Open Meetings Notice

The meeting of the Budget and Finance Committee for the Wisconsin Economic Development Corporation will be held on July 17, 2019 in WEDC's Sixth Floor Conference Room, located at 201 West Washington Avenue, Madison, WI 53703. The items to be discussed are included below. Note that some members of the committee may attend by phone. Note also that the meeting may be closed under Wis. Stat. § 19.85(1) if indicated below.

Agenda

Wisconsin Economic Development Corporation
Meeting of the Budget and Finance Committee

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

July 17, 2019
2:30-3:30 PM

1. Call to Order and Roll Call
2. Approval of Minutes from the June 13, 2019 Meeting
3. Madison Office Lease – Discussion
4. Review and Vote on Request for Qualification for Legal Services
5. Review and Vote on Request for Proposal- Change Order Request- Salesforce
6. Review and Recommend FY20 Budget and Operations Plan
7. Adjournment

Wisconsin Economic Development Corporation
Teleconference of the WEDC Budget and Finance Committee

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

June 13, 2019
10:00 - 11:00 A.M.

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

COMMITTEE MEMBERS IN PERSON:

- Senator Tim Carpenter

COMMIITEE MEMBERS PRESENT VIA TELECONFERENCE:

- Nancy Hernandez, ABRAZO, LLC (Chair- arrive 10:11 A.M.)
- Mary Williams, former State Representative
- Mike Kunesh, Place Perfect
- Senator Dan Feyen

COMMITTEE MEMBERS EXCUSED:

- Eugenia Podesta, Synergy Madison

CALL TO ORDER AND ROLL CALL

WEDC Budget and Finance Committee Chair Nancy Hernandez was delayed in joining the meeting, so WEDC CFO Brian Nowicki called the meeting to order at 10:07 A.M.

Brian Nowicki requested a motion to approve the minutes from the November 12, 2018 meeting. Motion was made by Senator Tim Carpenter with a second by Mary Williams. The motion to approve the minutes was passed unanimously.

MARCH 31, 2019 QUARTERLY FINANCIAL STATEMENTS

Brian Nowicki presented, and the committee discussed, the March 31, 2019 Quarterly Financial Statements. An in-depth analysis was provided to the committee and is available within the March 31, 2019 Financial Statements.

REVIEW AND RECOMMEND FOR APPROVAL BY THE BOARD THE SECOND RESOLUTION AMENDING THE FY19 BUDGET

Brian Nowicki presented, and the committee discussed, the Second Resolution Amending the FY19 Budget. Significant changes have been summarized below:

- Revenues - Revised from $47.1 million to $47.8 million, or an increase of $0.7 million (1.5%). The change is primarily the result of two factors.
  - $926,000 increase in interest on investments due to an increase in rates as well as investment balance, compared to FY18.
  - ($207,000) decrease in federal grant funding estimates as it relates to our Department of Defense (DoD) contract, which ended December 31, 2018.

- Expenditures – Revised from $60.6 million to $60.2 million, or a decreased of $0.4 million (0.6%). The primary changes include the following:
  - **($585,000)** in additional program grants, transferred from our Technology Development Loan (TDL) and Business Development Loan (BDL) programs budget to fund additional Seed Accelerator (SA), Targeted Industry Project Grant (TIP), and Capital Catalyst (CC) awards (See Program Activity below).
  - ($159,000) in additional marketing/promotions budget related to our Talent Attraction Initiative.
  - $575,000 savings for payroll and benefits due to vacancies, health premium and professional development savings.
  - $498,000 reduction in pass through grant expenses related to out DoD contract.

- Program Activity – The following changes to program grant and loan budgets have been made in FY19:
  - $125,000 in additional funds to the Seed Accelerator (SA)
  - $350,000 in additional funds to the Capital Catalyst (CC)

- ($475,000) reduction in the Technology Development Loan (TDL) Program

- ($800,000) reduction in the Workforce Training Grant (WTG) Program
- $800,000 in additional funds to the Idle Sites Redevelopment (ISR)

- $1.96 million in additional funds to the Community Development Investment (CDI) Grant Program
- ($1.96 million) reduction in the Brownfield Grant (BF) Program

- ($21,000) reduction to the Targeted Industry Project Grant Program
- $21,000 in additional funds to the Fabrication Laboratories Grant Program

- **$110,000 in additional funds for the Target Industry Project Grant Program**

- **($860,000) reduction in the Business Development Loan (BDL) Program**

- ($89,000) reduction in the International Market Access Grant (IMAG) Program
- $89,000 in additional funds for the Collaborative Market Access Grant (CMAG) Program

- Unassigned Fund Balance – Revised from $31.7 million to $32.1 million, or an increase of $0.5 million (1%). Looking at the original FY19 budget, which was created prior to the June 30, 2018 year-end close, the increase is $27.8 million, due mainly to an unanticipated disbursement from the SEG fund of $16.5 million in July 2018, as well as additional award lapses and loan payments totaling $12.0 million for FY17 and FY18.

Nancy Hernandez requested a motion to approve the recommendation to the Board the Second Resolution Amending the FY19 Budget. Motion was made by Senator Dan Feyen with a second by Mary Williams. The motion to approve the recommendation was passed unanimously.

**REVIEW AND APPROVE RFP- CHANGE ORDER REQUEST-
DECISIONS DEVELOPMENT SERVICES**

Brian Nowicki presented, and the committee discussed, the Change Order Request for Decisions Development Services. A change is requested to add development services to the current Decisions contract for the next 14 months, adding $210,000 over that time frame. Services includes dedicated Decisions development at 160 hours per months at $93.75 per hour.

Nancy Hernandez requested a motion to approve the RFP and Change Order Request for Decisions. Motion was made by Mary Williams with a second by Senator Tim Carpenter. The motion to approve the RFP was passed unanimously.

ADJOURNMENT

Nancy Hernandez requested a motion to adjourn the meeting. Motion was made by Mary Williams with a second by Senator Tim Carpenter. The motion to adjourn the meeting was passed unanimously. The meeting adjourned at 10:18 A.M.

WEDC Committee Best Practices

The WEDC Committee Best Practices intends to provide information about Committee Meetings for those serving on WEDC Committees.

- Your primary contact at WEDC will be Legal Assistant and Board Liaison ("Board Liaison"): Erika Julsrud **(608-210-6859 | Erika.julsrud@wedc.org)**. If you have any questions, please contact Erika and she will help assist you.

- It is very important to **<u>state your name</u>** when voting or making a motion at a meeting. The Board Liaison will be taking minutes of the meeting and must properly document these actions.

- Throughout your service, you should provide the Legal Assistant and Board Liaison with the most current information for the following:
  - Your e-mail address
  - Your phone number
  - Who you work for
  - Name of your staff/assistant (if applicable)
  - Staff/Assistant email
  - Staff/Assistant phone

Conflicts of Interest:

- To ensure confidence in the integrity of the WEDC process, Committee members have a responsibility to respect and adhere to both the State of Wisconsin and WEDC's ethics codes. Please reference the "Board Ethics Policy" included in your Welcome Binder or click on the following link for detailed information regarding your ethical obligation: Board Ethics Policy

- When reviewing the materials provided for the Committee meeting, please review carefully to identify any potential or perceived conflicts of interest. Committee members must promptly disclose any conflicts of interest the Board Liaison, who will connect you with WEDC's CEO or CLO and will provide further guidance.

- If the conflict of interest is confirmed, you will receive further guidance from WEDC staff. Under law, ***<u>you will be required to recuse yourself from performing any official function in regard to that particular conflict.</u>***

- As it relates to committee meetings, you will be required to recuse yourself from any discussion or vote associated with the confirmed conflict. You will be reminded before each meeting to contact Board Liaison if you need to recuse yourself from a vote. ***<u>To ensure quorum is met, please review the meeting materials and report confirmed conflicts to the Board Liaison as soon as you are able.</u>***

MEMO

To: Budget and Finance
From: Jennifer Jin, Chief Legal Officer
CC: Jenny Campbell, Senior Staff Counsel; Anne Jesko, VP of HR; Aaron Hagar, VP of E&I; Dave Beimborn, Program Analyst
Date: July 17, 2019

Re: Legal Services Request for Qualification (RFQ)

RFQ Description

The purpose of the Legal Services Request for Qualification (RFQ) is to designate authorized legal service providers to ensure adequate coverage for legal matters that arise. WEDC seeks to identify at least two law firms as authorized legal service providers for each of the following service area: corporate governance, commercial lending, tax, general corporate law, intellectual property (primarily trademark and advertising), employment, government and public administration, collections, venture capital-equity investment and Wisconsin state constitutional law.

Authorized legal service providers will be reviewed on a three-year cycle, unless otherwise required. In general, WEDC intends to engage only firms who have been designated as authorized legal service providers through this process, but reserves the right to engage firms if it believes that the authorized firms are unavailable, lack necessary expertise, have conflicts of interest or are otherwise determined by the WEDC, in its sole discretion, to be unqualified for a particular engagement.

When matters arise with respect to which WEDC wishes to engage outside counsel, WEDC will review the law firms designated as authorized legal service providers to identify firms who may be qualified to handle the matter. WEDC will describe the matter to one or more firms and obtain a description of each firm's relevant experience and a cost estimate to resolve the matter within the parameters set by the WEDC. WEDC, in its sole discretion, will then choose a firm and execute a Contract (including an Engagement Letter) with such firm to perform the requested services

RFQ Process

The RFQ was issued on June 6, 2019. WEDC solicited quotes through the WEDC procurement website and direct solicitation to more than ten law firms. The due date was June 26, 2019. Six law firms submitted proposals: Lake Effect HR & Law, LLC (LE); Lindner & Marsack, S.C. (LM); Murphy Desmond S.C. (MD);

Quarles and Brady LLP (QB); SmithAmundsen LLC (SA); and von Briesen & Roper, s.c. (VB). Attached as Exhibit 1 are the proposals.

Description of RFQ Evaluation Process

The proposals were reviewed and scored by myself, Jenny Campbell, Senior Staff Counsel; Anne Jesko, VP of HR; Aaron Hagar, VP of E&I; Dave Beimborn, Program Analyst. Attached as Exhibit 2 is the compilation of the scores.

Award Recommendations

We reviewed each firm for its service provider qualifications, scope of work and costs. We selected the following firms because they will provide the best value to WEDC considering all factors:

Services	Selected Firms
Corporate Governance	MD, QB, VB
Commercial Lending	MD, QB, VB
Tax	QB, VB
General Corporate Law	MD, QB, VB
Intellectual Property	QB, SA, VB
Employment	LM, QB, VB, SA, LE
Government and Public Administration	MD, VB
Collections	MD, VB
Venture Capital-Equity	No law firms submitted proposals for this service area
Wisconsin Constitutional Law	MD, VB

Approval:

Approval Signature by Manager with Budget Authority — Date: 7/15/2019

Approval Signature by CFO or Controller — Date: 7-15-19

Approval Signature by CEO — Date: 7/15/19

Approval Signature by Chair of Committee — Date

REQUEST FOR QUALIFICATION
FOR
Legal Services

ISSUED BY:

WISCONSIN ECONOMIC DEVELOPMENT CORPORATION

ON: June 6, 2019

All questions regarding this RFQ must be submitted in writing to Jennifer Jin at Jennifer.jin@wedc.org by June 12, 2019 at 4:00 pm CT.

PROPOSALS MUST BE SUBMITTED BY:

June 26, 2019 AT 4:00 PM CT

To:
Jennifer Jin
Wisconsin Economic Development Corporation
201 West Washington Avenue, 6th Floor
Madison, WI 53703

I. Scope

The purpose of this Request for Qualification (RFQ) is to designate authorized legal service providers to ensure adequate coverage for legal matters that arise. **WEDC seeks to identify at least two law firms as authorized legal service providers for each of the following service area: corporate governance, commercial lending, tax, general corporate law, intellectual property (primarily trademark and advertising), employment, government and public administration, collections, venture capital-equity investment and Wisconsin state constitutional law.**

Authorized legal service providers will be reviewed on a three-year cycle, unless otherwise required. In general, WEDC intends to engage only firms who have been designated as authorized legal service providers through this process, but reserves the right to engage firms if it believes that the authorized firms are unavailable, lack necessary expertise, have conflicts of interest or are otherwise determined by the WEDC, in its sole discretion, to be unqualified for a particular engagement.

When matters arise with respect to which WEDC wishes to engage outside counsel, WEDC will review the law firms designated as authorized legal service providers to identify firms who may be qualified to handle the matter. WEDC will describe the matter to one or more firms and obtain a description of each firm's relevant experience and a cost estimate to resolve the matter within the parameters set by the WEDC. WEDC, in its sole discretion, will then choose a firm and execute a Contract (including an Engagement Letter) with such firm to perform the requested services.

II. Project Timeline

Proposers responding to this RFQ must be prepared to conform to the following timeline.

Date	Event
June 6, 2019	RFQ Issued
June 12, 2019	Deadline to Submit Questions
June 26, 2019	**Proposals Due**
June 28, 2019	Possible Interviews with Proposers

III. Wisconsin Economic Development Corporation

The Wisconsin Economic Development Corporation (WEDC) is a public body corporate and politic governed by Chapter 238 of the Wisconsin Statutes. WEDC was created under 2011 Wisconsin Act 7 and 2011 Wisconsin Act 32 to replace the economic and community development operations of the former Wisconsin Department of Commerce and to serve as the State of Wisconsin's lead economic development organization. WEDC is governed by a 20-member Board of Directors.

WEDC provides financial and technical assistance and services to businesses and organizations in Wisconsin for the purpose of strengthening economic development and creating and retaining jobs. As of June 30, 2018, WEDC had an operating budget of approximately $66.6 million. Revenues to finance its operating budget are derived primarily from state appropriation, loan repayments and other income.

WEDC operates five economic and community development divisions and eight finance and administrative departments primarily in the Madison, Wisconsin location. WEDC provides grants, loans, loan guarantees, tax credits and other financial and technical assistance to its customers. Additional information about WEDC can be found on our website wedc.org or in the Wisconsin Statutes Ch. 238.

IV. Proposal Requirements

Proposers responding to this RFQ must provide sufficient responses to all of the below requests for information. Failure to respond to any of the requests may result in disqualification of the proposal.

a. <u>Mandatory Requirements</u>

i. The law firm must include Wisconsin licensed attorneys. Each attorney who would provide services to or represent WEDC must be licensed to practice law in the State of Wisconsin and no attorney who would provide services to WEDC may presently have a suspended or revoked license to practice law.

ii. Provide complete responses to the following Organizational and Attorney Qualifications including responses to Attachment 1 (Proposer Information), Attachment 2 (Client References) and Attachment 3 (Cost Sheet).

b. <u>Organizational and Attorney Qualifications</u>

i. **Organizational Information**: Provide a brief description of the proposer's history and organization. Additionally, if applicable, provide a description of any experience advising organizations comparable to WEDC that offer similar programs and government-funded services. Please also include a brief description of how the firm is working to promote diversity and inclusion within the firm and the legal profession. The Proposer should, at minimum, describe its organization in terms of the following:

1. Size
2. Structure
3. Areas of practice
4. Office location(s)
5. Small or minority-owned business

ii. **Technical Requirements**. The Proposer shall select from the list below, the areas of law in which it is interested and qualified to provide legal services to or represent WEDC. For each area selected, provide a description of the Proposer's experience with the subject matter, and, as applicable, its experience with WEDC's programs and business operations.

1. **Constitutional Issues, Government and Public Administration**. WEDC is a public body corporate and politic created under Chapter 238 of the Wisconsin Statutes. From time to time, WEDC needs advice on the constitutional, statutory and other legal implications of business activities it may wish to undertake or the administration of its existing programs. WEDC staff is subject to many of the general duties of state public

officials described in Chapter 19 of the Wisconsin Statutes, including the code of ethics, open meetings, public records and lobbying laws.

2. **General Corporate Law and Corporate Governance**. As a public body corporate and politic, questions occasionally arise regarding the laws, rules, regulations and practices that govern the formation and operation of WEDC as a legal entity.

3. **Tax**. WEDC allocates and administers the volume cap on tax-exempt bonds as well as a number of tax credit programs set forth in Chapter 238 of the Wisconsin statutes. From time to time, questions arise with respect to these tax credits and tax credit programs.

4. **Intellectual Property (Primarily Trademark and Advertising)**. WEDC holds some trademarks, and may require new matters registered, investigations on trademark applications and, if necessary, responses to trademark infringement prepared.

5. **Employment**. WEDC occasionally needs advice in connection with its employment policies and employee training, employee benefits, terminations and other employment matters that may arise.

6. **Commercial Lending**. As a quasi-governmental entity, WEDC is required to adhere as closely as practicable to commonly accepted commercial lending practices. WEDC will occasionally seek advice in identifying best practices for its lending programs.

7. **Collections**. WEDC will infrequently require litigation assistance with defaults of its loans or contract terms. The actual collection of judgments are handled by the Department of Revenue.

8. **Venture Capital-Equity Investment**. Part of WEDC's mission is to advance startup activity by supporting the full path from startup to commercialization. In addition to providing standard lending options, WEDC also allows for convertible note options. From time to time, WEDC may need assistance in structuring or converting the equity positions.

iii. **Attorney Qualifications**. The Proposer should separately attach a description of the qualifications of attorneys to be assigned to the representation. Descriptions should include education and professional background of each attorney with respect to the scope of services listed above. Only include profiles of attorneys likely to be assigned to the representation. Education, position in firm, years and types of experience, hourly billing rates and continuing professional education will be considered. Please use Attachment 3 to identify all of the Attorneys for which information has been provided.

iv. **References**. At least three references (include, name, title, organization, email and telephone number) identified on Attachment 2.

v. Please include a copy of the Equal Opportunity/Affirmative Action Policy, if available.

c. <u>Documents</u>

i. Provide a copy of the proposer's W-9.

ii. Provide a copy of the proposer's standard engagement documents.

V. Pricing Format

WEDC would consider alternative fee structures (Fixed, time & expense, contingent, hybrid), if applicable. The proposed fee structure should, at minimum, include current information on the hourly billing rates of each attorney or other legal staff who are expected to work on this representation and charges for expenses, if any, such as legal research, copies, faxes and electronic communication. WEDC reserves the right to negotiate with the Proposer on the structure of the billing and/or retainer fee at the time of Contracting.

VI. Terms and Conditions

The following terms and conditions affect responses to this RFQ and any resulting contract. These terms shall be adhered to by any interested proposer and are non-negotiable.

a. <u>Contract term</u>

WEDC will contract with qualified firms as needed. The contract will be in effect for a period necessary to complete the engagement.

b. <u>Confidentiality</u>

Proposer acknowledges that all information, data, records and documents disclosed by WEDC to proposer, or which come to proposer's attention during the course of its response to this RFQ or performance under any resulting contract constitute valuable and proprietary assets of WEDC (Confidential Information). Proposer agrees not to disclose the Confidential Information, either directly or indirectly, to any person, entity or affiliate unless required to do so by legal process of law without prior authorization by WEDC. If required to disclose Confidential Information by legal process, Proposer shall provide WEDC with prompt notice so WEDC may seek an appropriate protective order. Except as required to respond to this RFQ or during the course of its performance under the terms of any resulting Agreement, proposer shall not use any Confidential Information for its own purposes.

c. <u>Conflict of Interests</u>

Proposers' response to this RFQ must include, in writing, disclosure of any potential conflict of interests that may arise from proposer's performing services for WEDC. Any resulting contract will require that if a vendor fails to disclose a potential conflict of interest, and if WEDC determines such failure to disclose involves a material conflict of interest, the vendor's contract may be declared to be void by WEDC and any amounts paid under the contract may be recovered by WEDC. Vendors shall advise WEDC of any changes in potential conflicts of interest.

d. Nondiscrimination
Pursuant to Wisconsin law, any contract resulting from this RFQ will include the following language regarding nondiscrimination:

> In connection with the performance of work under this contract, Licensor agrees not to discriminate against any employee or applicant for employment because of age, race, religion, color, handicap, sex, physical condition, developmental disability as defined in § 51.01(5), sexual orientation or national origin. This provision shall include, but not be limited to, the following: employment, upgrading, demotion or transfer; recruitment or recruitment advertising; layoff or termination; rates of pay or other forms of compensation; and selection for training, including apprenticeship. Except with respect to sexual orientation, Licensor further agrees to take affirmative action to ensure equal employment opportunities. Licensor agrees to post in conspicuous places, available for employees and applicants for employment, notices to be provided by the recipient officer setting forth the provisions of the nondiscrimination clause.

e. Public Records
Responses to this RFQ, any communication with WEDC, and any resulting contract and work product are subject to the public records laws of the State of Wisconsin, § 19.31 et seq. Proposers shall mark all non-public proprietary information concerning any aspect of the business or affairs of the Company as "CONFIDENTIAL," or, for content exempt from public records disclosure pursuant to Wis. Stat. 19.36 (5), "CONFIDENTIAL – TRADE SECRET", upon providing it to WEDC. WEDC will notify the proposer if it receives a public records request for materials marked confidential.

f. Insurance
If awarded the contract, the proposer shall maintain Worker's Compensation, Comprehensive General Liability, including Contractual Liability, and Automobile Liability insurance for any claims that may arise from operations under the contract.

VII. RFQ Process

a. Reasonable Accommodations
WEDC will provide reasonable accommodations, including the provision of informational material in an alternative format, for individuals with disabilities upon request.

b. Communication with WEDC & Submitting Questions
All communication regarding this RFQ shall be directed to WEDC's Chief Legal Officer Jennifer Jin at Jennifer.jin@wedc.org. Information regarding this RFQ obtained from other sources is unofficial and nonbinding. Communication with other sources may be cause for rejection of a proposal. All questions regarding this RFQ must be submitted in writing to WEDC's Chief Legal Officer Jennifer Jin at Jennifer.jin@wedc.org by June 12, 2019 at 4:00 p.m. CT.

c. Incurring Costs
WEDC is not Liable for any cost incurred by a vendor for responding to this RFQ.

d. News Releases
News releases pertaining to the RFQ or to the acceptance, rejection or evaluation of proposals shall not be made without the prior written approval of WEDC.

e. Submitting the Proposal
Proposers shall submit an electronic, PDF, version of their Proposal to WEDC's Chief Legal Officer Jennifer Jin at Jennifer.jin@wedc.org, no later than **June 26, 2019 at 4:00 p.m. CT.** The electronic transmittal must be received for the proposal by 4:00 p.m. CT to be submitted on time. Proposal responses should follow the sequence and outline presented in this RFQ.

VIII. Evaluation of RFQ

a. Proposal Review, Verification and Acceptance
WEDC shall review each proposal to verify that it meets all specified requirements in the RFQ. Proposals that do not comply with instructions contained in the RFQ may be rejected by WEDC. WEDC reserves the right to waive a particular specification if no proposer meets that specification. WEDC retains the right to accept or reject any or all proposals, or accept or reject any part of a proposal, determined to be in the best interest of WEDC. WEDC shall be the sole judge as to compliance with the instructions contained in this RFQ. A proposer may not modify its proposal after submission except to correct minor omissions or miscalculations as directed in writing by WEDC.

b. Evaluation Criteria
Mandatory requirements must be met in order for a proposal to be considered for award under this RFQ. WEDC will review proposals and make recommendations to the WEDC Budget and Finance Committee for final approval. WEDC may request a meeting with some qualified proposers prior to final selection. Proposals will be reviewed in accordance with the following criteria:
1. The proposer's experience with similar clients and legal matters.
2. Level of experience of the individual(s) identified to work on this matter.
3. Response from references.
4. Cost.
5. Interviews, if conducted.

c. Right to Reject Proposals and Negotiate with Proposers
WEDC reserves the right to reject any and all proposals. WEDC may enter into negotiations with multiple vendors regarding their respective responses to the RFQ before determining the approved slate of qualified law firms. As matters arise, WEDC may enter into negotiations with multiple vendors on the approved slate of qualified law firms prior to selecting a law firm for a specific matter.

d. Award Decision

WEDC will create a slate of qualified law firms comprised of the proposers deemed to provide the services described in this RFQ at the best value to WEDC, taking into consideration the proposers' experience, expertise, and cost proposals.

e. Notice of Intent to Award

All proposers who respond to this RFQ will be notified in writing of WEDC's approved slate of qualified law firms determined as a result of this RFQ.

Attachment 1

PROPOSER INFORMATION

Various Legal Services

1. General Company Information

Proposing Company Name ____

Street Address ____

City_____________________________ State___________ ZIP +4 ___________________________

Company Website www.______________________________________

2. Person to Contact for Questions Concerning this Proposal/Bid/Qualifications

Name_____________________________________ Title ______________________________

Street Address____

City______________________________ State________ ZIP +4__________________________________

Telephone Number_______________________ Email Address___________________________________

Fax Number____

3. Person to Contact for Questions Concerning Orders and Billing

Name_____________________________________ Title ______________________________

Street Address____

City______________________________ State________ ZIP +4__________________________________

Telephone Number_______________________ Email Address___________________________________

Fax Number____

Attachment 2

CLIENT REFERENCES

Various Legal Services

Proposer ____

Provide the company name, address, contact person, telephone number, email address, and description for three (3) customers to which the Proposer has provided legal service(s) with requirements similar to those included in this solicitation document. Failure to provide complete information for three (3) references may result in rejection of the Proposal/Bid/Qualifications.

Company Name____

Address (include ZIP +4) ____

Contact Person and Title ____

Telephone Number _____________________   Email Address ___________________________

Service(s) Provided____

____

Company Name____

Address (include ZIP +4) ____

Contact Person and Title ____

Telephone Number _____________________   Email Address ___________________________

Service(s) Provided____

____

Company Name____

Address (include ZIP +4) ____

Contact Person and Title ____

Telephone Number _____________________   Email Address ___________________________

Service(s) Provided____

____

Attachment 3

COST SHEET

Various Legal Services

Proposer: ____

Please Provide the name, title, hourly rates and practice areas of the attorneys, paralegals, and administrative staff expected to provide services to the Authority should be Proposer be engaged. The Proposer may not request a price increase to the rates stated on this sheet during the next three years, unless such increase is consented to.

Name	Title/Position	Hourly Rate	Practice Areas

Attach additional pages as needed.

Failure to submit pricing as instructed in the Cost Sheet Shall result in rejection of the Proposal/Bid/Qualifications. Do not alter the format of the cost sheet.

RFQ Scoring

Firm Name	Lindner & Marsack
Service Areas	Employment Law

		Score (0-5)					Weight	Total	Average
		Review 1	Review 2	Review 3	Review 4	Review 5			
Service Provider Qualifications (30)									
1. Firm's overall qualifications		5	4	5	5	5	1	24	4.8
2. Qualification/Expertise of Service Providers		5	4	5	5	5	1	24	4.8
3. Service Methodology		3	4	5	4	4	4	80	16
Scope of Work									
1. Ability to Provide Legal Services		5	4	5	5	5	5	120	24
2. Experience with similar clients/matters		5	5	5	5	5	5	125	25
3. Quality of Referrals		5	4	5	4	3	1	21	4.2
4. Absence of conflicts of interest		5	5	5	4	5	1	24	4.8
Cost									
Competiveness of Pricing		4	4	4	4	3	3	57	11.4
Bench strength		4	4	4	5	5	1	22	4.4
Total Evaluation Points (100 points possible)									90.8

RFQ Scoring

Firm Name	Murphy Desmond
Service Areas	Constitutional Law, Government and Public Administration, General Corporate, Corporate Governance, Commercial Lending and Collections

		Score (0-5)					Weight	Total	Average
		Review 1	Review 2	Review 3	Review 4	Review 5			
Service Provider Qualifications (30)									
1. Firm's overall qualifications		4	4	3	4	5	1	20	4
2. Qualification/Expertise of Service Providers		5	4	3	4	5	1	21	4.2
3. Service Methodology		5	4	3	5	5	4	88	17.6
Scope of Work									
1. Ability to Provide Legal Services		4	5	5	4	5	5	115	23
2. Experience with similar clients/matters		5	5	5	3	5	5	115	23
3. Quality of Referrals		4	5	5	3	4	1	21	4.2
4. Absence of conflicts of interest		5	5	5	4	5	1	24	4.8
Cost									
Competiveness of Pricing		5	4	3	3	4	3	57	11.4
Bench strength		4	4	3	4	5	1	20	4

Total Evaluation Points (100 points possible) 88

RFQ Scoring

Firm Name	Quarles & Brady
Service Areas	General Corporate Law and Corporate Governance, Tax, Intellectual Property, Employment, Commercial Lending

		Score (0-5)					Weight	Total	Average
		Review 1	Review 2	Review 3	Review 4	Review 5			
Service Provider Qualifications (30)									
1. Firm's overall qualifications		5	5	4	5	5	1	24	4.8
2. Qualification/Expertise of Service Providers		5	5	4	5	5	1	24	4.8
3. Service Methodology		4	4	4	5	5	4	88	17.6
Scope of Work									
1. Ability to Provide Legal Services		5	5	4	5	5	5	120	24
2. Experience with similar clients/matters		4	3	4	4	5	5	100	20
3. Quality of Referrals		3	5	4	3	3	1	18	3.6
4. Absence of conflicts of interest		4	5	2	2	5	1	18	3.6
Cost									
Competiveness of Pricing		4	4	2	3	2	3	45	9
Bench strength		5	5	3	5	5	1	23	4.6
Total Evaluation Points (100 points possible)									83.8

RFQ Scoring

Firm Name	Smith Amundsen
Service Areas	Intellectual Property and Labor and Employment

		Score (0-5)					Weight	Total	Average
		Review 1	Review 2	Review 3	Review 4	Review 5			
Service Provider Qualifications (30)									
1. Firm's overall qualifications		4	3	3	4	5	1	19	3.8
2. Qualification/Expertise of Service Providers		5	3	3	4	5	1	20	4
3. Service Methodology		3	3	3	3	5	4	68	13.6
Scope of Work									
1. Ability to Provide Legal Services		5	4	3	4	5	5	105	21
2. Experience with similar clients/matters		4	3	3	3	4	5	85	17
3. Quality of Referrals		3	3	3	2	3	1	14	2.8
4. Absence of conflicts of interest		5	5	3	4	5	1	22	4.4
Cost									
Competiveness of Pricing		5	4	3	3	3	3	54	10.8
Bench strength		4	3	3	3	4	1	17	3.4
Total Evaluation Points (100 points possible)									74.6

RFQ Scoring

Firm Name	Von Briesen
Service Areas	Constitutional Issues, Government and Public Administration, General Corporate and Corporate Governance, Tax, Intellectual Property, Employment, Commercial Lending, Collections

		Score (0-5)					Weight	Total	Average
		Review 1	Review 2	Review 3	Review 4	Review 5			
Service Provider Qualifications (30)									
1. Firm's overall qualifications		3	4	1	5	5	1	18	3.6
2. Qualification/Expertise of Service Providers		4	4	2	5	5	1	20	4
3. Service Methodology		4	4	2	5	5	4	80	16
Scope of Work									
1. Ability to Provide Legal Services		4	4	3	5	3	5	95	19
2. Experience with similar clients/matters		4	4	2	4	3	5	85	17
3. Quality of Referrals		4	3	2	3	0	1	12	2.4
4. Absence of conflicts of interest		4	5	3	3	5	1	20	4
Cost									
Competiveness of Pricing		4	4	3	3	4	3	54	10.8
Bench strength		4	3	3	4	5	1	19	3.8
Total Evaluation Points (100 points possible)									74.4

RFQ Scoring

Firm Name	Lake Effect
Service Areas	Employment law, general corporate and corporate governance

		Score (0-5)					Weight	Total	Average
		Review 1	Review 2	Review 3	Review 4	Review 5			
Service Provider Qualifications (30)									
1. Firm's overall qualifications		4	3	4	3	4	1	18	3.6
2. Qualification/Expertise of Service Providers		4	4	4	4	4	1	20	4
3. Service Methodology		4	3	4	3	4	4	72	14.4
Scope of Work									
1. Ability to Provide Legal Services		3	3	4	3	3	5	80	16
2. Experience with similar clients/matters		4	3	4	2	3	5	80	16
3. Quality of Referrals		4	2	2	2	3	1	13	2.6
4. Absence of conflicts of interest		4	5	2	5	4	1	20	4
Cost									
Competiveness of Pricing		4	4	4	4	4	3	60	12
Bench strength		4	2	3	3	2	1	14	2.8
Total Evaluation Points (100 points possible)									70

von Briesen & Roper, s.c.
Response to Request for Qualifications for Legal Services – Wisconsin Economic Development Corporation

June 26, 2019

Submitted by:

Andrew T. Phillips, Esq.
Chair, Government Law Group

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Matthew R. McGovern, Esq.
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von Briesen

von Briesen & Roper, s.c. | Attorneys at Law

www.vonbriesen.com

Table of Contents

Section 1:
Organizational Information

Thank you for the opportunity to provide more information about von Briesen & Roper, s.c. ("von Briesen"). von Briesen is a Wisconsin-based law firm with over 180 attorneys in offices throughout the state. We have listed our office locations and addresses below.

