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WCTC District Board Regular Meeting

Tuesday, April 9, 2024, 5:00 p.m.
Waukesha County Technical College
Richard T. Anderson Education Center, C051/057

UPCOMING MEETINGS

Public Hearing and Regular Board Meeting	May 14, 2024	5:00 p.m.	In-Person
Regular Board Meeting	June 11, 2024	5:00 p.m.	In-Person
Annual Organization and Regular Board Meeting	July 8, 2024	5:00 p.m.	In-Person

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10365/23



WAUKESHA
COUNTY TECHNICAL
COLLEGE

Hands-on
Higher Ed

**Waukesha County Area Technical College
District Board Meeting
April 9, 2024 – 5:00 PM
Richard T. Anderson Education Center, C051/057**

AGENDA

- I. Call to Order – Courtney Bauer**
 - A. Pledge of Allegiance
- II. Public/Staff Remarks***
- III. Delegates to Be Heard**
 - 4 A. Student Government Association – Gabby Karaban
- IV. President’s Report – Dr. Richard Barnhouse**
- V. Approval of Consent Agenda Items**
 - 5-8 A. Minutes Dated March 12, 2024 (Regular Board Meeting)
 - 9-10 B. Accounts Payable Summary March 2024
 - 11 C. 38.14 Contract Report March 2024
 - 12 D. Approval of Hire Term Report
- VI. Action Items**
 - 13-32 A. Resolution Awarding the Sale of \$4,000,000 General Obligation Promissory Notes, Series 2024A – Jane Kittel
 - 33-37 B. Resolution Authorizing the Issuance of \$3,800,000 General Obligation Promissory Notes, Series 2024B, of Waukesha County Area Technical College District, Wisconsin, and Setting the Sale of the Notes – Jane Kittel
 - 38-39 C. Construction Bid Information: 5830AB B&E Building Renovations and 5830AH Q Building Applied AI Lab, Bid ITB 2324-03 – Rich Haen
- VII. Presentation/Discussion**
 - A. 2024-25 Budget Update – Kristine Golz
- VIII. A Motion Shall be Made Pursuant to Sec. 19.85(1) (c) Wisconsin Statutes to Convene into Closed Session to Discuss:**
 - A. Base Wage Agreement Discussion
 - B. President’s Contract and Negotiation

The Board may reconvene in open session to take action on the finalizing the President’s Contract.
- IX. Adjournment – Courtney Bauer**



Dr. Richard G. Barnhouse, President

*** Board Meeting Rules of Conduct**

District Board meetings are to be conducted in accordance with the published agenda. Public remarks are allowed but must be made during the “public/staff remarks” section of the agenda and are limited to three (3) minutes per person and fifteen (15) minutes in total. This is not a public hearing. Persons who wish to address the district Board may make a statement as long as it pertains to a specific current agenda item. The District Board Chairperson may or may not respond to statements made.

Public/Staff Remarks Procedure:

1. Public Comments must pertain to a current agenda item.
2. Comment request forms must be completed and submitted to the District Board Executive Assistant prior to the meeting.
3. The Board Chairperson will ask the requesting speaker to come forward to present their comments to the District Board.
4. Speakers must adhere to the three (3) minute limit per individual.
5. Total time allotted for all public remarks shall not exceed fifteen (15) minutes.
6. The Board Chairperson reserves the right to stop unprofessional discussion or discussion targeted toward a specific individual.

Unless requested by the Board Chairperson from the audience regarding a specific agenda topic, public comments or dialogue are not allowed during other portions of the board meeting and/or discussion. Interruptions or disruptive behavior may result in security being notified. Public comments or communications may also be directed to the Board through the President’s office in Room C211.

Attention Individuals with Disabilities:

Every reasonable effort will be made for special accommodations for individuals with disabilities for public board meetings. Please contact the District Board Executive Assistant at 262/691-5211 at least 72 hours prior to the meeting if you require special accommodations.



WCTC | Student Government Association (SGA)
wctc.edu/SGA | sga@wctc.edu

April 2024 SGA Board Report

Good evening,

This semester is going fast! I can't believe we are already in week 3 of Term 2. We have two events this month. We made the decision to cancel Spa Day and instead we are having a Cornhole Tournament on April 17th and students will have a chance to win some fun prizes. There will also be a few other clubs participating, to advertise their clubs and provide some alternative activities for anyone who doesn't want to play in the tournament. On April 30th we are celebrating Taco Tuesday from 4:00 – 6:00pm. We are hoping to have a taco truck parked in the courtyard, but we're still working out the details.

Our final event of the semester will be the first annual First Responder Kickball Game on Friday, May 10th. We are looking forward to partnering with several others on campus for this event. The players will be criminal justice students vs. fire and EMS students. We are also partnering with IT Club and DECA to provide a fun tailgating experience.

As the end of the semester gets closer, we will begin elections for the 2024-2025 school year. Voting will run from April 29th through May 3rd. I hope to be able to bring the new SGA President to the May board meeting to introduce them.



WAUKESHA
COUNTY TECHNICAL
COLLEGE

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800 Main Street, Pewaukee, Wisconsin 53072

**Waukesha County Technical College
District Board Meeting Minutes
March 12, 2024 - 5:00 PM
Richard T. Anderson Education Center, C051/057**

Present:

Courtney Bauer, Board Chairperson
Brian Baumgartner, Secretary/Treasurer
Ryan Clark, Board Member (virtual)
Thomas Michalski, Board Member
Stephanie Reisner, Board Member (virtual)
Jamie Stahulak, Board Member
Jim Zaiser, Board Member

Absent

Joe Garza, Board Vice Chairperson

Also Present:

Richard Barnhouse

27 guests

I. Call to Order – Courtney Bauer 5:00 p.m.

A. Pledge of Allegiance

II. Public/Staff Remarks*

A. None

III. Delegates to be Heard

A. Student Government Association – Gabby Karaban

- Ms. Karaban reported that SGA has been involved in some great events this past month. They recently traveled to Madison to attend the WSG Legislative Seminar where they had the opportunity to meet with local legislators and discuss the costs of childcare. On March 1, 2024, SGA co-hosted the Diversity Beauty Showcase with the Cosmetology Club. Ms. Karaban shared that this week is the start of Drunk Driving Awareness events. Today they had a drunk driving simulator on campus, which allows participants the opportunity to experience the real-life dangers of drunk driving.

IV. President’s Report – Dr. Richard G. Barnhouse

- Dr. Barnhouse welcomed everyone to the March WCTC District Board meeting.
- He shared that there has been a great deal of attention on the College recently with increased campus activities, space rentals and local and regional news coverage. Faculty and staff are doing a tremendous job.
- Dr. Barnhouse continues to be asked to participate in AI panels and interviews. He recently did a radio interview with Greg Bach, Civic Media in Waukesha about AI. He, along with Laura Krohn, Executive Director of CTC; Andy Palen, Chief External Relations & Marketing Officer; and Mike Shiels, Dean-Applied Technologies were panelists for a recent AI event in Brookfield. Attendees were impressed with where WCTC is heading. He does expect requests to pick up moving forward.
- WCTC served as the presenting sponsor for the WMC Focus on Manufacturing: AI event at the Pfister Hotel in Milwaukee. Businesses and the community are starting to see WCTC taking the lead in AI across the state.
- WCTC is in the process of looking for a Director of the AI Innovation Lab.
- Open House was held on Thursday, February 22, 2024. This was a great opportunity for prospective students to see all that WCTC has to offer.

