

PRELIMINARY OFFICIAL STATEMENT DATED FEBRUARY 28, 2007

2/28/07
DRAFT

**NEW ISSUE
BOOK ENTRY ONLY**

RATINGS:

Fitch Moody's Standard & Poor's
"Applied For" "Applied For" "Applied For"

(See "RATINGS" herein)

In the opinion of Katten Muchin Rosenman LLP, and of Hurtado, S.C. Bond Counsel, under existing law, if there is continuing compliance with certain requirements of the Internal Revenue Code of 1986, interest on the Notes, will not be includable in gross income for federal income tax purposes. The Notes 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 Notes 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 Notes is not exempt from Wisconsin income taxes.

CITY OF MILWAUKEE, WISCONSIN

**\$66,000,000* GENERAL OBLIGATION CASH FLOW PROMISSORY NOTES,
SERIES 2007 R2**

The General Obligation Cash Flow Promissory Notes, Series 2007 R2 (the "Notes") are direct general obligations of the City of Milwaukee, Wisconsin (the "City" and the "State", respectively), payable from taxes levied on all taxable property within the City, subject to taxation by the City, without limitation as to rate or amount and are being issued for the purpose of financing various public improvement projects and fiscal requirements of the City.

The Notes will be dated the Expected Date of Delivery (March 27, 2007) and will be payable on March 27, 2008. The Notes 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 shared revenue payments. Interest on the Notes shall be payable at maturity. The Notes are not subject to optional redemption.

<u>Amount*</u>	<u>Interest Rate</u>	<u>Yield</u>
\$66,000,000		

The Notes have been offered for sale by competitive bid in accordance with the Official Notice of Sale dated February 28, 2007 and are being issued subject to the legal opinion of Katten Muchin Rosenman LLP, Chicago, Illinois, and of Hurtado, S.C., Wauwatosa, Wisconsin, Bond Counsel to the City, and other conditions specified in the Official Notice of Sale. Delivery of the Notes will be on or about March 27, 2007 (the "Expected Date of Delivery") in New York, New York.

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

For Further Information Contact:

W. Martin Morics, City Comptroller and Secretary to Public Debt Commission
City Hall, Room 404, 200 East Wells Street - Milwaukee, WI 53202 - Phone (414) 286-3321

**Subject to change in accordance with the Official Notice of Sale.*

**ELECTRONIC BIDS FOR THE NOTES WILL BE RECEIVED
UNTIL 10:00 A.M. (CENTRAL TIME) ON TUESDAY, MARCH 6, 2007**

This is a Preliminary Official Statement, subject to correction and change. The City has authorized the distribution of the Preliminary Official Statement to prospective purchasers and others. Upon the sale of the Notes, the City will complete, adopt and deliver a Final Official Statement substantially in this form.

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:

\$66,000,000* General Obligation Cash Flow Promissory Notes, Series 2007 R2 (the “Notes”)

The following summary statement is furnished solely to provide limited introductory information regarding the City’s Notes, 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

Issuer:	City of Milwaukee, Wisconsin.
Issue:	\$66,000,000* General Obligation Cash Flow Promissory Notes, Series 2007 R2.
Dated Date:	The Expected Date of Delivery.
Maturity:	March 27, 2008.
Principal:	\$66,000,000*
Interest Payment Dates:	Payable at maturity; calculated on the basis of 30-day months and a 360-day year, term of 360 days assuming a March 27, 2007 delivery date.
Denominations:	\$5,000 or integral multiples thereof.
Purpose:	The Notes 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 Notes 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 Notes. 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 CFNs and which are not otherwise pledged or assigned. (See “The Notes - SECURITY FOR THE NOTES” herein).
Authority for Issuance:	The Common Council of the City has authorized the issuance and sale of the Notes in accordance with the provisions of Chapters 65 and 67, including particularly Section 67.12(12) of the Wisconsin Statutes.
Form of Issuance:	The 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 (the “Code”), Bond Counsel 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. Bond Counsel 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. However,

interest on the Notes 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 Notes is not exempt from Wisconsin income taxes. (See "TAX MATTERS" herein).

- Redemption Feature: The Notes are not subject to **optional** redemption prior to maturity.
- Official Statement: The City will provide the original purchaser of the Notes with up to 50 copies of this Official Statement within seven business days following the award of the Notes.
- Professionals:
- | | |
|--------------------|---|
| Bond Counsel: | Katten Muchin Rosenman LLP
Chicago, Illinois |
| | Hurtado, S.C.
Wauwatosa, Wisconsin |
| Financial Advisor: | Robert W. Baird & Co.
Milwaukee, Wisconsin |
| | Bagley Financial Corp.
Detroit, Michigan |
| Fiscal Agent: | J.P. Morgan Chase
New York, New York |
- Delivery: Delivery of the Notes will be on or about March 27, 2007 at the expense of the City, through the facilities of The Depository Trust Company, New York, New York.
- Reoffering: The public reoffering price(s) or yield(s) of the Notes are set forth on the inside front cover page of the 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 Notes the City will provide an executed copy of its Continuing Disclosure Certificate. (See "RULE 15c2-12" herein).

**Subject to change in accordance with the Official Notice of Sale.*

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THE NOTES

AUTHORITY AND PURPOSE

The Common Council of the City has authorized the issuance and sale of the General Obligation Cash Flow Promissory Notes, Series 2007 R2 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 December 12, 2006 in accordance with the provisions of Chapters 67.12(12) of the Wisconsin Statutes.

SECURITY FOR THE NOTES

The Notes 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 Notes.

Under and by virtue of Sections 67.05(10) and 67.12(12), 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 Notes 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 in an amount sufficient, with interest thereon, to pay, when due, the principal of and interest on the Notes. 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 Notes.

The City has also covenanted to deposit by December 31, 2007, with the City's fiscal agent, segregated State Aid Payments in an amount sufficient, with interest thereon, to pay, when due, the principal of and interest on the Notes.

STATUTORY BORROWING LIMITATION

Wisconsin Statutes limit direct general obligation debt the City may issue. The Notes are within these limitations. (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 (MPS) 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 as a subset of the State Investment Fund (the "Fund"). The Local Government Investment Pool 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 Local Government Investment Pool portion of the Fund is additionally secured as to credit risk.

The Local Government Investment Pool is a local option City depository. The City utilizes the Local Government Investment Pool in a manner similar to a "money market" account. When other investment options provide more favorable results, such options are utilized. December 31, 2006, the City had approximately 15.132% (\$97,911,638.86) of its and MPS's investments deposited in the Local Government Investment Pool.

SWIB invests the assets of the Fund, which includes assets of the Local Government Investment Pool. 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. Because of 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 of Milwaukee, Wisconsin (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 590,370 and is the principal trade, service and financial center of southeastern Wisconsin. The surrounding Standard Consolidated Metropolitan Statistical Area (SCMSA) consisting of Milwaukee, Waukesha, Washington, Ozaukee, and Racine Counties, has a population of nearly 1.6 million. This SCMSA is the 24th largest metropolitan area in the United States of America.

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

(initial year in office follows name)

Mayor	Tom Barrett	(2004)
City Attorney	Grant F. Langley	(1984)
City Comptroller	W. Martin Morics	(1992)
City Treasurer	Wayne F. Whittow	(1976)

COMMON COUNCIL

Ashanti Hamilton	(2004)	Robert W. Puente	(2004)
Joe Davis, Sr.	(2003)	Michael J. Murphy	(1989)
Michael S. D'Amato	(1996)	Joseph A. Dudzik	(2002)
Robert J. Bauman	(2004)	James N. Witkowiak	(2004)
James A. Bohl, Jr.	(2000)	Terry L. Witkowski	(2003)
Michael McGee, Jr.	(2004)	T. Anthony Zielinski	(2004)
Willie C. Wade	(2003)	Willie L. Hines, Jr.	(1996)
Robert G. Donovan	(2000)		

The terms of all the above elected positions expire in April, 2008.

PUBLIC SERVICES AND FACILITIES

The City, employing approximately 7,263 people (some in a seasonal capacity), 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 directly borrow using 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 Milwaukee Public School purpose debt to be issued by the City. The remaining governmental units cited each retain the statutory authority to issue general obligation debt.

Two special purpose governmental units exist with the ability to issue debt and tax on a limited revenue basis. The first is the Southeastern Wisconsin Professional Baseball District (the "District"), a public entity created by State legislation encompassing five southeastern Wisconsin counties, 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 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 sold to finance acquisition and installation of facility equipment, scoreboards, etc.

The second special purpose governmental unit is the Wisconsin Center District, which oversees construction/operation of the Midwest Airlines Center, Milwaukee's major convention complex. This complex also includes the existing US Cellular Arena and the Milwaukee Auditorium facilities, formerly known as "MECCA". The Midwest Airlines Center was financed by \$185 million of revenue bonds backed by dedicated sales tax revenues from the lodging, restaurant, and vehicle rental areas. Phase one of the Midwest Airlines Center was completed during 1998. Phase two was completed in 1999. In 2001, \$30 million of Bonds were issued to renovate the Milwaukee Auditorium.

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

May 4, 2001, marked the unveiling of phase one of Milwaukee Art Museum's new expansion and renovation, which combines art, dramatic architecture and landscape design. The new 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 College and the Milwaukee School of Engineering.

EMPLOYEE RELATIONS

Approximately 6,070 of the City's full-time employees are members of bargaining units represented by unions. Labor agreements are in place through December 31, 2006 with 18 unions representing approximately all but 300 of the City's represented employees.

GENERAL, DEMOGRAPHIC AND ECONOMIC INFORMATION

GENERAL

The City, with a population of 590,370, represents approximately 40 percent of the population of the greater metropolitan area. Based on the last U.S. Census, population in the four county retail trade area surrounding Milwaukee is 1,512,400 and represents 28% of the population of the State of Wisconsin. Over 74 percent of metropolitan Milwaukee's population is comprised of residents within the working ages of 18 and older. Forty-eight percent of the Milwaukee SMSA (Milwaukee, Washington, Waukesha and Ozaukee Counties) residents are under the age of 35.

