#### Wisconsin Indianhead Technical College Board Proceedings December 15, 2014

The regular meeting of the Wisconsin Indianhead Technical College Board was held on Monday, December 15, 2014, at 8:30 a.m., at the WITC-Rice Lake Campus, located at 1900 College Drive, Rice Lake, WI 54868.

#### CALL TO ORDER/ROLL CALL/DETERMINATION OF QUORUM

Chairperson, Morrie Veilleux, called the meeting to order at 8:30 a.m. with the following Board members present: James Beistle, Chris Fitzgerald, Lorraine C. Laberee, Troy Lambert, Dave Minor, Jean Serum, Morrie Veilleux, and Eileen Yeakley. Brett Gerber provided notice that he would not be in attendance at this meeting.

The following WITC employees were in attendance during the meeting: Steve Decker, Kim Olson, Cher Vink, and John Will. WITC employees in attendance for a portion of the meeting were: Craig Fowler, Amanda Gohde, Anita Hacker, Ellen Riely Hauser, and Mary Ann Pebler. Rob Ganschow of Wipfli, LLP, was also present during a portion of this meeting.

#### **OPEN MEETING**

Kim Olson, Executive Assistant to the President and Board, read the following open-meeting statement: "The December 15, 2014, meeting of the Wisconsin Indianhead Technical College Board, and all other meetings of this Board, are open to the public and in compliance with state statutes. Notice of the meeting was sent to the press on December 12, 2014, in an attempt to make the general public of Wisconsin aware of the time, place, and agenda of the meeting."

#### **APPROVAL OF AGENDA**

Chair Veilleux reserved the right to modify the order of the agenda to accommodate persons making presentations, live or via technology. Lori Laberee moved, seconded by James Beistle, to approve the agenda. Upon a unanimous vote of all members present, motion carried.

#### AUDIENCE RECOGNITION ANNOUNCEMENT

Time was reserved for Chair Veilleux to recognize people in the audience if needed. The Audience Recognition Board policy (II.M.) was included in the Board book as a reference.

#### **CAMPUS WELCOME**

Time was reserved for Craig Fowler, Vice President, Continuing Education/Executive Director, Foundation, and Rice Lake Campus Administrator, to welcome the Board. Key updates included information on WITC's collaboration with UW-Barron County, local business expansion, and the new WITC-Rice Lake Commons.

#### **EXECUTIVE SESSION**

Chairperson, Morrie Veilleux, requested a motion for the Board to convene into executive session under the provisions of Wisconsin Statutes §19.85(1)(c)(f) for the purpose of considering a status update on a personnel matter.

James Beistle moved, seconded by Jean Serum, to convene into executive session in accordance with Wisconsin Statutes §19.85(1)(c)(f) for the purpose noted in the preceding paragraph. Chair Veilleux announced the motion. Upon a roll-call vote, all members present voted yes; motion carried (8-0).

Chairperson, Morrie Veilleux, called the executive session to order at 8:37 a.m. with the following Board members present: James Beistle, Chris Fitzgerald, Lorraine C. Laberee, Troy Lambert, Dave Minor, Jean Serum, Morrie Veilleux, and Eileen Yeakley. Brett Gerber provided notice that he would not be in attendance at this meeting.

The following WITC employees were in attendance during executive session: Steve Decker, Kim Olson, Cher Vink, and John Will.

### A. <u>Approval of the October 13, 2014, Executive Meeting Minutes</u>

Eileen Yeakley moved, seconded by Dave Minor, to approve the executive meeting minutes as printed. Upon a unanimous vote of all members present, motion carried. It was noted that there was no Executive Session in November.

#### B. Status Update on Personnel Matter

Administration updated the Board on a personnel matter and steps taken to address the matter.

James Beistle moved, seconded by Jean Serum, to adjourn the Executive Session and reconvene back into the regular Board meeting. Upon a roll-call vote, all members present voted yes; motion carried (8-0) and the executive session adjourned at 9:06 a.m.

#### **OPEN SESSION RECONVENED**

#### **MEETING MINUTES**

1. Approval of the November 17, 2014, Regular Meeting Minutes

Chris Fitzgerald moved, seconded by Dave Minor, to approve the November 17, 2014, meeting minutes as printed. Upon a unanimous vote of all members present, motion carried. The signed list of contracts from last month's meeting was attached to the official minutes.

