



June 30, 2023

Ritu Raju, PhD
President and CEO

Burlington Center
496 McCanna Pkwy.
Burlington, WI 53105-3623

Elkhorn Campus
400 County Road H
Elkhorn, WI 53121-2046

**HERO (Health And
Emergency Response
Occupations) Center**
380 McCanna Pkwy.
Burlington, WI 53105-3622

**Horizon Center For
Transportation
Technology**
4940 - 88th Avenue
Kenosha, WI 53144-7467

Inspire Center
3520 - 30th Avenue
Kenosha, WI 53144-1690

Kenosha Campus
3520 - 30th Avenue
Kenosha, WI 53144-1690

**Lakeview Advanced
Technology Center**
9449 - 88th Avenue (Highway H)
Pleasant Prairie, WI 53158-2216

Racine Campus
1001 South Main Street
Racine, WI 53403-1582

**SC Johnson
iMET (Integrated
Manufacturing
& Engineering
Technology) Center**
Renaissance Business Park
2320 Renaissance Blvd.
Sturtevant, WI 53177-1763

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NOTICE OF MEETING
GATEWAY TECHNICAL COLLEGE DISTRICT BOARD
Organizational Meeting and Board Retreat In-Person and Virtual Meeting
Monday, July 10, 2023 - 8:00 a.m.
Kenosha Campus, Madrigrano Board Room
3520 30th Avenue, Kenosha, WI 53144
Join Zoom Meeting <https://gtc.zoom.us/j/86585844848>
Or by calling 1-312-626-6799 Meeting ID: 865 8584 4848

The Gateway Technical College District Board will hold its annual organizational meeting on Monday, July 10, 2023 virtually and in person at 8:00 am at the Kenosha Campus, Madrigrano Board Room, 3520 30th Avenue, Kenosha, WI 53144.

AGENDA FOR THE ORGANIZATIONAL MEETING

- I. Call to Order
 - A. Open Meeting Compliance
- II. Roll Call
- III. Announcements
- IV. Oath of Office
- V. Citizen Comments
- VI. Election of Officers
- VII. Review Trustees Self-Evaluation
- VIII. Action Agenda
 - A. ROLL CALL - Resolution No. F-2023-2024A.2 – Resolution Establishing Parameters for the Sale of Not to Exceed \$2,500,000 General Obligation Promissory Notes, Series 2023-2024A
- IX. Appointment of Board Representatives
- X. Establish Dates, Times and Locations for the 2023-2024 Board Meetings
- XI. Next Meeting Date and Adjourn

Immediately following the organizational meeting, the Gateway Technical College District Board will meet for their annual retreat, which will not have a public virtual option. The agenda for the retreat will include the Board’s goals and future strategic directions for the college. No action will be taken.

Ritu Raju, Ph.D.
President and Chief Executive Officer

To request disability accommodations, contact the Director of Compliance at [262-564-3062](tel:262-564-3062)/Wisconsin Relay 711, or compliance@gtc.edu, at least three days in advance.

To view Gateway's Notice Under the Americans with Disabilities Act, visit gtc.edu/eeo.

GATEWAY TECHNICAL COLLEGE DISTRICT BOARD

Organizational Meeting

Monday, July 10, 2023 – 8:00 a.m.

In-Person and Virtual Meeting

Kenosha Campus, Madrigrano Board Room

3520 30th Avenue, Kenosha, WI 53144

Join virtual meeting: <https://gtc.zoom.us/j/86585844848>

Or by calling 1-312-626-6799, Meeting ID: 865 8584 4848

- I. CALL TO ORDER
 - A. Open Meeting Compliance

II. ROLL CALL

Jesse Adams	_____
Ram Bhatia	_____
Benjamin DeSmidt	_____
William Duncan	_____
Zaida Lange-Irisson	_____
Nicole Oberlin	_____
Scott Pierce	_____
Jason Tadlock	_____
Pamela Zenner-Richards	_____
Rebecca Matoska-Mentink	_____

Our Positive Core – Gateway Technical College District Board

Our shared strengths as a Board that we draw upon to do our work:

- Belief in the value of Gateway Technical College
- Commitment to our community
- Common sense of mission
- Mutual respect
- Sense of humor
- Open-mindedness & willingness to question

III. Announcements

IV. Oath of Office

**GATEWAY TECHNICAL COLLEGE DISTRICT BOARD
ORGANIZATIONAL MEETING**

Roll Call	_____
Action	_____X_____
Information	_____
Discussion	_____

OATH OF OFFICE

Summary of Item:

The following board appointees are required to take the Oath of Office:

- Rebecca Matoska-Mentink
- Pamela Zenner-Richards
- Zaida Lange-Irisson (formerly Zaida Hernandez-Irisson)
- Ram Bhatia

“I, _____, swear that I will support the Constitution of the United States and the Constitution of the State of Wisconsin, and will faithfully and impartially discharge the duties of the office of Technical College District Board Member for Gateway Technical College to the best of my ability.”

V. CITIZEN COMMENTS

- A. The Gateway Technical College District Board has established a limit of thirty minutes for citizen comments. Individuals will be limited to three to five minutes for their comments depending on the number of individuals who wish to address the Board. Citizens wishing to address the Board are to sign up prior to the meeting on the forms provided at the entrance to the meeting room.

VI. Election of Officers

GATEWAY TECHNICAL COLLEGE DISTRICT BOARD ORGANIZATIONAL MEETING

Roll Call	_____
Action	_____X_____
Information	_____
Discussion	_____

ELECTION OF OFFICERS

Summary of Item: The District Board shall hold its annual organizational meeting on the second Monday in July at which it shall elect from among its members a Chairperson, Vice-Chairperson, Secretary and Treasurer. No person may serve as Chairperson for more than two (2) successive annual terms. (Source: Wisconsin Statutes, Section 38.08[3])

Procedure

The Board Chair's designee shall conduct the election by soliciting nominations from the membership.

In order for a name to be placed in nomination for the above-named offices, a motion and a second are required. The Board Chair's designee will call for the closing of the nominations and the distribution of ballots. The ballots will be tallied by the Board Chair's designee, and the results announced to the full Board.

At the conclusion of the elections, the newly elected officers will assume their duties.

Staff Designee: Kelly Bartlett

ELECTION OF OFFICERS

Nominations are now in order for the office of:

Chairperson

Nominations are now in order for the office of:

Vice Chairperson

Nominations are now in order for the office of:

Secretary

Nominations are now in order for the office of:

Treasurer

VII. Review Trustees Self-Evaluation

VIII. Action Agenda:

- A. ROLL CALL - Resolution No. F-2023-2024A.2 – Resolution Establishing Parameters for the Sale of Not to Exceed \$2,500,000 General Obligation Promissory Notes, Series 2023-2024A

GATEWAY TECHNICAL COLLEGE DISTRICT BOARD

Roll Call x
Action
Information
Discussion

RESOLUTION NO. F-2023-2024A.2 RESOLUTION ESTABLISHING PARAMETERS FOR THE SALE OF \$2,500,000 GENERAL OBLIGATION PROMISSORY NOTES, SERIES 2023-2024A

Summary of Item: The administration is recommending Board approval of a resolution establishing parameters for the sale of \$2,500,000 General Obligation Promissory Notes, Series 2023-2024A for the public purpose of financing the acquisition of movable equipment.

This debt issue is included in the Board-approved budget for FY 2024.



Attachments: Resolution No. F-2023-2024A.2

Ends Statements and/or

Executive Limitations: Section 3 - Executive Limitations
Policy 3.5 - Financial Condition

Staff Liaison: Sharon Johnson

ROLL CALL

Jesse Adams
Ram Bhatia
Benjamin DeSmidt
William Duncan
Zaida Lange-Irisson
Rebecca Matoska-Mentink
Scott Pierce
Jason Tadlock
Pamela Zenner-Richards

RESOLUTION NO. F-2023-2024A.2

RESOLUTION ESTABLISHING PARAMETERS
FOR THE SALE OF NOT TO EXCEED
\$2,500,000 GENERAL OBLIGATION PROMISSORY NOTES, SERIES 2023-2024A