411 East Wisconsin Avenue Suite 1000 Milwaukee, WI 53202	10 East Doty Street Suite 900 Madison, WI 53703	20975 Swenson Drive Suite 400 Waukesha, WI 53186
2905 Universal Street Suite 2 Oshkosh, WI 54904	331 East Washington Street Appleton, WI 54911	300 North Broadway Suite 2B Green Bay, WI 54303
244 East Doty Avenue Neenah, WI 54956	4400 Calumet Avenue Suite 206 Manitowoc, WI 54220	

We have transformed the traditional law firm into a modern platform for legal innovation. We combine industry leading expertise with innovative technology and take a creative approach to problem-solving. We strive to generate game-changing advantages for our clients. We work in absolute partnership with our clients.

In recent years our firm has grown significantly. Our expansion is premised on our commitment to the Wisconsin Idea. We define this idea for our law firm as recognizing a value-based approach to legal services with a long-term view of client relationships. We commit to an honest day's work for an honest day's pay. We believe, in many respects, that the valuable work we perform is, in and of itself, its own reward.

We take pride in being a Wisconsin law firm. We believe that our Wisconsin values of common sense, effective advocacy and value, and result-driven services resonate favorably throughout our nation and the world.

Our success as a law firm is premised on three core commitments, which are universally held throughout our organization: provide unparalleled service, deliver recognized expertise and maintain a great place to work for our entire team.

<u>Unparalleled Service</u>
We are committed to unparalleled service in our client relationships. Many firms say this. We do it. This is evidenced in many ways. It is evidenced in our commitment to technology. Our safe and secure systems allow our lawyers to practice effectively from anywhere in the world and at any time. Our cybersecurity systems are robust, and tested daily. We have been recognized for our innovations in technology by the State Bar of Wisconsin and the International Legal Technology Association (ILTA), and we are among the most tech savvy law firms in the U.S.

Our service standards include big and little things. Among our more significant service standards is our commitment to timely time-keeping and billing and our further commitment to no surprises when it comes to the cost of legal services. We accomplish this goal by communicating clearly regarding budgets, costs, expectations, timelines and results. We have immediate access to information necessary to keep our clients apprised of the current costs as compared to budget of the matters in which we are engaged.

We also commit to less significant, but nevertheless important, service standards. We update our voicemail daily so our clients know where we are and when we are returning phone calls. We strive to return our phone calls within two hours and certainly by close of business each day. Our client service quality guidelines follow at the end of this section.

Recognized Expertise

Today sophisticated consumers of legal services seek not one firm but rather look to recognized industry leaders for the matters in which they seek counsel and representation. We are a large firm but not a general practice firm. We are committed to practicing only in the areas where we have recognized expertise. We are a group of committed specialists. We organize ourselves by that expertise. Our management is practice group driven. Our peers have recognized us also; we have 43 attorneys listed in Best Lawyers in America® and 30 attorneys listed in Wisconsin SuperLawyers® and Rising Stars.

A Great Place to Work

An engaged and highly motivated professional service team will secure the best results for our clients. We are committed to an environment where our people will do well and achieve the highest level of professional satisfaction. We focus on a culture of mutual respect, continual coaching and training which creates a great place to work.

We have been recognized as a Top Workplace by the *Milwaukee Journal Sentinel* for the last ten years. In being so recognized, we have received special awards and very high rankings. In 2011, we received the “Doers” award, recognizing our ability to “get things done efficiently and effectively.” In 2012, we received the “Opportunities” award for “providing career opportunities to the people within our organization.” From 2010-2015, we were ranked in the top ten in the mid-size category, and in 2015 we were the highest rated legal service firm in any category.

We have also been recognized as a Best Places to Work for three consecutive years by the *Milwaukee Business Journal* with several distinctions. In 2016 and 2017, we were the only law firm recognized in the Extra Large Category, and in 2018 we were awarded the First Place Best Places to Work Award in that category.

Our practice is local, regional, national, and global and we are regularly chosen by industry leaders for their most significant and complicated legal matters, as well as those matters which provide ongoing stability to their businesses and operations.

We are owned by 95 equity shareholders and employ 90 non-equity shareholders, principal associates, associates and counsel. We strive to achieve a ratio of 1 to 1 for equity shareholders to non-equity lawyers. This ratio allows us to delegate important work and provide cost-effective, value-added services.

We are governed by a five-member board of directors elected annually to three year staggered terms. Our officers are elected annually by our board of directors.

Our professionals are managed by the Practice Management Committee, which is chaired by the firm president and comprised of four practice group leaders.

Our firm is served by the Lawyer Services Group, which is chaired by the firm President and comprised of the Chief Technology Officer and Director of Support Services, the Chief Financial Officer, the Chief Human Resources Officer and the Chief Marketing and Communications Officer.

Our compensation system for all employees, including shareholders, is subjective based on objective data, but focused on rewarding conduct that serves the long-term best interests of the firm and its clients.

We maintain traditional celebrations, holding an all-employee summer picnic with families and a holiday party for all employees and their spouses or significant others. Throughout the year we have many planned, and some spontaneous, in-office events including our Club von Briesen, a pop-up themed party for all employees, our very competitive annual chili cook-off and bowling, bike riding and other events.

We maintain a healthy workplace with novel and effective programs that provide flu shots, health screenings and non-smoking and weight loss incentive programs. We have been recognized as a Healthiest Workplace for five consecutive years by the *Milwaukee Business Journal*.

von Briesen attorneys are known in the community as leaders who possess the perseverance and commitment to make a difference. We are passionate about giving back to our communities. The firm and its employees support programs that make a significant impact on local charities and organizations, such as the Madison Public Library Foundation, Zoological Society, Wisconsin Equal Justice Fund, Wisconsin Humane Society and many others. In addition, the firm is a strong supporter of the arts throughout the state. In Madison we support the Overture Center for the Arts and sponsor the Anderson Legacy Circle. In Milwaukee we have been long-time supporters of Milwaukee Ballet, 88nine Radio Milwaukee, The Pabst Theater Group's Indie in MKE concert series, Sharon Lynne Wilson Center for the Arts and the United Performing Arts Fund. In the Fox Valley we support the Thelma Sadoff Center for the Arts.

<u>Commitment to Diversity</u>

von Briesen values a diverse workforce and we continually focus our efforts on attracting and retaining a diverse workforce for both lawyer and non-lawyer positions. We offer domestic partner benefits, as well as alternative work schedules, including part-time hours for those balancing work and family needs. In 2015, we are very proud to have been named by *Law 360* in the Top 100 Firms for Female Attorneys, coming in at number 57. In addition, in 2014, *Law 360* inducted the firm into its 2014 class of Ceiling Smashers, one of the 25 Best Law Firms for Female Partners in the country.

In addition, our firm members are encouraged to participate in professional and civic organizations that promote diversity. These organizations not only provide excellent networking opportunities, but foster collaborations that enhance our access to diverse candidates. The firm is an active member of the Wisconsin LGBT Chamber of Commerce and one of our equity shareholders is a member of the Board of Directors of the Hispanic Professionals of Greater Milwaukee.

In 2019, we were particularly proud to support our law librarian, Olivia Bradford Jaskolski, who received a Black Excellence Award in the Law Category. She is the first African-American Law Librarian in the state. The 34th Annual Event was held during Black History Month and highlights the significant impact the honorees have on Milwaukee and Southeastern Wisconsin.

Finally, von Briesen was integral in the expansion of i.c. stars into Milwaukee. Founded in Chicago, i.c. stars provides a rigorous technology-based workforce development and leadership training program for low-income adults. Through von Briesen's donation of time, talent, laptop computers, legal assistance and financial resources, the program has seen two successful cycles. i.c. stars builds a much-needed bridge to corporate technology opportunities for Milwaukee companies looking for qualified local candidates. The i.c. stars strategy is simple: find talent, train talent and put talent to work. von Briesen is proud to bring this program to Milwaukee.

All employees at von Briesen follow our client service quality guidelines, which are:

Be Accessible and Responsive to Clients

- Treat every client as the most important client.
- Know the client and its people.
- Be available for meetings/visits on client premises.
- Keep assistant and other appropriate individuals informed and involved in schedule and work projects.
- Return telephone calls within clients' expectations or same day if not specified.
- Update voice mail daily.

Provide Quality Legal Services

Substantive

- Understand client needs – identify appropriate issues.
- Give practical answers and advice designed to solve problems.
- Assure that the right person performs the service.
- Maintain expertise at national level.
- Maintain a high level of knowledge about the client's industry.

Process

- Identify scope of project.
- Establish and meet deadlines.
- Update client regarding status.
- Communicate clearly and concisely.

Internal Administration

- Manage work flow.
- Use available technologies.
- Organize files properly to enhance teamwork.
- Be punctual for all meetings.
- Provide error-free product.

Maintain Unlimited Integrity

- Embrace firm vision and values.
- Give cost-effective service.
- Provide fair and accurate billing.
- Address business and ethical conflicts.
- Serve the community.

von Briesen Areas of Practice

Business & Corporate Law Practice Group

- Business and corporate law
- Business succession planning
- Compensation and benefits/ERISA
- Energy and clean technology
- Environmental law and litigation
- Health law
- Immigration
- Information technology, data privacy and security
- Mergers and acquisitions/Capital markets
- Nonprofit and tax exemption
- Patents and Trademarks
- Securities law
- Start-up and next level business planning
- Strategic risk and crisis management
- Tax
- Trusts and estates
- *vonBriesenOneSource*

Commercial, Employment and Government Law Group

- Banking and commercial finance
- Bankruptcy and creditors' rights/Business restructuring
- Commercial litigation
- Eminent domain and condemnation
- Government enforcement and corporate investigations
- Government law
- Labor and employment
- Municipal law
- Property tax assessment
- Public finance
- Real estate
- School law
- Strategic risk and crisis management

Litigation and Risk Management Practice Group

- Appellate
- Commercial and business litigation
- Dispute resolution
- Insurance coverage and risk management
- OSHA litigation
- Product liability
- Professional liability
- Strategic risk and crisis management
- Toxic tort

Section 2:
<u>Technical Requirements</u>

von Briesen has significant experience working with state agencies, quasi-governmental agencies, counties, school districts and municipalities. We are most proud of the relationships we have developed with our clients, and encourage you to contact them to receive an accurate and honest view of our work with them.

Following please find the areas of law that von Briesen has significant experience in as identified by Wisconsin Economic Development Corporation in the Request for Qualifications for Legal Services.

- Constitutional Issues, Government and Public Administration
- General Corporate Law and Corporate Governance
- Tax
- Intellectual Property (Primarily Trademark and Advertising)
- Employment
- Commercial Lending
- Collections

<u>Constitutional Issues, Government and Public Administration</u>
Attorneys at von Briesen have extensive experience advising government and quasi-government clients on the constitutional, statutory and legal implications of their activities. Clients regularly rely on our advice to evaluate proposed actions. They rely on us to defend litigation challenges to actions taken. Our attorneys have litigated constitutional issues in the state and federal courts with specific experience in the following:

- Regularly advising municipalities, school administrators, and school board clients on First Amendment, Due Process, Equal Protection and other constitutional issues, as well as specific statutory underpinnings relating to the theories.
- Appeals dealing with constitutional matters, including, but not limited to issues involving the First Amendment, Fourth Amendment, and Fifth Amendment.

The attorneys in our Government Law Group have significant experience in government and public administration. Our attorneys have previously served in state government during the past four administrations, advising a variety of agencies and officials. This experience will enable us to work effectively with WEDC on matters involving all aspects of Chapter 19, including open meetings, public records, and ethics and conflict of interest matters.

We also have expertise in administrative law matters, including in-depth knowledge of the agency administrative rulemaking process and administrative hearing processes.

We have experience in:

- Designing and conducting training on complying with public records laws while obeying privacy laws;
- Providing advice on state code of ethics and lobbying laws;
- Responding to public records requests;
- Representing government entities on the state and local level;

- Developing and evaluating public policy options;
- Developing administrative and legislative strategies to obtain desired outcomes;
- Conducting federal and state compliance reviews;
- Preparing legislative drafting instructions and analyzing and revising bill drafts; and
- Garnering legislative, executive branch, and stakeholder support for legislative initiatives.

General Corporate Law and Corporate Governance

Our Business and Corporate Law attorneys have significant experience serving businesses ranging from small and middle market companies in the manufacturing services industries to large publicly-traded enterprises with international operations. We routinely assist clients in all aspects of general corporate law, review and negotiation of contracts, large-scale recapitalization and financing. We are frequently called upon for strategic planning services at both the senior management and board levels.

Tax

von Briesen's Tax attorneys are experienced in every type of matter that may present a significant tax issue and with over a half dozen advanced tax degrees or certifications have the knowledge and experience to assist in state and local, federal or international issues. We represent businesses, governmental agencies, not-for-profit entities, individuals and a number of public accounting firms in tax issues. When the tax issues get tough, von Briesen's tax attorneys are there as zealous advocates. We get results. As one of Wisconsin's only firms with a strong international affiliation, we handle all aspects of our clients' tax planning, compliance and controversy needs.

von Briesen's Tax Team is more than just a group with experience in private practice, public accounting and governmental agencies. We are a team who is process oriented, giving our clients a distinctive experience with the goal of adding more than just value to complicated tax issues. We seek to give our clients a return on their investment of time and resources.

At times, tax issues can become multi-faceted and our team will coordinate with other service or industry niches (e.g., technology, litigation, public sector, health care) to make sure that all resources are brought to bear on successful resolution of tax transactions and issues. When litigation is required, we have experienced trial lawyers who handle the most difficult tax controversies.

von Briesen Tax attorneys have been published in the American Bar Association's *Tax Lawyer* magazine, AICPA's *Journal of Accountancy*, AICPA's *Tax Adviser*, various state board of Accountancy publications, the *Wisconsin Lawyer* and many industry-specific publications. We are also called upon for quotes in the *Wall Street Journal*, the *New York Times*, and *CFO Magazine* among various other national publications. We actively train associations of international CPAs on multi-national tax issues.

Intellectual Property (trademark law, advertising, and media)

Patents

von Briesen's patent attorneys have extensive experience advising clients in all aspects of patent law. We focus on helping clients protect their intellectual property while avoiding and defending against claims of infringement based on other companies' patent rights.

Patent protection is more than filing patent applications. We have the knowledge and experience to analyze intellectual property to determine how the competition's patents and the prior art may impact other intellectual property. Because we also have patent litigation experience, patent applications are drafted with an eye towards enforcement to help anticipate and address allegations of invalidity by competitors in the future.

Our patent practice offers the following services:

- Patent preparation and prosecution in the United States and abroad
- Inter Partes Review and other proceedings before the Patent Trial and Appeal Board
- Patentability searches and opinions
- Patent non-infringement, validity and freedom-to-operate opinions
- Drafting and negotiating patent licenses and assignments
- Due diligence relating to patent transactions
- Preparation and response to patent demand letters

Our expertise doesn't end when a patent is granted. We recognize it is essential that a patent litigation team include a patent attorney and seasoned litigators. von Briesen's comprehensive approach to pursuing and protecting patent rights is designed to have the best chance of delivering value back to the business.

Trademarks

Our Trademarks Section attorneys invest their time in getting to know our clients' businesses, marketing strategies and the markets in which they compete. With that knowledge we are able to assist clients in analyzing when, where, how and what to protect and what the value of that protection is, all the while remaining cost-effective.

Trademark registration and policing are important steps in the process of protecting the value of a trademark. But clients must also take care to use their trademarks properly by creating trademark use guidelines to maintain their strength. Our Trademarks Section assists clients in trademark counseling and protection that includes selection and right-to-use evaluations, registration, and effective portfolio management. This experience also includes Internet and domain name issues, trademark licensing, assignments and dispute resolution, which includes litigating trademark infringement cases. We have experience filing in the United States, the Madrid Protocol, Community Trade Mark, Latin America and Asia.

We currently manage trademark portfolios for over 75 clients comprising over 700 marks. These portfolios range from one mark up to nearly 400 marks in industries as varied as hospitals and health care systems, manufacturers, logistics and transportation services, batteries, real estate, information technology, financial services, education, and communications. We utilize a comprehensive computerized database to track both pending applications and issued registrations to provide timely and accurate client reports.

Employment Law

Our Employment Law team works with clients of all sizes, at virtually any location, over the gamut of industries and public institutions. Our clients are diverse – from Fortune 500 companies and international companies to small businesses. We represent banks, manufacturers, insurance companies, schools, service and distribution companies, healthcare providers, retailers, transportation companies, non-profit organizations and public employers. Our service area is equally diverse – while many of our clients are located in the Midwestern region, many operate plants or have other offices or facilities across the globe.

The von Briesen employment team has extensive experience with statutory compliance, as well as advice and consultation concerning employee termination, state and federal wage and hour laws, drug testing, employee privacy, employee discipline and the creation and administration of affirmative action plans. Our lawyers draft and advocate for the enforcement of employment contracts for management and executives, including non-competition and confidentiality agreements. We assist with workplace harassment investigations and other investigations of alleged employee misconduct and routinely provide advice regarding reductions in force, severance packages and release agreements.

We have litigated cases before state and federal courts and administrative agencies with respect to discrimination claims based on protected categories such as age, gender orientation, national origin, race, disability, sex (including sexual harassment) religion, veterans' status and retaliation. In addition to these discrimination claims, we have years of experience in handling litigation involving wrongful discharge, whistleblower, trade secrets/non-compete agreements, employment agreements, unemployment compensation claims, FLSA and FMLA and OSHA litigation.

<u>Commercial Lending</u>
Our Commercial Lending team is comprised of skilled attorneys who are committed to providing exceptional client service and innovative, cost-effective and practical legal advice and representation in all aspects of banking, commercial transactions, bankruptcy, creditors' rights, asset realization, restructuring, reorganization, real estate, and commercial litigation. Many members of the team are recognized on national and state levels, as well as by their peers, as leaders in these respective fields, and are active with the state legislature and other rule-making authorities.

Areas of substantial expertise include:

- Origination, relationship management, syndication, and work-out of myriad of complex commercial transactions ranging from asset-based lending, to traditional cash flow and lease financing, to real estate lending, public financing and bonds
- Merger and acquisition of financial institutions, including due diligence, regulatory approvals and compliance, and documentation
- Representation in State and Federal courts of banks, lenders, creditors, suppliers, receivers, trustees, and creditors' committees in bankruptcy, creditors' rights, and commercial disputes
    - Chapter 11 proceedings, Chapter 128 receiverships, debtor in possession financing, leases and executory contracts, preference litigation, fraudulent conveyance litigation, replevin actions, foreclosure actions, receiverships, assignments for the benefit of creditors, actions under the Uniform Commercial Code, and defense of lender liability and bad faith claims
- Providing counsel to financial institutions in nearly all areas of regulatory compliance, including board policies, administrative policies and procedures, new deposit and loan product development and implementation, investment authority, and the full spectrum of consumer compliance regulations.

Our attorneys have drafted many lines of credit and revolving loan (multiple draw) facilities. In our experience, such facilities may be secured or unsecured, and may be premised on a borrowing base or governed primarily by financial covenants. Funds management and cash flow issues are frequently involved in these type of facilities, and personal property collateral (UCC) issues can be central to such secured facilities. We confront such UCC issues on a daily basis and have very knowledgeable and experienced lawyers for handling those issues. These lines of credit can also involve multiple lenders (syndicated loans) and complex intercreditor agreements and issues. We have significant experience with those types of agreements and issues.

Our attorneys have extensive experience in negotiating and drafting large and complex commercial mortgage loan facilities. Our experience and skill covers the multitude of issues that can arise in such loan facilities, including the environmental, tax, insurance, lease and title issues that may arise. For large and complex loan facilities, the documents we draft are normally custom-drafted, although we draw much from prior experience. Loan facilities included in our experience have involved commercial (or residential) condominiums, construction lending, multiple-borrowers, intercreditor agreements between multiple lenders, unlimited or limited guaranties (including guaranties limited to “bad boy” actions or occurrences), leases of varying complexity (including synthetic leases) and specially negotiated title insurance endorsements (where necessary).

Our firm has substantial experience and depth in negotiating and drafting documents for all types of real estate mortgage loans, including, but not limited to, construction and acquisition loans for condominium developments, apartment loans, commercial, retail, industrial and office building projects, mixed use developments, and hotels. We regularly handle large and small financing transactions, including real estate financings in excess of $10,000,000. We also have extensive experience in handling multimillion-dollar development projects using tax incremental financing district loans, grants and incentives.

We also have experience in note sales, master whole loan sale agreements and participation agreements.

<u>Collections Law</u>
We have significant experience litigating matters arising under the Fair Debt Collection Practices Act, Fair Credit Reporting Act, Truth in Lending Act, Telephone Consumer Protection Act and comparable state statutes. We represent large corporations operating in the most highly regulated environments, including debt collection, banking, insurance and health care.

Attachment 1

PROPOSER INFORMATION

Various Legal Services

1. General Company Information

Proposing Company Name ______ von Briesen & Roper, s.c. __________________________________

Street Address _____411 East Wisconsin Avenue, Suite 1000 _____________________________

City______ Milwaukee________ State____ WI____ ZIP +4 _____ 53202-4409_________

Company Website www.vonbriesen.com____________________________________

2. Person to Contact for Questions Concerning this Proposal/Bid/Qualifications

Name____ Andrew T. Phillips______ Title ___ Andrew T. Phillips _______

Street Address______411 East Wisconsin Avenue, Suite 1000 ____________________

City_____ Milwaukee ___________ State__ WI ___ ZIP +4______ 53202-4409__________

Telephone Number_ (414) 287-1570_____ Email Address___ aphillips@vonbriesen.com ____

Fax Number_____ (414) 238-6439 ________________________

3. Person to Contact for Questions Concerning Orders and Billing

Name____ Andrew T. Phillips _____________ Title _____ Andrew T. Phillips _____

Street Address_______ 411 East Wisconsin Avenue, Suite 1000 __________________________

City_____ Milwaukee ________ State__ WI __ ZIP +4_____ 53202-4409____________

Telephone Number___(414) 287-1570________Email Address___ aphillips@vonbriesen.com ________

Fax Number______ (414) 238-6439 ____________________

Attachment 2

CLIENT REFERENCES

Various Legal Services

Proposer ____von Briesen & Roper, s.c. _____________

Provide the company name, address, contact person, telephone number, email address, and description for three (3) customers to which the Proposer has provided legal service(s) with requirements similar to those included in this solicitation document. Failure to provide complete information for three (3) references may result in rejection of the Proposal/Bid/Qualifications.

Company Name___ Wisconsin Counties Association_________

Address (include ZIP +4) _ 22 East Mifflin Street, Suite 900, Madison, WI 53703-4247 ___

Contact Person and Title ___ Mark O'Connell, Executive Director _________

Telephone Number __(608) 663-7188___ Email Address ___ oconnell@wicounties.org ___

Service(s) Provided: Regularly consult on the impact of proposed legislation on county interests, work with stakeholders in all areas of business and government on legal and legislative initiatives, provide organizational and governance advice, provide counsel to the Association's members on all issues surrounding county government

Company Name____ Public Finance Authority_____________

Address (include ZIP +4) __ 22 East Mifflin Street, Suite 900, Madison, WI 53703-4247______

Contact Person and Title _____Scott Carper, Program Manager________

Telephone Number _(925) 478-4912_____ Email Address ___scarper@pfauthority.org____

Service(s) Provided: Bond issues for projects nationwide, bond counsel, commercial lending, corporate governance, tax

Company Name______ Energy Finance Solutions (EFS) ___________________

Address (include ZIP +4) ______ 431 Charmany Drive, Madison, WI 53719-1234_______________

Contact Person and Title ___Jason Stringer_______

Telephone Number __ (608) 729-6854___ Email Address ___jstringer@slipstreaminc.org__

Service(s) Provided: Corporate governance, tax, financing, commercial lending, collections

Attachment 3

COST SHEET

Various Legal Services

Proposer: ___ von Briesen & Roper, s.c. ___________

Please Provide the name, title, hourly rates and practice areas of the attorneys, paralegals, and administrative staff expected to provide services to the Authority should be Proposer be engaged. The Proposer may not request a price increase to the rates stated on this sheet during the next three years, unless such increase is consented to.

Name	Title/Position	Hourly Rate	Practice Areas
Andrew T. Phillips	Shareholder	$330	Constitutional issues, government and public administration; general corporate law and corporate governance; employment
Matthew R. McGovern	Shareholder	$270	Constitutional issues, government and public administration; general corporate law and corporate governance; employment
Jacob J. Curtis	Shareholder	$270	Constitutional issues, government and public administration; general corporate law and corporate governance; employment
Kyle J. Gulya	Shareholder	$315	Constitutional issues, government and public administration; general corporate law and corporate governance; employment
Smitha Chintamaneni	Shareholder	$315	Constitutional issues, government and public administration; tax
Bennett J. Conard	Associate	$220	Constitutional issues, government and public administration; Commercial lending; Collections
Robert A. Mathers	Shareholder	$380	Tax
Katelyn A. Pellitteri	Associate	$195	Tax
Terry D. Rindt	Non-Lawyer Professional	$240	Tax
Patrick M. Bergin	Shareholder	$340	Intellectual property
Chad P. Azzaline	Paralegal	$125	Intellectual property

Andrew J. Guzikowski	Shareholder	$400	Commercial lending; general corporate law and corporate governance;
Jessica M. Zeratsky	Shareholder	$325	Commercial lending; Collections
Brion T. Winters	Shareholder	$320	Commercial lending
Marisa L. Sevilla	Paralegal	$110	Commercial lending; Collections
Christopher J. Schreiber	Shareholder	$295	Collections

Attach additional pages as needed.

Failure to submit pricing as instructed in the Cost Sheet Shall result in rejection of the Proposal/Bid/Qualifications. Do not alter the format of the cost sheet.

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practice areas:
Government Law; Municipal Law; School Law; Labor and Employment; Energy and Clean Technology; Public Finance; Strategic Risk and Crisis Management; Administrative and Regulatory Law

bar admissions:
Wisconsin; U.S. District Court, Eastern and Western Districts of Wisconsin; U.S. Court of Appeals, 7th Circuit

education:
Marquette University, J.D., 1995; University of Wisconsin-Whitewater, B.S., 1992

biography:
Andy Phillips has dedicated his career to assisting governmental and quasi-governmental entities with their most challenging legal problems. Andy brings innovative solutions to the organizational, operational and personnel problems facing local governments and has been a leader in creating entities to serve areas such as Medicaid programming, public finance, human services and long term care.