#### BUDGET CONSIDERATIONS REQUIRING BOARD ACTION

1. Approval of Annual Financial Audit Report

The annual financial audit report for year ending June 30, 2014, was provided. Mr. Decker introduced Mr. Rob Ganschow of Wipfli, LLP, who presented a WITC Review of Audit Reports PowerPoint. The Annual Audited Financial Statements report was provided and included the following items: General Audit, A-133 Statement of Federal Audit, and Letter of Necessary Disclosures. Mr. Decker recognized Anita Hacker's work on this report. Troy Lambert moved, seconded by Eileen Yeakley, to approve the Financial Audit Report as presented. Upon a unanimous vote of all members present, motion carried.

#### CONSENT AGENDA

Chairperson Veilleux asked if there were any items to be pulled off the Consent Agenda and acted on separately; however, there were none. Eileen Yeakley moved, seconded by Dave Minor, to approve the Consent Agenda. Upon a roll-call vote, all members present voted yes; motion carried (8-0).

- 1. Personnel:
  - A. New Hire: Beth Hazelton, Admissions Advisor; Ashland; effective December 8, 2014; salary \$16.46/hour.
  - B. New Hire: Eric Lockwood, Career Advising Specialist; New Richmond; effective December 9, 2014; salary \$42,717 annually.
  - C. New Hire: Erin Winesburg, Academic Affairs Technician; Shell Lake; effective December 1, 2014; salary \$15.28/hour.
  - D. Resignation: Leslie Bleskachek, Divisional Dean Business; New Richmond; effective January 2, 2015.
  - E. Resignation: Gayle Chowaniak, Food Service Assistant; Rice Lake; effective June 15, 2015.
  - F. Resignation: Jeri Dunlap, Outreach Center Manager; Ladysmith; effective June 26, 2015.
  - G. **Resignation**: Deborah Miller, Medical Administrative Specialist Instructor; Rice Lake; effective June 30, 2015.
  - H. Resignation: Jane Minkel, Campus Support Assistant; Rice Lake; effective November 24, 2014.
  - I. **Resignation**: Steven Page, Director, Criminal Justice Academy; Rice Lake; effective December 1, 2014.
  - J. Resignation: Sara Strand, Bookstore Assistant, Superior; effective November 28, 2014.

President Will noted that there were a total of 75 years of service from those who resigned (retired). The Board expressed their appreciation for this service to the College.

#### 2. <u>Contracts</u>

The listing of contracts was approved (see attached list).

3. Financial/Cash Position Report

The College's Financial and Cash Position Report, as of November 30, 2014, was approved.

4. Approval of Bills

Expenditures and revenue from the budget, covering check numbers 203758 through 204291 and electronic transfer payments totaling \$5,422,961.80 were approved.

- 5. Bids/Purchases
  - A. Lathe Workholding Set Superior: The Board approved the purchase of a Lathe workholding set in the total amount of \$8,036 from MSC Industrial Supply of Eden Prairie, MN, under Department of Administration (DOA) contract #15-54500-200. The equipment was over the original budgeted amount. The lathe set is for the Machine Tool Program at the Superior Campus.
  - B. Remodeling Change Order Shell Lake: The Board approved Change Order G07 by SDS Architects in the total amount of \$5,031 for Project #1407 at the Shell Lake Administrative Office. This change order includes additional painting and repair of corner beads. A financial summary was also included for the Board's review.

## **OTHER ITEMS REQUIRING BOARD ACTION**

- 1. <u>Announcements and/or Action from Executive Session</u> The Board Chair announced that the Board reviewed the executive meeting minutes and management reviewed a personnel matter in executive session.
- 2. <u>Approval of Resolution 15–07</u>, <u>Authorizing the Sale of \$5,225,000 General Obligation Promissory</u> <u>Notes, Series 2014B</u>

Note: At 9:31 a.m., the Board moved ahead to the Information Reports since the bids weren't expected to close until 10 a.m. At 10:30 a.m., the Board returned to this item after the reports were given.

The online auction for the \$5,225,000 promissory notes began at 9:45 a.m. and bids were closed at 10:00 a.m. on Monday, December 15, 2014. Steve Decker presented Resolution 15–07 (see attached) and the results of the bid to the Board at the meeting. Based on the bid results from nine bidders, Mr. Decker announced that the lowest bid was from BOSC, Inc. at 1.124524% for the Board's approval. \$3,950,000 is for movable equipment and \$1,275,000 is for the building remodeling at the Shell Lake Administrative Office and other minor remodeling at the other district locations. WITC also received Moody's Aaa rating again this year. An Official Statement was provided.