WHEREAS, on June 15, 2023, the District Board of the Gateway Technical College District, Racine, Kenosha and Walworth Counties, Wisconsin (the "District") adopted a resolution (the "Authorizing Resolution") which authorized the issuance of general obligation promissory notes (the "Notes") in the amount of \$2,500,000 for the public purpose of financing the acquisition of movable equipment (the "Project");

WHEREAS, the District caused a Notice to Electors to be published in The Kenosha News and The Journal Times on June 21, 2023 and in the Elkhorn Independent on June 22, 2023 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 the Project;

WHEREAS, it is the finding of the District Board that it is necessary, desirable and in the best interest of the District to sell the Notes to Robert W. Baird & Co. Incorporated (the "Purchaser");

WHEREAS, the Purchaser intends to submit a purchase proposal to the District (the "Proposal") offering to purchase the Notes in accordance with the terms and conditions to be set forth in the Proposal; and

WHEREAS, in order to facilitate the sale of the Notes to the Purchaser in a timely manner, the District Board hereby finds and determines that it is necessary, desirable and in the best interest of the District to delegate to the Chief Financial Officer/Vice President Finance and Administration (the "Authorized Officer") the authority to accept the Proposal on behalf of the District so long as the Proposal meets the terms and conditions set forth in this Resolution (the "Parameters") by executing a certificate in substantially the form attached hereto as Exhibit A and incorporated herein by reference (the "Approving Certificate").

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

Section 1. Sale of the Notes; Parameters. For the purpose of paying costs of the Project, there shall be borrowed pursuant to Section 67.12(12), Wisconsin Statutes, the principal sum of not to exceed TWO MILLION FIVE HUNDRED THOUSAND DOLLARS (\$2,500,000) from the Purchaser upon the terms and subject to the conditions set forth in this Resolution. Subject to satisfaction of the conditions set forth in Section 15 of this Resolution, the Chairperson and Secretary are hereby authorized, empowered and directed to make, execute, issue and sell to the Purchaser for, on behalf of and in the name of the District, the Notes aggregating the principal amount of not to exceed TWO MILLION FIVE HUNDRED THOUSAND DOLLARS (\$2,500,000). The purchase price to be paid to the District for the Notes shall not be less than 100% of the principal amount of the Notes, with an amount not to exceed 1.00% of the principal amount of the Notes representing the Purchaser's compensation.

Section 2. Terms of the Notes. The Notes shall be designated "General Obligation Promissory Notes, Series 2023-2024A"; shall be issued in the aggregate principal amount of up to \$2,500,000; shall be dated as of their date of issuance; shall be in the denomination of \$5,000 or any integral multiple thereof; shall be numbered R-1 and upward; and mature or be subject to mandatory redemption on the dates and in the principal amounts set forth below, provided that the principal amount of each maturity or mandatory redemption amount may be increased or decreased by up to \$250,000 per maturity or mandatory redemption amount; that a maturity or mandatory redemption payment may be eliminated if the amount of such maturity or mandatory redemption payment set forth in the schedule below is less than or equal to \$250,000; and that the aggregate principal amount of the Notes shall not exceed \$2,500,000. The schedule below assumes the Notes are issued in the aggregate principal amount of \$2,500,000.

<u>Date</u>	<u>Principal Amount</u>
04-01-2024	\$130,000
04-01-2025	215,000
04-01-2026	225,000
04-01-2027	235,000
04-01-2028	250,000
04-01-2029	260,000
04-01-2030	275,000
04-01-2031	290,000
04-01-2032	300,000
04-01-2033	320,000

Interest shall be payable semi-annually on April 1 and October 1 of each year commencing on April 1, 2024 or on such other date set forth in the Approving Certificate. The true interest cost on the Notes (computed taking the Purchaser's compensation into account) will not exceed 5.00%. 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.

