NEW ISSUES	RATINGS:	Moody's	Standard & Poor's
BOOK ENTRY ONLY	R1 Notes:	"MIG-1"	"SP-1+"
	N2 Notes and B3 Bonds:	"Aa3"	"AA"
	(See ***"Ratings"*** herein.)		

In the opinion of Katten Muchin Rosenman LLP, and of Hurtado Zimmerman SC, Bond Counsel, in connection with the issuance of the General Obligation Cash Flow Promissory Notes, Series 2014 R1, the General Obligation Promissory Notes, Series 2014 N2, and the General Obligation Corporate Purpose Bonds, Series 2014 B3 (collectively, the "Offered Obligations") under existing law, if there is continuing compliance with certain requirements of the Internal Revenue Code of 1986, interest on the Offered Obligations will not be includable in gross income for federal income tax purposes. The Offered Obligations are not "private activity bonds" and the interest thereon is not required to be included as an item of tax preference for purposes of computing individual or corporate "alternative minimum taxable income." However, interest on the Offered Obligations is includable in corporate earnings and profits and therefore must be taken into account when computing corporate alternative minimum taxable income for purposes of the corporate alternative minimum tax. Interest on the Offered Obligations is not exempt from Wisconsin income taxes.

CITY OF MILWAUKEE, WISCONSIN

$110,000,000 General Obligation Cash Flow Promissory Notes, Series 2014 R1
$83,645,000 General Obligation Promissory Notes, Series 2014 N2
$21,500,000 General Obligation Corporate Purpose Bonds, Series 2014 B3

Dated: May 16, 2014 **Due:** As shown herein

The $110,000,000 General Obligation Cash Flow Promissory Notes, Series 2014 R1 (the "*CFNs*" or "*R1 Notes*"), the $83,645,000 General Obligation Promissory Notes, Series 2014 N2 (the "*N2 Notes*") and the $21,500,000 General Obligation Corporate Purpose Bonds, Series 2014 B3 (the "*B3 Bonds*") (the R1 Notes, N2 Notes and B3 Bonds, collectively, the "*Offered Obligations*") are direct general obligations of the City of Milwaukee, Wisconsin (the "*City*"), payable from taxes levied on all taxable property within the City, subject to taxation by the City, without limitation as to rate or amount.

The CFNs will be dated May 16, 2014 (the "*Dated Date*"), and will be payable on December 23, 2014. The CFNs are being issued for the public purpose of financing the City's operating budget on an interim basis in anticipation of the receipt of State of Wisconsin (the "*State*") shared revenue payments. Interest on the CFNs shall be payable at maturity. The CFNs are not subject to optional redemption prior to maturity.

The N2 Notes and B3 Bonds will be dated the Dated Date, will bear interest payable semi-annually on April 1 and October 1 of each year, commencing October 1, 2014 at the rates, and will mature on April 1, in the years and amounts, as detailed herein. The N2 Notes and B3 Bonds are being issued for the purpose of financing various public improvements and fiscal requirements of the City, and for the purpose of refunding outstanding commercial paper of the City. The N2 Notes are not subject to optional redemption. The B3 Bonds are subject to optional redemption on any date on or after April 1, 2024 as described herein.

The Offered Obligations were offered for sale by competitive bid in accordance with the Official Notices of Sale dated April 21, 2014 and other conditions specified in the Official Notices of Sale. The Offered Obligations are being issued subject to the legal opinions of Katten Muchin Rosenman LLP, Chicago, Illinois and of Hurtado Zimmerman SC, Wauwatosa, Wisconsin, Bond Counsel to the City. It is expected that the Offered Obligations will be delivered through the facilities of the Depository Trust Company ("*DTC*"), New York, New York on or about May 16, 2014.

THIS COVER PAGE CONTAINS CERTAIN INFORMATION FOR QUICK REFERENCE ONLY. IT IS NOT A SUMMARY OF THE OFFERED OBLIGATIONS. INVESTORS MUST READ THIS ENTIRE OFFICIAL STATEMENT TO OBTAIN INFORMATION ESSENTIAL TO THE MAKING OF AN INFORMED INVESTMENT DECISION.

For Further Information Contact:
Martin Matson, Comptroller and Secretary to Public Debt Commission
City Hall, Room 404, 200 East Wells Street—Milwaukee, WI 53202—Phone (414) 286-3321

May 1, 2014

MATURITY SCHEDULES

$110,000,000 GENERAL OBLIGATION CASH FLOW PROMISSORY NOTES, SERIES 2014 R1

The R1 Notes will be dated the Dated Date, and will mature on December 23, 2014 without the option of prior redemption. Interest will be payable at maturity, at the rate or rates shown below.

Amount	Interest Rate	Yield	CUSIP (1) Base 602366
$110,000,000	1.00%	0.100%	SD9

$83,645,000 GENERAL OBLIGATION PROMISSORY NOTES, SERIES 2014 N2

The N2 Notes will be dated the Dated Date, will bear interest at the rates shown below, payable semi-annually on April 1 and October 1 of each year, commencing October 1, 2014 and will mature on April 1 in the years and in the amounts shown below. The N2 Notes are **not** subject to optional redemption.

Maturing (April 1)	Amount	Interest Rate	Yield	CUSIP (1) Base 602366
2015	$24,915,000	5.00%	0.14%	SE7
2016	12,195,000	5.00	0.40	SF4
2017	7,035,000	5.00	0.70	SG2
2018	6,605,000	5.00	1.04	SH0
2019	6,290,000	5.00	1.35	SJ6
2020	6,145,000	5.00	1.66	SK3
2021	5,115,000	5.00	1.96	SL1
2022	5,115,000	5.00	2.20	SM9
2023	5,115,000	5.00	2.40	SN7
2024	5,115,000	5.00	2.53	SP2

$21,500,000 GENERAL OBLIGATION CORPORATE PURPOSE BONDS, SERIES 2014 B3

The B3 Bonds will be dated the Dated Date, will bear interest at the rates shown below, payable semi-annually on April 1 and October 1 of each year, commencing October 1, 2014 and will mature on April 1 in the years and in the amounts shown below. The B3 Bonds are subject to optional redemption on any date on or after April 1, 2024, as provided herein.

Maturing (April 1)	Amount	Interest Rate	Yield	CUSIP (1) Base 602366
2025	$4,300,000	4.000%	2.650%*	SQ0
2026	4,300,000	4.000	2.740*	SR8
2027	4,300,000	3.125	3.125	SS6
2028	4,300,000	4.000	3.250*	ST4
2029	4,300,000	3.375	3.375	SU1

(1) The above-referenced CUSIP numbers have been assigned by an independent company not affiliated with the City and are included solely for the convenience of the holders of the Offered Obligations. The City is not responsible for the selection or uses of such CUSIP numbers, and no representation is made as to their correctness on the Offered Obligations, or as indicated above. The CUSIP number for a specific maturity is subject to change after the issuance of the Offered Obligations.

* Yield to first call date of April 1, 2024.

No dealer, broker, salesperson or other person has been authorized by the City to give any information or to make any representation other than as contained in this Official Statement in connection with the sale of these securities and, if given or made, such other information or representations must not be relied upon. This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities by a person in any jurisdiction in which it is unlawful for such person to make such offer, solicitation, or sale. The information and expressions of opinion herein are subject to change without notice and neither the delivery of this Official Statement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the City since the date hereof. These securities have not been registered pursuant to the Securities Act of 1933, in reliance upon exemptions contained in such Act.

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INTRODUCTION TO THE OFFICIAL STATEMENT

The purpose of this Official Statement, including the cover page and Appendices, is to set forth certain information concerning the City of Milwaukee (the "*City*"), located in Milwaukee County, Wisconsin, and to set forth information concerning the following securities issued by the City:

$110,000,000 General Obligation Cash Flow Promissory Notes, Series 2014 R1 (the "*CFNs*" or "*R1 Notes*")
$83,645,000 General Obligation Promissory Notes, Series 2014 N2 (the "*N2 Notes*")
$21,500,000 General Obligation Corporate Purpose Bonds, Series 2014 B3 (the "*B3 Bonds*")

The following summary statement is furnished solely to provide limited introductory information regarding the City's Offered Obligations, and does not purport to be comprehensive. All such information is qualified in its entirety by reference to the more detailed descriptions appearing in this Official Statement, including the Appendices hereto.

Summary Statement – CFNs

Issuer:	City of Milwaukee, Wisconsin
Issue:	$110,000,000 General Obligation Cash Flow Promissory Notes, Series 2014 R1
Dated Date:	May 16, 2014.
Maturity:	December 23, 2014
Principal:	$110,000,000
Interest Payment Date:	Payable at maturity. Interest is calculated on the basis of 30-day months and a 360-day year (term of 217 days assuming a May 16, 2014 delivery date).
Denominations:	$5,000 or integral multiples thereof.
Purpose:	The CFNs are issued for the purpose of financing the City's operating budget on an interim basis in anticipation of the receipt of State shared revenue payments ("*State Aid Payments*").
Security:	Principal and interest on the CFNs will be payable out of receipts from an irrevocable ad-valorem tax levied on all taxable property within the City. The City has also pledged and will irrevocably segregate upon receipt, State Aid Payments in an amount sufficient, with interest thereon, to pay, when due, the principal of and interest on the CFNs. The City has also pledged all other general fund revenues included in the budget for the current calendar year which are due the City, which have not been received as of the date of delivery of the Notes and which are not otherwise pledged or assigned. (See **"The CFNs – Security for the CFNs"** herein).
Authority for Issuance:	The Common Council of the City has authorized the issuance and sale of the CFNs in accordance with the provisions of Chapters 65 and 67, including particularly Section 67.12(12) of the Wisconsin Statutes.

Form of Issuance:	The CFNs will be issued in Book-Entry-Only form, fully registered in the name of Cede & Co., as nominee of The Depository Trust Company of New York, New York, which will act as security depository for the CFNs. (See **"BOOK-ENTRY-ONLY SYSTEM"** herein).
Tax Status of Interest:	Bond Counsel are of the opinion that under existing law, interest on the CFNs is not includable in the gross income of the owners thereof for federal income tax purposes. If there is continuing compliance with the applicable requirements of the Internal Revenue Code of 1986, as amended (the "*Code*"), Bond Counsel are of the opinion that interest on the CFNs will continue to be excluded from the gross income of the owners thereof for federal income tax purposes. Bond Counsel are further of the opinion that the interest on the CFNs is not an item of tax preference for purposes of computing individual or corporate alternative minimum taxable income but is includable in corporate earnings and profits and, therefore, must be taken into account when computing, for example, corporate alternative minimum taxable income for purposes of the corporate alternative minimum tax. Interest on the CFNs is not exempt from Wisconsin income taxes. (See **"TAX MATTERS"** herein).
Redemption Feature:	The CFNs are not subject to redemption prior to maturity.
Official Statement:	The City will provide the original purchaser of the CFNs with an electronic copy and up to 100 copies of this Official Statement within seven business days following the award of the CFNs.
Professionals:	Bond Counsel: Katten Muchin Rosenman LLP Chicago, Illinois Hurtado Zimmerman SC Wauwatosa, Wisconsin Financial Advisor: Public Financial Management, Inc. Milwaukee, Wisconsin Paying Agent: City of Milwaukee, Comptroller's Office Milwaukee, Wisconsin
Record Date:	December 15, 2014.
Delivery:	Delivery of the CFNs will be on or about May 16, 2014 at the expense of the City, through the facilities of The Depository Trust Company, New York, New York.
Reoffering:	The public reoffering price or yield of the CFNs is set forth on the inside front cover page of this Final Official Statement.
Continuing Disclosure Certificate:	In order to assist bidders in complying with the continuing disclosure requirements of SEC Rule 15c2-12 and as part of the City's contractual obligation arising from its acceptance of the successful bidder's proposal, at the time of the delivery of the CFN's the City will provide an executed copy of its Continuing Disclosure Certificate. (See **"CONTINUING DISCLOSURE"** herein).

Summary Statement – N2 Notes

Issuer:	City of Milwaukee, Wisconsin
Issue:	$83,645,000 General Obligation Promissory Notes, Series 2014 N2
Dated Date:	May 16, 2014.
Principal Due Date:	April 1 of the years 2015 through 2024.
Interest Payment Date:	Interest on the N2 Notes is due each April 1 and October 1 commencing October 1, 2014. Interest is calculated on the basis of 30-day months and a 360-day year.
Denominations:	$5,000 or integral multiples thereof.
Purpose:	The N2 Notes are issued pursuant to Chapters 65 and 67 of the Wisconsin Statutes for the public purpose of financing various public improvement projects and fiscal requirements of the City.
Security:	Principal and interest on the N2 Notes will be payable out of receipts from an irrevocable ad-valorem tax levied on all taxable property within the City.
Authority for Issuance:	The Common Council of the City has authorized the issuance and sale of the N2 Notes in accordance with the provisions of Chapters 65 and 67 of the Wisconsin Statutes.
Form of Issuance:	The N2 Notes will be issued in Book-Entry-Only form, fully registered in the name of Cede & Co., as nominee of The Depository Trust Company of New York, New York, which will act as security depository for the Notes. (See **"BOOK-ENTRY-ONLY SYSTEM"** herein).
Tax Status of Interest:	Bond Counsel are of the opinion that under existing law, interest on the Notes is not includable in the gross income of the owners thereof for federal income tax purposes. If there is continuing compliance with the applicable requirements of the Internal Revenue Code of 1986, as amended (the "Code"), Bond Counsel are of the opinion that interest on the N2 Notes will continue to be excluded from the gross income of the owners thereof for federal income tax purposes. Bond Counsel are further of the opinion that the interest on the N2 Notes is not an item of tax preference for purposes of computing individual or corporate alternative minimum taxable income, but is includable in corporate earnings and profits and, therefore, must be taken into account when computing, for example, corporate alternative minimum taxable income for purposes of the corporate alternative minimum tax. Interest on the N2 Notes is not exempt from Wisconsin income taxes. (See **"TAX MATTERS"** herein).
Redemption Feature:	The N2 Notes are **not** subject to redemption prior to maturity. (See **"Redemption Provisions"** herein.)
Official Statement:	The City will provide the original purchaser of the N2 Notes and B3 Bonds with an electronic copy and up to 100 copies of this Official Statement within seven business days following the award of the N2 Notes.

Professionals:	Bond Counsel:	Katten Muchin Rosenman LLP Chicago, Illinois
		Hurtado Zimmerman SC Wauwatosa, Wisconsin
	Financial Advisor:	Public Financial Management, Inc. Milwaukee, Wisconsin
	Paying Agent:	City of Milwaukee, Comptroller's Office Milwaukee, Wisconsin
Record Date:	March 15 and September 15 (whether or not a business day).	
Delivery:	Delivery of the N2 Notes will be on or about May 16, 2014 at the expense of the City, through the facilities of The Depository Trust Company, New York, New York.	
Reoffering:	The public reoffering yields of the N2 Notes are set forth on the inside front cover page of this Final Official Statement.	
Continuing Disclosure Certificate:	In order to assist bidders in complying with the continuing disclosure requirements of SEC Rule 15c2-12 and as part of the City's contractual obligation arising from its acceptance of the successful bidder's proposal, at the time of the delivery of the N2 Notes the City will provide an executed copy of its Continuing Disclosure Certificate. (See **"CONTINUING DISCLOSURE"** herein).	

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Summary Statement – B3 Bonds

Issuer:	City of Milwaukee, Wisconsin
Issue:	$21,500,000 General Obligation Corporate Purpose Bonds, Series 2014 B3
Dated Date:	May 16, 2014.
Principal Due Dates:	April 1 of the years 2025 through 2029.
Interest Payment Dates:	Interest on the B3 Bonds is due each April 1 and October 1 commencing October 1, 2014. Interest is calculated on the basis of 30-day months and a 360-day year.
Denominations:	$5,000 or integral multiples thereof.
Purpose:	The B3 Bonds are issued pursuant to Chapters 65 and 67 of the Wisconsin Statutes for the public purpose of financing various public improvement projects of the City.
Security:	Principal and interest on the B3 Bonds will be payable out of receipts from an irrevocable ad-valorem tax levied on all taxable property within the City.
Authority for Issuance:	The Common Council of the City has authorized the issuance and sale of the Bonds in accordance with the provisions of Chapters 65 and 67 of the Wisconsin Statutes.
Form of Issuance:	The B3 Bonds will be issued in Book-Entry-Only form, fully registered in the name of Cede & Co., as nominee of The Depository Trust Company of New York, New York, which will act as security depository for the B3 Bonds. (See **"BOOK-ENTRY-ONLY SYSTEM"** herein).
Tax Status of Interest:	Bond Counsel are of the opinion that under existing law, interest on the B3 Bonds is not includable in the gross income of the owners thereof for federal income tax purposes. If there is continuing compliance with the applicable requirements of the Internal Revenue Code of 1986, as amended (the "*Code*"), Bond Counsel are of the opinion that interest on the B3 Bonds will continue to be excluded from the gross income of the owners thereof for federal income tax purposes. Bond Counsel are further of the opinion that the interest on the B3 Bonds is not an item of tax preference for purposes of computing individual or corporate alternative minimum taxable income but is includable in corporate earnings and profits and, therefore, must be taken into account when computing, for example, corporate alternative minimum taxable income for purposes of the corporate alternative minimum tax. Interest on the B3 Bonds is not exempt from Wisconsin income taxes. (See **"TAX MATTERS"** herein).
Redemption Feature:	The B3 Bonds are subject to optional redemption on any date on or after April 1, 2024. (See **"Redemption Provisions"** herein.)
Official Statement:	The City will provide the original purchaser of the N2 Notes and B3 Bonds with an electronic copy and up to 100 copies of this Official Statement within seven business days following the award of the B3 Bonds.

Professionals:	Bond Counsel:	Katten Muchin Rosenman LLP Chicago, Illinois
		Hurtado Zimmerman SC Wauwatosa, Wisconsin
	Financial Advisor:	Public Financial Management, Inc. Milwaukee, Wisconsin
	Paying Agent:	City of Milwaukee, Comptroller's Office Milwaukee, Wisconsin
Record Date:	March 15 and September 15 (whether or not a business day).	
Delivery:	Delivery of the B3 Bonds will be on or about May 16, 2014 at the expense of the City, through the facilities of The Depository Trust Company, New York, New York.	
Reoffering:	The public reoffering yields of the B3 Bonds are set forth on the inside front cover page of this Final Official Statement.	
Continuing Disclosure Certificate:	In order to assist bidders in complying with the continuing disclosure requirements of SEC Rule 15c2-12 and as part of the City's contractual obligation arising from its acceptance of the successful bidder's proposal, at the time of the delivery of the B3 Bonds the City will provide an executed copy of its Continuing Disclosure Certificate. (See **"CONTINUING DISCLOSURE"** herein).	

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THE CFNs

Authority and Purpose

The Common Council of the City has authorized the issuance and sale of the CFNs for the public purpose of financing the City's operating budget on an interim basis in anticipation of the receipt of State shared revenue payments, by the adoption of an authorizing Resolution on January 22, 2014 in accordance with the provisions of Section 67.12(12) of the Wisconsin Statutes.

Security for the CFNs

The CFNs shall be general obligations of the City, and payment thereof is secured by a pledge of the full faith and credit of the City. The City is authorized and required to levy on all taxable property in the City such ad-valorem taxes, without limitation as to rate or amount, as may be necessary to meet the debt service requirements on the CFNs.

Under and by virtue of Sections 67.05(10) and 67.12(12)(ee), Wisconsin Statutes, the City is obligated to levy a direct annual tax sufficient in amount to pay and for the express purpose of paying the interest on the CFNs as it falls due, and also to pay and discharge the principal thereof at maturity. The City is, and shall be, without power to repeal such levy or obstruct the collection of such tax until all such payments have been made or provided for.

Under Section 67.035, Wisconsin Statutes, all taxes levied for paying principal and interest on valid notes or bonds are declared to be without limitation. Under Section 65.06(18), Wisconsin Statutes, the omission from the budget of the payment of interest on or the principal of any bonded debt of the City when due shall not prevent the placing of the same on the tax roll for the levy and the collection of the tax and the payment of the money therefor.

The City also has pledged, and will irrevocably segregate upon receipt, State Aid Payments due in November, 2014 in an amount sufficient, with interest thereon, to pay, when due, the principal of and interest on the CFNs. The City has also pledged other General Fund Revenues included in the budget for the current calendar year which are due to the City, but which have not been received as of the date of delivery of the CFNs.

Statutory Borrowing Limitation

Wisconsin Statutes limit the amount of direct general obligation debt the City may issue. The CFNs are within these limitations. (See **"DEBT STRUCTURE"** herein for further details).

THE N2 NOTES AND B3 BONDS

Authority and Purpose

The N2 Notes and B3 Bonds are being issued pursuant to Chapters 65 and 67 of the Wisconsin Statutes to finance various public improvement projects, and fiscal requirements of the City, to refund outstanding commercial paper of the City and to pay the associated financing costs. The Common Council of the City adopted Resolutions on January 16, 2009, January 20, 2010, January 19, 2011, December 20, 2011, February 5, 2013, April 9, 2013 and January 22, 2014 which authorize the issuance of the N2 Notes and B3 Bonds. In addition, various initial Resolutions have been adopted authorizing purposes for the B3 Bonds that have been combined into the corporate purpose bond issues.

Proceeds of the sale of the N2 Notes and B3 Bonds are anticipated to be used for various public improvements of the City as follows:

Estimated Purposes (including commercial paper to be refunded)*	
Streets	$ 38,333,646
Public Buildings	15,231,501
Bridges	9,915,000
Fire	7,245,000
Tax Incremental Districts	4,000,000
Police	3,495,359
Sanitation	2,662,296
Parking	1,800,000
Renewal and Development	1,350,000
Library	1,110,000
Parks	455,000
Harbor	180,000
Financing Receivables	30,720,000
Less: Premium applied to Purposes	(11,352,802)
Total	$105,145,000

* The purposes shown in the table reflect the refunding of $48,000,000 of Commercial Paper.

Security for the N2 Notes and B3 Bonds

The N2 Notes and B3 Bonds will be general obligations of the City, and payment thereof is secured by a pledge of the full faith and credit of the City. The City is authorized and required to levy on all taxable property in the City such ad-valorem taxes, without limitation as to rate or amount, as may be necessary to meet the debt service requirements on the N2 Notes and B3 Bonds.

Under and by virtue of Sections 67.05(10) and 67.12(12)(ee), Wisconsin Statutes, the City is obligated to levy a direct annual tax sufficient in amount to pay, and for the express purpose of paying, the interest on the N2 Notes and B3 Bonds as it falls due, and also to pay and discharge the principal thereof at maturity. The City is, and shall be, without power to repeal such levy or obstruct the collection of such tax until all such payments have been made or provided for.

Under Section 67.035, Wisconsin Statutes, all taxes levied for paying principal and interest on valid notes or N2 Notes and B3 Bonds are declared to be without limitation. Under Section 65.06(18), Wisconsin Statutes, the omission from the budget of the payment of interest on or the principal of any bonded debt of the City when due shall not prevent the placing of the same on the tax roll for the levy and the collection of the tax and the payment of the money therefor.

Maturity and Interest Rates

The N2 Notes and B3 Bonds are to be dated May 16, 2014, and will bear interest from that date at the rates, and shall mature each April 1 in the amounts and on the dates as set forth on the inside front cover pages of this Preliminary Official Statement. Interest on the N2 Notes and B3 Bonds will be payable commencing October 1, 2014 and thereafter semiannually on April 1 and October 1 of each year and is calculated on the basis of 30-day months and a 360-day year.

Redemption Provisions

The N2 Notes are **not** subject to call and redemption prior to maturity. The B3 Bonds will be subject to redemption prior to their maturity, at the option of the City, on any date on or after April 1, 2024 at a price of par plus accrued interest to the date fixed for their redemption. If less than all outstanding B3 Bonds are called for redemption, the B3 Bonds shall be called in such order of maturity as shall be determined by the City. If less than all of the B3 Bonds of the same maturity are called for redemption, the particular B3 Bonds of such maturity to be redeemed shall be selected by lot. Notice of redemption shall be mailed, postage prepaid, no earlier than 60 days and no later than 30 days prior to the redemption date, to the owners of any B3 Bonds to be redeemed in whose name such B3 Bonds are registered as of the date of the notice. Any defect in the notice shall not invalidate the notice. The record date for receiving payment of the redemption price shall be the 15th calendar day (whether or not a business day) prior to the redemption date. While in Book Entry Form, as the Registered Owner, DTC will receive the Redemption Notice. The City is not responsible for DTC's notification of redemption to Participants and Beneficial Owners.

Statutory Borrowing Limitation

Wisconsin Statutes limit direct general obligation debt the City may issue. The N2 Notes and B3 Bonds do not cause these limitations to be exceeded. (See **"DEBT STRUCTURE"** herein for further details).

INVESTMENT POLICIES

The City may invest any of its funds not immediately needed in accordance with Section 66.0603 of the Wisconsin Statutes. The City, through Common Council Resolution 930358, adopted July 6, 1993, has instructed the City Treasurer to invest City funds, including Milwaukee Public Schools funds, in: (a) Certificates of Time Deposit at approved public depositories limited to the equity capital or net worth of the financial institution with collateralization required when total deposits at any institution exceed $500,000; (b) Repurchase Agreements with public depository institutions; (c) the State of Wisconsin Local Government Investment Pool; (d) U.S. Treasury and Agency instruments; and (e) commercial paper which has a rating in the highest or second highest rating category assigned by Standard & Poor's Ratings Group, Moody's Investors Service, Inc., or some other similar nationally recognized rating agency.

To the extent possible, the City Treasurer attempts to match investments with anticipated cash flow requirements. No limits have been placed on how much of the portfolio can be invested in any of the above investment categories.

The State of Wisconsin Investment Board ("*SWIB*") provides the Local Government Investment Pool ("*LGIP*") as a subset of the State Investment Fund (the "*Fund*"). The LGIP includes deposits from elective participants consisting of over 1,000 municipalities and other public entities. The Fund also consists of cash balances of participants required to keep their cash balances in the Fund. These required participants include the State General Fund, State agencies and departments and Wisconsin Retirement System reserves. The LGIP portion of the Fund is additionally secured as to credit risk.

The LGIP is a local option City depository. The City utilizes the LGIP in a manner similar to a "*money market*" account. When other investment options provide more favorable returns, such options are utilized. As of December 31, 2013, the City had approximately 42% ($272 million) of its and Milwaukee Public Schools' investments deposited in the LGIP.

SWIB invests the assets of the Fund, which includes assets of the LGIP. Overall policy direction for SWIB is established by an independent, eight-member Board of Trustees (the "*Trustees*"). The Trustees establish long-term investment policies, set guidelines for each investment portfolio and monitor investment performance.

The objectives of the Fund are to provide (in order of priority) safety of principal, liquidity, and a reasonable rate of return. The Fund includes retirement trust funds cash balances pending longer-term investment by other investment divisions. The Fund also acts as the State's cash management fund and provides the State's General Fund with liquidity for operating expenses. The Fund is strategically managed as a mutual fund with a longer average life than a money market fund. This strategic advantage is made possible by the mandatory investment of State funds for which the cash flow requirements can be determined significantly in advance. Given the role played by the Fund, the cash balances available for investment vary daily as cash is accumulated or withdrawn from various funds.

A copy of SWIB's annual report may be obtained by submitting a written request to the State of Wisconsin Investment Board, P.O. Box 7842, Madison, WI 53707-7842.

THE CITY

Location, Organization and Government

General

The City is located on the western shore of Lake Michigan in southeastern Wisconsin. The City is the hub of the metropolitan area and a thriving place to live and work. The City is Wisconsin's largest city with a population of approximately 596,500 and is the principal trade, service and financial center of southeastern Wisconsin. The surrounding Metropolitan Statistical Area ("*MSA*") includes the principal cities of Milwaukee, Waukesha and West Allis; the counties of Milwaukee, Ozaukee, Waukesha and Washington; and has a population of nearly 1.6 million.

The Port of Milwaukee provides access to the sea lanes of the world. General Mitchell International Airport is served by domestic and international airlines. Five rail lines serve the City and provide transportation links throughout the United States. The City is also connected with the interstate highway system.

The City was incorporated as a city on January 31, 1846, pursuant to the laws of the Territory of Wisconsin. Wisconsin gained statehood in 1848. The City, operating under a Home Rule Charter since 1874, has a council mayor form of government.

Elected Officials

The Mayor, City Attorney, Comptroller, Treasurer and Common Council members are elected officials of the City. Local elections are non-partisan. The Mayor, City Attorney, Comptroller and Treasurer are elected at-large for identical four-year terms.

The Common Council represents fifteen Aldermanic districts. Each Alderperson represents, and is elected from, an aldermanic district with a population of approximately 40,000.

City Officials

As of April 1, 2014
(initial year in office follows name)

Mayor	Tom Barrett	(2004)
City Attorney	Grant F. Langley	(1984)
City Comptroller	Martin Matson	(2012)
City Treasurer	Spencer Coggs	(2012)

Common Council

Ashanti Hamilton	(2004)	Robert W. Puente	(2004)
Joe Davis, Sr.	(2003)	Michael J. Murphy	(1989)
Nik Kovac	(2008)	Joseph A. Dudzik	(2002)
Robert J. Bauman	(2004)	Jose G. Perez	(2012)
James A. Bohl, Jr.	(2000)	Terry L. Witkowski	(2003)
Milele A. Coggs	(2008)	T. Anthony Zielinski	(2004)
Willie C. Wade	(2003)		
Robert G. Donovan	(2000)		

* The terms of all the above elected positions expire in April 2016. There is currently one vacancy on the Common Council. The election to fill the vacancy is scheduled for April 29, 2014.

Public Services and Facilities

The City is charged with primary responsibility for public safety (via its police, fire and health departments); public works (including refuse removal and a City-owned water utility); various cultural and recreational services including a library system; and general municipal administration. City government also participates in housing and neighborhood programs through separate housing and redevelopment authorities. These two latter authorities have the ability to borrow directly and issue revenue backed financings.

Other major local governmental units and their related government services are the Milwaukee Public Schools (education); Milwaukee County (parks, airport/mass transit/highways, social services and court system); Milwaukee Metropolitan Sewerage District (wastewater treatment); and the Milwaukee Area Technical College (higher education). Wisconsin Statutes require the City to issue debt for Milwaukee Public Schools. The other governmental units listed each have the statutory authority to issue general obligation debt.

Two special purpose governmental units exist with the ability to borrow and tax on a limited revenue basis. The first is the Southeastern Wisconsin Professional Baseball Park District (the "*SWPBP District*"), a public entity created by State legislation, encompassing southeastern Wisconsin counties, including Milwaukee County, to finance construction/operations of a new baseball facility ("*Miller Park*") for the National League Milwaukee Brewers baseball club. Miller Park opened in March, 2001. The SWPBP District has issued $199 million of revenue bonds supported by a five-county, one-tenth of one percent sales tax and other ancillary revenue streams. In addition, $45 million of lease certificates of participation have been issued by the SWPBP District to finance acquisition and installation of facility equipment, scoreboards, etc.

The second special purpose governmental unit is the Wisconsin Center District ("*WC District*"), a public entity created by the City pursuant to Section 229.42, Wisconsin Statutes, which oversees construction and operation of the Wisconsin Center, the City's major convention complex. This complex

also includes the US Cellular Arena and the Milwaukee Theater facilities, formerly known as "*MECCA*." The Wisconsin Center, was financed by $185 million of revenue bonds issued by the WC District and secured by a pledge of dedicated sales tax revenues from lodging, restaurant, and vehicle rentals collected in the WC District. Phase One of the Wisconsin Center was completed during 1998. Phase Two was completed in 1999. In 2001, the WC District issued $30 million of bonds to renovate the Milwaukee Theatre.

In addition to the facilities noted above, the City is home to a 17,000+ seat indoor sports and concert venue, the BMO Harris Bradley Center, located in the heart of downtown. This facility serves the National Basketball Association Milwaukee Bucks, the Marquette University Golden Eagles men's basketball team and the Milwaukee Admirals International Hockey League club. The City is home to the Milwaukee Art Museum, as well as major symphony, ballet and opera companies, and other theatre and performing arts.

On the lakefront is the Milwaukee Art Museum, which combines art, dramatic architecture and landscape design. The Quadracci Pavilion, the first Santiago Calatrava-designed building in the United States, features a 90-foot high glass-walled reception hall enclosed by the Burke Brise Soleil, a sunscreen that can be raised or lowered creating a unique moving sculpture.

Finally, the Milwaukee area is the site of a number of higher education institutions including Marquette University, the University of Wisconsin – Milwaukee, Alverno College, Mount Mary University and the Milwaukee School of Engineering.

Employee Relations

The City has approximately 6,400 full-time employees. 2,700 employees are part of three public safety unions that are not required to recertify. 700 employees are in eight non-public safety unions that have recertified. 3,000 employees are not represented.

The agreements covering eight recertified non-public safety unions all expired on December 31, 2013. The agreements with the non-public safety unions that did not recertify covered approximately 2,700 employees and expired on December 31, 2011. The agreements covering the three public safety unions expired on December 31, 2012. The City is in negotiations with the public safety unions. Due to the uncertainty caused by the litigation of 2011 Wisconsin Act 10 ("*Act 10*"), the City is not actively negotiating with non-public safety unions.

Pursuant to Act 10, enacted by the State of Wisconsin non-public safety unions' right to collective bargaining is limited solely to employee wages. Act 10 does not affect the ability of public safety unions to collectively bargain on most issues.

On March 30, 2012, a Federal Court declared null and void a provision of Act 10 that requires non-public safety public employee unions to hold certification elections each year. On January 18, 2013, the ruling was overturned by the United States Court of Appeals, which upheld Act 10 in its entirety. The City is not a party to the litigation, but anticipates that there will be an appeal of the ruling.

In addition to the federal action, in September, 2012, a Dane County Circuit Court overturned certain provisions of Act 10 related to city, county and school employees, including its limitations on collective bargaining. That, and other cases, are pending in State court and are in various levels of appeals. None of the cases brought to date were in circuit courts having jurisdiction over the City. It is uncertain whether any circuit court ruling related to Act 10 is binding on local units of government outside the jurisdictions in which those cases are located and as a result whether the overturned provisions of Act 10 are in effect for the City.

GENERAL, DEMOGRAPHIC AND ECONOMIC INFORMATION

General

Based on 2010 census results, the City's population is 594,833. Population in the four county area surrounding the City is estimated at 1,619,429 and represents 28% of the population of the State of Wisconsin.

City of Milwaukee
Selected Economic Data

	Population		
Year	Department of Administration	U.S. Census	Adjusted Gross Income Per Return
2013	596,500		Not Available
2012	595,425		$35,770
2011	595,525		34,100
2010	580,500	594,833	32,774
2009	584,000		32,500
2008	590,870		33,160
2007	590,190		33,240
2000	605,572	596,974	32,370

Sources: U.S. Census and the Wisconsin Department of Administration, Demographic Service Center and the Wisconsin Department of Revenue, Division of Research and Analysis. The Division's population estimates are used in the distribution of State Shared Revenues.

Building Permits

Another indicator of economic growth is the activity in the building industry. The following table indicates building permit activity during the period 2009 through December 2013.

General Total

Year	Value	Permits Issued
2013	$269,010,398	2,217
2012	254,896,334	2,297
2011	269,386,167	2,340
2010	283,026,280	2,065
2009	290,326,431	1,722

Residential Building

	Single Family		Multi-Family		Total		Permits
Year	Value	# Of Units	Value	# Of Units	Value	# Of Units	Issued
2013	$5,429,015	43	$46,923,592	430	$52,352,607	473	53
2012	4,408,472	44	30,455,000	281	34,863,472	325	60
2011	17,892,282	139	42,327,598	364	60,219,880	503	222
2010	8,400,090	84	91,179,501	726	99,579,591	810	118
2009	7,269,207	59	37,354,152	409	44,623,359	468	72

Commercial Building

Year	Value	Permits Issued
2013	$83,584,379	42
2012	52,952,469	51
2011	58,518,315	47
2010	53,319,884	67
2009	127,122,466	37

Public Building

Year	Value	Permits Issued
2013	$24,248,685	147
2012	43,046,652	211
2011	49,456,901	256
2010	22,238,704	129
2009	10,808,648	107

Alterations and Additions

Year	Value	Permits Issued
2013	$108,824,727	1,975
2012	124,033,741	1,975
2011	101,191,071	1,815
2010	107,888,101	1,751
2009	107,771,958	1,506

Sources: Development Center, Department of City Development. Data accumulated from monthly reports submitted to U.S. Department of Commerce, Bureau of the Census, Construction Statistics Division, Washington D.C.

Leading Business and Industrial Firms Located Within Milwaukee County

The listing of large employers in the Milwaukee County area that follows reveals the diversity of Milwaukee County's economic base. The largest of these are shown in the following list, which includes only employers with the majority or all of their employment in Milwaukee County. The Employment Estimates can include employees located in counties contiguous to Milwaukee County.

Company	Business Description	Approximate Employment
Aurora Health Care Inc.	Health Care System	24,462
Wheaton Franciscan Healthcare	Health Care System	11,171
Froedert & Community Health	Health Care System	8,982
Roundy's Supermarkets Inc.	Retail Supermarkets	8,400
The Medical College of Wisconsin	Private Medical School	5,417
Northwestern Mutual	Insurance, Investment Products	5,000
ProHealth Care Inc	Health Care System	4,819
Columbia St. Mary's Health System	Health Care System	4,542
Children's Hospital	Health Care System	4,447
Rockwell Automation Inc	Industrial Automation Products	4,273
Wisconsin Energy Corp	Electric & Natural Gas Utility	4,005
US Bank NA	Banking Services	3,540
BMO Harris Bank	Bank Holding Company	3,500
Goodwill Industries	Training Programs, Retail, & Food Service	3,250
Johnson Controls Inc.	Control Systems, Batteries & Auto Interiors	3,200
Marquette University	University	2,813
(FIS) Fidelity National Info. Services	Banking and Payments Technology	2,800
Harley-Davidson Inc	Motorcycles & Accessories	2,692
Potawatomi Bingo Casino	Casino	2,615
Wells Fargo	Banking & Financial Services	2,395
Bon-Ton Department Stores	Department Stores	2,200
The Marcus Corp	Theaters and Hotel Properties	2,140
Briggs & Stratton Corp	Small Gasoline Engines	2,000
Chase	Global Financial Services	1,789
Extendicare Health Services	Skilled Nursing Homes	1,750
Caterpillar Inc., (Bucyrus)	Manufactures & Distributes Mining Equip	1,600
Rexnord Corp	Power Transmission Equipment	1,600
Joy Global Inc.	Manufactures & Distributes Mining Equip	1,474
Cargill Meat Solutions	Meat Processor	1,400
Journal Communications Inc	Diversified Media Company	1,372
MillerCoors LLC	Beer Brewery	1,300
Assurant Health	Health Insurance	1,245
Robert W Baird	Asset Management and Capital Markets	1,218
Brady Corp	Manufacturer of Identification Materials	1,007
Patrick Cudahy Inc.	Manufacturer of Processed Meats	1,001

Source: The Business Journal of Greater Milwaukee, Book of Lists as of July 19, 2013.

