023-24, to $96 million, then increase 14.6% in 2024-25, to $110 million, as the housing market begins to recover.

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

Sincerely,

Bob Lang

Robert Wm. Lang
Director

RWL/lb
cc: Members, Wisconsin Legislature

APPENDIX C
FORMS OF BOND COUNSEL OPINIONS

Upon delivery of each series of 2023 Bonds and 2024 Series 1 Bonds, Quarles & Brady, LLP, Milwaukee, Wisconsin expects to deliver to the State a legal opinion in substantially the following respective form:

[Letterhead of Quarles & Brady LLP]

April 6, 2023

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

RE: $142,510,000 State of Wisconsin **(State)**
Transportation Revenue Bonds, 2023 Series A
dated April 6, 2023 **(2023 Series A Bonds)**

We have acted as bond counsel to the State in connection with the issuance of the Bonds. In such capacity, we have examined such law and such certified proceedings, certifications, and other documents as we have deemed necessary to render this opinion, including a certified copy of the transcript of proceedings of record of the State of Wisconsin Building Commission (the **Commission**) preliminary to and in connection with the issuance of the 2023 Series A Bonds.

The 2023 Series A Bonds have been authorized and issued pursuant to Subchapter II of Chapter 18 (**Revenue Obligations Act**) and Section 84.59 (**Act**) of the Wisconsin Statutes as now in force; the resolution of the Commission adopted June 26, 1986, entitled "1986 State of Wisconsin Building Commission Resolution 9, State of Wisconsin Transportation Facilities and Highway Projects Revenue Obligations General Resolution" (the "General Resolution"), as amended and supplemented by certain resolutions of the Commission adopted March 19, 1998, August 9, 2000, and October 15, 2003 (collectively, the "Amending Resolutions"); and a resolution of the Commission adopted February 3, 2023, and the determinations of the Capital Finance Director made thereunder in the report to the Commission, dated April 5, 2023 (collectively, the "Series Resolution") (hereafter, the General Resolution, as amended by the Amending Resolutions, shall be referred to as the "General Resolution" and the General Resolution and the Series Resolution shall be referred to collectively as the "Resolutions").

The 2023 Series A Bonds are issued on a parity with certain outstanding transportation revenue bonds (the "Prior Bonds"). The 2023 Series A Bonds are issued to finance transportation facilities and major highway projects.

Pursuant to the Revenue Obligations Act, the Act and the General Resolution, the State, acting through the Commission, is authorized to issue transportation revenue bonds in addition to, but on a parity with the Prior Bonds and the 2023 Series A Bonds.

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

We have examined a sample of the 2023 Series A Bonds and find the same to be in proper form.

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

(1) The State has valid right and lawful authority to finance transportation facilities and major highway projects by the adoption of the Resolutions, to perform its obligations under the terms and conditions of the Resolutions, and to issue the 2023 Series A Bonds.

(2) The Resolutions have been duly and lawfully adopted by the Commission, are in full force and effect, and constitute valid and binding obligations of the State enforceable upon the State in accordance with their terms.

(3) The 2023 Series A Bonds are valid and binding revenue bonds of the State secured by a pledge in the manner and to the extent set forth in the General Resolution and are entitled to the equal benefit, protection and security of the provisions, covenants and agreements of the General Resolution on a parity with the Prior Bonds. The General Resolution creates the valid pledge which it purports to create of the Program Income (as defined in the General Resolution) and of monies and securities on deposit in any of the Funds (as defined in the General Resolution) established under the General Resolution, including the investments, if any, thereof, subject to the application thereof to the purposes and on the conditions permitted by the General Resolution.

(4) The Bonds have been lawfully authorized and issued in accordance with the Constitution and statutes of the State, including the Revenue Obligations Act and the Act and in accordance with the Resolutions.

(5) The 2023 Series A Bonds do not constitute a debt or grant or loan of credit of the State, and the State shall not be generally liable thereon, nor shall the 2023 Series A Bonds be payable out of any funds other than those provided therefor pursuant to the Resolutions and the Act. Neither the faith and credit nor the taxing power of the State or any political subdivision thereof is pledged to the payment of the principal or the interest on the 2023 Series A Bonds.