CITY OF MILWAUKEE SELECTED ECONOMIC DATA

<u>Year</u>	<u>Population</u>	<u>Adjusted Gross Income Per Return</u>
2006	590,370	N/A
2005	592,765	\$30,988
2004	593,920	29,922
2003	595,245	29,402
2002	595,958	28,694
2001	595,508	29,056
2000	596,974	28,834

Sources: Wisconsin Department of Administration, Demographic Service Center and the Wisconsin Department of Revenue, Division of Research and Analysis.

BUILDING PERMITS

Another indicator of economic growth is the activity in the building industry. The following table indicates building permit activity during the period 2002 through December 2006.

General Total

<u>Year</u>	<u>Value</u>	<u>Permits Issued</u>
2002	\$337,028,003	2,756
2003	334,954,154	2,884
2004	294,811,125	2,784
2005	529,251,733	2,599
2006	424,763,947	2,655

Residential Building

<u>Year</u>	<u>Single Family</u>		<u>Multi-Family</u>		<u>Total</u>		<u>Permits Issued</u>
	<u>Value</u>	<u># Of Units</u>	<u>Value</u>	<u># Of Units</u>	<u>Value</u>	<u># Of Units</u>	
2002	\$18,726,773	135	\$53,525,650	562	\$72,252,423	697	172
2003	20,069,077	159	91,792,191	666	111,861,268	825	187
2004	29,896,986	194	48,346,002	553	78,242,988	747	244
2005	33,751,976	193	113,713,239	500	147,465,215	693	231
2006	25,146,380	162	95,804,142	27	120,950,522	681	189

Commercial Building

<u>Year</u>	<u>Value</u>	<u>Permits Issued</u>
2002	\$87,778,047	89
2003	61,824,799	96
2004	63,485,441	89
2005	166,425,515	106
2006	134,084,138	113

Public Building

<u>Year</u>	<u>Value</u>	<u>Permits Issued</u>
2002	\$24,122,613	159
2003	54,241,508	202
2004	34,176,914	95
2005	51,889,921	49
2006	38,009,733	243

Alterations and Additions

<u>Year</u>	<u>Value</u>	<u>Permits Issued</u>
2002	152,874,920	2,336
2003	107,026,579	2,399
2004	118,905,782	2,356
2005	163,471,082	2,213
2006	131,719,554	2,110

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 which 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.

Employer	2005 Employment Estimates ⁽¹⁾	Type of Business or Service
Aurora Health Care	14,247	Health Care
U.S. Government (Includes Zablocki V.A. Medical Center)	10,800	Government
Covenant Health Care	9,100	Health Care
City of Milwaukee	7,306	Government
Milwaukee Public Schools	7,137	Education
M&I Marshall & Ilsley	6,729	Holding company banking/finance and data services
Columbia-St. Mary's	5,749	Health Care
Northwestern Mutual Life	4,687	Insurance
University of Wisconsin-Milwaukee	4,307	Education
Medical College of Wisconsin	4,052	Medical school/academic/health care
Rockwell Automation (formerly Allen-Bradley)	3,800	Manufacturer, electrical/electronic products
Froedert Memorial Lutheran Hospital	3,720	Health Care
Harley-Davidson Motor Company	3,611	Manufacturer, motorcycles
US Bank (formerly Firststar Corporation)	3,350	Finance, banking
WE Energies	3,300	Electric/natural gas utility
SBC Communications (Ameritech Corporation)	2,766	Communications
Milwaukee County	2,638	Government
Briggs and Stratton	2,600	Manufacturer, small engines, automotive locks & keys
Children's Hospital of Wisconsin	2,500	Health care
Assurant Health Care ⁽²⁾	2,083	Health care
Marquette University	1,843	Higher Education
Miller Brewing Company	1,800	Manufacturer of beer and aluminum containers
Johnson Controls, Inc.	1,786	Manufacturer, of electronic control systems, automobile interior modules
Journal Communications	1,700	Publishing, printing and broadcasting
Delphi Automotive Systems (General Motors)	1,500	Manufacturer, automotive electronic engine control modules, catalytic converters, and automotive

⁽¹⁾ Reflects full-time equivalent employees (FTEs).

Source: The 2006 Business Journal, 2005 Wisconsin Manufacturers and Business Service Directories and employer surveys February-March 2006.

EMPLOYMENT AND INDUSTRY

During 2006, the City's unemployment rate averaged approximately 7.2%. Presented below are unemployment rates for the City of Milwaukee, as compared to the State of Wisconsin and the United States for the period 2002 through December 2006. The information below reflects revisions, corrections, and new inputs from the 2000 census, including the application of the changes to the prior years shown. For further information on the changes, please contact the U.S. Bureau of Labor Statistics, or visit their website at <http://www.bls.gov>.

ANNUAL UNEMPLOYMENT RATES

<u>Year</u>	<u>City of Milwaukee</u>	<u>Milwaukee - Waukesha Metropolitan Area</u>	<u>State of Wisconsin</u>	<u>United States</u>
2006	7.2% ⁽¹⁾	5.0% ⁽¹⁾	4.7% ⁽¹⁾	4.6% ⁽¹⁾
2005	7.3	5.0	4.7	5.1
2004	7.7	5.4	4.9	5.5
2003	8.7	6.1	5.6	6.0
2002	8.3	5.8	5.3	5.8

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

⁽¹⁾ Estimated from monthly data from U.S. Department of Labor, Bureau of Labor Statistics.

RECENT MONTHLY UNEMPLOYMENT RATES

(Not Seasonally Adjusted)

<u>Month</u>	<u>City of Milwaukee</u>	<u>Milwaukee - Waukesha Metropolitan Area</u>	<u>State of Wisconsin</u>	<u>United States</u>
December 2006	6.5%	4.6%	4.5%	4.3%

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. The service sector (service, finance, insurance, real estate and retail trade) employs over 69 percent of the workforce. Manufacturing firms employ 17 percent of the work force. 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.

County of Milwaukee
Establishments and Employment by Industry Group
2004 - 3rd Quarter

<u>NAICS Description</u>	<u>Number of Establishments</u>	<u>Total Average Employment</u>
Utilities	34	1,731
Construction	1,423	13,188
Manufacturing	1,316	63,060
Wholesale Trade	1,576	19,390
Retail Trade	2,550	46,167
Transportation And Warehousing	698	22,082
Finance And Insurance	1,310	30,750
Real Estate And Rental And Leasing	863	7,365
Professional And Technical Services	2,405	23,007
Management Of Companies And Enterprises	202	13,634
Administrative And Waste Services	1,202	38,223
Educational Services	523	32,059
Health Care And Social Assistance	2,665	81,469
Arts, Entertainment, And Recreation	262	8,673
Accommodation And Food Services	1,735	35,922
Other Services, Ex. Public Admin	2,678	15,781
Public Administration	107	22,825
Not Classified	353	12,303
 Total	 21,902	 487,629
 All Government	 409	 51,656
Private Sector	21,493	435,973

Source: Wisconsin Department of Workforce Development

TEN LARGEST TAXPAYERS WITH 2006 ASSESSED VALUATIONS

US Bank Corporation	\$231,049,930
Northwestern Mutual Life Ins.	172,345,420
Metropolitan Associates	107,791,600
NNN 411 East Wisconsin LLC	97,877,000
Marcus Corp/Milw City Center/Pfister	97,491,970
Towne Realty	94,773,970
M & I Marshall & Ilsley Bank/Metavante Corp	80,462,090
Crichton-Hauck/Shoreline/Juneau Village	73,276,400
Miller Brewing	68,405,190
100 E. Wisconsin Ave Joint Venture	59,035,950

Source: City of Milwaukee, Assessor's Office February 2006.

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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. Such debt margins, as of March 1, 2007, are calculated upon the 2006 City equalized valuation for 2006 purposes of \$30,226,985,500. After issuance of the Notes, the available five percent debt margin for City borrowing will be \$750,873,962 or 49.7% (\$816,475,313 or 54.0% if the \$66 million Cash Flow Notes, issued in April 2006 are excluded) remaining for future debt issuance. The available two percent debt margin for school purpose borrowing is \$604,539,710, or 97.6% remaining for future debt issuance.

DEBT MARGIN (Includes the Notes)

Equalized Value of Taxable Property in the City		\$30,226,985,500
Legal Debt Limitation for City Borrowing		
5% of Equalized Value		\$1,511,349,275
General Obligation Debt Outstanding subject to 5% Limit as of 03/01/07	744,873,962	
Plus: GO CFNs	66,000,000*	
Less: Provision for current year maturities	(50,000,000)	
Net General Obligation Debt Outstanding subject to the 5% Limit as of 03/01/07		\$760,873,962
Total Debt Margin for City Borrowing (in Dollars)		\$750,475,313
(As a percentage)		49.7%
(As a percentage excluding Cash Flow Notes)		54.0%
Legal Debt Limitation for School Purpose Borrowing		
2% of Equalized Value		\$ 604,539,710
General Obligation Debt Outstanding subject to 2% Limit as of 03/01/07	\$14,774,150	
Less: Provision for current year maturities	-	
Net General Obligation Debt Outstanding subject to the 2% Limit as of 03/01/07		\$14,774,150
Total Debt Margin for School Purpose Borrowing (in Dollars)		\$589,765,560
(As a percentage)		97.6%

*Preliminary-Subject to change in accordance with the Official Notice of Sale.

DEBT REFUNDED

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

\$26,035,000 General Obligation Refunding Bonds, Series of 2001-A, dated July 1, 2001, for the purpose of refunding additional portions of four general obligation bond issues, with a final escrow payment in 2009, and Associated Trust Company, National Association as escrow trustee.

\$159,985,000, General Obligation Refunding Bonds, Series of 2002-A, dated October 15, 2002, for the purpose of refunding portions of seventeen general obligation issues, with a final escrow payment in 2011, and Bank of New York as escrow trustee.

\$45,240,000 General Obligation Refunding Bonds, Series 2005 A5, dated June 7, 2005, for the purpose of refunding portions of seven general obligation issues, with a final escrow payment in 2012, with Associated Trust Company, National Association as escrow trustee.