EMPLOYMENT AND INDUSTRY

During 2013, the City's unemployment rate averaged approximately 10.0%. Presented below are unemployment rates for the City, as compared to the State of Wisconsin and the United States for the period 2009 through 2013.

Annual Unemployment Rates
(Not Seasonally Adjusted)

Year	City of Milwaukee	Milwaukee – Waukesha – West Allis Metropolitan Statistical Area	State of Wisconsin	United States
2013	10.0%	7.3%	6.7%	7.4%
2012	10.1	7.4	6.9	8.1
2011	10.9	8.0	7.5	8.9
2010	11.9	8.9	8.5	9.6
2009	11.4	8.9	8.7	9.3

Source: U.S. Department of Labor, Bureau of Labor Statistics.

Recent Monthly Unemployment Rates
(Not Seasonally Adjusted)

Month	City of Milwaukee	Milwaukee – Waukesha – West Allis Metropolitan Statistical Area	State of Wisconsin	United States
January, 2014	9.3%	6.9%	6.7%	7.0%

Source: U.S. Department of Labor, Bureau of Labor Statistics.

The City's economic structure reveals a diversified economy with strong service and manufacturing sectors. In Milwaukee County, service sector (service, finance, insurance, real estate and retail trade) employs 80% of the workforce. Construction and Manufacturing firms employ 14% of the workforce. The area is not dominated by any large employers. Less than two percent of the manufacturers have employment levels greater than 500. Less than one percent of the employers in finance, insurance and services have more than 500 employees.

Ten Largest Taxpayers With 2013 Estimated Equalized Valuations

US Bank Corp	$243,891,192
Northwestern Mutual Life Ins.	176,203,519
Marcus Corp/Milw City Center/Pfister	113,688,374
Mandel Group	113,530,075
Metropolitan Associates	93,710,348
411 East Wisconsin LLC	88,399,000
100 E. Wisconsin – CW Wisconsin Ave. LLC	76,288,305
Gorman & Co.	68,773,091
Towne Realty	66,367,980
Riverbend Place	58,145,660

Source: City of Milwaukee, Assessor's Office January 2014.

DEBT STRUCTURE

The City of Milwaukee has never defaulted in the payment of the principal or interest on its debt obligations, nor has the City issued any refunding securities for the purpose of preventing default in principal or interest on its debt obligations.

Legal Debt Limitations

Section 67.03 of the Wisconsin Statutes, as supplemented and amended, limits direct general obligation borrowing by the City to an amount equivalent to five percent of the equalized valuation of taxable property within the City. Section 119.49 of the Wisconsin Statutes, as supplemented and amended, further authorizes referendum approved-bonding in an additional amount equivalent to two percent of the equalized taxable property within the City for school capital purposes.

Debt Margin (Includes the Offered Obligations to be issued by the City)

Equalized Value of Taxable Property in the City		$26,089,611,100
Legal Debt Limitation for City Borrowing		
5% of Equalized Value		1,304,480,555
General Obligation Debt Outstanding subject to 5% Limit as of 05/01/14	$797,165,000	
Plus: 2014 R1, N2 and B3	215,145,000	
Less: Provision for current year maturities	(52,540,000)	
Net General Obligation Debt Outstanding subject to the 5% Limit as of 05/01/14		$959,770,000
Total Debt Margin for City Borrowing (in Dollars)		$344,710,555
As a percentage		26.4%
including Extendable Municipal Commercial Paper (1)		24.2%
including Extendable Municipal Commercial Paper (1), and excluding GO Cash Flow Notes		32.6%
Legal Debt Limitation for School Purpose Borrowing		
2% of Equalized Value		$521,792,222
General Obligation Debt Outstanding subject to 2% Limit as of 05/01/14	$13,694,646	
Less: Provision for current year maturities	–	
Net General Obligation Debt Outstanding subject to the 2% Limit as of 05/01/14		$13,694,646
Total Debt Margin for School Purpose Borrowing (in Dollars)		$508,097,576
(As a percentage)		97.4%

(1) Excludes EMCP to be refunded by this Issue, and EMCP issued for Cash Flow purposes.

Debt Refunded

The City has issued the following series of general obligation refunding bonds that have outstanding escrow amounts:

$113,430,000 General Obligation Promissory Notes, Series 2012 N2 and $8,455,000 General Obligation Corporate Purpose Bonds, Series 2012 B3, for the purpose of refunding portions of five general obligation issues, with a final escrow payment in 2015, with The Bank of New York Mellon Trust Company, N.A. as escrow agent.

None of the refunded debt is reflected in the "*Debt Margin*" presentation above.

Analysis of General Obligation Debt
Outstanding as of May 1, 2014

Tax Increment Districts	$171,161,381
Streets	134,833,968
Public Buildings	118,343,503
Schools (5% City Borrowing)	93,642,911
Schools (2% School Purpose Borrowing)	14,774,150
Municipal Expenses	61,900,000
Finance Real & Personal Property Tax Receivables	46,898,000
Bridges	30,141,665
Sewers	25,927,968
Blight Elimination/Urban Renewal	25,883,014
Police	24,336,835
Water	15,715,573
Fire	13,599,540
Library	12,132,800
Parking	10,655,509
Playground/Recreational Facilities	6,129,489
Harbor	2,493,618
Local Improvement Projects/Special Assessments	2,264,868
Miscellaneous	24,854
Total	$810,859,646

General Obligation Debt Service Requirements

The following indicates the annual requirements of principal and interest on the general obligation debt of the City.

	Total G.O. Debt Service as of 5/1/14 (1)		Series 2014 N2 and B3		Total Requirements After Issuance
	Principal (1)	Interest (2)	Principal	Interest	
2014	$ 55,915,000	$ 23,973,903		$ 1,866,656	$ 81,755,559
2015	93,968,467	35,685,418	$ 24,915,000	4,354,875	158,923,760
2016	84,413,434	31,361,133	12,195,000	3,427,125	131,396,692
2017	75,830,239	28,248,797	7,035,000	2,946,375	114,060,410
2018	130,178,544	24,196,753	6,605,000	2,605,375	163,585,672
2019	64,061,727	21,296,005	6,290,000	2,283,000	93,930,731
2020	56,851,322	18,951,773	6,145,000	1,972,125	83,920,220
2021	47,778,148	16,440,950	5,115,000	1,690,625	71,024,723
2022	38,924,005	15,463,912	5,115,000	1,434,875	60,937,792
2023	35,348,761	13,771,580	5,115,000	1,179,125	55,414,466
2024	29,100,000	8,941,057	5,115,000	923,375	44,079,432
2025	25,285,000	7,810,349	4,300,000	709,500	38,104,849
2026	18,305,000	6,782,150	4,300,000	537,500	29,924,650
2027	14,595,000	5,191,869	4,300,000	384,313	24,471,182
2028	6,950,000	3,828,247	4,300,000	231,125	15,309,372
2029	860,000	3,672,009	4,300,000	72,563	8,904,572
2030	835,000	3,644,561			4,479,561
2031	370,000	3,622,815			3,992,815
2032	30,390,000	671,088			31,061,088
	$809,959,646	$273,554,370	$105,145,000	$26,618,531	$1,215,277,547

(1) Assumes Sinking Fund Deposits in year due.
(2) Assumes: the maximum interest rate of 9.0% on $30,000,000 of variable rate debt (the tax levy requirement).

Trends of General Obligation Debt
(Thousands of Dollars)

Year 12/31	Total GO Debt	Self-Sustaining GO Debt*	Levy Supported GO Debt
2009	$804,474	$293,039	$511,435
2010	916,034	342,400	573,634
2011	934,004	373,059	560,945
2012	846,299	319,662	526,637
2013	872,014	295,522	576,492

* General Obligation debt whose debt service requirements are paid by non-Citywide property tax revenues.

Trends of Self-Sustaining General Obligation Debt
(Thousands of Dollars)

Year 12/31	TID Program	Parking Program	Special Assessments	Delinquent Taxes (1)	Water (2)	Sewer (2)	Total Self-Sustaining
2009	$164,106	$11,616	$12,994	$40,508	$17,049	$46,766	$293,039
2010	167,944	11,753	11,623	47,575	13,453	90,052	342,400
2011	192,838	12,170	10,462	52,728	22,053	82,807	373,059
2012	189,351	11,684	9,505	56,201	18,727	34,194	319,662
2013	179,475	11,443	2,286	58,033	15,791	28,494	295,522

General Obligation debt whose debt service requirements are paid by non-Citywide property tax revenues.

(1) Debt issued for Delinquent Tax Purposes is paid from collections of the delinquent taxes.
(2) Years 2009-2012 include temporary borrowing pending refunding with revenue bonds.

Ratio of General Obligation Debt to Equalized and Assessed Values and to Per Capita

Year 12/31	Population (1)	Net Equalized Valuation	Assessed Valuation	Total GO Debt	GO Debt/Net EV	GO Debt/AV	GO Debt/capita
2009	584,000	$31,266,329,200	$28,994,573,372	$804,474,150	2.57%	2.77%	$1,378
2010	580,500	29,520,783,200	28,048,464,348	916,034,150	3.10	3.27	1,578
2011	595,525	27,954,669,900	27,917,642,983	934,004,150	3.34	3.35	1,568
2012	595,425	26,421,932,000	25,322,100,578	846,299,150	3.20	3.34	1,421
2013	596,500	26,089,611,100	25,034,158,099	872,014,150	3.34	3.48	1,462

(1) Population estimate from the Wisconsin Department of Revenue for use in the distribution of State Shared Revenues.
Note: There is a material difference in the 2010 Department of Revenue estimate and the 594,833 US Census estimate.

The Public Debt Amortization Fund may be used to purchase and prepay City GO Debt. Assuming the unsegregated fund balance is used to prepay City GO Debt at year-end, the following results would have occurred:

Year 12/31	PDAF Unsegregated Balance	GO Debt /Net EV	GO Debt /capita
2009	$50,444,955	2.41	$1,291
2010	55,453,164	2.92	1,482
2011	57,046,631	3.14	1,473
2012	57,413,536	2.99	1,325
2013 (1)	57,413,536	3.12	1,366

(1) 12/31/13 balance is unknown at this time. Assumes balance is unchanged for the year.

Computation of Net Direct and Overlapping Debt
May 1, 2014

Governmental Unit	Debt Outstanding As of May 1, 2014	Percentage Applicable	Share of Debt As of May 1, 2014
City of Milwaukee (1)	$ 810,859,646	100.00%	$ 810,859,646
Area Board of Vocational, Technical and Adult Education, District No. 9	84,620,000	37.16	31,441,251
County of Milwaukee	721,728,545	45.64	329,428,625
Milwaukee Metropolitan Sewerage District	970,256,497	46.56	451,772,632
Total Net Direct and Overlapping Debt	$2,587,464,688		$1,623,502,154

(1) Includes $108 million general obligation debt outstanding, which financed Milwaukee Public Schools improvements. Figure includes the new issue, and excludes debt to be refunded and provisions for current year maturities.

Future Financing

Prior to the issuance of the Offered Obligations, the City has $475 million authorized unissued general obligation debt for various corporate and capital improvement purposes, which can be issued at any time. The City also has $400 million of authorized unissued revenue anticipation borrowing for City and School cash flow purposes. In addition to the $110 million of CFNs, the City anticipates issuing $25 million of Extendable Municipal Commercial Paper ("*EMCP*") in May, 2014 for City cash flow purposes. EMCP gives the City the ability to monitor cash flow and payoff the EMCP sooner or later than the anticipated December 23, 2014 repayment date of the CFN's.

The City has $77.5 million of Extendable Municipal Commercial Paper outstanding which can be refinanced with General Obligation Debt. $48 million will be refinanced with this issue, $29.5 million are anticipated to be permanently financed with Sewer Revenue Bonds.

In addition to refunding the Extendable Municipal Commercial Paper, the authorized unissued general obligation debt includes $96 million for sewer purposes and $23 million for water purposes. The sewer purpose debt is anticipated to be financed on a revenue bond basis, including second lien revenue bonds sold to the State of Wisconsin Clean Water Fund Program. The water purpose debt is anticipated to be financed on a revenue bond basis, including second lien revenue bonds sold to the State of Wisconsin Safe Drinking Water Loan Program.

The authorized, unissued general obligation debt includes $38 million for School Purposes as Qualified School Construction Bonds.

See **"FINANCIAL INFORMATION – City Capital Improvement Plan"** herein for information on potential future capital needs.

City Capital Improvement Plan

The City's 2013-2018 Draft Capital Improvement Plan ("*CIP*") outlines planned capital improvement projects and programs. Some school purpose improvements are financed by the City for Milwaukee Public School, but are not included in the CIP.

The six-year CIP plan totals $1,045 million. About $727 million, or 70% of the planned spending, is intended to preserve the City's existing infrastructure facilities (streets, sewers, alleys,

bridges, etc.). Approximately 57% ($594 million) is anticipated to be borrowed with General Obligation debt, 28% ($290 million) being borrowed with revenue debt.

Purpose	Amount ($ Millions)
Transportation	$326
Environment	457
Economic Development	140
Public Safety	65
Miscellaneous	57
Total	$1,045

Extendable Municipal Commercial Paper Program and other Liquidity

The City has authorized the issuance of EMCP with the Extendable Municipal Commercial Paper Notes, 2012 Program, Series C6, Series R7, and Series T8 (Taxable) (the "*Series C6 Notes*", "*Series R7 Notes*", and "*Series T8 Notes*" respectively, and together, the "*EMCP Notes*"). Any combination of Series C6 Notes, Series R7 Notes, and Series T8 Notes, up to an aggregate total of $200,000,000, is authorized to be outstanding at any time. The EMCP Notes are not general obligation debt of the City, however they are issued in anticipation of the issuance of general obligation promissory notes, which can be issued at any time. The EMCP Notes are authorized to be outstanding until May 22, 2017.

The EMCP Notes may be issued at any time for any purpose, including the purposes described in Future Financing above. The primary purpose of the EMCP Note program is to provide interim financing for expenditures pending the City's next long-term financing and short-term cash flow needs. As of April 1, 2014, the City had $77.5 of Series C6 Notes outstanding, of which $48 million will be refinanced with the Offered Obligations.

The City has a taxable General Obligation Promissory Line of Credit Note with PNC Bank (the "*Line*") in the amount of $50,000,000. The Line may be drawn upon at any time for any purpose, including the purposes described in Future Financing above. The primary purpose of the Line is to provide interim financing for expenditures pending the City's next long-term financing and short-term cash flow needs. The Line is authorized to be outstanding until April, 2023. As of April 1, 2014, no debt was outstanding under the Line.

Other Variable Rate Exposure

The City has no outstanding Auction Rate securities. The City has $30 million of multi-modal general obligation bonds (the "*MMB*") that are authorized to be outstanding through February 15, 2032, are currently in two variable rate modes, and are anticipated to remain variable rate until redeemed. $15 million of the MMBs are Floating Rate Notes (the "*FRN*") tied to the SIFMA index through a January 1, 2016 mandatory purchase date. The FRNs are anticipated to be remarketed by the City on or before the mandatory purchase date. $15 million of the MMBs are Rolling Tender Variable Rate Bonds (the "*RTV*"). The RTVs have an interest rate that is set weekly by a remarketing agent. An Owner of an RTV may tender an RTV on 7-days' notice. If the tendered RTV is not remarketed, the tendered RTV enters a 173-day Extension period (total of 180 days from the tender date), during which time the City makes its best efforts to remarket into another mode, including fixed rate mode.

It is anticipated that, over time, up to 15-25% of the tax levy supported long-term general obligation debt will be in the form of variable rate debt.

In 2003, the Redevelopment Authority of the City of Milwaukee, on behalf of the Milwaukee Public Schools, issued $130,850,000 of Taxable Pension Funding Bonds, 2003 Series D in Auction Rate Mode and insured by MBIA. In 2005, the 2003 Series D bonds were converted to Index Bonds ("*IB*") whose interest rate is reset monthly to 1-month LIBOR + 25 basis points. The IB bond owners do not have an option to put the bonds. The 2003 Series D bonds also have an interest rate swap that pays Milwaukee Public Schools 1-month LIBOR + 20 basis points in exchange for a fixed rate of 5.56% paid by Milwaukee Public Schools, effectively converting the IB to a fixed rate with no basis risk.

REVENUE BONDING

The City has issued revenue bonds for its Water and Sewerage Systems and has issued industrial revenue bonds on behalf of borrowers for eligible projects. Additionally, the Housing Authority of the City (the "*Housing Authority*"), the Redevelopment Authority of the City (the "*Redevelopment Authority*"), the Milwaukee Economic Development Corporation and related entities also have outstanding obligations. Collectively, the programs of the Housing and Redevelopment Authorities and Milwaukee Economic Development Corporation complement the City-financed economic development projects and foster the same development objectives.

Water System Revenue Bonds – In 1998 and in 2013, the City and the State of Wisconsin entered into loan agreements under the State of Wisconsin Safe Drinking Water Loan Program. Subsidized loans are available for certain projects, are secured by revenues of the Milwaukee Water Works, and are repayable over a period of 20 years. As of December 1, 2013, the outstanding balance was $11 million.

Sewerage System Revenue Bonds – In 2001, the City created the Sewerage System Revenue Bonds with the issuance of $29,095,000 of Sewerage System Revenue Bonds, and in 2003, the City issued an additional $33,885,000 of Sewerage System Revenue Bonds. In 2011, the City issued $52,565,000 of refunding and new money Sewerage System Revenue Bonds. As of December 31, 2013, total outstanding Sewerage System Revenue Bonds was $88 million with a final maturity in 2031.

In 2006, the City created the Sewerage System Second Lien Revenue Bonds for the purpose of borrowing from the State of Wisconsin Clean Water Fund Program. As of December 31, 2013, the City had $83 million outstanding under the Program. The City hopes to satisfy as much as possible of its Sewerage System capital needs with borrowings under the Program. (See **"Future Financing"**).

Industrial Revenue Bonding Program – The City has established guidelines relating to its Industrial Revenue Bonding Program. These guidelines establish criteria for IRB financing. The guidelines delineate that the primary goals of this program are to create additional tax base, additional jobs, or both. Industrial land, buildings, and machinery and equipment used in the manufacturing process and pollution abatement equipment of new or expanding industries are eligible projects. Since the first IRB issue in 1973, the City has closed 125 issues amounting to approximately $265 million. The City has no responsibility to either secure or redeem IRB debt, and thus neither guarantees nor lends its own credit to these obligations.

Housing Authority of the City of Milwaukee – Most of the Housing Authority bonds and notes are secured by a lien on all revenues of the Housing Authority Low Income Housing Program. The Housing Authority has also issued debt for "*stand alone*" projects. The Housing Authority bonds and notes are limited obligations of the Housing Authority and are neither a general obligation of the City nor are they guaranteed by the City. As such, they are not backed by the general credit or taxing powers of the City.

Between 1983 and December 1, 2012, the Housing Authority issued revenue bonds of approximately $149 million, of which approximately $8.3 million are still outstanding.

Redevelopment Authority of the City of Milwaukee – The Redevelopment Authority is a public body corporate and politic formed in 1958 by action of the Common Council of the City pursuant to the Section 66.1333 (formerly Section 66.431) of the Wisconsin Statutes, as supplemented and amended ("*Redevelopment Authority Act*").

The Redevelopment Authority has as its purpose the carrying out of blight elimination, slum clearance and urban renewal programs and projects as set forth in the Redevelopment Authority Act, and is authorized under the Redevelopment Authority Act to issue revenue bonds for the financing of such programs and projects, and to enter into revenue agreements to provide revenues for the payment of such revenue bonds.

Since its creation, the Redevelopment Authority has provided for the acquisition and improvement of a variety of industrial, commercial, housing and other revenue producing projects, and, in some instances, has entered into revenue agreements for the financing thereof, pursuant to authorization contained in the Redevelopment Authority Act. In connection with the financing of a number of such projects, the Redevelopment Authority has issued revenue bonds under a number of authorizing resolutions and indentures, each of which contained separate terms and conditions relating to the respective issues of revenue bonds. In each instance, the bonds issued constitute limited obligations of the Redevelopment Authority, and do not constitute an indebtedness of the City or a charge against the City's general credit or taxing power.

The majority of these issues are supported solely by the revenues of the various projects. While in each instance, the bonds issued constitute limited obligations of the Redevelopment Authority, and do not constitute an indebtedness of the City or a charge against the City's general credit or taxing power, there are certain issues which involve contingent liabilities of the Redevelopment Authority and/or the City.

As of December 31, 2013, the Redevelopment Authority had outstanding: one bond issue with $23,200,000 outstanding that has a Moral Obligation Pledge of the City; and $227,339,122 in four bond issues for Milwaukee Public Schools, one secured by a lease, and three secured by loan agreement, with the Milwaukee Board of School Directors ("*MBSD*"). These bonds do not constitute general obligations of the City, or of MBSD, and shall not constitute or give rise to a charge against the City's, or MBSD's, taxing powers. The loan agreements with MBSD includes a pledge of certain state aid payable to MBSD.

The Redevelopment Authority has also issued debt payable from tax increment revenues. (See **"TAX INCREMENT DISTRICT FINANCING"** herein).

Milwaukee Economic Development Corporation – As of December 31, 2012, the Milwaukee Economic Development Corporation, itself, or through a related entity, funded loans for 1,102 small businesses and redevelopment projects utilizing $282 million to leverage a total of $1.42 billion in investment. 920 loans have been enrolled in the Capital Access Program with covered loan amounts totaling $53 million.

The Milwaukee Economic Development Corporation had notes and debentures payable under the Small Business Administration's Section 503 and 504 loan programs in the amount of $6 million as of December 31, 2012.

TAX INCREMENT DISTRICT FINANCING

Five issues of the Redevelopment Authority and Housing Authority involving over $60 million in bonds have financed projects located within tax increment districts ("*TID*") of the City. The City has also financed public improvements and provided grants to the Redevelopment Authority for redevelopment purposes within such districts through the issuance of its general obligation bonds. As of December 31, 2013, $179 million general obligation bonds for TID purposes were outstanding. Under current law, tax increments received by the City have been calculated based upon the assessed valuation and the applicable tax levy in the TID. The applicable tax levy includes the public school tax levy rate for Milwaukee Public Schools.

The Redevelopment Authority of the City has approximately $31 million of debt secured by tax increment revenues. Approximately $23 million of that debt has the Moral Obligation Pledge of the City. The remaining debt is owed to developers of projects within the TID, with no recourse to the City in the event that tax increment revenues are insufficient to repay the obligations. Pursuant to 2003 Wisconsin Acts 126, 127, 194 and 231 (enacted in February through April 2004), the allowable life of TIDs created between September 30, 1995 and October 1, 2004 for blight elimination and rehabilitation purposes is 27 years. The maximum lives for TIDs created after September 30, 2004 is 27 years for blighted and rehabilitation TIDs, and 20 years for mixed use TIDs and industrial TlDs, which, for industrial TIDs represents a reduction from 23 years, though the new law also makes them eligible for a three year extension under certain circumstances. In any year in which total TID debt service requirements for the ensuing year are greater than total tax increments received, the shortfall is funded by the City's general property tax levy.

FINANCIAL INFORMATION

Budgeting

Each department and agency prepares its own detailed estimate of needs for the ensuing fiscal year which is filed with the Mayor not later than the second Tuesday in May of each year, at which time the Comptroller submits a statement of anticipated non property tax revenues in accordance with City Charter provisions. Under the City Charter, changes to these non-property tax revenue estimates can be made only by the Comptroller. The Mayor holds hearings on departmental spending requests during July and August at the times and places the Mayor or Common Council by ordinance directs. The Mayor submits a proposed budget to the Common Council on or before September 28th of each year. This budget includes the Comptroller's anticipated non property tax revenues. Subsequent to receipt of the budget by the Common Council, its Committee on Finance and Personnel reviews the Mayor's proposed expenditure budget. The Mayor and Common Council hold a public hearing on the entire budget no later than the 30th day of October. The Common Council subsequently adopts a property tax levy, but cannot change the Comptroller's anticipated revenues budget. The final budget must be adopted by the 14th of November. The City is under no State or local levy limits with respect to General Obligation Debt Service.

Adopted Budget – Combined Revenues – 2014

	General	Special Revenue	Debt Service	Capital Projects	Enterprise	Total
Taxes						
Property Tax – General	$ 95,745,352	–	$61,806,985	$5,291,000	–	$162,843,337
Provision for Empl Retirement (1)	85,965,660					85,965,660
Common Council Cont	5,000,000					5,000,000
Total Taxes	$186,711,012	–	$61,806,985	$5,291,000	–	$253,808,997
Revenues						
Taxes	$ 17,931,000					$ 17,931,000
Licenses and Permits	13,922,600					13,922,600
Intergovernmental Revenues	260,677,377	$ 50,622,451				311,299,828
Charges for Service	158,462,456					158,462,456
Fines and Forfeitures	4,755,400					4,755,400
Miscellaneous Revenues	6,511,325	10,530,000				17,041,325
Fringe benefits (2)	24,300,000					24,300,000
Parking	17,425,000		$ 1,990,142	$ 5,000,000	$ 18,608,758	43,023,900
Water Works	–		5,310,414	9,825,000	72,364,586	87,500,000
Sewer Maintenance Fund	12,734,075		8,145,369	5,050,000	33,652,255	59,581,699
Retained Earnings					9,637,517	9,637,517
Delinquent Taxes			31,511,359			31,511,359
Tax Incremental Districts			21,927,044			21,927,044
Other Self Supporting Debt			28,636,531			28,636,531
Cash Flow borrowings			125,000,000			125,000,000
Special Assessments		11,705,477		1,626,000		13,331,477
Capital Revenue				15,265,000		15,265,000
Total Revenues	$516,719,233	$72,857,928	$222,520,859	$36,766,000	$134,263,116	$983,127,136
Tax Stabilization						
Transfer from Reserves	$ 20,000,000					$ 20,000,000
Sale of Bonds and Notes						
General City				$101,202,000		101,202,000
Enterprise Funds				45,215,000		45,215,000
Grand Total	$723,430,245	$72,857,928	$284,327,844	$188,474,000	$134,263,116	$1,403,353,133

(1) Includes employer and employee pension contributions and City employers' share of FICA.
(2) For budgeting purposes, Fringe Benefits are used as an offset against expenditures since these costs are budgeted twice, both as a lump sum and as individual departmental expenditures.

Adopted Budget – Combined Appropriations – 2014

	General	Special Revenue	Debt Service	Capital Projects	Enterprise	Total
Expenditures						
Administration, Dept of	$ 10,980,218			$ 1,060,000		$ 12,040,218
Assessor's Office	4,450,800					4,450,800
City Attorney	7,379,826			1,758,000		9,137,826
City Treasurer	2,838,244					2,838,244
Common Council – Clerk	8,301,171			175,000		8,476,171
Municipal Court	3,402,630			144,000		3,546,630
Comptroller	5,184,392					5,184,392
Dept of City Development	3,596,808			23,500,000		27,096,808
Election Commission	2,676,195					2,676,195
Employee Relations, Dept of	4,613,330					4,613,330
Fire and Police Commission	1,560,019			150,000		1,710,019
Fire Department	104,536,907			4,437,000		108,973,907
Health Department	12,618,896			425,000		13,043,896
Library Board	21,768,088			3,383,000		25,151,088
Mayor's Office	1,192,204					1,192,204
Neighborhood Services	20,835,056			2,320,000		23,155,056
Police Department	244,030,373			9,177,000		253,207,373
Port of Milwaukee	4,639,303			750,000		5,389,303
DPW–Administration	3,558,838					3,558,838
DPW–Infrastructure	37,496,985			54,268,000		91,764,985
DPW–Operations	80,405,250			13,127,000		93,532,250
Water Works			$ 5,310,414	13,825,000	$ 79,219,029	98,354,443
Sewer Maintenance Fund			8,145,369	44,550,000	34,536,753	87,232,122
Special Purpose Accounts	154,498,288					154,498,288
Pension Funds	127,728,490					127,728,490
Debt Service – City			127,456,219			127,456,219
Debt Service – Schools			16,425,700			16,425,700
Debt Service – Cash Flow			125,000,000			125,000,000
Contingency	5,000,000					5,000,000
Delinquent Tax Fund		$10,530,000				10,530,000
Parking			1,990,142	6,715,000	20,507,334	29,212,476
Grant & Aid Fund		50,622,451				50,622,451
Special Capital Projects				8,710,000		8,710,000
Economic Development		11,705,477				11,705,477
Fringe Benefit Offset	(149,862,066)					(149,862,066)
Grand Total	$723,430,245	$72,857,928	$284,327,844	$188,474,000	$134,263,116	$1,403,353,133

Budgetary Comparison Schedule – General Fund
For The Years Ending December 31, 2008 Through 2012
(Thousands of Dollars)

	2008	2009	2010	2011	2012
Revenues:					
Property Taxes	141,573	156,410	168,031	166,841	167,927
Other Taxes	4,839	3,504	5,097	4,371	3,363
Licenses and Permits	12,918	12,186	12,948	13,289	14,410
Intergovernmental	271,100	272,337	270,939	273,240	260,141
Charges for Services	86,410	91,057	97,146	103,493	108,190
Fines and Forfeitures	5,277	4,802	5,422	5,076	5,042
Other	12,864	19,967	20,323	13,387	23,483
Total General Fund Revenues	534,981	560,263	579,906	579,697	582,556
Tax Stabilization Fund Withdrawals	29,457	22,379	13,070	14,600	13,767
Other Financing Sources and Equity Transfers (Net)	40,234	46,896	49,640	46,199	47,470
Total General Fund Revenues Tax Stabilization Fund Withdrawals and Other Financing Sources	604,672	629,538	642,616	640,496	643,793
Expenditures:					
General Government	199,004	202,066	253,328	229,556	208,013
Public Safety	266,370	276,060	264,067	258,994	265,900
Public Works	103,149	97,093	94,482	96,557	93,421
Health	10,118	10,446	9,996	8,872	8,656
Culture and Recreation	16,782	17,329	15,656	15,566	15,912
Conservation and Development	3,456	4,230	3,747	3,991	4,320
Total Expenditures	598,879	607,224	641,276	613,536	596,222
Sources Over (Under) Expenditures	5,793	22,314	1,340	26,960	47,571
Fund Balance – January 1 (excludes reserved for use during the year)	65,628	49,042	58,286	45,026	58,219
Fund Balance – December 31	71,421	71,356	59,626	71,986	105,790
Fund Balance Components:					
Reserved for Encumbrances & Carryovers	22,865	21,919	8,144		
Reserved for Inventory	7,248	6,827	7,220		
Reserved for Mortgage Trust	173	141	135		
Reserved for Environmental Remediation	303	303	303		
Reserved for Next Year's Budget	22,379	13,070	14,600		
Reserved for Subsequent Years' Budget	18,453	29,096	29,224		
New presentation as of FY 2011					
Nonspendable				15,044	15,721
Restricted				0	0
Committed				2,995	1,835
Assigned				26,778	35,915
Unassigned				27,169	52,319
Total Fund Balance	95,085	71,421	71,356	71,986	105,790
Tax Stabilization Fund (free fund balance)					
Reserved for Next Year's Budget	22,379	13,070	14,600	13,767	14,900
Reserved for Subsequent Years' Budget	18,453	29,096	29,224	34,937	59,800

City of Milwaukee
General Fund – Projected Cashflow Summary
(Millions of Dollars)
January 1, 2014 to December 31, 2014

	January	February	March	April	May	June	July	August	September	October	November	December	Total
Balance	113.727	66.104	15.982	(16.635)	(33.838)	73.740	0.044	74.573	41.633	22.775	3.861	162.273	
Receipts													
Property Taxes	24.528	9.558	2.394	16.273	8.870	3.826	59.230	5.704	17.945	14.448	0.760	90.173	253.709
State Aids													
Shared Revenue	–	–	–	–	–	–	41.365	–	–	–	185.939	–	227.304
Highway Aids	6.072	–	–	6.023	–	–	6.813	–	–	6.023	–	–	24.931
Payment Muni. Services	–	1.897	–	–	–	–	–	–	–	–	–	–	1.897
Computer Exemption Aid	–	–	–	–	–	–	3.900	–	–	–	–	–	3.900
Other	10.493	19.223	8.623	9.937	10.270	10.378	10.341	9.806	8.511	8.601	11.707	18.330	136.220
Delinquent Taxes Transfer	31.404	–	–	–	–	–	–	–	–	–	–	–	31.404
Pension Fees	2.085	–	0.218	1.119	2.312	1.656	1.210	2.983	0.777	0.668	2.045	1.889	16.962
City Services Fees	3.406	2.748	2.290	2.334	2.764	2.078	2.296	2.407	2.284	3.706	4.692	4.297	35.302
City PILOTS (Major)	–	–	–	–	–	–	–	–	–	–	–	13.930	13.930
Parking Transfers	–	–	–	–	–	8.625	–	–	–	–	–	8.625	17.250
Summerfest Lease	–	–	–	–	–	–	–	–	–	–	–	1.378	1.378
Street Sweeping	–	–	–	–	–	7.530	–	–	–	–	–	7.530	15.060
Vehicle Registration Fee	0.389	0.451	0.438	0.438	0.625	0.688	0.625	0.563	0.563	0.563	0.563	0.375	6.281
Potawatomi PILOT	–	–	–	–	–	–	–	5.444	–	–	–	–	5.444
Year End Transfers	10.563	–	–	–	–	–	–	–	–	–	–	–	10.563
Note Proceeds (1)	–	–	–	–	135.000	–	–	–	–	–	–	–	135.000
Total Receipts	**88.940**	**33.877**	**13.963**	**36.124**	**159.841**	**34.781**	**125.780**	**26.907**	**30.080**	**34.009**	**205.706**	**146.527**	**936.535**
Disbursements													
Salaries & Benefits	47.621	38.515	39.156	42.420	40.993	37.228	40.810	54.674	40.382	42.870	39.796	45.343	509.808
Services & Supplies	27.342	9.826	7.424	10.907	11.270	9.131	10.441	5.173	8.556	10.053	7.498	9.211	126.832
Employer Pension Contribution	61.600	–	–	–	–	–	–	–	–	–	–	–	61.600
Purchase Tax Delinquents	–	35.658	–	–	–	–	–	–	–	–	–	–	35.658
Contractual Tax Payment	–	–	–	–	–	62.118	–	–	–	–	–	–	62.118
Year End Transfers	–	–	–	–	–	–	–	–	–	–	–	10.563	10.563
Note Principal Repayment (1)	–	–	–	–	–	–	–	–	–	–	–	135.000	135.000
Total Disbursements	**136.563**	**83.999**	**46.580**	**53.327**	**52.263**	**108.477**	**51.251**	**59.847**	**48.938**	**52.923**	**47.294**	**200.117**	**941.579**
Balance	**66.104**	**15.982**	**(16.635)**	**(33.838)**	**73.740**	**0.044**	**74.573**	**41.633**	**22.775**	**3.861**	**162.273**	**108.683**	

Maximum deficit occurs in July and November.

(1) Includes the CFNs and anticipated extended municipal commercial paper for cash flow purposes.

City of Milwaukee
General Fund
Schedule of Cash Receipts and Disbursements
for the Year Ended December 31, 2013
(Millions of Dollars)

	Beginning Cash Balance (Deficit)	Receipts	Disbursements	Ending Cash Balance (Deficit)
January	$119.859	$ 94.880	$134.419	$80.320
February	80.320	34.358	84.779	29.899
March	29.899	21.037	45.589	5.347
April	5.347	139.969 (1)	48.515	96.801
May	96.801	50.124 (2)	54.973	91.952
June	91.952	97.162	179.825	9.289
July	9.289	132.940	50.788	91.441
August	91.441	27.439	61.044	57.836
September	57.836	30.278	48.573	39.541
October	39.541	34.171	52.684	21.028
November	21.028	213.186	47.225	186.989
December (4)	186.989	115.798	189.060 (3)	113.727
		$991.342	$997.474	

Notes:
(1) $100 million of EMCP was issued in April.
(2) $100 million of CFNs and $25 million of EMCP was issued, $100 million of EMCP was repaid.
(3) $100 million of CFNs and $25 million of EMCP was repaid in December.
(4) Estimated.

City of Milwaukee
General Fund
Projected Schedule of Cash Receipts and Disbursements
for the Year Ended December 31, 2014
(Millions of Dollars)

	Beginning Cash Balance (Deficit)	Receipts	Disbursements	Ending Cash Balance (Deficit)	Ending Cash Balance Excluding Borrowing of $135 Million
January	$113.727	$ 88.940	$136.563	$ 66.104	$ 66.104
February	66.104	33.877	83.999	15.982	15.982
March	15.982	13.963	46.580	(16.635)	(16.635)
April	(16.635)	36.124	53.327	(33.838)	(33.838)
May	(33.838)	159.841 (1)	52.263	73.740	(61.260)
June	73.740	34.781	108.477	0.044	(134.956)
July	0.044	125.780	51.251	74.573	(60.427)
August	74.573	26.907	59.847	41.633	(93.367)
September	41.633	30.080	48.938	22.775	(112.225)
October	22.775	34.009	52.923	3.861	(131.139)
November	3.861	205.706	47.294	162.273	27.273
December	162.273	146.527	200.117 (2)	108.683	108.683
		$936.535	$941.579		

(1) Amount includes CFN and EMCP principal receipts.
(2) Amounts include CFN and EMCP principal repayments.

City of Milwaukee
Schedule of Cash and Investment Balances – All Funds – 2013
(Millions of Dollars)

	General Fund (1)	Other Governmental Funds	Enterprise Funds	Trust and Agency Funds (2)	Total
January	$80.320	$257.253	$41.440	$153.673	$532.686
February	29.899	200.800	41.871	61.194	333.764
March	5.347	185.885	42.318	6.666	240.216
April	96.801	188.150	42.835	74.101	401.887
May	91.952	218.304	43.214	(5.602)	347.868
June	9.289	182.449	43.677	95.549	330.964
July	91.441	184.083	44.165	80.879	400.568
August	57.836	200.388	44.547	55.216	357.987
September	39.541	169.303	45.119	32.903	286.866
October	21.028	155.472	45.697	136.047	358.244
November	186.989	124.689	46.177	73.834	431.689
December (estimate)	113.727	226.241	49.554	297.484	687.006

(1) Balances include proceeds from the sale of the Series 2013 Short Term Promissory Notes and their subsequent repayment.
(2) Agency Funds includes Milwaukee Public Schools.

This schedule excludes Cash & Investment balances for Housing Authority, Redevelopment Authority, Milwaukee Economic Development Corp., and the Neighborhood Improvement Development Corp.