(6) The interest on the 2023 Series A Bonds (including any original issue discount properly allocable to the owners thereof) is excludable for federal income tax purposes from the gross income of the owners of the 2023 Series A Bonds. The interest on the 2023 Series A Bonds is not an item of tax preference for purposes of the federal alternative minimum tax imposed by Section 55 of the Internal Revenue Code of 1986, as amended (the "Code") on individuals; however, interest on the 2023 Series A Bonds is taken into account in determining "adjusted financial statement income" for purposes of computing the federal alternative minimum tax imposed on Applicable Corporations (as defined in Section 59(k) of the Code) for taxable years beginning after December 31, 2022. The Code contains requirements that must be satisfied subsequent to the issuance of the 2023 Series A Bonds in order for interest on the 2023 Series A Bonds to be or continue to be excludable from gross income for federal income tax purposes. Failure to comply with certain of those requirements could cause the interest on the 2023 Series A Bonds to be included in gross income retroactively to the date of issuance of the 2023 Series A Bonds. The State has agreed to comply with all of those requirements. The opinion set forth in the first sentence of this paragraph is subject to the condition that the State comply with those requirements. We express no opinion regarding other federal tax consequences arising with respect to the 2023 Series A Bonds.

We express no opinion herein regarding the accuracy, adequacy, or completeness of the Official Statement or other offering material relating to the 2023 Series A Bonds. Further, we express no opinion regarding tax consequences arising with respect to the 2023 Series A Bonds other than as expressly set forth herein.

Except as expressly set forth in (3) above regarding the priority of the 2023 Series A Bonds with respect to other obligations of the State under the Act, we express no opinion regarding the perfection or priority of the lien on Program Income or other Funds established under the General Resolution.

The rights of the owners of the 2023 Series A Bonds and the enforceability of the 2023 Series A Bonds and the Resolutions may be subject to bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditor's rights and may be also subject to the exercise of judicial discretion in accordance with general principles of equity, whether considered at law or in equity.

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

QUARLES & BRADY LLP

[Letterhead of Quarles & Brady LLP]

April 6, 2023

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

RE: $187,270,000 State of Wisconsin **(State)**
Transportation Revenue Refunding Bonds, 2023 Series 1
dated April 6, 2023 **(2023 Series 1 Bonds)**

We have acted as bond counsel to the State in connection with the issuance of the Bonds. In such capacity, we have examined such law and such certified proceedings, certifications, and other documents as we have deemed necessary to render this opinion, including a certified copy of the transcript of proceedings of record of the State of Wisconsin Building Commission (the **Commission**) preliminary to and in connection with the issuance of the 2023 Series 1 Bonds.

The 2023 Series 1 Bonds have been authorized and issued pursuant to Subchapter II of Chapter 18 (**Revenue Obligations Act**) and Section 84.59 (the **Act**) of the Wisconsin Statutes as now in force; the resolution of the Commission adopted June 26, 1986, entitled "1986 State of Wisconsin Building Commission Resolution 9, State of Wisconsin Transportation Facilities and Highway Projects Revenue Obligations General Resolution" (the "General Resolution"), as amended and supplemented by certain resolutions of the Commission adopted March 19, 1998, August 9, 2000, and October 15, 2003 (collectively, the "Amending Resolutions"); and a resolution of the Commission adopted August 9, 2022, and the determinations of the Capital Finance Director made thereunder in the report to the Commission, dated April 5, 2023 (collectively, the "Series Resolution") (hereafter, the General Resolution, as amended by the Amending Resolutions, shall be referred to as the "General Resolution" and the General Resolution and the Series Resolution shall be referred to collectively as the "Resolutions").

The 2023 Series 1 Bonds are issued on a parity with certain outstanding transportation revenue bonds (the "Prior Bonds"). The 2023 Series 1 Bonds are issued to pay the costs of refunding certain outstanding Prior Bonds.

Pursuant to the Revenue Obligations Act, the Act and the General Resolution, the State, acting through the Commission, is authorized to issue transportation revenue bonds in addition to, but on a parity with the Prior Bonds and the 2023 Series 1 Bonds.

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

We have examined a sample of the 2023 Series 1 Bonds and find the same to be in proper form.

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

(1) The State has valid right and lawful authority to finance transportation facilities and major highway projects by the adoption of the Resolutions, to perform its obligations under the terms and conditions of the Resolutions, and to issue the 2023 Series 1 Bonds.

(2) The Resolutions have been duly and lawfully adopted by the Commission, are in full force and effect, and constitute valid and binding obligations of the State enforceable upon the State in accordance with their terms.