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

ANALYSIS OF GENERAL OBLIGATION DEBT OUTSTANDING AS OF MARCH 1, 2007

Tax Increment Districts	\$143,403,112
Public Buildings	142,913,112
Schools (5% City Borrowing)	102,442,701
Schools (2% School Purpose Borrowing)	14,774,150
Streets	83,859,607
Sewers	79,155,077
Police	43,073,039
Finance Real & Personal Property Tax Rec	13,925,128
Water	22,620,601
Blight Elimination/Urban Renewal	20,574,789
Bridges	19,332,011
Local Improvement Projects/Special Asses.	17,558,584
Fire	16,986,879
Parking	11,660,805
Library	8,650,103
Playground/Rec Facilities	7,323,915
FMIS Replacement	4,593,000
Harbor	4,005,462
Municipal Expenses	2,085,000
Grant & Aid Improvements City Share	414,175
Economic Development	129,440
Industrial Land Bank	90,736
Milwaukee Exposition and Conv Center	35,366
Resource Recovery	29,515
Lakefront Development	11,349
Total	<u><u>\$759,648,112</u></u>

GENERAL OBLIGATION DEBT SERVICE REQUIREMENTS

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

	Service as of 3/1/2007 ⁽¹⁾	Series 2007 R2 ⁽²⁾	Total Requirements After Issuance
2007	\$62,590,531	\$69,300,000	\$131,890,531
2008	137,024,843	—	137,024,843
2009	102,121,590	—	102,121,590
2010	94,221,732	—	94,221,732
2011	85,423,796	—	85,423,796
2012	77,553,000	—	77,553,000
2013	70,205,615	—	70,205,615
2014	65,248,666	—	65,248,666
2015	58,492,923	—	58,492,923
2016	52,598,921	—	52,598,921
2017	45,022,321	—	45,022,321
2018	38,080,483	—	38,080,483
2019	31,341,113	—	31,341,113
2020	26,562,592	—	26,562,592
2021	25,788,359	—	25,788,359
2022	18,693,087	—	18,693,087
2023	14,293,542	—	14,293,542
2024	5,695,630	—	5,695,630
2025	5,098,361	—	5,098,361
	\$1,016,057,105	\$69,300,000	\$1,085,357,105

(1) Assumes the maximum interest rate of 12.0% on \$25,000,000 of variable rate debt (the tax levy requirement).

(2) Assumes and interest rate of 5.0%

TRENDS OF GENERAL OBLIGATION DEBT

The following table indicates the general obligation debt of the City outstanding on December 31st of the year shown.

<u>Dec. 31</u>	<u>General Obligation Debt Outstanding</u> ⁽²⁾	<u>Debt Service Fund Balance</u> ⁽¹⁾		<u>Debt Less Debt Service Fund Balance</u>
		<u>Allocated To Specific Issues</u> ⁽³⁾	<u>Unallocated</u> ⁽⁴⁾	
2000	\$605,239,921	\$9,623,007	\$20,812,993	\$574,803,921
2001	643,382,647	13,391,189	28,745,811	601,245,647
2002 ⁽⁵⁾	659,548,890	14,526,317	3,021,809	642,000,763
2003 ⁽⁵⁾	660,081,448	22,503,385	12,192,196	625,385,866
2004 ⁽⁵⁾	672,642,303	23,707,300	10,625,595	638,259,408
2005 ⁽⁵⁾	710,409,475	21,981,065	11,294,554	677,133,856

- (1) The allocation of the Debt Service Fund balances to specific issues is based upon the debt service due for Tax Incremental Districts, Parking, Special Assessment, Water and Delinquent Tax borrowings as a portion of total debt service. (For further information regarding debt service due for Tax Increment Districts, please see "TAX INCREMENT DISTRICT FINANCING.")
- (2) Includes amounts borrowed for Tax Incremental District Program, Parking Program, financing of special assessments, delinquent taxes and water purposes. See "TRENDS OF SELF SUSTAINING GENERAL OBLIGATION DEBT" on the following page for additional information.
- (3) From Provision for Future Maturities - Principal and Interest.
- (4) From Debt Service Fund Revenues.
- (5) Beginning with 2002, the portion of the Debt Service Fund needed to pay interest on certain self supporting debt has been excluded from the balance.

TRENDS OF SELF-SUSTAINING GENERAL OBLIGATION DEBT

<u>Date</u>	General Obligation Debt Less Debt <u>Service Balance</u> ⁽²⁾	Self-Sustaining General Obligation Debt ⁽¹⁾					Total Self Sustaining <u>Debt</u>	Net General Obligation Debt Less Self- <u>Sustaining Debt</u> ⁽⁶⁾
		<u>TID</u> <u>Program</u> ⁽³⁾	<u>Parking</u> <u>Program</u>	<u>Special</u> <u>Assessments</u> ⁽⁴⁾	<u>Delinquent</u> <u>Taxes</u> ⁽⁵⁾	<u>Water</u>		
12/31/2001	\$614,636,836	\$85,095,889	\$25,557,046	\$23,882,153	\$22,430,000	\$47,857,943	\$204,823,031	\$409,813,805
12/31/2002	656,527,080	92,727,110	22,588,922	21,291,451	22,645,000	42,488,920	201,741,403	454,785,677
12/31/2003	647,889,251	88,436,381	19,635,246	24,837,384	24,190,000	37,808,589	194,907,600	452,981,651
12/31/2004	661,966,708	98,051,013	16,612,840	22,824,289	26,260,000	32,800,701	196,548,843	465,417,865
12/31/2005	699,114,921	118,997,028	13,952,627	20,427,697	26,323,406	27,949,288	207,650,046	491,464,875

- (1) The City defines “Self-Sustaining General Obligation Debt” to include any general obligation debt previously issued whose debt service requirements is currently met with current non-Citywide property tax revenues.
- (2) Unallocated portion only. Allocated Debt Service Fund Balance relates to “Self-Sustaining” Debt categories detailed above.
- (3) See “TAX INCREMENT DISTRICT FINANCING” herein for additional information.
- (4) The Public Debt Commission, as one of its statutory mandates, oversees the portion of the Public Debt Amortization Fund used annually to prepay outstanding debt. The Commissioners of the Public Debt have reserved a portion of this Fund sufficient to make principal and interest payments for all outstanding special assessments purpose debt service to maturity.
- (5) Debt service on securities used to fund delinquent tax is offset completely by remitted delinquent tax payments.
- (6) General Obligation Debt less unallocated Debt Service Balance and less Self-Sustaining Debt on a per capita basis is as follows:

<u>Date</u>	<u>Debt Per Capita</u>
12/31/2001	\$688.17
12/31/2002	763.12
12/31/2003	762.70
12/31/2004	783.64
12/31/2005	829.11

**RATIO OF GENERAL OBLIGATION DEBT
TO EQUALIZED AND ASSESSED VALUES AND TO PER CAPITA
AND PER CAPITA INCOMES**

<u>Date</u>	<u>Population</u> ⁽¹⁾	<u>Net Equalized Valuation</u> ⁽²⁾	<u>Assessed Valuation</u>	<u>Net General Obligation Debt</u> ⁽³⁾	<u>Net General Obligation Debt/Equalized Valuation</u> ⁽⁴⁾	<u>Net General Obligation Debt/Assessed Valuation</u>	<u>Net General Obligation Debt Per Capita</u> ⁽⁴⁾	<u>Per Capita Income</u>	<u>Net G.O. Debt Per Capita/ Per Capita Income</u>
12/31/2002	595,958	\$20,298,387,000	\$19,866,255,215	\$642,000,763	3.16	3.23	\$1,077.26	\$13,420	\$8.03
12/31/2003	595,245	21,730,754,000	21,009,517,241	625,385,866	2.88	2.98	1,050.64	13,680	7.68
12/31/2004	593,920	23,491,773,700	22,772,419,500	638,259,408	2.72	2.80	1,074.66	13,578	8.41
12/31/2005	592,765	26,256,713,800	25,222,149,174	677,133,856	2.58	2.68	1,142.33	N/A	N/A

- (1) The population figures are derived through estimates from the Wisconsin Department of Revenue population used in the distribution of State Shared Revenues.
- (2) Per Wisconsin Department of Revenue, Bureau of Property and Utility Tax.
- (3) See - "TRENDS OF GENERAL OBLIGATION DEBT" herein.
- (4) The Public Debt Amortization Fund may be used to acquire debt prior to maturity. Assuming the year-end unsegregated fund balance had been applied in this manner to debt in 2000 through 2004, the following results would have occurred:

<u>Date</u>	<u>Debt Percentage Of Equalized Value</u>	<u>Direct Debt Per Capita</u>
12/31/2001	2.86%	\$936.33
12/31/2002	2.94	1,002.87
12/31/2003	2.67	976.44
12/31/2004	2.52	998.71
12/31/2005	2.41	1,066.08

**COMPUTATION OF NET DIRECT AND OVERLAPPING DEBT
JANUARY 31, 2007**

Governmental Unit	Debt Outstanding As of March 1, 2007 (Net of 2007 Principal Payments)	Approximate Percentage Applicable	Milwaukee's Share of Debt As of March 1, 2007
City of Milwaukee ⁽¹⁾	\$750,475,313	100.00%	\$750,475,313
Area Board of Vocational, Technical and Adult Education, District No. 9	\$67,035,000	43.61	29,233,964
County of Milwaukee	\$419,243,794	47.52	199,224,651
Milwaukee Metropolitan Sewerage District ⁽²⁾	\$679,660,840	48.55	329,975,338
TOTAL NET DIRECT AND OVERLAPPING DEBT	\$1,916,414,947		\$1,308,909,265

⁽¹⁾ Includes \$126,402,556 general obligation debt outstanding, which financed Milwaukee Public Schools improvements. Excludes 2006 maturities and the \$66 million Cash Flow Notes issued in April 2006.

⁽²⁾ Includes approximately \$347,808,307 of low interest loans from the State of Wisconsin Clean Water Fund, supported by the full faith and credit of the District.

FUTURE FINANCING

Prior to the issuance of the Notes, the City has \$441,728,253 authorized unissued general obligation debt, for various corporate and capital improvement purposes, which can be issued at any time. In addition, the City has \$90 million of authorized unissued revenue anticipation borrowing, a portion of which is being used to issue the Notes. The City is in the process of borrowing up to \$38 million of the authorized unissued debt from the State's Clean Water Fund program, plus another \$22 million to permanently finance the Series 2006 S11 Bonds.