Andy maintains a diverse practice focused on serving the unique needs of his clients. For his county clients, Andy is a resource for personnel, land use, construction, organizational, litigation and finance concerns. For his school district clients, Andy handles expulsion and student discipline, personnel, organizational, finance and construction matters. Andy is the current outside general counsel for the Wisconsin Counties Association and has represented the National Association of Counties, which puts him at the forefront of legal, legislative and regulatory issues confronting county and local government. Andy's background in public policy and administration, coupled with his life-long interest in local government affairs, leads to efficient, practical and creative solutions for all of the unique legal challenges facing his clients.

In addition to his work with the public sector, Andy has considerable litigation, business and real estate experience with private sector clients. Andy has argued cases at all levels in the state court system and before the 7th Circuit Court of Appeals.

Andy is a member of the State Bar of Wisconsin, the American Bar Association, and Wisconsin's Eastern and Western District Bar Associations.

He serves on the Board of Directors for Wisconsin Policy Forum and as Chair of their Government Finance Committee. He is also on the Board of Directors for Angel on My Shoulder, Inc. He previously served as a commissioner for the Cedarburg Police & Fire Commission.

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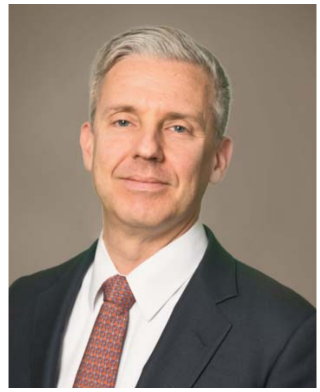
Matthew R. McGovern



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practice areas:
Environmental Law and Litigation; Energy and Clean Technology; Government Law; Government Relations and Administrative Law

bar admissions:
Wisconsin; California; South Dakota

education:
University of California, Hastings College of the Law, J.D.; University of Wisconsin, B.A.

biography:
Matt McGovern is a shareholder focusing his practice on energy and cleantech, and government relations matters for public and private sector clients. He brings a unique perspective to his clients based on his many years of experience in government, politics, and litigation.

Before joining von Briesen, Matt was the government affairs liaison for Milwaukee County Executive Chris Abele. Prior to serving Milwaukee County, Matt was a senior advisor at the United States Department of Energy (DOE), in the Office of Energy Policy and Systems Analysis. At DOE, he focused on policy proposals to enable clean energy development, including clarifying jurisdictional issues between FERC and state public service commissions, expanding access to financing for rural electric coops, and support for tribal energy loan programs.

Matt also has significant experience in private practice in government law, employment litigation, voting rights, and eminent domain actions. After law school, Matt clerked for the Hon. Karen E. Schreier, U.S. District Court, District of South Dakota. Besides practicing law, Matt also spent many years in politics working on political and legislative campaigns, including Barack Obama's primary and general election campaigns, and his own campaign for public utilities commission.

Matt serves on the Conservation Committee for the Village of Shorewood, which is his hometown. He is a member of the Energy Bar Association and the American Constitution Society. In his spare time Matt is an avid runner, having finished nine marathons, including the 2016 Boston Marathon.

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practice areas:
Government Law; Government Relations and Administrative Law; Litigation and Risk Management; Strategic Risk & Crisis Management

bar admissions:
Wisconsin; U.S. District Court, Eastern and Western Districts of Wisconsin, Northern District of Illinois

education:
University of Wisconsin, J.D., *cum laude*, 2008; University of Wisconsin-Eau Claire, B.A., *summa cum laude*, 2005

biography:
Jake Curtis is a shareholder in the Government Law Group focusing his practice on government relations matters for both public and private sector clients. He brings a unique skill set to clients by drawing on his experience as a lawyer, strategic advisor, and public official to navigate the intersection of law and policy.

Jake has years of practice with the administrative rule and legislative processes and he uses that knowledge to help craft solutions to regulatory hurdles. As outside counsel to dozens of Wisconsin Counties, he has worked closely with administrators and public officials throughout the state, handling matters before the WERC, DWD, ETF, and DPI. His previous experience as an elected county supervisor allows him to provide practical advice on public records and open meeting matters.

In addition, Jake has significant public and private sector litigation experience including serving as counsel for the 2011 Justice Prosser recount and the 2012 redistricting litigation. In 2012, he served as a Milwaukee County Public Service Special prosecutor, where he first-chaired five jury trials as a member of the Violent Crimes Unit.

Prior to joining von Briesen, Jake served as the Chief Legal Counsel at the Wisconsin Department of Natural Resources, where he led a staff of 28 professionals and managed a budget of over $2 million, a litigator at one of Wisconsin's leading policy and legal research centers, and a policy advisor for a Wisconsin State Senator.

In light of these diverse experiences, Jake's legal and policy analysis has been featured in *The Hill*, *Washington Examiner*, *National Review Online*, *The Federalist*, *Milwaukee Journal Sentinel*, *Green Bay Press Gazette*, *La Crosse Tribune*, *Right Wisconsin*, and *Ozaukee News Graphic*.

Jake is a member of the State Bar of Wisconsin, the Milwaukee Bar Association and the Federalist Society. He is an appointed member of the Legislative Committee of the Wisconsin Chapter of Associated Builders and Contractors, Inc.

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practice areas:
Appellate; Business and Corporate Law; Government and Regulatory Law; Labor and Employment; Municipal Law; School Law

bar admissions:
Wisconsin
U.S. District Court, Western District of Wisconsin

education:
University of Wisconsin, *cum laude*, J.D.
University of Wisconsin-Milwaukee, B.A.

biography:
Kyle Gulya is a Shareholder in the Labor and Employment Law Section. Kyle advises both public and private sector employers with employment- and labor-related issues including regulatory compliance, antidiscrimination practices, contractual and workplace policy matters, and personnel management. He handles numerous aspects of labor-management relations from advising clients during union organizing campaigns to serving as chief negotiator during collective bargaining negotiations. He also advises clients regarding complex internal investigations and effectively resolving personnel disputes. Kyle frequently advises clients regarding employment agreements, independent contractor agreements, covenants not to compete, and confidentiality agreements. Kyle also assists clients with crisis communications and effectively handling crisis situations, and he regularly advises clients regarding Wisconsin's Public Records Law and Open Meetings Law.

Kyle has extensive experience involving the unique employment- and labor-related issues faced by Police Departments, Fire Departments, Sheriff's Departments and Police & Fire Commissions. Kyle works closely with law enforcement professionals regarding management-side labor- and employment-related issues. Kyle is very proud of his relationships with the Wisconsin Chiefs of Police Association, the Wisconsin Fire Chiefs Education Association, and the Wisconsin Police Leadership Foundation.

Kyle also regularly advises school districts regarding education-related issues, including issues involving student records and discipline, contract renewal and nonrenewal, and other unique issues affecting school boards and school districts. Kyle served as President and on the Board of Directors of the Wisconsin School Attorneys Association, and he has presented to School Administrators and Board Members on numerous education-law related topics.

Kyle frequently presents on labor- and employment-related issues throughout Wisconsin and nationally. Kyle has also written numerous articles regarding labor- and employment-related issues, Wisconsin's Public Records Law, and Wisconsin's Open Meetings Law.

In 2011, the National Public Employer Labor Relations Association awarded Kyle with the NPELRA Pacesetter Award for his work in conducting supervisor training programs for the Wisconsin Public Employer Labor Relations Association. Kyle has also been recognized on several occasions as a *Rising Star℠ by Wisconsin Super Lawyers®* in Employment & Labor Law. Kyle has served on the Board of Directors for the Labor and Employment Law Section of the State Bar of Wisconsin. During law school, Kyle was Senior Managing Editor and Malt & Barley Editor for the *Wisconsin Law Review*, a member of the University of Wisconsin Moot Court Board, and a judicial intern for Wisconsin Supreme Court Justice Diane Sykes.

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practice areas:

Construction Law and Litigation; Property Tax Assessments; Eminent Domain and Condemnation; Tax; Real Estate Litigation; Litigation and Risk Management; Real Estate; Estate and Trust Administration

bar admissions:

Wisconsin; Illinois; U.S. District Court, Eastern and Western Districts of Wisconsin, Northern District of Illinois; U.S. Court of Appeals, 7th Circuit

education:

Washington University in St. Louis School of Law, J.D., 2003; Washington University in St. Louis, B.A., 2000

biography:

Smitha Chintamaneni is a Shareholder and has represented businesses, governmental entities, and individuals in real estate, eminent domain, taxation, and construction matters for over 15 years.

Notably, she acts as one of the attorneys for the Village of Mount Pleasant surrounding the Foxconn project. She has also served as counsel for the Milwaukee County Zoo, as defense counsel for a contractor in connection with construction and defect claims arising out of construction of a Chicago high rise office building, as counsel for Brown County on eminent domain and sales and use tax disputes, and as counsel for numerous landowners, businesses, and governmental authorities on real estate, zoning, permitting, eminent domain, and property taxation issues.

Her litigation experience includes all aspects of trial in state and federal courts and oral arguments in front of the Seventh Circuit Court of Appeals.

In addition to her real estate practice, Smitha has experience in trust and estate disputes involving multiple beneficiaries, high net worth assets, wills and trusts.

Smitha is an Affiliate Member of Owners' Counsel of America (OCA). She is also a regular speaker at the Annual Condemnation Appraisal Symposium hosted by the Appraisal Institute. She is licensed to practice in Wisconsin and Illinois and has been consistently nominated by her peers as a *Wisconsin Rising Star*(SM) in the area of General Litigation since 2009.

In addition to her practice, Smitha chairs the firm's Summer Associate Program and Recruiting Committee. She is a member of the Milwaukee Bar Association (Real Property Section, former co-chair), the Chicago Bar Association and the Illinois Bar Association.

representative presentations and articles

- "What Every County Needs to Know About the Two Condemnation Procedures," Wisconsin Counties Association Magazine, June 2018
- "Studies of Partial Taking Cases," 15th Annual Condemnation Appraisal Symposium, May 2018
- "Construction Contracting 101", League of Wisconsin Municipalities Conference, October 2017
- "Reasonably Probable Highest & Best Use: Cost to Cure Issues", 13th Annual Condemnation Appraisal Symposium, May 2016

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Banking and Commercial Transactions; Bankruptcy and Creditors Rights; Commercial and Business Litigation; Real Estate; Transportation Law

bar admissions:
Wisconsin

education:
University of Wisconsin, J.D., 2015; Marquette University, B.A., *cum laude*, 2011

biography:
Ben Conard is a member of the Banking and Commercial Finance and Real Estate Sections. Prior to joining von Briesen, he worked in the Office of General Counsel for the Wisconsin Department of Transportation. Ben has experience in a wide array of transportation related issues, especially those involving freight and infrastructure. He worked with the Department of Transportation's Freight Advisory Committee, which is a public-private partnership aimed at addressing issues that impact freight mobility, policies, processes and projects. Ben also has significant experience and knowledge in railroad law, including the areas of freight rail, passenger rail, railroad real estate issues, and federal and state compliance.

During law school, Ben was the Senior Articles Editor of the *Wisconsin International Law Journal*.

He is a member of the Milwaukee Bar Association, Dane County Bar Association and State Bar of Wisconsin.

Ben is active in the community serving as a Member of the Lawyer Regulation System's District 9 Committee, a Mentor for the Boys and Girls Club of Dane County and a member of the Rosenberry Society of United Way of Dane County. He was an Eagle Scout with Boy Scouts of America Troop 840 in Grafton, Wisconsin, and previously served as an Assistant Scoutmaster.

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practice areas:
Business and Corporate Law; Business Succession Planning; Estate and Trust Administration; Estate Planning; Fiduciary and Beneficiary Representation; Nonprofit and Tax Exemption; Start-up and Next Level Business Planning; Securities; Tax; International Tax; Federal Tax; Property Tax Assessment; State & Local Tax; Trusts and Estates; FINRA Arbitration; Public Finance; *vonBriesenOneSource*

bar admissions:
Wisconsin; Minnesota; Arizona; U.S. District Court, District of Minnesota; U.S. Tax Court

education:
Mitchell Hamline School of Law, J.D., 1990; University of Wisconsin-Eau Claire, B.B.A., *cum laude*, 1985

biography:
Bob Mathers is a Shareholder and Chair of the Tax Section at von Briesen. Bob also is the firm's Business Practice Group Leader.

Bob provides legal and business advisory services to Midwest businesses and their owners with a focus on closely-held businesses, estate planning and private wealth services. He is a Certified Public Accountant and is AICPA Accredited in Business Valuation (ABV) and is an AICPA Personal Financial Specialist (PFS). He leverages his prior experience as one of the country's largest CPA firm's National Tax Director, and CEO of its Wealth Management subsidiary, to provide tax and transactional guidance to businesses and individual clients. He regularly provides guidance to CPA firms, financial services firms, and the accounting and investment advisory industries.

He is recognized by *The Best Lawyers in America©* as "Lawyer of the Year" for Trusts and Estates in Green Bay (2017). He is listed in *The Best Lawyers in America®* for Trusts and Estates (2014-2019).

Bob's professional memberships include American Institute of Certified Public Accountants, Wisconsin Institute of Certified Public Accountants, American Academy of Attorney-CPAs, Fox Valley Estate Planning Council, Winnebagoland Estate Planning Council, the State Bar of Wisconsin (Director, Tax Section) and the American Bar Association (Tax Section).

He is a member of the Board of Directors of the Oshkosh Chamber of Commerce and Unlock The Fox Investment Committee.

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practice areas:

Business and Corporate Law; Business Succession Planning; Health Information Privacy and Security; Mergers and Acquisitions; Securities Law; Tax

bar admissions:

Wisconsin

education:

Emory University School of Law, J.D.; Arizona State University, B.S., *summa cum laude*

biography:

Katelyn Pellitteri is a member of the Business Practice Group. Her practice focuses on a variety of business and transactional matters, including corporate governance, business structuring, succession planning for closely-held and family-owned businesses, tax planning and contract review.

During law school, Katelyn served as an extern for the Atlanta Business Court where she researched complex business cases for four senior judges and assisted in writing judicial opinions. In addition she competed in the ABA National Appellate Advocacy Competition in Washington, D.C.

Katelyn is a member of the State Bar of Wisconsin and the American Bar Association.

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practice areas:
Tax

bar admissions:
Certified Public Accountant

education:
University of Wisconsin-Milwaukee, M.S. Taxation, 1994
University of Wisconsin-Oshkosh, M.S. Accounting, 1988; B.S., 1985; B.B.A., 1985

biography:
Terry Rindt is a certified public accountant in the Tax Section of von Briesen & Roper, s.c. He focuses on:

- Income tax return compliance with emphasis on partnerships and limited liability companies
- Preparation of financial models relating to mergers and acquisitions, deferred compensations plans and real estate exchanges
- Tax exempt organization issues
- Filings for exempt status for non-profit organizations

Terry is a member of the American Institute of Certified Public Accountants and the Wisconsin Institute of Certified Public Accountants.

Terry is a member of the Board of Directors for the North Shore Library of the Milwaukee Public Library System. He is a member of the Fox Point Audit Committee and also volunteers his time with WMSE Radio. He previously served as the Treasurer for Outpost Natural Foods Cooperative.

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practice areas:
Patents; Information Technology, Data Privacy and Security; Trademarks; Business and Corporate Law

bar admissions:
Wisconsin; Licensed to practice before the United States Patent and Trademark Office

education:
Marquette University, J.D., B.S.; University of Minnesota, B.A.

biography:
Pat Bergin is a registered Patent Attorney with the United States Patent and Trademark Office and chairs the firm's Patent Law Section. He regularly assists clients with a broad range of intellectual property issues with an emphasis on domestic and international intellectual property procurement, including:

- drafting and prosecuting utility and design patent applications in the mechanical, electro-mechanical and medical device arts before the United States Patent and Trademark Office;
- patent litigation;
- trademark prosecution and brand counseling, including selecting, clearing, registering, and enforcing trademarks, as well as trademark proceedings before the Trademark Trial and Appeals Board;
- trademark litigation involving Lanham Act, cybersquatting, false advertising, and unfair competition;
- conducting reviews and issuing opinions in patentability, right-to-practice, patent (in)validity and patent infringement;
- negotiating and drafting technology transfer agreements;
- due diligence for mergers and acquisitions; and
- domain name disputes and social media issues including website terms of service, trademark keyword and adword issues, and cybersquatting.

Pat is a member of both the American and Wisconsin Intellectual Property Lawyers Associations, the American Bar Association, the State Bar of Wisconsin and the Milwaukee Bar Association.

Pat is active in the community and currently serves as a member of the St. John Vianney School Committee and as a Board Member of Elmbrook Little League. Pat has also served on the Board of Elmbrook Swim Club as President (2017) and Director of Meet Operations (2015-2016).

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practice areas:
Business and Corporate Law; Trademarks

bar admissions:
Paralegal

education:
Milwaukee Area Technical College, *Paralegal Certificate*, *with honors*, 1999

biography:
Chad is a Paralegal in the Business and Corporate Law Practice Group and the Trademarks Section of von Briesen & Roper, s.c. He assists clients with business formations; business transactions including annual reports, registered agent changes, and amendments to articles of incorporation; asset purchases; stock purchases; buy-sell transactions; and, mergers and acquisitions.

Chad assists in the preparation and prosecution of trademark applications; polices infringements on clients' trademarks and copyrights; conducts trademark and domain name searches; and, maintains our clients' trademark software database, which comprises over 700 marks.

He is active in youth sports and coaches soccer, baseball, football and basketball. He is a member of the Board of Directors of The Village Club. In addition, he has been a long-time volunteer at St. John's Cathedral Open Door Café Meal Program and is an active volunteer with numerous community service projects that the firm supports.

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practice areas:
Banking and Commercial Transactions; Business and Corporate Law; Energy and Clean Technology; Government and Regulatory Law; Public Finance; Securities Law

bar admissions:
Wisconsin

education:
University of Wisconsin, J.D., *cum laude*, 1982; University of Wisconsin-Milwaukee, B.A., 1978

biography:
Andy Guzikowski is a Shareholder and Chair of the Firm's Public Finance Section.

Andy has had more than 25 years of experience in public finance. He has served as bond counsel and issued the approving bond/tax opinions in over $500 million of tax-exempt bond issues that financed municipal equipment purchases, sewers, new schools and school improvements as well as manufacturing facilities, nursing homes and senior living facilities and has a broad range of experience representing bond issuers, borrowers, underwriters, bond purchasers, remarketing agents and banks/credit enhancement providers in tax-exempt and taxable bond financing transactions. He frequently serves as issuer's counsel to the Public Finance Authority in bond issues and has represented PFA in over $750 million of tax-exempt and taxable bond issues financing a wide variety of projects throughout the United States.

Andy is also a senior member of the firm's Banking and Commercial Transactions practice group. He represents financial industry clients in a variety of matters, including corporate and holding company reorganizations, mergers and acquisitions, branch purchases and sales, loan and servicing portfolio sales, loan participations and in structuring and restructuring complex commercial lending transactions. He also handles compliance matters before regulatory agencies including the Wisconsin DFI, the FDIC the Federal Reserve, the SEC and FINRA. His experience includes structuring, negotiating and documenting interest rate swaps, letters of credit, securities lending and repo transactions. He has also advised banks, credit unions, savings institutions, broker-dealers and registered investment advisers in matters involving the on-premise sale of non-deposit investment products, on FDIC and NCUA deposit insurance rules, regulatory capital requirements and other regulatory and compliance matters.

Finally, as a member of the Business and Corporate law group, Andy's experience includes advising clients in a variety of industries on matters of corporate governance, securities and merger & acquisition transactions. Among other things, he assists clients in raising capital through IPOs and private equity and debt offerings and has represented clients in venture-capital investment transactions. Andy advises boards of directors of public and private companies on topics such as fiduciary obligations, corporate governance, anti-takeover measures and other responses to takeover offers, insider trading and ethics policies, utilizing investment advisers and appraisers, the design and implementation of equity-based executive compensation plans, shareholder relations and risk management.

Andy is a frequent presenter on a wide range of topics including advising boards of directors on corporate "best practices," Sarbanes-Oxley and Dodd-Frank, insider trading laws and the role of Board Committees. He is a contributing author to The Wisconsin Business Advisor Series Vol. 9: General Business Issues published by the State Bar of Wisconsin, where he covers the subject of obtaining financing through venture capital and private equity investment. Andy recently served on a panel at the National Association of Bond Lawyers annual Bond Attorneys' Workshop where he discussed the use of multijurisdictional bond issuers in education and other tax-exempt financings.

Andy is a member of the State Bar of Wisconsin, the Milwaukee Bar Association and the National Association of Bond Lawyers. He is recognized in Best Lawyers in America® in Banking and Finance Law.

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practice areas:

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bar admissions:

Wisconsin; U.S. District Court, Eastern and Western Districts of Wisconsin

education:

Marquette University, J.D., 2003; University of Minnesota, B.A., *summa cum laude*, 1999

biography:

Jessica Zeratsky is a Shareholder in the Comercial, Employment and Government Law Practice Group. Jessica spends a significant portion of her practice partnering with her clients on commercial/creditor rights, bankruptcy, and real estate matters. Specifically, Jessica focuses on loan documentation, work-outs, commercial and bankruptcy litigation, business restructuring, and general debtor and creditor law.

In 2011, Jessica was recognized as an "Up & Coming Lawyer" by the *Wisconsin Law Journal*. She has been recognized as a Rising Star℠ by *Wisconsin Super Lawyers®* in the area of Bankruptcy & Creditor/Debtor Rights three times. Jessica was recognized by the Waukesha County Business Alliance as a 2017 Emerging Leader.

Jessica is an active member of the Milwaukee Bar Association, the State Bar of Wisconsin, and the Turnaround Management Association Chicago/Midwest Chapter. She is a member of the Board of Directors for the Sharon Lynne Wilson Center for the Arts, a cultural arts center located in Brookfield. She is also a member of the Board of Directors for Penfield Children's Center and has served on the Planning Committee for their Croquet Ball for many years. Penfield provides assistance for children with developmental delays and disabilities. Jessica is also an avid supporter of the United Way of Greater Milwaukee and Waukesha County where she is a member of the Women's Leadership Council and is an Emerging Leader.

recent articles

- Co-Author, "Ethical Considerations of Representing Multiple Parties in a Bankruptcy," American Bankruptcy Institute Journal, July 2015
- "'(I Can't Get No) Satisfaction': New Statutory Requirements for Payoff Letters and Satisfactions", Mar. 2014
- "Responding to Service of Legal Process: Subpoenas, Garnishments and Levies", Dec. 2013
- "Letters of Credit Overview and Fundamentals", Nov. 2013
- "*Westburg* Decision Provides Strong Lever for Lenders", Oct. 2013

Brion T. Winters

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practice areas:

Banking and Commercial Transactions; Business and Corporate Law; Government Law; Land Use, Development and Zoning; Mergers and Acquisitions; Municipal Law; Public Finance; Real Estate; Trusts and Estates

bar admissions:

Wisconsin

education:

Marquette University Law School, J.D., 2006; Lawrence University, B.A., *cum laude*, 2002

biography:

Brion is a Shareholder at von Briesen with a unique background and skillset that service the diverse needs of his clients. Brion's clients come in all shapes and sizes from closely-held businesses, start-up companies and individuals to well-established financial institutions and municipalities. Brion's commitment to customer service, attention to detail and unending desire to provide value serves his business, banking, developer, municipal and individual clients well.

In 2008, Brion joined von Briesen from M&I Wealth Management where he worked as a staff attorney and compliance analyst. At M&I Wealth Management, Brion touched every area of M&I Wealth Management's service platform, including high-level legal and compliance projects for the trust department (personal and institutional), broker-dealer, investment advisor, Marshall Funds and the bank.

Brion has leveraged his prior experience into a bourgeoning business, banking/finance, real estate and estate planning practice. Brion is well-positioned to assist his business clients in facilitating mergers and acquisitions while also understanding, negotiating and drafting the financing documents necessary to get the deal done. Brion is dedicated to helping his business owner and individual clients with their estate planning, trust administration and succession planning needs.

One of Brion's passions is being involved in real estate transactions. Much like his client base, his real estate experience is diverse and multifaceted. Brion represents businesses, developers, banks, municipalities and individuals on a wide variety of real estate-related issues ranging from drafting custom purchase agreements, condominium documents, development agreements and easements to creating or expanding tax incremental financing districts, negotiating and drafting complex lease agreements and advising on various zoning and land use issues.

Brion routinely speaks at seminars for the Wisconsin Bankers Association on various bank regulatory and compliance issues. His compliance background and understanding of how compliance works in the corporate setting is a unique value-add that not many attorneys can provide to their clients.

Brion lives in Franklin with his wife, Amy, and three sons, Braun, Griffin and Jordan. Brion is a member of Tuckaway Country Club and loves to spend time out on the golf course. Brion also is a member of the Milwaukee Bar Association, the State Bar of Wisconsin and a fellow of the American College of Mortgage Attorneys.

recent presentations and articles

- "CFPB Integrated Mortgage Disclosure Rules...Simplified?" Wisconsin Bankers Association, February 2015
- "Attempting to See through the Mud: A First Look at the New TILA Ability to Repay, Qualified Mortgage and Escrow Rules" Wisconsin Bankers Association, April 2013
- "CFPB/Dodd-Frank Act Update: A Bunch of Indecent Proposals?" Wisconsin Bankers Association 2012 Compliance Forum, November 2012
- "Fair Lending: Old Rules with Contemporary Issues," Wisconsin Bankers Association, June 2011
- "The Federal Government's Response to the Financial Crisis," *Banking Law Bulletin*, June 2009
- "Loan Modifications and Foreclosure Guidance," Wisconsin Bankers Association, March 2009

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practice areas:
Public Finance; Banking and Commercial Finance; Immigration

bar admissions:
Paralegal

education:
Loyola University of Chicago, Paralegal Certificate (2009)
San Francisco State University, B.A., Political Science (2004)

biography:
Marisa Sevilla is a Paralegal in the Public Finance Section of von Briesen. She has assisted on numerous multi-million dollar tax-exempt and taxable bond issues and works with a wide range of professionals, including underwriters, bond purchasers and outside counsel. Her organizational and multi-tasking skills are an asset in the Public Finance field where the tracking and review of a voluminous amount of documents is a must to ensure the client's needs are met.

Marisa also works with the Immigration Section where she draws on her previous experience working at one of the largest global law firms. She worked with international clients and their expatriate visas placing them in countries spanning from the United Kingdom to South Korea. In this position, she coordinated with various embassies, provided legal research regarding immigration requirements for various countries, and prepared employment-based filings. Additionally, she was a contractor to the Department of Labor as a Case Processing Analyst and Team Lead Supervisor honing her skills on nonimmigrant visas by adjudicating H-2A and Labor Condition Applications. Here, Marisa gained first-hand knowledge of the inner workings of the government as it relates to immigration matters.

von Briesen
von Briesen & Roper, s.c.
Attorneys at Law

Christopher J. Schreiber

cschreib@vonbriesen.com
tel: (414) 287-1212
fax: (414) 238-6648
411 East Wisconsin Avenue, Suite 1000
Milwaukee, WI 53202

practice areas:

Banking and Commercial Finance; Real Estate; Bankruptcy and Creditors Rights; Commercial and Business Litigation; Foreclosures and Real Estate Workouts; Business Restructuring; Construction Law and Litigation

bar admissions:

Wisconsin; U.S. District Court, Eastern and Western Districts of Wisconsin; U.S. Court of Appeals, 7th Circuit

education:

Marquette University, J.D., 2003; University of Dayton, B.A., 2000

biography:

Chris Schreiber is a Shareholder at von Briesen & Roper, s.c. Chris is the Chair of the Bankruptcy and Creditors Rights Section and a member of the Banking and Commercial Finance and Real Estate Sections. He is recognized as a Rising Star℠ by *Wisconsin Super Lawyers®* in the area of Bankruptcy & Creditor/Debtor Rights.

Chris has extensive experience representing lenders (state/national banks, private equity, mortgage trusts) and other creditors with respect to the following:

- Bankruptcy, in particular representation of secured creditors and supply chain businesses in Chapter 11 and the enforcement of liens in business equipment, in particular heavy machinery, in Chapter 11 and 12
- Negotiation and litigation related to lien priority, asset disposition, and payment in the context of Wisconsin's unique Chapter 128 receivership proceedings
- Enforcement of clients' Article 9 remedies in equipment and other business assets through self-help repossession and state court replevin litigation
- Commercial foreclosure and workouts
- Consumer finance litigation, including defense of claims made under TILA, FDCPA, or the Wisconsin Consumer Act

Chris also has a complimentary real estate practice in which he represents businesses, lenders and individuals with respect to the following:

- Reviewing, drafting and negotiating commercial real estate loan documents
- Representing owners with respect to title, zoning, leasing, development, and sale transactions
- Representing commercial tenants in landlord disputes

- Filing and enforcement of construction liens
- Real estate litigation

Chris is a member of the State Bar of Wisconsin (Bankruptcy, Insolvency, and Creditors Rights Section), the American Bankruptcy Institute, the Turnaround Management Association Chicago/Midwest Chapter, and the Milwaukee Bar Association (Chair, Bankruptcy Section).

Chris dedicates a significant amount of time serving the Milwaukee community. Chris serves on the Board of Directors and is the co-chair of the Lending Advisory Committee for ACTS Housing, a Milwaukee non-profit organization dedicated to enabling low-income home ownership through counseling, brokerage, and lending services. Chris is also on the Board of Directors for Hispanic Professionals of Greater Milwaukee (HPGM), which strives to be the leading resource for professional development of Hispanics in Wisconsin.

411 East Wisconsin Avenue Suite1000 Milwaukee, WI 53202 www.vonbriesen.com telephone: 414.276.1122 fax: 414.276.6281

von Briesen
von Briesen & Roper, s.c. | Attorneys at Law

Equal Employment Opportunity and Affirmative Action Policy Statement

It is and has been the policy of von Briesen & Roper, s.c. not to discriminate against any employe or any applicant for employment because of age, race, religion, color, handicap, sex, physical condition, developmental disability, sexual orientation or national origin. This policy includes, but is not be limited to, the following: recruitment and employment, promotion, demotion, transfer, compensation, layoff and termination. The firm continues to take affirmative action to ensure equal employment opportunities.