(3) The 2023 Series 1 Bonds are valid and binding revenue bonds of the State secured by a pledge in the manner and to the extent set forth in the General Resolution and are entitled to the equal

benefit, protection and security of the provisions, covenants and agreements of the General Resolution on a parity with the Prior Bonds. The General Resolution creates the valid pledge which it purports to create of the Program Income (as defined in the General Resolution) and of monies and securities on deposit in any of the Funds (as defined in the General Resolution) established under the General Resolution, including the investments, if any, thereof, subject to the application thereof to the purposes and on the conditions permitted by the General Resolution.

(4) The Bonds have been lawfully authorized and issued in accordance with the Constitution and statutes of the State, including the Revenue Obligations Act and the Act and in accordance with the Resolutions.

(5) The 2023 Series 1 Bonds do not constitute a debt or grant or loan of credit of the State, and the State shall not be generally liable thereon, nor shall the 2023 Series 1 Bonds be payable out of any funds other than those provided therefor pursuant to the Resolutions and the Act. Neither the faith and credit nor the taxing power of the State or any political subdivision thereof is pledged to the payment of the principal or the interest on the 2023 Series 1 Bonds.

(6) The interest on the 2023 Series 1 Bonds (including any original issue discount properly allocable to the owners thereof) is excludable for federal income tax purposes from the gross income of the owners of the 2023 Series 1 Bonds. The interest on the 2023 Series 1 Bonds is not an item of tax preference for purposes of the federal alternative minimum tax imposed by Section 55 of the Internal Revenue Code of 1986, as amended (the "Code") on individuals; however, interest on the 2023 Series 1 Bonds is taken into account in determining "adjusted financial statement income" for purposes of computing the federal alternative minimum tax imposed on Applicable Corporations (as defined in Section 59(k) of the Code) for taxable years beginning after December 31, 2022. The Code contains requirements that must be satisfied subsequent to the issuance of the 2023 Series 1 Bonds in order for interest on the 2023 Series 1 Bonds to be or continue to be excludable from gross income for federal income tax purposes. Failure to comply with certain of those requirements could cause the interest on the 2023 Series 1 Bonds to be included in gross income retroactively to the date of issuance of the 2023 Series 1 Bonds. The State has agreed to comply with all of those requirements. The opinion set forth in the first sentence of this paragraph is subject to the condition that the State comply with those requirements. We express no opinion regarding other federal tax consequences arising with respect to the 2023 Series 1 Bonds.

We express no opinion herein regarding the accuracy, adequacy, or completeness of the Official Statement or other offering material relating to the 2023 Series 1 Bonds. Further, we express no opinion regarding tax consequences arising with respect to the 2023 Series 1 Bonds other than as expressly set forth herein.

Except as expressly set forth in (3) above regarding the priority of the 2023 Series 1 Bonds with respect to other obligations of the State under the Act, we express no opinion regarding the perfection or priority of the lien on Program Income or other Funds established under the General Resolution.

The rights of the owners of the 2023 Series 1 Bonds and the enforceability of the 2023 Series 1 Bonds and the Resolutions may be subject to bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditor's rights and may be also subject to the exercise of judicial discretion in accordance with general principles of equity, whether considered at law or in equity.

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

QUARLES & BRADY LLP

[Letterhead of Quarles & Brady LLP]

April 2, 2024

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

RE: $43,325,000 State of Wisconsin **(State)**
Transportation Revenue Refunding Bonds, 2024 Series 1 (Forward Delivery)
dated April 2, 2024 **(2024 Series 1 Bonds)**

We have acted as bond counsel to the State in connection with the issuance of the 2024 Series 1 Bonds. In such capacity, we have examined such law and such certified proceedings, certifications, and other documents as we have deemed necessary to render this opinion, including a certified copy of the transcript of proceedings of record of the State of Wisconsin Building Commission **(Commission)** preliminary to and in connection with the issuance of the 2024 Series 1 Bonds.

The 2024 Series 1 Bonds have been authorized and issued pursuant to Subchapter II of Chapter 18 **(Revenue Obligations Act)** and Section 84.59 **(Act)** of the Wisconsin Statutes as now in force; the resolution of the Commission adopted June 26, 1986, entitled "1986 State of Wisconsin Building Commission Resolution 9, State of Wisconsin Transportation Facilities and Highway Projects Revenue Obligations General Resolution" **(General Resolution)**, as amended and supplemented by certain resolutions of the Commission adopted March 19, 1998, August 9, 2000, and October 15, 2003 (collectively, **Amending Resolutions)**; and a resolution of the Commission adopted August 9, 2022 and the determinations of the Capital Finance Director made thereunder in the report to the Commission, dated April 5, 2023 (collectively, **Series Resolution)** (hereafter, the General Resolution, as amended by the Amending Resolutions, shall be referred to as the **General Resolution** and the General Resolution and the Series Resolution shall be referred to collectively as the **Resolutions**).