Section 3. Redemption Provisions. The Notes shall not be subject to optional redemption or shall be callable as set forth on the Approving Certificate. If the Proposal specifies that certain of the Notes are subject to mandatory redemption, the terms of such mandatory redemption shall be set forth on an attachment to the Approving Certificate labeled as Schedule MRP. 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 the Approving Certificate 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 B 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 irrevocable tax in the years 2023 through 2032 for payments due in the years 2024 through 2033 in such amounts as are sufficient to meet such principal and interest payments when due.

(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.

Section 6. Segregated Debt Service Fund Account.

(A) Creation and Deposits. There 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 2023-2024A" (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 separate and distinct from all other funds of the District and disbursed solely for the purpose or purposes for which borrowed or for the payment of the principal of and the interest on the Notes. 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 the Secretary or the Treasurer (the "Fiscal Agent") unless a fiscal agent is specified in the Approving Certificate.

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. Conditions on Issuance and Sale of the Notes. The issuance of the Notes and the sale of the Notes to the Purchaser are subject to satisfaction of the following conditions:

(a) expiration of the petition period provided for under Section 67.12(12)(e)(5), Wis. Stats., without the filing of a sufficient petition for a referendum with respect to the resolution authorizing the issuance of the Notes; and

(b) approval by the Authorized Officer of the principal amount, definitive maturities, redemption provisions, interest rates and purchase price for the Notes, which approval shall be evidenced by execution by the Authorized Officer of the Approving Certificate.

Upon her approval of the terms of the Notes, the Authorized Officer of the District is authorized to execute the Proposal with the Underwriter providing for the sale of the Notes to the Underwriter. The Notes shall not be delivered until this approval is obtained and the referendum petition period expires as provided in (a) above.

Section 16. Official Statement. The District Board hereby directs the Authorized Officer to approve the Preliminary Official Statement with respect to the Notes and deem 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 the Authorized Officer or other 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 17. 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 18. 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 19. 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 20. 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 July 10, 2023.

Chairperson

ATTEST:

Secretary

(SEAL)

EXHIBIT A

Approving Certificate

(See Attached)

CERTIFICATE APPROVING THE PRELIMINARY OFFICIAL STATEMENT
AND DETAILS OF
GENERAL OBLIGATION PROMISSORY NOTES, SERIES 2023-2024A

The undersigned Chief Financial Officer/Vice President Finance and Administration of the Gateway Technical College District, Racine, Kenosha and Walworth Counties, Wisconsin (the "District"), hereby certifies that:

1. Resolution. On July 10, 2023, the District Board of the District adopted a resolution (the "Resolution") establishing parameters for the sale of not to exceed \$2,500,000 General Obligation Promissory Notes, Series 2023-2024A of the District (the "Notes") to Robert W. Baird & Co. Incorporated (the "Purchaser") and delegating to me the authority to approve the Preliminary Official Statement, to approve the purchase proposal for the Notes, and to determine the details for the Notes within the parameters established by the Resolution.

2. Preliminary Official Statement. The Preliminary Official Statement with respect to the Notes is hereby approved and deemed "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.

3. Proposal; Terms of the Notes. On the date hereof, the Purchaser offered to purchase the Notes in accordance with the terms set forth in the Note Purchase Agreement between the District and the Purchaser attached hereto as Schedule I (the "Proposal"). The Proposal meets the parameters established by the Resolution and is hereby approved and accepted.

The Notes shall be issued in the aggregate principal amount of \$ _____, which is not more than the \$2,500,000 approved by the Resolution, and shall mature on April 1 of each of the years and in the amounts and shall bear interest at the rates per annum as set forth in the Pricing Summary attached hereto as Schedule II and incorporated herein by this reference. The amount of each annual principal or mandatory redemption payment due on the Notes is not more than \$250,000 more or less per maturity or mandatory redemption amount than the schedule included in the Resolution as set forth below:

<u>Date</u>	<u>Resolution Schedule</u>	<u>Actual Amount</u>
04-01-2024	\$130,000	\$ _____
04-01-2025	215,000	_____
04-01-2026	225,000	_____
04-01-2027	235,000	_____
04-01-2028	250,000	_____
04-01-2029	260,000	_____
04-01-2030	275,000	_____
04-01-2031	290,000	_____
04-01-2032	300,000	_____
04-01-2033	320,000	_____

The true interest cost on the Notes (computed taking the Purchaser's compensation into account) is _____%, which is not in excess of 5.00%, as required by the Resolution.