Susan Bach, out Chief Human Resources Officer is the Equal Employment Opportunity Officer and is responsible for planning and implementing our affirmative action program as well as for its day-to-day monitoring of affirmative action related decisions and activities. All personnel who are responsible for hiring and promoting employees and for the development and implementation of programs or activities are charged to support this program. They provide leadership in implementing affirmative action goals and initiatives.

During the life of the firm's contract with the State of Wisconsin, von Briesen & Roper, s.c. will comply with Wis. Stat. § 16.765, state regulations and federal laws relating to equal employment opportunities and affirmative action. The firm will work cooperatively with government agencies and community organizations to take affirmative action to ensure equal employment and advancement opportunities.

Randall Crocker

4/23/2012

Signature Date

President & CEO

President and CEO

www.vonbriesen.com 411 East Wisconsin Avenue, Suite 700 Milwaukee, Wisconsin 53202-4427 Phone 414-276-1122 Fax 414-276-6281

Affirmative Action Goals

In an effort to help insure a balanced workforce, von Briesen & Roper, s.c. sets forth the following goals:

- The firm will continue to participate in the Diversity Clinic offered through the State Bar.

- The firm will continue its involvement with, and support of, the African American Chamber of Commerce, Association for Women Lawyers, Wisconsin Hispanic Lawyers Association, Hispanic Chamber of Commerce of Wisconsin and Legal Association for Women.

- The firm will continue to share job postings with professional organizations and contacts likely to refer qualified candidates who are women, minorities, and individuals with disabilities.

- The firm will advertise position vacancies in a manner designed to reach a diverse range of qualified candidates.

- The firm will continue to use interview teams for all positions and will conduct interviews using only job-related questions.

- The firm will maintain the exit interview program.

- The firm will continue to offer an employe assistance program.

Plan Dissemination

The firm will post copies of the Affirmative Action Policy Statement to make current employees aware of the plan and will share the plan with current and prospective employees, upon request.

Solicitations or advertisements for employment will include an equal employment/affirmative action statement.

Complaints regarding the Affirmative Action Plan may be filed with the State Equal Rights Office or with the Wisconsin Office of Contract Compliance.

Internal Monitoring

On behalf of the firm, annually, the Affirmative Action Officer will monitor the Affirmative Action Plan to regularly evaluate results achieved by the Plan and report to the Board of Directors.

The Affirmative Action Officer, with the input from the Board of Directors, will update the Plan, as needed, as a result of this evaluation.

Form **W-9**
(Rev. October 2018)
Department of the Treasury
Internal Revenue Service

Request for Taxpayer Identification Number and Certification

▶ Go to *www.irs.gov/FormW9* for instructions and the latest information.

Give Form to the requester. Do not send to the IRS.

Print or type. See Specific Instructions on page 3.

1 Name (as shown on your income tax return). Name is required on this line; do not leave this line blank.

von Briesen & Roper s.c.

2 Business name/disregarded entity name, if different from above

3 Check appropriate box for federal tax classification of the person whose name is entered on line 1. Check only **one** of the following seven boxes.

☐ Individual/sole proprietor or single-member LLC ☐ C Corporation ☑ S Corporation ☐ Partnership ☐ Trust/estate

☐ Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=Partnership) ▶

Note: Check the appropriate box in the line above for the tax classification of the single-member owner. Do not check LLC if the LLC is classified as a single-member LLC that is disregarded from the owner unless the owner of the LLC is another LLC that is **not** disregarded from the owner for U.S. federal tax purposes. Otherwise, a single-member LLC that is disregarded from the owner should check the appropriate box for the tax classification of its owner.

☐ Other (see instructions) ▶

4 Exemptions (codes apply only to certain entities, not individuals; see instructions on page 3):

Exempt payee code (if any)

Exemption from FATCA reporting code (if any)

(Applies to accounts maintained outside the U.S.)

5 Address (number, street, and apt. or suite no.) See instructions.

411 E. Wisconsin Avenue, Suite 1000

6 City, state, and ZIP code

Milwaukee, WI 53202

Requester's name and address (optional)

7 List account number(s) here (optional)

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on line 1 to avoid backup withholding. For individuals, this is generally your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the instructions for Part I, later. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN,* later.

Note: If the account is in more than one name, see the instructions for line 1. Also see *What Name and Number To Give the Requester* for guidelines on whose number to enter.

Social security number

☐☐☐ – ☐☐ – ☐☐☐☐

or

Employer identification number

3 9 – 1 5 7 6 2 8 9

Part II Certification

Under penalties of perjury, I certify that:

1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me); and
2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and
3. I am a U.S. citizen or other U.S. person (defined below); and
4. The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions for Part II, later.

Sign Here Signature of U.S. person ▶ [signature] Date ▶ 6/25/2019

General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

Future developments. For the latest information about developments related to Form W-9 and its instructions, such as legislation enacted after they were published, go to *www.irs.gov/FormW9.*

Purpose of Form

An individual or entity (Form W-9 requester) who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) which may be your social security number (SSN), individual taxpayer identification number (ITIN), adoption taxpayer identification number (ATIN), or employer identification number (EIN), to report on an information return the amount paid to you, or other amount reportable on an information return. Examples of information returns include, but are not limited to, the following.

- Form 1099-INT (interest earned or paid)
- Form 1099-DIV (dividends, including those from stocks or mutual funds)
- Form 1099-MISC (various types of income, prizes, awards, or gross proceeds)
- Form 1099-B (stock or mutual fund sales and certain other transactions by brokers)
- Form 1099-S (proceeds from real estate transactions)
- Form 1099-K (merchant card and third party network transactions)
- Form 1098 (home mortgage interest), 1098-E (student loan interest), 1098-T (tuition)
- Form 1099-C (canceled debt)
- Form 1099-A (acquisition or abandonment of secured property)

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN.

If you do not return Form W-9 to the requester with a TIN, you might be subject to backup withholding. See What is backup withholding, *later.*

ENGAGEMENT LETTER

<Date>

<Client Name and Address>

Dear <Client Name>,

Thank you for asking von Briesen & Roper, s.c. to represent <Client Name>, we look forward to working with you. We thought it best to set out in writing the terms and conditions upon which we will provide legal services. The purpose of this letter is to articulate and confirm these terms and conditions.

SCOPE OF SERVICES

You asked us to represent <Client Name> in connection with ______________. Specifically, we will provide the following legal services to <Client Name>:_______________, ______________, and ________________.

[Option – Exclusions] "You advised us that our services are not to include . . . ."

RESPONSIBILITIES

In reliance upon information and guidance provided by you, we will provide legal counsel and assistance in accordance with this letter, keep you reasonably informed of progress and developments, and respond to your inquiries.

POTENTIAL CONFLICTS OF INTEREST

We are a relatively large law firm and we represent many companies and individuals. It is possible that some of our present and future clients will have business relationships and potential or actual disputes with <Client Name> and its affiliates. We will not knowingly represent clients in matters that are actually adverse to the interests of <Client Name> without your permission and your informed consent. We would ask that you consent, on a case by case basis, to our representation of other clients whose interests are, or maybe adverse to, the interests of <Client Name> in circumstances where <Client Name> has selected other counsel and where we have requested a written conflict waiver from you after we have advised you of the circumstances of the potential or actual conflict and you have given us your informed consent.

FEES FOR LEGAL SERVICES

Our fees for legal services rendered to <Client Name> will be primarily based on the amount of time required and the hourly rates of the attorneys and paralegals who render the services. These rates are periodically adjusted to reflect increased efficiency, skills and cost increases. The adjusted rates will apply to all services performed thereafter.

Our current billing rates for the attorneys and paralegals we anticipate will be working on behalf of <Client Name> range from $ _____ to $ ______. As we proceed, we will use personnel with lower billing rates to the extent practical to work on your matters.

LIMITED LIABILITY

von Briesen & Roper, s.c., is a limited liability entity under Wisconsin law. This means that if we fail to perform our duties in our representation of <Client Name>, and that failure causes <Client Name> damages, our firm and the shareholder(s) directly involved in the representation may be responsible to <Client Name> for those damages, but the firm's other shareholders will not be personally responsible. Our professional liability insurance exceeds the minimum amounts required by the Wisconsin Supreme Court for limited liability entities of our size.

COMMUNICATION BY E-MAIL

Our firm primarily communicates with its clients via unencrypted internet e-mail, and this will be the way in which we communicate with you. While unencrypted e-mail is convenient and fast, there is risk of interception, not only within our internal networks and the systems used by internet service providers, but elsewhere on the internet and in the systems of our clients and their internet service providers.

FILE RETENTION AND DESTRUCTION

In accordance with our records retention policy, most paper and electronic records that we maintain are subject to a 10-year retention period from the last matter activity date or whatever date we deem appropriate. Extended retention periods may apply to certain types of matters or pursuant to your specific directives.

After the expiration of the applicable retention period, we will destroy your records without further notice to you, unless you notify us otherwise. At the conclusion of your matter, you may opt to retrieve your records from our firm. We are happy to accommodate you in this regard.

GENERAL PROVISIONS

Enclosed is a statement entitled "General Provisions" setting forth additional terms and conditions which are incorporated into this letter and apply to our representation to the extent they are not inconsistent with the terms of this letter.

We are pleased to have this opportunity to be of service to <Client Name>. If at any time during the course of our representation you have any questions or comments about our costs, services, or any aspect of how we provide services, please don't hesitate to call me.

<Client Name> agrees to retain the services of von Briesen & Roper, s.c. under the terms and conditions specified above.

Date: ______________________________

By: ______________________________
<Client Name>.

Its: ______________________________

Very truly yours,

von BRIESEN & ROPER, s.c.

<Attorney Name> <Initials>: <Initials> Enclosure

von Briesen & Roper, s.c.

GENERAL PROVISIONS

Except as modified by the accompanying engagement letter, the following provisions will apply to the relationship between von Briesen & Roper, s.c., and our clients:

(1) The time for which a client will be charged will include, but will not be limited to, telephone and office conferences with a client and counsel, witnesses, consultants, court personnel, and others; conferences among our personnel; factual investigation; legal research; responding to clients' requests to provide information to auditors in connection with reviews or audits of financial statements; drafting of letters, pleadings, briefs, and other documents; travel time; waiting time in court or elsewhere; and time in depositions and other discovery proceedings.

(2) Clients are responsible for payment to reimburse us for costs incurred in performing services such as large volume photocopying, messenger and delivery, air freight, videotape recording, travel (including mileage, parking, airfare, lodging, meals, and ground transportation), court costs, and filing fees. To the extent we directly provide any of these services, we will charge for our direct costs and overhead allocable to the services. Unless special arrangements are made, fees and expenses of others (such as experts, investigators, witnesses, consultants, and court reporters) and other large disbursements will not be paid by our firm and will be the responsibility of, and billed directly to, the client.

(3) We may, on occasion, furnish estimates of fees or charges we anticipate will be incurred on a client's behalf. These estimates are by their nature inexact. We are not bound by any estimates except as expressly set forth in the engagement letter or otherwise agreed to by us in writing.

(4) Fees, disbursements, and other charges will be billed monthly and are payable upon presentation. We expect prompt payment.

(5) A client shall have the right at any time to terminate our services and representation upon written notice to the firm. Such termination shall not, however, relieve the client of the obligation to pay for all services rendered and disbursements and other charges made or incurred on behalf of the client prior to the date of termination.

(6) We reserve the right to withdraw from our representation with the client's consent or for good cause. Good cause may include the client's failure to honor the terms of the engagement letter, the client's failure to pay amounts billed in a timely manner, the client's failure to cooperate or follow our advice on a material matter, or any fact or circumstance that would, in our view, impair an effective attorney-client relationship or would render our continuing representation unlawful or unethical. If we elect to do so, the client will take all steps necessary to free us of any obligation to perform further, including the execution of any documents (including forms for substitution of counsel) necessary to complete our withdrawal, and we will be entitled to be paid for all services rendered and disbursements and other charges made or incurred on behalf of the client prior to the date of withdrawal.

SMITHAMUNDSEN RESPONSE TO

WISCONSIN ECONOMIC DEVELOPMENT CORPORATION

CONTACT:
Elisabeth Bridge
330 East Kilbourn Avenue
Milwaukee, WI 53202
t: 414.847.6154
ebridge@salawus.com

Organizational Information

SmithAmundsen has had the same philosophy since we opened our doors 22 years ago – put the client first. Our more than 180 attorneys and 200 administrative team members spend each day providing exceptional client service. If given the opportunity, we will provide the same level of service to the Wisconsin Economic Development Corporation. We value long-term relationships with our clients because when we genuinely understand the industries in which they operate we are able to provide more strategic and innovative legal advice. Though our headquarters are in Chicago, we have a total of seven offices throughout the Midwest. Our other locations include, St. Charles, IL; Woodstock, IL; Rockford, IL; St. Louis, MO; Indianapolis, IN; and Milwaukee, WI.

Our clients are Fortune 500 companies, manufacturers, government agencies, insurers, restaurant owners, financial institutions and small business owners. Our strength is in our commitment to understanding our clients' business objectives and successfully partnering with them to meet those objectives. We offer the services and resources of a national law firm while maintaining the sensibilities and personalized service of a Midwest firm.

Our attorneys are familiar with challenges faced in the public sector. We work closely with municipalities, school districts, police departments and other government entities to minimize risk and avoid litigation that stems from day to day operational administrative issues.

Diversity

SmithAmundsen embraces the diverse perspectives and experiences that exist within the legal profession. To that end, the firm is dedicated to nurturing a culturally rich, collaborative and inclusive working environment. Our Diversity Committee is made up of partners, associates and administrative professionals who are committed to that mission. The goal is to enhance recruiting and mentoring efforts, and also empower members of the firm to become active and engaged in their communities. The Committee aims to provide the resources necessary to remain competitive and relevant in an evolving global marketplace. Specifically, our Milwaukee office participates in the Wisconsin State Bar Diversity Clerkship program, which is a 10 week paid summer employment opportunity for first-year Marquette University Law School and University of Wisconsin Law School students with diverse backgrounds.

We have been ranked #10 on Law 360's "Best Law Firms for Female Attorneys" among firms with 150-299 attorneys, given an "A" grade by Above the Law's Diversity Index, were ranked #11 on the American Lawyer's "The Best Places for Women" list and were honored by Equality Illinois as a firm at the forefront of providing an inclusive working environment to LGBT individuals. While we are not a minority owned company, we do have women and minority leaders in our firm who serve as members of our Executive Committee and chair our practice groups.

Technical Requirements

Intellectual Property

We recognize that in today's marketplace, technology and intellectual property play a critical role in your business and can significantly impact success or failure. Our attorneys provide intellectual property prosecution, transactional, and litigation legal services. We represent the interests of our clients in state and federal courts nationwide, and before the U.S. Patent and Trademark Office, U.S. Trademark Trial and Appeal Board, and U.S. Copyright Office. We also engage with intellectual property firms around the world to extend the protection available to our clients internationally when desired.

Our attorneys are experienced in advising clients on advertising concerns and protection of their intellectual property rights. They are skilled in searching marks, preparing trademark applications and securing trademark rights. Most of our intellectual property attorneys also are admitted to practice before the U.S. Patent and Trademark Office. When necessary we defend our clients' rights against infringing users by drafting opinions regarding intellectual property infringements and negotiating resolutions of infringement issues.

We can help maximize your investments in innovation, branding, and creative expressions by prosecuting, developing, and managing U.S. and international patent, trademark, and copyright portfolios. We assist in leveraging these intellectual property assets through negotiation of intellectual property transfer, license, strategic alliance, and other agreements that drive revenue. We also offer individualized training programs on enhancing brand recognition and protecting against intellectual property infringement claims.

Our full services include the following:

- Prosecuting, enforcing, and defending patents, trademarks, copyrights, and trade secrets
- Intellectual property and technology transactions including transfer, licensing, distribution, cloud services, OEM, professional services, and many others
- Litigation and dispute resolution
- Internet, social media, and e-commerce deployment and risk mitigation
- Regulatory approval and compliance
- Business counsel and advising clients on the best options to achieve desired results

Labor & Employment

Our Labor & Employment Practice Group offers the experience and knowledge necessary to customize legal solutions with regard to complex employment and labor law matters. We act as employer defense and monitoring counsel on a regional and national basis and provide expedient advice and practical analysis, and when necessary, we develop a thorough litigation plan and a resolution objective. Our attorneys counsel clients on the various defense and early resolution options available, and work to resolve disputes in the most expeditious and efficient manner.

In addition to defending employment and labor claims, we pride ourselves on our ability to counsel clients on developing and implementing solid business practices to avoid future labor controversy or litigation. We assist clients with employee handbooks and policies, supervisor training, drafting employment agreements, and all aspects of hiring, discipline and the termination process. We guide employers through employee benefits, including health care reform compliance, ERISA obligations and liability, and executive compensation agreements.

We understand the effect labor and employment disputes have on a public entity's ability to serve. Our Labor & Employment attorneys represent many public and municipal employers in general employment matters, including labor disputes, negotiations, grievances, employee benefits and collective bargaining. Our labor and employment attorneys serve as corporate counsel to public sector entities.

As part of our partnership with our clients, we regularly provide legal updates and training. Our Labor & Employment attorneys actively participate in educational seminars, contribute to client alerts, and write for publications. We host quarterly complimentary seminars and webinars on various employment law topics. Our attorneys also provide news on the latest developments in employment law on our Labor & Employment Law Update, which can be found at www.laborandemploymentlawupdate.com.

Attorney Qualifications

We propose Elisabeth Bridge and John Pienkos, co-chairs of the firm's Intellectual Property Practice Group, and Thomas Pienkos, partner in the Intellectual Property Practice Group, to handle your IP matters. We propose Rebecca Dobbs Bush and Joe Trevino, both partners in our Milwaukee office, to handle your labor and employment matters. Elisabeth will serve as the relationship partner between you and the firm. Elisabeth will be available to discuss your needs, to handle your IP matters, and to put you in touch with her colleagues when necessary.

Client References

Please feel free to contact the following references. Kerry Casey, Vice President of Exegy, Inc., and John Miller, Vice President & Chief Intellectual Property Counsel at Rockwell, can speak to our intellectual property work. Pete Trotter, Vice President & General Counsel of Mason Companies, Inc., and Heidi Dowden, Regional Human Resources Director of Villa Healthcare, can serve as references to our work on employment matters.

John Miller Vice President & Chief Intellectual Property Counsel Rockwell Automation 1201 S. 2nd Street Milwaukee, WI 53204 414.382.8584 jmmiller@ra.rockwell.com	Kerry Casey Vice President Exegy, Inc. 349 Marshall Ave Suite 100 St. Louis, MO. 63119 314.218.3620 kcasey@exegy.com
Heidi Dowden Regional Human Resources Director Villa Healthcare 3755 W. Chase Ave. Skokie, IL 60076 262.994.4104 hdowden@fillahc.com	Pete Trotter Vice President & General Counsel Mason Companies, Inc. 1251 1st Ave Chippewa Falls, WI 54729 715.861.7477 ptrotter@masoncompaniesinc.com

Equal Opportunity Statement

SmithAmundsen is an Equal Opportunity Employer. We support and encourage workforce diversity. We do not discriminate based on an individual's race, color, religion, gender, national origin, sexual orientation, gender identity or expression, ancestry, citizenship, creed, marital status, veteran status, age, family care giving responsibilities, genetic profile or predisposition, pregnancy or disability with respect to hiring, promotion, firing, compensation, or other terms, conditions, or privileges of employment.

Additional Documents

Insurance

We currently carry the insurance required by the Wisconsin Economic Development Corporation. Our proof of insurance is included in the attached documents.

W-9

We've included a copy of the firm's W-9 form in the attached documents.

Sample Engagement Letter

The sample engagement letter provided as part of this RFQ is meant as an example. Should the Wisconsin Economic Development Corporation retain SmithAmundsen LLC for representation, an official engagement letter reflecting the scope of work will be sent at that time.

Attorney Biographies

Please see the attached biographies detailing each attorney's practice, education, and experience. The proposed rates are included on the final page of this proposal and are categorized by practice group.

ACORD®

CERTIFICATE OF LIABILITY INSURANCE

10/27/2019

DATE (MM/DD/YYYY) 10/26/2018

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must have ADDITIONAL INSURED provisions or be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER LOCKTON COMPANIES 500 West Monroe, Suite 3400 CHICAGO IL 60661 (312) 669-6900	CONTACT NAME: PHONE (A/C, No, Ext): FAX (A/C, No): E-MAIL ADDRESS:
	INSURER(S) AFFORDING COVERAGE / NAIC #
	INSURER A : *** SEE ATTACHMENT ***
INSURED 1374055 SmithAmundsen LLC 150 North Michigan Avenue Suite 3300 Chicago IL 60601	INSURER B : INSURER C : INSURER D : INSURER E : INSURER F :

COVERAGES SMIAM01 **CERTIFICATE NUMBER:** **REVISION NUMBER:**

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	ADDL INSD	SUBR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS	
	COMMERCIAL GENERAL LIABILITY CLAIMS-MADE / OCCUR GEN'L AGGREGATE LIMIT APPLIES PER: POLICY / PRO-JECT / LOC OTHER:			NOT APPLICABLE			EACH OCCURRENCE	$ XXXXXXX
							DAMAGE TO RENTED PREMISES (Ea occurrence)	$ XXXXXXX
							MED EXP (Any one person)	$ XXXXXXX
							PERSONAL & ADV INJURY	$ XXXXXXX
							GENERAL AGGREGATE	$ XXXXXXX
							PRODUCTS - COMP/OP AGG	$ XXXXXXX
								$
	AUTOMOBILE LIABILITY ANY AUTO OWNED AUTOS ONLY / SCHEDULED AUTOS HIRED AUTOS ONLY / NON-OWNED AUTOS ONLY			NOT APPLICABLE			COMBINED SINGLE LIMIT (Ea accident)	$ XXXXXXX
							BODILY INJURY (Per person)	$ XXXXXXX
							BODILY INJURY (Per accident)	$ XXXXXXX
							PROPERTY DAMAGE (Per accident)	$ XXXXXXX
								$ XXXXXXX
	UMBRELLA LIAB / OCCUR EXCESS LIAB / CLAIMS-MADE DED / RETENTION $			NOT APPLICABLE			EACH OCCURRENCE	$ XXXXXXX
							AGGREGATE	$ XXXXXXX
								$ XXXXXXX
	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY Y / N ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? **(Mandatory in NH)** If yes, describe under DESCRIPTION OF OPERATIONS below	N / A		NOT APPLICABLE			PER STATUTE / OTH-ER	
							E.L. EACH ACCIDENT	$ XXXXXXX
							E.L. DISEASE - EA EMPLOYEE	$ XXXXXXX
							E.L. DISEASE - POLICY LIMIT	$ XXXXXXX
A	Lawyers Professional			See Attachment	10/27/2018	10/27/2019	See Attached	

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (ACORD 101, Additional Remarks Schedule, may be attached if more space is required)

CERTIFICATE HOLDER	CANCELLATION See Attachment
	SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.
	AUTHORIZED REPRESENTATIVE

SmithAmundsen LLC
Lawyers Professional
10/27/2018-10/27/2019

Coverage	Carrier	Policy Number	Limits /Retentions
Lawyers Professional (25% Quota Share)	Argonaut Insurance Company	LPL4198123-1	$5M Part of $20M $250K Ded./$500K Agg.
Lawyers Professional (25% Quota Share)	Aspen Specialty Ins. Co.	LR009N118	$5M Part of $20M $250K Ded./$500K Agg.
Lawyers Professional (25% Quota Share)	Greenwich Insurance Co	LPN 903584601	$5M Part of $20M $250K Ded./$500K Agg.
Lawyers Professional (25% Quota Share)	Evanston Insurance Company	MKLV7PL0003385	$5M Part of $20M $250K Ded./$500K Agg.
Excess Lawyers Professional	Ironshore Specialty Insurance Company	001186107	$10M xs $20M

Form **W-9**
(Rev. October 2018)
Department of the Treasury
Internal Revenue Service

Request for Taxpayer Identification Number and Certification

▶ Go to *www.irs.gov/FormW9* for instructions and the latest information.

Give Form to the requester. Do not send to the IRS.

Print or type. See Specific Instructions on page 3.

1 Name (as shown on your income tax return). Name is required on this line; do not leave this line blank.
SmithAmundsen, LLC FKA O'Hagan, Smith & Amundsen, LLC

2 Business name/disregarded entity name, if different from above
SmithAmundsen, LLC

3 Check appropriate box for federal tax classification of the person whose name is entered on line 1. Check only **one** of the following seven boxes.

☐ Individual/sole proprietor or single-member LLC ☐ C Corporation ☐ S Corporation ☐ Partnership ☐ Trust/estate

☑ Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=Partnership) ▶ P

Note: Check the appropriate box in the line above for the tax classification of the single-member owner. Do not check LLC if the LLC is classified as a single-member LLC that is disregarded from the owner unless the owner of the LLC is another LLC that is **not** disregarded from the owner for U.S. federal tax purposes. Otherwise, a single-member LLC that is disregarded from the owner should check the appropriate box for the tax classification of its owner.

☐ Other (see instructions) ▶

4 Exemptions (codes apply only to certain entities, not individuals; see instructions on page 3):

Exempt payee code (if any) ______

Exemption from FATCA reporting code (if any) ______

(Applies to accounts maintained outside the U.S.)

5 Address (number, street, and apt. or suite no.) See instructions.
150 N Michigan Avenue, Suite 3300

Requester's name and address (optional)

6 City, state, and ZIP code
Chicago, IL 60601

7 List account number(s) here (optional)

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on line 1 to avoid backup withholding. For individuals, this is generally your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the instructions for Part I, later. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN,* later.

Note: If the account is in more than one name, see the instructions for line 1. Also see *What Name and Number To Give the Requester* for guidelines on whose number to enter.

Social security number
☐☐☐ – ☐☐ – ☐☐☐☐

or

Employer identification number
36 – 4189382

Part II Certification

Under penalties of perjury, I certify that:

1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me); and
2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and
3. I am a U.S. citizen or other U.S. person (defined below); and
4. The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions for Part II, later.

Sign Here **Signature of U.S. person ▶** Mary J Reif **Date ▶** 1/1/19

General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

Future developments. For the latest information about developments related to Form W-9 and its instructions, such as legislation enacted after they were published, go to *www.irs.gov/FormW9.*

Purpose of Form

An individual or entity (Form W-9 requester) who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) which may be your social security number (SSN), individual taxpayer identification number (ITIN), adoption taxpayer identification number (ATIN), or employer identification number (EIN), to report on an information return the amount paid to you, or other amount reportable on an information return. Examples of information returns include, but are not limited to, the following.

- Form 1099-INT (interest earned or paid)
- Form 1099-DIV (dividends, including those from stocks or mutual funds)
- Form 1099-MISC (various types of income, prizes, awards, or gross proceeds)
- Form 1099-B (stock or mutual fund sales and certain other transactions by brokers)
- Form 1099-S (proceeds from real estate transactions)
- Form 1099-K (merchant card and third party network transactions)
- Form 1098 (home mortgage interest), 1098-E (student loan interest), 1098-T (tuition)
- Form 1099-C (canceled debt)
- Form 1099-A (acquisition or abandonment of secured property)

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN.

If you do not return Form W-9 to the requester with a TIN, you might be subject to backup withholding. See What is backup withholding, *later.*

EXAMPLE ENGAGEMENT AGREEMENT

Wisconsin

(Revised 2019)

Not for use with insurance company retention.

Date

Re: Engagement as Legal Counsel

Engagement Agreement

Dear _________:

Thank you for engaging SmithAmundsen, LLC (the Firm) to perform legal services on behalf of (CLIENT) with regard to ________.

The purpose of this letter is to confirm the engagement and describe how we will generally handle this assignment. Additionally, we have provided you with a separate document setting forth the Firm's "Standard Terms of Engagement." All information contained within that document is incorporated herein by reference. We ask that you review these documents carefully and retain copies for your records. If you have any questions after reading them, please contact us promptly.

Who is our Client?

The Firm will be providing legal services to (CLIENT) with regard to (matter for we have been engaged). It is our policy to represent only the person or entity identified in this letter. Unless specifically stated in this letter, our representation does not extend to any of your affiliates.

<u>Attorney Assignment</u>

I will have primary responsibility for this engagement. From time to time, I may delegate parts of your work to other lawyers in the Firm, paralegals, and non-legal professionals in order to handle this engagement in a timely and efficient manner.

The following persons will be primarily working on this matter:

___________	Partner	(phone)
___________	Associate	(phone)
___________	Paralegal	(phone)

You should always feel free to call me if you have any questions or concerns about what we are doing on your behalf. If for any reason I am unavailable, my secretary (<u>name and phone number</u>) will see to it that your message reaches me. If you feel that something has arisen that requires urgent attention, feel free to reach me on my cell phone at (<u>cellular phone</u>).

<u>Scope of Engagement</u>

The Firm's responsibilities will be to provide legal advice and services in connection with serving as your counsel with regard to (matter/lawsuit). We will be taking direction concerning the scope of the services required or requested from ___________________.

We will confer with you about the scope and extent of the legal work to be performed to properly represent your interests in this matter. While we expect to be able to identify in broad terms the work that is anticipated to be required to handle this engagement, past experience has shown that it is not possible to predict with certainty all future contingencies or to anticipate all future legal services that may or may not be required because of developments that may be presently unforeseen. We will work toward developing a consensus about the scope of the work to be performed throughout this engagement. However, the final judgment about what is required or not required to be done in order to meet our professional obligations to our client(s), opposing counsel and/or the court under the circumstances of this engagement will be determined in the sole discretion of the Firm.

<u>Conflicts of Interest</u>

We have performed a conflicts check to determine that we have not undertaken representation of any other party adverse to your interests in this matter. Based on the information you have provided about this engagement, we are not aware of any conflicts of interest that would prevent us from representing you.