City of Milwaukee
Projected Schedule of Cash and Investment Balances – All Funds – 2014
(Millions of Dollars)

	General Fund (1)	Other Governmental Funds	Enterprise Funds	Trust and Agency Funds (2)	Total
January	$66.104	$250.860	$38.044	$153.383	$508.391
February	15.982	227.457	45.169	61.322	349.930
March	(16.635)	218.115	46.424	6.590	254.494
April	(33.838)	222.433	48.162	74.320	311.077
May	73.740	222.381	47.219	(5.687)	337.653
June	0.044	224.783	57.953	95.840	378.620
July	74.573	218.227	61.716	81.342	435.858
August	41.633	198.711	61.625	55.210	357.179
September	22.775	165.383	61.403	33.184	282.745
October	3.861	172.599	54.791	136.646	367.897
November	162.273	152.351	47.641	74.215	436.480
December	108.683	254.581	40.806	398.659	802.729

(1) Balances include proceeds from the sale of the RANs and principal repayment.
(2) Agency Funds includes Milwaukee Public Schools.

This schedule excludes Cash & Investment balances for Housing Authority, Redevelopment Authority, Milwaukee Economic Development Corp., and the Neighborhood Improvement Development Corp.

City of Milwaukee
Assessed and Equalized Valuations

	Year 2009 For 2010 Purposes	Year 2010 For 2011 Purposes	Year 2011 For 2012 Purposes	Year 2012 For 2013 Purposes	Year 2013 For 2014 Purposes
Real Property					
Residential	$17,743,825,065	$17,156,626,561	$17,069,535,250	$14,750,294,600	$14,265,490,669
Industrial (Manufacturing)	732,007,800	732,279,700	746,955,100	707,123,600	709,328,200
Mercantile (Commercial)	9,485,580,238	9,202,213,459	9,191,348,932	8,992,762,442	9,195,173,876
Total Real Property	$27,961,413,103	$27,091,119,720	$27,007,839,282	$24,450,180,642	$24,169,992,745
Personal Property	983,160,269	957,344,628	909,803,701	871,919,936	864,165,354
Total Assessed Valuations	$28,944,573,372	$28,048,464,348	$27,917,642,983	$25,322,100,578	$25,034,158,099
Equalized Valuation as determined by the State Department of Taxation is the basis used in computing the 7% statutory debt limitation of the City of Milwaukee	$31,266,329,200	$29,520,783,200	$27,954,669,900	$26,421,932,000	$26,089,611,100
Ratio of Assessed to Equalized Valuation	92.57%	95.01%	99.87%	95.84%	95.95%

City of Milwaukee
Assessed Tax Rates
(Per $1,000 of Assessed Valuation)

	2010	2011	2012	2013	2014
Unit of Government					
City Government	$9.12	$9.25	$9.25	$10.25	$10.58
Milwaukee Public Schools	10.85	11.11	11.11	12.31	12.47
Milwaukee County	4.87	4.89	4.89	5.44	5.53
Milwaukee Area Technical College	2.02	1.95	1.95	2.21	2.22
Milwaukee Metropolitan Sewerage District	1.52	1.51	1.51	1.70	1.78
Gross Tax Rate Per $1,000	$28.38	$28.71	$28.71	$31.91	$32.58
Less: State Tax Credit	($1.81)	($1.81)	($1.81)	($1.96)	(1.96)
Net Tax Rate	$26.57	$26.90	$26.90	$29.95	$30.62

City of Milwaukee
Property Tax Levies and Collections
($ Amounts in Thousands)

Budget Year	Taxes Levied for the Fiscal Year			Cumulative Collected in Subsequent Years	
	Levy	Collections	% of Levy	Amount	% Collected
2008	286,180	277,119	96.83	8,652	99.86
2009	276,186	265,691	96.20	9,603	99.68
2010	291,943	281,196	96.32	8,309	99.16
2011	295,967	284,690	96.19	5,992	98.21
2012	301,051	288,294	95.76	0	95.76

Collection Procedures

If no payment of property taxes is received in January, the taxes become delinquent as of February 1st. If the taxes are not paid when due under the 10-month installment plan, they become delinquent for legal purposes on November 15th.

A letter is mailed to the taxpayer shortly after February 1st, telling of the delinquency and suggesting partial payments if full payment cannot be made. As directed by Chapter 74 of the Wisconsin Statutes interest at the rate of 1 percent per month is charged from the preceding January 1st. Periodic follow-up letters continue to be mailed.

Taxpayers are given every opportunity to pay their delinquent taxes and satisfactory agreements are arranged to bring this about. If a property owner continues to remain delinquent and the Treasurer's Office is unable to reach an arrangement by which the owner will pay the taxes, the Treasurer's Office starts foreclosure proceedings. The City enforces its own delinquent tax collections.

Taxes are foreclosed under Section 75.521 of the Wisconsin Statutes, which permits a legal action to be commenced one year from the date of delinquency. An exception to this provision is that legal action on owner-occupied dwellings may be deferred up to two years if authorized by Common Council action.

Insurance

The City has property insurance with the State of Wisconsin Local Government Property Insurance Fund. This insurance is subject to a $25,000 deductible. The City is uninsured for liability. Under Wisconsin law, the City's exposure in tort liability is limited to $50,000 in non-automobile cases and $250,000 in automobile cases. The City maintains a wharfinger's liability policy on its port with coverage up to $10 million and a deductible of $500,000. The City follows a policy of requiring contract service providers to provide the City with indemnification and insurance as may be deemed appropriate by the City.

PENSION SYSTEM SUMMARY

Employes' Retirement System

The Employes' Retirement System (ERS) of the City is established pursuant to Section 36 of the Milwaukee City Charter provides retirement, disability and survivor benefits to the City and other agency employees and their beneficiaries. Membership in the ERS includes some classes of part-time employees, all full-time employees, and elected officials.

Active Members by Employe Groups
As of December 31, 2012

	Active Members	Covered Compensation
General City	3,402	$172,810,441
Water Department	322	16,736,125
Policemen	1,907	134,150,845
Firemen	857	60,218,666
Total City of Milwaukee	6,488	$383,916,077
School Board	3,634	$101,774,539
Milwaukee Technical College	1	56,208
Milwaukee Metro Sewer Dist	215	16,023,152
Veolia	75	5,361,104
Wisconsin Center District	90	3,901,164
Housing Authority	188	11,018,937
Redevelopment Authority	23	1,686,236
Total	10,714	$523,737,417

ERS Membership
As of December 31, 2012

Class	Vested	Non-Vested	Inactive	Retired
General & Elected	6,278	1,672		8,670
Police	1,791	116		2,204
Firefighters	730	127		1,235
Certain pre-1996				19
Total	8,799	1,915	3,887	12,128

Source: Table 5 of the Actuarial Valuation Report as of January 1, 2013.

The primary benefit of the ERS is a defined benefit plan with eligible employees earning a Retirement Allowance for each year of service. Funding for the ERS is derived from Member and actuarially required employer contributions. Current Retirement Allowance accrual rates and Member contributions to the system (expressed as a percentage of compensation) are as follows:

Basic Benefit Accrual Rates and Member Contributions

Class	Retirement Allowance	Maximum Allowance	Member* Contribution
General and Mayor hired prior to 1/1/2014	2.0%	70%	5.5%
General and Mayor hired after 12/31/2013	1.6%	70%	4.0%
Elected Officials, excluding the Mayor.....	2.5%	None	7.0%
Police	2.5%	90%	7.0%
Firefighters.....	2.5%	90%	7.0%

* For employees hired prior to January 1, 2010, in addition to paying the actuarially-required employer contribution, the City makes the Member contribution on behalf of the employee. 2011 Wisconsin Act 10 provides that all state and local public employees make an employee contribution, except as otherwise provided under collective bargaining agreements. The City Attorney and independent outside counsel have advised the City that the City's Home Rule status, a 2000 Global Pension Settlement, and prior state statutes, create contractual pension rights for City employees which supersede the employee contribution requirement of 2011 Wisconsin Act 10. As a result, the City has continued to make the Member contribution on behalf of City employees hired prior to 2010.

Schedule of Funding Progress
($ amounts in thousands)

Valuation As of Dec 31	Actuarial Value of Assets	Actuarial Accrued Liability (AAL)	Unfunded AAL (UAAL)	Funded Ratio	Covered Payroll	UAAL as a Percentage of Covered Payroll
2012	$4,259,889	$4,689,814	$429,925	90.8%	$523,738	81.1%
2011	4,404,635	4,587,915	183,280	96.0	525,181	34.9
2010	4,641,425	4,447,548	-	104.4	538,218	0.0
2009	4,814,402	4,269,324	-	112.8	553,846	0.0
2008	4,076,297	4,113,089	36,792	99.1	536,558	6.9
2007	5,192,000	3,958,061	-	131.2	532,412	0.0

Source: Table 11a of the Actuarial Valuation Report as of January 1, 2012.

Schedule of Employer Contributions
($ amounts in thousands)

Year Ended Dec 31	Annual Actuarially Required Contribution	Percentage Contributed
2012	$73,298	100%
2011	31,402	0
2010	1,450	0
2009	60,098	100
2008	-	n/a
2007	-	n/a
2006	-	n/a

Source: Table 11b of the Actuarial Valuation Report as of January 1, 2012.

Actuarial Assumptions and Methods for the latest valuation include:

- Actuarial Cost Method: Projected Unit Credit
- Amortization Method: Closed; Level Percent of Pay; Pay assumed to grow 3% per year
- Remaining Amortization Period: 21 years as of 1/1/13, 22 years prior to 1/1/13
- Asset Valuation Method: 5-year smoothed market, 20% corridor
- Investment Rate of Return: 8.25% for 2013-2017, 8.5% prior to 2013 and after 2017
- Projected Salary Increases: General: 3. 0 – 7.5%; Police and Fire: 3.0-14.4%
- Inflation Assumption: 3.0%
- Cost of Living Adjustments: Varies by Employe Group

For more information about the ERS, details on plan benefits, and for copies of their financial and actuarial reports, see http://www.cmers.com. The Employes' Retirement System Actuarial Valuation Report as of January 1, 2013 is available from EMMA and is hereby incorporated by reference. (See **"CONTINUING DISCLOSURE"** herein).

Firemen's Annuity and Benefit Fund

The Firemen's Annuity and Benefit Fund was established in 1923 pursuant to Chapter 423 of the 1923 Laws of Wisconsin. In 1947, the Firemen's Annuity and Benefit Fund was closed to new entrants. The final pre-1947 member retired in 1989. There are approximately 30 members or their spouses currently receiving benefits under the Fund program.

The Principal Mutual Life Insurance Company made a proposal to provide annuities guaranteeing benefit payments to members and spouses, exclusive of duty disability benefits, beginning in February 1990 in consideration of a single premium payment on January 31, 1990 in the amount of $20,419,207. The Retirement Board of the Firemen's Annuity and Benefit Fund and the Common Council authorized acceptance of the proposal and payment of the required premium on December 19, 1989. The Retirement Board ceased its activities and the Firemen's Annuity and Benefits Fund was dissolved. The City will be liable to pay retirement benefits if the insurance company defaults on its obligations under the annuity policy. The estimated value of those benefits is under $1,500,000.

Policemen's Annuity and Benefit Fund

Membership in the Policemen's Annuity and Benefit Fund (PABF) consists of all Police Department employees whose service commenced prior to July 29, 1947. As of December 31, 2012, there were 20 members and 40 spouses receiving benefits under the fund program.

Current funding is derived from employer contributions. Chapter 35 of the City Charter provides that annual contributions consist of: 1) an amount sufficient to amortize the unfunded actuarial liability over a ten-year period with a series of level dollar payments; and 2) budgeted administrative expenses for the year.

For copies of the PABF actuarial reports, see http://www.cmers.com

Schedule of Funding and Contributions
($ amounts in thousands)

Dec 31	Actuarial Value of Assets	Actuarial Accrued Liability	Unfunded AAL (UAAL)	Funded Ratio	Annual Required Contribution	Percent Contributed
2012	$ 651	$2,152	$1,501	30.2%	$222	100%
2011	1,008	2,451	1,444	41.1	209	100
2010	1,584	2,946	1,362	53.8	269	100
2009	1,936	3,687	1,751	52.5	330	100
2008	2,147	4,296	2,148	50.0	041	100
2007	4,779	5,049	270	94.7	057	100

Source: Policemen's Annuity and Benefit Fund, Actuarial Valuation Reports as of January 1, 2012 (and each prior year). Summary of Principal Results.

Other Post-Employment Benefits

The City provides other post-employment benefits (OPEB) to its retirees for health and life insurance. A single-employer defined benefit healthcare plan and life insurance plan are sponsored by the City and administered by ERS. The City provides medical insurance benefits for substantially all retirees.

Retiree coverage begins at age 55 with at least 15 years of service for General City employees, at any age with at least 25 years of service for Police employees, and at age 49 with at least 22 years of service for Fire employees. In addition, the City allows employees to continue life insurance coverage under the Group Life Insurance Plan offered to active employees.

Until age 65, for retirees with at least 15 years of creditable service, the majority of the cost of the health benefit plan is paid by the City. After attaining the age of 65, and having completed a minimum of 15 years of creditable service, the City pays 25% of the applicable HMO premium, or 25% of the base rate (0% of the major medical rate) of the City's Basic Plan.

Eligible retirees are able to continue coverage under the City's Group Life Insurance Plan, and pay the same rate as active employees. The rates established are group rates applied consistently to all employees, without regard to age or health. Upon reaching age 65, their coverage will be reduced in accordance with a reduction schedule, with the City assuming all future premiums.

The required contribution for medical and life insurance for retirees is based upon pay-as-you-go financing. Medical benefits provided through the basic health care plan are self-insured. For 2012, the City paid approximately $34 million and $2 million, respectively, towards medical and life insurance for retirees.

The actuarial cost of health benefits and life insurance for retirees exceeds the average amount paid by retirees, therefore, the additional cost is paid by the City and is the basis for the OPEB obligation account for under GASB 45.

Funding Status and Funding Progress
($ amounts in thousands)

Annual Required Contribution (ARC)	$ 74,706
Interest on Net OPEB	9,580
Adjustment to ARC	(8,130)
Annual OPEB Cost	76,156
Contributions Made	35,519
Increase in net OPEB Obligation	40,637
Net OPEB Obligation – beginning of year	212,886
Net OPEB Obligation – end of year	$253,523

Source: City's 2012 CAFR.

Annual Cost and Net OPEB Liability
($ amounts in thousands)

Year Ended Dec 31	Annual OPEB Cost	Percentage of Annual OPEB Cost Contributed	Net OPEB Obligation
2012	$76,156	46.6%	$253,523
2011	73,071	47.3	212,886
2010	81,311	41.8	174,360
2009	77,389	37.1	127,074
2008	73,100	45.0	78,400
2007	67,600	43.5	38,200

Source: City's 2012 and 2009 CAFRs.

Schedule of Funding Progress
($ amounts in thousands)

Valuation As of	Actuarial Value of Assets	Actuarial Accrued Liability (AAL)	Unfunded AAL (UAAL)	Funded Ratio	Covered Payroll	UAAL as a Percentage of Covered Payroll
Jan 1, 2012	$0	$ 946,857	$ 946,857	0.0%	$409,572	231%
Jan 1, 2011	0	916,383	916,383	0.0	407,840	225
Jan 1, 2010	0	1,007,573	1,007,573	0.0	413,648	244
Jan 1, 2009	0	959,562	959,562	0.0	419,811	229
July 1, 2008	0	880,700	880,700	0.0	425,400	207
July 1, 2007	0	806,300	806,300	0.0	412,700	195

Source: City's 2012, 2011, 2010, 2009, 2008, and 2007 CAFRs.

Actuarial Assumptions and Methods for the most recent valuation include:

The retiree healthcare valuation was based on the projected unit credit (PUC) cost method. The PUC method produces an explicit normal cost and actuarial accrued liability. The normal cost and actuarial accrued liability are directly proportional to the employee's service. That is, the normal cost equals the present value of future benefits divided by projected service at retirement, and the actuarial accrued liability equals the present value of benefits multiplied by the ratio of service at valuation date to projected service at retirement. Depending on the demographic characteristics of the current group and new entrants in the future, this method could produce stable annual costs, in the aggregate, when expressed as a percentage of pay.

The OPEB valuation uses a discount rate assumption of 4.5% based on the City's projected short-terms investment rate of return. The healthcare cost trends rate is 8.5% initially, and reduced by decrements to the ultimate rate of 4.5% after 9 years. The actuarial assumption for wage inflation is 3.5%. The amortization of the unfunded actuarial accrued liability is based on a level percentage of pay over a 30-year open amortization period.

LEGAL MATTERS

Litigation Statement

The City, its boards, officers and employees, have been defendants in numerous lawsuits over the years. Experience has shown that a relatively small number of suits commenced are reduced to judgment. The City does not carry a blanket policy of insurance against tort liability. In addition, Section 893.80 of the Wisconsin Statutes limits the amount recoverable against a political corporation, its officers, officials or employees for acts done in their official capacity to $50,000 in tort liability for non-automobile cases and $250,000 in automobile cases.

The City Attorney's office has reviewed the status of pending or threatened litigation, claims and assessments to which the office has devoted substantive attention in the form of legal consultation or representation and which individually represent maximum potential loss exposure in excess of $1 million, existing on April 15, 2014.

Amoco Oil, et al. v. City of Milwaukee. Amoco, BP, Marathon, and US Oil are contesting the property tax assessments of their contiguous oil terminals. They allege that the City's inclusion of the value of certain through-put contracts is contrary to law and that a tax refund is warranted. The City

asserts that the inclusion of the value of these contracts in the assessments is consistent with the law because they run with the property. The four separate cases have been consolidated in Judge Foley's court for trial in early 2015. An appeal by the losing party is likely. Each of the terminals was permitted to add tax years 2009, 2010, 2011 and 2012 to the original claim for tax year 2008. Approximately $4 million of property taxes are being disputed.

Section 74.37 Litigation. Several plaintiffs, including Walgreen's and CVS have brought a series of approximately a dozen similar lawsuits against the City for the refund of allegedly excessive property taxes on various commercial properties such as apartment buildings and pharmacies. The first of these lawsuits was brought in 2009 for the 2008 tax year. The 2009, 2010, 2011 and 2012 tax years have now been added to most of these cases. The Circuit Court branches have begun to schedule trials in the last half of 2014. Appeals by the losing parties are likely in many of these cases. The city estimates that up to $9 million of property taxes are being disputed. Clear Channel Outdoor has challenged the assessment of its billboards in a Section 74.37 action. Lamar Outdoor has filed a similar claim, but has not yet filed suit. The Wisconsin Supreme Court decided in 2006 that the economic scarcity value of the city-issued billboard permit has value that can be assessed as real property. The Wisconsin Legislature recently approved a new property tax exemption for these permits that ended this assessment as of January 1, 2014. This effectively reverses the Supreme Court decision, leaving the taxes the City collected in 2009, 2010, 2011 and 2012 still at issue in court. No trial has been scheduled. Discovery is still in process. The case may be resolved by summary judgment. The losing side will likely appeal. The City's potential liability is $7.6 million.

William Avery, et al. v. City of Milwaukee, et al. In this 2011 civil rights action, the plaintiffs claim that William Avery was wrongly convicted in 2005 of the 1998 murder of a woman. Avery spent six years in prison until DNA testing in 2010 linked the murder victim to another individual who has been convicted of murdering a number of other women. Avery claims that Milwaukee police officers unconstitutionally withheld exculpatory evidence and coerced false statements from witnesses. Avery also claims that supervisors in the police department permitted such alleged misconduct to occur as a matter of practice. The parties are continuing with discovery in the matter. The defendants plan to file a dispositive motion asking the court to dismiss the action.

Chaunte Ott v. City of Milwaukee, et al. In this 2009 civil rights action, Ott claims that he was wrongly convicted in 1996 of the 1995 murder of a girl. Ott spent 13 years in prison until recent DNA testing linked the murder victim to another individual. Ott claims that Milwaukee police officers unconstitutionally withheld exculpatory evidence and coerced false statements from witnesses. Ott also claims that supervisory individuals in the department permitted such alleged misconduct to occur as a matter of practice. Discovery has been completed in this litigation and the defendants have filed a dispositive motion asking the court to dismiss the case. The motion remains pending before the court.

Robert Lee Stinson v. City of Milwaukee, et al. In this 2009 civil rights action, Mr. Stinson claims that he was wrongly convicted in 1984 of the murder of a 67-year-old woman. Stinson spent more than 20 years in prison until recent DNA testing of the victim's clothing produced no DNA matching Stinson's and new techniques of examining bite marks on the victim indicating that the marks did not match Stinson's teeth. Stinson claims that Milwaukee police officers unconstitutionally withheld exculpatory evidence and conspired with two dental experts to produce false evidence. The defendants have all filed dispositive motions seeking to have the court dismiss the case. The trial court denied all defendants' motions. All defendants have appealed the denial to the court of appeals and the appeal remains pending.

Estate of James F. Perry, et al. v. Wenzel, et al. This case stems from the September 13, 2010 death of James F. Perry, while he was in custody at the Milwaukee County Criminal Justice Facility

(County CJF). According to the complaint, Mr. Perry was in the custody of members of the City of Milwaukee Police Department (City MPD) when he apparently experienced a seizure. Medical personnel were called to the City MPD jail. They treated Mr. Perry and transported him to a local hospital for further treatment and evaluation. Mr. Perry was released from the hospital and was returned to the City MPD jail. His processing there was completed, and he was then transferred to the County CJF, where he later suffered a heart attack and died. Mr. Perry's estate and his minor son brought suit, raising constitutional and state-law claims against the City, the Police Department, the County of Milwaukee, its Sheriff's Department, and various employees thereof. Plaintiffs' claims center around the allegation that all of the City and County employees who came into contact with Mr. Perry that day were deliberately indifferent to his alleged serious medical condition. Plaintiffs also allege direct failure-to-train and failure-to-supervise claims against the City and the County. Plaintiffs claim compensatory and punitive damages, along with attorneys' fees and costs. All City defendants have been served and have filed answers to the complaint. The parties are currently engaged in discovery. Motions will ultimately be filed to dismiss the claims raised against the City defendants.

Tom Reep, et al. v. City of Milwaukee, et al. In this 2009 negligence action in state court, approximately 181 city residents claim that their homes and personal property were damaged in a sewer backup that occurred during a large rainstorm in June 2008. They assert that the city negligently failed to maintain flap gates and bypass pumps that were installed in their neighborhood sewer mains to prevent backflows when the downstream collector sewer structures controlled by a separate municipal agency, the Milwaukee Metropolitan Sewerage Commission, became surcharged. The case was tried to a jury in September 2013 and the jury returned a verdict assigning part of the blame to the city, part to the Sewage Commission, and part to Veolia, the commission's private operator. The total damages allocable to the city under the verdict are $548,240.70. Plaintiffs, however, have sought court costs of $449,008.82, for a total recovery of $997,249.52, plus interest running at the rate of $64.84 per day until the judgment is paid. The trial court ruled on the plaintiffs' cost request on March 21, 2014, orally deciding that the plaintiffs are entitled to approximately $378,000.00 in costs, for a total recovery of $926,240.00. Both the plaintiffs and the city are considering whether to appeal the judgment at this time.

Betker v. Gomez. In this civil rights action, plaintiff claims that Officer Gomez intentionally filed an affidavit he knew to be false with the Circuit Court in the context of applying for a no-knock search warrant. The Circuit Court issued the warrant, and plaintiff Betker was shot by a police officer who was part of the team of officers who executed that warrant. Betker also claimed that the officer who shot him violated his civil rights by using excessive force against him. Several issues, including the excessive force claim, were dismissed via summary judgment. The affidavit-related issue proceeded to trial. On November 22, 2013, the Court entered judgment against Officer Gomez, and pursuant to a jury verdict the plaintiff was awarded $750,000 in compensatory damages and $250,000 in punitive damages. Post verdict motions, including a motion for a new trial, are pending.

LEGAL OPINIONS

The legal opinions of Katten Muchin Rosenman LLP, Chicago, Illinois, and Hurtado Zimmerman SC, Wauwatosa, Wisconsin, Bond Counsel to the City, will be delivered to the purchasers of the Offered Obligations. Drafts of the legal opinions for the Offered Obligations are included herein as ***Appendix B***.

RATINGS

The City has requested ratings on the Offered Obligations from Moody's Investors Service, Inc. and Standard & Poor's Ratings Group.

Moody's Investors Service, Inc. has assigned a rating of "MIG-1" on the CFNs and "Aa3" on the N2 Notes and B3 Bonds. Standard & Poor's Ratings Group has assigned a rating of "SP-1+" on the CFNs and "AA" on the N2 Notes and B3 Bonds.

The ratings, when issued, reflect only the views of the respective ratings agencies, and an explanation of the significance of such rating may be obtained therefrom. There is no assurance that the ratings will remain in effect for any given period of time or that they will not be revised, either upward or downward, or withdrawn entirely, by the respective agencies, if, in their judgment, circumstances so warrant. A revision or withdrawal of the credit rating could have an effect on the market price of the Offered Obligations.

TAX MATTERS

Summary of Bond Counsel Opinion

Bond Counsel are of the opinion that, under existing law, interest on the Offered Obligations is not includable in the gross income of the owners thereof for federal income tax purposes. If there is continuing compliance with the applicable requirements of the Internal Revenue Code of 1986, as amended (the "*Code*"), Bond Counsel are of the opinion that interest on the Offered Obligations will continue to be excluded from the gross income of the owners thereof for federal income tax purposes. Bond Counsel are further of the opinion that interest on the Offered Obligations is not an item of tax preference for purposes of computing individual or corporate alternative minimum taxable income but is includible in corporate earnings and profits and, therefore, must be taken into account when computing, for example, corporate alternative minimum taxable income for purposes of the corporate alternative minimum tax. Interest on the Offered Obligations is not exempt from Wisconsin income taxes.

The Code contains certain requirements that must be satisfied from and after the date of issuance of the Offered Obligations in order to preserve the exclusion from gross income for federal income tax purposes of interest on the Offered Obligations. These requirements relate to the use and investment of the proceeds of the Offered Obligations, the payment of certain amounts to the United States, the security and source of payment of the Offered Obligations and the use of the property financed with the proceeds of the Offered Obligations.

Offered Obligations Purchased at a Premium or at a Discount

The difference (if any) between the initial price at which a substantial amount of each maturity of the Offered Obligations is sold to the public (the "*Offering Price*") and the principal amount payable at maturity of such Offered Obligations is given special treatment for federal income tax purposes. If the Offering Price is higher than the maturity value of a Offered Obligation, the difference between the two is known as "*bond premium*;" if the Offering Price is lower than the maturity value of a Offered Obligation, the difference between the two is known as "*original issue discount*."

Bond premium and original issue discount are amortized over the term of a Offered Obligation on the basis of the owner's yield from the date of purchase to the date of maturity, compounded at the end of each accrual period of one year or less with straight line interpolation between compounding dates, as provided more specifically in the Income Tax Regulations. The amount of bond premium accruing

during each period is treated as a reduction in the amount of tax-exempt interest earned during such period. The amount of original issue discount accruing during each period is treated as interest that is excludable from the gross income of the owner of such Offered Obligations for federal income tax purposes, to the same extent and with the same limitations as current interest.

Owners who purchase Offered Obligations at a price other than the Offering Price after the termination of the initial public offering or at a market discount should consult their tax advisors with respect to the tax consequences of their ownership of the Offered Obligations. In addition, owners of Offered Obligations should consult their tax advisors with respect to the state and local tax consequences of owning the Offered Obligations; under the applicable provisions of state or local income tax law, bond premium and original issue discount may give rise to taxable income at different times and in different amounts than they do for federal income tax purposes.

Exclusion from Gross Income: Requirements

The Code sets forth certain requirements that must be satisfied on a continuing basis in order to preserve the exclusion from gross income for federal income tax purposes of interest on the Offered Obligations. Among these requirements are the following:

Limitations on Private Use. The Code includes limitations on the amount of proceeds of the Offered Obligations that may be used in the trade or business of, or used to make or finance loans to, persons other than governmental units.

Investment Restrictions. Except during certain "*temporary periods*," proceeds of the Offered Obligations and investment earnings thereon (other than amounts held in a reasonably required reserve or replacement fund, if any, or as part of a "*minor portion*") may generally not be invested in investments having a yield that is "*materially higher*" (1/8 of one percent) than the yield on the Offered Obligations.

Rebate of Arbitrage Profit. Unless the City qualifies for an exemption, earnings from the investment of the "*gross proceeds*" of the Offered Obligations in excess of the earnings that would have been realized if such investments had been made at a yield equal to the yield on the Offered Obligations are required to be paid to the United States at periodic intervals. For this purpose, the term "*gross proceeds*" includes the original proceeds of the Offered Obligations, amounts received as a result of investing such proceeds and amounts to be used to pay debt service on the Offered Obligations.

Covenants to Comply

The City has covenanted to comply with the requirements of the Code relating to the exclusion from gross income for federal income tax purposes of interest on the Offered Obligations.

Risks of Non-Compliance

In the event that the City fails to comply with the requirements of the Code, interest on the Offered Obligations may become includable in the gross income of the owners thereof for federal income tax purposes retroactively to the date of issue. In such event, the City's agreements with the owners of the Offered Obligations require neither acceleration of payment of principal of, or interest on, the Offered Obligations, nor payment of any additional interest or penalties to the owners of the Offered Obligations.

Federal Income Tax Consequences

Pursuant to Section 103 of the Code, interest on the Offered Obligations is not includable in the gross income of the owners thereof for federal income tax purposes. However, the Code contains a

number of other provisions relating to the treatment of interest on the Offered Obligations that may affect the taxation of certain types of owners, depending on their particular tax situations. Some of the potentially applicable federal income tax provisions are described in general terms below. PROSPECTIVE PURCHASERS SHOULD CONSULT THEIR TAX ADVISORS CONCERNING THE PARTICULAR FEDERAL INCOME TAX CONSEQUENCES OF THEIR OWNERSHIP OF THE OFFERED OBLIGATIONS.

Cost of Carry. Owners of the Offered Obligations will generally be denied a deduction for otherwise deductible interest on any debt which is treated for federal income tax purposes as incurred or continued to purchase or carry the Offered Obligations. As discussed below, special allocation rules apply to financial institutions.

Corporate Owners. Interest on the Offered Obligations is generally taken into account in computing the earnings and profits of a corporation and consequently may be subject to federal income taxes based thereon. Thus, for example, interest on the Offered Obligations is taken into account in computing the branch profits tax imposed on certain foreign corporations, the passive investment income tax imposed on certain S corporations, and the accumulated earnings tax.

Individual Owners. Receipt of interest on the Offered Obligations may increase the amount of social security and railroad retirement benefits included in the gross income of the recipients thereof for federal income tax purposes.

Certain Blue Cross or Blue Shield Organizations. Receipt of interest on the Offered Obligations may reduce a special deduction otherwise available to certain Blue Cross or Blue Shield organizations.

Property or Casualty Insurance Companies. Receipt of interest on the Offered Obligations may reduce otherwise deductible underwriting losses of a property or casualty insurance company.

Financial Institutions. Financial institutions may be denied a deduction for their otherwise allowable interest expense in an amount determined by reference, in part, to their adjusted basis in the Offered Obligations.

Foreign Personal Holding Company Income. A United States shareholder of a foreign personal holding company may realize taxable income to the extent that interest on the Offered Obligations held by such a company is properly allocable to the shareholder.

The opinions of Bond Counsel and the descriptions of the tax law contained in this Official Statement are based on statutes, judicial decisions, regulations, rulings and other official interpretations of law in existence on the date the Offered Obligations are issued. There can be no assurance that such law or the interpretation thereof will not be changed or that new provisions of law will not be enacted or promulgated at any time while the Offered Obligations are outstanding in a manner that would adversely affect the value or the tax treatment of ownership of the Offered Obligations.

State Tax Matters

Interest on the Offered Obligations is not exempt from State of Wisconsin income tax or franchise tax.

NO DESIGNATION AS QUALIFIED TAX-EXEMPT OBLIGATIONS

The City will not designate the Offered Obligations as "*qualified tax-exempt obligations*" for purposes of Section 265 (b)(3) of the Code.

CONTINUING DISCLOSURE

In order to assist the Underwriters in complying with SEC Rule 15c2-12 promulgated by the Securities and Exchange Commission (the "*Commission*"), pursuant to the Securities Exchange Act of 1934 (the "*Rule*"), the City shall covenant pursuant to a Resolution adopted by the Governing Body to enter into an undertaking (the "*Undertaking*") for the benefit of holders including beneficial holders of the Offered Obligations to provide certain financial information and operating data relating to the City annually to a central repository designated by the Commission, currently the Municipal Securities Rulemaking Board (the "*MSRB*"), and to provide notices of the occurrence of certain events enumerated in the Rule electronically or in the manner otherwise prescribed by the MSRB to the MSRB. The MSRB has designated its Electronic Municipal Market Access ("*EMMA*") system as the system to be used for continuing disclosures to investors. The details and terms of the Undertaking, as well as the information to be contained in the annual report or the notices of material events, are set forth in the Continuing Disclosure Certificate to be executed and delivered by the City at the time the Offered Obligations are delivered. Such Certificate will be in substantially the form attached hereto as ***Appendix C***. The City intends to fully comply with the Undertaking relating to the Offered Obligations.

Continuing disclosure undertakings entered into prior to August of 2003 required that the City provide Annual Financial Information (AFI) within six months of the end of each fiscal year. Each of the City's continuing disclosure undertakings since August of 2003 have required filing AFI within nine months of the end of the fiscal year. While the City has consistently filed AFI within nine months, it has not proven feasible to do so within six months. In each of the last five years, AFI was not available within the six-month requirement and the city filed notices to that effect as required under the pre-August 2003 continuing disclosure undertakings. In the future, the City anticipates continuing to file AFI subsequent to the six month deadline, and expects to file required notices of failure to file AFI before June 30 of each year. The City has complied in all material respects with all continuing disclosure undertakings entered into since August of 2003.

A failure by the City to comply with the Undertaking will not constitute an event of default on the Offered Obligations (although holders will have the right to obtain specific performance of the obligations under the Undertaking). Nevertheless, such a failure must be reported in accordance with the Rule and must be considered by any broker, dealer or municipal securities dealer before recommending the purchase or sale of the Offered Obligations in the secondary market. Consequently, such a failure may adversely affect the transferability and liquidity of the Offered Obligations and their market price.

FINANCIAL ADVISOR

Public Financial Management, Inc. has been retained as Financial Advisor to the City in connection with the issuance of the Offered Obligations.

UNDERWRITING

Bid for the Offered Obligations were received at competitive bidding conducted on May 1, 2014.

The award of the R1 Notes was made to J.P. Morgan Securities LLC, its co-managers and associates, at a purchase price of $110,590,700.

The award of the N2 Notes and B3 Bonds was made to Bank of America Merrill Lynch, its co-managers and associates, at a purchase price of $116,497,803.53.

The public reoffering yields of the Offered Obligations will be detailed on the inside front cover of the Final Official Statement.

CLOSING DOCUMENTS AND CERTIFICATES

Simultaneously with the delivery of and payment for the Offered Obligations by the Underwriters thereof, the City will furnish to the Underwriters the following closing documents, in form satisfactory to Bond Counsel:

(1) signature and no litigation certificates;

(2) tax certificates;

(3) certificates of delivery and payment;

(4) the opinions as to the legality of the Offered Obligations under Wisconsin law and as to the tax-exempt status of the interest on the Offered Obligations for federal income tax purposes rendered by Katten Muchin Rosenman LLP, Chicago, Illinois, and Hurtado Zimmerman SC, Wauwatosa, Wisconsin, Co-Bond Counsel to the City, in substantially the forms as set forth in ***Appendix B***;

(5) copies of this Official Statement issued in conjunction with the Offered Obligations within seven business days after the award of the Offered Obligations in accordance with SEC Rule 15c2-12(b)(3);

(6) Continuing Disclosure Certificates; and

(7) a statement to the effect that this Official Statement, to the best of its knowledge and belief as of the date of sale and the date of delivery, is true and correct in all material respects and does not contain any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements made herein, in light of the circumstances under which they were made, not misleading.

REPRESENTATIONS OF THE CITY

To the best of its knowledge, the information in this Official Statement does not include any untrue statement of a material fact, nor does the information omit the statement of any material fact required to be stated therein, or necessary to make the statements therein, in light of the circumstances under which they were made, not misleading.

ADDITIONAL INFORMATION

Additional information may be obtained from the undersigned City Comptroller upon request.

Martin Matson, City Comptroller
City of Milwaukee, Public Debt Commission
City Hall, Room 404
200 East Wells Street
Milwaukee, Wisconsin 53202
(414) 286-3321

/s/ Martin Matson

Martin Matson
City Comptroller and Secretary
City of Milwaukee, Wisconsin

APPENDIX A

Audited Annual Financial Report of the City of Milwaukee, Wisconsin for the Year Ended December 31, 2012

Selected Sections of the Comprehensive Annual Financial Report

The City's Comprehensive Annual Financial Report for the year ended December 31, 2012, is available from EMMA and is hereby incorporated by reference.

The independent auditor has not been engaged to perform, and has not performed since the date of its report (a portion of which is included herein), any procedures on the financial statements addressed in the report nor on this Official Statement, nor has the independent auditor been asked to give consent to the inclusion of this appendix in this Official Statement.

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INTRODUCTORY SECTION

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KPMG LLP
Suite 1500
777 East Wisconsin Avenue
Milwaukee, WI 53202-5337

Independent Auditors' Report

The Honorable Members
Common Council
City of Milwaukee, Wisconsin:

Report on the Financial Statements

We have audited the accompanying financial statements of the governmental activities, the business-type activities, the aggregate discretely presented component units, each major fund, and the aggregate remaining fund information of the City of Milwaukee, Wisconsin (the City), as of and for the year ended December 31, 2012, and the related notes to the financial statements, which collectively comprise the City's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express opinions on these financial statements based on our audit. We did not audit the financial statements of the Redevelopment Authority of the City of Milwaukee, the Neighborhood Improvement Development Corporation, and the Century City Redevelopment Corporation, which represents 100% of the assets and revenues of the aggregate discretely presented component units. Those financial statements were audited by other auditors whose report thereon has been furnished to us, and our opinion, insofar as it relates to the amounts included for the aggregate discretely presented component units, is based on the reports of the other auditors.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

Opinions

In our opinion, based on our audit and the report of the other auditors, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities, the business-type activities, the aggregate discretely presented component units, each major fund, and the aggregate

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remaining fund information of the City of Milwaukee, Wisconsin as of December 31, 2012, and the respective changes in financial position, and where applicable, cash flows thereof for the year then ended in accordance with U.S. generally accepted accounting principles.

Emphasis of Matter

As discussed in note 1w to the financial statements, the City adopted Governmental Accounting Standards Board Statement No. 61, *The Financial Reporting Entity Omnibus*. Our opinion is not modified with respect to this matter.

Other Matters

Required Supplementary Information

U.S. generally accepted accounting principles require that the management's discussion and analysis, the budgetary comparison information, and the schedule of funding progress on pages 17 through 31, page 98, and page 99, respectively, be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Supplementary and Other Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the City of Milwaukee's basic financial statements. The combining and individual fund financial statements and schedules are presented for purposes of additional analysis and are not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. The combining and individual fund financial statements and schedules have been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the combining and individual fund financial statements and schedules are fairly stated in all material respects in relation to the basic financial statements as a whole.