4. Purchase Price of the Notes. The Notes shall be sold to the Purchaser in accordance with the terms of the Proposal at a price of \$_____, plus accrued interest, if any, to the date of delivery of the Notes which is not less than 100.00% of the principal amount of the Notes as required by the Resolution. The portion of such amount representing Purchaser's compensation is \$_____, or not more than 1.00% of the principal amount of the Notes.

5. Redemption Provisions of the Notes. [The Notes are not subject to optional redemption.] [The Notes maturing on April 1, 20__ and thereafter are subject to redemption prior to maturity, at the option of the District, on April 1, 20__ or on any date thereafter. Said Notes are redeemable as a whole or in part, and if in part, from maturities selected by the District and within each maturity by lot, at the principal amount thereof, plus accrued interest to the date of 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 Schedule MRP and incorporated herein by this reference.]

6. Direct Annual Irrepealable Tax Levy. For the purpose of paying the principal of and interest on the Notes as the same respectively falls due, the full faith, credit and taxing powers of the District have been irrevocably pledged and there has been levied on all of the taxable property in the District, pursuant to the Resolution, a direct, annual irrepealable tax in an amount and at the times sufficient for said purpose. Such tax shall be for the years and in the amounts set forth on the debt service schedule attached hereto as Schedule III.

7. Approval. This Certificate constitutes my approval of the Proposal, and the principal amount, definitive maturities, interest rates, purchase price and redemption provisions for the Notes and the direct annual irrevocable tax levy to repay the Notes, in satisfaction of the parameters set forth in the Resolution.

IN WITNESS WHEREOF, I have executed this Certificate on _____, 2023 pursuant to the authority delegated to me in the Resolution.

Sharon Johnson
Chief Financial Officer/Vice President
Finance and Administration

COPY

SCHEDULE I TO APPROVING CERTIFICATE

Proposal

To be provided by the Purchaser and incorporated into the Certificate.

(See Attached)

COPY

SCHEDULE II TO APPROVING CERTIFICATE

Pricing Summary

To be provided by the Purchaser and incorporated into the Certificate.

(See Attached)

COPY

SCHEDULE III TO APPROVING CERTIFICATE

Debt Service Schedule and Irrepealable Tax Levies

To be provided by the Purchaser and incorporated into the Certificate.

(See Attached)

COPY

EXHIBIT B

(Form of Note)

REGISTERED	UNITED STATES OF AMERICA	DOLLARS
	STATE OF WISCONSIN	
	RACINE, KENOSHA AND WALWORTH COUNTIES	
NO. R- _____	GATEWAY TECHNICAL COLLEGE DISTRICT	\$ _____
	GENERAL OBLIGATION PROMISSORY NOTE, SERIES 2023-2024A	

MATURITY DATE:	ORIGINAL DATE OF ISSUE:	INTEREST RATE:	CUSIP:
April 1, _____	_____, 2023	_____%	_____

DEPOSITORY OR ITS NOMINEE NAME: CEDE & CO.

PRINCIPAL AMOUNT: _____ THOUSAND DOLLARS
(\$ _____)

FOR VALUE RECEIVED, the Gateway Technical College District, Racine, Kenosha and Walworth 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 April 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 the District Secretary or District Treasurer (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 \$2,500,000, all of which are of like tenor, except as to denomination, interest rate, maturity date and redemption provision, issued by the District pursuant to the provisions of Section 67.12(12), Wisconsin Statutes, for the public purpose of financing the acquisition of movable equipment as authorized by resolutions adopted on June 15, 2023 and on July 10, 2023, as supplemented by a Certificate Approving the Preliminary Official Statement and Details of General Obligation Promissory

Notes, Series 2023-2024A, dated _____, 2023. Said resolutions are recorded in the official minutes of the District Board for said dates.