Dave Minor moved, seconded by Troy Lambert, to approve the bid and Resolution 15–07, Authorizing the Sale of \$5,225,000 General Obligation Promissory Notes, Series 2014B as presented. Upon a roll-call vote, all members present voted yes; motion carried (7–0). *Note: Mr. Fitzgerald was excused from the meeting prior to this vote.* 

## **INFORMATION REPORT**

1. 2014-2015 Grant Awards Report

President Will shared some operational revenue information with the Board, noting that grant revenue was a small but important part of the budget. Mary Ann Pebler, Director, Resource Development, presented the 2014–2015 Grant Awards Report. The "Awarded as of Dec 2014" column showed the most current grant award amounts. Changes since the May 2014 Board meeting were summarized on the last page of the report. James Beistle moved, seconded by Troy Lambert, to accept the 2014–2015 Grant Awards Report as it related to the interpretation of the ENDS statement for the President's annual evaluation. Upon a unanimous vote of all members present, motion carried.

## 2. Five-Year (2014-2019) Affirmative Action Plan Update

Ms. Vink presented the Five-Year (2014–2019) Affirmative Action Plan for the Board's approval. A PowerPoint presentation and a copy of the Plan were provided for the Board's reference for approval and required submission to the Systems Office. Ms. Vink talked about underrepresented groups and our action plans to increase our enrollment, recruitment, and marketing efforts. Ms. Vink recognized Amanda Gohde for her work on the plan. Lori Laberee moved, seconded by Jean Serum, to approve the Five-Year (2014–2019) Affirmative Action Plan as it related to the interpretation of the ENDS statement for the President's annual evaluation and submission to the Systems Office. Upon a unanimous vote of all members present, motion carried.

*Mr. Fitzgerald was excused at 9:45 a.m. The Board Chair recessed the meeting at 9:47 a.m. and reconvened the meeting at 10:12 a.m.* 

#### 3. 2012-2015 Strategic Goals Progress Report

President Will presented a progress report on the 2012–2015 Strategic Goals for the Board. A 2012–2015 Strategic Plan Summary was provided for the Board's information. A link to the full 2012–2015 Strategic Plan on the WITC Web site was also provided. It was suggested that administration note on the Web site what items will be discontinued or dropped from the 2012–2015 Strategic Plan, and to communicate why we couldn't do them. President Will may bring this report back once more prior to June 30, 2015. He recognized Ms. Riely Hauser, her staff, and the Vice Presidents for their work on the Strategic Plan. He commended everyone who worked on the plan. Eileen Yeakley moved, seconded by Lori Laberee, to receive the 2012–2015 Strategic Goals Progress Report as it related to the interpretation of the ENDS statement for the President's annual evaluation. Upon a unanimous vote of all members present, motion carried.

Note: The Board returned to Resolution 15–07 under Other Items Requiring Board Action.

### CORRESPONDENCE AND INFORMATION

1. Meeting Information Sharing

Time was reserved for Board members to report on any meetings they have attended. Mr. Beistle provided an update on Janet Bewley's appointments to the Senate Committee on Universities and Technical Colleges and the Senate Committee on Education during the 2015–2016 Legislative Session.

- 2. Travel Sign Up
  - A. Board Events Schedule

Time was reserved for the Board to update administration on their plans for upcoming Board events. A copy of the *Board Events Schedule* was routed during the meeting for Board members to update by recording their plans to attend (or not attend) the meetings and events listed on the form; or, to contact the Executive Assistant as soon as plans are confirmed. Chair Veilleux requested that the Board report any changes on the *Board Events Schedule* to Ms. Olson. It was noted that the District Boards Association plans to schedule their legislative visits on Wednesday, February 11, 2015, for NLS attendees; therefore, Thursday, February 12, 2015, is optional. Links to state and national Board meetings and events were included in the Board book.

Note: Chair Veilleux will not be in attendance at the January Board meeting; therefore, Vice Chair Fitzgerald will Chair the meeting. Ms. Laberee will join the February Board meeting via a telephone connection.