The introductory section, the miscellaneous financial data, and the statistical section are presented for the purposes of additional analysis and are not a required part of the basic financial statements. Such information has not been subjected to the auditing procedures applied in the audit of the basic financial statements, and accordingly, we do not express an opinion or provide any assurance on them.

Other Reporting Required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report dated July 30, 2013 on our consideration of the City's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the City's internal control over financial reporting and compliance.

KPMG LLP

Milwaukee, Wisconsin
July 30, 2013

Within this section of the City of Milwaukee Comprehensive Annual Financial Report, the City of Milwaukee's (City's) management provides narrative discussion and analysis of the financial activities of the City for the fiscal year ended December 31, 2012. The City's financial performance is discussed and analyzed within the context of the accompanying financial statements and disclosures following this section. This *Management Discussion and Analysis* (MD&A) should be read in conjunction with the City's basic financial statements, which follow this discussion. Additional information is available in the letter of transmittal, which precedes the MD&A. The MD&A focuses on the City's primary government and, unless otherwise noted, component units reported separately from the primary government are not included.

FINANCIAL HIGHLIGHTS

- The assets of the City of Milwaukee exceeded its liabilities at the close of fiscal year 2012 by $963 million (net position); $252 million in governmental activities and $711 million in business-type activities. Governmental activities' unrestricted assets reflect a deficit of $646 million. The City regularly makes significant investments in private purpose developments which do not produce any direct financial return to the City. The City also finances certain long-term liabilities as they come due rather than when they are incurred. The City's net position increased 3% compared to the previous year of $929 million.

- The vast majority of the City's net position are capital assets, most of which do not generate revenues by their use or sale. Total net position comprise the following:
  - Capital assets, including property and equipment, net of related debt and accumulated depreciation – $1,310 million.
  - Restricted net position, limited by constraints imposed externally such as debt covenants, grantors, laws, or regulations – $211 million.
  - Unrestricted net deficit – $(558) million.

- The City's total 2012 year-end other post-employment benefits (OPEB) obligation is $254 million; an increase of 19% from the 2011 obligation of $213 million. The obligation is based on an actuarial valuation as of January 1, 2012, which indicates the 2012 actuarial accrued liability for benefits was $947 million over a 30-year amortization period.

- Total liabilities of the City increased by $27 million to $1,993 million. The long-term portion of total liabilities ($1,447 million) consists of $254 million for OPEB, $1,120 million for outstanding debt and $73 million for compensated absences, claims, and judgments.

- City governmental expenses exceeded combined program revenues by $651 million. General revenues and transfers of $666 million resulted in a $15 million increase of net position for the year. Business-type activities produced an increase of net position of 2% over 2011, generating a net change of $20 million in 2012.

- For governmental activities, program revenue supported 24% of the total expenses for 2012. Property taxes and other taxes financed 32% of the primary government's governmental activities' expenses, state aids for the General Fund funded 30%, and miscellaneous revenues and transfers supported 14% of the expenses. Total revenues and transfers were greater than expenses by 1% in 2012.

- For business-type activities, program revenue supported 135% of the expenses for 2012; and, in total exceeded the expenses by $64 million. Miscellaneous revenue and transfers reduced this excess by $44 million to result in a $20 million increase for the year.

- The City's total governmental funds reported total ending fund balances of $339 million this year. Compared to the prior year ending fund balance of $301 million, an increase of $38 million resulted by year end 2012; a 13% increase.

- The General Fund balance at year-end 2012 totaled $106 million – a $34 million increase compared to 2011 (47%). This ending Fund Balance is about 14% of combined General Fund expenditures and transfers disbursed for the year.

- The operating expenditures of the General Fund were $22 million less than budgeted. This favorable variance is a result of savings from general government departments of $19 million, and a combined savings of $3 million in other classifications. The change to self-insured health care for City employees, that included a higher cost to employees with a combination of deductible and coinsurance components, has resulted in budgetary savings of $7.6 million. In addition, departmental salary accounts realized a positive budget variance of $2.8 million with a corresponding additional savings for the employer's share of the employee retirement appropriations of $1.9 million. Unrealized contingencies' budget

variance for 2012 resulted in an additional savings in the General Fund of $2.9 million. These most significant items, that total $15.2 million, account for 69% of the total positive budget variance for the year 2012.

- Outstanding General Obligation bonds and notes payable decreased by $86 million during the current fiscal year from $915 million to $829 million. This decrease results from early retirement of General Obligation debt of $409 million and issuance of $323 million in new General Obligation bonds and notes for the continued funding of City capital projects as well as debt issued on behalf of the Milwaukee Public Schools. In addition, revenue bonds of $66 million, extendable municipal commercial paper of $93 million and state loans of $77 million were outstanding at year end for a total of $1,065 million.

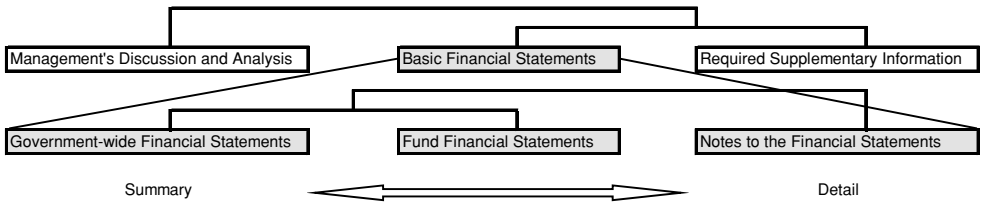
- The City issued General Obligation Cash-flow Promissory Notes for $100 million in advance of receipt of the State Shared Revenues. With the receipt of these revenues, an amount equal to the debt was transferred to the Debt Service Fund.

OVERVIEW OF THE FINANCIAL STATEMENTS

This discussion and analysis serves as an introduction to the City's basic financial statements. The basic financial statements consist of three components: (1) **Government-wide** financial statements, (2) **Fund** financial statements, (3) **Notes** to the financial statements. This report also includes other (4) **Required Supplementary Information.** Figure A-1 shows how the required parts of the annual report are arranged and relate to one another.

Figure A-1

COMPONENTS OF THE FINANCIAL SECTION



The basic financial statements include two kinds of statements.

- Government-wide financial statements that provide both long-term and current period information about the City's overall financial status.
- "Fund" specific financial statements that focus on individual components of City government, reporting the City's operations in more detail than the government-wide statements.
  - Governmental fund statements tell how general government services such as public safety were financed in the past year as well as what remains for future spending.
  - Proprietary fund statements offer current year and long-term financial information about business-type activities such as the water utility and the sewer maintenance systems.
  - Fiduciary fund statements provide financial information about certain operations—such as benefit plans for the City's employees—in which the City is solely a trustee or agent for the benefit of others to whom the resources belong.

A summary of the major features of the City's financial statements, including the portion of the City government they cover and the types of information they contain are depicted in table Figure A-2. The remainder of this overview section of MD&A explains the structure and contents of each of the statements.

FIGURE A-2

MAJOR FEATURES OF GOVERNMENT-WIDE AND FUND FINANCIAL STATEMENTS

	Government-Wide Statements	Fund Financial Statements		
		Governmental Funds	Proprietary Funds	Fiduciary Funds
Scope	Entire entity (except fiduciary funds)	The day-to-day operating activities of the city for basic governmental services	The day-to-day operating activities of the city for business-type enterprises	Instances in which the City administers resources on behalf of others, such as employee benefits
Required financial statements	* Statement of net position * Statement of activities	* Balance Sheet * Statement of revenues, expenditures and changes in fund balances	* Statement of net position * Statement of revenues, expenses, and changes in net position * Statement of cash flows	* Statement of fiduciary net position * Statement of changes in fiduciary net position
Accounting basis and measurement focus	Accrual accounting and economic resources focus	Modified accrual and current financial resources measurement focus	Accrual accounting and economic resources focus	Accrual accounting and economic resources focus, except agency funds do not have measurement focus
Type of asset and liability information	All assets and liabilities, both financial and capital, short-term and long-term	Current assets and liabilities that come due during the year or soon thereafter; capital assets and long-term liabilities	All assets and liabilities, both financial and capital, short-term and long-term	All assets held in a trustee or agency capacity for others and all liabilities
Type of inflow and outflow information	All revenues and expenses during year, regardless of when cash is received or paid	Revenues for which cash is received during the year or soon thereafter; expenditures when goods or services have been received and the related liability is due and payable	All revenues and expenses during year, regardless of when cash is received or paid	All additions and deductions during the year, regardless of when cash is received or paid

Government-wide Financial Statements

The government-wide financial statements are designed to provide a broad overview of the City's finances, in a manner similar to a private-sector business and include both long-term and short-term information about the City's financial status. The statement of net position includes all of the government's assets and liabilities. All of the current year's revenues and expenses are accounted for in the statement of activities regardless of when cash is received or paid. All of the activities of the City, except those of a fiduciary nature, are included.

Two government-wide statements report the City's net position and how they have changed. Net position—the difference between the City's assets and liabilities—is one measure of the City's financial health, or financial position. Over time, increases or decreases in the City's net position is one measure of whether its financial health is improving or deteriorating. Other non-financial factors such as changes in the property tax base and the condition of the City's infrastructure (streets, sewers, etc.) are also needed to assess the overall health of the City.

The government-wide financial statements of the City of Milwaukee are reported into three categories on these statements—governmental activities, business-type activities, and component units. A total column for the City is also provided.

- The *governmental activities* include the basic services of the City including general government (administration), police, fire, public works, health, culture, and development services. Taxes and general revenues generally support these activities.
- The *business-type activities* include the private sector type activities such as the water, sewer user charge, sewer maintenance, parking, and port. User charges or fees primarily support these activities.
- The *component units* include three other entities in its report: Redevelopment Authority of the City of Milwaukee, Neighborhood Improvement Development Corporation, and Century City Redevelopment Corporation. Although legally independent entities, these organizations are closely related to the City of Milwaukee in terms of their respective financial and public policy responsibilities.

Fund Financial Statements

The City's major funds begin with Exhibit A-1. The fund financial statements provide detailed information about the most significant financial components of the municipality as opposed to the City as a whole. These individual funds are established for the purpose of executing specific activities and objectives in accordance with Federal, State and local laws and regulations. The accounts of the City are organized on the basis of funds. Each fund is a separate fiscal and accounting entity with a self-balancing set of accounts including assets, liabilities, equities, revenues and expenditures or expenses.

The City reports financial activity and status according to three fund types: governmental, proprietary and fiduciary funds.

- Governmental funds: Most of the City's basic services are reported in governmental funds, applying modified accrual accounting, which measures cash and all other financial assets that can readily be converted to cash. The governmental fund statements provide a detailed short-term view of the City's general government operations and the basic services it provides. Governmental fund information helps to determine if more or fewer financial resources are available to be spent in the near future to finance the City's programs. The relationship (or differences) between governmental activities (reported in the Statement of Net Position and the Statement of Activities) and governmental funds is described in the reconciliation at the bottom of the fund financial statements.
- Proprietary funds: Operations which are financed primarily by user charges or activities where periodic measurement of net income is appropriate for capital maintenance, public policy, management control and other purposes. Proprietary funds utilize full accrual accounting. The City's proprietary (enterprise) funds focus on the business-type activities reported in the government-wide statements, providing additional detail including cash flows.
- Fiduciary funds: The City is the trustee, or fiduciary, for its pension and other employee benefit trusts and various miscellaneous private purpose trusts. All of the City's fiduciary activities are reported in separate Statements of Fiduciary Net Position and Changes in Fiduciary Net Position in Exhibits C-1, C-2 and H-1. These activities are excluded from the City's other financial statements because the City cannot use these assets to finance its operations. The City is responsible for ensuring that the assets reported in these funds are used for their intended purposes.

Notes to the Financial Statements

The notes which follow the Government-wide and Fund financial statements (Exhibits 1 through D-2) provide additional information that is essential to a full understanding of the data provided in the government-wide and fund financial statements.

Required Supplementary Information

In addition to the basic financial statements and accompanying notes, this report also presents required supplementary information to demonstrate legal budgetary compliance for each major fund for which an annual budget is adopted. This required supplementary information is presented in Exhibits E-1. A *Schedule of Funding Progress* relating to retiree health and life insurance is depicted in Exhibit E-2.

Combining and Individual Fund Statements and Schedules and Miscellaneous Financial Data

Combining schedules provide detail in connection with nonmajor governmental funds and nonmajor enterprise funds. Individual fund statements provide greater detail, presented as compared with the final amended budget for the General Fund, and each nonmajor special revenue fund. Capital Projects are also presented in detail by major category (i.e., streets, sewers) within the Miscellaneous Financial Data Section. See Exhibits F-1 through I-9.

FINANCIAL ANALYSIS OF THE CITY AS A WHOLE

As year-to-year financial information is accumulated on a consistent basis, changes in net position may be observed and used to discuss the changing financial position of the City as a whole. The net position and net expenses of governmental and business-type activities of the City are presented separately below. Table 1 focuses on the net position and Table 2 focuses on the changes in net position.

Table 1
Summary of Statement of Net Position
(Thousands of Dollars)

	Governmental Activities		Business-type Activities		Total Primary Government	
	2011	2012	2011	2012	2011	2012
Current and other assets	$ 917,918	$ 944,889	$ 123,281	$ 122,949	$ 1,041,199	$ 1,067,838
Capital assets	990,822	1,002,919	862,923	885,951	1,853,745	1,888,870
Total assets	1,908,740	1,947,808	986,204	1,008,900	2,894,944	2,956,708
Long-term obligations	1,144,531	1,176,287	251,894	270,528	1,396,425	1,446,815
Other liabilities	527,156	519,814	42,456	26,726	569,612	546,540
Total liabilities	1,671,687	1,696,101	294,350	297,254	1,966,037	1,993,355
Net position:						
Net investment in capital assets	645,761	686,492	618,625	623,909	1,264,386	1,310,401
Restricted	206,053	211,440	15,034	-	221,087	211,440
Unrestricted	(614,761)	(646,225)	58,195	87,737	(556,566)	(558,488)
Total net position	$ 237,053	$ 251,707	$ 691,854	$ 711,646	$ 928,907	$ 963,353

Net position of the City's governmental activities increased 6% to $252 million for 2012. The portion of net position restricted as to use totaled $211 million. Net position invested in capital facilities (buildings, roads, bridges, etc.) totaled $686 million net of outstanding debt used to acquire those assets. The City uses these assets to provide services to citizens; consequently, these assets are not available for future spending. Although the City's investment in capital assets are reported net of related debt, the funding needed to repay this debt must be provided from other sources, since the capital assets themselves cannot be used to liquidate these liabilities. The unrestricted net position deficit of $646 million at the end of 2012 does not imply that the City has inadequate financial resources available to meet its current obligations. For example, the City's annual budgets do not include the full amounts needed to meet future liabilities arising from property-casualty claims, unused employee vacation-sick leave and outstanding debt. The City will include the amounts needed in future years' budgets as these obligations come due.

The net position of business-type activities increased 3% to $712 million in 2012. The City generally can only use net position to finance the continuing operations of its specific enterprise activities.

Long-term obligations for governmental activities increased 3% and for business-type activities increased 7% from 2011 due primarily to the issuance and retirement of long-term debt and the recording of OPEB.

Total assets including capital assets increased $62 million or 2% from 2011. Capital assets of the primary government increased 2% from the previous year due to several completed major street projects by the State of Wisconsin. For 2012, capital assets of the Water Works and the Sewer Maintenance Funds comprise 93% of the City's total capital assets related to business-type activities. These are the City's two largest enterprise (business-type) funds. The Water Works capital assets (45%) consist primarily of water mains and related water facilities and plants; and, the Sewer Maintenance Fund (48%) includes local sewer mains and connections.

Changes in net position. Total annual City revenues less expenses yield the change in net position. The City's program and general revenues totaled $835 million for governmental activities. Forty-four percent of governmental purpose revenues are intergovernmental revenues (State aids, Federal and State grants) while 33% is derived from property and other taxes. Charges for services represent 13% of total revenues, and the remaining 10% generated by licenses, permits, fines and forfeits and other miscellaneous sources.

The City's governmental activity expenses cover a range of services, with $329 million (38%) related to public safety (fire and police, neighborhood services). General government expenditures total $219 million (25%) while public works expenditures total $159 million (18%). Program specific revenues (charges for services) generated only about one-eighth of the revenue needed to support the cost of governmental activities. General revenues (taxes, State aids, and miscellaneous) provide the remaining funds.

Total governmental activities revenues and transfers exceeded expenditures by $15 million (2%). For business-type activities revenues exceeded its expenditures and transfers by $20 million (11%). However, prior to the transfer of $45 million from business type funds to governmental funds, business type funds showed a $64 million excess of revenues over expenses while governmental activities showed a $30 million gap of revenues below expenses. Chart 1, *Expenses and Program Revenues – Governmental Activities*, and Chart 2, *Expenses and Program Revenues – Business-type Activities* depict this comparison by major function.

Table 2 and the narrative that follows consider the operations of governmental and business-type activities separately.

Table 2
Changes in Net Position
(Thousands of Dollars)

	Governmental Activities		Business-type Activities		Total Primary Government	
	2011	2012	2011	2012	2011	2012
Revenues:						
Program revenues:						
Charges for services	$ 103,493	$ 108,190	$ 233,126	$ 240,096	$ 336,619	$ 348,286
Operating grants and contributions	102,698	100,060	-	-	102,698	100,060
Capital grants and contributions	2,724	6,002	4,393	5,133	7,117	11,135
General revenues:						
Property taxes and other taxes	276,168	279,588	-	-	276,168	279,588
State aids for General Fund	273,240	260,141	-	-	273,240	260,141
Miscellaneous	64,214	81,153	3,932	750	68,146	81,903
Total revenues	822,537	835,134	241,451	245,979	1,063,988	1,081,113
Expenses						
General government	245,191	219,277	-	-	245,191	219,277
Public safety	326,879	328,677	-	-	326,879	328,677
Public Works	166,787	158,527	-	-	166,787	158,527
Health	21,137	22,020	-	-	21,137	22,020
Culture and recreation	19,864	20,512	-	-	19,864	20,512
Conservation and development	67,171	57,349	-	-	67,171	57,349
Capital contribution to Milwaukee Public Schools	4,386	4,853	-	-	4,386	4,853
Contributions	23,382	22,803	-	-	23,382	22,803
Interest on long-term debt	28,047	31,105	-	-	28,047	31,105
Water	-	-	69,196	66,571	69,196	66,571
Sewer Maintenance	-	-	40,813	41,128	40,813	41,128
Parking	-	-	25,267	26,101	25,267	26,101
Port of Milwaukee	-	-	3,631	3,940	3,631	3,940
Metropolitan Sewerage District User Charges.	-	-	43,149	43,804	43,149	43,804
Total expenses	902,844	865,123	182,056	181,544	1,084,900	1,046,667
Increase in net position before transfers	(80,307)	(29,989)	59,395	64,435	(20,912)	34,446
Transfers	44,346	44,643	(44,346)	(44,643)	-	-
Increase in net position	(35,961)	14,654	15,049	19,792	(20,912)	34,446
Net position – Beginning	273,014	237,053	676,805	691,854	949,819	928,907
Net position – Ending	$ 237,053	$ 251,707	$ 691,854	$ 711,646	$ 928,907	$ 963,353

Governmental Activities

Revenues for the City's governmental activities totaled $835 million, while total expenses totaled $865 million for 2012. The total 2012 governmental activity expenditures decreased by 4% over 2011. Total revenues, excluding transfers, supported 97% of total expenses; 102% with transfers. Comparable data for 2011 indicates 91% of all revenues, excluding transfers supported the 2011 expenses and, 96% including transfers.

Property taxes represent 33% of the total revenues for 2012 and 2011. The total actual revenue increased 1% over the previous year. The City of Milwaukee's share of the Tax Rate increased thirteen cents (from $9.12 in 2011 to $9.25 in 2012 (per $1,000 of Assessed Value), due in part to a decrease in assessed property value. State aids for the General Fund of $260 million decreased by $13 million or 5% in 2012. The combined property taxes and State aids comprised approximately 65% of the total revenues for governmental funds in 2012 compared to 67% in 2011. Charges for services equaled 13% of the total revenues in 2012, the same as 2011. Operating grants, capital grants, and contributions increased $0.6 million, to a total $106 million or 13% of total revenues in 2012 compared to only 13% in 2011. During 2011, non-cash capital grants were recorded to represent the State contribution of completed major street projects on behalf of the City of $3 million compared to $6 million in 2012.

In 2012, governmental-activity-type expenses decreased by $38 million (4%) to $865 million. The major contributing factor to this decrease was the change in health care options to City employees. Effective January 1, 2012, employees' health insurance is self-insured and included a higher cost to employees with a combination of deductible and coinsurance components. The options of health maintenance organizations (HMO) were eliminated and the City has only one health care provider with two health plan options. These changes in health care expenditures has resulted in $38 million decrease in expenditures from 2011.

Chart 1
2012 Expenses and Program Revenues - Governmental Activities

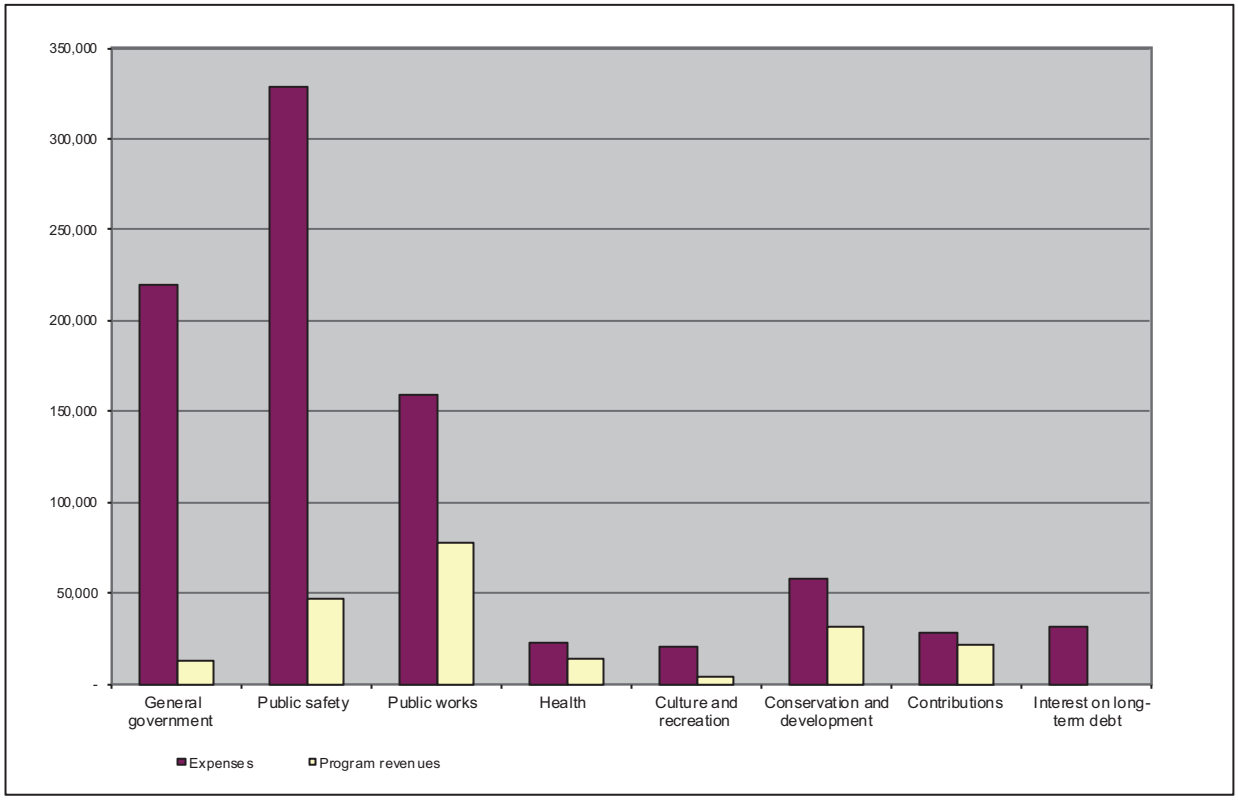


Table 3 presents the cost of each of the City's largest programs as depicted in the Chart 1 above, as well as each program's net costs (total cost less the revenues generated by the activities). General government includes most City departments, such as: Mayor, Common Council, Administration, Employee Relations, Municipal Court, City Attorney, Comptroller and Treasurer. Public safety includes Fire, Police and Neighborhood Services. "Net cost" shows the financial burden placed on the city taxpayers by each of these functions.

Table 3
Governmental Activities
(Thousand of Dollars)

	Total Cost of Services		Net Cost of Services	
	2011	2012	2011	2012
General government	$ 245,191	$ 219,277	$ 230,868	$ 206,083
Public safety	326,879	328,677	283,542	282,005
Public works	166,787	158,527	85,687	74,787
Health	21,137	22,020	8,583	8,612
Culture and recreation	19,864	20,512	16,067	16,620
Conservation and development	67,171	57,349	37,388	25,829
Contributions	27,768	27,656	3,747	5,830
Interest on long-term debt	28,047	31,105	28,047	31,105
Total Governmental Activities	$ 902,844	$ 865,123	$ 693,929	$ 650,871

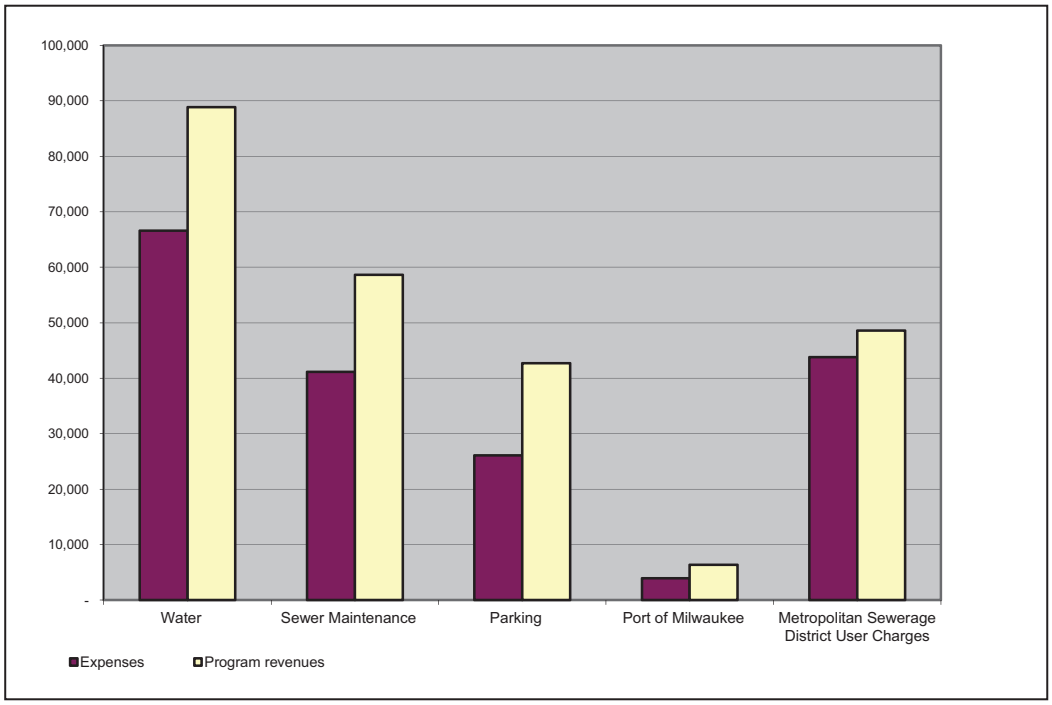
The Table 3 above indicates that the cost of services not funded with direct program revenue for governmental activities decreased in 2012 to $651 million from $694 million in 2011 or 6% change. Because such a small portion of total costs are supported by program revenue, the remainder of the total costs of service must be funded by general City taxes and State aids.

Business-type Activities

The two major enterprises or business-type activities for the City of Milwaukee are water services and sewer maintenance. The Water Works had operating expenses of $65 million and operating income of $23 million. The Sewer Maintenance produced a net operating income of $33 million after incurring expenses of $22 million.

Business-type revenues on Table 2 increased by $4 million in 2012 compared to 2011, or 2%. Total expenses and transfers of all enterprise funds of the City remained at $226 million in 2012. Overall, 2012 year-end Total Net Position increased by $20 million to $712 million, or 3%.

Chart 2
2012 Expenses and Program Revenues - Business-type Activities



FINANCIAL ANALYSIS OF THE CITY'S FUNDS

The City uses fund accounting consistent with finance related legal requirements and external governmental accounting standards.

Governmental Funds

Governmental Funds are reported in the fund based financial statements with a focus on the annual inflow and outflow of spendable resources. This information is useful in assessing resources available at the end of the year in comparison with the succeeding year's requirements. Types of Governmental Funds reported by the City include the General Fund, Special Revenue Funds, Debt Service Funds and Capital Project Funds.

As the City completed 2012, its Governmental Funds (as presented in the balance sheet on Exhibit A-1) reported a combined fund balance of $339 million, an increase of $38 million or 13% over 2011. The General Fund, the General Obligation Debt Service Fund, the Public Debt Amortization Fund and Non-major governmental funds increased their fund balances by $42 million. Capital Projects Funds produced a negative change from operations of $4 million. The Capital Projects Fund balance decreased to a negative $5 million. This negative balance persists because the City of Milwaukee typically borrows to fund authorized capital projects only after expenditures for these projects. This practice minimizes City borrowing costs and facilitates compliance with Federal Internal Revenue Service (IRS) regulations. Debt issued for capital projects totaled $68 million in 2012 compared to $101 million in 2011. The General Obligation Debt Service Fund incurred a positive net change in fund balance of $7 million due to a combination of revenues and other financing sources greater than debt service expenditures and other financing uses, with the major emphasis on the net overall increase in the refinancing of debt during the year compared to the prior year.

Chart 3 and 4 illustrate spending by function and revenues by source for all governmental funds.

Chart 3
2012 City Spending by Function - Governmental Funds

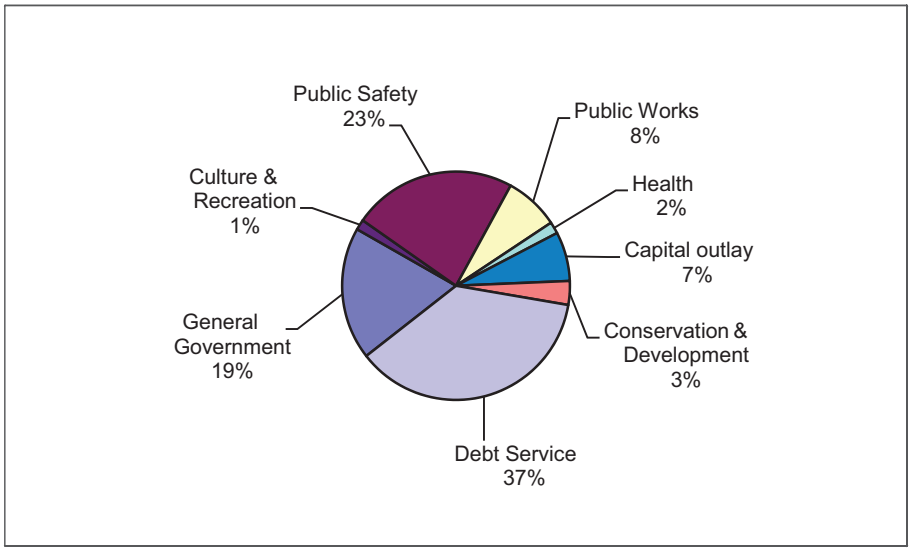
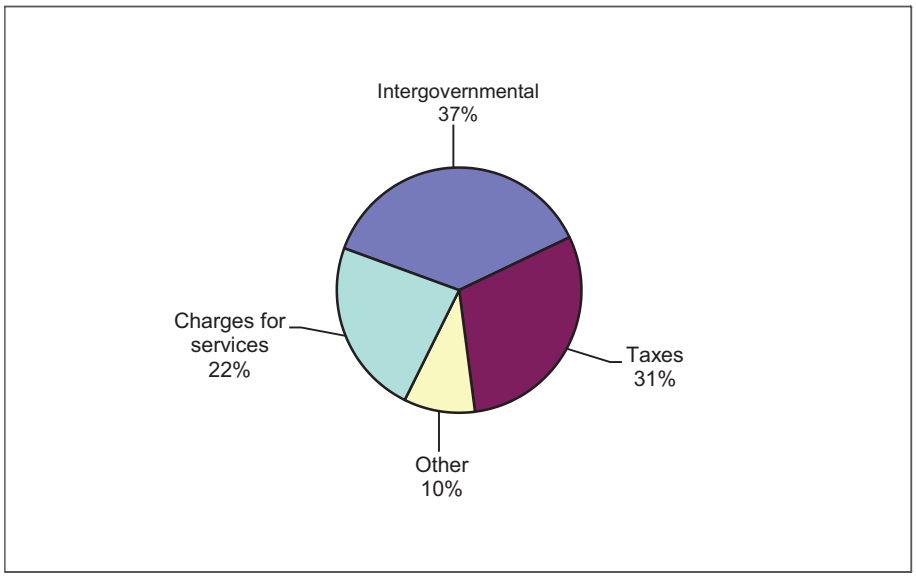


Chart 4
2012 Revenues by Source - Governmental Funds



Revenues for governmental functions overall totaled $827 million in the fiscal year ended December 31, 2012 (-8%). Expenditures for governmental funds totaled $1,250 million (+5%). Expenditures exceeded revenues by $423 million. Other financing sources closed the gap, leaving a total net increase in governmental fund balances of $38 million for the year compared to an increase of $36 million in 2011. Other financing sources include, proceeds from issuance of debt, refunding payment and issuance premiums; transfers from enterprise funds; and receipt of loans receivable transferred from the Neighborhood Improvement Development Corporation component unit.

Major Governmental Funds

The General Fund is the City's primary operating fund and the largest funding source for day-to-day services. The fund balance of the General Fund increased by $34 million or 47%. Revenues and other financing sources totaled approximately $755 million and expenditures and other financing uses totaled approximately $721 million - detailed in Table 4 below. While revenues growth remained consistent with the prior year (increasing by $0.7 million over 2011), expenditures decreased by 3% over 2011, with expenditures exceeding revenues by 2%. Other Financing Sources (consisting of debt proceeds and transfers in from other funds), exceeded Other Financing Uses (consisting of transfers out to other funds) by $48 million. This excludes the budgeted use of funds from the fund balance. Nearly $14 million was budgeted from the fund balance to fund the 2012 General Fund budget. This was a decrease of $1 million from 2011.

Total General Fund revenues for 2012 totaled $604 million. The largest revenue category is intergovernmental at $260 million with 43% of the total revenue. The second largest revenue source is Property Taxes with $168 million or 28%. The Charges for Services category, which includes revenues for services provided by City departments, comprises 18% or $108 million. These three categories combined comprise 89% of the total revenues for 2012. The largest percentage increase in revenues compared to 2011 was the Miscellaneous category with a 75% increase. This significant increase of $10 million was due to an increase in the Vehicle Registration Fees of over $3 million compared to the previous year when only six months of revenue was recorded in the General Fund; other one time miscellaneous revenue included nearly $4 million from the Early Retiree Reinsurance Program (part of the Affordable Care Act); over $1 million received from City Hall Square Tax Incremental District as final payment on a loan; over $1 million received from health care rebate and insurance recovery.

The following table (Table 4) presents a summary of revenues and expenditures of the General Fund compared to prior year:

Table 4
General Fund
Summary of Revenues, Expenditures and Other Financing Sources and Uses
(Thousands of Dollars)

Revenues and Other Financing Sources

Revenues:	**2011**	**2012**	**% Change**
Property taxes	$ 166,841	$ 167,927	0.7%
Other taxes	4,371	3,363	-23.1%
Licenses and permits	13,289	14,410	8.4%
Intergovernmental	273,240	260,141	-4.8%
Charges for services	103,493	108,190	4.5%
Fines and forfeits	5,076	5,042	-0.7%
Contributions received	24,021	21,826	-9.1%
Other	13,387	23,483	75.4%
Total Revenues	603,718	604,382	0.1%
Other Financing Sources			
Debt proceeds	100,000	102,000	2.0%
Transfers in	47,376	48,282	1.9%
Total Revenues and Other Financing Sources	751,094	754,664	0.5%
Excess of Revenues over Expenditures	(32,939)	(14,359)	56.4%
Net Change in Fund Balance	$ 12,360	$ 33,804	173.5%

Expenditures and Other Financing Uses

Expenditures:	**2011**	**2012**	% Change
General government	$ 252,677	$ 230,532	-8.8%
Public safety	258,994	265,900	2.7%
Public works	96,557	93,421	-3.2%
Health	8,872	8,656	-2.4%
Culture and recreation	15,566	15,912	2.2%
Conservation and development	3,991	4,320	8.2%
	-	-	
Total Expenditures	636,657	618,741	-2.8%
Other Financing Uses			
Transfers out	102,077	102,119	0.0%
Total Expenditures and other Financing Uses	$ 738,734	$ 720,860	-2.4%

Beginning in 2006, the City began issuing General Obligation Cash-Flow Promissory Notes (rather than Revenue Anticipation Notes) in advance of receipt of the State Shared Revenues. For 2012, $100 million was issued.

The City maintains two separate debt service funds. The General Obligation Debt Service Fund accounts for resources accumulated and payments made for principal and interest on the City's outstanding general obligation debt. The Public Debt Amortization Fund is governed by State Statutes Section 67.101 whereby accumulated resources can be used for the

retirement of the public debt. The General Obligation Debt Service Fund increased its fund balance by $8 million to $134 million or 6%. Total revenues of the General Obligation Debt Service decreased from $185 million in 2011 to $107 million in 2012 primarily due to the repayment on 2012 debt maturities from the Milwaukee Public Schools for debt issued on their behalf. Revenues combined with *Other Financing Sources* totaled $566 million; expenditures combined with *Other Financing Uses* totaled $558 million; resulting in a *net increase in Fund Balance* for year end 2012 of $8 million.

Capital Projects Funds are used to account for the financial resources segregated for the acquisition, construction, or repair of major capital facilities other than those financed by proprietary funds. At year end, 2012 showed a fund balance deficit of $5 million (a decrease in the fund balance of $4 million compared to a fund balance deficit of $117,000 in 2011). In 2012, total debt proceeds amounted to $68 million as compared to $101 million in 2011, a 33% decrease. Total revenues remained constant at $16 million during 2012 and 2011; expenditures decreased from $97 million to $87 million or 10%. The issuance of bonds and notes during 2012 for capital purposes combined with revenues and transfers were insufficient to cover the current year's expenditures and, as a result, increased the year-end deficit in the fund balance by $5 million.

Proprietary Funds

The proprietary fund statements provide information on both short and long-term financial status, focusing on net position and the change in net position as a result of operations.

At the end of the fiscal year, the total unrestricted net position for all enterprise funds were $70 million. This was an increase from $58 million at December 31, 2011 or 21%. This net increase consists of $8 million in Water Works, and $4 million increase in the Sewer Maintenance fund.