【The Notes are not subject to optional redemption.】 【The Notes maturing on April 1, _____ and thereafter are subject to redemption prior to maturity, at the option of the District, on April 1, _____ or on any date thereafter. Said Notes are redeemable as a whole or in part, and if in part, from maturities selected by the District, and within each maturity by lot (as selected by the Depository), at the principal amount thereof, plus accrued interest to the date of redemption.】

【The Notes maturing in the years _____ are subject to mandatory redemption by lot as provided in the Approving Certificate, 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, date and maturities of the Notes called for redemption, CUSIP numbers, 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 [(i)] after the Record Date[, (ii) during the fifteen (15) calendar days preceding the date of any publication of notice of any proposed redemption of the Notes, or (iii) with respect to any particular Note, after such Note has been called for redemption]. 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.

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 Gateway Technical College District, Racine, Kenosha and Walworth 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.

GATEWAY TECHNICAL COLLEGE DISTRICT
RACINE, KENOSHA AND WALWORTH
COUNTIES, WISCONSIN

By: _____
Chairperson

(SEAL)

By: _____
Secretary

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)

IX. Appointment of Board Representatives

GATEWAY TECHNICAL COLLEGE DISTRICT BOARD ORGANIZATIONAL MEETING

Roll Call	_____
Action	<u> X </u>
Information	
Discussion	

APPOINTMENT OF BOARD REPRESENTATIVES

Summary of Item: The Gateway Technical College Board Chairperson appoints a Board of Director member and committee members to the Wisconsin Technical College District Boards Association, the Gateway Technical College Foundation Board, and the Association of Community College Trustees.

2023-2024 Technical College Trustee Designations

Please type or print

College Name: __ Gateway Technical College _____

(DBA will show this information in our 2023-24 member directory.)

College Board Chair: _____

Vice Chair of the Board: _____

Secretary of the Board: _____

Treasurer of the Board: _____

(Please see the memo and Committee Descriptions attachments for more information.)

District Board assignments to the DBA:

DBA Board of Directors: _____

DBA Awards Committee: _____

DBA Bylaws Committee: _____

DBA External Partnerships Committee (up to 4): _____

DBA Internal Best Practices Committee (up to 4): _____

Gateway Foundation Board: _____

Thank you for your assistance! Please return this form, with a copy of your 2023-24 college board meeting schedule if possible, to Diane Handrick at dhandrick@districtboards.org

2022-23 Technical College Trustee Designations

College Name: ____ Gateway Technical College _____

(DBA will show this information in our 2022-23 member directory.)

Board Chair: ____ Rebecca Matoska-Mentink _____

Vice Chair of the Board: ____ Pamela Zenner-Richards _____

Secretary of the Board: ____ Zaida Hernandez-Irisson _____

Treasurer of the Board: ____ William Duncan _____

(Please see the memo and Committee Descriptions attachments for more information.)

DBA Board of Directors: ____ William Duncan _____

DBA Awards Committee: ____ Pamela Zenner-Richards _____

DBA Bylaws Committee: ____ Ram Bhatia _____

DBA External Partnerships Committee (up to 4): _____

____ D. Benjamin DeSmidt, William Duncan, Jesse Adams _____

DBA Internal Best Practices Committee (up to 4): _____

Scott Pierce, Jason Tadlock, Rebecca Matoska-Mentink

Foundation: Zaida Hernandez-Irisson _____

Thank you for your assistance! Please return this form, with a copy of your 2022-23 college board meeting schedule if possible, to Diane Handrick at dhandrick@districtboards.org

DBA Committee Descriptions 2023-2024

Board of Directors

Each district board is asked to designate one trustee to represent the college on the DBA Board of Directors. The Board meets at the four Association quarterly meetings (hybrid- virtual or in-person) and for one Annual Planning Meeting, usually held in late August in Madison. The Board sets policy for the Association, has final approval of all bylaws, policy and procedures manual changes, determines the annual Association budget, approves compensation for staff, and is the governing and oversight board for the Executive Director.

Board of Directors Delegate Commitment: It is important that we have full representation from all colleges at the board meetings. Board of Directors Delegates are asked to attend all Association Board Meetings either in-person or virtually.