## 3. Monitoring Schedule Review and Updates

## A. Monitoring Schedule

Time was reserved to review and update the *WITC Board Monitoring Schedule* as needed. Recommended updates from administration in the month of December included, moving the "Annual Affirmative Action Report" from the "Activities" column to the "External/Internal Groups" column, and the "Assurance of Compliance–Civil Rights Certificate Update" was added to the activities column. In the month of June, one minor change was made to item number 2.

Ms. Olson noted that Paul Gabriel is available to give his annual District Boards Association Report in February or June. The Board was open to receiving Mr. Gabriel's report when it works best for him to do so. Ms. Olson will confirm which meeting will work best for Mr. Gabriel to give his annual update to the Board.

#### 4. President's Updates:

Time was reserved for President Will to provide an update on the following items:

### A. Program Advisory Committee Information Update

President Will informed the Board that throughout the year WITC will collaborate with 77 advisory committees representing all associate degree, diploma, and certificate programs, as well as Federal project service areas. There are 748 advisory committee members representing business and industry, public service agencies, and other educational institutions who meet with our staff. As requested by the Board in the past, the most recent advisory committee lists by location are posted in the Board of Trustees "Board Only Resources" folder. Mr. Minor suggested that administration consider thanking and surveying the advisory committee members to see if they want to stay on the committee and/or if there are any issues. President Will noted we can work on doing something for this suggestion.

### B. Secretary Reggie Newson - Department Workforce Development Update

The Superior Chamber hosted a luncheon at the WITC-Superior Campus for Secretary Reggie Newson on Thursday, November 20, 2014. President Will and Dave Minor attended the luncheon and also participated in a tour of Charter NEX Films earlier that morning.

#### C. Warren Melin and Marilyn McCarty Visit Update

President Will met with former WITC Board member Warren Melin who served on WITC's Board of Trustees as the first Chair of District 18 in New Richmond. Retired New Richmond Campus Administrator, Marilyn McCarty, also attended the meeting that took place on November 21, 2014, at the Shell Lake-Administrative Office.

#### D. Polk County Business Visits Update

On December 3, 2014, President Will visited five businesses in Polk County with Mr. Steven Healy, Executive Director of the Polk County Economic Development Corporation. With the bridge projects anticipated economic impact, it was a good opportunity to visit some of the businesses. President Will mentioned some of the interesting things being made in the area and that all of the businesses noted a need for trained people.

#### E. Accreditation Update

On November 7, 2014, the CAHIM Board of Commissioners granted accreditation to the Health Information Technology (HIT) Associate Degree Program. HIT is run at all four campuses utilizing a combination of online classes and local practicum sites. Amanda Abrahamson, Program Director; Kate Siegler, Divisional Dean; Jolene Colburn, faculty member, and Lisa Hall, Allied Health Technician, worked hard to prepare for this review. They all contributed to the success of this growing program and its initial accreditation.

#### F. Assurance of Compliance-Civil Rights Certificate Update President Will updated the Board on the annual required submission of the Assurance of Compliance – Civil Rights Certificate. The updated Certificate replaces all Assurance of Compliance Certificates previously submitted to the Office of Civil Rights by the District in the past. Chair Veilleux thanked Ms. Vink.

#### 5. Legislative Updates

President Will sent a note to all of our district legislators and has a plan to meet with them. He provided updates from the Presidents' Association meeting on the Governor's proposed tuition freeze, performance funding, and efforts to make Blueprint funding permanent.

#### 6. 2015 Media Award - Call for Nominations

The District Boards Association encourages each district to consider providing a nomination for the District Boards Association's annual Media Award competition. This is an excellent opportunity to recognize media coverage of your district's service to its communities and learners.

For the Board's consideration, President Will recommended that the Board nominate Ron Brochu of *Business North* for his "WITC President: Higher Ed Challenges Keep Changing" article. The 2015 Media Award nomination materials were included in the Board book. Nominations must be received by February 2, 2015. The award will be made during the Association's spring meeting on April 17–18, 2015, in Steven's Point, WI. Dave Minor moved, seconded by Lori Laberee, to nominate Mr. Brochu for the 2015 Media Award as recommended. Upon a unanimous vote of all members present, motion carried. Ms. Olson will submit the nomination to the District Boards Association.