However, SmithAmundsen LLC is a law firm with offices in multiple locations in different states. It is possible that, during the course of our engagement, an existing or future client may seek to hire the Firm in connection with an actual or potential transaction or pending or potential litigation or other dispute resolution proceeding in which such other client's interests are or potentially may become adverse to your interests.

Accordingly, during the term of this engagement, we may ask for your informed consent to allow us to represent another client whose interests are or potentially may become adverse to your interests. In those situations, we will make full disclosure to you of the relevant facts, circumstances and implications of the representations and you agree to carefully consider the issue. You are not required to give your consent, and you may, at your election, consult with independent counsel regarding whether or not to waive the conflict.

Limited Liability Company

SmithAmundsen LLC is organized as a limited liability company under Illinois law. We maintain minimum insurance in accordance with Illinois Supreme Court Rule 722. This means every attorney in our firm who either performs or supervises legal services for you will have full professional responsibility and legal liability for those services, in addition to the firm itself. However, individual attorneys in the firm who have no involvement or direct supervisory role in your representation will not have any personal liability for the legal services performed by others in the firm.

Fees and Expenses

Fees

For purpose of being compensated for the value of our services, we periodically assign to each lawyer and paralegal professional in our firm an hourly rate, based upon his or her ability, experience, and our professional judgment. My prevailing hourly rate for legal services rendered on your behalf in this matter is ($______) per hour.

Fees owed for our services will be determined by multiplying the applicable hourly rate for the legal professional performing the work by the amount of time required to perform the tasks or services outlined in our billing invoice. Our billing invoice will itemize the work performed and the amount of time it took to perform each task or service in increments of tenths of an hour. The identity of the legal professional(s) performing each task will be outlined on the invoice.

Our billing rates are subject to change during the course of this engagement. Adjustments in our rates are generally made at the beginning of each calendar year. The hourly rate charged for every lawyer and paralegal assistant that works on your matter will be clearly listed at the bottom of each monthly invoice.

Expenses

As an adjunct to providing legal services, we may incur a variety of expenses or charges on your behalf, including charges for ancillary support services. You are responsible for the payment of any disbursements made and expenses incurred, pursuant to our billing arrangements. These expenses may include, but are not limited to, charges such as photocopying, faxes, travel, long distance telephone calls, messenger fees, computerized legal research, filing fees, court reporter fees, foreign associate fees, deposition fees, witness fees, charges made by outside investigators, experts, consultants, and other such expenses incurred on your behalf.

Billing Arrangements, Retainer, and Terms of Payment

Billing Arrangements

We generally bill monthly for the legal services, out-of-pocket disbursements and expenses (as set forth above) provided on your behalf during the preceding month. We may request that these expenses or disbursements be advanced by you if the amount is in excess of___. These expenses or disbursements are included on our monthly bills, and we make every effort to make sure that these bills are as current as possible. However, some expenses or disbursements are not available until several months after the associated activity has been performed, and these may be billed later.

We endeavor to provide as much billing information as you require and in the form you desire it. We are willing to discuss any particular billing format that suits your needs.

Retainer / Advance Fee Agreement

As discussed, we are requesting a (retainer of ($___) before we enter an appearance or commence work on your behalf.

In addition, both [guarantors] have agreed to execute a personal guaranty of payment should [Client] fail to pay the bills pursuant to the terms below.

Please issue your check payable to Smith Amundsen, L.L.C. for the amount of the retainer and return that retainer check together with a signed copy of this Engagement Agreement to my attention as soon as possible.

IMPORTANT: We do not represent you in your legal matter until we are in receipt of your retainer, [and Personal Guaranty executed by ____], and a signed copy of this Engagement Agreement.

Terms of Payment

Our bills are payable upon receipt. If you fail to pay our bill within sixty (60) days of issuance, the Firm reserves the right to charge interest on the outstanding balance at the rate of 1.0% per month (12% per year) on a case-by-case basis.

If you do not pay our invoice on a timely basis, _________. If the retainer proves to be insufficient to cover current fees and other charges on a regular basis, we may ask you to replenish or increase it, and you agree to do so if requested. If we do not make this request, you agree to pay all statements when due.

If you fail to replenish your retainer when requested, or if you are unwilling to keep current with the invoices issued, we reserve the right, subject to the approval of the court and applicable rules of professional conduct, to withdraw as counsel on your behalf in this matter.

Termination of Engagement

You have the right to terminate our engagement at any time. However, terminating the engagement will not relieve you of responsibility for legal fees or disbursements that have already accrued. We have the same right to terminate the engagement at will subject to the provisions of the applicable rules of professional conduct and/or approval of the court, if required.

Arbitration of Fee Disputes

In the event any dispute arises between us concerning payment of our fees, expenses and/or disbursements which cannot be promptly resolved to our mutual satisfaction, you agree that the dispute will be submitted to arbitration, and for that purpose referred to the Milwaukee Bar Association Committee on Resolution of Fee Disputes, or to such other member of that Association as the Committee or President may designate as a tribunal for resolution of the dispute.

There are advantages to arbitration, but also disadvantages. Arbitration is typically less costly and more expeditious and efficient than litigation. However, by agreeing to arbitrate fee disputes, you are giving up your right to a trial by a jury regarding the dispute. Also, unlike courts, discovery may be limited, and you will not have the right to appeal the decision. You may also be responsible for fees involved with the arbitration. There may be other disadvantages to arbitration. Consequently, you should carefully consider whether arbitration is acceptable to you, and should consult with independent counsel if you believe it appropriate to do so. By signing this letter, you agree that the arbitrator's decision shall be binding, conclusive, and non-appealable.

File Storage & Destruction

You agree that your file may only be stored digitally on a secure electronic server. The documents stored digitally have been saved or scanned into the Firm’s server, which is backed up every day.

Once your matter/assignment concludes, we will provide you notice that we are closing your file and we may only keep your file materials electronically. Unless otherwise directed by you, hard copies of documents in your file may be permanently destroyed. Hard copies of file material not destroyed may be sent to offsite storage.

Pursuant to our Firm’s Record Retention Policy Applicable to Client Files, absent instruction from you, we typically destroy client files after a matter is closed. If you would like further information on our Record Retention Policy, please let us know.

Acknowledgment

This letter sets out the entire Engagement Agreement and understanding between the Client and SmithAmundsen, LLC, with respect to the representation and supersedes and cancels any prior communications, understandings and agreements, both written and verbal, between the parties with respect to the Engagement.

We invite you to discuss freely with us any questions you have concerning our relationship. We want our clients to be satisfied with both the quality of our legal work and the reasonableness of the fees we charge for those services. You may choose to seek independent legal advice in determining whether to enter into this engagement, and I will give you a reasonable opportunity to do so.

Please indicate your receipt of this Engagement Agreement and your approval of the terms of this engagement by signing the duplicate original of this letter and returning the executed duplicate original to me for my file. Again, we do not represent you in your legal matter until we are in receipt of your retainer and a signed copy of this Engagement Agreement.

We are grateful for the opportunity to work with you in connection with these matters, and it is a privilege to have the opportunity to be of service.

Very truly yours,

(insert name of attorney)

cc:

Terms of engagement approved:

Date:___________

By:______________________________

Print:____________________________

Title:____________________________

Personal Guaranty – Payment of Fees

The undersigned on this ___ day of [month], 201x, hereby voluntarily, personally and unconditionally guarantees punctual payment by [LLC/LLP/corporate client], as required by the terms of this Retainer Agreement. The undersigned guarantor waives diligence, demand for payment, extension of time for payment, notice of acceptance of this guaranty, and indulgences and notice of every kind, and consents to any and all forbearances and extensions of the time for payment or performance under this Agreement and to any and all changes in the terms of this Agreement.

SmithAmundsen LLC may enforce this guaranty without first resorting to or exhausting other remedies provided by the Retainer Agreement or the law. Guarantor agrees to pay all reasonable costs and attorneys' fees incurred by SmithAmundsen LLC in enforcing this guaranty. Undersigned acknowledges receipt of a copy of the Retainer Agreement. Guarantor signs this Guaranty in consideration of SmithAmundsen's consent to enter into this Retainer Agreement with [LLC/LLP/corporate client].

____
[Individual], GUARANTOR

____
[Individual], GUARANTOR

SmithAmundsen

Elisabeth Townsend Bridge

Partner
330 East Kilbourn Avenue
Suite 1100, Tower 1
Milwaukee, Wisconsin 53202
t: 414.847.6154 | f: 414.847.6155
ebridge@salawus.com

You don't hear many lawyers describe their legal practice as fun, but then again Lisa's experience has been unique. She practices on an international level and has handled trademark matters in more than 50 jurisdictions worldwide, gaining vast insight into foreign legal systems. Twice she was part of an American Bar Association delegation to China to discuss intellectual property law with Chinese officials. She is currently Honorary Consul to the country of Belgium, helping Belgian citizens when they are in need in this country. Lisa has always felt a duty to counsel and advocate for others. Today she uses the knowledge and perspective gained in her 35 years of practicing law to aid clients in intellectual property matters.

As chair of the firm's Intellectual Property Practice Group, Lisa assists clients in developing trademarks that can be protected in the marketplace both in the United States and around the world. She enforces clients' rights in their marks against infringing users and negotiates resolutions when possible of infringement concerns. She counsels clients as their markets or manufacturing locations expand and change as to how to best protect their intellectual property assets around the world. She assists in resolving domain name disputes and advertising concerns. Her vast experience includes aiding clients with licensing and distribution agreements, dispute resolution and related litigation, administrative proceedings, due diligence in corporate transactions and advertising concerns. Lisa represents clients in multiple industries, including manufacturing, energy, food products, insurance, retail sales, supplements, lighting, software products, furniture, music and medical products.

Lisa is enthusiastic about the arts and has been involved with several organizations that support fine arts, including previous services as chair of Renaissance Theaterworks in Milwaukee. She is also passionate about environmental issues and serves as a board member and former chair for WasteCap Resource Solutions, which provides waste reduction and recycling assistance to businesses.

Practice Areas

Intellectual Property

Education

University of Nebraska College of Law, J.D., 1981

Purdue University, B.A., 1978

Admissions

Wisconsin

U.S. Patent & Trademark Office

Elisabeth Townsend Bridge

HONORS

- Named Wisconsin IP Star by *Managing Intellectual Property Magazine*: 2019
- Selected to *The Best Lawyers in America*© in Litigation - Intellectual Property and Patent Law: 2018, 2019

MEMBERSHIPS & INVOLVEMENT

- Member: American Bar Association; Wisconsin State Bar Association; Racine County Bar Association; International Practice Section Board for the State Bar of Wisconsin; International Trademark Association; Milwaukee Art Museum; Bradley Sculpture Gardens; Tall Pines Conservancy; North Lake Yacht Club
- Honorary Consul for the Kingdom of Belgium
- Board Member and Former Chair: International Practice Section Board of the State Bar of Wisconsin
- Board Member: WasteCap Resource Solutions; Promus International
- Former President: Wisconsin Intellectual Property Law Association
- Former Chair: Intellectual Property Section Board of the State Bar of Wisconsin

EXPERIENCE

- Successfully counseled client on world-wide launch of new product under new trademark, including worldwide searching and registration of its new mark and advising client on advertising and labeling concerns
- Successfully represented company in the take-down of a website launched under a domain name that included the company's trademark
- Resolved opposition to trademark use and registration through the negotiation of a world-wide coexistence agreement which allowed the parties to peacefully coexist within their own business market segments
- Defended client in trademark litigation involving the alleged trademark infringement of its product configuration mark, which was ultimately settled in a manner that allowed the business to continue selling product with minor modifications

NEWS & PRESS RELEASES

19 SmithAmundsen Attorneys Included in Best Lawyers in America© 2019
August 15, 2018

U.S. News & World Report – Best Lawyers® “Best Law Firms” 2018

15 SmithAmundsen Attorneys Included in Best Lawyers in America© 2018
August 15, 2017

Elisabeth Townsend Bridge

Attorney Elisabeth Townsend Bridge Joins SmithAmundsen's Intellectual Property Practice Group
November 14, 2016

ALERTS

What to Do about Brexit?
January 19, 2018

An Annual Audit of Your Brands Will Be a "Plus" for your Business
January 20, 2017

PUBLICATIONS

Brexit and EU Trademarks
State Bar of Wisconsin International Law Blog, November 29, 2017

Copyrights, Trademarks and Patents…Oh My! What is the Road Best Travelled for Product Design Protection?
USLAW Magazine, Fall 2017

SmithAmundsen's Bridge Helps Clients Protect Their Trademarks in Global Markets – Wisconsin Law Journal Highlights Lisa Bridge
Wisconsin Law Journal , January 11, 2017

Audit Your Brands – An Essential Part of International Legal Advising
State Bar of Wisconsin International Law Blog, November 21, 2016

PRESENTATIONS & EVENTS

Intellectual Property Basics - A Discussion of How General Practice Attorneys Can Assist Their Clients in Recognizing and Protecting Their IP Assets
La Crosse County Bar Association, Seminar, April 15, 2019

Intellectual Property Panel
Brussels, Belgium, 2015

SmithAmundsen

John T. Pienkos

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Chicago, Illinois 60601
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jpienkos@salawus.com

John counsels clients on patent law and corporate transactions relating to intellectual property law. As co-chair of the firm's Intellectual Property Practice Group, John prepares and prosecutes numerous domestic and foreign patent applications in complicated technologies. He provides extensive client counseling in relation to the pursuit and utilization of intellectual property rights, and advises clients on corporate transactions involving the purchase or sale of intellectual property assets. Further, he prepares patent opinions and provides guidance regarding the scope of intellectual property rights, and counsels clients in the area of post-grant proceedings such as *inter partes* review proceedings. In addition, John also prepares trademark applications and conducts related review of issues pertaining to securing trademark rights.

John has technical knowledge in the areas of electrical and mechanical engineering, including computer hardware, software and the Internet. His experience includes work in the areas of mobile devices, wireless communications, electromagnetics, optics, semiconductors, control systems, including industrial controllers and motor controllers, artificial intelligence such as intelligent agents, and a variety of complex systems, including imaging systems, heating and cooling systems, automotive systems, and agricultural systems, as well as engines, motors, and generators. Additionally, John has experience working with FinTech matters, including technologies relating to insurance, benefits, and payment services.

MEMBERSHIPS & INVOLVEMENT

- Board of Directors: Milwaukee Youth Symphony Orchestra (MYSO)
- Founder and Co-chair: Wisconsin Chapter of the Licensing Executives Society

Practice Areas

Intellectual Property

Education

Harvard Law School, J.D., 1997

University of Wisconsin-Madison, M.S., 1994

Marquette University, B.S., 1992

Admissions

Illinois

Wisconsin

U.S. Patent and Trademark Office

John T. Pienkos

- Member: Wisconsin Intellectual Property Law Association; American Intellectual Property Law Association; American Bar Association

EXPERIENCE

- Prepare patent applications on a variety of technologies relating to insurance, benefits, payment services, mobile devices, e-commerce and use of the cloud
- Prepare numerous petitions in *inter partes* review proceedings before the Patent Trial and Appeal Board
- Prepare agreements in relation to the licensing of intellectual property rights, and approached potential licensees

NEWS & PRESS RELEASES

John Pienkos and Tom Pienkos Join SA's Intellectual Property Practice Group
March 25, 2019

Thomas J. Pienkos

Partner
330 East Kilbourn Avenue
Suite 1100, Tower 1
Milwaukee, Wisconsin 53202
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tpienkos@salawus.com

Tom counsels clients on the strategic protection, licensing and enforcement of intellectual property rights. His experience includes preparing and prosecuting U.S. and international patent applications and securing patent rights for clients in construction, printing, manufacturing and computer-related technologies. Tom supervises and conducts intellectual property due diligence investigations for corporate mergers, acquisitions and refinancing. He also drafts and negotiates patent licenses, nondisclosures and joint development agreements.

As a member of the firm's Intellectual Property Practice Group, Tom represents several clients in the industrial manufacturing industry, developing and participating in patent review committees charged with strategically evaluating inventions for possible patent prosecution. He advises clients on policing and protecting copyright, trade dress, trade secret, trademark and patent rights. Tom is active in the Wisconsin Association of Mutual Insurance Companies (WAMIC), presenting to members regarding developments with Insurance Data Security Model Law.

MEMBERSHIPS & INVOLVEMENT

- Member: Wisconsin Association of Mutual Insurance Companies (WAMIC); Wisconsin State Bar, Past Member of the Intellectual Property Law Section Board; Knights of Columbus, 4th Degree Member
- Past President: Wisconsin Intellectual Property Law Association, 2005-2006
- Past Co-Chair: Licensing Executive Society International, Wisconsin Chapter

Practice Areas

Intellectual Property

Education

University of Wisconsin Law School, J.D., 1999

University of Notre Dame, B.S. M.E., 1996, *cum laude*

Admissions

Wisconsin

U.S. Patent and Trademark Office

SmithAmundsen

Thomas J. Pienkos

EXPERIENCE

- Represented a *Fortune* 500 automotive parts manufacturer in patent counseling and litigation
- Manages the intellectual property portfolio for a manufacturer of commercial washroom hardware and sanitary technologies
- Managed the domestic and international patent portfolio of a national scaffolding manufacturer

NEWS & PRESS RELEASES

John Pienkos and Tom Pienkos Join SA's Intellectual Property Practice Group
March 25, 2019

Rebecca Dobbs Bush

Partner
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rbush@salawus.com

As a former human resources consultant, Rebecca has a unique understanding of the legal landmines her clients face every day. Hot topic issues like employee benefits, executive compensation and ERISA can be exceedingly difficult for employers to navigate without strong and dedicated counsel. Rebecca thoughtfully and skillfully provides management with advice and counsel in human resource employee benefit compliance and employment litigation.

Additionally, Rebecca represents employers in various matters arising under federal and state employment laws, including wage and hour claims and audits, discrimination and retaliation claims and contract disputes. She also advises employers in the highly complex realm of ERISA and IRS regulations.

When she is not working she is actively participating in local events and fundraising efforts within her community in Wisconsin.

HONORS

Selected to the Illinois Super Lawyers list of “Rising Stars”: 2013, 2014, 2015, 2016, 2017

MEMBERSHIPS & INVOLVEMENT

Member: American Bar Association; Illinois State Bar Association; Illinois Association of Defense Trial Counsel; Wisconsin State Bar Association; National Society of Human Resource Management; American Benefits Council

Past President: Illinois Fox Valley Society of Human Resource Management

Past Board Member: Crossing Rivers Health Foundation

Practice Areas

Affirmative Action

Employee Benefits & Compensation

Employment Law

Government Regulation, Audit and Compliance

Prevailing Wage

Staffing Agency, Independent Contractor & Contingent Workforce

Unfair Competition Counseling and Litigation

Wage & Hour

Education

Northern Illinois University College of Law, J.D., 2006, *magna cum laude*

Northern Illinois University, B.S., 2000

Admissions

Illinois

Wisconsin

SmithAmundsen

Rebecca Dobbs Bush

NEWS & PRESS RELEASES

34 SmithAmundsen Attorneys Included on 2017 Illinois Super Lawyers and Rising Stars Lists
SmithAmundsen, January 13, 2017

34 SmithAmundsen Attorneys Included on 2016 Illinois Super Lawyers and 2016 Illinois Rising Stars Lists
SmithAmundsen, January 8, 2016

Illinois Super Lawyers & Illinois Rising Stars Names 33 SmithAmundsen Attorneys to 2015 List
January 12, 2015

Illinois Super Lawyers & Illinois Rising Stars Names 22 SmithAmundsen Attorneys to 2013 List
January 3, 2013

BLOG

Contributing Author, SmithAmundsen's Labor & Employment Law Update, a labor and employment advisory blog.

Contributing Author, Illinois Chamber of Commerce's Chamber Dispatch, an HR advisory blog.

PUBLICATIONS

Illinois Employment Law Handbook - Fifth Edition
May 31, 2019

PRESENTATIONS & EVENTS

How to Legally Handle Employee Terminations and Resignations
Lorman Education Services; Webinar, 2019

Employment Law Update for Businesses in IL & WI
Illinois Chamber of Commerce, Seminar; Waukegan, IL, April 25, 2019

Best Management of Your Workforce in the Midst of the Opioid Epidemic: Drug Testing, FMLA Abuse and ADA Obligations
SmithAmundsen, Webinar, April 17, 2019

ERISA Audits: What We All Knew but Forgot
Clear Law Institute; Webinar, February 13, 2019

Volunteers Gone Wild: Managing, Disciplining, and Terminating Volunteers
Lorman Education Services, Webinar, January 11, 2019

Legal Principals Surrounding Regulating Employee Appearance
Lorman Education Services; Webinar, January 9, 2019

Rebecca Dobbs Bush

Managing Employee Medical Issues in the Workplace
SmithAmundsen, Milwaukee, WI; Webinar, September 12, 2018

Volunteers Gone Wild: Managing, Disciplining, and Terminating Volunteers
Lorman Education Services; Webinar, July 25, 2018

Opportunities and Challenges of the Unlimited Vacation Policy
Lorman Education Services, Webinar, June 27, 2018

ERISA Audits: What We All Knew but Forgot
Lorman Education Services; Webinar, February 26, 2018

Employment Contracts: What to Include and What to Avoid
Lorman Education Services, Webinar, December 21, 2015

Employee Medical Issues - Handling Them Correctly
Prairie du Chien Area Chamber of Commerce, Prairie du Chien, WI, December 17, 2015

Affordable Care Act/Healthcare Reform and Your Bottom Line: You Have Options
True Partners Consulting LLC., The Naumoff Group, RBN & Associates, Inc., Chicago, IL, March 30, 2015

SmithAmundsen

Joe Trevino

Partner
330 East Kilbourn Avenue
Suite 1100, Tower 1
Milwaukee, Wisconsin 53202
t: 414.847.6150 | f: 414.847.6151
jtrevino@salawus.com

At the outset of every case, Joe partners with his client to identify the bigger picture and tailor a case strategy to achieve a positive, cost-effective result. In one of his more memorable cases, Joe defended an architect against claims of negligence and breach of contract. After six weeks of arbitration, with $65 million on the line, Joe helped his clients reach the best possible resolution, with the arbitrator finding no negligence and awarding his client's fees.

Joe takes great pride in advising a wide array of businesses and professionals in disputes and complex litigation. Joe's commercial practice includes both outside general counsel work as well as lead litigation counsel in business disputes of all sizes. He frequently represents architects, general contractors and subcontractors in construction litigation. As a member of the firm's Professional Liability practice group, he defends architects, attorneys, accountants and other professionals in high exposure litigation.

Joe also successfully defends employers before the ERD and EEOC, representing business owners and human resource professionals against allegations of discrimination, wrongful termination and retaliation.

HONORS

- Selected to the Milwaukee Super Lawyers "Rising Stars" list: 2014, 2015, 2016, 2017, 2018

MEMBERSHIPS & INVOLVEMENT

- Member: State Bar of Wisconsin; SmithAmundsen Diversity Committee
- Hispanic National Bar Association: Region IX Deputy Regional President; Member

Practice Areas

Commercial Litigation

Construction

Professional Liability

Industries

Beverage Services

Construction Industry

Retail

Education

Marquette University Law School, J.D.

University of Wisconsin-La Crosse, B.S.

Admissions

Wisconsin

Joe Trevino

- Marquette Sports Law Review: Former Editor-in-Chief

EXPERIENCE

- Obtained summary judgment in several legal malpractice claims
- Obtained a directed verdict at trial on behalf of a major retailer in a premises liability case
- Obtained summary judgment dismissing a plaintiff's slip and fall claim and successfully defeated the plaintiff's appeal
- Obtained a defense verdict finding no negligence on behalf of an architect during a multi million dollar arbitration that lasted six weeks
- Successfully obtained several no probable cause findings before the ERD and EEOC

NEWS & PRESS RELEASES

SmithAmundsen Attorneys Included on the 2018 Wisconsin Super Lawyers and Rising Stars List
November 13, 2018

SmithAmundsen Attorneys Included on the 2017 Wisconsin Super Lawyers and Rising Stars List
SmithAmundsen, November 10, 2017

SmithAmundsen Promotes Three to Partner
March 9, 2017

SmithAmundsen Attorneys Included on the 2016 Wisconsin Super Lawyers and Rising Stars List
SmithAmundsen, November 28, 2016

SmithAmundsen Attorneys Recognized on the 2015 Super Lawyers and Rising Stars lists
Super Lawyers, November 10, 2015

ALERTS

New Legislation May Allow Carve-Out for Bypassing Wisconsin Court of Appeals
November 13, 2017

Deadman's Statute Repealed by the Wisconsin Supreme Court
November 28, 2016

Wisconsin Court of Appeals Applies Augmented *Daubert* Standard to Medical Experts
November 13, 2015

Professional E&O Policy Supersedes Wisconsin Insurance Statutes
March 25, 2015

SmithAmundsen

Joe Trevino

The Client File: What's Work Product and What Belongs to the Client?
February 3, 2015

PRESENTATIONS & EVENTS

Celebrate PRIDE With SmithAmundsen
Chicago, IL, June 27, 2019

Managing Employee Medical Issues in the Workplace
SmithAmundsen, Milwaukee, WI; Webinar, September 12, 2018

Two Peas in a Pod - Keys to an Effective In-House and Outside Counsel Relationship
HNBA Corporate Counsel Conference; Philadelphia, PA, September 6, 2018

Pricing Format

We propose the following hourly rates for work on intellectual property and employment matters. In addition to our partner rates, we've included rates for our paralegals, who may provide services as necessary. We do not anticipate other expenses occurring except for direct outlays, if needed, for government filing fees.

Employment Partners	$350 hourly rate
Employment Paralegal	$150 hourly rate
Intellectual Property Partners	$440 hourly rate (10% discount from usual rate)
Intellectual Property Paralegal	$210 hourly rate (10% discount from usual rate)

MISSION STATEMENT

SmithAmundsen provides the quality legal services that our clients require to achieve their goals. Each of us strives to demonstrate the highest degree of professionalism in our relationships with the bench, the bar, and in business transactions. Our success is built upon this foundation of integrity, shared values, a commitment to exceeding client expectations, and the use of creative approaches to resolve client matters efficiently. We distinguish ourselves from our competitors by our commitment to the professional development of our lawyers and staff.

SA SmithAmundsen

Response to Wisconsin Economic Development Corporation's Request for Qualifications for Legal Services

June 26, 2019

Kim M. Wynn

Quarles & Brady LLP

411 East Wisconsin Avenue, Suite 2400
Milwaukee, Wisconsin 53202
(414) 277-5377
kim.wynn@quarles.com

Table of Contents

IV. Proposal Requirements

a. Mandatory Requirements

i. *The law firm must include Wisconsin licensed attorneys. Each attorney who would provide services to or represent WEDC must be licensed to practice law in the State of Wisconsin and no attorney who would provide services to WEDC may presently have a suspended or revoked license to practice law.*

All attorneys proposed to provide services to or to represent WEDC are licensed to practice in Wisconsin.

ii. *Provide complete responses to the following Organizational and Attorney Qualifications including responses to Attachment 1 (Proposer Information), Attachment 2 (Client References) and Attachment 3 (Cost Sheet).*

Attachments 1, 2, and 3 are included as a separate attachment with Quarles & Brady's response to this RFQ.

b. Organizational and Attorney Qualifications

i. ***Organizational Information****: Provide a brief description of the proposer's history and organization. Additionally, if applicable, provide a description of any experience advising organizations comparable to WEDC that offer similar programs and government-funded services. Please also include a brief description of how the firm is working to promote diversity and inclusion within the firm and the legal profession. The Proposer should, at minimum, describe its organization in terms of the following:*

1. Size
2. Structure
3. Areas of practice
4. Office location(s)
5. Small or minority-owned business

About Quarles & Brady

Quarles & Brady LLP has a long and rich history with its deepest roots in Wisconsin. For over 125 years, the firm has provided quality legal services to a wide range of entities. Quarles & Brady is a multidisciplinary AmLaw 200 legal services provider with nearly 500 attorneys practicing at the top of the profession.

Quarles & Brady is structured with a management team that includes an Executive Committee led by our firm chair, managing partner, management committee, office managing partners, practice group leaders, and legal personnel committee. The firm is not a small or minority-owned business.

Experience with Organizations Comparable to WEDC

Quarles & Brady acted as bond counsel to both Racine County and the Village of Mount Pleasant in connection with the obligations issued to finance their obligations under a development agreement amongst the Village, the County, and Foxconn.

We have provided services to WEDC in the past, and we value our relationship with WEDC.

Diversity & Inclusion

Quarles & Brady not only cultivates the talent of our women and diverse attorneys, but casts light on opportunities for them. We are committed to our attorneys' success and provide them with opportunities ranging from on-the-job training to comprehensive associate development programs, early exposure to clients, and collaborative marketing and client development. We are leaders in mentoring and developing outstanding diverse attorneys, with percentages of women and diverse partners and associates exceeding national averages.

Key Results

Our commitment to diversity starts at the top and permeates our entire organization through specific formal diversity plans. Here are a few key results of our long-term efforts:

- Quarles & Brady is the only AmLaw 200 firm to have promoted an African-American attorney to chair of our firm to be immediately followed by the promotion of a female attorney chair. Our current firm chair, Kimberly Leach Johnson, is one of the few women who have ever led a firm of our size and scope.
- More than half of the firm's office managing partners are women and/or diverse.
- Nearly half of our Executive Committee members are diverse or women, and our firm managing partner is diverse.
- Quarles & Brady's 1L Fellowship Program provides annual fellowships to first-year law students throughout the country. The program represents a key component of the firm's ongoing initiative to recruit, retain, and advance attorneys who will contribute to the diversity of our practice and of the legal profession. Each selected fellow receives a paid summer associate position at Quarles & Brady and participation in the Leadership Council on Legal Diversity 1L Scholars Program.
- Our Diversity Initiative Pipeline Program focuses on encouraging underrepresented minorities to consider the legal profession as a career. Our efforts touch students at every stage of education from elementary through college, into law school, and the early stages of their legal careers. Quarles & Brady provides Legal Education Opportunities (LEO) scholarships at the University of Wisconsin Law School, providing funding for all three years of law school for students of color and students from traditionally underrepresented groups. In addition, partnerships continue at the career level through the Leadership Council on Legal Diversity, the John Daniels/Quarles & Brady ABA Diversity Scholarship, the Ave Maria Internship in Naples, and the Arizona State University and University of Arizona minority writing programs.