External Partnerships Committee

This committee meets during quarterly meetings (hybrid—virtual or in-person) and works to explore innovative partnerships, external challenges, and emerging opportunities for collaboration, while building understanding and strengthening relationships between trustees and local, state, and national leaders. In collaboration with the host college, the committee meets with strategic partners that include but are not limited to:

- K-12 leaders
- Employer-partners
- Chamber officials
- County board members
- Presidents Association
- Higher education leaders
- Association of Community College Trustees
- Community and Faith-Based Organizations
- Other stakeholders and partners

Led by two trustee co-chairs with support from staff, this committee also generates programming input for Association staff to develop for in-service sessions.

Each district board is asked to appoint one to four trustees to serve on the External Partnerships Committee.

Internal Best Practices Committee

This committee meets during quarterly meetings (hybrid—virtual or in-person) to share and discuss best practices internal to the technical college system on topics of interest to the members. Past topics appropriate for this committee include:

- Board and Association best practices around new member orientation;
- “Boardmanship,” or how to be effective at the board table, legal and ethical parameters, and other skillsets for trustees;
- Human resources and employee compensation best practices;
- Student services best practices (mental health, veterans services);
- Instructional services best practices (career pathways, credit for prior learning, Promise programs); and
- Other emerging trends and topics

Led by the co-chairs, the Internal Best Practices Committee also generates programming input, suggesting topics for Association staff to develop for in-service sessions.

Each district board is asked to appoint one to four members to serve as part of the Internal Best Practices Committee.

Bylaws, Policies and Procedures Committee

The Bylaws, Policies and Procedures Committee, as set forth in Article IX of the Bylaws, reviews the Association's Bylaws, Policies and Procedures Manual and recommends changes to the Board of Directors where appropriate.

The Committee has additional specific assignments:

- At the Board of Directors' request, develop a select list of major issues on which the Board of Directors may request member consideration.
- At the request of the Board of Directors, committee chair, or an individual member district board of the Association, review a proposed resolution or proposed change in the bylaws, policies or procedures for the purpose of recommending whether the proposed language will accomplish the desired effect, and/or whether the proposed change would require amendment of any other portion of the corporate bylaws, policies, or procedures.

Awards Committee

The Awards Committee has responsibility for rating and identifying:

- Board Member of the Year;
- Technical Education Champion (TECh) Award recipients;
- Media Award recipients;
- Distinguished Alumni of the Year.

This committee conducts their work over e-mail/electronically, outside of the quarterly meetings. Each district board is asked to select one trustee to serve on the committee who will review and rate nominations for the Association awards program on behalf of their college.

The Committee determines, selects the recipients of, and delivers the Association's annual awards via the following process:

Association staff announce the nomination period for each award. At the end of the nomination period, the Association provides the Awards Committee with a slate of nominees eligible for the award, and with corresponding nomination materials. The Awards Committee selects award recipients by rating colleges' nominees against a set rubric of criteria for each award. Association staff then tabulate the scores and announce the winner. Whenever possible, awards are presented at the next quarterly meeting of the Association.

Awards Committee Commitment: The DBA requests ratings from each college for awards. Awards Committee members read nominations for each award (one award each quarter) and submit a rating for each nomination. Members have about two weeks to complete this activity. During the rating process, members read or view 8-10 nominations for an award and rate each award on 4 or 5 rating criteria. Members are allowed to split this responsibility with another board member.