#### 7. <u>Mileage Rate Increase</u>

The College's reimbursable mileage rate will increase from 56.0 cents to 57.5 cents per mile effective January 1, 2015.

#### 8. Board Leadership Scholarship Update

President Will updated the Board on the first recipient of the Board Leadership Scholarship. Rosemary Kosin, WITC-New Richmond Human Services Associate student, was selected to receive the \$250 award. There were 388 applicants eligible for this Collegewide scholarship. A scholarship reception is scheduled on May 11, 2015, in New Richmond. An invitation to the Board Chair will be forthcoming. A letter, addressed to the Board Chair, was circulated at the meeting. President Will thanked current and past Board members for their contributions to this scholarship.

#### 9. Capital Equipment Purchases

- A. Controllogix Communication Cards New Richmond: A purchase was made of communication cards in the total amount of \$2,035 from Werner Electric Supply of Cottage Grove, MN. The cards are for the Industrial Automation, Controls, and Networking Program at the New Richmond Campus.
- B. Sander and Snowblower Attachments New Richmond: A purchase was made of a sander and snowblower Bobcat attachments in the total amount of \$6,413 from Tri-State Bobcat of Hudson, WI. The attachments are for the facilities department at the New Richmond Campus.

#### ESTABLISH BOARD AGENDA ITEMS FOR FUTURE MEETINGS

1. <u>Review Meeting Dates, Locations, and Start Times</u>

Time was reserved for the Board to confirm their plans for meeting scheduled on Monday, January 19, 2015, beginning 8:30 a.m., at the WITC-Administrative Office in Shell Lake. The Board meeting schedule was provided for the Board's information.

#### 2. <u>Review/Add Agenda Items</u>

Time was reserved for the Board to add or review agenda items for the next Board meeting. Board agenda items for the meeting on Monday, January 19, 2015, were listed on the Board's Monitoring Schedule. Additional agenda items for this meeting were discussed.

Note: Board members may add additional items to next month's Board agenda by contacting the Board Chair before Tuesday, December 30, 2014. This request does not obligate the Board Chair to include these items on the agenda. The Board Chair will notify administration of agenda items before the Board book is prepared and copied.

#### **MEETING EVALUATION**

PLUS +	DELTA ^
+ Good meeting	∧
+ Good reports	A
+ All of the Board was engaged in the meeting - thank	^
you	
+ Excellent staff reports on condition of the College	
+ President's report	
+ Well–run meeting	
+ Lots of information	
+ Good interest rate! Again!!	
+ Great addition to the Rice Lake Campus	

James Beistle moved, seconded by Lori Laberee, to adjourn the meeting at 11:23 a.m.

Respectfully submitted,

Leberee

Lorraine Laberee Board Secretary

ko

Note: A Board luncheon and optional tour followed the Board meeting; however, no action was taken.

### 11/26/2014 3:01:37 PM

### Wisconsin Indianhead Technical College Contract Estimated Full Cost Report

Fiscal Year: 2015

The Board is requested to ratify the President's action in entering into a contractual arrangement with the following agencies:

State Designated Indirect Cost Factors: On Campus = 43.3% Off Campus = 36.45%

				*	ESTIN	1ATED	*	
Contract Number	Service Recipient	Location	On/ Off	Contract Revenue	Est.Salary/ Fringe Cost	+ Indirect	= Full Cost	Difference +/-
387*	Superior Silica Sands	Clinton Town Hall, Poskin	Off	4,337.00	3,442.00	-	3,442.00	895.00
	Employees of Superio	r Silica Sands will receive	eight ł	nours of MSHA	A Part 46 Refres	her training.		
418	River Falls Area Hospital	River Falls Area Hospital	Off	1,386.00	1,100.00	, 1998, 1997, 1997 ■ 1997, 1997, 1997, 1997, 1997 • 1997, 1997, 1997, 1997, 1997, 1997	1,100.00	286.00
	Two classes: 3-hour T	itle 49 Hazardous Waste O	Class, a	and a 4-hour F	irst Receiver Re	fresher		
419	Chetek-Weyerhaeuser Area School District	Chetek-Weyerhaeuser High School	Off	2,330.00	-	-	2,330.00	-
	Transcripted Credit co Fundamentals.	ourses at Chetek-Weyerha	ieuser	high school. 5	students regist	tered for 3-cre	edit 32420363 Tu	rning
420	Amery High School	Amery High School	Off	13,062.00	- 	n 1995 - Santa Santa 1995 - Santa S	13,062.00	
	Transcripted credit cl 10890100 Success Str	ass at Amery High School. ategies.	30 stı	udents register	red in 3-credit 1	.0114125 Pers	sonal Finance and	l 1-credit
421	Workforce Resource	Kapco, located in Osceola, WI	Off	11,189.00	9,247.00	2,964.00	12,211.00	(1,023.00)
	on Essential Employe	o are participants of the F e Skills. Twelve modules; e yers production needs. Re	each n	nodule is three	e hours in lengt	h. Classes will	be offered twice	to
422	Workforce Resource	Kapco, located in Osceola	Off	7,358.00	6,081.00	1,300.00	7,380.00	(23.00)

