

**Wisconsin Economic Development Corporation  
Meeting of the WEDC Board of Directors**

**WEDC  
First Floor Conference Room  
201 West Washington Avenue  
Madison, WI 53703**

**January 29, 2019  
1:00 - 2:00 P.M.**

(These minutes should be read in conjunction with the agenda and documents prepared for the meeting.)

**BOARD MEMBERS IN PERSON:**

- Senator Dan Feyen
- Representative Gordon Hintz
- Henry C. Newell, formerly Wausau Paper
- Joseph Kirgues, gener8tor
- Randy Hopper, Mountain Dog Media
- Rebecca Cooke, Red's Mercantile- arrive at 1:11 p.m.
- Senator Tim Carpenter
- Secretary Joel Brennan, Department of Administration
- Secretary Peter Barca, Department of Revenue

**BOARD MEMBERS PRESENT VIA TELECONFERENCE:**

- Lisa Mauer, Rickert Industries (Chair)
- Darryl Morin, Advanced Wireless Inc
- Nancy Hernandez, ABRAZO, LLC
- Jim Ladwig, SC Johnson- until 2:00 p.m.
- John Brogan, Bank of Kaukauna
- John Oathout, American Bank
- John Peterson, Schuette Metals
- Mike Kunesh, Place Perfect
- Mary Williams, former State Representative
- Representative Rob Hutton- arrive at 1:22 p.m.
- Thelma Sias, We Energies (ret.)- until 1:30 p.m.

## **CALL TO ORDER AND ROLL CALL**

WEDC Chair Lisa Mauer called the meeting to order at 1:03 pm.

Lisa Mauer welcomed the returning and new board members to the WEDC Board of Directors. Secretary and CEO Mark Hogan provided the board a brief introduction to WEDC and staff members present at the meeting.

## **VOTE ON OFFICER ELECTIONS**

Under its bylaws, the officers of the Corporation shall be chosen annually by the Board of Directors at its annual meeting, and each officer shall hold office until such officer's successor shall have been duly elected and qualified, or until such officer's death, resignation or removal as either an officer or as a Director. The vote on officer elections offered to the board was not required at this time but was offered to the reconstituted board. To allow continuity, the proposed resolution authorized the current slate of officers who were reappointed (Lisa Mauer as Chair and Nancy Hernandez as Vice Chair and Secretary) to finish their terms.

Lisa Mauer requested a motion. Motion was made by Mary Williams to approve the resolution with a second by Representative Rob Hutton. After further discussion, a motion was made to postpone the vote by Joe Kirgues with a second by Senator Tim Carpenter. Rather than call a vote, the original motion to vote on officer elections was withdrawn.

Lisa Mauer's appointment as Chair as well as Nancy Hernandez's appointments as Vice Chair and Secretary will continue to serve until either officer's successor has been duly elected and qualified, or until such officer's death, resignation or removal as either an officer or as a Director.

## **REVIEW AND VOTE ON SEVENTH AMENDED AND RESTATED BYLAWS**

Lisa Mauer presented and the Board discussed the Seventh Amended and Restated Bylaws. The bylaws were revised in response to the statutory changes made in the 2017 Wisconsin Act 369 which went into effect on December 16, 2018.

The proposed bylaws were provided to each of the appointing authorities (the office of the Governor and the majority and minority leaders) for review. None of the appointing authorities provided any comments.

There was general discussion as to the need to amend the bylaws. WEDC Chief Legal Officer Jennifer Jin identified that the amendments were required to comply with the recent statutory changes.

Lisa Mauer requested a motion to approve the Seventh Amended and Restated Bylaws. Motion was made by Senator Dan Feyen with a second by Nancy Hernandez.

Lisa Mauer called for a roll call vote to approve the Seventh Amended and Restated Bylaws.

AYES- 12      SENATOR DAN FEYEN, DARRYL MORIN, JIM LADWIG, JOHN OATHOUT,  
JOHN PETERSON, JOSEPH KIRGUES, MIKE KUNESH, MARY WILLIAMS,  
NANCY HERNANDEZ, RANDY HOPPER, REPRESENTATIVE ROB HUTTON,  
THELMA SIAS,

NAYS- 5 REPRESENTATIVE GORDON HINTZ, HENRY C. NEWELL, JOHN BROGAN,  
REBECCA COOKE, SENATOR TIM CARPENTER

NOT VOTING- 0

The roll call vote to approve the Seventh Amended and Restated Bylaws passed with 12 votes in favor and 5 votes in opposition.