- Dr. Barnhouse along with Mr. Shiels connected with Robby Komljenovic, Chairman & CEO of Acieta. Acieta is heavily involved in automation. It was a great opportunity to show what WCTC is doing related to automation integration.
- The WCTC Foundation received a donation for \$5,000 from Johnson Financial Group, who recently held their annual event here on campus.
- Dr. Barnhouse provided a UWM update. He thanked the Board for taking his calls. There has been a great amount of discussion regarding the future of UWM-Waukesha for the past two years. With the recent closure announcement, effective June 2025, WCTC is working with UWM on a UWM Center on the Pewaukee campus. These are positive changes for our campus. The College is already fielding phone calls with an anticipated surge this fall. The Board will continue to receive regular updates.
- He had the opportunity to attend an SGA meeting. This is a committed group of students who are doing a great job of training the next generation of SGA leadership.

V. Foundation Update – Brian Baumgartner

- A. The WCTC Foundation Board met on February 20, 2024. Mr. Baumgartner reported that Ellen Phillips, current president, is retiring April 15, 2024. The Foundation Executive Committee is working with Michelle Skinder, Vice President of Human Resource Services to finalize the job posting for her replacement. The Board approved a transfer of the \$500,000 donation from the Gene Haas Foundation to the College for the CNC Training Center. Total fundraising for the current fiscal year is \$950,369, representing 618 donations.

VI. Approval of Consent Agenda Items

- A. Minutes dated February 13, 2024 (Regular Board Meeting)
 B. Accounts Payable Summary February 2024
 C. 38.14 Contract Report February 2024

Mr. Jamie Stahulak motioned to approve the Consent Agenda Items, receiving a second from Mr. Thomas Michalski. Approved; carried unanimously.

VII. Action Items

A. Request to Submit a Concept Review to the Wisconsin Technical College System Board for an Expanded Function Dental Auxiliary Technical Certificate Program – Michele Nelson, Lisa Nowak, David Schubot

- Ms. Nowak shared information about the Expanded Function Dental Auxiliary Technical Certificate Program, which is a WTCS state-wide initiative. This advanced certificate is being introduced at a key time secondary to the current and on-going demand for dental assistants. Mr. Nowak then recommended approval of submission of the concept review to the Wisconsin Technical College System Board.

Mr. Jim Zaiser motioned to approve the Request to Submit a Concept Review to the Wisconsin Technical College System Board for an Expanded Function Dental Auxiliary Technical Certificate Program, receiving a second from Mr. Brian Baumgartner. Approved; carried unanimously.

B. Construction Bid Information: 5830AA – I Building Classrooms, Bid Number ITB 23324-02, Contingent Upon WTCS Board Approval – Rich Haen

- Mr. Haen reviewed the project. Two bids were received with the lowest from Absolute Construction Enterprises, Inc. Total cost of the project is \$1,946,975. Construction will begin the week of May 19, 2024, and be completed December 6, 2024.

Mr. Baumgartner motion to approve Construction Bid Information: 5830AA – I Building Classrooms, Bid Number ITB 2324-02, Contingent Upon WTCS Board Approval, receiving a second from Mr. Zaiser. Approved; carried unanimously.

C. Initial Approval to Consider 5830AB B&E Building Renovations – Bethany Leonard, Rich Haen, Kristine Golz

- Ms. Leonard discussed the project needs including space reconfiguration and classroom updates. Mr. Haen highlighted the floor plans for the proposed changes. Ms. Golz then reviewed the budget for the project and recommended approval of the remodel.

Mr. Baumgartner motioned approval of Initial Consideration of 5830AB B&E Building Renovations, receiving a second from Mr. Stahulak. Approved; carried unanimously.

D. Initial Approval to Consider 5831AA Waukesha Nursing Assistant and Human Services Renovations – Rich Haen

- Mr. Haen reviewed the floor plan and overall proposed renovations. He then recommended approval of the project.

Mr. Baumgartner motioned approval of Initial Consideration of 5831AA Waukesha Nursing Assistant and Human Services Renovation, receiving a second from Mr. Michalski. Approved; carried unanimously.

E. Resolution Authorizing the Issuance of \$4,000,000 General Obligation Promissory Notes, Series 2024A, of Waukesha County Area Technical College District, Wisconsin, and Setting the Sale of the Notes – Jane Kittel, Kristine Golz

- Dr. Kittel reviewed the general obligation promissory note, series 2024A request for this fiscal year which includes equipment, site improvements and building remodeling. This is the second of three borrowings planned for this fiscal year. She then recommend approval.

Mr. Baumgartner motioned to approve the Resolution Authorizing the Issuance of \$4,000,000 General Obligation Promissory Notes, Series 2024A, of Waukesha County Area Technical College District, Wisconsin, and Setting the Sale of the Notes, receiving a second from Mr. Michalski. Approved; carried unanimously.

VIII. Presentation/Discussion

A. 2024-25 Budget Assumptions – Jane Kittel, Kristine Golz

- Ms. Golz reviewed the budget assumptions including operating, capital, and enterprise budgets with the Board.

IV. Mr. Brian Baumgartner motioned to convene into Closed Session pursuant to Section §19.85(1)(b), (c) and (e) Wisconsin State Statutes at 6:24 pm:

- Mr. Michalski seconded the motion
- **Unanimous roll call vote**
- Discussion was held regarding Faculty Non-Renewal
- Discussion was held regarding University Partnership and Contract
- Discussion was held regarding President’s Contract
- Mr. Baumgartner motioned to reconvene in open session, receiving a second from Mr. Michalski.
- **Unanimous roll call vote**
- The open meeting reconvened at 7:56 pm.

IX. Adjournment – Courtney Bauer

- Mr. Michalski motioned to adjourn the meeting, receiving a second from Mr. Baumgartner. The meeting adjourned at 7:57 pm.

Respectfully Submitted by
Kristan Gochenauer
Executive Assistant to the Board

Signed: _____
Brian Baumgartner, Board Secretary/Treasurer

ACCOUNTS PAYABLE SUMMARY
March 2024

**To the Secretary/Treasurer of the Waukesha County Area
Technical College District Board:**

**The Vice President – Finance & Administration submits for approval the attached
claims for payment, which include payroll deductions, of \$766,396.39**

**The Waukesha County Area Technical College District Board and President have
examined these claims and approve their payment this 9th day of April 2024**