The 2024 Series 1 Bonds are issued on a parity with certain outstanding transportation revenue bonds **(Prior Bonds)**. The 2024 Series 1 Bonds are issued to pay the costs of refinancing certain outstanding Prior Bonds.

Pursuant to the Revenue Obligations Act, the Act and the General Resolution, the State, acting through the Commission, is authorized to issue transportation revenue bonds in addition to, but on a parity with the Prior Bonds and the 2024 Series 1 Bonds.

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

We have examined a sample of the 2024 Series 1 Bonds and find the same to be in proper form.

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

(1) The State has valid right and lawful authority to finance transportation facilities and major highway projects by the adoption of the Resolutions, to perform its obligations under the terms and conditions of the Resolutions, and to issue the 2024 Series 1 Bonds.

(2) The Resolutions have been duly and lawfully adopted by the Commission, are in full force and effect, and constitute valid and binding obligations of the State enforceable upon the State in accordance with their terms.

(3) The 2024 Series 1 Bonds are valid and binding revenue bonds of the State secured by a pledge in the manner and to the extent set forth in the General Resolution and are entitled to the equal

benefit, protection and security of the provisions, covenants and agreements of the General Resolution on a parity with the Prior Bonds. The General Resolution creates the valid pledge which it purports to create of the Program Income (as defined in the General Resolution) and of monies and securities on deposit in any of the Funds (as defined in the General Resolution) established under the General Resolution, including the investments, if any, thereof, subject to the application thereof to the purposes and on the conditions permitted by the General Resolution.

(4) The 2024 Series 1 Bonds have been lawfully authorized and issued in accordance with the Constitution and statutes of the State, including the Revenue Obligations Act and the Act and in accordance with the Resolutions.

(5) The 2024 Series 1 Bonds do not constitute a debt or grant or loan of credit of the State, and the State shall not be generally liable thereon, nor shall the 2024 Series 1 Bonds be payable out of any funds other than those provided therefor pursuant to the Resolutions and the Act. Neither the faith and credit nor the taxing power of the State or any political subdivision thereof is pledged to the payment of the principal or the interest on the 2024 Series 1 Bonds.

(6) The interest on the 2024 Series 1 Bonds (including any original issue discount properly allocable to the owners thereof) is excludable for federal income tax purposes from the gross income of the owners of the 2024 Series 1 Bonds. The interest on the 2024 Series 1 Bonds is not an item of tax preference for purposes of the federal alternative minimum tax imposed by Section 55 of the Internal Revenue Code of 1986, as amended **(Code)** on individuals; however, interest on the 2024 Series 1 Bonds is taken into account in determining "adjusted financial statement income" for purposes of computing the federal alternative minimum tax imposed on Applicable Corporations (as defined in Section 59(k) of the Code) for taxable years beginning after December 31, 2022. The Code contains requirements that must be satisfied subsequent to the issuance of the 2024 Series 1 Bonds in order for interest on the 2024 Series 1 Bonds to be or continue to be excludable from gross income for federal income tax purposes. Failure to comply with certain of those requirements could cause the interest on the 2024 Series 1 Bonds to be included in gross income retroactively to the date of issuance of the 2024 Series 1 Bonds. The State has agreed to comply with all of those requirements. The opinion set forth in the first sentence of this paragraph is subject to the condition that the State comply with those requirements. We express no opinion regarding other federal tax consequences arising with respect to the 2024 Series 1 Bonds.

We express no opinion herein regarding the accuracy, adequacy, or completeness of the Official Statement or other offering material relating to the 2024 Series 1 Bonds. Further, we express no opinion regarding tax consequences arising with respect to the 2024 Series 1 Bonds other than as expressly set forth herein.

Except as expressly set forth in (3) above regarding the priority of the 2024 Series 1 Bonds with respect to other obligations of the State under the Act, we express no opinion regarding the perfection or priority of the lien on Program Income or other Funds established under the General Resolution.

The rights of the owners of the 2024 Series 1 Bonds and the enforceability of the 2024 Series 1 Bonds and the Resolutions may be subject to bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditor's rights and may be also subject to the exercise of judicial discretion in accordance with general principles of equity, whether considered at law or in equity.