X. Establish Dates, Times and Locations for the 2023-2024 Board Meetings



GATEWAY TECHNICAL COLLEGE DISTRICT BOARD Meeting Schedule – 2023-2024

Thursday, August 24, 2023 – SC Johnson iMET Center Auditorium & Virtual
Thursday, September 21, 2023 – Kenosha Campus Madrigano Board Room & Virtual
Thursday, October 19, 2023 – Elkhorn Campus, Rooms 112/114 & Virtual
Thursday, November 16, 2023 - Racine Campus Quad Rooms R102/R104 & Virtual
Thursday, December 21, 2023 - (3:00 p.m.) Horizon Center Conference Room & Virtual
Thursday, January 18, 2024 – Burlington Center, Room 100 & Virtual
Thursday, February 22, 2024 – SC Johnson iMET Center Auditorium & Virtual
Thursday, March 21, 2024 - Elkhorn Campus, Rooms 112/114 & Virtual
Thursday, April 18, 2024 - Horizon Center Conference Room & Virtual
Thursday, May 9, 2024 (7:00 p.m.) - SC Johnson iMET Center Auditorium & Virtual
Wednesday, May 22, 2024 – HERO Center, Room H101 & Virtual
Thursday, June 20, 2024 - Kenosha Campus Madrigano Board Room & Virtual
Monday, July 8, 2024 – Organizational Meeting – Elkhorn Campus Rooms 112/114 & Virtual

Board Meetings and Organizational Meeting typically begin at 8:00 a.m.
Public Hearing begins at 7:00 p.m.

ESTABLISH DATES, TIMES AND LOCATIONS FOR BOARD MEETINGS 2023-2024

DATE AND TIME	GATEWAY DISTRICT BOARD	DISTRICT BOARD ASSOCIATION	ACCT
JULY 10, 2023 – Monday 8:00 AM	Organizational Meeting Virtual Meeting & In Person Kenosha Campus, Board Room	Summer Meeting July 20-22, 2023 Fox Valley/Appleton, WI	
AUGUST 24, 2023 – Thursday 8:00 AM	Regular Meeting Racine County & Virtual iMET Center, Room 102		Governance Leadership August 2-4, 2023 Washington D.C.
SEPTEMBER 21, 2023 – Thursday 8:00 AM	Regular Meeting Kenosha County & Virtual Madrigano Center, Board Room		
OCTOBER 19, 2023 – Thursday 8:00 AM	Regular Meeting Walworth County & Virtual Elkhorn Campus, 112/114	Fall Meeting Oct 25-28, 2023 WCTC – Pewaukee, WI	Leadership Congress Oct 9-12, 2023 Las Vegas, NV
NOVEMBER 16, 2023 – Thursday 8:00 AM	Regular Meeting Racine County & Virtual Racine Campus, R102/R104		
DECEMBER 21, 2023 – Thursday 3:00 PM	Regular Meeting Kenosha County & Virtual Horizon Center, Room 106		
JANUARY 18, 2024 – Thursday 8:00 AM	Regular Meeting Racine County & Virtual Burlington Center, Room 100	Winter Meeting January 2024 Madison, WI	
FEBRUARY 22, 2024 – Thursday 8:00 AM	Regular Meeting Racine County & Virtual iMET Center, Room 102		National Legis. Summit February 4-7, 2024 Washington D.C.
MARCH 21, 2024 – Thursday 8:00 AM	Regular Meeting Walworth County & Virtual Elkhorn Campus, 112/114		
APRIL 18, 2024 – Thursday 8:00 AM	Regular Meeting Kenosha County & Virtual Horizon Center, Room 106	Spring Meeting April 2024 TBD	
MAY 9, 2024 – Thursday 7:00 PM	Regular Meeting Racine County & Virtual iMET Center, Room 102		
MAY 22, 2024 – Wednesday 8:00 AM	Regular Meeting Racine County & Virtual HERO Center, Room H101		
JUNE 20, 2024 – Thursday 8:00 AM	Regular Meeting Kenosha County & Virtual Madrigano Center, Board Room		
JULY 8, 2024 – Monday 8:00 AM	Organizational Meeting Walworth County & Virtual Elkhorn Campus, 112/114	Summer Meeting July 2024 TBD	

- XI. Next Meeting Date and Adjourn
 - A. Regular Board Meeting – Thursday, August 24, 2023, 8:00 am – SC Johnson iMET Center, 102 & Virtual
 - B. Adjourn - Immediately following the organizational meeting, the Gateway Technical College District Board will meet for their annual retreat, which will not have a public virtual option. The agenda for the retreat will include the Board’s goals and future strategic directions for the college. No action will be taken.