Chair

Secretary/Treasurer

President

Check Register Report

Accounts Payable account code "WA". Dated 03/28/24 Database instance PROD-Native

<u>Number</u>	<u>Date</u>	<u>Payee</u>	<u>Amount</u>
C0750955	03/05/24	ABM Industries Inc	\$ 63,178.90
C0750957	03/05/24	CDW-G Computer Discount Warehouse	\$ 4,538.47
C0750958	03/05/24	Clear Cut Laser Inc	\$ 5,793.00
C0750959	03/05/24	Code Red Security LLC	\$ 12,355.00
C0750961	03/05/24	Critical Impact Group LLC	\$ 8,800.00
C0750970	03/05/24	Nasco	\$ 4,814.62
C0750971	03/05/24	Northcentral Technical College	\$ 4,500.00
C0750972	03/05/24	Post-Captain Consulting LLC	\$ 2,880.00
C0750976	03/05/24	Staff Electric Company Inc	\$ 2,810.00
C0750983	03/05/24	WE Energies	\$ 64,799.01
C0750984	03/05/24	WE Energies	\$ 6,289.63
C0750985	03/05/24	Zoom Video Communications	\$ 36,128.30
!0037448	03/07/24	Aladdin Food Management Services LLC	\$ 5,812.17
C0751044	03/07/24	Capital Data Inc	\$ 37,886.26
C0751049	03/07/24	Dell Marketing L P	\$ 15,516.22
C0751051	03/07/24	Districts Mutual Insurance	\$ 4,532.00
C0751056	03/07/24	JR Plumbing	\$ 3,945.50
C0751057	03/07/24	Level 3 Communications, LLC	\$ 3,702.64
C0751058	03/07/24	Majic Productions Inc	\$ 8,783.25
C0751060	03/07/24	Northcentral Technical College	\$ 4,807.01
C0751063	03/07/24	Sheepdog Guardian Consulting LLC	\$ 9,150.00
C0751071	03/07/24	Zimmerman Design Group	\$ 27,595.08
!0037461	03/12/24	Aladdin Food Management Services LLC	\$ 4,240.56
C0751096	03/12/24	D & H Distributing	\$ 5,646.80
C0751098	03/12/24	Edward H Wolf & Sons Inc	\$ 2,678.30
C0751102	03/12/24	Green Window Cleaning Services LLC	\$ 5,075.00
C0751107	03/12/24	James Imaging Systems	\$ 3,861.24
C0751108	03/12/24	Kessenichs Ltd	\$ 22,722.65
C0751122	03/12/24	WE Energies	\$ 3,634.43
C0751126	03/12/24	Zimmerman Design Group	\$ 15,355.00
C0751176	03/14/24	City Wide Facility Solutions	\$ 6,450.00
C0751177	03/14/24	Consolidated Doors Inc	\$ 4,676.00
C0751187	03/14/24	Toddworld Inc	\$ 6,000.00
C0751188	03/14/24	Waukesha County	\$ 13,615.23
C0751189	03/14/24	Zimmerman Design Group	\$ 14,832.50
C0510863	03/15/24	Hachette Book Group	\$ 3,317.42
!0037480	03/19/24	Aladdin Food Management Services LLC	\$ 3,980.32
!0037483	03/19/24	Madison National Life Insurance Co	\$ 9,135.71
!0037484	03/19/24	Quarles & Brady LLP	\$ 10,368.00
!0037485	03/19/24	Symetra Life Insurance Company	\$ 25,000.36
C0751222	03/19/24	Air One Equipment Inc	\$ 5,419.60
C0751228	03/19/24	Constellation NewEnergy Gas Division LLC	\$ 16,494.23
C0751231	03/19/24	Dell Marketing L P	\$ 2,986.76
C0751239	03/19/24	Jones and Bartlett Publishers Inc	\$ 3,909.46
C0751240	03/19/24	JX Peterbilt	\$ 59,999.00
C0751249	03/19/24	Waukesha County	\$ 3,038.76
!0037504	03/21/24	Insight Public Sector	\$ 3,439.20
C0751310	03/21/24	BizTimes Media LLC	\$ 11,370.00
C0751322	03/21/24	Lab Midwest Corp	\$ 27,642.00
C0751323	03/21/24	Marianna Industries	\$ 4,960.59
C0751327	03/21/24	Milwaukee Business Journal	\$ 7,732.97
C0751328	03/21/24	Post-Captain Consulting LLC	\$ 3,600.00
C0751330	03/21/24	Regalis Group LLC	\$ 5,034.00
C0751334	03/21/24	United Mailing Services	\$ 3,472.14
C0751335	03/21/24	Village of Pewaukee	\$ 21,456.06
C0751339	03/21/24	WISN TV	\$ 8,500.00
!0037517	03/26/24	Duet Resource Group	\$ 5,370.75
!0037519	03/26/24	Quarles & Brady LLP	\$ 15,673.50
C0751393	03/26/24	Change Catalysts, LLC	\$ 4,122.26
C0751396	03/26/24	Dummies Unlimited Inc	\$ 5,963.00
C0751400	03/26/24	IdentiSys	\$ 4,950.00
C0751404	03/26/24	National Technical Honor Society	\$ 6,700.00
C0751405	03/26/24	NEOGOV	\$ 2,600.00
C0751412	03/26/24	Toepfer Security Corporation	\$ 4,552.50
C0751413	03/26/24	United Parcel Service	\$ 3,486.18
!0037537	03/28/24	Allstate Benefits	\$ 3,639.42
!0037539	03/28/24	Simons Electrical Systems	\$ 9,367.93
C0751463	03/28/24	JX Peterbilt	\$ 8,346.50
C0751474	03/28/24	Xiris Automation Inc	\$ 3,363.00

69 payments TOTAL:

\$ 766,396.39

**WAUKESHA COUNTY TECHNICAL COLLEGE
CORPORATE TRAINING CENTER
CONTRACT APPROVAL REPORT
MARCH, 2024**

Year	#	Customer	Start Date	Type	Service Description	Number of Participants	Total Revenue	Est. Direct Cost	Informational		
									Variance (1)	Est. Full Cost	Variance (2)
In-State Contracts											
2024	7196	Payne & Dolan Inc	3/5/2024	I	Leadership	15	4,496	1,502	2,994	1,848	2,648
2024	7227	Campbell Corporation	1/1/2024	I	Foundational Leadership	27	11,853	4,080	7,773	4,293	7,560
2024	7238	International Fluid Power Society	2/27/2024	I	Fluid Power Fundamentals	30	3,840	1,208	2,632	1,545	2,295
2024	7256	Waukesha County Dept of Admin	3/19/2024	I	Intro to Lean Principles	17	514	191	323	185	329
2024	7270	Ultra Tool & Manufacturing Inc	3/4/2024	I	Excel Software Training	26	4,809	1,704	3,105	1,663	3,146
Center for Early College Opportunities (High School Transcribed Credit)											
<i>CTC collaborates with the Center for Early College Opportunities providing 38.14 contracts for High School Transcribed Credit (HSTC)</i>											
2024	7200	Johnson Creek School District	8/28/2023	I	Intro to Psychology	8	4,431	2,842	1,589	3,635	796
2024	7255	Greenfield School District	1/29/2024	I	Nursing Assistant	10	8,454	5,968	2,486	6,272	2,182
ALL CONTRACTS							38,397	17,495	20,902	19,441	18,956

N/A* denotes technical assistance contract. These are non-instructional activities provided to a company, no enrollment #s are available.

CTC 38.24 PROFESSIONAL DEVELOPMENT WORKSHOPS						Number of Participants	Total Revenue	Est. Direct	Variance (1)	Est. Full Cost	Variance (2)
32 Workshops Completed 1/1/2024 through 3/31/2024						665	126,554	92,455	34,099	120,423	4,771

COLUMN DEFINITIONS:

Type of Service: I=Instruction T= Technical Assistance F=Fiscal and Management Service

Total Revenue: Contract Amount (Agreed upon selling price based on Board's pricing structure) + any related revenue from grants.

Estimated Direct Cost: Salary and Benefits plus all Direct Expenses

Estimated Full Cost calculation: [Salary & Benefits + (Salary & Benefits x the appropriate State Indirect Cost Factor)]

Variance: (1) The difference between Total Revenue and Estimated Direct Cost

Variance: (2) The difference between Total Revenue and Estimated Full Cost

Comments: While the college is not required to recover full cost for 38.14 contracts, the WTCS mandates that the Board be made aware of contracts where estimated full cost is not recovered.

Rationale is provided for those contracts. WCTC Adm. Policy FIN-550 reflects that transcribed credit 38.14 contracts *will not* provide for full cost recovery.



MEMORANDUM

TO: WCTC District Board of Trustees

FROM: Michelle Skinder, Vice President, Human Resources and Legal Affairs

DATE: April 9, 2024

RE: **Approval to Hire Term Report**

The following individual is recommended for hire based on the Colleges recruitment, hiring and promotion process:

Nina Hughes

Start Date: 07/01/2024
Position: Instructor-Psychology



MEMORANDUM

To: WCTC Board of Trustees

From: Dr. Jane L. Kittel, Vice President of Finance & Administration

Date: April 9, 2024

Re: Resolution Awarding the Sale of \$4,000,000 General Obligation Promissory Notes, Series 2024A

At the June Board meeting, the WCTC Board adopted the 2023/24 budget. Included in the budget was a plan to issue \$11,500,000 general obligation promissory notes to fund capital expenditures for 2023/24. At the March Board meeting, the WCTC Board authorized the borrowing of \$4,000,000 General Obligation Promissory Notes. The public sale of these G.O. Promissory Notes is scheduled for 9:30 am on Tuesday, April 9, 2024.