Recent Highlights of Diversity & Inclusion Achievements and Recognitions

- Quarles & Brady has been annually ranked in the top two as the "Best BigLaw Firm for Female Attorneys" by Law360 since 2016.
- Each year since 2011, Quarles & Brady has been identified as one of 42 top law firms qualifying for Gold Standard Certification by the Women in Law Empowerment Forum.
- Quarles & Brady has earned a 100 percent rating each year since 2015 by the Human Rights Campaign Foundation's Annual Corporate Equality Index.
- Quarles & Brady has been named among the "60 Best Law Firms for Women" by Working Mother, in collaboration with the ABA Journal, every year since 2013.

ii. ***Technical Requirements**. The Proposer shall select from the list below, the areas of law in which it is interested and qualified to provide legal services to or represent WEDC. For each area selected, provide a description of the Proposer's experience with the subject matter, and, as applicable, its experience with WEDC's programs and business operations.*

1. ***Constitutional Issues, Government and Public Administration.** WEDC is a public body corporate and politic created under Chapter 238 of the Wisconsin Statutes. From time to time, WEDC needs advice on the constitutional, statutory and other legal implications of business activities it may wish to undertake or the administration of its existing programs. WEDC staff is subject to many of the general duties of state public officials described in Chapter 19 of the Wisconsin Statutes, including the code of ethics, open meetings, public records and lobbying laws.*

   Quarles & Brady is not bidding on this area.

2. ***General Corporate Law and Corporate Governance**. As a public body corporate and politic, questions occasionally arise regarding the laws, rules, regulations and practices that govern the formation and operation of WEDC as a legal entity.*

   Governance and compliance issues arise in a wide variety of contexts and for a multitude of diverse enterprises. We offer governance advice and assistance that is specific to the needs of our particular clients, including public and private business organizations and nonprofit organizations of all types. We have a large number governmental entities as clients, and one area of particular focus for this representation is in bond financing and other public finance transactions.

   Our team assists entities of all sizes in a wide variety of governance-related and compliance-related matters, including revision of board and committee charters and other governance documents and codes of conduct for officers, directors, employees, and other constituencies; risk management; executive compensation policies and practices; director and officer fiduciary duties; whistleblower systems and internal investigations; and regulatory compliance.

3. ***Tax**. WEDC allocates and administers the volume cap on tax-exempt bonds, as well as a number of tax credit programs set forth in Chapter 238 of the Wisconsin statutes. From time to time, questions arise with respect to these tax credits and tax credit programs.*

   The Quarles & Brady Tax Credit Team has existed for over 30 years and is composed of tax, real estate, and finance lawyers. Our attorneys have broad experience in low-income housing, new markets, historic, film, and other state-specific tax credits including the enterprise zone credit, the historic credit, the low-income housing credit, the manufacturing credit and the manufacturing investment credit and is well-positioned to offer a full range of services to our tax credits clients.

   Quarles & Brady's bond counsel opinions enjoy universal acceptance as assurance that a funding is lawfully authorized and issued and meets all requirements for tax-exempt status. Public purpose funding and borrowing activities revolve around a complex combination of statutes, timing and notice requirements, and countless other details. But also critical to successful funding—beyond the legal complexities—is an understanding of a transaction's practical aspects (how an issue is put together and the role of the financial advisor, the underwriter, and other parties to the transaction) and of the way governmental entities operate with respect to financing issues.

   As bond counsel, we analyze the proposed legal structure of bonds, prepare authorizing resolutions and closing documents, and perform a review of the proposed project or refinancing for compliance with applicable state law and applicable federal tax law and regulations.

4. ***Intellectual Property (Primarily Trademark and Advertising)**. WEDC holds some trademarks, and may require new matters registered, investigations on trademark applications and, if necessary, responses to trademark infringement prepared.*

   We have assisted with the protection and enforcement of the WEDC's trademarks and brands. As part of this effort, we provided legal counsel regarding the launch of the THINK MAKE HAPPEN campaign, including review of marketing materials and third party uses. In addition, we assisted with the creation of the MADE IN WISCONSIN certification program and the use of the MADE IN WISCONSIN seal by third parties.

   Quarles & Brady’s trademark attorneys offer sophisticated legal abilities, paired with practical insights into the impact of our clients’ trademark-related decisions on business plans, budget constraints, and other business realities. This approach has earned Quarles & Brady a Tier 1 nationwide rating by U.S. News Best Law Firms. We take greater pride still in the clients we have attracted, including MillerCoors and the Green Bay Packers.

   We aggressively defend and vindicate our clients’ trademark rights. We have developed effective systems for watching the activity of our clients’ competitors; we also monitor trademark registries for relevant activity. As appropriate, we pursue opposition proceedings, negotiate coexistence agreements, or take other action in pursuit of our clients’ goals. We have represented clients in virtually every forum in which trademark rights are at issue, including the U.S. Trademark Office Trial & Appeal Board and the United States Court of Appeals for the Federal Circuit.

5. ***Employment***. *WEDC occasionally needs advice in connection with its employment policies and employee training, employee benefits, terminations and other employment matters that may arise.*

   Our Labor & Employment Group is recognized as a "Best Law Firm" by Best Lawyers and U.S. News Media Group, earning a national first-tier ranking. In addition, Quarles & Brady's Wisconsin labor and employment team is ranked in Band 1 by Chambers. We represent all types of clients and have provided national employment counsel to companies such as MillerCoors and Rockwell Automation for years.

   We seek to address workplace issues before they become workplace problems, since unresolved problems can lead to costly litigation and administrative action that can have significant, negative, long-term effects. We also seek to prevent such circumstances from arising in the first place. Our employment attorneys provide advice and counsel to our clients' legal and human resource teams on day-to-day employment matters, including policies, handbooks, employee benefits, terminations, wage and hour law, managing time off work, civil rights issues, and more. Additionally, our employment attorneys have significant experience and success in efficiently handling litigation matters when they arise.

6. ***Commercial Lending***. *As a quasi-governmental entity, WEDC is required to adhere as closely as practicable to commonly accepted commercial lending practices. WEDC will occasionally seek advice in identifying best practices for its lending programs.*

   Quarles & Brady has a deep bench of attorneys with experience handling a diverse array of financings, and Quarles & Brady's Wisconsin team is ranked in Band 1 by Chambers. Our attorneys understand the market forces that drive financing transactions and regularly counsel lenders regarding deal structure, documentation, due diligence, and best practices. We regularly advise clients on development loans, new markets tax credit financing, bond financing, and other public finance transactions.

   We have worked with clients on transactions involving state and local government programs, including development incentives (e.g., tax increment financing, property tax abatements). Our team works with our lender clients through all phases of the lending process—from the preparation and negotiation of commitments to the drafting and negotiation of loan documents and due diligence.

7. ***Collections***. *WEDC will infrequently require litigation assistance with defaults of its loans or contract terms. The actual collection of judgments are handled by the Department of Revenue.*

   Quarles & Brady is not bidding on this area.

8. ***Venture Capital-Equity Investment**. Part of WEDC's mission is to advance startup activity by supporting the full path from startup to commercialization. In addition to providing standard lending options, WEDC also allows for convertible note options. From time to time, WEDC may need assistance in structuring or converting the equity positions.*

   Quarles & Brady is not bidding on this area. We work in the venture capital space and represent clients that use WEDC's programs.

iii. ***Attorney Qualifications**. The Proposer should separately attach a description of the qualifications of attorneys to be assigned to the representation. Descriptions should include education and professional background of each attorney with respect to the scope of services listed above. Only include profiles of attorneys likely to be assigned to the representation. Education, position in firm, years and types of experience, hourly billing rates and continuing professional education will be considered. Please use Attachment 3 to identify all of the Attorneys for which information has been provided.*

   Please refer to <u>Appendix 1</u> for profiles of proposed attorneys. Attachment 3 is complete and included with our submission.

iv. ***References**. At least three references (include, name, title, organization, email and telephone number) identified on Attachment 2.*

   Attachment 2 is complete and included with our submission.

v. *Please include a copy of the Equal Opportunity/Affirmative Action Policy, if available.*

   Quarles & Brady LLP has a long-standing policy of fair and equal employment opportunity for every person regardless of age, race, color, creed, religion, disability, marital status, sex, sexual orientation, gender identity/expression, national origin, ancestry, citizenship or other legally protected status.

   Quarles & Brady recruits, hires, and promotes individuals without regard to these characteristics. The firm seeks to provide a work environment that is free from discrimination, intimidation and harassment based on any of these characteristics, and the firm does not discriminate in working conditions, physical facilities, or any other terms, conditions or privileges of employment, including transfer, compensation, training, staffing, promotion, demotion, or separation, based on any of these characteristics.

c. Documents

i. *Provide a copy of the proposer's W-9.*

   Please refer to <u>Appendix 2</u> for a copy of the firm's W-9.

ii. Provide a copy of the proposer's standard engagement documents.

Please refer to Appendix 3 for a copy of Quarles & Brady's standard engagement documents.

V. Pricing Format

WEDC would consider alternative fee structures (Fixed, time & expense, contingent, hybrid), if applicable. The proposed fee structure should, at minimum, include current information on the hourly billing rates of each attorney or other legal staff who are expected to work on this representation and charges for expenses, if any, such as legal research, copies, faxes and electronic communication. WEDC reserves the right to negotiate with the Proposer on the structure of the billing and/or retainer fee at the time of Contracting.

Hourly rates have been provided in Attachment 3 as requested.

We provide a variety of alternative fee arrangements, with each one designed upon a foundation of results-oriented pricing arrangements that are created to benefit the client under varying circumstances. We would be happy to discuss these arrangements in further detail upon learning more about WEDC's particular needs and goals.

VI. Terms and Conditions

Conflict of Interest

Proposers' response to this RFQ must include, in writing, disclosure of any potential conflict of interests that may arise from proposer's performing services for WEDC.

A search of our database did not disclose any conflicts of interest with WEDC. We are not aware of any existing relationships that prevent us from representing it at this time. We comply with all ethical rules requiring the disclosure of conflicts to current and prospective clients and will specifically advise WEDC of any conflicts on a matter-by-matter basis.

Appendix 1

Proposed Attorney Profiles

John T. Barry

National Chair, Tax Practice Group

john.barry@quarles.com

Milwaukee Office
Tel: (414) 277-5825
Fax: (414) 978-8620

John Barry focuses his practice in the areas of taxation and mergers and acquisitions, involving both public and private companies. He is the former Wisconsin State Bar Tax Chair and is a CPA. His experience includes representation of clients in connection with tax-free reorganizations, spinoffs, taxable stock and asset sales and purchase transactions, and partnership transactions including the formation and structuring of private equity funds. John's recent experience includes:

- Providing tax opinions to clients in connection with tax-free reorganizations and other merger/acquisition transactions
- Negotiating voluntary disclosure agreements with various state taxing authorities to obtain significant tax savings for clients
- Representing clients in disclosing their foreign financial accounts to the IRS
- Representation of investment funds and investors in private placement investments in limited partnerships and limited liability companies
- Consultation on a variety of federal, international, and state and local tax planning opportunities for clients
- Administrative and judicial dispute resolution in connection with matters before the Internal Revenue Service, Wisconsin Department of Revenue, and various state and local taxing authorities
- Applications for numerous private letter rulings from the Internal Revenue Service

Legal Services

- Business Law
- Tax

Education and Honors

- University of Wisconsin Law School (J.D., *cum laude*, 1997)
- University of Wisconsin (B.B.A., *with honors*, 1994)

Professional Recognition

- Listed in The Best Lawyers in America® (2009–present: Litigation & Controversy – Tax / Tax Law)

Elizabeth S. Blutstein

Partner

Elizabeth Blutstein is a public finance attorney specializing in tax-exempt bond transactions for nonprofit 501(c)(3) organizations. Liz has extensive experience in many aspects of conduit qualified private activity bond tax-exempt financing transactions, and Liz's practice focuses on transactions for 501(c)(3) tax-exempt organizations. Liz's public finance experience includes:

- Counsel to 501(c)(3) borrowers in tax-exempt and taxable financing transactions, as well as counsel to borrowers with post-issuance tax compliance matters, including private use analysis, remedial action requirements, and management contract review; and ongoing document compliance matters
- Serving as bond counsel and issuer's counsel for the Wisconsin Health and Educational Facilities Authority ("WHEFA")
- Serving as bond counsel and underwriter's counsel in bond transactions of the Wisconsin Housing and Economic Development Authority ("WHEDA") as well as bond counsel in conduit transactions of local housing authorities, community development authorities, and redevelopment authorities on tax-exempt financings for affordable housing, senior living facilities, health care facilities, or cultural facilities

elizabeth.blutstein@quarles.com

Milwaukee Office
Tel: (414) 277-3037
Fax: (414) 978-8716

Legal Services

- Public Finance

Education and Honors

- George Washington University Law School (J.D., 1988)
    - Order of the Coif
- University of Wisconsin (B.A., 1985)

Professional Recognition

- Recognized as Best Lawyers® 2017, 2019 Milwaukee Public Finance Law "Lawyer of the Year"
- Listed in The Best Lawyers in America® (2008–present: Public Finance Law)

Lindsey W. Davis

Associate

Lindsey W. Davis is an associate in the firm's Labor & Employment Practice Group. Lindsey is committed to practical, front-end solutions to employer needs and comprehensive advocacy of client interests.

Her practice covers a broad range of issues involving counseling, discipline, and discharge of employees, as well as state and federal employment discrimination law. Lindsey has extensive experience in the areas of disability law and family medical leave.

Lindsey regularly represents clients in state and federal court, as well as before various administrative agencies, including the Equal Rights Division, Equal Employment Opportunity Commission, Department of Labor, National Labor Relations Board, and Worker's Compensation Division.

lindsey.davis@quarles.com

Milwaukee Office
Tel: (414) 277-3073
Fax: (414) 978-8303

Legal Services

- Labor & Employment
- Banking & Financial Institutions
  - Labor & Employment for Financial Institutions
- Higher Education

Education and Honors

- William and Mary School of Law (J.D., *summa cum laude*, 2012)
  - Order of the Coif
- University of Wisconsin - Madison (B.A., *with honors*, 2009)
  - Majors: Legal Studies, Psychology, Political Science
  - Phi Beta Kappa

Professional Recognition

- State Bar of Wisconsin – Pro Bono Honor Society (2013, 2014, 2015, 2016)
- Selected for inclusion in *Wisconsin Super Lawyers*®-Rising Stars Edition (2018: Employment & Labor)

Patricia A. Hintz

Partner

Pat Hintz is a member of the firm's Business Law Group who practices primarily in the areas of taxation and tax-exempt organizations and counsels clients on a wide variety of federal, state and local tax matters. She has extensive experience representing clients in low-income housing tax credit transactions and has also represented clients in Historic and New Markets Tax Credit transactions. Pat is licensed as a certified public accountant in Wisconsin. Her recent experience includes:

- Representation of investors and syndicators in low-income housing tax credit projects.
- Frequent consultation regarding unrelated business income taxation of tax-exempt organizations.
- Extensive experience with taxation of pass-through entities including S corporations, partnerships and limited liability companies.
- Planning for state and local excise, franchise, income, and sales and use tax, including nexus determinations and voluntary disclosure agreements.
- Consultation on a variety of employment and income tax issues associated with employee compensation compliance and planning and taxation of employment settlement awards.

pat.hintz@quarles.com

Milwaukee Office
Tel: (414) 277-5833
Fax: (414) 978-8833

Legal Services

- Tax
- Tax Credit Transactions

Education and Honors

- University of Wisconsin Law School (J.D., *magna cum laude*, 1994)
    - Order of the Coif
- University of Wisconsin-Milwaukee (M.S., 1991)
- Marquette University (B.S., *magna cum laude*, 1985)

Professional Recognition

- Listed in The Best Lawyers in America® (2005–present: Tax Law)
- Martindale-Hubbell AV® Peer Review Rated

Steve Kruzel

Associate

Steve Kruzel is an associate in the Labor & Employment Practice Group.

Steve advises companies on a wide range of employment issues and defends them in courts and agencies, including the Equal Employment Opportunity Commission and the Wisconsin Equal Rights Division, against charges of discrimination and retaliation. He prepares responses to administrative charges, conducts investigations when there are complaints of wrongdoing or policy violations, prepares pre-trial and trial submissions in court, and advises employers on legal obligations across multiple states.

steven.kruzel@quarles.com

Milwaukee Office
Tel: (414) 277-5645
Fax: (414) 271-8863

Legal Services

- Labor & Employment
- Financial Institutions Litigation

Education and Honors

- Marquette University Law School (J.D., *summa cum laude*, 2014)
  - *Marquette Law Review* (Editor in Chief)
- University of Illinois at Urbana-Champaign (B.S., 2011)

Anthony C. Marino

National Chair, Business Law Practice Group

Anthony Marino has extensive experience representing lenders and borrowers in negotiating and documenting secured and unsecured financing transactions of all types and sizes, including single bank and syndicated commercial loans, asset-based financings, asset securitizations, mezzanine debt financings, New Market Tax Credit financings, construction loans, private placements, revenue bond credit enhancements and direct purchases, workouts, and in ISDA swap documentation and negotiation.

Tony has extensive experience in sponsor finance and capital markets syndicated loan transactions, including:

- Representing the agent in connection with a syndicated $200,000,000 senior secured financing
- Representing the agent in connection with a syndicated, $70,000,000 financing in connection with a private equity sponsor buyout of the borrower
- Representing the agent in connection with a syndicated, $30,000,000 financing in connection with a private equity sponsor buyout of the borrower

anthony.marino@quarles.com

Milwaukee Office
Tel: (414) 277-5365

Legal Services

- Business Law; Commercial Financial Services

Education and Honors

- Northwestern University, Kellogg School of Management, Certificate, Quarles & Brady Leadership Program (2016)
- University of Texas School of Law (J.D., *with honors*, 1997)
    - *Order of the Coif*
- University of Wisconsin (B.B.A. in Finance, *with distinction*, 1990)

Professional Recognition

- Listed in *Best Lawyers in America®* (2016–present: Banking and Finance Law, Commercial Finance Law)
- Listed in Chambers USA® (2016–present: Banking & Finance)

Rachel Mather

Associate

Rachel Mather is an attorney in the Business Law Practice Group. Rachel maintains a broad transactional practice, including real estate and commercial loan transactions, mergers and acquisitions, and general corporate matters. In the area of finance, Rachel routinely assists both lenders and borrowers in documenting financing transactions of various types and sizes, including secured single lender and syndication loans, revolving lines of credit, and construction loans.

Prior to joining the firm, Rachel was a legal intern at Brady Corporation where she worked on various commercial issues.

rachel.mather@quarles.com

Milwaukee Office
Tel: (414) 277-5177

Legal Services

- Business Law

Education and Honors

- Marquette University Law School (J.D., *magna cum laude*, 2015)
    - *Marquette Law Review* (Articles Editor)
- University of Wisconsin (B.A., 2012)

Professional Recognition

- State Bar of Wisconsin – Pro Bono Honor Society (2015)

Lori S. Meddings

Partner

lori.meddings@quarles.com

Madison Office
Tel: (608) 283-2653

Lori Meddings helps clients protect and enforce their intellectual property, with a focus on maximizing the value of the company's trademarks and copyrights and defending against unfair competition in advertising.

Many of Lori’s clients have a global presence and require advice and protection for their international IP portfolios. Her client roster extends across the U.S. and to Australia, Canada, Germany, Italy, Korea, and the United Kingdom. Lori has worked with numerous clients to combat counterfeit goods, especially in China, handling matters surrounding products that are produced and sold in China, as well as products sold worldwide. Clients rely on Lori for advice as they seek to seize counterfeit offerings on China’s largest retailer and e-commerce sites and at trade shows. When appropriate, she works closely with Chinese counsel to devise strategies to fight and prevent counterfeit activity.

Clients also seek Lori’s experience in handling opposition and cancellation proceedings before the Trademark Trial and Appeal Board (TTAB) where she has represented clients in numerous fully briefed cases resulting in final decisions. Lori has also been successful in registering and enforcing non-traditional trademarks (trade dress), in particular color marks, in the U.S. and other jurisdictions. Trademark registration rights for product color, packaging, and design are a valuable tool in the client's IP arsenal, and allow them to record the registration with customs agencies, and have greater success with enforcement.

Legal Services

- Intellectual Property

Education and Honors

- Northwestern University, Kellogg School of Management, Certificate, Quarles & Brady Leadership Program (2018)
- Marquette University Law School (J.D., 2001)
- University of Wisconsin - Madison (B.A., 1996)

Professional Recognition

- Named in the "2016 Leaders in the Law" by the *Wisconsin Law Journal*

Sean M. Scullen

National Chair, Labor & Employment Practice Group

sean.scullen@quarles.com

Milwaukee Office
Tel: (414) 277-5421
Fax: (414) 978-8978

Sean Scullen provides counsel and litigation representation to both private- and public-sector employers in all areas of labor and employment law, including multijurisdictional defense of litigation employment discrimination and whistleblower claims (including claims under environmental whistleblower statutes and Sarbanes-Oxley litigation), Fair Labor Standard Act (FLSA) and state wage and hour law compliance, Family and Medical Leave Act (FMLA) compliance (federal and state), USERRA and state military leave law compliance, collective bargaining, contract administration, grievance arbitration, and non-competition and trade secret litigation.

Sean well understands the need to work smart and control costs, but he always keeps his eye on the best possible results and makes sure that his clients think about all the options. There is a highly complex intersection between business interests and the legal measures available to companies in the labor and employment area, and it’s easy to get caught in hard-hitting traffic there. Acknowledging his legal acumen, one of his fellow attorneys at a competing firm says that he impresses clients and peers as a “lawyer with buckets of common sense.”

Legal Services

- Labor & Employment

Education and Honors

- University of Notre Dame, Mendoza College of Business (Certificate of Executive Management, 2013)
- University of Wisconsin Law School (J.D., *cum laude*, 1999)
  - Order of The Coif
- Santa Clara University (B.S., *magna cum laude*, 1994)

Professional Recognition

- Recognized as Best Lawyers® 2019 Milwaukee Employment Law – Management "Lawyer of the Year"
- Listed in The Best Lawyers in America® (2010–present: Employment Law – Management; Labor Law – Management)
- Listed in Chambers USA® (2004–present)

Rebecca A. Speckhard

National Chair of the Public Finance Practice Group

Rebecca Speckhard dedicates her practice to municipal and governmental finance. She serves as bond counsel to municipal and governmental issuers throughout the State of Wisconsin, with particular expertise in general obligation financings, public utility revenue bond financings, community development authority and redevelopment authority financings, and related tax incremental financing and development matters. Ms. Speckhard also regularly serves as underwriter's counsel and issuer's counsel on public finance transactions. Her recent experience includes:

- Serving as bond counsel on the State of Wisconsin Transportation Revenue Bond, General Fund Annual Appropriation Bond, and Operating Note Programs
- Serving as bond counsel on hundreds of municipal financings in the State of Wisconsin, including general obligation bonds and promissory notes, utility revenue bonds, bond anticipation notes, and special assessment bonds
- Serving as bond counsel on dozens of community development authority and redevelopment authority lease revenue bond financings and providing related development agreement advice
- Serving as bond counsel on Clean Water Fund, Safe Drinking Water, and Land Recycling Loan financings

rebecca.speckhard@quarles.com

Milwaukee Office
Tel: (414) 277-5761
Fax: (414) 978-8761

Legal Services

- Public Finance

Education and Honors

- University of Wisconsin Law School (J.D., 1990)
  - Order of the Coif; Phi Beta Kappa
- University of Wisconsin (B.A., 1986)

Professional Recognition

- Selected for inclusion in the 2005–2008 Wisconsin Super Lawyers® lists (Public Finance)
- Listed in The Best Lawyers in America® (2007–present: Project Finance Law / Public Finance Law)

Margaret Utterback

Partner

margaret.utterback@quarles.com

Madison Office
Tel: (608) 283-2443
Fax: (608) 294-4928

Margaret Utterback practices in the areas of corporate governance and commercial finance. She has experience representing clients in corporate transactions, including acquisitions and divestitures. In addition, her practice includes health care mergers and acquisitions and public finance transactions as borrower's counsel. Margaret's recent projects include:

- Counsel in a non-profit affiliation transaction resulting in substitution of new corporate member for community members
- Counsel to commercial lenders and borrowers in credit transactions and secured and unsecured financings
- Representation of borrowers in connection with tax-exempt bond financing projects and other transactions
- Negotiation and drafting of commercial agreements

Legal Services

- Business Law
- Commercial Financial Services; Commercial Contracting

Education and Honors

- University of Notre Dame, Mendoza College of Business (Certificate of Executive Management, 2013)
- University of Wisconsin Law School (J.D., *magna cum laude*, 2001)
  - *Wisconsin Law Review* (Senior Note and Comment Editor, 2000–2001; Member, 1999–2000)
- United States Naval Academy (B.S., with merit, 1987)

Professional Recognition

- Listed in Chambers USA® (2016–present: Banking & Finance)
- Listed in The Best Lawyers in America® (2013–present: Corporate Compliance Law; Corporate Law)
- Selected for inclusion in Wisconsin Super Lawyers® 2016–present (Business/Corporate)

Jeremy J. Wodajo

Associate

jeremy.wodajo@quarles.com

Madison Office
Tel: (608) 283-2609

Jeremy Wodajo maintains a comprehensive transactional practice that includes mergers and acquisitions, real estate and commercial loan transactions, insurance regulation, tax-exempt bond transactions for nonprofit 501(c)(3) organizations, and general corporate counseling. His experience includes:

- Assisting buyers and sellers in public and private mergers and acquisitions transactions
- Corporate formation matters for emerging businesses
- Assisting privately-held companies with real estate acquisitions and dispositions, including representing a broad range of owners and investors in buying and selling real estate and real estate-related interests
- Drafting transaction documents for asset/stock purchases, mergers, and partnering transactions
- Assisting both lenders and borrowers in documenting financing transactions of various types and sizes, including secured single-lender and syndicated loans, revolving lines of credit, and construction loans
- Assisting companies and investors with corporate finance transactions, including venture capital financings
- Insurance company mergers and acquisitions, including due diligence and Form A filings, and regulatory relations

During law school, Jeremy interned for MillerCoors in their legal department and advised early stage companies through his work at the UW Law & Entrepreneurship Clinic.

Legal Services

- Business Law
  - Commercial Finance
- Public Finance
- Real Estate

Education and Honors

- University of Wisconsin Law School (J.D., 2017)
  - *Wisconsin International Law Journal* (Senior Business Editor)
- University of Wisconsin - Madison (B.A., 2011)

Kim Marie Wynn

Partner

kim.wynn@quarles.com

Milwaukee Office
Tel: (414) 277-5377

Kim Wynn structures, negotiates, and closes commercial finance transactions. She has extensive experience with asset-based loans and other secured loans as counsel for agents, lenders, and borrowers. Her work includes transactions involving real estate and personal property collateral. She also handles workouts and restructurings and successfully structures and negotiates complex intercreditor, participation, and subordination agreements. She represents banks and borrowers in tax exempt bond financings, master trust indenture financing, and complex multi-facility transactions.

Legal Services

- Business Law
    - Commercial Financial Services
- Banking & Financial Institutions
- Real Estate

Education and Honors

- Harvard Law School (J.D., *cum laude*, 1985)
- Carroll University (B.A., *summa cum laude*, 1982)

Professional Recognition

- Listed in Chambers USA® (2016–present: Banking & Finance)
- Recognized as Best Lawyers® 2019 Milwaukee Commercial Finance Law "Lawyer of the Year"
- Recognized as Best Lawyers® 2013 Milwaukee Banking and Finance Law "Lawyer of the Year"
- Selected for inclusion in The Best Lawyers in America® in Banking and Finance Law (2007 – present)
- *Wisconsin Law Journal* — Women in the Law Award (2011)
- Rated AV® Preeminent™ by Martindale-Hubbell®

Li Zhu

Associate

li.zhu@quarles.com

Milwaukee Office
Tel: (414) 277-5143

Li Zhu is a member of the firm's Intellectual Property Practice Group, specialized in developing strategies for registration, enforcement, and litigation of trademarks and copyrights.

She started practicing intellectual property law in China in 2005, and her practice has been focused on anti-counterfeiting, brand protection, and IP portfolio management. Li was an in-house counsel for a multinational company and later joined the Beijing office of a large international law firm representing interests of a wide range of industries and clients.

Some of Li's recent work includes: provided strategies related to a series of complex trademark squatting, infringement and unfair competition matters involving a U.S. company manufacturing and doing business in China, which allowed the company to secure a rare re-trial opportunity before China's Supreme Court; advised on registration and enforcement of color combination marks for a heavy machinery equipment company in various jurisdictions, including China, Europe, Argentina and Columbia; and conducted audits of trademark portfolio for a number of OEM companies and developed defensive strategies against harassment by bad faith trademark squatters in China.

Legal Services

- Intellectual Property Litigation
- Intellectual Property Strategic Counseling
- Trademarks & Copyrights

Education and Honors

- Stanford Law School (LL.M., 2016)
- Law, Science, and Technology
- University of Groningen (LL.M., 2004)
    - International Economics and Business Law
- National University of Defense Technology (Bachelor of Law (J.D. Equivalent), 2003)

Appendix 2

W-9

Form **W-9**
(Rev. October 2018)
Department of the Treasury
Internal Revenue Service

Request for Taxpayer Identification Number and Certification

▶ Go to *www.irs.gov/FormW9* for instructions and the latest information.