See "FINANCIAL INFORMATION — CITY CAPITAL IMPROVEMENTS PLAN" herein for information on potential future capital needs.

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REVENUE BONDING

The City and City agencies have issued revenue bonds directly and indirectly. Entities which have issued revenue bonds include the Redevelopment Authority and the Housing Authority. Collectively, the bond programs of the Housing and Redevelopment Authorities complement the City financed economic development projects and foster the same development objectives.

Water System Revenue Bonds, Series 1998 — In 1998, the City and the State of Wisconsin entered into a loan agreement 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 31, 2004, the outstanding balance was \$13,745,000.**

Sewerage System Revenue Bonds — In 2001, the City created the Sewerage System with the issuance of \$29,095,000 of Sewerage System Revenue Bonds. As of December 31, 2005, total outstanding Sewerage System Revenue Bonds was \$58,555,000 with a final maturity in 2023.

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 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 not 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 the period 1983 and December 1, 2006 the Housing Authority issued revenue bonds of approximately \$149 million of which approximately \$11 million are still outstanding.

Redevelopment Authority of the City of Milwaukee — The Redevelopment Authority of the City (the “Redevelopment Authority” or the “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 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 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 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 Authority, and do not constitute an indebtedness of the City or a charge against the City’s general credit or taxing power. As of December 31, 2006, the Authority has sold 99 separate issues in the total principal amount of approximately \$935 million. As December 31, 2006 there remained approximately \$608 million outstanding.

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 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 Authority and/or the City.


As of December 31, 2006, the Authority had outstanding: one bond issue with \$595,000 outstanding secured by a lease with the City; two bond issues with \$37,300,000 outstanding that have a Moral Obligation Pledge of the City; and \$298,174,122 in six bond issues for MPS, one secured by a lease, and five secured by loan agreements, 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. These pledges create only financial obligations of the City, or MBSD, which are subject to annual appropriation. The loan agreement with MBSD includes a pledge of certain state aid payable to MBSD.

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

Milwaukee Economic Development Corporation — As of December 31, 2006, the Milwaukee Economic Development Corporation funded loans for 985 small businesses and redevelopment projects utilizing \$202 million to leverage a total of \$1,072 million in investment. 681 loans have been enrolled in the Capital Access Program with covered loan amounts totaling \$29 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 \$13 million as of December 31, 2006.

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"). 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 March 1, 2007, \$143,403,  general obligation bonds for TID purposes was outstanding. Under current laws, tax increments received by the City have been calculated based upon the assessed valuation and the applicable tax levy in the tax increment district. The applicable tax levy includes the public school tax levy rate for Milwaukee Public Schools.

The Redevelopment Authority of the City has approximately \$42 million of debt secured by tax increment revenues. One of those issues, in the approximate amount of \$20 million, 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. In 1996, the Wisconsin Legislature passed a property tax relief measure which increased the portion of statewide school revenues funded by State equalization aid to two-thirds from approximately one-half of all funds' budgets. The 2005 Assessed Tax Rate for Milwaukee Public Schools is \$8.17 per thousand dollars of assessed value, down from \$15.70 in 1995 (amounts are net of the school state tax credit). As a result, tax increment revenues for certain TIDs received by the City have been, and are expected to continue to be, reduced, and therefore have the impact of either increasing the time needed to recover incurred project costs, including future debt service requirements; reducing the funding of active and proposed TIDs; or may require the City to fund TIDs cash flow deficiencies with other City revenues. In connection with the change in the school aid formula, the State Legislature extended the allowable life of all TIDs established before October 1, 1995 from a maximum 23 years to a maximum 27 years to accommodate the lower school property tax rate. 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 TIDs (which, for industrial TIDs represents a reduction from 23 years, though the new law also makes them eligible for a three-year extension). Extensions are available 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 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 his 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 limit strictures with respect to its General, Capital or Debt Service Funds.

CITY CAPITAL IMPROVEMENTS PLAN

The City's 2006-2011 Capital Improvements Plan (CIP) describes planned capital improvement projects and programs, together with proposed financing. School purpose improvements are financed by the City for the Milwaukee Public Schools, but are not included in the CIP.

The six-year City CIP municipal spending plan totals \$1,132 million. About \$910 million or 80% of planned municipal and school purpose spending is intended to preserve the City's existing infrastructure facilities (streets, sewers, alleys, bridges, etc.). The remaining 15% is for expansion purposes. In addition, the 2007 budget provides \$6 million for capital improvements for the Milwaukee Public Schools (school purpose borrowing), a decline from \$11 million in 2006.

Surface transportation accounts for approximately 29% of the CIP, or about \$331 million. 30% (\$334 million) is planned for environmental projects including sewer and water improvements plus forestry and subsurface remediation projects. \$197 million of capital spending (17%) is planned for economic development projects. These projects are mainly Tax Incremental District related or Port of Milwaukee capital improvements. The remaining 24% (\$269 million) is planned for general governmental, health & safety, grant and aid, culture and recreation purposes. All school spending is dedicated to deferred maintenance, repairs and remodeling projects, including \$2 million per year of Americans with Disabilities Act (ADA) accessibility projects.

The portion of the \$1,132 million six-year CIP to be financed by the property tax levy totals about \$402 million (36%). This in turn is composed of direct tax levy funding of \$29 million (3%) and tax levy supported debt financing of \$373 million (33%). Cash revenues including Federal and State grants, developer financing and other sources, total \$215 million (19%) of planned CIP spending. An additional \$158 million (14%) is to be financed by City debt to be repaid with tax increment and other revenues. The remaining \$301 million (27%) of the municipal purpose CIP is to be financed by self-supported debt issued for special assessments, water, sewer and parking purposes. Of the school purpose borrowing, \$2 million per year is ADA reimbursable debt, and the balance is tax levy supported.

The Adopted 2007 Capital Improvements Budget totals \$244 million compared to a 2006 Budget of \$253 million. Major categories include \$94 million of public works projects (streets, buildings, etc.), \$50 million of water and sewer projects, and \$78 million of economic development projects.

ADOPTED BUDGET - COMBINED REVENUES - 2007

	<u>General</u>	<u>Special Revenue</u>	<u>Debt Service</u>	<u>Capital Projects</u>	<u>Enterprise</u>	<u>Total</u>
Taxes						
Property Tax - General	\$95,982,881	\$1,000,000	\$67,421,689	\$9,059,456	—	\$173,464,026
Provision for Empl Retirement	41,114,922	—	—	—	—	41,114,922
Common Council Cont	5,500,000	—	—	—	—	5,500,000
Total Taxes	<u>\$142,597,803</u>	<u>\$1,000,000</u>	<u>\$67,421,689</u>	<u>\$9,059,456</u>	\$ 0	<u>\$220,078,948</u>
Revenues						
Taxes	12,518,100	—	—	—	—	12,518,100
Licenses and Permits	11,775,550	—	—	—	—	11,775,550
Intergovernmental Revenues	273,032,000	74,433,047	—	—	—	347,465,047
Charges for Service	105,792,098	—	—	—	—	105,792,098
Fines and Forfeitures	5,206,000	—	—	—	—	5,206,000
Miscellaneous Revenues	12,032,400	9,855,000	—	—	—	21,887,400
Fringe benefits	21,000,000	—	—	—	—	21,000,000
Parking	15,800,000	—	3,201,692	—	19,027,696	38,029,388
Water Works	—	—	6,782,530	—	69,631,151	76,413,681
Sewer Maintenance Fund	4,600,000	—	9,000,000	—	23,949,638	37,549,638
Retained Earnings	—	—	—	—	46,663,912	46,663,912
Sinking Fund	—	—	45,614,492	—	—	45,614,492
Special Assessments	—	6,306,718	—	2,867,244	—	9,173,962
Capital Revenue	—	—	—	12,200,000	—	12,200,000
Total Revenues	<u>\$461,756,148</u>	<u>\$90,594,765</u>	<u>\$64,598,714</u>	<u>\$15,067,244</u>	<u>\$159,272,397</u>	<u>\$791,289,268</u>
Tax Stabilization						
Transfer from Reserves	23,175,000	—	—	—	—	23,175,000
Sale of Bonds and Notes						
Bonds and Notes	—	—	—	131,385,490	25,095,000	156,480,490
Grand Total	<u>\$627,528,951</u>	<u>\$91,594,765</u>	<u>\$132,020,403</u>	<u>\$155,512,190</u>	<u>\$184,367,397</u>	<u>\$1,191,023,706</u>

ADOPTED BUDGET – COMBINED APPROPRIATIONS – 2007

	General	Special Revenue	Debt Service	Capital Projects	Enterprise	Total
Administration, Dept of	\$7,848,579	—	—	\$1,276,000	—	\$9,124,579
Assessor's Office	4,776,668	—	—	—	—	4,776,668
City Attorney	6,797,710	—	—	250,000	—	7,047,710
City Treasurer	2,885,100	—	—	—	—	2,885,100
Common Council - Clerk	8,051,323	—	—	525,000	—	8,576,323
Municipal Court	3,380,984	—	—	50,000	—	3,430,984
Comptroller	5,578,279	—	—	—	—	5,578,279
Dept of City Development	3,455,591	—	—	77,855,000	—	81,310,591
Election Commission	1,368,875	—	—	—	—	1,368,875
Employee Relations, Dept of	5,038,022	—	—	400,000	—	5,438,022
Fire and Police Commission	698,174	—	—	—	—	698,174
Fire Department	96,206,578	—	—	2,918,000	—	99,124,578
Health Department	13,709,885	—	—	476,000	—	14,185,885
Library Board	22,910,154	—	—	830,000	—	23,740,154
Mayor's Office	1,212,958	—	—	—	—	1,212,958
Neighborhood Services	13,809,436	—	—	—	—	13,809,436
Police Department	214,065,388	—	—	1,670,000	—	215,735,388
Port of Milwaukee	4,224,941	—	—	750,000	—	4,974,941
DPW-Administration	4,827,996	—	—	625,000	—	5,452,996
DPW-Infrastructure	23,848,511	—	—	28,997,490	—	52,846,001
DPW-Operations	76,165,615	—	—	27,814,700	—	103,980,315
Water Works	—	—	6,782,530	—	110,627,312	117,409,842
Sewer Maintenance Fund	4,600,000	—	9,000,000	—	50,287,171	63,887,171
Special Purpose Accounts	148,482,583	—	—	—	—	148,482,583
Pension Funds	70,104,208	—	—	—	—	70,104,208
Debt Service - City	—	—	93,383,223	—	—	93,383,223
Debt Service - Schools	—	—	19,652,958	—	—	19,652,958
Contingency	5,500,000	—	—	—	—	5,500,000
Delinquent Tax Fund	—	10,855,000	—	—	—	10,855,000
Parking	—	—	3,201,692	—	23,452,914	26,654,606
Grant & Aid Fund	—	74,433,047	—	—	—	74,433,047
Special Capital Projects	—	—	—	11,075,000	—	11,075,000
Economic Development	—	6,306,718	—	—	—	6,306,718
Fringe Benefit Offset ⁽¹⁾	(122,018,607)	—	—	—	—	(122,018,607)
Grand Total	\$627,528,951	\$91,594,765	\$132,020,403	\$155,512,190	\$184,367,397	\$1,191,023,706