In 2012, operating revenues of the enterprise funds totaled $240 million (3% increase); total operating expenses remained constant at $160 million compared to 2011. The Water Works is the largest enterprise activity for the City, comprising approximately 37% of the total operating revenues. The Sewer Maintenance Fund comprises 23% of the total operating revenues. Both funds primarily bill customers based on water consumption. For 2012, Water Works operating revenues increased 4% while Sewer Maintenance operating revenues increased 6%; all other enterprise funds combined remained constant compared to 2011. Water Works non-operating revenues for 2012 are mainly composed of interest income and other miscellaneous revenues.

The Water Works incurred total expenses of $65 million for 2012 compared to $68 million for 2011. Excluding depreciation expense, operating expenses decreased over the previous year by $3 million or 6%. The non-operating expenses (interest expense) of the Water Works increased by $108,000 due to the scheduled principal maturing on outstanding debt.

Excluding the Water Works, total operating expenses of all other enterprises funds increased 3% over 2011.

General Fund Budgetary Highlights

For the fiscal year ended December 31, 2012, the General Fund actual revenues exceeded budgeted revenues by $7.7 million. Revenue categories for property taxes, other taxes, and fines/forfeitures had an unfavorable variance compared to budget of $11.5 million; however, all other categories of licenses/permits, intergovernmental, charges for services and other exceed the final budgeted amounts by $19.2 million. Actual 2012 General Fund revenues increased from that of the prior year by $2.9 million. Intergovernmental revenues decreased $13 million to $260 million compared to $273 million in 2011. This category includes financing from the State for shared taxes, local street aids, and payment for municipal services. This decrease from 2011 was offset by positive excess earnings in various other categories. Miscellaneous revenues included a number of one-time revenues that results in the overall favorable variance of $9 million for the year; such as an increase in $3.2 million for vehicle registration fees compared to six months of fees in 2011. In addition, the City received $3.9 million from the Early Retiree Reinsurance Program as part of the Affordable Care Act to offset Health insurance costs for 2012. Interest on investments (part of Other Revenue category), totaled $809,000 compared to $303,000 for 2011. The average interest earnings rate was 0.221% compared to 0.213% in 2011 with a increase in the average investable balance of $213.5 million in 2011 to $231.5 million in 2012.

The operating expenditures of the General Fund were $22 million less than budgeted. This favorable variance is a result of savings from general government departments of $19 million, and a combined savings of $3 million in other classifications. The change in the new health care options for City employees, that included 100% of deductible amounts before plan begins to pay, has resulted in budgetary savings of $7.6 million. In addition, departmental salary accounts realized a savings of $2.8 million with a corresponding related additional savings for the employer's share of the employee retirement appropriations of

$1.9 million. Unrealized contingencies' budget variance for 2012 resulted in an additional savings in the General Fund of $2.9 million. These most significant items that total $15.2 million, account for 69% of the total savings for the year 2012.

During 2012, the Common Council adopted two resolutions which increased the General Fund appropriations due to greater than anticipated revenues. These increased revenues provided departments an additional $0.5 million in appropriation authority.

The original budget for expenditures includes the adopted budget plus the encumbrances carried over from 2011 less the encumbrances carried over to 2013. The final budget includes the original budget as defined plus appropriations authorized for carryover from 2011 by the Common Council less those appropriations authorized for carryover to 2013. In addition, certain appropriations are budgeted in a general non-departmental account (i.e. contingency) and are only transferred from this account to specific departments during the year to expend after authorization by the Common Council. These appropriation adjustments are part of the final budget. As detailed in the Required Supplementary Information Section, Exhibit E-1 shows both the original 2012 General Fund expenditure budget of $621 million and the final budget of $618 million. This is a 1% decrease over the final 2011 budget of $624 million. The original General Fund revenue budget totaled $574 million with the final budget remaining approximately same. This is a 1% decrease over the final 2011 revenue budget of $580 million.

The General Fund Schedule of Expenditures-Budget and Actual (Exhibit I-9) details current year expenditures by department.

The City's General Fund's beginning Fund Balance of $72 million as reported on the General Fund Statement of Revenues, Expenditures and Changes in Fund Balance differs from the General Fund's budgetary Fund Balance reported in the budgetary comparison schedule by the amount of the budgeted withdrawal from the Fund Balance of $14 million.

CAPITAL ASSET AND DEBT ADMINISTRATION

Capital Assets

The City's capital assets for governmental and business-type activities as of December 31, 2012 total $1,889 million (net of accumulated depreciation). Capital assets include land, buildings, infrastructure, improvements other than buildings, machinery and equipment, furniture and furnishings, non-utility property, and construction in progress. The total increase in the City's capital assets for the current fiscal year was $35 million or 2%. Governmental activities' capital assets increased $12 million or a 1% increase from 2011. Business-type activities' capital assets increased $23 million or 3% at the end of 2012. A schedule comparing the assets by type for 2011 and 2012 for both governmental and business-type activities is depicted in Table 5 below. The net change in assets as detailed in Note 4 reports that additions were $19 million and deletions were $7 million for 2012 for governmental activities. The two largest business-type activities are the Sewer Maintenance Fund and the Water Works Fund. The Sewer Maintenance Fund had a net change in capital assets that resulted in a net increase of $22 million. Of the Sewer Maintenance Fund's net assets at year end, 99% relate to the sewer mains infrastructure. Infrastructure net assets of the Water Works Fund comprise 67% of its total net assets with 27% consisting of machinery and equipment. The total net change in all Water Works net assets was an increase of $1.7 million; Sewer Maintenance net assets increased $22 million.

Debt issued to finance tax incremental districts (TID) totals $187 million outstanding at year end. The majority of these expenditures have no related assets for TID, so the net increase in TID debt reduces unrestricted net position by an equal amount. In addition, debt issued for school purposes at year end was $106 million. The Milwaukee Public Schools (MPS) is a separate governmental entity. By State Statute, MPS cannot issue its own debt. As a result, the City issues debt for school purposes. The City has the option of providing funds from its treasury or issue debt to finance school construction, operations, and/or maintenance. The City chooses to issue debt. The MPS's assets are not an asset of the City and, as a result, capital expenditures for school purposes also reduce unrestricted net position by an equal amount.

Table 5
Capital Assets
(net of depreciation)
(Thousands of Dollars)

	Governmental Activities		Business-type Activities		Total Primary Government	
	2011	2012	2011	2012	2011	2012
Capital assets not being depreciated:						
Land	$ 164,620	$ 164,628	$ 18,874	$ 19,049	$ 183,494	$ 183,677
Construction in progress	36,272	41,898	6,991	13,229	43,263	55,127
Intangible right of ways	1,342	1,342	-	-	1,342	1,342
Capital assets being depreciated:						
Buildings	282,465	285,421	93,663	94,018	376,128	379,439
Infrastructure	1,467,560	1,503,036	893,752	925,263	2,361,312	2,428,299
Improvements other than buildings	11,891	11,891	7,998	8,025	19,889	19,916
Machinery and equipment	178,690	185,968	228,058	231,357	406,748	417,325
Intangible software	1,971	2,605	-	-	1,971	2,605
Nonutility property	-	-	5,422	3,654	5,422	3,654
Accumulated depreciation	(1,153,989)	(1,193,870)	(391,835)	(408,644)	(1,545,824)	(1,602,514)
Total	$ 990,822	$1,002,919	$ 862,923	$ 885,951	$ 1,853,745	$ 1,888,870

Debt

At year-end, the City had $829 million in general obligation bonds and notes, $77 million in State loans, $66 million in revenue bonds, and $93 million in extendable municipal commercial paper outstanding as itemized in Table 6.

New debt issued for general obligation bonds and notes totaled $323 million, of which $2 million related to Port and Parking Enterprises.

The City continues to maintain high investment grade ratings from the two major rating agencies. A rating of AA from Standard and Poor's Corporation, and Aa2 from Moody's Investors Service, Inc, were received on the City's May 2012 general obligation bond issues.

The City's gross general obligation debt per capita, excluding enterprise fund debt, was $1,272 at the end of 2011 and $1,207 at the end of 2012; a 5% decrease from the prior year. As of December 31, 2012, the City's outstanding net general obligation debt for governmental activities was 2.57% of the City's total taxable value of property. (Statistical Section - Table 9) The legal debt limit is 7% of equalized property value, including Milwaukee Public Schools debt, which also is issued by the City. Excluding the 2% limit on School debt, the City has a 5% legal debt limit and has used about 50% of this limit. The City issues general obligation notes to purchase a portion of General Fund delinquent taxes. During 2012, notes were issued in the amount of approximately $31.6 million. Collections on these taxes and related interest will be used to meet the related debt service requirements.

Table 6
Outstanding Debt
General Obligation, Revenue Bonds and Extendable Municipal Commercial Paper
(Thousand of Dollars)

	Governmental Activities		Business-type Activities		Total Primary Government	
	2011	2012	2011	2012	2011	2012
General obligation bonds and notes (backed by the City)	$ 825,574	$ 785,867	$ 89,956	$ 43,318	$ 915,530	$ 829,185
Extendable Municipal Commercial Paper	-	20,536	-	72,464	-	93,000
State loans	-	-	80,513	77,083	80,513	77,083
Revenue bonds (backed by specific fee revenues)	-	-	69,618	65,579	69,618	65,579
Total	$ 825,574	$ 806,403	$ 240,087	$ 258,444	$ 1,065,661	$ 1,064,847

ECONOMIC FACTORS AND NEXT YEAR'S BUDGET AND TAX RATE

The average unemployment rate within the City of Milwaukee for 2012 is 10.1%, compared to 10.9% for 2011. The City of Milwaukee per capita income for the most recent fiscal year available (2011) was $38,881, compared to $37,950 for 2010. Table 13 contains demographic and economic statistics for the last ten calendar years.

The 2013 adopted City Budget is about $1.5 billion with a General Fund budget of $708 million. The General Fund budget increased nearly 4% over the 2012 budget of $678 million. In 2013, the City should expend $119 million for health insurance and related costs compared to $116 million budgeted for 2012, an increase of 3%. Estimated Full-time Equivalent (FTE) employment for all General Fund departments decreased by 80 FTE with the City Development, Health, Library, Police and Public Works decreasing 97 FTE in the aggregate and Neighborhood Services increasing 22 FTE and all other departments net decreasing in the aggregate of 5 FTE. The City will maintain mandatory furlough days of three for 2013.

Total property taxes levied for all funds of the City in 2012 for 2013 purposes increased $1.00 per thousand dollars of assessed valuation to a rate of $10.25 (11.1%). The 2011 for 2012 rate increased $0.13 (from $9.12 to $9.25 or 1.4%).

The total City property tax levy increased to $250 million from 2011 of $248 million. While the rate for 2012 increased, the assessed valuation decreased 9.3%; thus providing roughly the same amount in total property tax revenue in all funds. The property tax levy will provide $96.9 million for general City purposes in 2013. This represents a decrease of $18.4 million from 2012 or 16%. Property Tax Levy for Employee Retirement Purposes will increase $21.7 million for 2013. The 2013 General City Purpose budget includes $112 million in estimated revenue for City charges for services rendered, an increase of $8 million. A City Solid Waste Fee is the largest revenue source in this category and is expected to generate $34 million for 2013. This fee represents 30% of the total charges for services in the 2013 budget. The Street Sweeping-Leaf Collection Fee is expected to generate $14 million for 2013, a $2 million increase over 2012. This Fee comprises 13% of the total charges for services for 2013 compared to 12% in 2012.

Estimated General City Purposes intergovernmental revenues, primarily from the State of Wisconsin, are projected to total $259.6 million; an increase of $0.1 million from 2012.

CONTACTING THE CITY'S FINANCIAL MANAGEMENT

This financial report is designed to provide our citizens, taxpayers, customers, investors and creditors with an overview of the City's finances and to demonstrate the City's accountability for the taxes and other funding received. If you have questions about this report or need additional financial information, contact the City of Milwaukee, Office of the City Comptroller, City Hall, 200 East Wells Street Room 404, Milwaukee, WI 53202.

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BASIC FINANCIAL STATEMENTS

GOVERNMENT-WIDE FINANCIAL STATEMENTS

CITY OF MILWAUKEE
STATEMENT OF NET POSITION
December 31, 2012
(Thousands of Dollars)

Exhibit 1

	Primary Government			
	Governmental Activities	Business-type Activities	Total	Component Units
ASSETS				
Cash and cash equivalents	$ 337,934	$ 54,376	$ 392,310	$ 25,845
Investments	28,860	-	28,860	6,069
Receivables (net):				
Taxes	251,291	44	251,335	-
Accounts	30,109	46,640	76,749	442
Unbilled accounts	313	17,455	17,768	-
Special assessments	7,915	-	7,915	-
Notes and loans	106,112	-	106,112	39,306
Accrued interest	445	23	468	1,331
Due from component units	19,835	-	19,835	-
Due from primary government	-	-	-	109
Due from other governmental agencies	150,679	588	151,267	773
Inventory of materials and supplies	8,094	2,951	11,045	-
Inventory of property for resale	26	-	26	6,921
Prepaid items	813	557	1,370	109
Deferred charges	2,463	302	2,765	966
Other assets	-	13	13	-
Total Noncapital Assets	944,889	122,949	1,067,838	81,871
Capital assets:				
Capital assets not being depreciated:				
Land	164,628	19,049	183,677	14,717
Construction in progress	41,898	13,229	55,127	2,039
Intangible right of ways	1,342	-	1,342	-
Capital assets being depreciated:				
Buildings	285,421	94,018	379,439	103,077
Infrastructure	1,503,036	925,263	2,428,299	379
Improvements other than buildings	11,891	8,025	19,916	843
Machinery and equipment	185,968	231,357	417,325	159
Intangible software	2,605	-	2,605	565
Nonutility property	-	3,654	3,654	-
Accumulated depreciation	(1,193,870)	(408,644)	(1,602,514)	(15,946)
Total Capital Assets	1,002,919	885,951	1,888,870	105,833
Total Assets	1,947,808	1,008,900	2,956,708	187,704

CITY OF MILWAUKEE
STATEMENT OF NET POSITION
December 31, 2012
(Thousands of Dollars)

Exhibit 1 (Continued)

	Primary Government			
	Governmental Activities	Business-type Activities	Total	Component Units
LIABILITIES				
Accounts payable	$ 46,284	$ 18,001	$ 64,285	$ 6,730
Accrued expenses	32,641	2,424	35,065	2,150
Accrued interest payable	9,988	1,103	11,091	-
Internal balances	(4,581)	4,581	-	-
Due to component units	109	-	109	-
Due to other governmental agencies	505	-	505	3,004
Deferred revenue	314,868	617	315,485	1,136
Revenue anticipation notes payable	120,000	-	120,000	-
Other liabilities	-	-	-	3,979
Due to primary government:				
Due within one year	-	-	-	40
Due in more than one year	-	-	-	19,795
Long-term obligations:				
Due within one year	136,289	87,178	223,467	390
Due in more than one year	1,039,998	183,350	1,223,348	94,863
Total Liabilities	1,696,101	297,254	1,993,355	132,087
NET POSITION				
Net investment in capital assets	686,492	623,909	1,310,401	30,919
Restricted for:				
Debt service	201,666	-	201,666	-
Other purposes	9,774	-	9,774	9,151
Unrestricted	(646,225)	87,737	(558,488)	15,547
Total Net Position	**$ 251,707**	**$ 711,646**	**$ 963,353**	**$ 55,617**

The notes to the financial statements are an integral part of this statement.

CITY OF MILWAUKEE

STATEMENT OF ACTIVITIES

FOR THE YEAR ENDED DECEMBER 31, 2012

(Thousands of Dollars)

Exhibit 2

Functions/Programs	Expenses	Program Revenues: Charges for Services	Program Revenues: Operating Grants and Contributions	Program Revenues: Capital Grants and Contributions
Primary government:				
Governmental Activities:				
General government	$ 219,277	$ 10,428	$ 2,766	$ -
Public safety	328,677	20,785	25,887	-
Public works	158,527	74,168	3,570	6,002
Health	22,020	1,101	12,307	-
Culture and recreation	20,512	1,239	2,653	-
Conservation and development	57,349	469	31,051	-
Capital contribution to Milwaukee Public Schools	4,853	-	-	-
Contributions	22,803	-	21,826	-
Interest on long-term debt	31,105	-	-	-
Total Governmental Activities	865,123	108,190	100,060	6,002
Business-type Activities:				
Water	66,571	88,122	-	745
Sewer Maintenance	41,128	54,956	-	3,674
Parking	26,101	42,730	-	-
Port of Milwaukee	3,940	5,672	-	714
Metropolitan Sewerage District User Charges	43,804	48,616	-	-
Total Business-type Activities	181,544	240,096	-	5,133
Total Primary Government	$ 1,046,667	$ 348,286	$ 100,060	$ 11,135
Component units:				
Redevelopment Authority	$ 19,874	$ 7,348	$ 11,520	$ 2,039
Neighborhood Improvement Development Corporation	1,707	173	1,145	91
Century City Redevelopment Corporation	7,139	392	-	-
Total Component Units	$ 28,720	$ 7,913	$ 12,665	$ 2,130

General revenues:

Property taxes and other taxes .....

State aids for General Fund .....

Miscellaneous .....

Transfers .....

Total General Revenues and Transfers .....

Change in Net Position .....

Net Position - Beginning, as restated (note 1w) .....

Net Position - Ending .....

The notes to the financial statements are an integral part of this statement.

Net (Expenses) Revenue and Changes in Net Assets			
Primary Government			
Governmental Activities	Business-type Activities	Total	Component Units
$ (206,083)		$ (206,083)	
(282,005)		(282,005)	
(74,787)		(74,787)	
(8,612)		(8,612)	
(16,620)		(16,620)	
(25,829)		(25,829)	
(4,853)		(4,853)	
(977)		(977)	
(31,105)		(31,105)	
(650,871)		(650,871)	
-	$ 22,296	22,296	
-	17,502	17,502	
-	16,629	16,629	
-	2,446	2,446	
-	4,812	4,812	
-	63,685	63,685	
(650,871)	63,685	(587,186)	
			$ 1,033
			(298)
			(6,747)
			(6,012)
279,588	-	279,588	-
260,141	-	260,141	-
81,153	750	81,903	305
44,643	(44,643)	-	-
665,525	(43,893)	621,632	305
14,654	19,792	34,446	(5,707)
237,053	691,854	928,907	61,324
$ 251,707	**$ 711,646**	**$ 963,353**	**$ 55,617**

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FUND FINANCIAL STATEMENTS

CITY OF MILWAUKEE
BALANCE SHEET
GOVERNMENTAL FUNDS
DECEMBER 31, 2012
(Thousands of Dollars)

Exhibit A-1

	General
ASSETS	
Assets:	
Cash and cash equivalents	$ 122,890
Investments	120
Receivables (net):	
Taxes	166,504
Accounts	28,382
Unbilled accounts	313
Special assessments	-
Notes and loans	10
Accrued interest	270
Due from other funds	33,637
Due from component units	25
Due from other governmental agencies	251
Advances to other funds	7,223
Inventory of materials and supplies	8,094
Inventory of property for resale	26
Prepaid items	248
Total Assets	**$ 367,993**
LIABILITIES AND FUND BALANCES	
Liabilities:	
Accounts payable	$ 29,720
Accrued expenses	31,761
Due to other funds	7,533
Due to component units	
Due to other governmental agencies	-
Deferred revenue	193,189
Revenue anticipation notes payable	-
Advances from other funds	-
Total Liabilities	262,203
Fund Balances:	
Nonspendable	15,721
Restricted	-
Committed	1,835
Assigned	35,915
Unassigned	52,319
Total Fund Balances	105,790
Total Liabilities and Fund Balances	**$ 367,993**

The notes to the financial statements are an integral part of this statement.

General Obligation Debt Service	Public Debt Amortization	Capital Projects	Nonmajor Governmental Funds	Total
$ 176,318	$ 13,589	$ 20,852	$ 4,285	$ 337,934
-	28,740	-	-	28,860
53,597	-	2,838	28,352	251,291
-	-	1,710	17	30,109
-	-	-	-	313
-	-	7,915	-	7,915
67,863	25,477	-	12,762	106,112
10	165	-	-	445
-	-	-	-	33,637
19,770	-	-	40	19,835
120,000	-	13,175	17,253	150,679
-	-	-	-	7,223
-	-	-	-	8,094
-	-	-	-	26
1	-	564	-	813
$ 437,559	**$ 67,971**	**$ 47,054**	**$ 62,709**	**$ 983,286**
$ 58	$ -	$ 8,003	$ 8,503	$ 46,284
-	-	353	527	32,641
3,858	-	10,057	7,608	29,056
-	-	-	109	109
-	-	-	505	505
179,947	-	26,019	9,580	408,735
120,000	-	-	-	120,000
-	-	7,223	-	7,223
303,863	-	51,655	26,832	644,553
1	-	564	-	16,286
-	-	-	9,774	9,774
133,695	67,971	-	26,103	229,604
-	-	-	-	35,915
-	-	(5,165)	-	47,154
133,696	67,971	(4,601)	35,877	338,733
$ 437,559	**$ 67,971**	**$ 47,054**	**$ 62,709**	**$ 983,286**

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CITY OF MILWAUKEE

Exhibit A-2

RECONCILIATION OF THE GOVERNMENTAL FUNDS BALANCE SHEET TO THE STATEMENT OF NET POSITION

DECEMBER 31, 2012

(Thousands of Dollars)

Fund balances - total governmental funds (Exhibit A-1)		$ 338,733
Amounts reported for governmental activities in the statement of net assets (Exhibit 1) are different because:		
Capital assets used in governmental activities are not financial resources and therefore are not reported in the funds. Those assets consist of:		
Land	$ 164,628	
Buildings, net of $90,849 accumulated depreciation	194,572	
Infrastructure, net of $978,760 accumulated depreciation	524,276	
Improvements other than buildings, net of $8,587 accumulated depreciation	3,304	
Machinery and equipment, net of $114,914 accumulated depreciation	71,054	
Intangible assets net of $760 accumulated depreciation	3,187	
Construction in progress	41,898	
		1,002,919
Deferred charges for debt issuance costs are not available to pay for current-period expenditures and therefore are deferred in the government-wide statements.		2,463
Some revenues are deferred in the funds because they are not available to pay current period's expenditures.		
Taxes to be collected after year-end	16,125	
Other revenues to be collected after year-end	3,030	
Special assessments to be collected after year-end	6,849	
Notes and loans receivable to repay long-term bonds and notes	67,863	
		93,867
Long-term liabilities are not due and payable in the current period and therefore are not reported in the funds. Interest on long-term debt is not accrued in governmental funds, but rather is recognized as an expenditure when due. All liabilities - both current and long-term - are reported in the statement of net assets.		
Accrued interest payable	(9,988)	
Bonds and notes payable	(806,403)	
Deferred amount on refunding	449	
Unamortized premiums	(51,972)	
Compensated absences	(48,405)	
Net other postemployment benefits obligation	(246,172)	
Claims and judgments	(23,784)	
		(1,186,275)
Total net position of governmental activities (Exhibit 1)		**$ 251,707**

The notes to the financial statements are an integral part of this statement.

CITY OF MILWAUKEE

Exhibit A-3

STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES
GOVERNMENTAL FUNDS
FOR THE YEAR ENDED DECEMBER 31, 2012
(Thousands of Dollars)

	General
Revenues:	
Property taxes	$ 167,927
Other taxes	3,363
Special assessments	-
Licenses and permits	14,410
Intergovernmental	260,141
Charges for services	108,190
Fines and forfeits	5,042
Contributions received	21,826
Other	23,483
Total Revenues	604,382
Expenditures:	
Current:	
General government	230,532
Public safety	265,900
Public works	93,421
Health	8,656
Culture and recreation	15,912
Conservation and development	4,320
Capital outlay	-
Debt Service:	
Principal retirement	-
Interest	-
Bond issuance costs	-
Total Expenditures	618,741
Excess (Deficiency) of Revenues over Expenditures	(14,359)
Other Financing Sources (Uses):	
General obligation bonds and notes issued	102,000
Proceeds from debt refundings	-
Payment to escrow agent on advance refundings	-
Payment current refundings	-
Loans receivable activities	-
Issuance premium	-
Transfers in	48,282
Transfers out	(102,119)
Total Other Financing Sources and Uses	48,163
Net Change in Fund Balances	33,804
Fund Balances - Beginning	71,986
Fund Balances - Ending	**$ 105,790**

The notes to the financial statements are an integral part of this statement.

General Obligation Debt Service	Public Debt Amortization	Capital Projects	Nonmajor Governmental Funds	Total
$ 68,737	$ -	$ 4,480	$ 2,894	$ 244,038
27,716	3,093	-	-	34,172
-	-	2,344	-	2,344
-	-	-	-	14,410
968	-	5,146	79,861	346,116
7,711	-	-	-	115,901
-	-	-	-	5,042
-	-	-	-	21,826
1,898	3,140	3,791	11,263	43,575
107,030	6,233	15,761	94,018	827,424
651	-	-	4,753	235,936
-	-	-	25,887	291,787
-	-	-	3,570	96,991
-	-	-	12,307	20,963
-	-	-	2,653	18,565
-	-	-	38,046	42,366
-	-	87,429	-	87,429
417,107	-	-	-	417,107
37,992	-	-	-	37,992
933	-	-	-	933
456,683	-	87,429	87,216	1,250,069
(349,653)	6,233	(71,668)	6,802	(422,645)
99,270	-	68,224	31,590	301,084
189,590	-	-	-	189,590
(63,884)	-	-	-	(63,884)
(34,134)	-	-	-	(34,134)
-	-	-	2,317	2,317
21,038	-	-	-	21,038
148,773	1,521	-	-	198,576
(3,526)	(7,047)	(1,040)	(40,201)	(153,933)
357,127	(5,526)	67,184	(6,294)	460,654
7,474	707	(4,484)	508	38,009
126,222	67,264	(117)	35,369	300,724
$ 133,696	**$ 67,971**	**$ (4,601)**	**$ 35,877**	**$ 338,733**

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CITY OF MILWAUKEE

Exhibit A-4

RECONCILIATION OF THE STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCES OF GOVERNMENTAL FUNDS TO THE STATEMENT OF ACTIVITIES

FOR THE YEAR ENDED DECEMBER 31, 2012

(Thousands of Dollars)

Net change in fund balances - total governmental funds (Exhibit A-3)		38,009
Amounts reported for governmental activities in the statement of activities are different because:		
Governmental funds report capital outlays as expenditures. However, in the statement of activities the cost of those assets is allocated over their estimated useful lives and reported as depreciation expense. This is the amount by which capital outlay ($62,939) exceeded depreciation expense ($50,412) in the current period less loss on disposals ($430)		12,097
Notes and loans receivable to repay long-term bonds and notes		(4,853)
Revenues in the statement of activities that do not provide current financial resources are reported as deferred revenue in the funds.		
Taxes accrued in prior years	$ 1,378	
Other revenues deferred at year end	(1,598)	
Special assessments deferred revenue beginning of the year $6,808 less deferred at end of the year $6,849	41	
		(179)
The issuance of long-term debt (bonds, leases) provides current financial resources to governmental funds, while the repayment of the principal of long-term debt consumes the current financial resources of governmental funds. Neither transaction, however, has any effect on net assets. Also, governmental funds report the effect of issuance costs, premiums and similar items when debt is first issued, whereas these amounts are deferred and amortized in the statement of activities. This amount is the net effect of these differences in the treatment of long-term debt and related items.		
Debt issued:		
Bonds and notes issued	(490,674)	
Issuance premiums	(19,998)	
Issuance costs	303	
Repayments:		
Principal retirement	509,845	
Amortization:		
Premiums	11,110	
Issuance costs	(490)	
Deferred amount on refunding	(1,507)	
		8,589
Under the modified accrual basis of accounting used in the governmental funds, expenditures are not recognized for transactions that are not normally paid with expendable available financial resources. In the statement of activities, however, which is presented on the accrual basis, expenses and liabilities are reported regardless of when financial resources are available. In addition, interest on long-term debt is not recognized under the modified accrual basis of accounting until due, rather as it accrues. The adjustment combines the net changes of the following balances.		
Compensated absences	(824)	
Net other postemployment benefits obligation	(39,803)	
Claims and judgments	95	
Accrued interest on bonds and notes	1,523	
		(39,009)
Changes in net position of governmental activities (Exhibit 2)		**$ 14,654**

The notes to the financial statements are an integral part of this statement.

CITY OF MILWAUKEE
STATEMENT OF NET POSITION
ENTERPRISE FUNDS
DECEMBER 31, 2012
(Thousands of Dollars)

Exhibit B-1

ASSETS	Water Works	Sewer Maintenance	Nonmajor Enterprise Funds	Total
Current Assets:				
Cash and cash equivalents	$ 5,121	$ 16,054	$ 17,200	$ 38,375
Restricted cash and cash equivalents	705	7,711	-	8,416
Receivables (net):				
Accounts	17,317	15,631	13,692	46,640
Taxes	-	-	44	44
Unbilled accounts	11,957	2,405	3,093	17,455
Accrued interest	1	22	-	23
Due from other funds	11,391	884	1,001	13,276
Due from other governmental agencies	-	287	301	588
Advances to other fund	245	-	-	245
Inventory of materials and supplies	2,608	343	-	2,951
Prepaid items	556	1	-	557
Deferred charges	-	302	-	302
Other assets	13	-	-	13
Total Current Assets	49,914	43,640	35,331	128,885
Noncurrent assets:				
Restricted cash and cash equivalents	-	7,585	-	7,585
Capital assets:				
Capital assets not being depreciated:				
Land	2,018	-	17,031	19,049
Construction in progress	9,416	181	3,632	13,229
Capital assets being depreciated:				
Buildings	27,268	-	66,750	94,018
Infrastructure	359,862	547,875	17,526	925,263
Improvements other than buildings	-	-	8,025	8,025
Machinery and equipment	214,764	4,643	11,950	231,357
Nonutility property	3,654	-	-	3,654
Accumulated depreciation	(213,147)	(128,836)	(66,661)	(408,644)
Net Capital Assets	403,835	423,863	58,253	885,951
Total Noncurrent Assets	403,835	431,448	58,253	893,536
Total Assets	453,749	475,088	93,584	1,022,421

CITY OF MILWAUKEE
STATEMENT OF NET POSITION
ENTERPRISE FUNDS
DECEMBER 31, 2012

Exhibit B-1 (Continued)

	Water Works	Sewer Maintenance	Nonmajor Enterprise Funds	Total
LIABILITIES				
Current Liabilities:				
Accounts payable	$ 4,646	$ 2,633	$ 10,722	$ 18,001
Accrued expenses	1,253	516	655	2,424
Accrued interest payable	218	14	192	424
Compensated absences	1,135	-	-	1,135
Advances from other funds	-	-	245	245
Due to other funds	14,890	-	2,967	17,857
Deferred revenue	-	189	428	617
Extendable Municipal Commercial Paper	4,000	67,000	1,464	72,464
General obligation debt payable - current	2,936	697	1,899	5,532
Revenue bonds payable - current	1,015	-	-	1,015
Total Current Liabilities	30,093	71,049	18,572	119,714
Current Liabilities Payable from Restricted Assets:				
Revenue bonds payable	-	7,032	-	7,032
Accrued interest payable	-	679	-	679
Total Current Liabilities Payable from Restricted Assets	-	7,711	-	7,711
Noncurrent Liabilities:				
General obligation debt payable	15,946	9,388	12,634	37,968
Revenue bonds & State loans payable	5,494	132,537	-	138,031
Other post employment benefits obligation	4,234	1,646	1,471	7,351
Total Noncurrent Liabilities	25,674	143,571	14,105	183,350
Total Liabilities	55,767	222,331	32,677	310,775
NET POSITION:				
Net investment in capital assets	374,444	207,209	42,256	623,909
Restricted for Debt Service	-	-	-	-
Unrestricted	23,538	45,548	18,651	87,737
Total Net Position	**$ 397,982**	**$ 252,757**	**$ 60,907**	**$ 711,646**

The notes to the financial statements are an integral part of this statement.

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CITY OF MILWAUKEE

Exhibit B-2

STATEMENT OF REVENUES, EXPENSES AND CHANGES IN NET POSITION
ENTERPRISE FUNDS
FOR THE YEAR ENDED DECEMBER 31, 2012
(Thousands of Dollars)

	Water Works	Sewer Maintenance	Nonmajor Enterprise Funds	Total
Operating Revenues:				
Charges for Services:				
Water sales	$ 73,076	$ -	$ -	$ 73,076
Statutory sewer user fee	-	-	47,163	47,163
Sewer maintenance fee	-	54,956	-	54,956
Rent	-	-	12,196	12,196
Fire protection service	7,159	-	-	7,159
Parking meters	-	-	4,972	4,972
Parking permits	-	-	3,880	3,880
Vehicle towing	-	-	5,196	5,196
Parking forfeitures	-	-	22,158	22,158
Other	7,887	-	1,453	9,340
Total Operating Revenues	88,122	54,956	97,018	240,096
Operating Expenses:				
Milwaukee Metropolitan Sewerage District charges	-	-	39,167	39,167
Employee services	-	7,148	8,419	15,567
Administrative and general	6,087	-	-	6,087
Depreciation	14,110	6,266	3,276	23,652
Transmission and distribution	20,710	-	-	20,710
Services, supplies, and materials	-	8,292	22,286	30,578
Water treatment	13,200	-	-	13,200
Water pumping	7,889	-	-	7,889
Billing and collection	2,770	-	-	2,770
Total Operating Expenses	64,766	21,706	73,148	159,620
Operating Income	23,356	33,250	23,870	80,476
Nonoperating Revenues (Expenses):				
Investment income (loss)	13	(816)	-	(803)
Grant revenue	-	3,533	47	3,580
Interest expense	(1,175)	(4,575)	(697)	(6,447)
Other	(630)	(14,031)	737	(13,924)
Total Nonoperating Revenues (Expenses)	(1,792)	(15,889)	87	(17,594)
Income before Contributions and Transfers	21,564	17,361	23,957	62,882
Capital contributions	745	141	667	1,553
Transfers in	-	-	612	612
Transfers out	(11,891)	(8,253)	(25,111)	(45,255)
Change in Net Position	10,418	9,249	125	19,792
Total Net Position - Beginning	387,564	243,508	60,782	691,854
Total Net Position - Ending	**$ 397,982**	**$ 252,757**	**$ 60,907**	**$ 711,646**

The notes to the financial statements are an integral part of this statement.

CITY OF MILWAUKEE
STATEMENT OF CASH FLOWS
ENTERPRISE FUNDS
FOR THE YEAR ENDED DECEMBER 31, 2012
(Thousands of Dollars)

Exhibit B-3

	Water Works	Sewer Maintenance	Nonmajor Enterprise Funds	Total
CASH FLOWS FROM OPERATING ACTIVITIES:				
Receipts from customers and users	$ 83,091	$ 54,558	$ 97,529	$ 235,178
Receipts from interfund services provided	5,196	-	-	5,196
Payments to suppliers	(24,712)	(10,615)	(61,900)	(97,227)
Payments to employees	(21,448)	(7,050)	(8,286)	(36,784)
Payments from other funds	-	-	(5,195)	(5,195)
Payments to other funds	(11,179)	-	(120)	(11,299)
Net Cash Provided by Operating Activities	30,948	36,893	22,028	89,869
CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES:				
Miscellaneous nonoperating revenue	-	4,055	47	4,102
Other nonoperating expenses	(630)	(14,647)	-	(15,277)
Transfers to other funds	(11,891)	(8,253)	(24,499)	(44,643)
Net Cash (Used) Provided by Noncapital Financing Activities	(12,521)	(18,845)	(24,452)	(55,818)
CASH FLOWS FROM CAPITAL AND RELATED FINANCING ACTIVITIES:				
Proceeds from sale of bonds and notes	4,000	67,313	3,784	75,097
Acquisition of property, plant, and equipment	(15,077)	(28,217)	(2,499)	(45,793)
Retirement of bonds, notes, and revenue bonds	(4,315)	(49,470)	(2,955)	(56,740)
Interest paid	(1,275)	(4,826)	(732)	(6,833)
Other	-	-	1,817	1,817
Net Cash Used for Capital and Related Financing Activities	(16,667)	(15,200)	(585)	(32,452)
CASH FLOWS FROM INVESTING ACTIVITY:				
Investment income (loss)	13	(717)	-	(704)
Net Increase (Decrease) in Cash and Cash Equivalents	1,773	2,131	(3,009)	895
Cash and Cash Equivalents - Beginning	4,053	29,219	20,209	53,481
Cash and Cash Equivalents - Ending	**$ 5,826**	**$ 31,350**	**$ 17,200**	**$ 54,376**

CITY OF MILWAUKEE
STATEMENT OF CASH FLOWS
ENTERPRISE FUNDS
FOR THE YEAR ENDED DECEMBER 31, 2012
(Thousands of Dollars)

Exhibit B-3 (Continued)

	Water Works	Sewer Maintenance	Nonmajor Enterprise Funds	Total
Cash and Cash Equivalents at Year-End Consist of:				
Unrestricted Cash	$ 5,121	$ 16,054	$ 17,200	$ 38,375
Restricted Cash	705	15,296	-	16,001
	$ 5,826	$ 31,350	$ 17,200	$ 54,376
RECONCILIATION OF OPERATING INCOME TO NET CASH PROVIDED BY OPERATING ACTIVITIES:				
Operating income	$ 23,356	$ 33,250	$ 23,870	$ 80,476
Adjustments to reconcile operating income to net cash provided by operating activities:				
Depreciation	14,110	6,266	3,276	23,652
Changes in assets and liabilities:				
Receivables	(223)	(182)	592	187
Due from other funds	(6,902)	(216)	(366)	(7,484)
Inventories	(36)	5	-	(31)
Prepaid items	(433)	(1)	-	(434)
Other assets	197	-	-	197
Accounts payable	343	(2,327)	(447)	(2,431)
Accrued liabilities	57	(87)	(1)	(31)
Net other postemployment benefits obligation	479	185	134	798
Due to other funds	-	-	(4,950)	(4,950)
Deferred revenue	-	-	(80)	(80)
Net Cash Provided by Operating Activities	$ 30,948	$ 36,893	$ 22,028	$ 89,869

Non-cash Activities:

During the year, water mains and related property, installed by others were deeded to the Water Works in the amount of $744,749.

During the year, the Sewer Maintenance Fund removed infrastructure assets costing $126,673 with a net value of $0, and received donated assets in the amount of $140,492.

The notes to the financial statements are an integral part of this statement.

CITY OF MILWAUKEE

Exhibit C-1

STATEMENT OF FIDUCIARY NET POSITION
FIDUCIARY FUNDS
DECEMBER 31, 2012
(Thousands of Dollars)

	Pension and Other Employee Benefit Trusts	Private-Purpose Trusts	Agency Funds
ASSETS			
Cash and cash equivalents	$ 775	$ 2,472	$ 254,021
Investments	-	1,866	-
Total Assets	775	4,338	**$ 254,021**
LIABILITIES			
Liabilities:			
Accounts payable	$ 104	$ 315	$ 1,467
Due to other governmental agencies	-	-	252,554
Total Liabilities	104	315	**$ 254,021**
Net Position			
Employees' pension benefits and other purposes	**$ 671**	**$ 4,023**	

The notes to the financial statements are an integral part of this statement.