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

QUARLES & BRADY LLP

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APPENDIX D

OUTSTANDING BONDS REFUNDED BY THE 2023 SERIES 1 BONDS AND 2024 SERIES 1 BONDS

Series	Dated Date	Principal Amount[(a)]	Interest Rate	Maturity	CUSIP[(a)(b)]	Redemption Date	Redemption or Purchase Price
Purchased Bonds							
2014 Series 2	12/10/2014	$7,180,000	5.000%	7/1/2027	977123 K49	4/6/2023	103.446%
2015 Series 1	4/30/2015	$8,965,000	5.000%	7/1/2028	977123 L89	4/6/2023	105.625%
		11,350,000	5.000	7/1/2029	977123 L97	4/6/2023	105.625
2015 Series A	12/10/2015	$2,090,000	5.000%	7/1/2027	977123 N46	4/6/2023	103.446%
		5,440,000	5.000	7/1/2028	977123 N53	4/6/2023	103.446
		1,425,000	5.000	7/1/2029	977123 N61	4/6/2023	103.446
		3,490,000	5.000	7/1/2030	977123 N79	4/6/2023	103.446
		3,875,000	5.000	7/1/2031	977123 N87	4/6/2023	103.446
		15,970,000	5.000	7/1/2032	977123 N95	4/6/2023	103.446
2017 Series 1	5/31/2017	$3,280,000	5.000%	7/1/2029	977123 Q76	4/6/2023	103.446%
		2,805,000	5.000	7/1/2030	977123 Q84	4/6/2023	103.446
		5,555,000	5.000	7/1/2031	977123 Q92	4/6/2023	103.446
2017 Series 2	12/21/2017	$32,055,000	5.000%	7/1/2030	977123 U55	4/6/2023	110.500%
		17,455,000	5.000	7/1/2031	977123 U63	4/6/2023	110.500
		7,605,000	5.000	7/1/2032	977123 U71	4/6/2023	110.500
2019 Series A	4/4/2019	$5,865,000	5.000%	7/1/2029	977123 V96	4/6/2023	108.125%
		7,020,000	5.000	7/1/2030	977123 W20	4/6/2023	108.125
		7,370,000	5.000	7/1/2031	977123 W38	4/6/2023	108.125
		7,740,000	5.000	7/1/2032	977123 W46	4/6/2023	108.125
		8,125,000	5.000	7/1/2033	977123 W53	4/6/2023	108.125
		8,530,000	5.000	7/1/2034	977123 W61	4/6/2023	108.125
2020 Series 1	7/30/2020	$150,000	1.107%	7/1/2027	977123 X94	4/6/2023	89.432%
		100,000	1.589	7/1/2031	977123 Y51	4/6/2023	83.359
		8,285,000	1.789	7/1/2033	977123 Y77	4/6/2023	81.463
		8,580,000	1.859	7/1/2034	977123 Y85	4/6/2023	79.958
2021 Series 1	8/12/2021	$5,000	1.313%	7/1/2027	977123 2P2	4/6/2023	90.249%
		615,000	1.617	7/1/2029	977123 2R8	4/6/2023	87.737
		625,000	1.717	7/1/2030	977123 2S6	4/6/2023	86.366
		3,810,000	1.767	7/1/2031	977123 2T4	4/6/2023	84.605
		2,500,000	1.867	7/1/2032	977123 2U1	4/6/2023	83.688
		2,590,000	1.967	7/1/2033	977123 2V9	4/6/2023	82.938
		2,640,000	2.067	7/1/2034	977123 2W7	4/6/2023	81.807
		6,910,000	2.167	7/1/2035	977123 2X5	4/6/2023	81.425
		45,000	2.217	7/1/2036	977123 2Y3	4/6/2023	80.623
		2,570,000	2.317	7/1/2037	977123 2Z0	4/6/2023	80.347
		$212,615,000					
Remaining Refunded Bonds							
2015 Series A	12/10/2015	$12,370,000	5.000%	7/1/2029	977123 N61	7/1/2024	100%
		10,995,000	5.000	7/1/2030	977123 N79	7/1/2024	100
		11,330,000	5.000	7/1/2031	977123 N87	7/1/2024	100
2017 Series 1	5/31/2017	$4,170,000	5.000	7/1/2029	977123 Q76	7/1/2024	100%
		5,015,000	5.000	7/1/2030	977123 Q84	7/1/2024	100
		2,655,000	5.000	7/1/2031	977123 Q92	7/1/2024	100
		$46,535,000					

(a) The Refunded Bonds maturing on each maturity date reflect only a portion of the total amount of the bonds of the applicable series maturing on that maturity date. The CUSIP number shown is the CUSIP number currently assigned.