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⁽¹⁾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

BUDGETARY COMPARISON SCHEDULE - GENERAL FUND
FOR THE YEARS ENDING DECEMBER 31, 2001 THROUGH 2005
(Thousands of Dollars)

<u>Revenues:</u>	<u>2001</u>	<u>2002</u>	<u>2003</u>	<u>2004</u>	<u>2005</u>
Property Taxes	\$118,804	\$114,096	\$126,749	\$129,120	\$135,610
Other Taxes	12,688	2,944	4,318	3,563	3,709
Licenses and Permits	10,485	10,814	10,883	11,530	13,374
Intergovernmental	278,969	283,068	284,565	273,865	272,875
Charges for Services	54,594	57,749	55,714	60,825	63,410
Fines and Forfeitures	4,408	5,210	6,115	5,647	5,893
Other	<u>12,408</u>	<u>8,706</u>	<u>7,814</u>	<u>8,108</u>	<u>12,179</u>
TOTAL GENERAL FUND REVENUES	<u>\$492,356</u>	<u>\$482,587</u>	<u>\$496,158</u>	<u>\$492,658</u>	<u>\$507,050</u>
Tax Stabilization Fund Withdrawals	5,500	11,000	9,300	16,870	16,621
Other Financing Sources and Equity					
Transfers (Net)	<u>24,324</u>	<u>29,681</u>	<u>32,791</u>	<u>34,913</u>	<u>39,444</u>
TOTAL GENERAL FUND REVENUES TAX STABILIZATION FUND WITHDRAWALS AND OTHER FINANCING SOURCES	<u>\$522,180</u>	<u>\$523,268</u>	<u>\$538,249</u>	<u>\$544,441</u>	<u>\$563,115</u>
<u>Expenditures:</u>					
General Government	162,628	158,645	165,270	179,542	180,590
Public Safety	209,521	211,163	239,698	231,371	248,366
Public Works	87,453	88,094	86,335	89,562	89,180
Health	11,237	10,552	10,677	10,724	10,656
Culture and Recreation	16,948	18,791	17,165	17,822	16,744
Conservation and Development	<u>7,922</u>	<u>7,857</u>	<u>3,833</u>	<u>3,495</u>	<u>2,767</u>
TOTAL EXPENDITURES	<u>\$495,709</u>	<u>\$495,102</u>	<u>\$522,978</u>	<u>\$532,516</u>	<u>\$548,303</u>
SOURCES OVER (UNDER) EXPENDITURES	\$26,471	\$28,166	\$15,271	\$11,925	\$14,812
Fund Balance - January 1 (excludes reserved for use during the year)	40,465	57,844	76,710	75,111	70,415
Net Residual Equity Transfers	1,908	0	0	0	0
Fund Balance - December 31	<u>\$68,844</u>	<u>\$86,010</u>	<u>\$91,981</u>	<u>\$87,036</u>	<u>\$85,227</u>
Fund Balance Components:					
Reserved for Encumbrances & Carryovers	\$22,460	\$36,585	\$33,000	\$30,288	\$16,382
Reserved for Inventory	5,678	5,801	5,190	5,684	5,095
Reserved for Mortgage Trust	281	276	276	282	297
Reserved for Environmental Remediation	303	303	303	303	303
Reserved for Next Year's Budget	11,000	9,300	16,870	16,621	16,328
Reserved for Subsequent Years' Budget ⁽¹⁾	<u>29,122</u>	<u>33,745</u>	<u>36,342</u>	<u>33,858</u>	<u>46,822</u>
TOTAL FUND BALANCE ⁽¹⁾	<u>\$68,844</u>	<u>\$86,010</u>	<u>\$91,981</u>	<u>\$87,036</u>	<u>\$85,227</u>

⁽¹⁾ In 2003, balances presented on a Budget Basis do not match balances presented on a Generally Accepted Accounting Principles (GAAP) basis due to borrowing for certain expenditures authorized in the current fiscal year but not completed until the subsequent fiscal year. Budget Basis recognizes the revenues and expenditures in the same fiscal year, whereas GAAP does not recognize the revenues until the year the borrowing actually occurs. On a GAAP basis, the balances for "Reserve for Subsequent Years' Budget" and "Total Fund Balance" in 2003 were \$34,342, and \$89,981, respectively.

**CITY OF MILWAUKEE
GENERAL FUND-PROJECTED CASH FLOW SUMMARY
(MILLIONS OF DOLLARS)
JANUARY 1, 2007 TO DECEMBER 31, 2007**

	January	February	March	April	May	June	July	August	September	October	November	December	TOTAL
BALANCE	130.330	136.130	76.088	126.514	103.638	73.901	0.609	66.312	35.327	13.601	3.312	154.972	
RECEIPTS													
Property Taxes	1.121	3.427	10.608	5.319	8.347	6.670	36.310	4.945	10.046	10.358	-	64.003	161.154
State Aids													
Shared Revenue	-	-	-	-	-	-	43.790	-	-	-	196.010	-	239.800
Highway Aids	6.437	-	-	6.438	-	-	8.174	-	-	6.438	-	-	27.487
Payment Muni. Services	-	2.695	-	-	-	-	-	-	-	-	-	-	2.695
Computer Exemption Aid	-	-	-	-	3.050	-	-	-	-	-	-	-	3.050
Other	20.228	9.139	13.410	8.997	10.294	9.757	14.323	9.734	9.559	9.906	8.503	8.870	132.720
Pension Fees	1.961	1.961	5.161	1.961	1.961	1.960	1.960	1.961	1.960	1.960	1.961	1.961	26.728
City Services Fees	2.258	2.397	2.956	1.540	2.082	2.640	1.595	2.052	1.323	2.294	2.898	1.717	25.752
City PILOTS (Major)	-	-	-	-	-	-	-	-	-	-	-	9.869	9.869
Parking Transfers	-	-	-	-	-	7.900	-	-	-	-	-	7.900	15.800
Summerfest Lease	-	-	-	-	-	-	0.363	0.363	-	0.364	-	-	1.090
Street Sweeping	-	-	-	-	-	-	-	-	-	-	-	4.600	4.600
Milwaukee Public Schools Fee	3.864	-	-	-	-	-	-	-	-	-	-	-	3.864
Potawatomi PILOT	-	-	-	-	-	-	-	4.200	-	-	-	-	4.200
Year End Transfers	21.500	-	-	-	-	-	-	-	-	-	-	-	21.500
Note Proceeds ⁽¹⁾	-	-	66.000	-	-	-	-	-	-	-	-	-	66.000
TOTAL RECEIPTS	57.369	19.619	98.135	24.255	25.734	28.927	106.515	23.255	22.888	31.320	209.372	98.920	746.309

CITY OF MILWAUKEE
GENERAL FUND-PROJECTED CASH FLOW SUMMARY
(Millions of Dollars) (Continued)
JANUARY 1, 2007 TO DECEMBER 31, 2007

	January	February	March	April	May	June	July	August	September	October	November	December	TOTAL
DISBURSEMENTS													
Salaries & Benefits	37.844	40.761	35.135	34.847	34.928	54.039	36.895	36.240	36.695	35.828	53.646	35.936	472.794
Services & Supplies	13.725	12.144	12.574	12.284	20.543	0.703	3.917	18.000	7.919	5.781	4.066	2.057	113.713
Purchase Tax Delinquents	-	26.756	-	-	-	-	-	-	-	-	-	-	26.756
Contractual Tax Payment	-	-	-	-	-	47.477	-	-	-	-	-	-	47.477
Year End Transfers	-	-	-	-	-	-	-	-	-	-	-	23.000	23.000
Note Principal Repayment	-	-	-	-	-	-	-	-	-	-	-	66.000	66.000
TOTAL DISBURSEMENTS	51.569	79.661	47.709	47.131	55.471	102.219	40.812	54.240	44.614	41.609	57.712	126.993	749.740
BALANCE	136.130	76.088	126.514	103.638	73.901	0.609	66.312	35.327	13.601	3.312	154.972	126.899	
REPAYMENT FUND													
Balance												68.962	
Receipts:													
From General Fund											66.000		66.000
From Debt Service Fund											2.962		2.962
Disbursement to Trustee												68.962	68.962
Balance											68.962		-

**CITY OF MILWAUKEE
GENERAL FUND
SCHEDULE OF CASH RECEIPTS AND DISBURSEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2006
(Millions of Dollars)**

	Beginning Cash Balance <u>(Deficit)</u>	Receipts	Disbursements	Ending Cash Balance <u>(Deficit)</u>
January	\$103.559	\$51.494	\$50.507	\$104.546
February	104.546	23.404	77.209	50.741
March	50.741	30.779 ⁽¹⁾	46.725	34.795
April	34.795	106.404	46.157	95.042
May	95.042	26.818	54.383	67.477
June	67.477	19.500	90.519	(3.542)
July	(3.542)	97.927	39.907	54.478
August	54.478	23.393	53.155	24.716
September	24.716	22.101	43.659	3.158
October	3.158	29.698	40.703	(7.847)
November	(7.847)	208.819	56.419	144.553
December ⁽³⁾	144.553	<u>110.414</u>	<u>124.637</u> ⁽²⁾	130.330
		<u>\$750.751</u>	<u>\$723.980</u>	

Notes:

- ⁽¹⁾ Proceeds from the sale of Cash Flow Promissory Notes was \$66 million in April, 2006.
- ⁽²⁾ December disbursements include the \$66 million principal portion of the notes transferred to the Paying Agent on December, 2006.
- ⁽³⁾ Estimated.