Give Form to the requester. Do not send to the IRS.

Print or type.
See Specific Instructions on page 3.

1 Name (as shown on your income tax return). Name is required on this line; do not leave this line blank.

Quarles & Brady LLP

2 Business name/disregarded entity name, if different from above

3 Check appropriate box for federal tax classification of the person whose name is entered on line 1. Check only **one** of the following seven boxes.

☐ Individual/sole proprietor or single-member LLC ☐ C Corporation ☐ S Corporation ☑ Partnership ☐ Trust/estate

☐ Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=Partnership) ▶ ______

Note: Check the appropriate box in the line above for the tax classification of the single-member owner. Do not check LLC if the LLC is classified as a single-member LLC that is disregarded from the owner unless the owner of the LLC is another LLC that is **not** disregarded from the owner for U.S. federal tax purposes. Otherwise, a single-member LLC that is disregarded from the owner should check the appropriate box for the tax classification of its owner.

☐ Other (see instructions) ▶

4 Exemptions (codes apply only to certain entities, not individuals; see instructions on page 3):

Exempt payee code (if any) ______

Exemption from FATCA reporting code (if any) ______

(Applies to accounts maintained outside the U.S.)

5 Address (number, street, and apt. or suite no.) See instructions.

411 E. Wisconsin Ave. Ste. 2400

6 City, state, and ZIP code

Milwaukee, WI 53202

Requester's name and address (optional)

7 List account number(s) here (optional)

Part I **Taxpayer Identification Number (TIN)**

Enter your TIN in the appropriate box. The TIN provided must match the name given on line 1 to avoid backup withholding. For individuals, this is generally your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the instructions for Part I, later. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN,* later.

Note: If the account is in more than one name, see the instructions for line 1. Also see *What Name and Number To Give the Requester* for guidelines on whose number to enter.

Social security number

_ _ _ – _ _ – _ _ _ _

or

Employer identification number

3 9 – 0 4 3 2 6 3 0

Part II **Certification**

Under penalties of perjury, I certify that:

1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me); and
2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and
3. I am a U.S. citizen or other U.S. person (defined below); and
4. The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions for Part II, later.

Sign Here **Signature of U.S. person ▶** Thom R A[illegible] **Date ▶** 1/3/19

General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

Future developments. For the latest information about developments related to Form W-9 and its instructions, such as legislation enacted after they were published, go to *www.irs.gov/FormW9.*

Purpose of Form

An individual or entity (Form W-9 requester) who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) which may be your social security number (SSN), individual taxpayer identification number (ITIN), adoption taxpayer identification number (ATIN), or employer identification number (EIN), to report on an information return the amount paid to you, or other amount reportable on an information return. Examples of information returns include, but are not limited to, the following.

- Form 1099-INT (interest earned or paid)
- Form 1099-DIV (dividends, including those from stocks or mutual funds)
- Form 1099-MISC (various types of income, prizes, awards, or gross proceeds)
- Form 1099-B (stock or mutual fund sales and certain other transactions by brokers)
- Form 1099-S (proceeds from real estate transactions)
- Form 1099-K (merchant card and third party network transactions)
- Form 1098 (home mortgage interest), 1098-E (student loan interest), 1098-T (tuition)
- Form 1099-C (canceled debt)
- Form 1099-A (acquisition or abandonment of secured property)

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN.

If you do not return Form W-9 to the requester with a TIN, you might be subject to backup withholding. See What is backup withholding, *later.*

Cat. No. 10231X Form **W-9** (Rev. 10-2018)

Appendix 3

Standard Engagement Documents

1. Client; Scope of Representation. WEDC will be our client in the matters discussed in this document. The scope of our representation for WEDC will consist of _________________. You may limit or expand the scope of our representation from time to time, provided that we agree to any substantial expansion.

We are not your general counsel and our acceptance of this engagement does not mean we do or will represent WEDC in any matter other than the one described in this letter.

2. Term of Engagement. Either you or we may terminate the engagement at any time for any reason by written notice, subject on our part to applicable rules of professional conduct. In the event that we terminate the engagement, we will take reasonably practicable steps to protect your interests in the above matter. If you terminate our services, you will promptly pay us for all fees, charges and expenses incurred prior to the date of our receipt of the termination and for any work required to effect a transition to new counsel. We reserve the right to withdraw from representing you if, among other things, you fail to honor the terms of this engagement letter -- including nonpayment of our bills, you fail to cooperate or follow our advice on a material matter, or we become aware of any fact or circumstance that would, in our view, render our continuing representation unlawful or unethical.

Unless previously terminated, our representation will terminate upon our sending you our final bill for services rendered. If you request, we will return your original papers and property to you promptly. We may retain copies of the documents. We will retain your file after the conclusion of the representation for the period of time discussed in the records retention section of this letter agreement set forth below.

3. Client Responsibilities. We will provide legal counsel and assistance to WEDC in accordance with this letter and will rely upon information and guidance you and other WEDC personnel provide to us. We will keep you reasonably informed of progress and developments, and respond to your inquiries.

In order to enable us to provide the services set forth in this letter, you will disclose fully and accurately all facts and keep us apprised of all developments relating to this matter. You agree to pay our bills for services and expenses in accordance with this engagement letter. You will also cooperate fully with us and be available to attend meetings, conferences, hearings and other proceedings on reasonable notice, and stay fully informed on all developments relating to this matter.

4. Staffing. Kim Wynn will be the attorney primarily responsible for the representation. It is our mission to provide the highest quality legal services in an efficient, economical manner. As a result, we involve attorneys and paralegals at our Firm with the experience appropriate to the task at hand. If you have any questions or comments about our services, staffing, billings or other aspects of our representation, please contact me. It is important to me and to Quarles & Brady LLP that you are satisfied with our representation and responsiveness at all times.

5. Fees and Expenses. Our fees are based primarily upon the billing rate for each attorney and paralegal devoting time to this matter. Each lawyer and paralegal has an hourly billing rate based generally on his or her experience and special expertise. The hourly rate multiplied by the time spent on your behalf, measured generally in tenths of an hour, is the primary basis for determining our fee. Our

billing rates are being provided separately. Except to the extent we have agreed to hold our rates, we adjust our billing rates from time to time to reflect changes in levels of experience and economic factors affecting our Firm. When our rates change we will notify you in writing and the bills you receive from us after the effective date of the rate change will reflect the rate adjustment.

Charges for services, while based primarily on hourly rates, are also determined after considering a variety of other factors, such as the novelty and difficulty of the issues involved, the skills needed to perform the legal services properly, special timing requirements and the results obtained. We are always pleased to discuss our bills with you to ensure that we both understand the basis for them and to avoid any misunderstanding.

We include separate charges on our bills for services such as photocopying, messenger and delivery service, travel expenses, filing fees and pay-as-you-go online database charges. We do not charge for routine regular U.S. postage, facsimiles and, unlike most law firms, we do not charge separately for online legal research using Westlaw's research tools. We generally do not pay fees and expenses of others (such as consultants, appraisers, and local counsel). The provider of these services will bill you directly.

We generally bill on a monthly basis, which helps to keep you informed of the time devoted to and progress of your matter. Payment is due upon receipt by check payable to Quarles & Brady LLP. Please include your invoice number (listed on the bill) along with your payment. We will charge interest at the rate of 1.5% per month (18% per annum) on bills that remain unpaid 60 days. You agree to bear the costs we incur in collecting overdue accounts, including reasonable attorneys' fees and all other costs. If any statement remains unpaid for more than 90 days, we may cease performing services for you until we make arrangements with you for payment of outstanding bills and future bills. We may withdraw from representing you if you do not pay us.

We may provide you estimates of our fees (excluding expenses and other charges). However, the actual fees may be more or less than that amount depending on the amount of time billed by attorneys and paralegals to the matter and the other factors described above. The amount of time needed to perform our services for a matter may vary based upon the circumstances. If at any time during our representation the time anticipated to complete a matter increases materially from that anticipated as a result of unforeseen events, expanded scope of representation, or for any other reason we believe that we may exceed our estimate, we will contact you.

7. Opinions and Beliefs. Since the outcome of legal matters is subject to factors that cannot always be foreseen, such as the uncertainties and risks inherent in the legal process, it is understood that we have made no promises or guarantees to you concerning the outcome of this or any other matter and cannot do so.

8. Limited Liability Partnership. Our Firm is a limited liability partnership ("LLP"). Because we are an LLP, no partner of the Firm has personal liability for any debts or liabilities of the Firm except as otherwise required by law, and except that each partner can be personally liable for his or her own malpractice and for the malpractice of persons acting under his or her actual supervision and control. As an LLP we are required by our code of professional conduct to carry a certain level of malpractice insurance, and the Firm carries coverage with limits in excess of that amount. Please call me if you have any questions about our status as a limited liability partnership.

9. Conflicts. We represent many other companies and individuals. It is possible that during the time we are representing WEDC, some of our present or future clients will have disputes or transactions with you and/or your affiliates. You agree that we may continue to represent or may undertake in the future to represent existing or new clients in any matter that is not substantially related to our work for you even if the interests of such clients in those other matters are directly adverse to you. We ask for similar agreements from other clients to preserve our ability to represent WEDC when we are engaged by others. We agree, however, that your prospective consent to conflicting representation contained in this paragraph shall not apply in any instance where, as a result of our representation of WEDC, we have obtained proprietary or other confidential information, that, if known to the other client, could be used by that client to your material disadvantage. We will not disclose to the other client(s) any confidential information received during the course of our representation of WEDC.

10. Electronic Communications. We communicate from time to time with our clients via facsimile, mobile telephone and e-mail. These forms of communication are not completely secure against unauthorized access. There is some risk of disclosure and loss of attorney-client privilege in using these forms of communication because they do not ensure the confidentiality of their contents. If you object to our using any one or more of these forms of communication, please let me know immediately and we will attempt to honor that request.

11. Records Retention. The Firm's policy with respect to retention of client records is to retain such records for a period of six (6) years from the date a matter is closed.

For various reasons, including the minimization of unnecessary storage expenses, we reserve the right to destroy or otherwise dispose of any such records retained by us at the end of the Firm's retention period, without further notice.

LINDNER & MARSACK
ATTORNEYS AT LAW

LINDNER & MARSACK, S.C.

RESPONSE TO REQUEST FOR QUALIFICATION FOR LEGAL SERVICES BY THE WISCONSIN ECONOMIC DEVELOPMENT CORPORATION

AREA: *EMPLOYMENT LAW*

June 26, 2019

Submitted to:

Jennifer Jin
Wisconsin Economic Development Corporation
201 West Washington Ave., 6th Floor
Madison, WI 53703

Submitted by:

Daniel Finerty, Shareholder
Lindner & Marsack, S.C.
411 E. Wisconsin Avenue, Suite 1800
Milwaukee, WI 53202
Direct: (414) 226-4807
Mobile: (414) 232-7992
E-Mail: dfinerty@lindner-marsack.com

LINDNER & MARSACK
ATTORNEYS AT LAW

In response to Sections IV., V. and VI. of the June 6, 2019 Request for Qualifications for Legal Services (RFQ or Request) issued by the Wisconsin Economic Development Corporation (Corporation or WEDC), Lindner & Marsack, S.C. provides the following response limited to our central practice area, *Employment Law*, which should be construed to include labor relations issues arising under state or federal law, defense of worker's compensation claims and work injury defense matters, counseling regarding day-to-day employment issues as well as pre-termination advice and any litigation matters relating to the foregoing. *Employment Law* is Lindner & Marsack, S.C.'s singular focus, we only represent management in these matters and we can meet all of the Corporation's needs in this area with a single point of contact to control and distribute the work in a cost-effective manner.

Forward. WEDC's mission to move the state forward economically is critical to Wisconsin's success and, in turn, critical to the success of our clients. In order to support this mission, we outline in this Response various reductions to our regular rates, several alternative fee arrangements, and other ways in which we can provide budgetary predictability to WEDC while still ensuring outstanding service and excellent results. We provide employment compliance counseling and defend employment litigation claims in the Eastern District and Western District of Wisconsin federal district courts, the Seventh Circuit Court of Appeals, the Wisconsin Supreme Court, the Wisconsin Courts of Appeal, tribal courts and in administrative hearing rooms and other locations across Wisconsin and the nation on a daily basis. Among the recognition that Lindner & Marsack, S.C. has received for its work include:

- Ten Lindner & Marsack, S.C. attorneys have been rated *AV Preeminent* in *Labor and Employment Law* by Martindale-Hubbell.
- Lindner & Marsack, S.C. has been recognized nationally in *Appellate Practice* and regionally in five different areas including *Appellate Practice*, *Employment Law–Management*, *Litigation–Labor and Employment*, and *Labor Law–Management* by *Best Law Firms.*
- Nine Lindner & Marsack, S.C. attorneys have been recognized as *SuperLawyers* or *Rising Stars* by *SuperLawyers Magazine*.
- Lindner & Marsack, S.C. has been recognized by *Chambers & Partners* including Firm President Oyvind Wistrom, described by peers as "an excellent litigator," and commended for his "successful track record" handling a raft of employment disputes on behalf of public bodies throughout Wisconsin.

These accolades stand testament to the strength of our client relationships and the laudable results we help our clients achieve.

LINDNER & MARSACK

ATTORNEYS AT LAW

The Corporation needs – *and rightly expects* – a legal partner that can achieve results efficiently and cost-effectively. Lindner & Marsack, S.C. approaches every labor and employment law case and every client with this simple premise. It is the foundation for how we practice law every day. Our team of twenty-one (21) highly-skilled labor and employment lawyers offer a wealth of dedicated experience. Our attorneys work tirelessly to resolve the toughest legal issues facing our clients. We do so in collaboration with our clients. We regularly provide viable alternatives, consider the business and legal support for each, and do not hesitate to provide our "gut" feeling on the options from best to least in an unbiased manner in order to guide decision making without dictating the path. In this way, we commit to our clients, and to the Corporation, that we will:

- Provide a road map of solutions to client's most pressing challenges and in each individual matter referred to us. Our mission is to define the route, assess the costs and risks, and assist clients in deciding on a course of action and, in the end, reaching their goals.
- Save money for our clients through a proactive, preventive approach. While we are proud of the numerous court victories our attorneys have achieved, it is the millions of dollars saved by our clients through appropriate training, planning and pre-termination assessment that makes litigation unnecessary, which drives us.
- Provide a team of labor and employment law attorneys who are superb communicators and know when to speak as well as when to listen.
- Communicate openly and directly about the costs of defense and opportunities for early resolution of any matter through negotiation or mediation.
- For those cases that cannot be resolved, litigate to win while discovering opportunities to resolve when it is to the Corporation's advantage.

Adherence to those goals is what defines us and makes us different, as further described below.

LINDNER & MARSACK
ATTORNEYS AT LAW

IV. Proposal Requirements

The following provides the information requested by the RFP.

a. Mandatory Requirements.

i. Attachment 3 and Section IV.(b.)(iii.) below provide the name, title, hourly rates and practice areas of the attorneys staff that may provide services to the Corporation. Lindner & Marsack, S.C. agrees that it will not submit or request a rate increase during the next three years. All attorneys are licensed to practice law in Wisconsin and no attorney has been suspended or had his or her license to practice law revoked.

ii. Attachment 1 (Proposer Information), Attachment 2 (Client References) and Attachment 3 (Cost Sheet) are all attached to this submission. Additional references can be provided upon request.

b. Organizational and Attorney Qualifications.

i. Organizational Information.

A. *Description.*

Lindner & Marsack, S.C.'s Employment Law submission is intended to cover the waterfront for all of WEDC's needs in regard to employment law, employee benefits, labor law, and workers' compensation defense. For that purpose, the description of our legal expertise in Employment Law can be split into three practice areas: Employment Law; Employee Benefits; Labor Law; and, Worker's Compensation Defense. Most notably, we have represented and advised the Corporation through its initial years with regard to employment-related compliance and employment litigation disputes. Lindner & Marsack, S.C. has shown that it is capable of efficiently and effectively defending the Corporation and its interests in Employment Law matters in the last several years as well as providing advice in connection with its employment policies, accommodation, medical leave, terminations and other employment matters that may arise, such as issues under the Family and Medical Leave Act, the Americans with Disabilities Act, Title VII and all related provisions under the Wisconsin Family and Medical Leave Act and the Wisconsin Fair Employment Act in addition to defending a complaint filed with the Wisconsin Equal Rights Division and a nuisance lawsuit in the Western District of Wisconsin federal court (motion to dismiss pending). Likewise, the attorneys identified below have daily contact with both public sector entities such as counties, school districts, cities, fire departments and other public sector entities as well as their insurance carriers, which provide coverage for Employment Practice Liability Insurance claims. Lindner & Marsack, S.C. is further described below:

1. Size. Lindner & Marsack, S.C. has twenty-one (21) attorneys, focusing exclusively on management-side representation in employment law, labor relations, worker's compensation defense and related litigation. Ten (10) additional staff members support these attorneys, which provides a lean foundation and hourly rate structure that does not need to increase every year as a matter of course to support operations.

2. Structure. Lindner & Marsack, S.C. has elected Oyvind Wistrom (*Marquette*, 1995) as the Firm President, who serves as the head of the Firm's four-member Board of Directors, which also includes Laurie Peterson, Doug Feldman and Daniel Pedriana. Beyond the Board, which primarily makes compensation-related decisions, are the Shareholders, which include Daniel Finerty and Sally Piefer. Again, while no one has a crystal ball, the gender diversity of this group is expected to double in the near future. The day-to-day operations of the Firm and management of support staff are handled by Maribeth Karpinski, Firm Administrator, and Justine Swenson, who will be joining the Firm as a Paralegal/Billing Coordinator on July 1, 2019.

   For each matter assigned by WEDC, the firm has designated Daniel Finerty (*Marquette*, 1998), as the primary attorney who will communicate with in-house counsel and other WEDC staff as necessary. From time-to-time, Mr. Finerty may ask other associates and/or partners to get involved due to a defined need for a particular area of expertise (such as worker's compensation or employee benefits), an hourly rate that is comparatively lower to accomplish some defined task or set of tasks in a more cost-effective manner or an additional attorney or attorneys to handle an increased workload and/or stage of litigation. These assignments will generally be discussed with WEDC in advance; however, if the circumstances require, an assignment may be made at the firm's discretion. If WEDC objects to such assignment and/or the costs emanating therefrom, we may make the assignment in order to ensure a matter proceeds forward. If WEDC reasonably objects, we are willing to absorb any increased costs that may result from our decision that is over and above the cost that would have been incurred if the assignment had not been made.

3. Area of Practice. As described above in Section IV.(b.)(i.)A., Lindner & Marsack, S.C. focuses on employment law, including employment compliance and counseling, employment disputes, labor relations matters, employee benefits compliance, worker's compensation defense and litigation of all of the foregoing matters. With regard to work similar to that of the Corporation, we represent and advise multiple public entities including counties, cities, school districts, fire departments and other public sector entities through our direct client relationships as well as our partnerships with Wisconsin Municipal Mutual Insurance Company, Wisconsin County Mutual Insurance Corporation, Community Insurance Corporation and Travelers Insurance (Public Sector) in addition to private sector clients and Sovereign Native American Communities. In our capacity as outside or assigned public-sector defense counsel, we remain cognizant of the Wisconsin Open Records Law and are often asked to assist in preparing responses to request for records. In addition, we have appeared in front of various public boards and committees in various capacities, whether advising a public entity regarding an ongoing litigation matter in closed session or representing a specific department in front of an impartial hearing officer during an appeal process to a higher-level governing unit under the grievance procedures created by Act 10. In sum, we have navigated the challenges associated with representing public sector entities before and are comfortable doing so.

4. Office Location. Lindner & Marsack, S.C. operates out of its single office in downtown Milwaukee, Wisconsin adjacent to the United States Federal Building and Courthouse across the street.

5. Small or Minority-owned business. The Firm is not registered as a small or minority-owned business.

B. *Diversity.*

Lindner & Marsack, S.C. focuses its diversity efforts on gender diversity. The Firm currently has two female Shareholders and, while no one can predict the future, reasonably anticipates that list may *double* in the near future. While the Firm has, more recently, brought on several attorneys through lateral hiring, several associates joined the Firm right out of law school. As a result, the Firm recognizes that it has a responsibility for training and developing these new attorneys to ensure they successfully contribute to positive outcomes for clients and become long-term assets that our clients can rely on in addressing their toughest challenges.

Examples of our efforts and the recognition achieved include:

- Laurie Petersen, a Shareholder and Member of the Board of Directors who joined Lindner & Marsack, S.C. 1990 takes particular pride in working with and developing the Firm's younger female associates. For this work, she was recognized as one of 2017's *Women in the Law* by the Wisconsin Law Journal.

- Sally Piefer, who joined the firm in 2016, was previously named among 2010's *Women in the Law*.

- Sally Piefer received special recognition from the Waukesha County Community Foundation's Women of Distinction.

- Lindner & Marsack, S.C. has been and will continue to be a contributing sponsor of the *Women Leaders Conference* hosted annually by the University of Wisconsin-Milwaukee School of Continuing Education since 2006. Sally Piefer currently serves as a member of the Advisory Committee for the annual event. The School's YouTube channel has additional information regarding the Conference and those who attend to be inspired by other women. https://www.youtube.com/user/UWMSCE/videos (last visited, June 26, 2019). Past keynote speakers include:

  - Ferial Govashiri, chief of staff to Netflix chief content officer and former personal aide to President Barack Obama (2019);

  - Robin Hauser, director and producer at Finish Line Features and director of the film "bias" (2019);

  - Bethenny Frankel, self-made businesswoman who sold her business, Skinnygirl Cocktails for a reported $100 million, natural foods chef, and best-selling author, who regularly appeared on Bravo's "The Real Housewives of New York City," and was named first runner-up on NBC's "The Apprentice: Martha Stewart" (2016);

  - Lauren Manning, named by CNN as one of the most intriguing newsmakers of its first 25 years, a former managing director and partner at Cantor Fitzgerald and survivor of the Sept. 11 terrorist attacks in New

York and recognized role model for those struggling to find strength, courage or inspiration to overcome personal or professional challenges.

ii. Technical Requirements.

5. Employment Law. Our work of in the Employment Law Practice Group entails compliance/counseling, negotiation and litigation. On a day-to-day basis, we counsel clients with regard to state, federal and local compliance issues such as the development of employment policies and handbooks, employee discipline and discharge, development and evaluation of wage and hour practices/Fair Labor Standards Act compliance, negotiation of employment agreements, severance agreements and non-compete/confidentiality agreements, design and implementation of effective drug testing programs, management of employee leaves of absence/FMLA and ADA compliance (often in conjunction with worker's compensation leave), investigation of and/or guidance on proper investigation of employee complaints, litigation avoidance strategies and employee and supervisory training on sexual harassment and leadership-related topics. Second, our attorneys are regularly engaged in negotiation of employment disputes with current and former employees whether an employee appears *pro se* or by counsel. These negotiations generally entail the development of an effective, persuasive story that speaks directly to the dispute and any circumstances that may be dispositive of the employee's alleged dispute as well as an attempt to find common ground. The goal of these early negotiations – resolution of a dispute and securing an effective release of claims – is more cost-effective and allows the client to get back to what they do best. Third, for those disputes that cannot be resolved, we litigate on clients' behalf in the Department of Workforce Development, the Equal Employment Opportunity Commission, the U.S. Department of Labor and in state, federal and tribal courts across Wisconsin and the nation. We take the time to discuss litigation matters with our clients and keep them informed at each stage, create a general outline and game plan targeted at what success looks like for them and execute that plan towards that successful resolution. In addition, various sub-sets of Employment Law are included in our submission. Should the Corporation need any issues on these issues, we can handle them.

A. *Employee Benefits.*

The attorneys of the Employment Law Practice Group have helped business owners and management teams address the dynamic and critical issue of employee benefits for more than 100 years. The firm has earned a reputation for understanding business interests and creating cost-effective solutions for businesses across the country and in a wide variety of industries. We take a strategic approach to assist clients with employee benefits issues including plan administration and design, plan amendment, merger and termination, fiduciary obligations and litigation, ERISA and IRC compliance, qualified and non-qualified benefit plans, HIPAA compliance, healthcare cost containment strategies and litigation avoidance.

B. *Labor Law*.

Lindner & Marsack, S.C. knows that every successful business relies upon a competitive labor cost structure, a stable working environment and labor peace. With over 100 combined years of experience, our Labor Law Team of attorneys work aggressively to help clients maximize their labor relations strategies including assistance in maintaining a union-free status such as supervisor training and management guidance, representing employers in union organizing efforts and responding to aggressive, public corporate campaigns in the union and union free environments. The team also regularly represents and defends employers before the National Labor Relations Board, which applies to both union *and* union free workplaces. Lindner & Marsack, S.C. partners with unionized employers to achieve successful negotiation of collective bargaining agreements, which can often mean the difference between growth and failure for a business. Our Labor Law attorneys are passionate strategists with proven experience as skilled labor negotiators who work to achieve agreements and as well as administer collective bargaining agreements throughout the term in the grievance and arbitration arenas. We often act as the lead negotiators and chief spokespersons translating the client's wishes in a cohesive collective bargaining strategy but also, from time-to-time, are asked to play a secondary, advisory role to ensure the client is armed with the benefit of our expertise while having internal staff take the negotiating lead. Lindner & Marsack, S.C.'s Labor Law attorneys also have experience representing clients in the mediation of collective bargaining impasse and related disputes, interest-based bargaining, and contract interpretation disputes and grievance arbitration. When circumstances require, we confidently lead clients through a strike and are equipped to handle all the related legal matters that sometimes spin off from such disputes such as public relations issues, representation before the NLRB and the other agencies in which union-related disputes are typically raised.

C. *Worker's Compensation Defense*.

Worker's compensation is becoming an increasingly complex and dynamic area of the law. Lindner & Marsack, S.C. has a highly skilled and experienced team of attorneys dedicated to handling every aspect of a worker's compensation claim from the initial investigation through the final appeal. Our worker's compensation attorneys regularly represent insurance carriers and employers in cases to recover worker's compensation benefits from responsible third parties. Our highly regarded and respected worker's compensation defense team frequently provides training and conducts seminars to keep clients aware of all of the nuances of worker's compensation, including updates on recent cases and other changes in the law. Our worker's compensation attorneys regularly defend primary worker's compensation claims, provide training for carriers and employers, outline initial claims investigation strategies, counsel on accommodation and return to work issues, defend unreasonable refusal to rehire claims under Wis. Stat. § 102.35(3), safety violation claims and bad faith claims, ensure Medicare secondary payer compliance and handle all aspects of subrogation.

iii. Attorney Qualifications.

Name	*Education*	*Position*	*Years with Firm*	*Type of Experience*	*Hourly Rate*
Daniel Finerty*	*Marquette* 1998	Shareholder	7	Employment Law; Litigation; Labor Relations	$305.00
Samantha Wood*	*Marquette* 2013	Associate	5	Employment Law; Litigation	$215.00
Oyvind Wistrom	*Marquette* 1995	Shareholder; President, Board of Directors	25	Employment Law; Litigation	$330.00
Laurie Petersen	*Marquette* 1986	Shareholder; Member, Board of Directors	29	Employment Law; Litigation	$330.00
Sally Piefer	*Marquette* 1994	Shareholder	3	Employment Law; Litigation	$330.00
Melissa Stone	*Marquette* 2007	Partner	7	Worker's Compensation Defense	$170.00
Chelsie Springstead	*Marquette* 2008	Partner	10	Worker's Compensation Defense	$170.00
*Denotes attorneys that provided services to WEDC during the last contract term. Only Daniel Finerty's Biography is attached as he acts as the primary contact for WEDC.					

iv. References.

References are provided in Attachment 2. Additional references are available upon request.

v. Equal Opportunity/Affirmative Action Policy.

Attached as is a copy of Lindner & Marsack, S.C.'s Equal Employment Opportunity and Affirmative Action/Diversity policies.

c. Documents.

Attached are a copy of Lindner & Marsack, S.C.'s W-9 and our standard engagement document provided to WEDC during the last contract term.

V. Pricing Format.

Lindner & Marsack, S.C. does not charge its clients for copies, faxes and sending electronic communication (drafting time aside) or seek to offload its business costs by charging clients a base cost for telephone or other costs which come with running a firm. Further, due to our comparatively smaller size, we are able to partner with clients to utilize other alternative fee arrangements for the routine and/or regular employment work that occurs throughout a budget cycle. These arrangements provide predictable cost or "volume" discounts to control legal spend in the longer term. As examples, we have handled various routine client matters in a number of areas on a flat fee basis involving the following proceedings:

Single-plaintiff, federal or state court employment claims

Equal Employment Opportunity Commission charges

Equal Rights Division position statements

ERD No Probable Cause hearings

City of Madison Equal Opportunities Division claims

Labor and Industry Review Commission appeals

Unemployment Insurance Division Appeal Tribunal hearings

Unreasonable Refusal to Rehire Workers' Comp. hearings

We are also willing to negotiate flat fees with incentives for results achieved which also reduce the amount paid to the firm if an adverse decision resulted from litigation. These negotiations can be challenging as the idea behind alternative fees is to standardize costs of regular and repeated activities; however, employment law claims, outside of unemployment hearings, do not occur on a predictable or regular basis. That said, we are willing to take a leap here to see what can be collectively achieved.

VI. Terms and Conditions.

The following terms and conditions outlined in the are acceptable to Lindner & Marsack, S.C. and we will agree to any such terms in any resulting contract.

a. Contract term.

This term is acceptable to Lindner & Marsack, S.C. and, as the Corporation has had issues come up in the last several years, it has reached out only as necessary, which has yielded an efficient productive relationship.

b. Confidentiality.