CITY OF MILWAUKEE

Exhibit C-2

STATEMENT OF CHANGES IN FIDUCIARY NET POSITION
FIDUCIARY FUNDS
FOR THE YEAR ENDED DECEMBER 31, 2012
(Thousands of Dollars)

	Pension and Other Employee Benefit Trusts	Private-Purpose Trusts
Additions		
Contributions:		
Plan members	$ 2,747	$ -
Private donations	-	1,783
Total Contributions	2,747	1,783
Investment earnings:		
Net appreciation in fair value of investments, dividends and interest	-	19
Total Additions	2,747	1,802
Deductions		
Benefits	2,455	-
Fees remitted from Trust	-	1,720
Other	-	229
Total Deductions	2,455	1,949
Change in Net Position	292	(147)
Net Position - Beginning	379	4,170
Net Position - Ending	**$ 671**	**$ 4,023**

The notes to the financial statements are an integral part of this statement.

CITY OF MILWAUKEE
COMBINING STATEMENT OF NET POSITION
COMPONENT UNITS
DECEMBER 31, 2012
(Thousands of Dollars)

Exhibit D-1

	Redevelopment Authority	Neighborhood Improvement Development Corporation	Century City Redevelopment Corporation	Total
ASSETS				
Current Assets:				
Cash and cash equivalents	$ 6,749	$ 1,263	$ 2,343	$ 10,355
Restricted cash and cash equivalents	13,278	2,212	-	15,490
Investments	5,769	300	-	6,069
Receivables (net):				
Accounts	350	87	5	442
Notes and loans	38,936	370	-	39,306
Accrued interest	1,194	137	-	1,331
Due from primary government	109	-	-	109
Due from other governmental agencies	773	-	-	773
Inventory of property for resale	4,834	2,087	-	6,921
Prepaid items	87	-	22	109
Deferred charges	706	-	260	966
Other assets	-	-	-	-
Total Noncapital Assets	72,785	6,456	2,630	81,871
Capital assets:				
Capital assets not being depreciated:				
Land and land improvements	13,608	-	1,109	14,717
Construction in progress	2,039	-	-	2,039
Capital assets being depreciated:				
Buildings	92,989	-	10,088	103,077
Infrastructure	379	-	-	379
Improvements other than buildings	843	-	-	843
Machinery and equipment	6	-	153	159
Intangible assets	565	-	-	565
Accumulated depreciation	(15,521)	-	(425)	(15,946)
Total Capital Assets, Net of Depreciation	94,908	-	10,925	105,833
Total Assets	167,693	6,456	13,555	187,704

CITY OF MILWAUKEE
COMBINING STATEMENT OF NET POSITION
COMPONENT UNITS
DECEMBER 31, 2012
(Thousands of Dollars)

Exhibit D-1 (Continued)

	Redevelopment Authority	Neighborhood Improvement Development Corporation	Century City Redevelopment Corporation	Total
LIABILITIES				
Current Liabilities:				
Accounts payable	$ 4,454	$ 123	$ 2,153	$ 6,730
Accrued expenses	2,126	7	17	2,150
Due to other governmental agencies	2,771	-	233	3,004
Deferred revenue	772	364	-	1,136
Other liabilities	2,446	1,533	-	3,979
Total Current Liabilities	12,569	2,027	2,403	16,999
Due to primary government:				
Due within one year	-	40	-	40
Due in more than one year	19,795	-	-	19,795
Total Due to Primary Government	19,795	40	-	19,835
Long-term obligations:				
Due within one year	390	-	-	390
Due in more than one year	74,513	1,500	18,850	94,863
Total Noncurrent Liabilities	74,903	1,500	18,850	95,253
Total Liabilities	107,267	3,567	21,253	132,087
NET POSITION:				
Net investment in capital assets	31,355	-	(436)	30,919
Restricted	8,333	818	-	9,151
Unrestricted	20,738	2,071	(7,262)	15,547
Total Net Position	**$ 60,426**	**$ 2,889**	**$ (7,698)**	**$ 55,617**

The notes to the financial statements are an integral part of this statement.

CITY OF MILWAUKEE

Exhibit D-2

COMBINING STATEMENT OF ACTIVITIES
COMPONENT UNITS
FOR THE YEAR ENDED DECEMBER 31, 2012
(Thousands of Dollars)

		Program Revenues		
	Expenses	**Charges for Services**	**Operating Grants and Contributions**	**Capital Grants and Contributions**
Redevelopment Authority				
Prevention and elimination of blight	$ 19,874	$ 7,348	$ 11,520	$ 2,039
Neighborhood Improvement Development Corp.				
Housing improvements	1,707	173	1,145	91
Century City Redevelopment Corporation				
Rental income	7,139	392	-	-
Total Component Units	$ 28,720	$ 7,913	$ 12,665	$ 2,130

General revenues:
Miscellaneous

Total General Revenues

Change in Net Position

Net Position - Beginning, as restated (note 1w)

Net Position - Ending

The notes to the financial statements are an integral part of this statement.

Net (Expense) Revenue and Changes in Net Position			
Redevelopment Authority	Neighborhood Improvement Development Corporation	Century City Redevelopment Corporation	Total
$ 1,033	$ -	$ -	$ 1,033
-	(298)	-	(298)
-	-	(6,747)	(6,747)
1,033	(298)	(6,747)	(6,012)
246	46	13	305
246	46	13	305
1,279	(252)	(6,734)	(5,707)
59,147	3,141	(964)	61,324
$ 60,426	**$ 2,889**	**$ (7,698)**	**$ 55,617**

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NOTES TO THE FINANCIAL STATEMENTS

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accompanying basic financial statements have been prepared in conformity with U.S. generally accepted accounting principles as prescribed by the Governmental Accounting Standards Board (GASB). The following is a summary of the significant accounting policies.

A. Reporting Entity

The City of Milwaukee (the "City") was incorporated on January 31, 1846, and operates under a Council-Mayor form of government. These financial statements present the City (the primary government) and other organizations, including component units, for which the nature and significance of their relationship with the primary government are such that their exclusion would cause the reporting entity's financial statements to be misleading or incomplete. The component units discussed below are legally separate organizations for which the elected officials of the City are accountable. The City is considered financially accountable if it appoints a voting majority of the organization's governing body and is able to impose its will on the organization, or there is a potential for the organization to provide specific financial benefits to or burdens on the City. The City may be financially accountable if an organization is fiscally dependent on the primary government.

Discretely Presented Component Units

The component units columns in the government-wide financial statements include the financial data of the City's component units. They are reported in a separate column to emphasize that they are legally separate from the City. The City has the following discretely presented component units:

Redevelopment Authority - The Redevelopment Authority of the City of Milwaukee (RACM) is responsible for activities related to the prevention and elimination of blighted conditions in the City. The City appoints all members of the Board and approves the budget.

Neighborhood Improvement Development Corporation - The Neighborhood Improvement Development Corporation (NIDC) is a nonprofit organization established to promote reinvestment in both housing and commercial structures within the City. NIDC programs encourage private lending institutions and property owners to make improvements to the community's homes and businesses. Corporate officers of NIDC are provided by the City and daily operations are managed by City employees.

Century City Redevelopment Corporation - The Century City Redevelopment Corporation (CCRC) is a nonprofit organization created to perform redevelopment activities within the City. CCRC is managed by a Board of Directors made up of members from City government and employee services are provided by the Redevelopment Authority through a cooperation agreement.

Financial statements of the individual component units can be obtained from their respective administrative offices. Addresses of the component units are as follows: RACM, 809 North Broadway, 3rd Floor, Milwaukee, Wisconsin 53202; NIDC, 841 North Broadway, 3rd Floor, Milwaukee, Wisconsin 53202; and CCRC, 841 North Broadway, 2nd Floor, Milwaukee, Wisconsin 53202.

The basic financial statements exclude the accounts of the Housing Authority of the City of Milwaukee (HACM), Milwaukee Economic Development Corporation (MEDC), Wisconsin Center District, Milwaukee Public Schools, the Milwaukee Metropolitan Sewerage District, World Festivals Inc. ("Summerfest") and the Employes' Retirement System of the City of Milwaukee, because these entities do not meet the criteria established by GASB Statement 14 as component units of the City. The Milwaukee Metropolitan Sewerage District (MMSD) is a special purpose municipal corporation created to provide sewerage treatment services in the Milwaukee metropolitan area. The City is responsible for paying usage charges within its jurisdiction. These amounts, in turn, are billed by the City to its water customers. The City has no equity interest in MMSD. Financial statements for MMSD can be obtained from its administrative office.

Related Organizations

Housing Authority of the City of Milwaukee

The Housing Authority of the City of Milwaukee (HACM) is responsible for the construction and management of safe, affordable, and quality housing with services that enhance residents' self-sufficiency.

The Housing Authority is governed by a seven member Board of Commissioners who are appointed by the Mayor and confirmed by the Common Council. The City is not legally obligated for any of HACM obligations or debt.

Milwaukee Area Workforce Investment Board

The Milwaukee Area Workforce Investment Board (MAWIB) was established to provide job training, employment services, and workforce development within Milwaukee County. MAWIB acts as the recipient, dispenser, and administer of funding provided under the Workforce Development Act for Milwaukee County.

The Governor designated the Mayor of the City of Milwaukee as Milwaukee County's chief local elected officer for the Workforce Investment Act of 1998. The directors of the MAWIB are appointed by the Mayor in accordance with the Workforce Investment Act. The City is not legally obligated for any of MAWIB obligations or debt. The City is not entitled to access funds of the MAWIB.

B. Basis of Presentation

Government-wide Statements. The government-wide statement of net position and statement of activities report the overall financial activity of the City, excluding fiduciary activities. Eliminations have been made to minimize the double-counting of internal activities of the City. These statements distinguish between the *governmental* and *business-type* activities of the City. Governmental activities generally are financed through taxes, intergovernmental revenues, and other nonexchange transactions. Business-type activities are financed in whole or in part by fees charged to external parties.

The statement of activities presents a comparison between direct expenses and program revenues for the different business-type activities of the City and for each function of the City's governmental activities. Direct expenses are those that are clearly identifiable with a specific function. Program revenues include (a) fines, fees, and charges paid by the recipients of goods or services offered by the programs and (b) grants and contributions that are restricted to meeting the operational or capital requirements of a particular program. Revenues that are not classified as program revenues, including all taxes, are presented as general revenues.

Fund Financial Statements. The fund financial statements provide information about the City's funds, including fiduciary funds. Separate statements for each fund category—governmental, proprietary, and fiduciary are presented. The emphasis on fund financial statements is on major governmental and enterprise funds, each displayed in a separate column. All remaining governmental and enterprise funds are aggregated and reported as nonmajor funds.

Proprietary fund operating revenues and expenses are a result from providing services and producing and delivering goods in connection with a proprietary fund's principal ongoing operations. Operating expenses for enterprise funds include the cost of rents, sales and services, administrative expenses, and depreciation on capital assets. All expenses not meeting these criteria are reported as nonoperating expenses. Nonoperating revenues, such as subsidies and investment earnings, result from nonexchange transactions or ancillary activities.

The City reports the following major governmental funds:

General Fund – The General Fund is used to account for all financial resources, except those required to be accounted for in another fund.

General Obligation Debt – This fund accounts for the resources accumulated and payments made for principal and interest on the City's outstanding long-term general obligation debt.

Public Debt Amortization – This fund accounts for one-third of all interest on general City investments and interest on Fund investments for the retirement of debt. The Public Debt Amortization Fund is governed by Section 67.101 of the Wisconsin Statutes for the retirement of the public debt. See Note 7 for further discussion.

Capital Projects Fund – The Capital Projects Fund is used to account for the financial resources segregated for the acquisition or construction of major capital expenditures other than those financed by proprietary funds.

The City reports the following major enterprise funds:

Water Works – All activities necessary to provide water services to residents of the City and outlying areas. Fund activities include administration, billing and collection, operations, maintenance and financing.

Sewer Maintenance – This fund accounts for the maintenance of the City's sewer system. Wisconsin State Statutes Section 66.0821, permit municipalities to implement sewer fees to recover the costs of operation, maintenance, repair, and depreciation of sewer collection and transportation facilities. Sewer maintenance costs are recovered through a user fee rather than through the property tax.

Additionally, the City reports the following fiduciary fund types:

Pension and Other Employee Benefit Trusts – This fund accounts for resources for employee flexible spending plans.

Private Purpose Trust – These funds account for resources legally held in trust for use by various individuals, governmental entities, and nonpublic corporations. All resources of these funds, including any earnings on invested resources, may be used to support each trust's initiatives.

Agency – These funds account for taxes and deposits collected by the City, acting in the capacity of an agent, for distribution to other governmental units or designated beneficiaries.

C. Basis of Accounting

The government-wide, proprietary, and fiduciary fund financial statements are reported using the economic resources measurement focus and the accrual basis of accounting. Revenues are recorded when earned and expenses are recorded at the time liabilities are incurred, regardless of when the related cash flow takes place. Non-exchange transactions, in which the City receives value without directly giving equal value in return, include property tax revenue, grants, and other contributions. On an accrual basis, revenue from property taxes is recognized in the period for which the levy is intended to finance, which is the year after the taxes are levied. Taxes levied in 2012 that will be collected in 2013 are recorded as receivable and deferred revenue. Deferred revenue arises when assets are recognized before revenue recognition criteria have been satisfied. Revenue from grants and other contributions are recognized in the year in which all eligibility requirements have been satisfied. Eligibility requirements include timing requirements, which specify the year when the resources are required to be used or the fiscal year when use is first permitted; matching requirements, in which the City must provide local resources to be used for a specified purpose; and expenditure requirements, in which the resources are provided to the City on a reimbursement basis.

Governmental funds are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be available when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the City considers revenues, excluding property taxes, to be available if they are collected within 90 days of the end of the current year. Property taxes are considered to be available if they are collected within 60 days of the end of the current year. Expenditures generally are recorded when the liability is incurred, as under accrual accounting. However, principal and interest on general long-term debt, claims and judgments, and compensated absences are recorded only when payment is due. General capital asset acquisitions are reported as expenditures in governmental funds. Proceeds of general long-term debt and acquisitions under capital leases are reported as other financing sources.

Significant revenue sources, which are susceptible to accrual include property taxes, state shared revenues, grants, contributions, and interest. All other revenue sources including licenses, permits, fines, and forfeits are considered to be measurable and available only when cash is received.

D. Cash and Cash Equivalents

For purposes of the statements of cash flows, all highly liquid investments (including restricted cash and investments) purchased with a maturity of three months or less are considered to be cash equivalents. The City manages a cash and investment pool to maximize return on funds while providing liquidity to meet day-to-day obligations. Each fund's equity in the City's investment pool is considered to be a cash equivalent, since the funds can deposit or effectively withdraw cash at anytime without prior notice or penalty.

E. Investments

Investments, primarily consisting of fixed income securities, are reported at fair value based on quoted market prices. Commercial paper, which is short term, defined as having an original maturity of one year or less, and highly liquid is carried at amortized cost. Investment transactions are recorded on the trade date. Under Wisconsin Statutes, one-third of all interest on pooled cash and investments is allocated to the Public Debt Amortization Fund. The remaining two-thirds are credited to the General Fund. Each fund type's portion of pooled cash and investments is included in the cash and cash equivalents line on the Statement of Net Position/Balance Sheet.

Wisconsin Statutes permit the City to invest funds not immediately needed in any of the following:

- Time deposits maturing within three years in any credit union, bank, savings bank, trust company, or savings and loan association, which are authorized to transact business in the State of Wisconsin.

- Bonds or securities issued or guaranteed by the Federal government.

- Bonds or securities of any county, city, drainage district, technical college district, village, town, or school district of the State of Wisconsin, as well as bonds issued by a local exposition district, a local professional baseball park district, or the University of Wisconsin Hospitals and Clinics Authority.

- Local Government Investment Pool - Investment Fund of the State of Wisconsin. The Local Government Pooled Investment Fund is an external investment pool administered by the State of Wisconsin. The fair value of the City's investment in the fund is the same as the value of the pooled shares. Although not subject to direct regulatory oversight, the fund is administered in accordance with the provisions of Section 25.50 of the Wisconsin Statutes.

- Repurchase agreements with public depositories, if the agreement is secured by federal bonds or securities.

- Any Security that matures or that may be tendered for purchase at the option of the holder within not more than seven years of the date on which it is acquired, if that security has a rating, which is the highest or second highest rating category assigned by Standard & Poor's Corporation, Moody's Investors Service, Inc., or other similar nationally recognized rating agency or if that security is senior to, or on a parity with, a security of the same issuer which has such a rating.

- Securities of open-end management investment companies or investment trusts (mutual funds) if the portfolio is limited to (a) bonds and securities issued by the federal government or a commission, board, or other instrumentality of the federal government, (b) bonds that are guaranteed as to principal and interest by the federal government or a commission, board, or other instrumentality of the federal government, and (c) repurchase agreements that are fully collateralized by these bonds or securities.

F. Property Taxes

Property taxes are recorded as receivables and deferred revenues in the taxing fund in the year levied because the taxes are restricted to funding the succeeding year's budget appropriations. Property tax payments received prior to year-end are also reflected in the taxing fund. Property taxes are recognized in the appropriate funds as revenues in the succeeding year when they are collected and available to finance City services. If not collected at year-end, the delinquent property taxes are reflected as receivables and deferred revenues. Delinquent property taxes and related interest are recognized as revenues when collected.

The allowance for uncollectible property taxes is based on an analysis of the delinquent property taxes and, in management's judgment, represents an amount adequate to provide for potential uncollectible taxes. The allowance is increased by provisions charged against revenues and is reduced by taxes receivable written off.

The City, through its Special Revenue Fund - Delinquent Tax, issues general obligation short-term promissory notes to finance the purchase of the most recent delinquent taxes from its General Fund. Collections on these delinquencies are used for the associated debt service requirements.

G. Accounts Receivable

Accounts receivables are presented net of allowances. The amount of the General Fund allowance as of December 31, 2012 is approximately $2,405,000.

H. Unbilled Services

Unbilled water and sewer services at year-end are recognized as revenues and receivables in the accompanying financial statements.

I. Special Assessments

Special assessments consist of capital projects constructed through non-special assessment debt. In governmental fund financial statements, special assessments are recorded as receivables and deferred revenues when the related capital outlays are made and are recorded as revenues when due and payable. In the government-wide financial statements, special assessments are recorded as receivables and capital contribution revenue when the capital outlays are made. All special assessments are due when billed and may be paid on an installment basis with interest. Special assessment receivables that become delinquent are added to the general tax roll. The method of enforcing collections is the same as for general city taxes with like force and effect.

J. Notes and Loan Receivables

The General Fund, the Special Revenue Fund - Community Development Block Grant, and Neighborhood Improvement Development Corporation hold notes and loans receivable from individuals, small businesses, and corporations in the Milwaukee area that are secured by primary or secondary security interests in real estate or other assets. The City periodically analyzes the collectibility of the notes and loans that are not insured and provides allowances as considered necessary. The amount of the allowance in the nonmajor governmental fund is approximately $26,124,120 as of December 31, 2012.

The City creates tax incremental districts (TID) to issue debt to fund redevelopment projects. Pursuant to a cooperation agreement between the City, the Redevelopment Authority of the City of Milwaukee (Authority), and the Milwaukee Economic Development Corporation (Corporation), the City provides the Authority and the Corporation with the funds necessary to carry out the loan to a private developer to finance the redevelopment projects. Loan repayments to the Authority and the Corporation from the private developer, including interest income as well as other project income, are transferred to the City until the City's loan has been repaid or the TID expires. The City reflects these loans as notes receivable and deferred revenue in governmental fund financial statements based on an amount estimated to be repaid from the Authority and the Corporation.

K. Inventories

Inventories of materials and supplies are stated at moving average cost, based upon perpetual recordkeeping systems and periodic cycle counts of quantities on hand. Inventories of governmental funds are recorded as expenditures when consumed rather than when purchased therefore inventories are classified as non-spendable in fund balance.

L. Prepaid Items

Cash payments benefiting future periods have been recorded as prepaid items. They will be reflected as expenditures or expenses when incurred in the subsequent year and are classified as non-spendable in fund balance.

M. Capital Assets

Capital assets, which include property, plant, and equipment, and infrastructure, are reported at cost or estimated historical cost. Contributed assets are reported at estimated fair value at the time received. General infrastructure assets, such as roads, bridges, curbs, gutters, streets, sidewalks, and drainage and lighting systems, acquired prior to January 1, 2002 are reported at estimated historical cost using deflated replacement cost. Capital assets are depreciated using the straight-line method. The cost of normal maintenance and repairs that do not add to the value of the asset or materially extend asset's lives are not capitalized.

Major capital outlays for capital assets of business-type activities are included as part of the capitalized value of the assets constructed. Interest expenses incurred during construction were not capitalized as part of the additions to capital assets.

Capitalization thresholds and the estimated useful lives for the City and component units are as follows:

Capital Asset Category	Capitalization Threshold	Estimated Useful Life
Infrastructure	$ 5,000	5-50 years
Land	5,000	N/A
Land Improvements	5,000	N/A
Intangible right of ways	5,000	N/A
Site Improvements	5,000	3-50
Buildings	5,000	10-60
Building Improvements	5,000	10-45
Machinery and equipment	5,000	3-25
Works of Art, Historical Treasures	5,000	N/A
Intangible software	100,000	5-20

N. Pension Contributions

The employer's share of the annual contribution is recorded in the proprietary funds and government-wide financial statements as an expense when the liability is incurred and in the governmental funds as an expenditure when the liability is liquidated with expendable available financial resources.

O. Compensated Absences

The liability for compensated absences reported in the government-wide, proprietary, and fiduciary fund financial statements consists of unpaid, accumulated vacation, and sick leave balances. The liability has been calculated using the vesting method, in which leave amounts for both employees who currently are eligible to receive termination payments and other employees who are expected to become eligible in the future to receive such payments upon termination are included. The liability has been calculated based on the employees' current salary level and includes salary related costs (e.g., social security and Medicare tax). A liability for these amounts is reported in governmental funds only if they have matured, for example, as a result of employee resignations and retirements.

City employees accrue sick leave in accordance with labor agreements or Section 350-37 of the Code of Ordinances.

P. Claims and Judgments

The liability for claims and judgments is reported in the government-wide, proprietary, and fiduciary fund financial statements when they are both probable and estimable. A liability for claims and judgments is reported in governmental funds only if they have matured (i.e., are due). The City accrues environmental remediation obligations when related liabilities are probable and reasonably estimable. These accruals generally are recognized no later than completion of a remedial feasibility study and are adjusted as further information develops or circumstances change. Costs of future expenditures for environmental remediation obligations are not discounted to their present value.

Q. Bond Premiums, Discounts, and Issuance Costs

In the government-wide and proprietary fund financial statements, bond premiums and discounts, as well as issuance costs are deferred and amortized over the life of the bonds using the effective interest method. Bonds payable are reported net of

the applicable bond premium or discount. Bond issuance costs are reported as deferred charges and amortized over the term of the related debt.

In the fund financial statements, governmental fund types recognize bond premiums and discounts, as well as bond issuance costs, during the current period. The face amount of debt issued is reported as other financing sources. Premiums on debt issuance are reported as other financing sources while discounts on debt issuances are reported as other financing uses. Issuance costs, whether or not withheld from the actual debt proceeds received, are reported as debt service expenditures. The City records bond premiums for governmental fund types in the General Obligation Debt Service Fund.

R. Advance Refundings of Debt

In the government-wide and proprietary fund financial statements, gains and losses from advance refundings of debt resulting in defeasance are deferred and amortized as a component of interest expense over the shorter of the remaining life of the old debt or the life of the new debt using the effective interest method. Bonds payable are reported net of the applicable deferred amount.

S. Fund Balance-Governmental Funds

The fund balances of the governmental funds are classified as follows:

Non-spendable – Amounts that cannot be spent either because they are in non-spendable form or because they are legally or contractually required to be maintained intact.

Restricted – Amounts that can be spent only for specific purposes because of constitutional provisions or enabling legislation or because of constraints that are externally imposed by creditors, grantors, contributors, or the laws or regulations of other governments.

Committed – Amounts that can be used only for specific purposes determined by a formal action of the City's Common Council. The Common Council is the highest level of decision-making authority for the City. Commitments may be established, modified, or rescinded only through ordinances or resolutions approved by the Common Council.

Assigned – Amounts that do not meet the criteria to be classified as restricted or committed but that are intend to be used for specific purposes. It is the policy of the City that the City Comptroller will have the authority to assign funds intended for a specific purpose but have not received formal approval by the Common Council. The Comptroller will record funds as assigned fund balance based on intentions for use of the funds and can redeploy assigned resources to an alternative fund balance category based on intended use of the funds.

Unassigned – All other spendable amounts.

When expenditure is incurred for purposes for which restricted, committed, assigned, or unassigned amounts are available, it shall be the policy of the City to consider restricted amounts to have been reduced first followed by committed, assigned and then unassigned fund balance unless the order of fund balance usage is dictated by legal, borrowing or other requirements.

T. Net Position

In the government-wide and proprietary fund financial statements, net position is displayed in three components as follows:

Net Investment in Capital Assets – This consists of capital assets, net of accumulated depreciation, less the outstanding balances of any bonds, mortgages, notes, or other borrowings that are attributable to the acquisition, construction, or improvement of those assets.

Restricted – This consists of net assets that are legally restricted by outside parties or by law through constitutional provisions or enabling legislation. When both restricted and unrestricted resources are available for use, generally it is the City's policy to use restricted resources first, then unrestricted resources when they are needed.

Unrestricted – This consists of net assets that do not meet the definition of "restricted" or "Net investment in capital assets."

U. Interfund Transactions

The City has the following types of interfund transactions:

Loans – amounts provided with a requirement for repayment. Interfund loans are reported as interfund receivables (i.e. due from other funds) in lender funds and interfund payables (i.e. due to other funds) in borrower funds. The noncurrent portions of long-term interfund loans receivable are reported as advances.

Services provided and used – sales and purchases of goods and services between funds for a price approximating their external exchange value. Interfund services provided and used are reported as revenues in seller funds and expenditures or expenses in purchaser funds. Unpaid amounts are reported as interfund receivables and payables in the fund balance sheets or fund statements of net position.

Reimbursements – repayments from the funds responsible for particular expenditures or expenses to the funds that initially paid for them. Reimbursement is reported as expenditures in the reimbursing fund and as a reduction of expenditures in the reimbursed fund.

Transfers – flows of assets (such as cash or goods) without equivalent flows of assets in return, including payments in lieu of taxes, and without a requirement for repayment. In governmental funds, transfers are reported as other financing uses in the funds making transfers and as other financing sources in the funds receiving transfers. In proprietary funds, transfers are reported after nonoperating revenues and expenses.

V. Use of Estimates

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

W. New Accounting Pronouncements

During 2012, the City implemented GASB Statement No. 61, *an amendment of GASB Statements No. 14 and No. 34*. This Statement modifies existing requirements for the assessment of potential component units in determining what should be included in the financial reporting entity display and disclosure requirements. The implementation of this standard resulted in the Housing Authority of the City of Milwaukee (HACM) and Milwaukee Economic Development Corporation (MEDC) to no longer be presented as component units of the City. With this removal, figures relating to component units have been restated, including a reduction of beginning net position from $353,412,000 to $61,324,000.

During 2012, The City implemented the provisions of GASB Statement No. 63*, Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position.* This Statement introduced and defined deferred outflows and deferred inflows as a consumption of net assets by the government that is applicable to a future reporting period, and an acquisition of net assets by the government that is applicable to a future reporting period, respectively. This Statement also amended the net asset reporting requirements in GASB Statement No. 34, Basic Financial Statements – and Management's Discussion and Analysis – for State and Local Governments, and other pronouncements by incorporating deferred outflows of resources and deferred inflows of resources into the definitions of the required components of the residual measure and by renaming that measure as net position, rather than net assets. The City renamed its basic financial statements from the net asset measure to the net position measure however there was no other impact as a result of the implementation.

In March 2012, the GASB issued Statement No. 65, *Items Previously Reported as Assets and Liabilities,* which reclassifies certain items that were previously reported as assets and liabilities as deferred outflows of resources, or current period outflows and inflows. The City will implement this Statement beginning with the year ending December 31, 2013. The City does not expect the implementation of the Statement to have a significant impact on its financial statements.

In March 2012, the GASB issued Statement No. 66, *Technical Corrections.* The objective of this Statement is to improve accounting and financial reporting for a governmental financial reporting entity by resolving conflicting guidance that resulted from the issuance of previous pronouncements. The City will implement this Statement beginning with the year ending December 31, 2013. The City does not expect the implementation of the Statement to have a significant impact on its financial statements.

In July 2012, the GASB issued Statement No. 67, *Financial Reporting for Pension Plans.* This Statement replaces the requirements of Statement No. 25, *Financial Reporting for Defined Benefit Pension Plans and Note Disclosures for Defined Contribution Plans.* The objective of this statement is to enhance note disclosures and RSI for both defined benefit and defined contribution pension plans. This Statement also requires the presentation of new information about annual money-weighted rates of return in the notes to the financial statements and in 10-year RSI schedules. The City will implement this Statement beginning with the year ending December 31, 2013. The City does not expect the implementation of the Statement to have a significant impact on its financial statements.

In July 2012, the GASB issued Statement No. 68, *Accounting and Financial Reporting for Pensions.* This Statement replaces the requirements of Statement No. 27, *Accounting for Pensions by State and Local Government Employers* and Statement No. 50, *Pension Disclosures.* This statement requires governments providing defined benefit pensions to recognize their long-term obligation for pension benefits as a liability and to more comprehensively and comparably measure the annual costs of pension benefits. This Statement also enhances accountability and transparency through revised and new note disclosures and RSI. The City will implement this Statement beginning with the year ending December 31, 2014. The City has not analyzed the potential impact of the Statement on its financial statements.

In January 2013, the GASB issued Statement No. 69, *Government Combinations and Disposals of Government Operations.* The objective of this Statement is to provide guidance for transfers of operations that do not constitute entire legally separate entities and in which no significant consideration is exchanged. The City will implement this Statement beginning with the year ending December 31, 2013. The City does not expect the implementation of the Statement to have a significant impact on its financial statements.

In April 2013, the GASB issued Statement No. 70, *Accounting and Financial Reporting for Nonexchange Financial Guarantees.* The objective of this statement is to enhance the information disclosed about a governments obligations and risk exposure from extending nonexchange financial guarantees. The City will implement this Statement beginning with the year ending June 15, 2013. The City does not expect the implementation of the Statement to have a significant impact on its financial statements.

2. DEPOSITS AND INVESTMENTS

A. Primary Government

The description of the City's deposit and investment policy is discussed in Note 1 D and E.

As of December 31, 2012, the City's deposits and investments are as follows:

		Investment Maturities (in Years) *(Thousands of Dollars)*				
	Fair Value	**Less than 1**	**1-5**	**6-10**	**Greater than 10**	**Credit Rating**
Governmental and Business-type activities:						
Investment type						
Pooled Deposits and Investments	$ 288,009	$ 288,009	$ -	$ -	$ -	see below
Segregated Deposits and Investments						
Interest Checking	2,958	2,958	-	-	-	not rated
Wisconsin Local Government Investment Pool	89,642	89,642	-	-	-	not rated
Municipal Bonds	14,182	251	5,218	7,534	1,179	see below
U.S. Treasury strips	9,894	-	637	-	9,257	AAA
Treasuries (Fiscal Agent)	11,823	11,823	-	-	-	AAA
Certificates of Deposits	4,662	3,262	1,400	-	-	not rated
	$ 421,170	$ 395,945	$ 7,255	$ 7,534	$ 10,436	
Fiduciary activities:						
Investment type						
Investments in the Pool	$ 243,478	$ 243,478	$ -	$ -	$ -	see below
Other Deposits	13,216	13,216	-	-	-	not rated
Segregated Deposits and Investments						
Wisconsin Local Government Investment Pool	744	744	-	-	-	not rated
U.S. Treasury strips	1,696	420	1,276	-	-	AAA
	$ 259,134	$ 257,858	$ 1,276	$ -	$ -	

Municipal Bonds

The Moody's ratings vary from AAA to A2 for the Municipal Bonds that were rated. The remainder of the Municipal bonds held by the City was not rated.

Pooled Deposits and Investments

The City maintains a cash and investment pool (Pool) that is available for use by all the funds, except for Debt Service Funds, Water Works Enterprise Fund, and component entities. Each fund's share of pooled cash and investments is included in the cash and cash equivalents line on the Statement of Net Position/Balance Sheet.

As of December 31, 2012, the City had the following investments and maturities in the Pool**:**

		Investment Maturities (in Years) *(Thousands of Dollars)*				
	Fair Value	**Less than 1**	**1-5**	**6-10**	**Greater than 10**	**Credit Rating**
Pooled Deposits and Investments						
Bank Demand Deposits	$ 42,615	$ 39,315	$ 3,300	$ -	$ -	not rated
Other Deposits	3,571	3,571	-	-	-	not rated
Deposits and Investments						
Interest Checking	386,850	386,850	-	-	-	not rated
Wisconsin Local Government Investment Pool	14,725	14,725	-	-	-	not rated
Investment Portfolio	75,476	16,465	53,551	1,201	4,259	see below
Certificates of Deposits	8,250	8,250	-	-	-	not rated
	$ 531,487	$ 469,176	$ 56,851	$ 1,201	$ 4,259	

Investment Portfolio

The Standard & Poor's ratings vary from AAA to A for the investments in the portfolio that are rated.

Custodial Credit Risk – Deposits

Custodial credit risk for deposits is the risk that in the event of a financial institution failure, the City's deposits may not be returned. Per Common Council, the City Treasurer shall require collateralization of certificates of time deposit (including interest checking) at financial institutions when the total amount of such certificates of deposit with any institution exceeds the combined insured limit of $650,000. As of December 31, 2012, the City's bank balances of $667,000 were subject to custodial credit risk as they were neither insured nor collateralized.

Interest Rate Risk

Interest rate risk is the risk that the fair value of the City's investments will decrease as a result of an increase in interest rates. The City's investment policy does not explicitly limit investment maturities. However, the City manages its exposure to interest risk based on the anticipated cash flow needs of the City and limiting the amount of pooled investments to $60,000,000 with maturities greater than one year.

Credit risk

Credit risk is the risk that the City will not recover its investments due to the inability of the counterparty to fulfill its obligations. Wisconsin Statutes expressly limit the City to invest in certain allowable investments as listed in Note 1. E. The City's investment policy generally does not further limit its investment choices.

B. Component Units

Deposits and Investments

Deposits in each local area bank are insured by the Federal Deposit Insurance Corporation (FDIC) in the amount of $250,000 for interest bearing accounts and $250,000 for noninterest bearing accounts. An additional $400,000 is covered by the State Deposit Guarantee Fund.

Interest Rate Risk

Interest rate risk is the risk that the fair value of the Component Unit investments are exposed to losses as a result of increases in interest rates.

Credit Risk

Credit risk is the risk that an issuer or other counter party to an investment will not fulfill its obligation.

The Component Units have the following deposits and investments on December 31, 2012:

		Investment Maturities (in Years) *(Thousands of Dollars)*				
	Fair value	**Less than 1**	**1-5**	**6-10**	**10 and greater**	**Credit Rating**
Component Units:						
Bank Demand Deposits	$ 9,834	$ 9,834	$ -	$ -	$ -	not rated
Local Government Investment Pool	1,278	1,278	-	-	-	not rated
U.S. Treasury Money Market Fund	7,739	7,739	-	-	-	Aaa
U.S. Treasury Notes	3,285	2,540	745	-	-	Aaa
U.S. Agencies						
Government National Mortgage Association	1,526	560	966	-	-	Aaa
Municipal Bonds	410	70	340	-	-	Aa
Corporate Bonds	2,319	556	1,763	-	-	Aa
Certificates of Deposit	3,950	3,950	-	-	-	Aa
Money Market	1,573	1,573	-	-	-	N/A
	$ 31,914	$ 28,100	$ 3,814	$ -	$ -	

Custodial Credit Risk

Custodial credit risk is the risk that in the event of a financial institution failure, the Component Units deposits may not be returned.

As of December 31, 2012 Component Units bank balances exposed to Custodial Credit Risk are as follows:

	Bank Balance	**Uninsured and Uncollateralized**
Redevelopment Authority	9,418,356	1,629,166
Neighborhood Improvement Development Corporation	3,882,251	2,558,197
Century City Redevelopment Corporation	2,612,788	2,112,788

For an investment, custodial credit risk is the risk that in the event of the failure of the counterparty the component unit will not be able to recover the value of its investments or collateral securities that are in the possession of an outside party.

As of December 31, 2012, the Redevelopment Authority had $15,397,219 of investments exposed to custodial credit risk as uninsured and uncollateralized.

3. PROPERTY TAXES

The City's property taxes are levied on or before December 31, on the assessed (taxable) value as of the prior January 1, for all general property located in the City. Taxes become a lien against the property upon filing the roll in the Office of the City Clerk. This generally takes place in December. The taxes are due January 31, but may be paid in ten monthly installments without interest from January through October. Foreclosure can be commenced after one year from date of delinquency.

The City purchases property taxes receivable from other taxing authorities at the unpaid amounts to facilitate the collection of the taxes. The purchases are a financing arrangement and are not included in property tax revenues. Also, delinquent water and sewer charges and special assessment receivables are transferred to the General Fund at the unpaid amounts.