(b) 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.

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APPENDIX E

FORM OF DELAYED DELIVERY CONTRACT

, 2023

Citigroup Global Markets Inc.

As Representative of the Underwriters

$43,325,000
TRANSPORTATION REVENUE REFUNDING BONDS,
2024 SERIES 1 (FORWARD DELIVERY)

ISSUED BY THE
STATE OF WISCONSIN

Ladies and Gentlemen:

The undersigned (the "Purchaser") hereby agrees (this "Agreement") to purchase from Citigroup Global Markets Inc. (the "Representative"), as representative of itself and the Underwriters set forth in the Forward Delivery Purchase Agreement (defined below) (collectively with the Representative, the "Underwriters") when, as, and if issued and delivered to the Underwriters by the State of Wisconsin (the "State"), acting through the State of Wisconsin Building Commission and the Representative agrees to sell to the Purchaser:

Par Amount	Maturity Date	Interest Rate	CUSIP Number	Yield	Price

of the above-referenced bonds (the "2024 Series 1 Bonds") offered by the State under the Preliminary Official Statement dated February 24, 2023 and the Official Statement relating to the 2024 Series 1 Bonds dated March 14, 2023 (the "Official Statement"), at the purchase prices and with the interest rates, principal amounts, and maturity dates shown above, and on the further terms and conditions set forth in the Forward Delivery Purchase Agreement. The 2024 Series 1 Bonds are being purchased by the Underwriters pursuant to a Forward Delivery Bond Purchase Agreement dated March 14, 2023 between the State and the Representative, acting on its behalf and on behalf of the Underwriters (the "Forward Delivery Purchase Agreement"). Capitalized terms used but not defined herein shall have the meanings ascribed thereto in the Forward Delivery Purchase Agreement or the Official Statement.

The Purchaser hereby confirms that it has reviewed the Preliminary Official Statement and the Official Statement (including without limitation the section entitled "UNDERWRITING - Certain Forward Delivery Considerations, Acknowledgements, and Risks" therein), has considered the risks associated with purchasing the 2024 Series 1 Bonds and is duly authorized to purchase the 2024 Series 1 Bonds. The Purchaser further acknowledges and agrees that the 2024 Series 1 Bonds are being sold on a "forward" basis, and the Purchaser hereby purchases and agrees to accept delivery of such 2024 Series 1 Bonds from the Underwriters on or about April 2, 2024 or on such later date (no later than June 30, 2024) as is mutually agreed upon by the State and the Representative (the "Forward Settlement Date").

Payment for the 2024 Series 1 Bonds shall be made to the Representative or upon its order on the Forward Settlement Date upon delivery to the Purchaser of the 2024 Series 1 Bonds through the book-entry system of The Depository Trust Company. The Purchaser agrees that in no event shall the Underwriters be responsible or liable for any claim or loss, whether direct or consequential, which the Purchaser may suffer in the event the State does not for any reason issue and deliver the 2024 Series 1 Bonds.

Upon the Forward Settlement Date, the obligation of the Purchaser to take delivery of the 2024 Series 1 Bonds hereunder shall be unconditional. The Purchaser may terminate its obligation to purchase the 2024 Series 1 Bonds in the event that between the date of the Forward Delivery Purchase Agreement and the Forward Settlement Date, one of the following events shall have occurred and the Purchaser has notified the Representative in writing as provided herein:

(1) an event shall occur which makes untrue or incorrect in any material respect, as of the time of such event, any statement or information contained in the Official Statement or Updated Official Statement or which is not reflected in the Official Statement or Updated Official Statement but should be reflected therein in order to make the statements contained therein in the light of the circumstances under and as of the date which they were made, not misleading in any material respect and, in either such event, the State refuses to permit the Official Statement or Updated Official Statement, as the case may be, to be supplemented to supply such statement or information in a manner satisfactory to the Underwriters;