Request:

We request that the WCTC Board award the sale for the issuance of \$4,000,000 general obligation promissory notes for equipment, site improvements, and building remodeling projects.

- \$1,500,000 for building remodeling and improvement projects to include payments toward the I Building manufacturing lab remodel, flooring, door replacements, and painting
- \$1,885,000 for movable capital equipment in learning and operations
- \$615,000 for site improvements to support the electrical switch & transformer replacement, parking lots, asphalt/concrete replacement, and landscaping.

Resolutions and documents will be distributed at the April 9, 2024, Board meeting and a presentation will explain the results of the public sale that is scheduled to be held that same morning.

The draft legal resolution follows this memo for informational purposes only. Updated information related to this debt issue will be distributed at the Board meeting.

Staff will be available to answer any questions you may have regarding this request.

RESOLUTION NO. _____

RESOLUTION AWARDING THE SALE OF \$4,000,000
GENERAL OBLIGATION PROMISSORY NOTES, SERIES 2024A

WHEREAS, on March 12, 2024, the District Board of the Waukesha County Area Technical College District, Waukesha, Jefferson, Dodge and Racine Counties, Wisconsin (the "District") adopted a resolution (the "Authorizing Resolution") which authorized the issuance of general obligation promissory notes in the amount of \$1,500,000 for the public purpose of financing building remodeling and improvement projects; in the amount of \$1,885,000 for the public purpose of financing the acquisition of movable equipment; and in the amount of \$615,000 for the public purpose of financing site improvement projects (collectively, the "Project");

WHEREAS, the District caused Notices to Electors to be published in the Waukesha Freeman on March 20, 2024 giving notice of adoption of the Authorizing Resolution, identifying where and when the Authorizing Resolution could be inspected, and advising electors of their right to petition for a referendum on the question of the issuance of general obligation promissory notes to finance building remodeling and improvement projects and the acquisition of movable equipment;

WHEREAS, no petition for referendum has been filed with the District and the time to file such a petition expires on April 19, 2024;

WHEREAS, the District has directed Robert W. Baird & Co. Incorporated ("Baird") to take the steps necessary to sell the District's general obligation promissory notes (the "Notes") to pay the cost of the Project;

WHEREAS, Baird, in consultation with the officials of the District, prepared an Official Notice of Sale (a copy of which is attached hereto as Exhibit A and incorporated herein by this reference) setting forth the details of and the bid requirements for the Notes and indicating that the Notes would be offered for public sale on April 9, 2024;

WHEREAS, the Secretary (in consultation with Baird) caused notice of the sale of the Notes to be published and/or announced and caused the Official Notice of Sale to be distributed to potential bidders offering the Notes for public sale on April 9, 2024;

WHEREAS, the District has duly received bids for the Notes as described on the Bid Tabulation attached hereto as Exhibit B and incorporated herein by this reference (the "Bid Tabulation"); and

WHEREAS, it has been determined that the bid proposal (the "Proposal") submitted by the financial institution listed first on the Bid Tabulation fully complies with the bid requirements set forth in the Official Notice of Sale and is deemed to be the most advantageous to the District. Baird has recommended that the District accept the Proposal. A copy of said Proposal submitted by such institution (the "Purchaser") is attached hereto as Exhibit C and incorporated herein by this reference.

NOW, THEREFORE, BE IT RESOLVED by the District Board of the District that:

Section 1. Ratification of the Official Notice of Sale and Offering Materials. The District Board hereby ratifies and approves the details of the Notes set forth in Exhibit A attached hereto as and for the details of the Notes. The Official Notice of Sale and any other offering materials prepared and circulated by Baird are hereby ratified and approved in all respects. All actions taken by officers of the District and Baird in connection with the preparation and distribution of the Official Notice of Sale, and any other offering materials are hereby ratified and approved in all respects.

Section 1A. Award of the Notes. For the purpose of paying the cost of the Project, there shall be borrowed pursuant to Section 67.12(12), Wisconsin Statutes, the principal sum of FOUR MILLION DOLLARS (\$4,000,000) from the Purchaser in accordance with the terms and conditions of the Proposal. The Proposal of the Purchaser offering to purchase the Notes for the sum set forth on the Proposal, plus accrued interest to the date of delivery, resulting in a true interest cost as set forth on the Proposal, is hereby accepted (subject to the condition that no valid petition for referendum is filed by April 19, 2024 which respect to the Notes). The Chairperson and Secretary or other appropriate officers of the District are authorized and directed to execute an acceptance of the Proposal on behalf of the District. The good faith deposit of the Purchaser shall be applied in accordance with the Official Notice of Sale, and any good faith deposits submitted by unsuccessful bidders shall be promptly returned. The Notes shall bear interest at the rates set forth on the Proposal.

Section 2. Terms of the Notes. The Notes shall be designated "General Obligation Promissory Notes, Series 2024A"; shall be issued in the aggregate principal amount of \$4,000,000; shall be dated May 1, 2024; shall be in the denomination of \$5,000 or any integral multiple thereof; shall be numbered R-1 and upward; and shall bear interest at the rates per annum and mature on April 1 of each year, in the years and principal amounts as set forth on the Pricing Summary attached hereto as Exhibit D-1 and incorporated herein by this reference. Interest shall be payable semi-annually on April 1 and October 1 of each year commencing on October 1, 2024. Interest shall be computed upon the basis of a 360-day year of twelve 30-day months and will be rounded pursuant to the rules of the Municipal Securities Rulemaking Board. The schedule of principal and interest payments due on the Notes is set forth on the Debt Service Schedule attached hereto as Exhibit D-2 and incorporated herein by this reference (the "Schedule").

Section 3. Redemption Provisions. The Notes are not subject to optional redemption.

[The Proposal specifies that [some of] the Notes are subject to mandatory redemption. The terms of such mandatory redemption are set forth on an attachment hereto as Exhibit MRP and incorporated herein by this reference. Upon the optional redemption of any of the Notes subject to mandatory redemption, the principal amount of such Notes so redeemed shall be credited against the mandatory redemption payments established in Exhibit MRP for such Notes in such manner as the District shall direct.]

Section 4. Form of the Notes. The Notes shall be issued in registered form and shall be executed and delivered in substantially the form attached hereto as Exhibit E and incorporated herein by this reference.

Section 5. Tax Provisions.

(A) Direct Annual Irrepealable Tax Levy. For the purpose of paying the principal of and interest on the Notes as the same becomes due, the full faith, credit and resources of the District are hereby irrevocably pledged, and there is hereby levied upon all of the taxable property of the District a direct annual irrepealable tax in the years 2024 through 2028 for the payments due in the years 2024 through 2029 in the amounts set forth on the Schedule. The amount of tax levied in the year 2024 shall be the total amount of debt service due on the Notes in the years 2024 and 2025; provided that the amount of such tax carried onto the tax rolls shall be abated by any amounts appropriated pursuant to subsection (D) below which are applied to payment of principal of or interest on the Notes in the year 2024.

(B) Tax Collection. So long as any part of the principal of or interest on the Notes remains unpaid, the District shall be and continue without power to repeal such levy or obstruct the collection of said tax until all such payments have been made or provided for. After the issuance of the Notes, said tax shall be, from year to year, carried onto the tax roll of the District and collected in addition to all other taxes and in the same manner and at the same time as other taxes of the District for said years are collected, except that the amount of tax carried onto the tax roll may be reduced in any year by the amount of any surplus money in the Debt Service Fund Account created below.