**CITY OF MILWAUKEE
GENERAL FUND
Projected Schedule of Cash Receipts and Disbursements
For the Year Ended December 31, 2007
(Millions of Dollars)**

	Beginning Cash Balance (Deficit)	Receipts	Disbursements	Ending Cash Balance (Deficit)	Ending Cash Balance Including Borrowing of \$66 Million
January	\$130.330	\$57.369	\$51.569	\$136.130	\$136.130
February	136.130	19.619	79.661	76.088	76.088
March	76.088	32.135	47.709	60.514	126.514 ⁽¹⁾
April	60.514	24.255	47.131	37.638	103.638
May	37.638	25.734	55.471	7.901	73.901
June	7.901	28.927	102.219	(65.391)	0.609
July	(65.391)	106.515	40.812	0.312	66.312
August	0.312	23.255	54.240	(30.673)	35.327
September	(30.673)	22.888	44.614	(52.399)	13.601
October	(52.399)	31.320	41.609	(62.688)	3.312
November	(62.688)	209.372	57.712	88.972	154.972 ⁽²⁾
December	88.972	<u>98.920</u>	<u>60.993</u>	126.899	126.899
		<u>\$680.309</u>	<u>\$683.740</u>		

⁽¹⁾ Balance includes \$66 million Cash Flow Promissory Notes principal receipt.

⁽²⁾ Balance includes \$66 million principal to be transferred to Paying Agent in December, 2007.

CITY OF MILWAUKEE
SCHEDULE OF CASH AND INVESTMENT
BALANCES - ALL FUNDS
2006
(MILLIONS OF DOLLARS)

	General Fund ⁽¹⁾	Other Governmental Funds	Enterprise Funds	Trust and Agency Funds ⁽²⁾	Total
January	\$104.546	\$211.588	\$52.385	\$136.695	\$505.214
February	50.741	174.621	56.917	119.259	401.538
March	34.795	150.719	59.078	199.072	443.664
April	95.042	251.288	60.098	150.722	557.150
May	67.477	246.215	65.696	91.413	470.801
June	(3.542)	215.261	61.804	62.983	336.506
July	54.478	207.049	76.320	44.709	382.556
August	24.716	194.682	79.232	186.031	484.661
September	3.158	162.620	80.728	191.156	437.662
October	(7.847)	146.386	84.879	112.757	336.175
November	144.553	136.682	89.222	31.329	401.786
December (estimate)	130.330	176.194	83.408	277.996	667.928

⁽¹⁾ Balances include proceeds from the sale of the Series 2006 R3 Cash Flow Promissory Notes and their subsequent transfer to Paying Agent.

⁽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
2007
(Millions of Dollars)

	General Fund ⁽¹⁾	Other Governmental Funds	Enterprise Funds	Trust and Agency Funds ⁽²⁾	Total
January	\$136.130	\$236.790	\$77.547	\$136.696	\$587.163
February	76.088	210.871	81.275	121.208	489.442
March	126.514	220.505	83.830	202.825	633.674
April	103.638	231.381	80.736	153.513	569.268
May	73.901	232.109	76.611	93.023	475.644
June	0.609	219.468	67.580	64.014	351.671
July	66.312	220.463	63.201	45.400	395.376
August	35.327	214.863	63.090	189.554	502.834
September	13.601	188.212	59.998	197.468	459.279
October	3.312	183.612	63.357	116.326	366.607
November	154.972	174.833	68.363	32.036	430.204
December	126.899	186.882	71.781	276.194	661.756

⁽¹⁾ Balances include proceeds from the sale of the Cash Flow Promissory Notes and subsequent principal payment.

⁽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 2002 For 2003 Purposes	Year 2003 For 2004 Purposes	Year 2004 For 2005 Purposes	Year 2005 For 2006 Purposes	Year 2006 For 2007 Purposes
Real Property					
Residential	\$12,027,394,755	\$12,938,633,380	\$14,301,661,916	\$16,093,549,640	\$18,211,503,605
Industrial (Manufacturing)	765,130,300	729,858,200	733,599,500	721,966,100	740,265,100
Mercantile (Commercial)	6,176,332,500	6,493,804,441	6,903,490,064	7,566,086,684	8,498,282,646
Total Real Property	<u>\$18,968,857,555</u>	<u>\$20,162,296,021</u>	<u>\$21,938,751,480</u>	<u>\$24,381,602,424</u>	<u>\$27,450,051,351</u>
Personal Property	897,397,660	847,221,220	833,668,020	830,118,862	904,900,490
Total Assessed Valuations	<u><u>\$19,866,255,215</u></u>	<u><u>\$21,009,517,241</u></u>	<u><u>\$22,772,419,500</u></u>	<u><u>\$25,211,721,286</u></u>	<u><u>\$28,354,951,841</u></u>
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	\$20,275,936,700	\$21,730,754,000	\$23,491,773,700	\$26,256,713,800	\$30,226,985,500
Ratio of Assessed to Equalized Valuation	98.00%	96.68%	96.94%	94.58%	94.05%

**CITY OF MILWAUKEE
ASSESSED TAX RATES
(PER \$1,000 OF ASSESSED VALUATION)**

	2003	2004	2005	2006	2007
Unit of Government					
City Government ⁽¹⁾	\$10.15	\$9.73	\$9.19	\$8.75	\$7.99
Milwaukee Public Schools	9.34	8.96	9.40	8.79	8.04
Milwaukee County	5.40	5.15	4.91	4.63	4.37
Milwaukee Area Technical College	2.05	2.04	2.00	1.96	1.89
Milwaukee Metropolitan Sewerage District	1.74	1.64	1.59	1.48	1.39
Gross Tax Rate Per \$1,000	<u>\$28.68</u>	<u>\$27.52</u>	<u>\$27.09</u>	<u>\$25.61</u>	<u>\$23.68</u>
Less: State Tax Credit	<u>1.43</u>	<u>1.35</u>	<u>1.23</u>	<u>1.11</u>	<u>1.27</u>
Net Tax Rate	<u><u>\$27.25</u></u>	<u><u>\$26.17</u></u>	<u><u>\$25.86</u></u>	<u><u>\$24.50</u></u>	<u><u>\$22.41</u></u>

**CITY OF MILWAUKEE
PROPERTY TAX LEVIES AND COLLECTIONS
(\$ Amounts in Thousands)**

	Total Tax Levy ⁽¹⁾	Current Tax Collections		Delinquent Tax Collections ⁽²⁾	Total Tax Collections		Outstanding Delinquent Taxes ⁽³⁾
		Amount	% of Levy		Amount	% of Levy	
2001	\$368,371	\$355,575	96.53%	\$14,805	\$370,380	100.55%	\$22,043
2002	382,873	369,125	96.41%	13,926	383,051	100.05%	21,865
2003	398,220	383,064	96.19%	12,401	395,465	99.31%	24,620
2004	404,892	390,930	96.55%	14,676	405,606	100.18%	23,905
2005	436,427	421,686	96.62%	13,960	435,646	99.82%	24,686

⁽¹⁾ Includes City and Milwaukee Public Schools levies, adjusted for special assessments placed on tax roll, as well as County delinquent taxes purchased from the County and included in tax levy collections.

⁽²⁾ Includes amounts from any prior year collected in that year.

⁽³⁾ Includes current and prior delinquent taxes.

COLLECTION PROCEDURES

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

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 State of Wisconsin Statutes, Chapter 74, 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 State of Wisconsin Statutes Section 75.521, 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.

The rate of current tax collections continues at this historically high level. Current collections for 2005 were approximately 96.6 percent of the total tax levied.

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 does carry 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.

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PENSION SYSTEM

EMPLOYEES' RETIREMENT SYSTEM

The Employees' Retirement System ("System") of the City is established pursuant to Section 36 of the Milwaukee City Charter.

Membership in the System consists of specified classes of part-time and all full-time municipal employees including elected officials. Persons employed as teachers are specifically excluded from membership. Membership in the System totals approximately 12,020 active and 3,920 vested, inactive members at December 31, 2005. There were approximately 10,790 retirees and beneficiaries receiving benefits as of December 31, 2005.

Funding of the System, a defined benefit plan, is derived from employee and employer contributions. Current employee contributions to the System are based on a percentage of compensation as follows:

General Municipal ⁽¹⁾	5.5%
Elected Officials	7.0%
Police	7.0%
Fire	7.0%

(1) Including non-certified School Board, Milwaukee Area Technical College, and all Milwaukee Metropolitan Sewerage District and Wisconsin Center employees.

The City pays the employee's share of the pension contributions as well as the employer's share of pension contributions which are actuarially determined based upon normal cost and amortization of past service liability. The actuarial cost method for determining these items was changed from the "aggregate cost method" to the "projected unit credit method" as of January 1, 1995.

For the year ended December 31, 2005, the latest year for which audited figures are available, required member contributions totaled \$32 million and required employer contributions totaled \$47,000. Approximately 74% of these contributions were for requirements of the City of Milwaukee employees. The original cost of fund investments totaled \$3.732 billion with a corresponding market value of \$4.547 billion or 122% of the original cost at December 31, 2005.

The Milwaukee City Charter requires that an actuarial study of the System be performed at least once every five (5) years for the purpose of reviewing assumptions. The last actuarial study was completed by Buck Consultants covering experience from January 1, 1997 to December 31, 2001

The latest actuarial valuation was as of January 1, 2006. The valuation reveals the System continues to remain actuarially sound.

The Governmental Accounting Standards Board (GASB) Statement No. 25 Disclosure of "Schedule of Funding Progress" indicates an Actuarial Value of Assets of \$4.556 billion as of January 1, 2006 and an Actuarial Accrued Liability of \$3.706 billion as of that date. This results in a Funded Ratio of 122.9%.

UPDATE REQUESTED

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.