(2) as a result of any Change in Law (defined below), Bond Counsel notifies the State that it does not expect to be able to issue an opinion on the Forward Settlement Date either (i) substantially in the form and to the effect set forth in Appendix C to the Official Statement or (ii) notwithstanding a Change in Law (defined below) that prevents Bond Counsel from issuing an opinion substantially in the form and to the effect set forth in Appendix C to the Official Statement, that interest on the 2024 Series 1 Bonds is not subject to any then currently imposed federal income tax and is not included as a specific preference item for purposes of federal alternative minimum taxes imposed on individuals; however, interest on the 2024 Series 1 Bonds is taken into account in determining "adjusted financial statement income" for purposes of computing the federal alternative minimum tax imposed on Applicable Corporations (as defined in Section 59(k) of the Code) for taxable years beginning after December 31, 2022;

(3) for any other reason, Bond Counsel does not expect to be able to issue an opinion substantially in the form and to the effect set forth in Appendix C to the Official Statement;

(4) for any reason, including a Change in Law, the issuance, offering, or sale of the 2024 Series 1 Bonds as contemplated by the Forward Delivery Purchase Agreement or by the Official Statement, is or would be in violation of any provision of the federal securities laws, including the 1933 Act, the 1934 Act, or the 1939 Act;

(5) the State shall have defaulted in the payment of its transportation revenue obligations debt, or an event of default has occurred and is continuing that materially impairs the State's ability to perform its obligations under the General Resolution, as amended, or any Series Resolution; or

(6) as of the Forward Settlement Date, the 2024 Series 1 Bonds are not rated (or any rating is suspended or withdrawn which results in the 2024 Series 1 Bonds having no rating) by any of Fitch Ratings, Kroll Bond Rating Agency, LLC, or S&P Global Ratings.

If the holder of a 2024 Series 1 Bond is not able to utilize the full benefit of the exclusion from gross income for federal income tax purposes of interest payable on the 2024 Series 1 Bonds as a result of a change that applies to all “state or local bonds,” regardless of when issued, the Underwriters will not have a right to terminate their obligation to purchase the 2024 Series 1 Bonds under the Forward Delivery Purchase Agreement and the purchasers will be required to accept delivery of the 2024 Series 1 Bonds.

A "Change in Law" means:

(i) any change in or addition to applicable federal or state law, whether statutory or as interpreted by the courts, including any changes in or new rules, regulations or other pronouncements or interpretations by federal or state agencies;

(ii) any legislation enacted by the Congress of the United States or recommended for passage by the President of the United States (if such enacted legislation has a proposed effective date which is on or before the Forward Settlement Date);

(iii) any law, rule or regulation proposed or enacted by any governmental body, department or agency (is such enacted law, rule or regulation has a proposed effective date which is on or before the Forward Settlement Date); or

(iv) any judgment, ruling or order issued by any court or administrative body,

which with respect to the foregoing clauses (i) through (iv) would (A) as to the Underwriters, legally prohibit (or have the retroactive effect of prohibiting, if enacted, adopted, passed or finalized) the Underwriters from (1) accepting delivery of and paying for the 2024 Series 1 Bonds in accordance with the provisions of the Forward Delivery Purchase Agreement or (2) selling the 2024 Series 1 Bonds or beneficial ownership interests therein to the bona fide purchasers, or, (B) as to the State, make illegal the sale, issuance or delivery of the 2024 Series 1 Bonds by the State illegal (or have the retroactive effect of making illegal such issuance, sale or delivery, if enacted, adopted, passed or finalized), (C) eliminate the exclusion from gross income for federal income tax purposes of interest on the 2024 Series 1 Bonds (or have the retroactive effect of eliminating such exclusion if enacted, adopted, passed or finalized), or (D) require the 2024 Series 1 Bonds to be registered under the 1933 Act or under the 1934 Act, or require the Resolutions to be qualified under the 1939 Act (or have the retroactive effect of requiring such registration or qualification if enacted, adopted, passed or finalized); or

(v) a stop order, ruling, regulation, or official statement by the SEC or any other governmental agency having jurisdiction of the subject matter shall have been issued or made or any other event occurs, the effect of which is that the issuance, offering or sale of the 2024 Series 1 Bonds, is or would be, in violation of any provision of the federal securities laws, including the 1933 Act, the 1934 Act, or the 1939 Act.