(C) Additional Funds. If at any time there shall be on hand insufficient funds from the aforesaid tax levy to meet principal and/or interest payments on said Notes when due, the requisite amounts shall be paid from other funds of the District then available, which sums shall be replaced upon the collection of the taxes herein levied.

(D) Appropriation. The District hereby appropriates from taxes levied in anticipation of the issuance of the Notes, proceeds of the Notes or other funds of the District on hand a sum sufficient to be irrevocably deposited in the segregated Debt Service Fund Account created below and used to pay debt service on the Notes coming due in 2024 as set forth on the Schedule.

Section 6. Segregated Debt Service Fund Account.

(A) Creation and Deposits. There shall be and there hereby is established in the treasury of the District, if one has not already been created, a debt service fund, separate and distinct from every other fund, which shall be maintained in accordance with generally accepted accounting principles. Debt service or sinking funds established for obligations previously issued by the District may be considered as separate and distinct accounts within the debt service fund.

Within the debt service fund, there hereby is established a separate and distinct account designated as the "Debt Service Fund Account for General Obligation Promissory Notes, Series 2024A, dated May 1, 2024" (the "Debt Service Fund Account") and such account shall be maintained until the indebtedness evidenced by the Notes is fully paid or otherwise extinguished. There shall be deposited into the Debt Service Fund Account (i) all accrued interest received by the District at the time of delivery of and payment for the Notes; (ii) any premium which may be received by the District above the par value of the Notes and accrued interest thereon; (iii) all money raised by the taxes herein levied and any amounts appropriated for the specific purpose of meeting principal of and interest on the Notes when due; (iv) such other sums as may be necessary at any time to pay principal of and interest on the Notes when due; (v) surplus monies in the Borrowed Money Fund as specified below; and (vi) such further deposits as may be required by Section 67.11, Wisconsin Statutes.

(B) Use and Investment. No money shall be withdrawn from the Debt Service Fund Account and appropriated for any purpose other than the payment of principal of and interest on the Notes until all such principal and interest has been paid in full and the Notes canceled; provided (i) the funds to provide for each payment of principal of and interest on the Notes prior to the scheduled receipt of taxes from the next succeeding tax collection may be invested in direct obligations of the United States of America maturing in time to make such payments when they are due or in other investments permitted by law; and (ii) any funds over and above the amount of such principal and interest payments on the Notes may be used to reduce the next succeeding tax levy, or may, at the option of the District, be invested by purchasing the Notes as permitted by and subject to Section 67.11(2)(a), Wisconsin Statutes, or in permitted municipal investments under the pertinent provisions of the Wisconsin Statutes ("Permitted Investments"), which investments shall continue to be a part of the Debt Service Fund Account. Any investment of the Debt Service Fund Account shall at all times conform with the provisions of the Internal Revenue Code of 1986, as amended (the "Code") and any applicable Treasury Regulations (the "Regulations").

(C) Remaining Monies. When all of the Notes have been paid in full and canceled, and all Permitted Investments disposed of, any money remaining in the Debt Service Fund Account shall be transferred and deposited in the general fund of the District, unless the District Board directs otherwise.

Section 7. Proceeds of the Notes; Segregated Borrowed Money Fund. The proceeds of the Notes (the "Note Proceeds") (other than any premium and accrued interest which must be paid at the time of the delivery of the Notes into the Debt Service Fund Account created above) shall be deposited into a special fund (the "Borrowed Money Fund") separate and distinct from all other funds of the District and disbursed solely for the purpose or purposes for which borrowed. Monies in the Borrowed Money Fund may be temporarily invested in Permitted Investments. Any monies, including any income from Permitted Investments, remaining in the Borrowed Money Fund after the purpose or purposes for which the Notes have been issued have been accomplished, and, at any time, any monies as are not needed and which obviously thereafter cannot be needed for such purpose(s) shall be deposited in the Debt Service Fund Account.

Section 8. No Arbitrage. All investments made pursuant to this Resolution shall be Permitted Investments, but no such investment shall be made in such a manner as would cause the Notes to be "arbitrage bonds" within the meaning of Section 148 of the Code or the Regulations and an officer of the District, charged with the responsibility for issuing the Notes, shall certify as to facts, estimates, circumstances and reasonable expectations in existence on the date of delivery of the Notes to the Purchaser which will permit the conclusion that the Notes are not "arbitrage bonds," within the meaning of the Code or Regulations.

Section 9. Compliance with Federal Tax Laws. (a) The District represents and covenants that the projects financed by the Notes and the ownership, management and use of the projects will not cause the Notes to be "private activity bonds" within the meaning of Section 141 of the Code. The District further covenants that it shall comply with the provisions of the Code to the extent necessary to maintain the tax-exempt status of the interest on the Notes including, if applicable, the rebate requirements of Section 148(f) of the Code. The District further covenants that it will not take any action, omit to take any action or permit the taking or omission of any action within its control (including, without limitation, making or permitting any use of the proceeds of the Notes) if taking, permitting or omitting to take such action would cause any of the Notes to be an arbitrage bond or a private activity bond within the meaning of the Code or would otherwise cause interest on the Notes to be included in the gross income of the recipients thereof for federal income tax purposes. The Secretary or other officer of the District charged with the responsibility of issuing the Notes shall provide an appropriate certificate of the District certifying that the District can and covenanting that it will comply with the provisions of the Code and Regulations.

(b) The District also covenants to use its best efforts to meet the requirements and restrictions of any different or additional federal legislation which may be made applicable to the Notes provided that in meeting such requirements the District will do so only to the extent consistent with the proceedings authorizing the Notes and the laws of the State of Wisconsin and to the extent that there is a reasonable period of time in which to comply.

Section 10. Execution of the Notes; Closing; Professional Services. The Notes shall be issued in printed form, executed on behalf of the District by the manual or facsimile signatures of the Chairperson and Secretary, authenticated, if required, by the Fiscal Agent (defined below), sealed with its official or corporate seal, if any, or a facsimile thereof, and delivered to the Purchaser upon payment to the District of the purchase price thereof, plus accrued interest to the date of delivery (the "Closing"). The facsimile signature of either of the officers executing the Notes may be imprinted on the Notes in lieu of the manual signature of the officer but, unless the District has contracted with a fiscal agent to authenticate the Notes, at least one of the signatures appearing on each Note shall be a manual signature. In the event that either of the officers whose signatures appear on the Notes shall cease to be such officers before the Closing, such signatures shall, nevertheless, be valid and sufficient for all purposes to the same extent as if they had remained in office until the Closing. The aforesaid officers are hereby authorized and directed to do all acts and execute and deliver the Notes and all such documents, certificates and acknowledgements as may be necessary and convenient to effectuate the Closing. The District hereby authorizes the officers and agents of the District to enter into, on its behalf, agreements and contracts in conjunction with the Notes, including but not limited to agreements and contracts for legal, trust, fiscal agency, disclosure and continuing disclosure, and rebate

calculation services. Any such contract heretofore entered into in conjunction with the issuance of the Notes is hereby ratified and approved in all respects.

Section 11. Payment of the Notes; Fiscal Agent. The principal of and interest on the Notes shall be paid by Associated Trust Company, National Association, Green Bay, Wisconsin, which is hereby appointed as the District's registrar and fiscal agent pursuant to the provisions of Section 67.10(2), Wisconsin Statutes (the "Fiscal Agent"). The District hereby authorizes the Chairperson and Secretary or other appropriate officers of the District to enter into a Fiscal Agency Agreement between the District and the Fiscal Agent. Such contract may provide, among other things, for the performance by the Fiscal Agent of the functions listed in Wis. Stats. Sec. 67.10(2)(a) to (j), where applicable, with respect to the Notes.