The Principal Mutual Life Insurance Company made a proposal to provide annuities guaranteeing benefit payments to entrants and widows, 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 and the Firemen's Annuity and Benefits Fund ceased to exist. The City will be liable to pay retirement benefits if the insurance company defaults on its obligations under then policy.

POLICEMEN'S ANNUITY AND BENEFIT FUND

As of January 3, 2006, the Policemen's Annuity and Benefit Fund board has been dissolved and the Fund is being administered by the Employees' Retirement System.

BOOK-ENTRY ONLY SYSTEM

The information contained in the following paragraphs of this subsection “Book-Entry Only System” has been extracted from a document prepared by The Depository Trust Company (“DTC”) entitled “SAMPLE OFFERING DOCUMENT LANGUAGE DESCRIBING BOOK-ENTRY ONLY ISSUANCE.” The City makes no representation as to the completeness or the accuracy of such information or as to the absence of material adverse changes in such information subsequent to the date hereof.

The Depository Trust Company (“DTC”), New York, NY, will act as securities depository for the Notes. The Notes 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 Bond certificate will be issued for each maturity of the Notes, in the aggregate principal amount of such maturity, and will be deposited with DTC.

DTC, the world’s largest 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 2.2 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, in turn, is owned by a number of Direct Participants of DTC and Members of the National Securities Clearing Corporation, Income Clearing Corporation, and Emerging Markets Clearing Corporation, (NSCC, FICC, and EMCC, also subsidiaries of DTCC), as well as by the New York Stock Exchange, Inc., the American Stock Exchange LLC, and the National Association of Securities Dealers, Inc. 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 Standard & Poor’s highest rating: AAA. 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 Notes under the DTC system must be made by or through Direct Participants, which will receive a credit for the Notes on DTC’s records. The ownership interest of each actual purchaser of each Bond (“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 Notes 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 Notes, except in the event that use of the book-entry system for the Notes is discontinued.

To facilitate subsequent transfers, all Notes 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 Notes 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 Notes; DTC’s records reflect only the identity of the Direct Participants to whose accounts such Notes 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.

Redemption notices shall be sent to DTC. If less than all of the securities 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 Notes unless authorized by a Direct Participant in accordance with DTC's 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 Notes are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Redemption proceeds, distributions, and dividend payments on the Notes 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.

DTC may discontinue providing its services as depository with respect to the Notes 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.

Issuer may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In that event, Security 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 NOTES; (3) ANY NOTICE WHICH IS PERMITTED OR REQUIRED TO BE GIVEN TO HOLDERS OF THE NOTES; (4) ANY CONSENT GIVEN BY DTC OR OTHER ACTION TAKEN BY DTC AS THE HOLDER OF THE NOTES; 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 NOTES.

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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 of Milwaukee does not carry a blanket policy of insurance against tort liability. In addition, Wis. Stat. § 893.80 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 February 23, 2007.

U.S. Department of Justice Investigation of Firefighter Selection Procedures (Brotherhood of Firefighters v. Fire and Police Commission). The City has completed payment of monetary relief under the Supplemental Order of the United States District Court dated November 30, 2001, under Civil Action Case No. 74-C-480, settling allegations of discrimination in the entry level hiring examinations for firefighter. However, the City has a remaining obligation under the Supplemental Order to settle and adjust claims for the payment of pension expenses associated with the settlement. The Employees' Retirement System has requested an opinion from outside counsel to advise them concerning the calculation for those expenses. It is possible that ERS will request approximately \$1.6 million in payment if such expenses are calculated on a "make whole" basis with an actuary formula. The City Attorney has stated in past legal opinions that retroactive pension credit only requires payment of past pension contributions, in which case the pension expense would be approximately \$484,000 as of the end of 2006.

Alexander, et al v. City of Milwaukee, et al. Seventeen white male lieutenants in the Milwaukee Police Department have been plaintiffs in this litigation in United States District Court for the Eastern District of Wisconsin, case number 03-CV00611. Suit was filed on July 27, 2003. The defendants are the City, the Commissioners on the Board of the Fire and Police Commission, and former Chief of Police Arthur Jones. The suit claims race and gender discrimination in the promotions from lieutenant to captain of police. The case was tried in March, 2005, and decided in plaintiffs' favor. The jury awarded \$2,198,500 in compensatory and punitive damages. In addition, the court awarded \$1,540,483 in economic damages. On August, 29, 2005 the Court entered judgments totaling \$3,738,983. On February 3, 2006, the Court awarded attorney fees and costs to plaintiffs in the sum of \$427,701. The total of all damages awards, attorney fees and costs is \$4,167,684. On February 13, 2006, defendants filed a notice of appeal to the Seventh Circuit Court of Appeals. On January 18, 2007, the Court of Appeals affirmed the judgment of the district court with respect to liability and reversed the judgment of the district court as to damages. The case was remanded for further proceedings consistent with the court's written opinion, and the parties were ordered to bear their own costs on appeal. The court's written opinion made several significant rulings with respect to the assessment of damages which will probably result in significantly lower calculations for economic and compensatory damages. The question of punitive damages was also remanded for further proceedings, and the amount of those damages is unknown.

Ketchman, et al v. City of Milwaukee, et al; and Baur, et al v. City of Milwaukee, et al. These two lawsuits have been consolidated and are pending before the United States District Court for the Eastern District of Wisconsin. The combined suits have eleven plaintiffs who are, or were, white male lieutenants in the Milwaukee Police Department, alleging the same discrimination in promotions to captain as the plaintiffs in the Alexander suit. The same defendants are named as in Alexander. Discovery has been completed and the matter had been held without further proceedings pending the outcome of the Alexander appeal. At this time, the parties are exploring the possibility of mediation. Damages for this group may exceed one million dollars.

Estate of Justin Fields, et al. v. City of Milwaukee, et al. This case involves a fatal police shooting, which occurred on March 2, 2003. At bar time on Water Street, an officer observed a car that failed to yield to an emergency vehicle, and that the vehicle was being driven erratically, as if by a drunk driver. The officer approached the vehicle, and its driver, Mr. Fields, exchanged words with the officer, refused to turn off his vehicle, and fled the scene. A vehicular pursuit ensued, and came to a stop on North Martin Luther King Drive, after the Fields vehicle collided with another car. Believing that the Fields vehicle was unable to move and that its occupants might be injured, the officers approached it. The vehicle then accelerated toward one of the officers. That officer, believing

that his life was in danger, fired his weapon at Mr. Fields. Mr. Fields died at the scene. The case is in the discovery process. The City anticipates a full discovery process, dispositive motions, and ultimately, if motions fail, a trial.

Jenkins v. Bartlett, et al. This case involves a fatal police shooting, which occurred on September 19, 2002. On that date Officer Bartlett was on routine police patrol duty with his partner. While conducting a standard traffic stop, a subject fled from the scene. That subject was later identified as the decedent Larry Jenkins. Officer Bartlett pursued Mr. Jenkins on foot to the intersection of 37th Street and Glendale Avenue. When Officer Bartlett came upon the intersection he observed Mr. Jenkins entering a vehicle which was stopped at the intersection. It appeared to the officer that Mr. Jenkins was attempting to carjack the vehicle in an effort to flee from the officer. As the officer attempted to come to the assistance of the driver of the vehicle he found himself located to the front of the vehicle. He also observed Mr. Jenkins seated behind the steering wheel. The vehicle began to move forward at a high rate of speed ultimately striking Officer Bartlett and throwing him onto the hood. Officer Bartlett feared for his life and fired his service weapon at Mr. Jenkins. Mr. Jenkins died at the scene. Subsequently the estate filed suit. Discovery has been completed in this case. The defendants' summary judgment motion was decided by the court, dismissing all issues except for that involving the reasonableness of the officer's use of force. The use of force issue went to a jury trial on April 24, 2006. The jury returned a verdict in favor of the defendant officer on May 8, 2006. Plaintiff appealed. The appellate briefing has been completed, and oral argument was heard on December 8, 2006. The parties are awaiting the decision of the appellate court.

Kaye v. City of Milwaukee, et al. Kaye, a real estate developer, brought this case against the City of Milwaukee, its Redevelopment Authority, other agencies, City and Redevelopment officials and employees under the Racketeer Influenced Corrupt Organizations Act, 18 U.S.C. § 1961 et. seq., and the Wisconsin Organized Crime Control Act, Wis. Stat. § 946.80, et. seq.

Kaye's complaint alleges he attempted to bid on certain real property then owned by the City and located at 1152-1158 Kane Place. His bid was not considered, because the property had been "promised" to Ms. Kohler, who was then Vice Chair of the City Planning Commission. He claims that the City, and specifically the Redevelopment Authority, made special exceptions to bid, sale, zoning and other requirements for Ms. Kohler due to her status as a public official. Specifically, he alleges that Ms. Kohler, in her capacity as Vice Chair of the City Planning Commission, agreed with Mr. Fowler, then a Redevelopment Authority Commissioner, to "swap" the Kane Place property for another parcel of property located at 2951-2965 N. Humboldt Avenue. As a quid pro quo for Mr. Fowler approving the Redevelopment Authority's sale of the Kane Street property to Ms. Kohler, she, through the City Planning Commission, approved the sale of the Humboldt Avenue property to Alterra Coffee Roasters, Inc., a company in which Mr. Fowler is a principal shareholder.

Kaye further alleges that, around this time same, Alderman D'Amato, the East Village Association, Inc. ("EVA"), and certain private citizens, including Ms. Kohler, were seeking enactment of an ordinance that would establish a "Conservation District Overlay" over a portion of the Third Aldermanic District. The conservation district would limit the types of real estate development that could occur therein. The conservation district was opposed by the plaintiff and others. As part of their opposition efforts, Kaye and others became members of the EVA and sought to elect their own slate of directors. He alleges that Alderman D'Amato, Ms. Kohler, and the then-officers of EVA engaged in a fraudulent scheme to manipulate the EVA election in order to retain control of the board from opponents of the conservation district. He alleges that the opposition members were permitted to believe that the election would be conducted by a simple majority vote. At the time of the election, however, the opposition members were informed for the first time that a new voting method, a variant of cumulative voting that emphasized voting coalitions, would be used. The existing officers and directors of the EVA, along with Alderman D'Amato and Ms. Kohler, were able to organize a voting coalition, including by means of e-mail, which plaintiff alleges to have been an act of wire fraud. The opposition members, surprised by the change in voting method, could not organize in time and were unsuccessful in wresting control of the EVA board.