### **VOTE ON CEO**

Under the bylaws, when a new Governor is elected, the CEO remains in place until removed. The vote on the CEO offered to the board was not required at this time but was offered to the reconstituted board. The proffered resolution proposed retaining Mark R. Hogan as CEO for continuity during the transition period. Lisa Mauer requested a motion on the vote on CEO. Motion was made by Randy Hopper to approve the resolution with a second by Senator Dan Feyen. After further discussion clarifying that the CEO continues without further action by the Board, a motion was made by Joe Kirgues to withdraw the vote on the resolution with a second by Henry C. Newell.

Lisa Mauer called a roll call vote on the motion to withdraw the vote on CEO.

AYE- 17 SENATOR DAN FEYEN, DARRYL MORIN, REPRESENTATIVE GORDON  
HINTZ, HENRY C. NEWELL, JIM LADWIG, JOHN BROGAN, JOHN OATHOUT,  
JOHN PETERSON, JOSEPH KIRGUES, MIKE KUNESH, MARY WILLIAMS,  
NANCY HERNANDEZ, RANDY HOPPER, REPRESENTATIVE ROB HUTTON,  
THELMA SIAS, REBECCA COOKE, SENATOR TIM CARPENTER

NAYS-0

NOT VOTING- 0

The motion to withdraw the vote on CEO was passed unanimously. Mark R. Hogan will continue as WEDC CEO unless the board acts to remove, a resignation is offered or a successor named.

### **APPROVAL OF MINUTES**

The Board was provided the minutes from the November 20, 2018 and December 12, 2018 meetings. There being no corrections to the minutes, the minutes stand approved.

### **REVIEW UPDATE TO THE AWARDS ADMINISTRATION COMMITTEE CHARTER**

The update to the Awards Administration Committee Charter (AAC) was presented to the Board. Under the bylaws, a vote was not required and the changes to the AAC Charter were reported out to be recorded in the minutes of the Board of Directors.

### **REVIEW AND VOTE ON RESPONSES TO THE LEGISLATIVE AUDIT BUREAU WIS. STAT. § 13.94(1)(u) EITMZ EVALUATION AND REVIEW ELECTRONIC AND INFORMATION TECHNOLOGY MANUFACTURING PROGRAM PROCEDURES**

Chief Executive Officer Mark Hogan presented and the Board discussed the WEDC responses to the Legislative Audit Bureau EITMZ Evaluation statutorily required under Wis. Stat. §13.94(1)(u). Chief Financial Officer Brian Nowicki presented the Electronics and Information Technology Manufacturing Zone Program Procedures.

Lisa Mauer requested a motion to approve the WEDC response to the Legislative Audit Bureau Wis. Stat. §13.94(1)(u) EITMZ Evaluation. Motion was made by Randy Hopper with a second by Nancy Hernandez.

Lisa Mauer called for a roll call vote to approve WEDC responses to the Legislative Audit Bureau EITMZ Evaluation.

AYE- 14      SENATOR DAN FEYEN, DARRYL MORIN, REPRESENTATIVE GORDON HINTZ, HENRY C. NEWELL, JOHN BROGAN, JOHN OATHOUT, JOHN PETERSON, JOSEPH KIRGUES, MARY WILLIAMS, MIKE KUNESH, NANCY HERNANDEZ, RANDY HOPPER, REPRESENTATIVE ROB HUTTON, REBECCA COOKE

NAY-1      SENATOR TIM CARPENTER

NOT VOTING-0

The motion to approve the responses to the Legislative Audit Bureau Wis. Stat. §13.94(1)(u) EITMZ Evaluations passed with 14 votes in favor and 1 vote in opposition.

#### **ADJOURNMENT**

Lisa Mauer requested a motion to adjourn the meeting. Motion was made by Senator Dan Feyen with a second by Mary Williams. The motion to adjourn the meeting was adopted by unanimous consent. The meeting was adjourned at 2:33 p.m.