Section 12. Persons Treated as Owners; Transfer of Notes. The District shall cause books for the registration and for the transfer of the Notes to be kept by the Fiscal Agent. The person in whose name any Note shall be registered shall be deemed and regarded as the absolute owner thereof for all purposes and payment of either principal or interest on any Note shall be made only to the registered owner thereof. All such payments shall be valid and effectual to satisfy and discharge the liability upon such Note to the extent of the sum or sums so paid.

Any Note may be transferred by the registered owner thereof by surrender of the Note at the office of the Fiscal Agent, duly endorsed for the transfer or accompanied by an assignment duly executed by the registered owner or his attorney duly authorized in writing. Upon such transfer, the Chairperson and Secretary shall execute and deliver in the name of the transferee or transferees a new Note or Notes of a like aggregate principal amount, series and maturity and the Fiscal Agent shall record the name of each transferee in the registration book. No registration shall be made to bearer. The Fiscal Agent shall cancel any Note surrendered for transfer.

The District shall cooperate in any such transfer, and the Chairperson and Secretary are authorized to execute any new Note or Notes necessary to effect any such transfer.

Section 13. Record Date. The 15th day of the calendar month next preceding each interest payment date shall be the record date for the Notes (the "Record Date"). Payment of interest on the Notes on any interest payment date shall be made to the registered owners of the Notes as they appear on the registration book of the District at the close of business on the Record Date.

Section 14. Utilization of The Depository Trust Company Book-Entry-Only System. In order to make the Notes eligible for the services provided by The Depository Trust Company, New York, New York ("DTC"), the District agrees to the applicable provisions set forth in the Blanket Issuer Letter of Representations, which the Secretary or other authorized representative of the District is authorized and directed to execute and deliver to DTC on behalf of the District to the extent an effective Blanket Issuer Letter of Representations is not presently on file in the District office.

Section 15. Official Statement. The District Board hereby approves the Preliminary Official Statement with respect to the Notes and deems the Preliminary Official Statement as "final" as of its date for purposes of SEC Rule 15c2-12 promulgated by the Securities and

Exchange Commission pursuant to the Securities and Exchange Act of 1934 (the "Rule"). All actions taken by officers of the District in connection with the preparation of such Preliminary Official Statement and any addenda to it or final Official Statement are hereby ratified and approved. In connection with the Closing, the appropriate District official shall certify the Preliminary Official Statement and any addenda or final Official Statement. The Secretary shall cause copies of the Preliminary Official Statement and any addenda or final Official Statement to be distributed to the Purchaser.

Section 16. Undertaking to Provide Continuing Disclosure. The District hereby covenants and agrees, for the benefit of the owners of the Notes, to enter into a written undertaking (the "Undertaking") if required by the Rule to provide continuing disclosure of certain financial information and operating data and timely notices of the occurrence of certain events in accordance with the Rule. The Undertaking shall be enforceable by the owners of the Notes or by the Purchaser on behalf of such owners (provided that the rights of the owners and the Purchaser to enforce the Undertaking shall be limited to a right to obtain specific performance of the obligations thereunder and any failure by the District to comply with the provisions of the Undertaking shall not be an event of default with respect to the Notes).

To the extent required under the Rule, the Chairperson and Secretary, or other officer of the District charged with the responsibility for issuing the Notes, shall provide a Continuing Disclosure Certificate for inclusion in the transcript of proceedings, setting forth the details and terms of the District's Undertaking.

Section 17. Record Book. The Secretary shall provide and keep the transcript of proceedings as a separate record book (the "Record Book") and shall record a full and correct statement of every step or proceeding had or taken in the course of authorizing and issuing the Notes in the Record Book.

Section 18. Bond Insurance. If the Purchaser determines to obtain municipal bond insurance with respect to the Notes, the officers of the District are authorized to take all actions necessary to obtain such municipal bond insurance. The Chairperson and Secretary are authorized to agree to such additional provisions as the bond insurer may reasonably request and which are acceptable to the Chairperson and Secretary including provisions regarding restrictions on investment of Note proceeds, the payment procedure under the municipal bond insurance policy, the rights of the bond insurer in the event of default and payment of the Notes by the bond insurer and notices to be given to the bond insurer. In addition, any reference required by the bond insurer to the municipal bond insurance policy shall be made in the form of Note provided herein.

Section 19. Conflicting Resolutions; Severability; Effective Date. All prior resolutions, rules or other actions of the District Board or any parts thereof in conflict with the provisions hereof shall be, and the same are, hereby rescinded insofar as the same may so conflict. In the event that any one or more provisions hereof shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any other provisions hereof. The foregoing shall take effect immediately upon adoption and approval in the manner provided by law.

Adopted, approved and recorded April 9, 2024.

Courtney R. Bauer
Chairperson

ATTEST:

Brian K. Baumgartner
Secretary

(SEAL)

DRAFT

EXHIBIT A

Official Notice of Sale

To be provided by Robert W. Baird & Co. Incorporated and incorporated into the Resolution.

(See Attached)

DRAFT

EXHIBIT B

Bid Tabulation

To be provided by Robert W. Baird & Co. Incorporated and incorporated into the Resolution.

(See Attached)

DRAFT

EXHIBIT C

Winning Bid

To be provided by Robert W. Baird & Co. Incorporated and incorporated into the Resolution.

(See Attached)

DRAFT

EXHIBIT D-1

Pricing Summary

To be provided by Robert W. Baird & Co. Incorporated and incorporated into the Resolution.

(See Attached)

DRAFT

EXHIBIT D-2

Debt Service Schedule and Irrepealable Tax Levies

To be provided by Robert W. Baird & Co. Incorporated and incorporated into the Resolution.

(See Attached)

DRAFT

[EXHIBIT MRP

Mandatory Redemption Provision

The Notes due on April 1, ____, ____ and ____ (the "Term Bonds") are subject to mandatory redemption prior to maturity by lot (as selected by the Depository) at a redemption price equal to One Hundred Percent (100%) of the principal amount to be redeemed plus accrued interest to the date of redemption, from debt service fund deposits which are required to be made in amounts sufficient to redeem on April 1 of each year the respective amount of Term Bonds specified below:

For the Term Bonds Maturing on April 1, ____

<u>Redemption Date</u>	<u>Amount</u>
____	\$ ____
____	____
____	____ (maturity)

For the Term Bonds Maturing on April 1, ____

<u>Redemption Date</u>	<u>Amount</u>
____	\$ ____
____	____
____	____ (maturity)

For the Term Bonds Maturing on April 1, ____

<u>Redemption Date</u>	<u>Amount</u>
____	\$ ____
____	____
____	____ (maturity)

For the Term Bonds Maturing on April 1, ____

<u>Redemption Date</u>	<u>Amount</u>
____	\$ ____
____	____
____	____ (maturity)]

EXHIBIT E

(Form of Note)

REGISTERED UNITED STATES OF AMERICA DOLLARS
NO. R-___ STATE OF WISCONSIN \$___
WAUKESHA COUNTY AREA TECHNICAL COLLEGE DISTRICT
GENERAL OBLIGATION PROMISSORY NOTE, SERIES 2024A

MATURITY DATE: ORIGINAL DATE OF ISSUE: INTEREST RATE: CUSIP:
April 1, ___ May 1, 2024 ___% ___

DEPOSITORY OR ITS NOMINEE NAME: CEDE & CO.