		Kapco will receive 36 hou d at Kapco. Any revisions						ength.		
423	St. Croix County Public Health	New Richmond	Off	469.00	388.00	142.00	529.00	(60.00)		
	CPR renewal for 18 employees of St. Croix County Public Health,									
424	Superior High School	Superior High School	Off	12,581.00			12,581.00	(1, 1, 2, 2, 3, 3, 3, 3, 3, 3, 3, 3, 3, 3, 3, 3, 3,		
	Transcripted credt courses at Superior High School. 6 students registered in each 1-credit 10103146 MS Word A and MS Excel A. 2 students registered in 2-credit 10106127 Desktop Publishing. 9 students registered in 2-credit 10101176 Financial Accounting 1A. 2 students registered in 2-credit 10101177 Financial Accounting 1B. 20 students registered in 3-credit 10101177 Financial Accounting 1B. 20 students registered in 3-credit 10101177 Financial Accounting 1B. 20 students registered in 3-credit 10101177 Financial Accounting 1B. 20 students registered in 3-credit 10101177 Financial Accounting 1B. 20 students registered in 3-credit 10101177 Financial Accounting 1B. 20 students registered in 3-credit 10101177 Financial Accounting 1B. 20 students registered in 3-credit 10101177 Financial Accounting 1B. 20 students registered in 3-credit 10101177 Financial Accounting 1B. 20 students registered in 3-credit 10101177 Financial Accounting 1B. 20 students registered in 3-credit 10114125 Personal Finance.									
425	Wisconsin DNR Mercer Office	WITC Ashland	On	1,059.00	432.00	142.00	574.00	486.00		
	CPR/AED & First Aid	Recert ASHI								
426	Hudson High School	Hudson High School	Off	16,217.00			16,217.00			
		lass at Hudson High Schoo 10101176 Financial Acco g.					이는 것 같은 것 같은 것 같은 그는 그들이 같이 많이			
427	Cooper Engineering	WITC-Rice Lake	On	419.00	150.00	65.00	215.00	205.00		
	1 employee of Coope	er Engineering will receive	24 hou	rs of MSHA Par	t 46 New Miner	Training.				
428	Morgan & Parmley, Ltd.	WITC - Rice Lake	On	838.00	300.00	130.00	429.00	409.00		
	2 employees of More	gan & Parmley will receive	24 hou	rs of MSHA Par	t 46 New Miner	Training.				
429	Ladysmith High School	Ladysmith High School	Off	4,360.00	- -	-	4,360.00	-		
	Transcripted credit c Assistant.	lass at Ladysmith High Sch	iool stai	rting in January	. 10 students re	gistered in 3-cr	redit 30543300 N	lursing		
430	Rice Lake High School	Rice Lake High School	Off	11,395.00	a an	na an an Anna Na an Anna Taon	11,395.00	e de la competencia d		
	the second s	lass at Rice Lake High Scho n 1-credit 10106181 Keyb ʿEssentials.		ang sa						
431	3M Abrasives Systems Division	3M Cumberland	Off	1,884.00	1,495.00	- -	1,495.00	389.00		