Kaye also alleges that citizens opposing the conservation district placed yard signs expressing that opposition in various places in the Third Aldermanic District. Plaintiff alleges that Alderman D'Amato (or one of his aides, the complaint conflicts itself on this point) removed such a sign from the property of Jill Bondar, one of the leaders of the opposition group. Kaye further alleges that Alderman D'Amato left Ms. Bondar a voice mail in which he implicitly threatened criminal prosecution for her conduct and that of other members of the opposition group in putting up the yard signs.

According to Kaye, the allegations plead predicate acts of racketeering sufficient to allege that the defendants violated both RICO, the Racketeer Influenced Corrupt Organizations Act, 18 U.S.C. § 1961 et. seq., and the

Wisconsin Organized Crime Control Act, Wis. Stat. § 946.80, et. seq. Plaintiff asserts claims under 18 U.S.C. §§ 1962(b), (c) and (d). Section 1962(b) makes it unlawful for any person to acquire or maintain any interest in or control of any “enterprise” through a “pattern of racketeering.” Section 1962(c) makes it unlawful to conduct or participate in the affairs of an “enterprise” through a “pattern of racketeering.” Section 1962(d) makes it unlawful to conspire to violate RICO. The complaint asks for over \$5,000,000 in compensatory and punitive damages.

The attorneys for the City and the other defendants moved to dismiss the complaint for failure to state a claim upon which relief can be granted, which was granted by the court. Mr. Kaye has appealed that decision to the United States Court of Appeals for the Seventh Circuit.

Milwaukee Police Supervisors Organization (MPSO) v. City of Milwaukee and the Milwaukee Employees’ Retirement System (ERS). This case is a clone of an earlier case that was filed and subsequently voluntarily dismissed. That case was brought by the Milwaukee Police Association (MPA represents police officers; the MPSO represents police supervisors.) The MPA case alleged that the ERS was prohibited by City Ordinance from spending more than \$3 million to purchase and install a computer information system. The suit alleged that the City was liable to pay any of those expenses in excess of \$3 million. It is estimate that the total cost of the ERS information system is approximately \$25 million. The dispute in the case was over the interpretation of a section of the City ordinance that transferred all administrative, operational, and investment expenses from the City to the ERS. This change was made as a part of a larger settlement of various disputes between the City and the MPA called the Global Pension Settlement. The MPA voluntarily dismissed the lawsuit earlier this year (2005). The MPSO has now filed this lawsuit making the same allegations. Another union, the Association of Law Enforcement Allied Services Personnel (ALEASP) has joined this lawsuit as a plaintiff. Both the City and the ERS view the allegations as without merit and are vigorously defending the lawsuit.

Frank Jude, Jr., et al. v. City of Milwaukee, et al.; Antonissen v. City, et al.; Brown v. City, et al.; Harris v. Clausing, et al. On October 24, 2004, Frank Jude, Kirsten Antonissen, Katie Brown, and Lovell Harris attended a party hosted by a Milwaukee police officer and attended by a number of other off-duty police officers. At some point, a number of the off-duty officers became involved in an altercation with Mr. Jude. Jude claims that he was beaten for no reason. He suffered severe injuries. The officers claim that they became involved with Jude only after they suspected that he had stolen a badge from one of them. They also claim that Jude resisted their efforts to obtain physical control of him. On-duty police officers were also called to the scene and Jude claims that they, too, used excessive force on him and failed to stop the use of excessive force by those off-duty officers who were striking Mr. Jude. In addition to issues concerning the cause of the altercation, its actual participants, and its course, there is a substantial question of whether the off-duty and on-duty officers involved in the matter were acting within the scope of their employment. The police chief fired most of the officers involved in the incident; however, the appeal of two of these terminations remains pending. The county prosecutor charged three of the off-duty officers with crimes, but in April 2006 two were found not guilty and the jury could not reach a final verdict as to one of the charges against the third officer. The third officer will be retried by the District Attorney in August 2007. Federal authorities also reviewed the matter and indicted five of the off-duty officers with federal civil rights crimes on October 19, 2006. The federal authorities also entered into plea agreements with one of the on-duty officers and one of the off-duty officers. Both officers agreed to plead guilty to civil rights violations and to testify against the other officers in the government’s case.

Four lawsuits have been filed relative to this matter. Mr. Jude and his wife sued the city and several individuals relative to his beating. The three individuals who attended the party with him, namely Antonissen, Brown, and Harris, have also filed suit, alleging that they were unlawfully arrested and that excessive force was used. The City has answered the four suits and maintains that none of the individually named defendant officers, both on and off duty, were acting within the scope of their employment with regard to the subject events. The City has also denied all requests by the individual officer defendants for representation. Discovery has not yet begun, but a full discovery and litigation process is anticipated.

LEGAL OPINION

The legal opinion of Katten Muchin Rosenman LLP, Chicago, Illinois, and Hurtado, S.C., Wauwatosa, Wisconsin, Bond Counsel to the City, will be delivered to the purchasers of the Notes. A Draft of the legal opinion for the Notes are included herein as Appendix B.

RATINGS

The City has requested ratings on the Notes from FITCH Ratings, Moody's Investors Service, Inc. and from Standard & Poor's Ratings Group. FITCH Ratings has assigned a rating of "___" on the Notes. Moody's Investors Service, Inc. has assigned a rating of "___" on the Notes. Standard & Poor's Ratings Group has assigned a rating of "___" on the Notes.

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 Notes.

TAX MATTERS

Summary of Bond Counsel Opinion

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 (the "Code"), Bond Counsel 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. Bond Counsel 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. However, interest on the Notes 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 Notes 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 Notes 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.

Notes 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 Notes is sold to the public (the "Offering Price") and the principal amount payable at maturity of such Notes is given special treatment for federal income tax purposes. If the Offering Price is higher than the maturity value of a Note, the difference between the two is known as "bond premium;" if the Offering Price is lower than the maturity value of a Note, the difference between the two is known as "original issue discount."

Bond premium and original issue discount are amortized over the term of the Note 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 Note for federal income tax purposes, to the same extent and with the same limitations as current interest.

Owners who purchase Notes 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 Notes. In addition, owners of Notes should consult their tax advisors with respect to the state and local tax consequences of owning the Notes; 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 Notes. Among these requirements are the following:

Limitations on Private Use. The Code includes limitations on the amount of Note proceeds 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 Notes 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 Notes.

Rebate of Arbitrage Profit. Unless the City qualifies for an exemption, earnings from the investment of the “gross proceeds” of the Notes 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 Notes 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 Notes, amounts received as a result of investing such proceeds and amounts to be used to pay debt service on the Notes.

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 Notes.

Risks of Non-Compliance

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

Federal Income Tax Consequences

Pursuant to Section 103 of the Code, interest on the Notes 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 Notes 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 NOTES.

Cost of Carry. Owners of the Notes 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 Notes. As discussed below, special allocation rules apply to financial institutions.

Corporate Owners. Interest on the Notes 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 Notes is taken into account not only in computing the corporate alternative minimum tax but also 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 Notes 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 Notes 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 Notes 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 Notes.

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 Notes 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 Notes 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 Notes are outstanding in a manner that would adversely affect the value or the tax treatment of ownership of the Notes.

STATE TAX MATTERS

Interest on the Notes 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 Notes 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 (the "Rule") promulgated by the Securities and Exchange Commission, pursuant to the Securities Exchange Act of 1934, the City has covenanted pursuant to a Resolution adopted by the Common Council to enter into an undertaking (the "Undertaking") for the benefit of holders including beneficial holders of the Notes to provide notices of the occurrence of certain events enumerated in the Rule to certain information repositories or the Municipal Securities Rulemaking Board and to any state information depository. The detail and terms of the Undertaking, as well as the information to be contained in the notices of material events, are set forth in the Master Continuing Disclosure Certificate and Addendums, which shall be made applicable to the Notes pursuant to the Schedules to be executed and delivered by the City at the time the Notes are delivered. Such Certificate, Addendums, and Schedules will be in substantially the form attached hereto as Appendix C. The City has never failed to comply in all material respects with any previous undertakings under the Rule to provide annual reports or notices of material events. A failure by the City to comply with the Undertaking will not constitute an event of default on the Notes (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 Notes in the secondary market. Consequently, such a failure may adversely affect the transferability and liquidity of the Notes and their market price.

FINANCIAL ADVISOR

Robert W. Baird & Co. has been retained as Financial Advisor to the City in connection with the issuance of the Notes. The Financial Advisor has requested and the City has consented to the Financial Advisor submitting bids for the Notes.

UNDERWRITING

The Notes will be purchased at competitive bidding conducted on March 6, 2007.

The award of the Notes was made to _____, _____, _____, its co-managers and associates.

The public reoffering yields of the Notes are detailed on the inside front cover of the Final Official Statement.

CLOSING DOCUMENTS AND CERTIFICATES

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

- (1) a signature and no litigation certificate;
- (2) a tax certificate;
- (3) a certificate of delivery and payment;
- (4) the opinions as to the legality of the Notes under Wisconsin law and as to the tax-exempt status of the interest thereon for federal income tax purposes rendered by Katten Muchin Rosenman LLP, Chicago, Illinois, and Hurtado, S.C. Wauwatosa, Wisconsin, 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 Notes within seven business days after the award of the Notes in accordance with SEC Rule 15c2-12(b)(3);
- (6) a Continuing Disclosure Certificate; 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.

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

/s/ _____
W. Martin Morics, Comptroller
City of Milwaukee, Wisconsin

February 28, 2007

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APPENDIX A

**Audited Annual Financial Report of
the City of Milwaukee, Wisconsin
for the Year Ended December 31, 2005**

Selected Sections

The complete Comprehensive Annual Financial Report
can be downloaded at the City Comptroller's web page at:

www.milwaukee.gov

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APPENDIX B

Draft Form of Legal Opinion

APPENDIX C

Master Continuing Disclosure Certificate

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APPENDIX D