PRINCIPAL AMOUNT: _____ THOUSAND DOLLARS
(\$ _____)

FOR VALUE RECEIVED, the Waukesha County Area Technical College District, Waukesha, Jefferson, Dodge and Racine Counties, Wisconsin (the "District"), hereby acknowledges itself to owe and promises to pay to the Depository or its Nominee Name (the "Depository") identified above (or to registered assigns), on the maturity date identified above, the principal amount identified above, and to pay interest thereon at the rate of interest per annum identified above, all subject to the provisions set forth herein regarding redemption prior to maturity. Interest shall be payable semi-annually on April 1 and October 1 of each year commencing on October 1, 2024 until the aforesaid principal amount is paid in full. Both the principal of and interest on this Note are payable to the registered owner in lawful money of the United States. Interest payable on any interest payment date shall be paid by wire transfer to the Depository in whose name this Note is registered on the Bond Register maintained by Associated Trust Company, National Association, Green Bay, Wisconsin (the "Fiscal Agent") or any successor thereto at the close of business on the 15th day of the calendar month next preceding each interest payment date (the "Record Date"). This Note is payable as to principal upon presentation and surrender hereof at the office of the Fiscal Agent.

For the prompt payment of this Note together with interest hereon as aforesaid and for the levy of taxes sufficient for that purpose, the full faith, credit and resources of the District are hereby irrevocably pledged.

This Note is one of an issue of Notes aggregating the principal amount of \$4,000,000, all of which are of like tenor, except as to denomination, interest rate and maturity date, issued by the District pursuant to the provisions of Section 67.12(12), Wisconsin Statutes, for the public purposes of financing building remodeling and improvement projects (\$1,500,000); the acquisition of movable equipment (\$1,885,000); and site improvement projects (\$615,000), as authorized by resolutions adopted on March 12, 2024 and April 9, 2024. Said resolutions are recorded in the official minutes of the District Board for said dates.

This Note is not subject to optional redemption.

【The Notes maturing in the years _____ are subject to mandatory redemption by lot as provided in the resolutions referred to above, at the redemption price of par plus accrued interest to the date of redemption and without premium.】

In the event the Notes are redeemed prior to maturity, as long as the Notes are in book-entry-only form, official notice of the redemption will be given by mailing a notice by registered or certified mail, overnight express delivery, facsimile transmission, electronic transmission or in any other manner required by the Depository, to the Depository not less than thirty (30) days nor more than sixty (60) days prior to the redemption date. If less than all of the Notes of a maturity are to be called for redemption, the Notes of such maturity to be redeemed will be selected by lot. Such notice will include but not be limited to the following: the designation and date of the Notes called for redemption, CUSIP number, and the date of redemption. Any notice provided as described herein shall be conclusively presumed to have been duly given, whether or not the registered owner receives the notice. The Notes shall cease to bear interest on the specified redemption date provided that federal or other immediately available funds sufficient for such redemption are on deposit at the office of the Depository at that time. Upon such deposit of funds for redemption the Notes shall no longer be deemed to be outstanding.

It is hereby certified and recited that all conditions, things and acts required by law to exist or to be done prior to and in connection with the issuance of this Note have been done, have existed and have been performed in due form and time; that the aggregate indebtedness of the District, including this Note and others issued simultaneously herewith, does not exceed any limitation imposed by law or the Constitution of the State of Wisconsin; and that a direct annual irrepealable tax has been levied sufficient to pay this Note, together with the interest thereon, when and as payable.

This Note is transferable only upon the books of the District kept for that purpose at the office of the Fiscal Agent, only in the event that the Depository does not continue to act as depository for the Notes, and the District appoints another depository, upon surrender of the Note to the Fiscal Agent, by the registered owner in person or his duly authorized attorney, together with a written instrument of transfer (which may be endorsed hereon) satisfactory to the Fiscal Agent duly executed by the registered owner or his duly authorized attorney. Thereupon a new fully registered Note in the same aggregate principal amount shall be issued to the new depository in exchange therefor and upon the payment of a charge sufficient to reimburse the District for any tax, fee or other governmental charge required to be paid with respect to such registration. The Fiscal Agent shall not be obliged to make any transfer of the Notes after the Record Date. The Fiscal Agent and District may treat and consider the Depository in whose name this Note is registered as the absolute owner hereof for the purpose of receiving payment of, or on account of, the principal or redemption price hereof and interest due hereon and for all other purposes whatsoever. The Notes are issuable solely as negotiable, fully-registered Notes without coupons in the denomination of \$5,000 or any integral multiple thereof.

This Note shall not be valid or obligatory for any purpose until the Certificate of Authentication hereon shall have been signed by the Fiscal Agent.

No delay or omission on the part of the owner hereof to exercise any right hereunder shall impair such right or be considered as a waiver thereof or as a waiver of or acquiescence in any default hereunder.

IN WITNESS WHEREOF, the Waukesha County Area Technical College District, Waukesha, Jefferson, Dodge and Racine Counties, Wisconsin, by its governing body, has caused this Note to be executed for it and in its name by the manual or facsimile signatures of its duly qualified Chairperson and Secretary; and to be sealed with its official or corporate seal, if any, all as of the original date of issue specified above.

WAUKESHA COUNTY AREA TECHNICAL
COLLEGE DISTRICT, WISCONSIN

By: _____
Courtney R. Bauer
Chairperson

(SEAL)

By: _____
Brian K. Baumgartner
Secretary

Date of Authentication: _____, 2024

CERTIFICATE OF AUTHENTICATION

This Note is one of the Notes of the issue authorized by the within-mentioned resolutions of the Waukesha County Area Technical College District, Waukesha, Jefferson, Dodge and Racine Counties, Wisconsin.

ASSOCIATED TRUST COMPANY,
NATIONAL ASSOCIATION,
GREEN BAY, WISCONSIN

By _____
Authorized Signatory

DRAFT

ASSIGNMENT

FOR VALUE RECEIVED, the undersigned sells, assigns and transfers unto

(Name and Address of Assignee)

(Social Security or other Identifying Number of Assignee)

the within Note and all rights thereunder and hereby irrevocably constitutes and appoints _____, Legal Representative, to transfer said Note on the books kept for registration thereof, with full power of substitution in the premises.

Dated: _____

Signature Guaranteed:

(e.g. Bank, Trust Company
or Securities Firm)

(Depository or Nominee Name)

NOTICE: This signature must correspond with the name of the Depository or Nominee Name as it appears upon the face of the within Note in every particular, without alteration or enlargement or any change whatever.

(Authorized Officer)



MEMORANDUM

To: WCTC Board of Trustees

From: Dr. Jane L. Kittel, Vice President of Finance & Administration

Date: April 9, 2024

Re: Resolution Authorizing the Issuance of \$3,800,000 General Obligation Promissory Notes, Series 2024B, of Waukesha County Area Technical College District, Wisconsin, and Setting the Sale of the Notes

At the June Board meeting, the WCTC Board adopted the 2023/24 budget. Included in the budget was a plan to issue \$11,500,000 general obligation promissory notes to fund capital expenditures for 2023/24.

Request:

We request the WCTC Board authorize the issuance of \$3,800,000 general obligation promissory notes for this fiscal year to for equipment and building remodeling projects.

- \$1,500,000 for building remodeling and improvement projects to include payments toward the Waukesha Campus remodel, flooring, door replacements, and painting
- \$2,300,000 for movable capital equipment in learning and operations

At the May Board meeting, the WCTC Board will be asked to award the winning bid for these notes.

Following this request is the draft of the legal resolution authorizing this issuance.

This is the third of three borrowings planned for this fiscal year.

Staff will be available to answer any questions you may have regarding this request.