At December 31, 2012, delinquent property taxes include delinquent sewer and water charges and special assessments by year levied, tax deeded property, and allowance for uncollectible taxes. These delinquent property taxes are reported as part of taxes receivable in the General Fund and Special Revenue Fund - Delinquent Tax and consist of the following:

	City Levy	Purchased Taxes Receivable	Total
	(Thousands of Dollars)		
2007 and prior	$ 855	$ 1,388	$ 2,243
2008	797	1,260	2,057
2009	2,319	3,582	5,901
2010	5,395	8,484	13,879
2011	13,197	20,949	34,146
Total delinquent property taxes receivable	$ 22,563	$ 35,663	58,226
Property taxes receivable on foreclosed property			27,710
Less: Allowance for uncollectible taxes			(23,990)
Net delinquent property taxes receivable, including tax deeded property			$ 61,946

4. CAPITAL ASSETS

Capital asset activity for the year ended December 31, 2012 was as follows:

Governmental activities	**Balance 01-01-12**	**Additions**	**Deletions**	**Balance 12-31-12**
		(Thousands of Dollars)		
Capital assets not being depreciated:				
Land	$ 164,620	$ 8	$ -	$ 164,628
Construction in progress	36,272	12,008	6,382	41,898
Intangible right of ways	1,342	-	-	1,342
Total capital assets not being depreciated	202,234	12,016	6,382	207,868
Capital assets being depreciated:				
Buildings	282,465	3,317	361	285,421
Infrastructure	1,467,560	40,111	4,635	1,503,036
Improvements other than buildings	11,891	-	-	11,891
Machinery and equipment	178,690	13,243	5,965	185,968
Intangible software	1,971	634	-	2,605
Total capital assets being depreciated	1,942,577	57,305	10,961	1,988,921
Less accumulated depreciation for:				
Buildings	84,314	6,781	246	90,849
Infrastructure	953,676	29,719	4,635	978,760
Improvements other than buildings	8,275	312	-	8,587
Machinery and equipment	107,356	13,208	5,650	114,914
Intangible software	368	392	-	760
Total accumulated depreciation	1,153,989	50,412	10,531	1,193,870
Total capital assets being depreciated, net	788,588	6,893	430	795,051
Government activity capital assets, net	$ 990,822	$ 18,909	$ 6,812	$ 1,002,919

Depreciation expense for governmental activities was charged to functions as follows:

General government	$ 582
Public safety	8,798
Public works	40,169
Health	263
Culture and recreation	600
Total	$ 50,412

Business-type activities	Balance 01-01-12	Additions	Deletions	Balance 12-31-12
		(Thousands of Dollars)		
Water Works				
Capital assets not being depreciated:				
Land	$ 2,018	$ -	$ -	$ 2,018
Construction in progress	2,829	17,275	10,688	9,416
Total capital assets not being depreciated	4,847	17,275	10,688	11,434
Capital assets being depreciated:				
Buildings	27,259	223	214	27,268
Infrastructure	357,017	3,094	249	359,862
Machinery and equipment	213,310	7,372	5,918	214,764
Nonutility property	5,422	-	1,768	3,654
Total capital assets being depreciated	603,008	10,689	8,149	605,548
Less accumulated depreciation for:				
Buildings	16,501	861	210	17,152
Infrastructure	86,242	4,800	300	90,742
Machinery and equipment	102,223	8,449	5,781	104,891
Nonutility property	765	171	574	362
Total accumulated depreciation	205,731	14,281	6,865	213,147
Total capital assets being depreciated, net	397,277	(3,592)	1,284	392,401
Water Works capital assets, net	402,124	13,683	11,972	403,835
Sewer Maintenance				
Capital assets not being depreciated:				
Construction in progress	42	181	42	181
Total capital assets not being depreciated	42	181	42	181
Capital assets being depreciated:				
Infrastructure	519,862	28,140	127	547,875
Machinery and equipment	4,563	79	-	4,642
Total capital assets being depreciated	524,425	28,219	127	552,517
Less accumulated depreciation for:				
Infrastructure	119,985	6,201	127	126,059
Machinery and equipment	2,711	65	-	2,776
Total accumulated depreciation	122,696	6,266	127	128,835
Total capital assets being depreciated, net	401,729	21,953	-	423,682
Sewer Maintenance capital assets, net	401,771	22,134	42	423,863

	Balance 01-01-12	Additions	Deletions	Balance 12-31-12
		(Thousands of Dollars)		
Other business-type activities:				
Capital assets not being depreciated:				
Land	16,856	175	-	17,031
Construction in progress	4,120	829	1,317	3,632
Total capital assets not being depreciated	20,976	1,004	1,317	20,663
Capital assets being depreciated:				
Buildings	66,404	346	-	66,750
Infrastructure–port	16,873	653	-	17,526
Improvements other than buildings	7,998	27	-	8,025
Machinery and equipment	10,185	1,788	23	11,950
Total capital assets being depreciated	101,460	2,814	23	104,251
Less accumulated depreciation for:				
Buildings	41,691	2,009	-	43,700
Infrastructure–port	9,644	305	-	9,949
Improvements other than buildings	5,924	306	-	6,230
Machinery and equipment	6,149	656	23	6,782
Total accumulated depreciation	63,408	3,276	23	66,661
Total capital assets being depreciated, net	38,052	(462)	-	37,590
Other business-type activities, net	59,028	542	1,317	58,253
Business-type activity capital assets, net	$ 862,923	$ 36,359	$ 13,331	$ 885,951

	Balance 01-01-12	Additions	Deletions	Balance 12-31-12
		(Thousands of Dollars)		
Component Units				
Capital assets not being depreciated:				
Land	$ 14,730	$ -	$ 13	$ 14,717
Construction in Progress	-	2,039	-	2,039
Total capital assets not being depreciated	14,730	2,039	13	16,756
Capital assets being depreciated:				
Buildings	103,077	-	-	103,077
Infrastructure	379	-	-	379
Improvements other than buildings	843	-	-	843
Machinery and equipment	153	6	-	159
Intangibles	565	-	-	565
Total capital assets being depreciated	105,017	6	-	105,023
Less accumulated depreciation for:				
Buildings	12,753	2,671	-	15,424
Infrastructure	57	77	-	134
Improvements other than buildings	271	31	-	302
Machinery and equipment	-	1	-	1
Intangibles	28	57	-	85
Total accumulated depreciation	13,109	2,837	-	15,946
Total capital assets being depreciated, net	91,908	(2,831)	-	89,077
Component units capital assets, net	$ 106,638	$ (792)	$ 13	$ 105,833

5. DEFERRED REVENUE

Deferred revenue is recorded in the governmental funds for amounts not yet available and for resources received prior to being earned by the City. Related revenue is recognized when these amounts become available or when earned. The composition of the deferred revenue balances in the governmental funds as of December 31, 2012 is as follows:

	General	General Obligation Debt Service	Capital Projects	Nonmajor Governmental Funds	Total
		(Thousands of Dollars)			
Current property taxes	$ 182,992	$ 92,314	$ 4,888	$ -	$ 280,194
Delinquent property taxes	10,197	-	-	5,928	16,125
Unearned revenue	-	-	14,282	3,652	17,934
Long-term receivables	-	87,633	-	-	87,633
Unbilled special assessments	-	-	6,849	-	6,849
Total	$ 193,189	$ 179,947	$ 26,019	$ 9,580	$ 408,735

6. SHORT-TERM DEBT

During 2012, the City issued and repaid $100,000,000 of General Obligation Cash Flow Promissory Notes, Series 2012 R1 (G.O. CFNs). The G.O. CFNs were issued for the purpose of financing the City's operating budget on an interim basis pending receipt of State of Wisconsin shared revenue payments due in November 2012.

As of December 31, 2011, the City had outstanding $145,000,000 of short-term Revenue Anticipation Notes (RANs) on behalf of Milwaukee Public Schools. In 2012, the City repaid the outstanding balance and issued $120,000,000 short-term RANs for the same purpose. The new notes of $120,000,000 bear an interest rate of 1.5% and will mature on June 26, 2013. The liability and related receivable to repay the revenue anticipation notes are recorded in the Debt Service Fund.

7. LONG-TERM OBLIGATIONS

A. Changes in Long-Term Obligations

Changes in long-term obligations for the year ended December 31, 2012 were as follows:

	Balance 01-01-12	Additions	Deductions	Balance 12-31-12	Amounts Due within One Year
		(Thousands of Dollars)			
Governmental activities:					
General obligation bonds and notes					
City	$ 707,383	$ 314,098	$ 341,490	$ 679,991	$ 96,966
Milwaukee Public Schools	118,191	6,040	18,355	105,876	11,782
Deferred amount on refundings	(1,956)	-	(1,507)	(449)	-
Unamortized premiums	43,084	19,998	11,110	51,972	-
Extendable Municipal Commercial Paper					
City	-	71,266	50,730	20,536	20,536
Milwaukee Public Schools	-	99,270	99,270	-	-
Compensated absences	47,581	3,538	2,714	48,405	2,512
Net other postemployment benefits obligation	206,369	73,066	33,263	246,172	-
Claims and judgments	23,879	4,702	4,797	23,784	4,493
Total governmental activities	$ 1,144,531	$ 591,978	$ 560,222	$ 1,176,287	$ 136,289
Business-type activities					
Water Works					
General obligation bonds and notes	$ 22,053	$ -	$ 3,326	$ 18,727	$ 2,936
Deferred amount on refundings	(42)	-	(31)	(11)	-
Unamortized premiums	269	-	103	166	-
Extendable Municipal Commercial Paper	-	4,000	-	4,000	4,000
Revenue bonds	7,498	-	989	6,509	1,015
Compensated absences	1,079	587	531	1,135	1,135
Net other postemployment benefits obligation	3,755	1,775	1,296	4,234	-
Total Water Works	34,612	6,362	6,214	34,760	9,086
Sewer Maintenance					
General obligation bonds and notes	52,762	-	42,677	10,085	697
State Loans	80,513	313	3,743	77,083	3,847
Revenue bonds	62,120	-	3,050	59,070	3,185
Deferred amount on refundings	(1,395)	-	(342)	(1,053)	-
Unamortized premiums	5,346	-	877	4,469	-
Extendable Municipal Commercial Paper	-	67,000	-	67,000	67,000
Net other postemployment benefits obligation	1,461	687	502	1,646	-
Total Sewer Maintenance	200,807	68,000	50,507	218,300	74,729
Other Enterprise Funds					
General obligation bonds and notes	15,141	2,320	2,955	14,506	1,899
Deferred amount on refundings	(59)	-	(27)	(32)	-
Unamortized premiums	92	-	33	59	-
Extendable Municipal Commercial Paper	-	1,464	-	1,464	1,464
Net other postemployment benefits obligation	1,301	629	459	1,471	-
Total Other Enterprise	16,475	4,413	3,420	17,468	3,363
Total business-type activities	$ 251,894	$ 78,775	$ 60,141	$ 270,528	$ 87,178

	Balance 01-01-12	New Issues	Repayments	Balance 12-31-12	Amounts Due within One Year
		(Thousands of Dollars)			
Component Units					
Revenue bonds	$ 78,700	$ -	$ 4,085	$ 74,615	$ 390
Unamortized discounts	(84)	-	(6)	(78)	-
Notes payable	18,850	1,500	-	20,350	-
Advance from other organizations	-	-	-	-	-
Compensated Absences	-	-	-	-	-
Net other postemployment benefits	266	129	29	366	-
Total component units	$ 97,732	$ 1,629	$ 4,108	$ 95,253	$ 390

B. General Obligation Bonds

The City issues general obligation bonds to provide funds for the acquisition and construction of major capital facilities for the City and for Milwaukee Public Schools. General obligation bonds have been issued for both governmental and business-type activities. General obligation bonds are secured by the full faith and unlimited taxing power of the City. The debt for governmental activities will be retired by future property tax levies and other resources accumulated in the Debt Service Funds. The debt for business-type activities (i.e. Water Works, Sewer Maintenance, Parking, and Port of Milwaukee Enterprise Funds) will be retired by revenues from those operations or, if the revenues are not sufficient, by future tax levies. During the year ended December 31, 2012, general obligation bonds totaling $27,796,738 were issued of which $27,351,738 was issued to finance capital improvements and $445,000 for business-type activities.

Use of Public Debt Amortization Fund for retirement of the public debt is governed by the Wisconsin Statutes. The Statutes provide that when total principal and accrued interest in the Public Debt Amortization Fund is substantially equal to the outstanding general obligation bonds and notes, the resources in the fund shall be applied to make annual interest and principal payments on that debt to maturity. The Statutes provide, in part, that "The Public Debt Commission may, however, at any time, apply the fund, not to exceed in any one year 40% of the balance in said fund on the preceding December 31, to acquire for cancellation general obligation bonds or notes prior to their maturity dates at prices not to exceed principal plus accrued interest to date of maturity, but the fund shall not be decreased below $2,000,000 as a result of such purchases and cancellations." Principal sources of revenue are one-third of all interest on general City investments and interest on Fund investments. As authorized by the Statutes, the Public Debt Amortization Fund may purchase for investment or for cancellation, notes issued by the General Fund to fund operations.

Through 2012, $177,192,714 has been borrowed and outstanding for forty-four TID's. Total debt service requirements associated with these debt issues amounts to $236,881,753. Active Tax increments received through 2012 total $200,265,844. In any year in which TID debt service requirements for the ensuing year are greater than total tax increments received, the shortfall is funded by the property tax levy.

Under the Wisconsin Statutes, the City is required, if requested by the Board of Milwaukee Public Schools, and if approved by referendum, to issue general obligation bonds to finance purchases of school sites and to construct or remodel school buildings. No such bonds are currently outstanding. The $105,876,000 of Milwaukee Public School long-term debt outstanding at December 31, 2012 consists of a portion of the City's general obligation bonds and notes that has been designated for school purposes. Under the Wisconsin Statutes, the City has title to the land and buildings of the Milwaukee Public Schools. However, the City does not control the use of the assets or receive the proceeds upon disposition of the assets. At June 30, 2012, the historical costs of the land and buildings as reported by Milwaukee Public Schools were approximately $1,033,676,000. These assets are excluded from the financial statements of the City.

C. Revenue Bonds and State Loans

The City issues revenue bonds to provide funds for water and sewer improvements. As such, they are not backed by the general credit or taxing powers of the City. During 2012, the City received loans from the State for the Clean Water Fund Program permitted under State Statutes to provide financial assistance for specific Sewer Maintenance Enterprise Fund projects for a total of $313,455. The revenue bonds and State loans will be repaid from revenues of the Sewer Maintenance Enterprise Fund.

D. Notes Payable

The City issues installment notes to provide funds for various public improvement projects, cash flow for the school district, and purchases of delinquent taxes. During the year ended December 31, 2012, installment loans totaling $44,408,262 was issued of which $11,928,262 was issued to finance capital improvements, $890,000 for business-type activities and $31,590,000 to purchase 2011's delinquent taxes.

During 2012, the City continued to issue General Obligation Commercial Paper Promissory Notes totaling $60,949,000 of which $10,949,000 was issued to finance capital improvements and $50,000,000 for general fiscal requirements of the City. The notes are a direct general obligation of the City payable from taxes levied without limitation as to rate or amount. Following is a summary of the General Obligation Commercial Paper Promissory Notes issued (in thousands), which is included in the totals for the general obligation bonds and notes in the long-term obligation table in footnote 7(a) above:

Balance 01-01-12	Additions	Deletions	Balance 12-31-12
66,000	60,949	126,949	-

In order to provide a source for payment of the principal and interest on the General Obligation Commercial Paper Promissory Notes, on January 1, 2008, the City entered into an irrevocable letter of credit and reimbursement agreement with a bank. The letter of credit and reimbursement agreement has an authorized maximum draw of $125 million, and expired on December 1, 2012. Each advance on the letter of credit is due and payable on the 60th day following the date of the draw; however, the agreement allows the bank to make a three-year term loan available upon each advance not repaid within 60 days, for which payments will begin one year after the date the term loan began. Principal payments on the term loan shall be made quarterly. Interest is required to be paid monthly, and the rate varies based on the period the advance is outstanding, as follows:

Period Outstanding	Interest Rate
30 days or less	Prime rate
31 days to 60 days	Prime rate plus 1%
Greater than 60 days (term loan)	Prime rate plus 2%

Further, under the terms of the letter of credit agreement, the City has agreed to meet various covenants, which includes maintaining an above investment grade rating on its outstanding indebtedness. As of December 31, 2012, the City had no outstanding draws on the letter of credit.

E. Extendable Municipal Commercial Paper

During 2012, the City began issuing Extendable Municipal Commercial Paper Promissory Notes which are not general obligations of the City; the notes are limited obligations of the City of Milwaukee payable from proceeds of the sale of notes or refunding notes issued to refinance the notes. The notes do not represent or constitute a debt of the City within the meaning of any constitutional or statutory limitation. During 2012, $243,000,000 of Extendable Municipal Commercial Paper Promissory Notes was issued of which $21,266,000 was issued to finance capital improvements, $72,464,000 for business-type activities, $50,000,000 for general fiscal requirements of the City and $99,270,000 for schools. Following is a summary of the Extendable Municipal Commercial Paper Promissory Notes issued (in thousands), which are in the totals in the long-term obligation table in footnote 7(a) above:

Balance 01-01-12	Additions	Deletions	Balance 12-31-12
-	243,000	150,000	93,000

The principal amount outstanding at any one time may not exceed $200,000,000 with the maturity of each note ranging from 1 to 90 days and may be extended up to 180 days from the original maturity date not to exceed the final maturity date of May 22, 2017. Of the $93,000,000 outstanding on December 31, 2012, $71,000,000 is planned to be financed on a long term basis with revenue bonds, and $22,000,000 with general obligation debt.

F. Debt Service Requirements

The maturities of the outstanding principal and related interest requirements are as follows:

Year	General Obligation Debt Principal	General Obligation Debt Interest	Revenue Bonds Payable Principal	Revenue Bonds Payable Interest	Total Debt Service
			(Thousands of Dollars)		
Governmental activities					
2013	$ 108,748	$ 33,526	$ -	$ -	$ 142,274
2014	84,172	29,136	-	-	113,308
2015	72,923	25,448	-	-	98,371
2016	72,066	21,886	-	-	93,952
2017	64,797	18,509	-	-	83,306
2018-2022	217,843	54,564	-	-	272,407
2023-2027	129,763	18,615	-	-	148,378
2028-2032	35,555	705	-	-	36,260
Total	$ 785,867	$ 202,389	$ -	$ -	$ 988,256
Business-type activities					
Water Works					
2013	$ 2,936	$ 918	$ 1,015	$ 158	$ 5,027
2014	3,121	769	1,042	131	5,063
2015	2,511	617	1,069	104	4,301
2016	1,817	488	1,098	75	3,478
2017	856	395	1,127	45	2,423
2018-2022	4,221	1,340	1,158	15	6,734
2023-2027	3,265	321	-	-	3,586
Total	$ 18,727	$ 4,848	$ 6,509	$ 528	$ 30,612
Sewer Maintenance					
2013	$ 697	$ 479	$ 7,032	$ 4,400	$ 12,608
2014	701	448	7,236	4,191	12,576
2015	703	414	7,427	3,994	12,538
2016	706	380	7,610	3,791	12,487
2017	681	346	7,816	3,565	12,408
2018-2022	4,197	1,184	42,854	13,390	61,625
2023-2027	2,400	180	38,034	6,235	46,849
2028-2032	-	-	18,144	1,215	19,359
Total	$ 10,085	$ 3,431	$ 136,153	$ 40,781	$ 190,450
Other Enterprise					
2013	$ 1,899	$ 671	$ -	$ -	$ 2,570
2014	1,871	582	-	-	2,453
2015	1,733	495	-	-	2,228
2016	1,396	412	-	-	1,808
2017	1,126	344	-	-	1,470
2018-2022	4,494	1,003	-	-	5,497
2023-2027	1,987	176	-	-	2,163
Total	$ 14,506	$ 3,683	$ -	$ -	$ 18,189

Year	General Obligation Debt Principal	General Obligation Debt Interest	Revenue Bonds Payable Principal	Revenue Bonds Payable Interest	Total Debt Service
	(Thousands of Dollars)				
Total Component Units					
2013	$ -	$ 242	$ 390	$ 102	$ 734
2014	-	248	565	102	915
2015	1,500	248	755	101	2,604
2016	-	210	965	100	1,275
2017	-	211	1,190	99	1,500
2018-2022	2,193	1,004	10,045	461	13,703
2023-2027	3,823	835	30,255	330	35,243
2028-2032	4,042	616	30,450	109	35,217
2033-2037	4,273	385	-	-	4,658
2038-2042	4,519	140	-	-	4,659
Total	$ 20,350	$ 4,139	$ 74,615	$ 1,404	$ 100,508

G. Debt Limit

Wisconsin Statutes limit direct general obligation borrowing in the amount equivalent to 7% of the equalized valuation of taxable property. The Statutes further provide that within the 7% limitation, borrowing for school construction purposes may not exceed 2% of the equalized valuation and borrowing for general city purposes may not exceed 5% of the equalized valuation. At December 31, 2012, the City's legal debt margin was $1,261,339,000. Of this amount, $559,093,000 was for school purposes and $702,246,000 was for City purposes.

H. Refundings

During May 2012, the City issued General Obligation Promissory Notes, Series 2012 N2 with a par amount of $75,106,738 and interest rates from 3% to 5%, Corporate Purpose Bonds, Series 2012 B3 with a par amount of $4,398,262 and an interest rate of 5% and General Obligation Corporate Purpose Multimodal Bonds, Series 2012 F9 with a par amount of $9,800,000 and an interest rate of 0.45%. A portion of the refundings was to reduce the interest cost, and a portion of the refundings was to provide long-term financing for interim and variable rate debt. From these proceeds, the City paid $63,884,000 to an escrow agent for an advance refunding of $58,605,000 par value notes and bonds. The result of the refundings will reduce interest costs by decreasing future debt service payments by $356,158, and result in a present value economic benefit of $450,309.

In prior years, the City defeased certain general obligation bonds by placing the proceeds from new general obligation bonds in an irrevocable trust to provide all future debt service payments on the bonds. Accordingly, the trust account assets and liability for the defeased bonds are not included in the City's financial statements. At December 31, 2012, $45,880,000 of City bonds and $15,830,000 of Sewerage System Revenue Bonds outstanding is considered defeased, which includes debt defeased during the current year.

I. Conduit Debt

From time to time, the City has issued revenue bonds in order to provide financing to private sector entities for the purpose of acquiring, constructing, or rehabilitating housing units and for retiring the existing debt associated with housing units. These obligations are primarily secured by mortgage or revenue agreements on the associated projects and, together with the interest obligation, are payable solely by the developers from leased rentals and other funds or revenues. In addition, these obligations do not constitute indebtedness of the City, as the City has no responsibility for the debt beyond the resources provided by related leases or loans. Accordingly, the bonds are not reported as liabilities in the accompanying financial statements. The aggregate amount of all revenue bonds outstanding at December 31, 2012 is approximately $40,992,000 for the City and $571,901,980 for RACM.

8. RETIREMENT PLANS

Pension Benefits

Plan Description – The City makes contributions to the Employes' Retirement System of the City of Milwaukee (the "System"), a cost-sharing multiple-employer defined benefit pension plan, on behalf of all eligible City employees. The System provides retirement, disability, and death benefits to plan members and beneficiaries. The City Charter assigns the authority to establish and amend benefit provisions. The System issues a publicly available financial report that includes financial statements and required supplementary information for the System. That report may be obtained by writing to the Employes' Retirement System of the City of Milwaukee, 789 North Water Street, Suite 300, Milwaukee, WI 53202.

Funding Policy – Plan members are required to contribute, or have contributed on their behalf, a percentage of their annual earnable compensation equal to 5.5%, 7%, 7%, and 7% for general City employees, police officers, firefighters, and elected officials, respectively. The City Charter assigns the authority to establish and amend contribution requirements. The City Charter was amended so that various groups of represented and non-represented City employees hired on or after January 1, 2010 contribute 5.5% of their earnable compensation for pension benefits. The City's contributions to the System for the years ended December 31, 2012, 2011, and 2010, were $20,100,618, $22,878,684, and $17,371,000, respectively, equal to the required contributions on behalf of the plan members for each year.

Other Postemployment Benefits

The City provides other postemployment benefits (OPEB) to its retirees for health and life insurance.

Plan Description. The City provides a single-employer defined benefit healthcare plan and life insurance administered by both the City and Milwaukee's Employee Retirement System (MERS). The City provides medical and dental insurance benefits for substantially all retirees in accordance with terms set forth in labor contracts or by Common Council resolution. Retirees are eligible to enroll in any of the group plans offered by the City. The City provides full health insurance coverage to general City employees who retire at age 55, but less than age 65, with 30 years of creditable service or at age 60, but less than age 65, with 15 years of creditable service until the age of 65. Management employees retiring beginning in 2004 at age 55, but less than 65, pay a portion of health insurance the same as active management employees. In accordance with a "percentage formula" as provided in labor agreements, the City provides between 65% and 100% of the cost of the Basic Plan coverage for firefighters and police officers who retire with 25 years of creditable service and having attained at least the age of 52 but less than 60. Upon reaching the age of 60 but prior to the age of 65, the City provides full health insurance coverage for firefighters and police officers with single enrollment status. The City contribution for firefighters and police officers between the ages of 60 and 65 with family enrollment status is the greater of 100% of the cost of single enrollment in the Basic Plan or an amount determined using the "percentage formula." The "percentage formula" used to determine the City contribution in the labor agreements is based on the amount of unused sick leave at retirement.

After attaining the age of 65 and having completed a minimum of 15 years of creditable service, all retirees are eligible to enroll in a "subsidized plan" for medical insurance. Under this plan, the City contributes 25% of the base rate toward retirees enrolled in the Basic Plan, while the retiree pays 75% of the base rate and 100% of the major medical rate. For those retirees enrolled in an HMO, the City contributes a 25% subsidy of the applicable HMO premium.

In addition to medical insurance, the City allows its employees to continue life insurance coverage under the Group Life Insurance Plan offered to active employees in accordance with Section 350-25 of the Code of Ordinances. The base amount of coverage for general City employees is equal to the employee's annual basic salary to the next higher thousand dollars. The base amount of coverage for firefighters and police officers is equal to one and one-half the employee's annual basic salary to the next higher thousand dollars.

General City employees retiring at age 55 or older with 20 years of service or at age 60 regardless of years of service and covered under the group life insurance plan at retirement are eligible to continue coverage at the level on the date prior to their date of retirement. Firefighters and police officers retiring at age 52 or older with 20 years of service or at age 57 regardless of years of service and covered under the group life insurance plan at retirement are eligible to continue coverage up to their base amount of coverage on the date prior to their date of retirement. Prior to age 65, all retirees are required to pay the full premium rates as established by the insurance carrier, less an adjustment for estimated dividends.

The rates established are group rates applied consistently to all employees, without regard to age or health. Upon reaching the age of 65, those retirees still part of the group life plan have their coverage reduced in accordance with the reduction schedule in effect on their last day physically at work, with the City assuming all future premiums.
Funding Policy. The contribution of plan members and the City are established and may be amended by the City. The required contribution for medical and life insurance for retirees is based on a pay-as-you-go financing. Medical benefits provided through the basic health care plan are self-insured. For 2012, the City paid approximately $33,983,000 and $1,536,000, respectively, toward medical and life insurance for retirees.

Annual OPEB Cost and Net OPEB Obligation. The City's annual OPEB cost (expense) is calculated based on the annual required contribution (ARC) of the employer, an amount actuarially determined in accordance with the parameters of GASB Statement No. 45 *Financial Reporting by Employers for Postemployment Benefits Other Than Pensions*. The ARC represents a level of funding that, if paid on an ongoing basis, is projected to cover normal cost each year and amortize any unfunded actuarial liabilities (or funding excess) over a period not to exceed thirty years. The following table shows the components of the City's annual OPEB cost for the year, the amount actually contributed to the plan (pay-as-you basis), and the changes in the City's net OPEB obligation:

Funding Status and Funding Progress

ARC	$ 74,706,000
Interest on Net OPEB Obligation	9,580,000
Adjustment to ARC	(8,130,000)
Annual OPEB Cost	76,156,000
Contribution made	35,519,000
Increase in net OPEB Obligation	40,637,000
Net OPEB obligation - beginning of year	212,886,000
Net OPEB obligation - end of year	$ 253,523,000

The City annual OPEB cost, the percentage of annual OPEB cost contributed to the plan and the net OPEB obligation were as follows:

Annual Cost and Net OPEB Liability

Year Ended	Annual OPEB Cost	Percentage of Annual OPEB Cost Contributed	Net OPEB Obligation
12/31/2010	$ 81,311,000	41.8%	$ 174,360,000
12/31/2011	73,071,000	47.3%	212,886,000
12/31/2012	76,156,000	46.6%	253,523,000

Funded Status and Funding Progress. As of January 1, 2012, the most recent actuarial valuation date, the actuarial accrued liability for benefits was $946,857,000, and the actuarial value of assets was zero, resulting in an unfunded actuarial accrued liability (UAAL) of $946,857,000. The covered payroll (annual payroll of active employees covered by the plan) was $409,571,707 and the ratio of the UAAL to the covered payroll was 231 percent.

Actuarial valuations of an ongoing plan involve estimates of value of reported amounts and assumptions about the probability of occurrence of events far into the future. Examples include assumptions about future employment, mortality, and the healthcare cost trend amounts determined regarding the funded status of the plan and the annual required contributions of the employer are subject to continual revision as actual results are compared with past expectations and new estimates are made about the future.

Actuarial Methods and Assumptions. The retiree healthcare valuation was based on the projected unit credit (PUC) cost method. The PUC method produces an explicit normal cost and actuarial accrued liability. The normal cost and actuarial accrued liability are directly proportional to the employee's service. That is, the normal cost equals the present value of future benefits divided by projected service at retirement, and the actuarial accrued liability equals the present value of benefits multiplied by the ratio of service at valuation date to projected service at retirement. Depending on the demographic characteristics of the current group and new entrants in the future, this method could produce stable annual costs, in the aggregate, when expressed as a percentage of pay.

The OPEB valuation uses a discount rate assumption of 4.5% based on the City's projected short-terms investment rate of return. The healthcare cost trends rate is 8.5% initially, and reduced by decrements to the ultimate rate of 4.5% after 9 years. The actuarial assumption for wage inflation is 3.5%. The amortization of the unfunded actuarial accrued liability is based on a level percentage of pay over a 30-year open amortization period.

Terminal Leave Payments

Upon retirement, employees receive a portion of their unused sick leave as terminal leave, in accordance with labor contracts and Section 350-38 of the Code of Ordinances. Firefighters whose normal hours of work exceed 40 hours per week receive between $45 and $65 for each work shift equivalent of unused sick leave. Firefighters whose normal hours of work average 40 hours per week receive between $21 and $30 for each work shift equivalent of unused sick leave. Police officers receive payment for up to 55 days of unused sick leave at base pay. Management pay plan employees are entitled to payment of 30% of unused sick leave (maximum 960 hours) plus one-half of the sick leave days accumulated during the last twelve months of service for up to six additional days for a total maximum of 42 days at the rate of pay at retirement. Substantially all remaining City employees receive up to 30 days for unused sick leave as terminal leave, although some bargaining units receive slightly different benefits in accordance with related labor agreements. In 2012, approximately $6,983,000 was paid for sick leave from all funds. At December 31, 2012, accumulated sick leave earned but not taken totaled approximately $179,456,000 determined on the basis of current salary rates.

Terminal leave pay is funded on a pay-as-you-go basis and provided for in the salary budgets of the respective departments annually. In 2012, terminal leave payments totaled $1,932,000 to employees retiring during the year. As of December 31, 2012, the City has accrued approximately $31,744,000 in the government-wide statements for future terminal leave payments. This amount is included under the unfunded compensated absences of $48,405,000 with the remainder accrued vacation leave of $16,661,000.

9. FUND BALANCE

The constraints placed on fund balance for the governmental funds at December 31, 2012 were as follows:

	General	General Obligation Debt Service	Public Debt Amortization	Capital Projects	Nonmajor Governmental Funds	Total
			(Thousands of Dollars)			
Nonspendable						
Loans receivable	$ 10	$ -	$ -	$ -	$ -	$ 10
Advances	7,223	-	-	-	-	7,223
Inventory	8,094	-	-	-	-	8,094
Inventory of property for resale	26	-	-	-	-	26
Prepaid items	248	1	-	564	-	813
Investment-Targeted Mortgage	120	-	-	-	-	120
Spendable						
Restricted for:						
Grants	-	-	-	-	3,885	3,885
Economic Development	-	-	-	-	5,889	5,889
Committed to:						
Contributions	1,835	-	-	-	-	1,835
Debt	-	133,695	67,971	-	-	201,666
Delinquent taxes	-	-	-	-	26,103	26,103
Assigned to:						
Conservation and development	348	-	-	-	-	348
General government	13,400	-	-	-	-	13,400
Health	426	-	-	-	-	426
Library	276	-	-	-	-	276
Public safety	3,462	-	-	-	-	3,462
Public works	2,800	-	-	-	-	2,800
2012 budgetary financing	14,900	-	-	-	-	14,900
Environmental remediation	303	-	-	-	-	303
Unassigned	52,319	-	-	(5,165)	-	47,154
Total Fund Balance	$ 105,790	$ 133,696	$ 67,971	$ (4,601)	$ 35,877	$ 338,733

Reserved for Tax Stabilization and Advances to Other Funds

A tax stabilization arrangement is incorporated into the City's adopted a *Reserve for Tax Stabilization Fund Balance Policy* and is governed by the City's Code of Ordinances. At December 31, 2012, the tax stabilization reserve was $74,700,000. Of this amount, $14,900,000 has been committed to the funding of the 2013 General Fund budget and $59,800,000 is unassigned for 2014 and subsequent years' budgets. This Reserve includes an amount for advances of $7,223,000 from the General Fund to the Capital Projects Fund. All General Fund appropriation balances not encumbered or carried over are reserved for tax stabilization in subsequent years. The total amount that can be withdrawn from the reserved for tax stabilization in any one year is an amount that prevents an increase of more than 3% in the City's property tax rate, as defined, and is anticipated to be available as of April 15 of the year covered by the budget. Such amount must be included in the adopted budgeted, which requires a majority affirmative vote of the Common Council. Fund withdrawals not needed to stabilize the tax rate can be made for up to 50% of the available balance, but require a three-fourths affirmative vote of the Common Council prior to budget adoption.

Fund deficit

The Capital Projects Fund had a deficit fund balance of $4,601,000 as of December 31, 2012, which is the result of expending funds for construction in advance of issuing general obligation bonds. The City plans to eliminate the fund deficit through the issuance of general obligation bonds in 2013.

10. INTERFUND RECEIVABLE AND PAYABLE BALANCES AND NET TRANSFERS

The individual interfund receivable and payable balances at December 31, 2012 were as follows:

	Due From					
Due To	General Fund	Nonmajor Governmental Funds	Water Works	Sewer Maintenance Fund	Nonmajor Enterprise Funds	Total
			(Thousands of Dollars)			
General Fund		$ -	$ 7,533	$ -	$ -	$ 7,533
General Obligation Debt	-	-	3,858	-	-	3,858
Capital Projects	10,057	-	-	-	-	10,057
Nonmajor Governmental Funds	7,608	-	-	-	-	7,608
Water Works	13,005	-	-	884	1,001	14,890
Sewer Maintenance	-	-	-	-	-	-
Nonmajor Enterprise Funds	2,967	-	-	-	-	2,967
Totals	$ 33,637	$ -	$ 11,391	$ 884	$ 1,001	$ 46,913

Balances resulted from the timing differences between the dates that (1) interfund goods and services are provided or reimbursable expenditures occur, (2) transactions are recorded in the accounting system, (3) payments between funds are made, and (4) funds overdraw their share of pooled cash or when there are transactions between funds where one fund does not participate in the City's pooled cash.

Interfund transfers for the year ended December 31, 2012 were as follows:

Funds Transferred To	Fund Transferred From	Amount	Purpose
General Fund	General Obligation Debt	$ 1,393	Funding for debt payments
	Nonmajor Governmental Funds	10,394	Subsidize uncollected property taxes
	Capital Projects	112	Capital close outs
	Water Works	11,891	Payment in Lieu of taxes
	Nonmajor Enterprise Funds	1,444	Payment in Lieu of taxes
	Nonmajor Enterprise Funds	20,410	Subsidy for operations
	Nonmajor Enterprise Funds	2,638	Excess earnings of Port
	Subtotal General Fund	**48,282**	
General Obligation Debt	General	100,000	Funding for cash flow debt
	General	2,119	Funding for debt payments
	Public Debt Amortization	7,047	Capital Projects
	Capital Projects	519	Capital close outs
	Capital Projects	409	Tax Incremental District closeouts
	Nonmajor Governmental Funds	29,807	Funding for debt payments
	Sewer Maintenance	8,253	Subsidy for operations
	Nonmajor Enterprise Funds	619	Subsidy for operations
	Subtotal Debt Service	**148,773**	
Public Debt Amortization	General Obligation Debt	1,521	Funding for debt payments
	Subtotal Public Debt Amortization	**1,521**	
Nonmajor Enterprise	General Obligation Debt	612	Funding for debt payments
	Subtotal Nonmajor Proprietary	**612**	
	Total Interfund Transfers	**$ 199,188**	

Transfers are used to (1) move revenues from the fund that statute or budget requires collection from to the fund that statute or budget required to expend them, (2) move receipts restricted to debt service from the funds collecting the receipts to the debt service fund as debt service payments become due, and (3) use unrestricted revenues collected in the general fund to finance various programs accounted for in other funds in accordance with budgetary authorizations.

11. BALANCES BETWEEN THE CITY AND COMPONENT UNITS

Balances due to and due from component units as of December 31, 2012 were as follows:

Component Unit Payable	Primary Government's Receivable (Thousands of Dollars)
Due from RACM for reimbursable expenditures	25
Due from RACM for loans issued to developers for the purpose of renovations and improvements to existing parcels of real estate	19,770
Due from NIDC for home and Community Development Block grants	40
Total	$ 19,835

Component Unit Receivable	Primary Government's Payable (Thousands of Dollars)
Due to RACM Community Development Block grants and Home grants	109
Total	$ 109

12. OPERATING LEASES

The City is the lessor for various properties under operating lease agreements expiring at various dates through 2013 and beyond. Certain leases contain provisions for possible renewal at term of the lease.

Scheduled minimum lease payments for years ending December 31 are as follows:

Year	Amount (Thousands of Dollars)
2013	$ 5,864
2014	5,081
2015	5,283
2016	4,249
2017	3,891
2018-2022	18,394
2023-2027	18,658
2028-2032	15,480
2033 and beyond	9,616
Total	$ 86,516

13. COMMITMENTS AND CONTINGENCIES

Claims and Other Legal Proceedings

The City is exposed to various risks of losses related to torts, theft of, damage to, and destruction of assets; errors and omissions; injuries to employee or natural disaster. With certain exceptions, it is not the policy of the City to purchase commercial insurance for the risks of losses to which it is exposed. Instead, the City believes it is more economical to manage its risks internally and set aside funds as needed for reasonably estimated current claim settlements and unfavorable judgments through annual appropriations and supplemental appropriations. Current settlements are paid from the General Fund and recorded as expenditures when paid in the fund based statements. The liabilities are recorded in the government-wide financial statements.

Under Wisconsin Statutes, the amount recoverable by any person for any damages, injuries, or death in any action founded on fact against the City, agencies, officials, officers, or employees cannot exceed $50,000, with certain exceptions.

The City is self-insured for workers' compensation, health insurance (basic plan), uninsured motorist motor vehicle coverage for City employees, and general liability. Liabilities are reported when it is probable that a loss can be reasonable estimated. These losses include an estimate of claims that have been incurred but not reported. Liabilities are based on the estimated ultimate cost of settling the claims, including the effects of inflation and other economic and social factors. Claims are paid from the General Fund and recorded as expenditures when paid in the fund based financial statements. The liabilities are recorded in the government-wide financial statements.

The liabilities recorded as long-term debt in the government-wide financial statements at December 31, 2012 were as follows:

General liability claims	$ 8,150,000
Workers' compensation claims	11,483,000
Unemployment claims	817,000
Health insurance claims	2,451,000
Pollution remediation obligation	883,000

Changes in the balances of claim liabilities during the past two years were as follows:

	2011	2012
Beginning of year liability	$ 19,461,000	$ 23,879,000
Current year claims and changes in estimates	10,308,000	4,702,000
Claim payments	(5,890,000)	(4,797,000)
End of year liability	$ 23,879,000	$ 23,784,000

Several plaintiffs have brought a series of approximately a dozen similar lawsuits against the City for the refund of allegedly excessive property taxes on various commercial properties such as apartment buildings and pharmacies. The first of these lawsuits was brought in 2009 for the 2008 tax year. The Circuit Court branches have begun to schedule trials in the last half of 2013 and early 2014. Appeals by the losing party are likely in many of these cases.