The Purchaser acknowledges and agrees that the 2024 Series 1 Bonds are being sold on a "forward" or "forward delivery" basis for delivery on the Forward Settlement Date and that the Purchaser is obligated to take up and pay for the 2024 Series 1 Bonds on the Forward Settlement Date unless the Underwriters terminate the Forward Delivery Purchase Agreement, or the Purchaser terminates its obligation to purchase the 2024 Series 1 Bonds as described herein. To effect a termination by the Purchaser, the Purchaser acknowledges and agrees that it must give written notice of its termination to the Representative before the Forward Settlement Date. The Purchaser understands and agrees that no termination of the obligation of the Purchaser may occur after the Forward Settlement Date. The Purchaser is not a third-party beneficiary under the Forward Delivery Purchase Agreement and has no rights to enforce, or cause the Underwriters to enforce, any of the terms thereof. The Purchaser acknowledges that it will not be able to withdraw its order except as described herein, and will not otherwise be excused from performance of its obligations to take up and pay for the 2024 Series 1 Bonds on the Forward Settlement Date because of market or credit changes, including specifically, but not limited to (a) changes in the ratings assigned to the 2024 Series 1 Bonds or changes in the credit associated with the 2024 Series 1 Bonds generally, (b) changes in the financial condition, operations, performance, properties or prospects of the State and (c) changes in federal and state tax, securities and other laws . The Purchaser acknowledges and agrees that it will remain obligated to purchase the 2024 Series 1 Bonds in accordance with the terms hereof, even if the Purchaser decides to sell such 2024 Series 1 Bonds following the date hereof, unless the Purchaser sells 2024 Series 1 Bonds to another institution with the prior written consent of the Representative and such institution provides a written acknowledgment of confirmation of purchase order in the same form as that executed by the Purchaser and a Delayed Delivery Contract in the form hereof.

The Purchaser represents and warrants that, as of the date hereof, the Purchaser is not prohibited from purchasing the 2024 Series 1 Bonds hereby agreed to be purchased by it under the laws of the jurisdiction(s) to which the Purchaser is subject.

This Agreement will inure to the benefit of and be binding upon the parties hereto and their respective successors but will not be assignable by either party without the prior written consent of the other.

The Purchaser agrees that, if applicable, it will at all times satisfy the minimum initial and maintenance margin requirements of Regulation T of the Board of Governors of the Federal Reserve System, Rule 431 of the New York Governors of the Federal Reserve System, Rule 431 of the New York Stock Exchange, Inc., and any other margin regulations applicable to the Representative.

[IF APPLICABLE] The Purchaser acknowledges and agrees that, upon the earlier of (i) the Purchaser disclosing its intention to cease publication of Net Asset Value or (ii) the Purchaser failing to publish its Net Asset Value on any New York Business Day (other than as the result of a temporary administrative error or unforeseen closure of markets, and provided that, for the avoidance of doubt, the Purchaser publishes its Net Asset Value on the first New York Business Day following its knowledge of the temporary administrative error or resolution of any such unforeseen closure of markets, as applicable), in each case, on or prior to the Forward Settlement Date, the Underwriter may, in its sole discretion, terminate this Agreement and sell the 2024 Series 1 Bonds contemplated by this Agreement to another purchaser. For the avoidance of doubt, nothing in the immediately preceding sentence creates any right for the Purchaser to terminate its obligation to purchase the 2024 Series 1 Bonds contemplated by this Agreement. As used herein: "Net Asset Value" means, as of any date, the current net asset value (as defined in rule 2a-4 under the United States' Investment Company Act of 1940) of the Purchaser for such day; and "New York Business Day" means a day on which the New York Stock Exchange is open for business.

This Agreement may be executed by either of the parties hereto in any number of counterparts, each of which shall be deemed to be an original, but all such counterparts shall together constitute one and the same instrument under the laws of the State of New York.

It is understood that the acceptance by the Representative of any forward (or delayed) delivery contract (including this one) is in the Representative's sole discretion and that, without limiting the foregoing, acceptances of such contracts need not be on a "first-come, first-served" basis. If this Agreement is acceptable to the Representative, it is requested that the Representative sign the form of acceptance below and mail or deliver one of the counterparts hereof to the Purchaser at its address set forth below. This will become a binding contract between the Representative and the Purchaser when such counterpart is so mailed or delivered by the Representative. This Agreement does not constitute a customer confirmation pursuant to Rule G-15 of the Municipal Securities Rulemaking Board.

[Remainder of Page Intentionally Left Blank; Signature Page Follows]

This Agreement shall be construed and administered under the laws of the State of New York.

____
Purchaser

By: __________________________

Name: __________________________

Title: __________________________

____

____
Address

____
Telephone

Accepted as of , 2023

Citigroup Global Markets Inc., as Representative of the Underwriters

Name: __________________________

Title: __________________________

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FORWARD
E PLURIBUS UNUM