Confined Space Rescue for Industry

Secretary

12-15-14

\*\*\* End Of Report \*\*\*

\* indicates an amended contract

Board Secretary

Date

#### RESOLUTION NO. 15-07

## RESOLUTION AWARDING THE SALE OF \$5,225,000.00 GENERAL OBLIGATION PROMISSORY NOTES, SERIES 2014B

WHEREAS, the District Board of Wisconsin Indianhead Technical College District, Wisconsin (the "District") has, by a resolution adopted on March 17, 2014 (the "Authorizing Resolution"), authorized the issuance of General Obligation Promissory Notes, Series 2014B (the "Notes"), pursuant to Section 67.12(12) of the Wisconsin Statutes in the aggregate principal amount of \$5,225,000.00 for the following public purposes: (a) \$1,275,000 for the public purpose of financing building remodeling and improvement projects; and (b) \$3,950,000.00 for the public purpose of financing the purchase of moveable equipment;

WHEREAS, the Secretary of the District caused Notices to Electors to be published in <u>The Daily Press</u> on October 16, 2014 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, new construction and improvement projects;

WHEREAS, no petition for referendum has been filed with the Secretary and the time to file such a petition has expired;

WHEREAS, the District has directed PMA Securities, Inc. ("PMA") to take the steps necessary to sell the Notes authorized by the Authorizing Resolution;

WHEREAS, PMA, in consultation with the officials of the District, prepared Official Bid Form (Open Internet Auction) (a copy of which is attached hereto as <u>Exhibit A</u> and incorporated herein by this reference, the "Official Bid Form") setting forth the details of and the bid requirements for the Notes and indicating that the Notes would be offered for public sale on December 15, 2014;

WHEREAS, the Secretary (in consultation with PMA) caused notice of the sale of the Notes to be published and/or announced and caused the Official Bid Form to be distributed to potential bidders offering the Notes for public sale;

WHEREAS, the District has duly received bids for the Notes as described on the Bid Tabulation attached hereto as <u>Exhibit B</u> 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 Bid Form and is deemed to be the most advantageous to the District. PMA has recommended that the District accept the Proposal. A copy of said Proposal submitted by such institution (the "Purchaser") is attached hereto as <u>Exhibit C</u> and incorporated herein by this reference.

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

Section 1A. Ratification of the Official Bid Form and Offering Materials. The District Board of the District 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 Bid Form and any other offering materials prepared and circulated by PMA are hereby ratified and approved in all respects. All actions taken by officers of the District and PMA in connection with the preparation and distribution of the Official Bid Form and any other offering materials are hereby ratified and approved in all respects.

Section 1B. Award of the Notes. 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, is hereby accepted. 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 retained by the District Treasurer and applied in accordance with the Official Bid Form, and any good faith deposits submitted by unsuccessful bidders shall be promptly returned. The Notes bear interest at the rates set forth on the Proposal.

<u>Section 2. Terms of the Notes</u>. The Notes shall be designated "General Obligation Promissory Notes, Series 2014B"; shall be issued in the aggregate principal amount of \$5,225,000; shall be dated \_\_\_\_\_\_\_; 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 October 1 of each year, in the years and principal amounts as set forth on the Pricing Summary attached hereto as <u>Exhibit D-1</u> and incorporated herein by this reference. Interest is payable semi-annually on April 1 and October 1 of each year commencing on April 1, 2015. 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 <u>Exhibit D-2</u> and incorporated herein by this reference (the "Schedule").

<u>Section 3. Redemption Provisions</u>. The Notes shall not be subject to optional redemption. If the Proposal specifies that any of the Notes are subject to mandatory redemption, the terms of such mandatory redemption are set forth on an attachment hereto as <u>Exhibit MRP</u> and incorporated herein by this reference.

<u>Section 4. Form of the Notes</u>. The Notes shall be issued in registered form and shall be executed and delivered in substantially the form attached hereto as <u>Exhibit E</u> 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 2014 through 2019 for the payments due in the years 2015 through 2020 in the amounts set forth on the Schedule.

-2-

(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 \$5,225,000 General Obligation Promissory Notes, Series 2014B, dated \_\_\_\_\_\_, 2014" (the "Debt Service Fund Account") and such account shall be maintained until the indebtedness evidenced by the Notes is fully paid or otherwise extinguished. The District Treasurer shall deposit in 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").

<u>(C) Remaining Monies</u>. 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 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 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 purposes 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.

-4-

(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.

<u>Section 10. Designation as Qualified Tax-Exempt Obligations</u>. The Notes are hereby designated as "qualified tax-exempt obligations" for purposes of Section 265 of the Code, relating to the ability of financial institutions to deduct from income for federal income tax purposes, interest expense that is allocable to carrying and acquiring tax-exempt obligations.