A plaintiff has challenged the assessment of its billboards in a section 74.37 action. The Wisconsin Supreme Court decided in 2006 that the economic scarcity value of the city-issue billboard permit has value that can be assessed as real property. The Joint Finance Committee of the Wisconsin Legislature recently approved a new property tax exemption for these permits that would end this assessment as of January 1, 2014, if adopted by the full Legislature and signed by the Governor. This would effectively reverse the Supreme Court decision, leaving the taxes the City collected in 2009, 2010, 2011 and 2012 still at issue in the court. No trial has been scheduled and discovery is still in process. The City's potential liability is $7.6 million.

Several Plaintiffs are contesting the property tax assessments of their contiguous oil terminals. They allege that the City's inclusion of the value of certain through-put contracts is contrary to law and that a tax refund is warranted. The City asserts that the inclusion of the value of these contracts in the assessment is consistent with the law because they run with the property. Each of the terminals was permitted to add tax years 2009, 2010, 2011 and 2012 to the original claim for tax year 2008. The four separate cases have been consolidated in Judge Foley's court for a trail on November 6, 2013. An appeal by the losing party is likely.

Environmental Liabilities

The nature and sources of the City's pollution remediation obligation are asbestos abatement, underground storage tanks, PBC pollution, and contaminated properties. The probability-weighted expected cash flow measurement technique is used in determining the amount of liability. This involves determining a range of probabilities or likelihoods that different probable outlays will be necessary and calculating a weighted average of these outlays. There is a potential for changes in the estimated pollution remediation obligation due to third-party contracts and City labor costs changes, amendments to regulatory requirements and rules, and previously unknown conditions. The estimated costs of $563,000 to address PBC pollution could increase if the Environment Protection Agency (EPA) does not approve the City's proposed cleanup methods. The EPA could require the City to do additional testing and remediation, resulting in greater costs to the City. The City qualifies for the State of Wisconsin *Municipal Liability Exemption Program* for contaminated properties. As long as the City is protective of human health environment, cleanup is not required. The City generally cleans up contaminated properties based on remediation grants awarded to the City. The City does not expect to receive any non-grant revenues from insurance or other parties to reduce the City's liability for pollution remediation.

During 2012, the City spent $48,000 in pollution remediation-related activities. At December 31, 2012, the City has an outstanding liability of $883,000 related to pollution remediation obligations.

The City is exposed to numerous environmental liabilities, the most significant of which relate to seven landfills. Four of the seven landfills have been closed. The remaining three landfills are no longer accepting waste. The Wisconsin Department of Natural Resources has imposed closure requirements on the North College Avenue Site, which the City substantially closed during 2000. The City has accrued $350,000 in the government-wide financial statement, as part of general liability claims for landfill closure related to the three sites. $150,000 of these costs is meant to bring closure to the Hartung Quarry by constructing a sledding hill and additional landscaping. The City spent $27,000 in post-closure care of solid waste landfills during 2012. Future costs at the Hawley Road landfill are estimated to be $200,000. Actual costs may be higher due to inflation, changes in technology, or changes in regulations.

Intergovernmental grants

Intergovernmental awards received by the City are subject to audit and adjustment by the funding agency or their representatives. If grant revenues are received for expenditures, which are subsequently disallowed, the City may be required to repay the revenues to the funding agency. In the opinion of management, liabilities resulting from such disallowed expenditures, if any, will not be material to the accompanying financial statements at December 31, 2012.

Commitments

The following is a list of encumbrances by function at December 31, 2012:

	General Fund	Capital Projects	Water Works	Total
		(Thousands of Dollars)		
General government	$ 13,400	$ 13	$ -	$ 13,413
Conservation and development	348	11,138	-	11,486
Health	426	-	-	426
Library	276	451	-	727
Public safety	3,462	3,894	-	7,356
Public works	2,800	-	-	2,800
Infrastructures	-	19,725	5,394	25,119
Total	$ 20,712	$ 35,221	$ 5,394	$ 61,327

14. SUBSEQUENT EVENTS

On May 01, 2013, the City requested an advance of $178,235.00 from PNC Bank for the purpose of financing various public improvement projects. The maturity date is April 25th, 2016.

On May 06, 2013, the City requested an advance of $4,950,437.00 from PNC Bank for the purpose of financing various public improvement projects and refunding MPS debt. The maturity date is April 25th, 2016.

On May 15, 2013, the City issued $100,000,000 of general obligation cash flow promissory notes financing the City's operating budget until the receipt of State shared revenues. These notes mature on December 5, 2013 with interest.

On May 15, 2013, the City issued $76,285,000.00 of general obligation promissory notes for the purpose of financing various public improvement projects and refunding debt of the City. These notes mature on May 15 of each year beginning 2014 until 2023. Interest is payable on May 15 and November 15 commencing November 15, 2013.

On May 15, 2013, the City issued $15,320,000.00 of general obligation corporate purpose bonds for the purpose of financing various public improvement projects and refunding debt of the City. These bonds mature on May 15 of each year beginning 2024 until 2030. Interest is payable on May 15 and November 15 commencing November 15, 2013.

On June 26, 2013, the City Issued 37,000,000.00 of Sewerage System Revenue Bonds for the purpose of financing the costs of improvements to the City's Sewerage System and refunding Sewer Maintenance debt. These bonds mature on June 1 of each year beginning 2014 until 2033. Interest is payable on June 1 and December 1, beginning December 1, 2013.

On July 18, 2013, the City Issued 61,900,000.00 of general obligation promissory notes for the purpose of allowing the City to annually advance its contribution to the Employes' Retirement System of the City. These notes mature on February 1 and August 1 of each year beginning 2014 until 2018. Interest is payable on May 15 and November 15 commencing November 15, 2013.

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REQUIRED SUPPLEMENTARY INFORMATION

CITY OF MILWAUKEE

Exhibit E-1

REQUIRED SUPPLEMENTARY INFORMATION

BUDGETARY COMPARISON SCHEDULE - GENERAL FUND

FOR THE YEAR ENDED DECEMBER 31, 2012

(Thousands of Dollars)

	Budgeted Amounts		Actual - Amounts Budgetary Basis	Variance Positive (Negative)
	Original Budget	Final Budget		
Revenues:				
Property taxes	$ 178,247	$ 178,247	$ 167,927	$ (10,320)
Other taxes	4,247	4,247	3,363	(884)
Licenses and permits	12,648	12,648	14,410	1,762
Intergovernmental	259,501	259,504	260,141	637
Charges for services	99,991	100,491	108,190	7,699
Fines and forfeits	5,304	5,304	5,042	(262)
Other	14,374	14,374	23,483	9,109
Total Revenues	574,312	574,815	582,556	7,741
Expenditures:				
Current:				
General government	234,715	226,972	208,013	18,959
Public safety	258,770	265,988	265,900	88
Public works	97,341	95,028	93,421	1,607
Health	9,454	9,231	8,656	575
Culture and recreation	16,651	16,495	15,912	583
Conservation and development	4,180	4,347	4,320	27
Total Expenditures	621,111	618,061	596,222	21,839
Deficiency of Revenues over Expenditures	(46,799)	(43,246)	(13,666)	29,580
Other Financing Sources (Uses):				
General obligation bonds and notes issued	-	2,000	102,000	100,000
Transfers in	34,011	35,404	48,282	12,878
Transfers out	-	-	(102,119)	(102,119)
Contributions received	30,751	30,831	21,826	(9,005)
Contributions used	(31,969)	(31,911)	(22,519)	9,392
Use of fund balance - reserved for tax stabilization	13,767	13,767	13,767	-
Total Other Financing Sources and Uses	46,560	50,091	61,237	11,146
Net Change in Fund Balance	(239)	6,845	47,571	40,726
Fund Balance - Beginning (Excludes Reserved for Tax Stabilization)	58,219	58,219	58,219	-
Fund Balance - Ending	**$ 57,980**	**$ 65,064**	**$ 105,790**	**$ 40,726**

Explanation of Differences of Budget to GAAP:

For budget purposes, the fund balance - reserved for tax stabilization is reflected as other financing sources whereas for accounting purposes, it is reflected as part of fund balance. The difference between the fund balance on a GAAP basis compared with budget basis is $13.767 million at January 1, 2012.

Contributions received and used for budget purposes are reported as other financing sources, but for GAAP are considered to be revenues and expenditures.

See accompanying independent auditors' report.

CITY OF MILWAUKEE
REQUIRED SUPPLEMENTARY INFORMATION
SCHEDULE OF FUNDING PROGRESS
FOR THE YEAR ENDED DECEMBER 31, 2012
(unaudited)

Exhibit E-2

Retiree Health and Life Insurance

Actuarial Valuation Date	Actuarial Value of Assets	Actuarial Accrued Liability (AAL) - Projected Unit Credit	Unfunded AAL (UAAL)	Funded Ratio	Covered Payroll	UAAL as a Percentage of Covered Payroll
1/1/2010	-	1,007,573,100	1,007,573,100	0.0%	413,647,606	243.6%
1/1/2011	-	916,383,400	916,383,400	0.0%	407,839,733	224.7%
1/1/2012	-	946,857,500	946,857,500	0.0%	409,571,707	231.2%

See accompanying independent auditors' report.

Budgets and Budgetary Accounting

City departments are required to submit their annual budget requests for the ensuing year to the Mayor by the second Tuesday in May. The Department of Administration, Division of Budget and Management Analysis, acting as staff for the Mayor, reviews the request in detail with the departments during June and July. After all of the requests have been reviewed, the Mayor submits his proposed Executive Budget to the Common Council. The City Charter requires that this be done on or before September 28. The Common Council must complete its review and adopt the budget on or before November 14. Once adopted, Common Council approval is required to amend the total appropriations by a department, the legal level of control for each budget. During the year, various amendments were made to the budget including carryovers of appropriations and encumbrances, and internal transfers.

Annual budgets are legally adopted by the Common Council for some but not all governmental funds. Annual budgets are not adopted for Special Revenue Fund - Delinquent Tax, Debt Service Fund - Public Debt Amortization and Capital Projects Funds. The Debt Service Fund - General Obligation Debt uses a non-appropriated budget. Budgets for Capital Projects Funds are prepared for the project life, rather than for the standard current fiscal year. Therefore, project appropriations for these budgets lapse at the conclusion of the project. All other appropriations lapse at the end of the current fiscal year. Governmental funds for which annual budgets have been adopted are included in the accompanying Required Supplementary Information Budgetary Comparison Schedule and in the Schedule of Revenues, Expenditures and Changes in Fund Balances - Budget and Actual.

Schedule of Funding Progress – Actuarial Methods and Assumptions

Valuation date	January 1, 2012
Actuarial cost method	Projected unit credit
Amortization method	Level percentage of pay
Amortization period	30 years (open)
Actuarial assumptions:	
Investment rate of return	4.5%
Projected salary increases	3.5%
Health care inflation rate	8.5% per year graded down to 4.5% per year ultimate trend in 0.5% increments.

REMAINDER OF FINANCIAL SECTION
Combined and Individual Fund Statements and Schedules
Miscellaneous Financial Data

STATISTICAL SECTION

Pages 101-160 Omitted

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APPENDIX B

Draft Form of Legal Opinions

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May 16, 2014

The City Comptroller and the Commissioners
of the Public Debt of the City of Milwaukee,
Wisconsin

We have examined a record of proceedings relating to the issuance of $110,000,000 aggregate principal amount of General Obligation Cash Flow Promissory Notes, Series 2014 R1 (the "Notes") of the City of Milwaukee (the "City"), a municipal corporation of the State of Wisconsin. The Notes are authorized and issued pursuant to the provisions of Chapter 65 and Chapter 67 of the Wisconsin Statutes and the City Charter and by virtue of a resolution passed by the Common Council of the City on January 22, 2014.

The Notes constitute an issue of "promissory notes" under Section 67.12(12) of the Wisconsin Statutes, are issuable in fully registered form in the denominations of $5,000 or any integral multiple thereof. The Notes are dated as of May 16, 2014, mature (without option of prior redemption) on December 23, 2014 and bear interest from their date payable at maturity. The Notes bear interest at the rate of one percent (1.00%) per annum.

In our opinion, the Notes are valid and legally binding general obligations of the City, and the City has power and is obligated to levy ad valorem taxes upon all the taxable property within the City for the payment of the Notes and the interest thereon, without limitation as to rate or amount. The enforceability of rights or remedies with respect to the Notes, however, may be limited by bankruptcy, insolvency or other laws affecting creditors' rights and remedies heretofore or hereafter enacted.

We are further of the opinion that, under existing law, interest on the Notes is not includable in the gross income of the owners thereof for Federal income tax purposes. If there is continuing compliance with the applicable requirements of the Internal Revenue Code of 1986 (the "Code"), we are of the opinion that interest on the Notes will continue to be excluded from the gross income of the owners thereof for Federal income tax purposes. We are further of the opinion that the Notes are not "private activity bonds" within the meaning of Section 141(a) of the Code; accordingly, interest on the Notes is not an item of tax preference for purposes of computing individual or corporate alternative minimum taxable income. Interest on the Notes, however, is includable in earnings and profits of a corporation and therefore must be taken into account when computing corporate alternative minimum taxable income for purposes of the corporate alternative minimum tax.

The Code contains certain requirements that must be satisfied from and after the date hereof in order to preserve the exclusion from gross income for Federal income tax purposes of interest on the Notes. These requirements relate to the use and investment of the proceeds of the Notes, the payment of certain amounts to the United States, the security and source of payment of the Notes and the use of the property financed with the proceeds of the Notes. The City has covenanted to comply with these requirements.

Interest on the Notes is not exempt from Wisconsin income taxes.

Respectfully submitted,

May 16, 2014

The City Comptroller and the Commissioners
of the Public Debt of the City of Milwaukee,
Wisconsin

We have examined a record of proceedings relating to the issuance of $83,645,000 aggregate principal amount of General Obligation Promissory Notes, Series 2014 N2 (the "Notes") of the City of Milwaukee (the "City"), a municipal corporation of the State of Wisconsin. The Notes are authorized and issued pursuant to the provisions of Chapter 65 and Chapter 67 of the Wisconsin Statutes and the City Charter and by virtue of a resolution passed by the Common Council of the City on January 22, 2014.

The Notes constitute an issue of "promissory notes" under Section 67.12(12) of the Wisconsin Statutes, are issuable in fully registered form in the denominations of $5,000 or any integral multiple thereof. The Notes are dated as of May 16, 2014, and bear interest from their date at the rate of five percent (5.00%) per annum, payable on October 1, 2014 and semiannually thereafter on April 1 and October 1 of each year. The Notes mature (without option of prior redemption) on April 1 in each of the following years in the respective principal amount set forth opposite each such year in the following table:

Year	Principal Amount
2015	$24,915,000
2016	12,195,000
2017	7,035,000
2018	6,605,000
2019	6,290,000
2020	6,145,000
2021	5,115,000
2022	5,115,000
2023	5,115,000
2024	5,115,000

In our opinion, the Notes are valid and legally binding general obligations of the City, and the City has power and is obligated to levy ad valorem taxes upon all the taxable property within the City for the payment of the Notes and the interest thereon, without limitation as to rate or amount. The enforceability of rights or remedies with respect to the Notes, however, may be limited by bankruptcy, insolvency or other laws affecting creditors' rights and remedies heretofore or hereafter enacted.

We are further of the opinion that, under existing law, interest on the Notes is not includable in the gross income of the owners thereof for Federal income tax purposes. If there is continuing compliance with the applicable requirements of the Internal Revenue Code of 1986 (the "Code"), we are of the opinion that interest on the Notes will continue to be excluded from the gross income of the owners thereof for Federal income tax purposes. We are further of the opinion that the Notes are not "private activity bonds" within the meaning of Section 141(a) of the Code; accordingly, interest on the Notes is not an item of tax preference for purposes of computing individual or corporate alternative minimum taxable income. Interest on the Notes, however, is includable in earnings and profits of a corporation and therefore must be taken into account when computing corporate alternative minimum taxable income for purposes of the corporate alternative minimum tax.

The Code contains certain requirements that must be satisfied from and after the date hereof in order to preserve the exclusion from gross income for Federal income tax purposes of interest on the Notes. These requirements relate to the use and investment of the proceeds of the Notes, the payment of certain amounts to the United States, the security and source of payment of the Notes and the use of the property financed with the proceeds of the Notes. The City has covenanted to comply with these requirements.

Interest on the Notes is not exempt from Wisconsin income taxes.

Respectfully submitted,

May 16, 2014

The City Comptroller and the Commissioners
of the Public Debt of the City of Milwaukee,
Wisconsin

We have examined a record of proceedings relating to the issuance of $21,500,000 aggregate principal amount of General Obligation Corporate Purpose Bonds, Series 2014 B3 (the "Bonds") of the City of Milwaukee (the "City"), a municipal corporation of the State of Wisconsin. The Bonds are authorized and issued pursuant to the provisions of Chapter 65 and Chapter 67 of the Wisconsin Statutes and the City Charter and by virtue of resolutions passed by the Common Council of the City on January 16, 2009, January 20, 2010, January 19, 2011, December 20, 2011, February 5, 2013, April 9, 2013 and January 22, 2014.

The Bonds constitute an issue of "corporate purpose bonds" under Section 67.05 of the Wisconsin Statutes, are issuable in fully registered form in the denominations of $5,000 or any integral multiple thereof. The Bonds are dated as of May 16, 2014, mature on April 1 in each of the following years in the respective principal amount set forth opposite each such year in the following table, and bear interest from their date, payable on October 1, 2014 and semiannually thereafter on April 1 and October 1 of each year, at the respective rate of interest per annum set forth opposite such year:

Year	Principal Amount	Interest Rate
2025	$4,300,000	4.000%
2026	4,300,000	4.000
2027	4,300,000	3.125
2028	4,300,000	4.000
2029	4,300,000	3.375

The Bonds are subject to redemption prior to maturity at the option of the City, in such principal amounts and from such maturities as the City shall determine and by lot within a single maturity, on April 1, 2024 and on any date thereafter, at a redemption price equal to the principal amount thereof to be redeemed, plus accrued interest thereon to the date fixed for redemption.

In our opinion, the Bonds are valid and legally binding general obligations of the City, and the City has power and is obligated to levy ad valorem taxes upon all the taxable property within the City for the payment of the Bonds and the interest thereon, without limitation as to rate or amount. The enforceability of rights or remedies with respect to the Bonds, however, may be limited by bankruptcy, insolvency or other laws affecting creditors' rights and remedies heretofore or hereafter enacted.

We are further of the opinion that, under existing law, interest on the Bonds is not includable in the gross income of the owners thereof for Federal income tax purposes. If there is continuing compliance with the applicable requirements of the Internal Revenue Code of 1986 (the "Code"), we are of the opinion that interest on the Bonds will continue to be excluded from the gross income of the owners thereof for Federal income tax purposes. We are further of the opinion that the Bonds are not "private activity bonds" within the meaning of Section 141(a) of the Code; accordingly, interest on the Bonds is not an item of tax preference for purposes of computing individual or corporate alternative minimum taxable income. Interest on the Bonds, however, is includable in earnings and profits of a corporation and therefore must be taken into account when computing corporate alternative minimum taxable income for purposes of the corporate alternative minimum tax.

The Code contains certain requirements that must be satisfied from and after the date hereof in order to preserve the exclusion from gross income for Federal income tax purposes of interest on the Bonds. These requirements relate to the use and investment of the proceeds of the Bonds, the payment of certain amounts to the United States, the security and source of payment of the Bonds and the use of the property financed with the proceeds of the Bonds. The City has covenanted to comply with these requirements.

Interest on the Bonds is not exempt from Wisconsin income taxes.

Respectfully submitted,

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APPENDIX C

Form of Continuing Disclosure Certificate

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MASTER CONTINUING DISCLOSURE CERTIFICATE

This Master Continuing Disclosure Certificate (the "Certificate") dated as of December 1, 2010 is executed and delivered in connection with the issuance, from time to time, of municipal securities of the City of Milwaukee, Wisconsin (the "City") and pursuant to resolution 100846 duly adopted by the Common Council of the City on November 23, 2010 (the "Resolution"). Capitalized terms used in this Certificate shall have the respective meanings specified above or in Article I hereof. Pursuant to the Resolution, the City agrees as follows:

ARTICLE I - Definitions

Section 1.1. Definitions. The following capitalized terms used in this Certificate shall have the following respective meanings:

(1) "Annual Financial Information" means, collectively, (i) the financial information and operating data as described in an Addendum Describing Annual Report (Exhibit B); and (ii) information regarding amendments to this Certificate required pursuant to Sections 4.2(c) and (d) of this Certificate.

The descriptions contained in clause (i) above of financial information and operating data constituting Annual Financial Information are of general categories of financial information and operating data. Where such descriptions include information that no longer can be generated because the operations to which it related have been materially changed or discontinued, a new Addendum Describing Annual Report shall be executed describing the information to be provided.

(2) "Audited Financial Statements" means the annual financial statements, if any, of the City, audited by such auditor as shall then be required or permitted by State law or the Resolution. Audited Financial Statements shall be prepared in accordance with GAAP for governmental units as prescribed by GASB; provided, however, that the City may from time to time, if required by federal or State legal requirements, modify the basis upon which its financial statements are prepared. Notice of any such modification, other than modifications prescribed by GASB, shall be provided to the Repository, and shall include a reference to the specific federal or State law or regulation describing such accounting basis.

(3) "Counsel" means a nationally recognized bond counsel or counsel expert in federal securities laws, acceptable to the City.

(4) "GAAP" means generally accepted accounting principles for governmental units as prescribed by GASB.

(5) "GASB" means the Governmental Accounting Standards Board.

(6) "Material Event" means any of the following events with respect to the Offered Obligations, whether relating to the City or otherwise:

(i) principal and interest payment delinquencies;
(ii) non-payment related defaults, if material;
(iii) unscheduled draws on debt service reserves reflecting financial difficulties;
(iv) unscheduled draws on credit enhancements reflecting financial difficulties;
(v) substitution of credit or liquidity providers, or their failure to perform;

(vi) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax-exempt status of the Offered Obligations, or other events affecting the tax-exempt status of the Offered Obligations;

(vii) modifications to rights of Security Holders, if material;

(viii) bond calls, if material;

(ix) defeasances;

(x) release, substitution, or sale of property securing repayment of the Offered Obligations, if material;

(xi) rating changes;

(xii) tender offers;

(xiii) bankruptcy, insolvency, receivership or similar event of the Obligor (as specified in the Addendum Describing Annual Report).

The event is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent or similar officer for the Obligor in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the Obligor, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the Obligor.

(xiv) the consummation of a merger, consolidation, or acquisition involving the Obligor or the sale of substantially all of the assets of the Obligor, other than pursuant to its terms, if material; and

(xv) appointment of a success or additional trustee or the change of name of a trustee, if material.

(7) "Material Event Notice" means notice of a Material Event.

(8) "MSRB" means the Municipal Securities Rulemaking Board established pursuant to the provisions of Section 15B(b)(1) of the Securities Exchange Act of 1934.

(9) "Offered Obligations" means an issue of municipal securities of the City in connection with which the City has executed and delivered a Supplemental Certificate (Exhibit C).

(10) "Official Statement" means the "final official statement" as defined in paragraph (f)(3) of the Rule.

(11) "Repository" means the SID and repository(ies), as designated from time to time by the SEC to receive continuing disclosure filings. The SID, repository(ies), and filing information are set forth in the Addendum Describing Repository and SID (Exhibit A) as may be revised from time to time.

(12) "Rule" means Rule 15c2-12 promulgated by the SEC under the Securities Exchange Act of 1934 (17 CFR Part 240, §240.15c2-12), as in effect on the date of this

Certificate, including any amendments and official interpretations thereof issued either before or after the effective date of this Certificate which are applicable to this Certificate.

(13) "SEC" means the United States Securities and Exchange Commission.

(14) "Security Holders" means the holders from time to time of Offered Obligations.

(15) "SID" means, at any time, a then-existing state information depository, if any, as operated or designated as such by or on behalf of the State for the purposes referred to in the Rule. As of the date of this Certificate, there is no SID.

(16) "State" means the State of Wisconsin.

(17) "Unaudited Financial Statements" means the same as Audited Financial Statements, except the same shall not have been unaudited.

(18) "Underwriters" means the underwriter(s) purchasing an issue of Offered Obligations.

ARTICLE II - The Undertaking

Section 2.1. Purpose. This Certificate shall apply to Offered Obligations, and shall constitute a written undertaking for the benefit of the Security Holders, and is being executed and delivered solely to assist the Underwriters in complying with subsection (b)(5) of the Rule.

Section 2.2. Annual Financial Information. (a) The City shall provide Annual Financial Information for the City with respect to each fiscal year of the City, by no later than nine months after the end of the respective fiscal year, to the Repository.

(b) The City shall provide, in a timely manner, not in excess of ten (10) business days after the occurrence of the event, notice of any failure of the City to provide the Annual Financial Information by the date specified in subsection (a) above to the Repository.

Section 2.3. Audited Financial Statements. If not provided as part of Annual Financial Information by the dates required by Section 2.2(a) hereof, the City shall provide Audited Financial Statements, when and if available, to the Repository.

Section 2.4. Notices of Material Events. (a) If a Material Event occurs, the City shall provide, in a timely manner not in excess of ten (10) business days after the occurrence of the event, a Material Event Notice to the Repository.

(b) Upon any legal defeasance of an Offered Obligation, the City shall provide notice of such defeasance to the Repository, which notice shall state whether the Offered Obligations to be defeased have been defeased to maturity or to redemption and the timing of such maturity or redemption.

Section 2.5. Additional Disclosure Obligations. The City acknowledges and understands that other state and federal laws, including but not limited to the Securities Act of 1933 and SEC Rule 10b-5 promulgated under the Securities Exchange Act of 1934, may apply to the City, and that under some circumstances compliance with this Certificate, without additional disclosures or other action, may not fully discharge all duties and obligations of the City under such laws.

Section 2.6. Additional Information. Nothing in this Certificate shall be deemed to prevent the City from disseminating any other information, using the means of dissemination set forth in this

Certificate or any other means of communication, or including any other information in any Annual Financial Information or Material Event Notice, in addition to that which is required by this Certificate. If the City chooses to include any information in any Annual Financial Information or Material Event Notice in addition to that which is specifically required by this Certificate, the City shall have no obligation under this Certificate to update such information or include it in any future Annual Financial Information or Material Event Notice.

ARTICLE III - Operating Rules

Section 3.1. Reference to Other Documents. It shall be sufficient for purposes of Section 2.2 hereof if the City provides Annual Financial Information by specific reference to documents (i) either (1) provided to the Repository existing at the time of such reference, or (2) filed with the SEC, or (ii) if such a document is an Official Statement, available from the MSRB.

Section 3.2. Submission of Information. Annual Financial Information may be provided in one document or multiple documents, and at one time or in part from time to time.

Section 3.3. Material Event Notices. Each Material Event Notice shall be so captioned and shall prominently state the title, date and CUSIP numbers of the Offered Obligations.

Section 3.4. Transmission of Information and Notices. Transmission of information and notices shall be as prescribed by the SEC and the Repository. The transmission requirements are described in the Addendum Describing Repository.

ARTICLE IV - Termination, Amendment and Enforcement

Section 4.1. Termination. (a) The City's obligations under this Certificate with respect to an Offered Obligation shall terminate upon legal defeasance, prior redemption or payment in full of the Offered Obligation.

(b) This Certificate or any provision hereof, shall be null and void in the event that the City (1) delivers to the City an opinion of Counsel, addressed to the City, to the effect that those portions of the Rule which require the provisions of this Certificate or any of such provisions, do not or no longer apply to the Offered Obligations, whether because such portions of the Rule are invalid, have been repealed, or otherwise, as shall be specified in such opinion, and (2) delivers copies of such opinion to the Repository.

Section 4.2. Amendment. (a) This Certificate may be amended, by written certificate of the Comptroller, without the consent of the Security Holders if all of the following conditions are satisfied: (1) such amendment is made in connection with a change in circumstances that arises from a change in legal (including regulatory) requirements, a change in law (including rules or regulations) or in interpretations thereof, or a change in the identity, nature or status of the City or the type of business conducted thereby; (2) this Certificate as so amended would have complied with the requirements of the Rule as of the date of this Certificate, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances; (3) the City shall have received an opinion of Counsel addressed to the City, to the same effect as set forth in clause (2) above and further to the effect that the amendment does not materially impair the interests of the Security Holders; and (4) the City delivers copies of such opinion and amendment to the Repository.

(b) In addition to subsection (a) above, this Certificate may be amended and any provision of this Certificate may be waived, without the consent of the Security Holders, if all of the following conditions are satisfied: (1) an amendment to the Rule is adopted, or a new or modified official interpretation of the Rule is issued, after the effective date hereof which is applicable to this Certificate;

(2) the City shall have received an opinion of Counsel to the effect that performance by the City under this Certificate as so amended or giving effect to such waiver, as the case may be, will not result in a violation of the Rule; and (3) the City shall have delivered copies of such opinion and amendment to the Repository.

(c) To the extent any amendment to this Certificate results in a change in the types of financial information or operating data provided pursuant to this Certificate, the first Annual Financial Information provided thereafter shall include a narrative explanation of the reasons for the amendment and the impact of the change.

(d) If an amendment is made to the accounting principles to be followed in preparing financial statements, other than changes prescribed by GASB, the Annual Financial Information for the year in which the change is made shall present a comparison between the financial statements or information prepared on the basis of the new accounting principles and those prepared on the basis of the former accounting principles. Such comparison shall include a qualitative and, to the extent reasonably feasible, quantitative discussion of the differences in the accounting principles and the impact of the change in the accounting principles on the presentation of the financial information. Notice of any such amendment shall be provided by the City to the Repository.

Section 4.3. Benefit; Third-Party Beneficiaries; Enforcement. (a) The provisions of this Certificate shall constitute a contract with and inure solely to the benefit of the Security Holders. Beneficial owners of Offered Obligations shall be third-party beneficiaries of this Certificate.

(b) Except as provided in this subparagraph (b), the provisions of this Certificate shall create no rights in any person or entity. The obligations of the City to comply with the provisions of this Certificate shall be enforceable by the Security Holders, including beneficial owners of Offered Obligations. The Security Holders' rights to enforce the provisions of this Certificate shall be limited solely to a right, by action in mandamus or for specific performance, to compel performance of the City's obligations under this Certificate and the Resolution. In consideration of the third-party beneficiary status of beneficial owners of Offered Obligations pursuant to subsection (a) of this Section, beneficial owners shall be deemed to be Security Holders for purposes of this subsection (b).

(c) Any failure by the City to perform in accordance with this Certificate shall not constitute a default under the Resolution and any rights and remedies provided by the Resolution upon the occurrence of a default shall not apply to any such failure.

(d) This Certificate shall be construed and interpreted in accordance with the laws of the State, and any suits and actions arising out of this Certificate shall be instituted in a court of competent jurisdiction in the State; provided, however, that to the extent this Certificate addresses matters of federal securities laws, including the Rule, this Certificate shall be construed in accordance with such federal securities laws and official interpretations thereof.

IN WITNESS WHEREOF, I have hereunto executed this Certificate this 1st day of December, 2010.

CITY OF MILWAUKEE, WISCONSIN

By: _____
Comptroller

ADDENDUM DESCRIBING REPOSITORY AND SID

This Addendum Describing Repository (the "Addendum") is delivered by the City of Milwaukee, Wisconsin (the "Issuer") pursuant to the Master Continuing Disclosure Certificate, executed and delivered by the Issuer and dated December 1, 2010. This Addendum describes the filing information as specified by the Securities and Exchange Commission.

Repositories

In December, 2008, the Securities and Exchange Commission modified Exchange Act Rule 15c2-12 to require that Continuing Disclosure shall be made to the Electronic Municipal Market Access system administered by the MSRB ("EMMA"). Pursuant to that modification, continuing disclosure filings will be provided to the Municipal Securities Rulemaking Board for disclosure on the EMMA system.

Information submitted to the MSRB for disclosure on the EMMA shall be in an electronic format as prescribed by the MSRB. All documents provided to the MSRB shall be accompanied by identifying information as prescribed by the MSRB.

SID (State Information Depository)

None.

IN WITNESS WHEREOF, this Addendum is executed this 1st day of December, 2010.

CITY OF MILWAUKEE, WISCONSIN

By: _____
Comptroller

ADDENDUM DESCRIBING ANNUAL REPORT
FOR GENERAL OBLIGATION DEBT

This Addendum Describing Annual Report for General Obligation Debt (the "Addendum") is delivered by the City of Milwaukee, Wisconsin (the "City") pursuant to the Master Continuing Disclosure Certificate (the "Certificate"), executed and delivered by the Issuer and dated December 1, 2010. This Addendum describes the content of Annual Financial Information prepared with respect to general obligation debt of the Issuer. Capitalized terms that are not defined in this Addendum have the meanings set forth in the Certificate.

Obligor: The City of Milwaukee, Wisconsin

Content of Annual Financial Information for Issuer:

Audited Financial Statements, if available, or Unaudited Financial Statements of the Issuer.

IN WITNESS WHEREOF, this Addendum is executed this 1st day of December, 2010.

CITY OF MILWAUKEE, WISCONSIN

By: _____
Comptroller

WMM:RL

SUPPLEMENTAL CERTIFICATE

This Supplemental Certificate is executed and delivered by the City of Milwaukee, Wisconsin (the "Issuer") to supplement the Master Continuing Disclosure Certificate (the "Certificate"), executed and delivered by the Issuer and dated December 1, 2010. Pursuant to the provisions of the Certificate, the Issuer hereby determines that the Certificate and the Addendum Describing Annual Report, as described below, shall apply to the following issue of obligations:

Name of Obligations:

$110,000,000 General Obligation Cash Flow Promissory Notes, Series 2014 R1
83,645,000 General Obligation Promissory Notes, Series 2014 N2
21,500,000 General Obligation Corporate Purpose Bonds, Series 2014 B3

Addendum Describing Annual Report:

ADDENDUM DESCRIBING ANNUAL REPORT
FOR GENERAL OBLIGATION DEBT

Date of Issues:

May 16, 2014

No Previous Non-Compliance. The Issuer represents that for the period beginning 6 years prior to the date hereof, it has not failed to comply in any material respect with any previous undertaking in a written contract or agreement specified in paragraph (b)(5)(i) of the Rule.

IN WITNESS WHEREOF, this Supplemental Certificate is executed this 16th day of May, 2014.

CITY OF MILWAUKEE, WISCONSIN

By: _____
Comptroller

MM:RL

APPENDIX D

BOOK-ENTRY-ONLY SYSTEM

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BOOK-ENTRY-ONLY SYSTEM

The information in this section concerning The Depository Trust Company ("DTC") and DTC's book-entry-only system has been obtained from DTC, and the City and the Underwriter take no responsibility for the accuracy thereof.

The Depository Trust Company ("*DTC*"), New York, NY, will act as securities depository for the Offered Obligations. The Offered Obligations will be issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered Note certificate will be issued for each maturity of the Offered Obligations, each in the aggregate principal amount of such maturity, and will be deposited with DTC.

DTC, the world's largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a "*banking organization*" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "*clearing corporation*" within the meaning of the New York Uniform Commercial Code, and a "*clearing agency*" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U. S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC's participants ("*Direct Participants*") deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("*DTCC*"). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("*Indirect Participants*"). DTC has a Standard & Poor's rating of AA+. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com and www.dtc.org.

Purchases of Offered Obligations under the DTC system must be made by or through Direct Participants, which will receive a credit for the Offered Obligations on DTC's records. The ownership interest of each actual purchaser of each Note ("*Beneficial Owner*") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Offered Obligations are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in Offered Obligations, except in the event that use of the book-entry system for the Offered Obligations is discontinued.

To facilitate subsequent transfers, all Offered Obligations deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Offered Obligations with DTC and their registration in the name of Cede & Co., or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Offered

Obligations; DTC's records reflect only the identity of the Direct Participants to whose accounts such Securities are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of Securities may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Securities, such as redemptions, tenders, defaults, and proposed amendments to the Security documents. For example, Beneficial Owners of Securities may wish to ascertain that the nominee holding the Securities for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the registrar and request that copies of notices be provided directly to them.

Redemption notices shall be sent to DTC. If less than all of the Offered Obligations within an issue are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to Offered Obligations unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to Issuer as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts Offered Obligations are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Redemption proceeds, distributions, and dividend payments on the Offered Obligations will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from Issuer or Agent, on payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "*street name*," and will be the responsibility of such Participant and not of DTC, Agent, or Issuer, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds, distributions, and dividend payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of Issuer or Agent, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

A Beneficial Owner shall give notice to elect to have its Offered Obligations purchased or tendered, through its Participant, to Agent, and shall effect delivery of such Offered Obligations by causing the Direct Participant to transfer the Participant's interest in the Offered Obligations, on DTC's records, to Agent. The requirement for physical delivery of Offered Obligations in connection with an optional tender or a mandatory purchase will be deemed satisfied when the ownership rights in the Offered Obligations are transferred by Direct Participants on DTC's records and followed by a book-entry credit of tendered Offered Obligations to Agent's DTC account.

DTC may discontinue providing its services as depository with respect to the Offered Obligations at any time by giving reasonable notice to Issuer or Agent. Under such circumstances, in the event that a successor depository is not obtained, Security certificates are required to be printed and delivered.

The City may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In that event, Note or Bond certificates will be printed and delivered to DTC.

The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that Issuer believes to be reliable, but Issuer takes no responsibility for the accuracy thereof.

NEITHER THE CITY, THE PAYING AGENT NOR THE UNDERWRITERS WILL HAVE ANY RESPONSIBILITY OR OBLIGATION TO PARTICIPANTS, TO INDIRECT PARTICIPANTS OR TO ANY BENEFICIAL OWNER WITH RESPECT TO (1) THE ACCURACY OF ANY RECORDS MAINTAINED BY DTC, ANY DTC PARTICIPANT OR ANY INDIRECT PARTICIPANT; (2) THE PAYMENT BY DTC, ANY DTC PARTICIPANT OR ANY INDIRECT PARTICIPANT OF ANY AMOUNT WITH RESPECT TO THE PRINCIPAL OF, PREMIUM, IF ANY, OR INTEREST ON THE OFFERED OBLIGATIONS; (3) ANY NOTICE WHICH IS PERMITTED OR REQUIRED TO BE GIVEN TO HOLDERS OF THE OFFERED OBLIGATIONS; (4) ANY CONSENT GIVEN BY DTC OR OTHER ACTION TAKEN BY DTC AS THE HOLDER OF THE OFFERED OBLIGATIONS; OR (5) THE SELECTION BY DTC, ANY DTC PARTICIPANT OR ANY INDIRECT PARTICIPANT OF ANY BENEFICIAL OWNER TO RECEIVE PAYMENT IN THE EVENT OF A PARTIAL REDEMPTION OF OFFERED OBLIGATIONS.

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