RESOLUTION AUTHORIZING THE ISSUANCE OF \$3,800,000
GENERAL OBLIGATION PROMISSORY NOTES, SERIES 2024B, OF
WAUKESHA COUNTY AREA TECHNICAL COLLEGE DISTRICT, WISCONSIN,
AND SETTING THE SALE OF THE NOTES

WHEREAS, Waukesha County Area Technical College District, Wisconsin (the "District") is presently in need of \$1,500,000 for the public purpose of financing building remodeling and improvement projects and \$2,300,000 for the public purpose of financing the acquisition of movable equipment (collectively, the "Project"); and

WHEREAS, the District hereby finds and determines that the project is within the District's power to undertake and serves a "public purpose" as that term is defined in Section 67.04(a)(b), Wisconsin Statutes; and

WHEREAS, the District Board deems it necessary and in the best interest of the District to borrow the monies needed for such purposes through the issuance of general obligation promissory notes pursuant to the provisions of Section 67.12(12), Wis. Stats.;

NOW, THEREFORE, BE IT:

RESOLVED, that the District shall issue general obligation promissory notes in the amount of \$1,500,000 for the public purpose of financing building remodeling and improvement projects; and be it further

RESOLVED, that the District shall issue general obligation promissory notes in the amount of \$2,300,000 for the public purpose of financing the acquisition of movable equipment; and be it further

RESOLVED, THAT:

Section 1. Note Authorization. The District shall issue the general obligation promissory notes authorized above in the aggregate principal amount of \$3,800,000 and designated "General Obligation Promissory Notes, Series 2024B" (the "Notes"), the proceeds of which shall be used for the purposes specified above in the amounts authorized for those purposes. There shall be levied on all the taxable property of the District a direct, annual, irrevocable tax sufficient to pay the interest on the Notes as it becomes due, and also to pay and discharge the principal thereof.

Section 2. Notice to Electors. The Secretary shall, within ten (10) days hereafter, cause public notice of the adoption of this resolution to be given to the electors of the District by publishing notices thereof in the official District newspaper published and having general circulation in the District, which newspaper is found and determined to be likely to give notice to the electors, such notices to be in substantially the forms set forth on Exhibits A and B hereto (the "Notice").

Section 3. Sale of Notes. The Notes shall be offered for public sale. At a subsequent meeting, the District Board shall consider such bids as may have been received and take action thereon.

Section 4. Official Statement. The Secretary shall cause an Official Statement to be prepared by the District’s financial advisor, Robert W. Baird & Co. Incorporated. The appropriate District officials shall determine when the Official Statement is final for purposes of Securities and Exchange Commission Rule 15c2-12 and shall certify said Statement, such certification to constitute full authorization of such Official Statement under this resolution.

Section 5. Expenditure of Funds and Declaration of Official Intent. The District shall make expenditures as needed from its funds on hand to pay the cost of the Project until proceeds of the Notes become available. The District hereby officially declares its intent under Treas. Reg. Section 1.150-2 to reimburse said expenditures with proceeds of the Notes, the principal amount of which is not expected to exceed \$3,800,000.

Section 6. Conflicting Resolutions; Severability; Effective Date. All prior resolutions, rules or other actions of the District Board or any parts thereof in conflict with the provisions hereof shall be, and the same are, hereby rescinded insofar as the same may so conflict. In the event that any one or more provisions hereof shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any other provisions hereof. The foregoing shall take effect immediately upon adoption and approval in the manner provided by law. If any of the Notes may be subject to a petition for referendum, any action with respect to the sale of the Notes shall be subject to the condition that no petition for referendum has been filed within thirty (30) days of publication of the Notice provided for under Section 2 of this Resolution or, if a petition is filed, that any required referendum approval is obtained.

Adopted this 9th day of April, 2024.

Courtney R. Bauer
Chairperson

Attest:

Brian K. Baumgartner
Secretary

(SEAL)

EXHIBIT A

NOTICE

TO THE ELECTORS OF:

Waukesha County Area Technical College

District, Wisconsin

NOTICE IS HEREBY GIVEN that the District Board of the above-named District, at a meeting duly called and held on April 9, 2024, adopted pursuant to the provisions of Section 67.12(12) of the Wisconsin Statutes, a resolution providing that the sum of \$1,500,000 be borrowed through the issuance of general obligation promissory notes of the District for the public purpose of financing building remodeling and improvement projects.

A copy of said resolution is on file in the District Office, 800 Main Street, Pewaukee, Wisconsin, and is available for public inspection weekdays, except holidays, between the hours of 8:00 A.M. and 4:00 P.M. or in the alternative by contacting Dr. Jane L. Kittel at the District by phone at (262) 691-5214 or by email at the following address: jkittel@wctc.edu.

The District Board need not submit said resolution to the electors for approval unless within 30 days after the publication of this Notice there is filed with the Secretary of the District Board a petition meeting the standards set forth in Sec. 67.12(12)(e)5, Wis. Stats., requesting a referendum thereon at a special election.

Dated April 9, 2024.

BY ORDER OF THE DISTRICT BOARD

District Secretary

EXHIBIT B

NOTICE

TO THE ELECTORS OF:

Waukesha County Area Technical College

District, Wisconsin

NOTICE IS HEREBY GIVEN that the District Board of the above-named District, at a meeting duly called and held on April 9, 2024, adopted pursuant to the provisions of Section 67.12(12) of the Wisconsin Statutes, a resolution providing that the sum of \$2,300,000 be borrowed through the issuance of general obligation promissory notes of the District for the public purpose of financing the acquisition of movable equipment.

A copy of said resolution is on file in the District Office, 800 Main Street, Pewaukee, Wisconsin, and is available for public inspection weekdays, except holidays, between the hours of 8:00 A.M. and 4:00 P.M. or in the alternative by contacting Dr. Jane L. Kittel at the District by phone at (262) 691-5214 or by email at the following address: jkittel@wctc.edu.

The District Board need not submit said resolution to the electors for approval unless within 30 days after the publication of this Notice there is filed with the Secretary of the District Board a petition meeting the standards set forth in Sec. 67.12(12)(e)5, Wis. Stats., requesting a referendum thereon at a special election.

Dated April 9, 2024.

BY ORDER OF THE DISTRICT BOARD

District Secretary



MEMORANDUM

TO: WCTC District Board of Trustees

FROM: Richard Haen, Director, District Facilities

DATE: April 9, 2024

SUBJECT: Construction bid information: 5830AB B&E Building Renovations and 5830AH Q Building Applied AI Lab, Bid ITB 2324-03.

The B&E project will renovate approximately 15,600 square feet of existing space within the B and E Buildings to support additional and projected faculty that are part of Liberal Arts Transfer degree programs which include the Associate of Arts and Associate of Science degree offerings. The renovation will include several spaces used by our Academic Support Services and Library as well as auxiliary services provided by the Bookstore and Information Technology Support Desk.

The Q Building Applied AI Lab project will renovate approximately 5,000 square feet of existing space that will create a space for businesses and entrepreneurs to access AI subject matter expertise, receive professional and student assistance with implementing or developing AI solutions, and have access to other business support resources. Students enrolled in the AI Associate of Applied Science degree program will have access to the lab to work on class projects as well as foster those relationships with local entrepreneurs and businesses.

Key information regarding the project includes:

- This project is part of fiscal year 2023/2024 capital projects with an adjusted combined construction budget of \$1,275,000.
- It is recommended to accept the alternate bid to renovate approximately 1,465 square feet of faculty office and conference room spaces in the lower E Building.
- Construction is anticipated to start in April in the Q Building with substantial completion early August. Construction will start after May commencement in the B & E Buildings with substantial completion late September.

WCTC received one complete bid for the project:

- Camosy Construction Company, Inc. \$ 1,086,567

Project cost breakdown:

Recommendation is to award this construction project to Camosy Construction Company, Inc., with a total project cost of \$1,271,283.