Section 11. 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 12. Payment of the Notes; Fiscal Agent. The principal of and interest on the Notes shall be paid by U.S. Bank National Association, St. Paul, Minnesota, 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 Fiscal Agency Agreement between the District and the Fiscal Agent shall be substantially in the form attached hereto as <u>Exhibit F</u> and incorporated herein by this reference.

Section 13. 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.

-5-

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.

<u>Section 14. Record Date</u>. The fifteenth day of each 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 15. 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 previously executed on behalf of the District and on file in the District office.

Section 16. Official Statement. The District Board hereby approves the Official Statement with respect to the Notes and deems the 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 Official Statement and any addenda to it or Addendum are hereby ratified and approved. In connection with the Closing, the appropriate District official shall certify the Official Statement and any addenda or Addendum. The Secretary shall cause copies of the Official Statement and any addenda or Addendum 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.

-6-

<u>Section 18. Record Book</u>. 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.

[signature page to follow]

Resolution 15-07

-7-

Adopted, approved and recorded December 15, 2014.

Morrie Veilleux

Chairperson

ATTEST:

larec

Lorraine C. LaBeree Secretary

(SEAL)

# EXHIBIT A

# <u>Official Bid Form</u>

To be provided by PMA Securities and incorporated into the Resolution.

# EXHIBIT B

# Bid Tabulation

To be provided by PMA Securities and incorporated into the Resolution.

## EXHIBIT C

# <u>Winning Bid</u>

To be provided by PMA Securities and incorporated into the Resolution.

# EXHIBIT D-1

# Pricing Summary

To be provided by PMA Securities and incorporated into the Resolution.

# EXHIBIT D-2

# Debt Service Schedule and Irrepealable Tax Levies

To be provided by PMA Securities and incorporated into the Resolution.

#### EXHIBIT E

#### (Form of Note)

		UNITED STA	ATES OF AME	ERICA				
REGISTERED STATE OF WISCONSIN						D	OLLARS	
٢	WISCONSIN I	NDIANHEAD	TECHNICAL	COLLI	EGE DISTRICT			
NO. R	GENERAL O	BLIGATION PI	ROMISSORY	NOTE,	SERIES 2014B	\$		
MATURITY D	DATE:	ORIGINAL DA	ATE OF ISSUE	E:	INTEREST RAT	TE:	CUSIP:	
October 1,			, 2014	·	%			
DEPOSITORY OR ITS NOMINEE NAME: CEDE & CO.								
PRINCIPAL A	MOUNT:		T	HOUS	AND DOLLARS	5		
		(\$)						

FOR VALUE RECEIVED, Wisconsin Indianhead Technical College District, 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 is payable semi-annually on April 1 and October 1 of each year commencing on 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 U.S. Bank National Association, St. Paul, Minnesota (the "Fiscal Agent") or any successor thereto at the close of business on the 15th day of the calendar month next preceding the semi-annual 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 \$5,225,000, 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 purposes of (a) financing building remodeling and improvement projects (\$1,275,000), and (b) financing the purchase of moveable equipment (\$3,950,000), all as authorized by resolutions of the District Board duly adopted by said governing body at meetings

held on October 13, 2014 and December 15, 2014. Said resolutions are recorded in the official minutes of the District Board for said dates.

This Note is not subject to optional redemption. OR

[The Notes maturing in the years \_\_\_\_\_, \_\_\_\_ and \_\_\_\_\_ are subject to mandatory redemption by lot as provided in the resolution awarding the sale of the Notes 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 has been designated by the District Board as a "qualified tax-exempt obligation" pursuant to the provisions of Section 265(b)(3) of the Internal Revenue Code of 1986, as amended.

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, upon surrender of this Note 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.

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, Wisconsin Indianhead Technical College District, 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.

> WISCONSIN INDIANHEAD TECHNICAL COLLEGE DISTRICT, WISCONSIN

Morrie Veilleux Chairperson

(SEAL)

Eorraine C. LaBeree Secretary Date of Authentication:

## CERTIFICATE OF AUTHENTICATION

,

This Note is one of the Notes of the issue authorized by the within-mentioned resolution of Wisconsin Indianhead Technical College District, Wisconsin.

U.S. BANK NATIONAL ASSOCIATION, ST. PAUL, MINNESOTA

By\_\_\_\_\_Authorized Signatory

#### 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)