Lindner & Marsack, S.C. acknowledges that all information, data, records and documents disclosed by WEDC to proposer, or which come to proposer's attention during the course of its response to this RFQ or performance under any resulting contract constitute valuable and proprietary assets of WEDC (Confidential Information). Proposer agrees not to disclose the Confidential Information, either directly or indirectly, to any person, entity or affiliate unless required to do so by legal process of law without prior authorization by WEDC. If required to disclose Confidential Information by legal process, Proposer shall provide WEDC with prompt notice so WEDC may seek an appropriate protective order. Except as required to respond to this RFQ or during the course of its performance under the terms of any resulting Agreement, proposer shall not use any Confidential Information for its own purposes.

c. Conflict of Interests.

Lindner & Marsack, S.C. certifies that it is not aware of any potential conflict of interests that may arise from its performance of services for WEDC and agrees that, if a conflict may arise, that its contract may be declared to be void by WEDC and any amounts paid under the contract may be recovered by WEDC. Lindner & Marsack, S.C. shall timely advise WEDC of any changes in potential conflicts of interest. As Lindner & Marsack, S.C. does not represent individual employees, we rarely have any conflicts of interest that prevent us from representing our clients in litigation matters. If such a conflict existed, it would be brought to the attention of the WEDC contact prior to acceptance of the assignment or upon receipt of information that the conflict had arisen or could exist. Despite the relatively minor chances of such a conflict when compared to larger firms, we always run a thorough conflict check and provide written confirmation that no conflicts exist. In an employment context, a conflict may arise after an employee files suit against the agency and their former supervisor or another member of the management team if the agencies interests diverge from that of the supervisor or management team member. In such cases, we will advise that separate counsel should be retained for this person. Similarly, if a conflict arose during a case to which we are not assigned, we can be called upon to defend a supervisor or management team member under these circumstances. These sorts of assignments typically occur in the midst of litigation and we are comfortable stepping in regardless of the steep background learning curve that may exist to get up to speed. Should we become aware of any such conflicts, potential conflicts and/or situations where there may be an appearance of impropriety due to the circumstances, WEDC would be informed of the bounds of such conflict or circumstances, whether such conflict is waivable upon full disclosure of a non-material conflict, what can or should be done to ensure that any potential appearance of impropriety does not impact WEDC, its mission to better business development results to foster investment and job growth in Wisconsin's economy or the defense of any pending litigation to which we are assigned, and/or advised with regard to various options that may exist within the confines of the Wisconsin Supreme Court Rules as may be necessary to address the issue(s) in a timely fashion. Lindner & Marsack, S.C. understands that WEDC rightly considers this issue very serious and consents to the terms outlined below upon a failure to disclose a material conflict of interest.

d. Nondiscrimination.

Lindner & Marsack, S.C. agrees that, in connection with the performance of work under this contract, it will not to discriminate against any employee or applicant for employment because of age, race, religion, color, handicap, sex, physical condition, developmental disability as defined in § 51.01(5), sexual orientation or national origin. This provision shall include, but not be limited to, the following: employment, upgrading, demotion or transfer; recruitment or recruitment advertising; layoff or termination; rates of pay or other forms of compensation; and selection for training, including apprenticeship. Lindner & Marsack, S.C. further agrees to take affirmative action to ensure equal employment opportunities, agrees to post in conspicuous places, available for employees and applicants for employment, notices to be provided by the recipient officer setting forth the provisions of the nondiscrimination clause.

e. Public Records.

Responses to this RFQ, any communication with WEDC, and any resulting contract and work product are subject to the public records laws of the State of Wisconsin, § 19.31 et seq. Proposers shall mark all non-public proprietary information concerning any aspect of the business or affairs of the Company as "CONFIDENTIAL," or, for content exempt from public records disclosure pursuant to Wis. Stat. 19.36 (5), "CONFIDENTIAL – TRADE SECRET", upon providing it to WEDC. WEDC will notify the proposer if it receives a public records request for materials marked confidential.

f. Insurance.

Lindner & Marsack, S.C. maintains and, if awarded a contract, shall continue to maintain Worker's Compensation, Comprehensive General Liability, including Contractual Liability, and Automobile Liability insurance for any claims that may arise from operations under the contract. Past insurance policies provided to WEDC through Catlin Insurance will be transferred to QBE Insurance effective July 1, 2019.

Conclusion

In the preparation of this response, Lindner & Marsack, S.C. made a specific decision *not* to include numerous attorney biographies and firm marketing materials that will likely make other firms' submission much heavier. Our submission is solely targeted to provide specific responses with regard to the areas requested. We respect our clients' time – it is how we practice each day. However, should additional background material be helpful, we would be happy to provide it or, alternatively, please visit http://www.lindner-marsack.com for more information. Also attached is a representative sample of cases the firm has handled and, when available, publicly-available links to the decisions reached in those cases. Should you have any questions regarding this submission, please contact the undersigned via e-mail at dfinerty@lindner-marsack.com or by phone at (414) 226-4807. Thank you in advance for your consideration.

Respectfully Submitted,

LINDNER & MARSACK, S.C.

DANIEL FINERTY

Attachment 1

PROPOSER INFORMATION

Various Legal Services

1. General Company Information

Proposing Company Name: **Lindner & Marsack, S.C.**

Street Address **411 E. Wisconsin Ave., Suite 1800**

City **Milwaukee** State **WI** ZIP +4 **53202-4498**

Company Website **www.lindner-marsack.com**

2. Person to Contact for Questions Concerning this Proposal/Bid/Qualifications

Name **Daniel Finerty** Title **Shareholder**

Street Address **411 E. Wisconsin Ave., Suite 1800**

City **Milwaukee** State **WI** ZIP +4 **53202-4498**

Telephone Number **(414)226-4807 (direct)** Email Address **dfinerty@lindner-marsack.com**

Fax Number **(414) 298-9873**

3. Person to Contact for Questions Concerning Orders and Billing

Name **Maribeth Karpinski** Title **Firm Administrator**

Street Address **411 E. Wisconsin Ave., Suite 1800**

City **Milwaukee** State **WI** ZIP +4 **53202-4498**

Telephone Number **(414)73-2910 (main)** Email Address **mkarpinski@lindner-marsack.com**

Fax Number **(414) 298-9873**

Attachment 2

CLIENT REFERENCES*

Various Legal Services

Proposer **Lindner & Marsack, S.C.**

Provide the company name, address, contact person, telephone number, email address, and description for three (3) customers to which the Proposer has provided legal service(s) with requirements similar to those included in this solicitation document. Failure to provide complete information for three (3) references may result in rejection of the Proposal/Bid/Qualifications.

Company Name **Wisconsin Economic Development Corporation**

Address (include Zip + 4) **201 W. Washington Avenue, Madison, WI 53703-2760**

Contact Person and Title **Jennifer Jin, Chief Legal Officer**

Telephone Number **(608) 210-6705** Email Address **jennifer.jin@wedc.org**

Product(s) and/or Service(s) Provided **Employment law compliance and counseling; Employment law-related litigation representation**

Company Name **Outagamie County**

Address (include Zip + 4) **410 S. Walnut St., Appleton, WI 54911-5920**

Contact Person and Title **Tammy Krahn, Risk Administrator**

Telephone Number **(920)832-5494** Email Email Address **Tammy.krahn@outagamie.org**

Product(s) and/or Service(s) Provided

Employment law-related litigation representation; employment law counsel.

Company Name **Kenosha County**

Address (include Zip + 4) **912 56th St., Room LL13, Kenosha, WI 53140-3736**

Contact Person and Title **Jennifer Kopp, First Assistant Corporation Counsel**

Telephone Number **(262)925-8021** Email Email Address **Jennifer.Kopp@kenoshacounty.org**

Product(s) and/or Service(s) Provided

Employment-law related litigation representation; employment law counsel.

***Additional references available upon request.**

Attachment 3

COST SHEET

Various Legal Services

Proposer: Proposer **Lindner & Marsack, S.C.**

Please Provide the name, title, hourly rates and practice areas of the attorneys, paralegals, and administrative staff expected to provide services to the Authority should be Proposer be engaged. The Proposer may not request a price increase to the rates stated on this sheet during the next three years, unless such increase is consented to.

Name	Title/Position	Hourly Rate	Practice Areas
Daniel Finerty	Shareholder	$305.00	Employment Law; Litigation; Labor Relations
Samantha Wood	Associate	$215.00	Employment Law; Litigation
Oyvind Wistrom	Shareholder; President, Board of Directors	$330.00	Employment Law; Litigation
Laurie Petersen	Shareholder; Member, Board of Directors	$330.00	Employment Law; Litigation
Sally Piefer	Shareholder	$330.00	Employment Law; Litigation
Melissa Stone	Partner	$170.00	Worker's Compensation Defense
Chelsie Springstead	Partner	$170.00	Worker's Compensation Defense

Attach additional pages as needed.

Failure to submit pricing as instructed in the Cost Sheet Shall result in rejection of the Proposal/Bid/Qualifications. Do not alter the format of the cost sheet.

DANIEL J. FINERTY – LINDNER & MARSACK, S.C.

"An understanding of the client's business needs is essential to become, and remain, their true partner."

LINDNER & MARSACK
ATTORNEYS AT LAW

PROFESSIONAL EXPERIENCE

Daniel J. Finerty is a Shareholder who concentrates his legal practice on representing and counseling private and public sector clients in labor and employment law and compliance matters in front of administrative agencies, federal and state courts and in labor arbitration. Daniel has represented Wisconsin counties and cities as well as private sector employers in long-term care, healthcare, hospitality, transportation, construction, manufacturing, the service sector and other industries. As an Employment Attorney, he has handled litigation matters involving Title VII, the Fair Labor Standards Act, the Age Discrimination in Employment Act, the Family and Medical Leave Act, the Occupational Safety and Health Act, the Wisconsin Fair Employment Act, the City of Milwaukee Employee Rights Ordinance as well as other federal, state, local law and tribal ordinances. He regularly works with, or at the request of, his clients' Employment Practice Liability Insurance carriers with whom he has positive working relationships, achieving the best outcomes possible in a cost-effective manner while stressing the high client service ideals of his EPLI carrier partners.

He has also represented several agencies of various Tribal Nations, their business entities and EPLI carriers in employment disputes arising under tribal ordinances, in constitutional disputes and related litigation in tribal court and other disputes arising under tribal law.

Daniel prides himself on achieving his clients' most important goals through his strong written and verbal advocacy as well as his skilled negotiation to cost-effectively resolve claims. He recognizes that clients see value in both a complete "win" against a litigious employee as well as a successful, cost-effective resolution of a contentious matter. Daniel has developed a niche employment law practice defending long-term care providers and other healthcare employers from discrimination, harassment and retaliation claims including claims arising under Wisconsin's Healthcare Worker Protection Act, unreasonable refusal to rehire worker's compensation claims, unemployment insurance claims and coverage disputes, in labor arbitration and other labor and employment litigation disputes.

LITIGATION EXPERIENCE:

- Successfully defend senior living providers and other employers in litigation involving Wisconsin's Health Care Worker Protection Act (HCWPA) retaliation claims, race, disability, sex, sexual orientation, and other discrimination and retaliation claims in front of the Equal Rights Division, unreasonable refusal to rehire worker's compensation claims in the Worker's Compensation Division and on appeals in front of the Labor and Industry Review Commission (LIRC) and Wisconsin circuit courts.

- Successfully defended senior living provider from termination-based HCWPA retaliation and race discrimination claims after Certified Nursing Assistant's termination for violation of resident rights policies by forcing resident to sit down.

- Successfully defended senior living provider from former CNA's race discrimination claims in the Equal Rights Division, on appeal to LIRC and in federal court after termination for violation of provider's resident rights policy by raising voice to resident.

- Successfully defended senior living provider from former CNA's HCWPA retaliation claims in the Equal Rights Division and on appeal to LIRC after termination for three violations of resident rights policy in conduct toward residents.

- Successfully obtained and defended on appeal court's award of 100% of attorney's fees incurred by senior living provider client defending creditor's groundless motion to hold client liable for employee's entire debt.

- Successfully defended manufacturing client at hearing from former employee's Unreasonable Refusal to Rehire claim filed under WIS. STAT. § 102.35(3), based on business justification for termination of sales employee, with only 2 weeks' notice prior to hearing

- Obtained summary judgment dismissing former teacher's allegations of race discrimination against school district client in federal district court and on appeal due to failure to meet reasonable expectations.

- Successfully defended auto dealer at hearing from former employee's Unreasonable Refusal to Rehire claim filed under WIS. STAT. § 102.35(3) based on business justification for removing employee from position and permanent restrictions which prevented employee from returning to position.

- Successfully defended custom manufacturing client at hearing and on LIRC appeal, obtaining dismissal of former employee's disability discrimination claim following termination of employee previously removed from workplace due to safety-related concerns.

- Successfully defended mental health provider client from sex, sexual orientation and disability discrimination claims based on former employee's admission of inappropriate sexual reference during sworn testimony in unemployment insurance hearing.
- Successfully defended food manufacturing client at hearing and on LIRC appeal from former employee's Unreasonable Refusal to Rehire claim filed under WIS. STAT. § 102.35(3) after termination for violation of quality control procedures.
- Successfully resolved Equal Employment Opportunity Commission gender discrimination charge and union grievance against public sector client.
- Successfully defended public sector client during investigation and at hearing after two separate decisions not to hire minority complainant candidate.
- Obtained dismissal after investigation of former employee's claims for interference under the Wisconsin Family and Medical Leave Act because employee failed to return FMLA certification.
- Successfully obtained discovery sanctions in federal court against an opposing counsel for skipping a previously scheduled deposition.
- Successfully obtained an attorney's fee sanctions award against collections law firm that pressed garnishment in court after being twice advised the garnishee did not employ the debtor.

Recent examples of employment litigation defense of Native American tribes and tribally-owned enterprises in employment-related litigation and other litigation arising under tribal ordinances include:

- Defended Native American tribe after former employee terminated due to workplace behavior sued in tribal court under tribe's "just cause" ordinance.
- Prepared and filed petitions for interlocutory appeal seeking guidance of tribal court of appeals on issues not explicitly address by tribal employment and other ordinances.
- Defended tribally-owned enterprise from former employee's suit alleging discrimination and lack of "just cause" for termination.
- Successfully researched, briefed and won dismissal of ethics complaint filed against tribal agency, tribal elder client and other respondents prior to investigation.
- Successfully resolved long-running, contentious litigation between two tribal agencies on behalf of defendant tribal elder client.

BAR ADMISSIONS:

- Wisconsin, 1998
- U.S. Court of Appeals for the Seventh Circuit, 1999
- U.S. District Court for the Eastern District of Wisconsin, 1998
- U.S. District Court for the Western District of Wisconsin, 1998
- Stockbridge-Munsee Band of Mohican Indians Tribal Court, 2009
- U.S. District Court for the Northern District of Illinois (Trial Bar), 2013
- Ho-Chunk Nation Judiciary, 2014

EDUCATION:

- Marquette University, J.D., 1998
- University of Wisconsin – Madison, B.A., 1994.
  Double Major: Political Science and Spanish

RECOGNITION/AWARDS

- Rated *AV Preeminent* by Martindale Hubbell
- Awarded *Client Champion (Silver)* by Martindale Hubbell, 2019
- Recognized among the *Best Lawyers in America* in Appellate Practice since 2010
- Recognized as a *SuperLawyer* since 2014 and a *Rising Star* five times by Wisconsin *Super Lawyers* Magazine
- Lindner & Marsack, S.C. rated among *Best Law Firms in America*
- Lindner & Marsack, S.C. awarded *Client Recommended* rating by A.M. Best for Insurance attorneys

RECENT ARTICLES/ACTIVITIES

- Member, Planning Committee, Health Labor & Employment Law Annual Conference, State Bar of Wisconsin
- Member, Finance Council, St. Jude the Apostle Parish, Wauwatosa, Wisconsin
- Daniel's well-researched article reviews the first slate of decisions from the Labor and Industry Review Commission which applied the specifically-defined misconduct provisions implemented by the 2013 Act 20 changes, a dramatic injection of "common sense" into the Unemployment Insurance system and provides useful guidance when challenging UI claims. © 2014 Wisconsin Defense Counsel. All rights reserved. Finerty, Daniel, LIRC Confronts Recent Changes to Wisconsin Unemployment Insurance Misconduct Standard, *Wisconsin Civil Trial Journal* (Summer 2014).
- Daniel reviews the broadly-worded "protected activity" outlined in the Affordable Care Act's retaliation provision, reviews the Occupational Safety and Health Administration's ACA retaliation claim filing procedures and suggests an acute awareness of the broadly-definition of "protected activity" is critical to proactively take steps to prevent or reduce the impact of ACA retaliation claims as the implementation of the employer mandate approaches. © State Bar of Wisconsin 2013. Finerty, Daniel J., An Ounce of Prevention: Minimizing Affordable Care Act Retaliation Claims, *Wisconsin Lawyer*, Volume 86 No. 8 (October 2013).

3 EMPLOYMENT POLICIES

3.1 Equal Employment Opportunity

Lindner & Marsack, S.C. is an equal employment opportunity employer. Employment decisions are based on merit and business needs, and not on race, color, citizenship status, national origin, ancestry, gender, sexual orientation, age, weight, religion, creed, physical or mental disability, marital status, arrest or conviction record, veteran status, political affiliation, or any other factor protected by law.

3.2 Affirmative Action/Diversity

Lindner & Marsack, S.C. is committed to affirmative actions that will build on the strengths of our current workforce and continually enhance the diversity of our organization.

3.3 Immigration Law Compliance

All offers of employment are contingent on verification of the candidate's right to work in the United States. On the first day of work, every new employee will be asked to provide original documents verifying his or her right to work and, as required by federal law, to sign Federal Form I-9, Employment Eligibility Verification Form.

3.4 Employee Background Check

Prior to making an offer of employment, Lindner & Marsack, S.C. may conduct a job-related background check. A comprehensive background check may consist of prior employment verification, professional reference checks, education confirmation, and credit check.

3.5 Criminal Records

When appropriate, a criminal record check is performed to protect Lindner & Marsack, S.C.'s interest and that of its employees and clients. A criminal record will

Form **W-9**
(Rev. December 2014)
Department of the Treasury
Internal Revenue Service

Request for Taxpayer Identification Number and Certification

Give Form to the requester. Do not send to the IRS.

Print or type
See Specific Instructions on page 2.

1 Name (as shown on your income tax return). Name is required on this line; do not leave this line blank.
Lindner & Marsack, s.c.

2 Business name/disregarded entity name, if different from above

3 Check appropriate box for federal tax classification; check only one of the following seven boxes:
☐ Individual/sole proprietor or single-member LLC ☑ C Corporation ☐ S Corporation ☐ Partnership ☐ Trust/estate
☐ Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=partnership) ▶
Note. For a single-member LLC that is disregarded, do not check LLC; check the appropriate box in the line above for the tax classification of the single-member owner.
☐ Other (see instructions) ▶

4 Exemptions (codes apply only to certain entities, not individuals; see instructions on page 3):
Exempt payee code (if any)
Exemption from FATCA reporting code (if any)
(Applies to accounts maintained outside the U.S.)

5 Address (number, street, and apt. or suite no.)
411 E. Wisconsin Ave. #1800

Requester's name and address (optional)

6 City, state, and ZIP code
Milwaukee, WI 53202

7 List account number(s) here (optional)

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on line 1 to avoid backup withholding. For individuals, this is generally your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the Part I instructions on page 3. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN* on page 3.

Note. If the account is in more than one name, see the instructions for line 1 and the chart on page 4 for guidelines on whose number to enter.

Social security number
☐☐☐ - ☐☐ - ☐☐☐☐

or

Employer identification number
3 9 - 1 1 3 7 8 9 8

Part II Certification

Under penalties of perjury, I certify that:

1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me); and
2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and
3. I am a U.S. citizen or other U.S. person (defined below); and
4. The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions on page 3.

Sign Here Signature of U.S. person ▶ Marilett Carpenter Date ▶ 5-14-15

General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

Future developments. Information about developments affecting Form W-9 (such as legislation enacted after we release it) is at *www.irs.gov/fw9*.

Purpose of Form

An individual or entity (Form W-9 requester) who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) which may be your social security number (SSN), individual taxpayer identification number (ITIN), adoption taxpayer identification number (ATIN), or employer identification number (EIN), to report on an information return the amount paid to you, or other amount reportable on an information return. Examples of information returns include, but are not limited to, the following:

- Form 1099-INT (interest earned or paid)
- Form 1099-DIV (dividends, including those from stocks or mutual funds)
- Form 1099-MISC (various types of income, prizes, awards, or gross proceeds)
- Form 1099-B (stock or mutual fund sales and certain other transactions by brokers)
- Form 1099-S (proceeds from real estate transactions)
- Form 1099-K (merchant card and third party network transactions)
- Form 1098 (home mortgage interest), 1098-E (student loan interest), 1098-T (tuition)
- Form 1099-C (canceled debt)
- Form 1099-A (acquisition or abandonment of secured property)

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN.

If you do not return Form W-9 to the requester with a TIN, you might be subject to backup withholding. See What is backup withholding? on page 2.

By signing the filled-out form, you:

1. Certify that the TIN you are giving is correct (or you are waiting for a number to be issued),
2. Certify that you are not subject to backup withholding, or
3. Claim exemption from backup withholding if you are a U.S. exempt payee. If applicable, you are also certifying that as a U.S. person, your allocable share of any partnership income from a U.S. trade or business is not subject to the withholding tax on foreign partners' share of effectively connected income, and
4. Certify that FATCA code(s) entered on this form (if any) indicating that you are exempt from the FATCA reporting, is correct. See *What is FATCA reporting?* on page 2 for further information.

LINDNER & MARSACK

Winning strategies for employers since 1908

Milwaukee
411 E Wisconsin Ave
Suite 1800
Milwaukee, WI 53202-4498

P: 414-273-3910
F: 414-298-9873

www.lindner-marsack.com

June 26, 2019

Jennifer Jin, Chief Legal Officer
Wisconsin Economic Development Corporation
201 W. Washington Avenue
Madison, WI 53703

Re: Engagement of Lindner & Marsack, S.C.

Dear Ms. Jin:

Thank you for retaining Lindner & Marsack, S.C. to advise the Wisconsin Economic Development Corporation (Corporation) regarding ongoing labor, employment, employee benefits and worker's compensation matters as requested by Corporation staff. We appreciate the opportunity to work with you and Anne Jesko, the Corporation's Vice President of Human Resources, and are confident that you and Anne will find our representation to be vigorous, cost-effective, and responsive to the Corporation's needs. This letter briefly outlines the basic terms of our engagement, in compliance with Wisconsin SCR 20:1.5. In addition, the Corporation's Vendor Terms, which are attached hereto and fully incorporated into the terms of this engagement, are hereby agreed to by Lindner & Marsack, S.C. by our signature below.

1. Client. The Corporation, and the Corporation alone, will be the firm's client in any matters assigned to us, to the exclusion of any other person(s) or entity(-ies). Should the Corporation prefer that we extend our representation to include any other persons or entities, we may be able to do so but this will need to be discussed in advance in order to ensure no conflict of interest exists and other steps will also need to be taken to do so in compliance with the Supreme Court Rules as well as the Corporation's Vendor Terms.

2. Staffing. While I will have primary responsibility for handling of assigned matters, other attorneys, including those identified in the Lindner & Marsack, S.C. March 23, 2016 Response to Request for Qualifications for Legal Services, may be consulted or asked to assist from time to time.

Those rates are as follows:

Name	*Type of Experience*	*Hourly Rate*
Daniel Finerty*	Employment Law; Litigation; Labor Relations	$305.00
Samantha Wood*	Employment Law; Litigation	$215.00
Oyvind Wistrom	Employment Law; Litigation	$330.00
Laurie Petersen	Employment Law; Litigation	$330.00
Sally Piefer	Employment Law; Litigation	$330.00
Melissa Stone	Worker's Compensation Defense	$170.00
Chelsie Springstead	Worker's Compensation Defense	$170.00

Advanced approval of such assignments may be obtained from you and/or Anne when circumstances permit and/or to ensure that your legal work can be done at as low an hourly billing rate as circumstances reasonably permit to provide efficient service and solid work product.

3. Communications. Reasonable communication between the lawyer and the client is necessary for effective representation. We will respond to or acknowledge all communications within 24 hours. We will promptly inform you and/or Anne of any circumstance that require the Corporation's consent, reasonably consult with the Corporation about the means for accomplishing its objectives, keep you and other Corporation staff, as requested, reasonably informed about any on-going matter(s), promptly comply with your reasonable requests for information, and explain a matter so that you can make informed decisions.

Please keep in mind that communications between our firm and the Corporation are generally confidential, regardless of the mode of communication used but may be subject to Wisconsin's Open Records Law, Wis. Stat. § 19.31 et seq. (law). Furthermore, such communications may be subject to the attorney-client privilege which means that neither you nor anyone from our firm may be called to testify about the nature and subject matter of our communications with you. To expedite communications with clients, we routinely use unencrypted electronic mail. The use of unencrypted electronic mail necessarily involves some risk of accidental disclosure of information. We ensure that we are taking care, in all e-mailed communications, to avoid the risk of inadvertent disclosure or loss of attorney-client privilege. If you do not agree to our use of email, please let us know and we will make alternative methods of communication available.

However, that privilege can be lost and the communications required to be disclosed if the communications are shared with a third party and/or outside of the exceptions that provide for non-disclosure under the law. In order to protect the confidential nature of our communications with you, we ask that the Corporation staff with whom we communicate refrain from sharing or relating our communications to a third party. In the event you believe that communications with our office should be shared with a third party, we ask that you consult with the attorney in charge of your case before doing so. In that way, you and the attorney can determine what information should be provided to the third party, when the information should be provided, how the information should be provided, and whether that information should come from you or from the attorney. Given the ease of forwarding emails and voicemails, it is important to the success of any strategy that we implement, as well as our relationship, that you keep this policy in mind and please resist the urge to "forward" to third parties our communications with you and share these considerations with other Corporation staff as necessary.

3. Fees. Our billing rates will be those set forth in the Lindner & Marsack, S.C. March 23, 2016 Response to Request for Qualifications for Legal Services. We charge our professional fees in increments of tenths of an hour. For purposes of our relationship, the hourly rates for the Lindner & Marsack, S.C. attorneys identified above will be locked into place through June 30, 2019. Should the assistance of another firm attorney be required to service the Corporation's needs, the attorney's hourly rate will be similarly discounted to the rates identified above.

4. Costs. Our firm does not charge for in-house copying, facsimile transmissions, long distance telephone calls, regular U.S. postage, and similar charges, which we consider part of our firm's overhead costs. If it is necessary for us to incur case or project-related non-overhead costs, such deposition costs, and travel expenses

(including economy/coach airfare, economy car rental or mileage, reasonable hotel and meal expenses), any costs advanced by our firm are separately itemized on our billing statements. We will generally pay invoices incurred on the Corporation's behalf that are necessarily incurred to provide services and ask that the Corporation promptly reimburse our firm for these hard costs. We will comply with any Corporation policies and procedures in doing so.

5. Billing. By signing this letter and/or returning it to me with your consent on behalf of the Corporation to proceed, you understand that the Corporation will be billed by my firm for work that includes, but is not limited to, telephone conversations with you, other counsel and the company as may be necessary, reading and writing correspondence, preparing and reviewing modified drafts, legal, ordinance and other research deemed necessary, analyzing records, reports and other documents relevant to the representation and/or appearances or work necessary to handle any litigation matters assigned to the firm. Mileage will be charged at the rate authorized by the Internal Revenue Service. Our statements generally will be prepared and mailed normally on or before the 15th of each month following the calendar month in which the services are rendered and costs advanced. Our statements will provide an itemized description of services rendered and amount of time charged on a daily basis, with a total dollar amount owed for services rendered and costs incurred that month. We appreciate timely payment of all invoices in order to offset the reduced rates of this engagement and to reduce the firm's carrying costs for any invoices paid on the Corporation's behalf.

Should you have any questions regarding a bill that the Corporation has received or any work that has been done, please contact me immediately so that any issues can be cleared up as soon as possible.

Daniel J. Finerty **Direct:** 414-226-4807 **Email:** dfinerty@lindner-marsack.com

LINDNER & MARSACK

If the terms set forth above are acceptable, please sign the letter below on behalf of the Corporation and return a copy to me. We look forward to working with you and Anne to ensure that all employment matters are handled thoughtfully and efficiently to accomplish the Corporation's goals and support its economic development mission. Thank you.

Very truly yours,

LINDNER & MARSACK, S.C.

Daniel Finerty

ACCEPTED AND AGREED TO BY:

______________________________ ____________
Jennifer Jin, Chief Legal Officer   Date
Wisconsin Economic Development Corporation

Enclosure – Wisconsin Economic Development Corporation Vendor Terms

cc: Maribeth Karpinski, Firm Administrator

Wisconsin Economic Development Corporation Vendor Terms

1. Conflicts of Interest. Vendor agrees that it will not take any action to compromise or share nonpublic trade secrets, business practices or financial interests of WEDC, its customers, or clients. Vendor further attests that it has no undisclosed conflicts of interests with WEDC. If Vendor fails to disclose a potential conflict of interest, and if WEDC determines such failure to disclose involves a material conflict of interest, Vendor's contract may be declared to be void by WEDC and any amounts paid under the contract may be recovered by WEDC. Vendor shall advise WEDC of any changes in potential conflicts of interest.

2. Nondiscrimination. Consistent with Wis. Stat. § 16.765: In connection with the performance of work under this contract, Vendor agrees not to discriminate against any employee or applicant for employment because of age, race, religion, color, handicap, sex, physical condition, developmental disability as defined in § 51.01(5), sexual orientation or national origin. This provision shall include, but not be limited to, the following: employment, upgrading, demotion or transfer; recruitment or recruitment advertising; layoff or termination; rates of pay or other forms of compensation; and selection for training, including apprenticeship. Except with respect to sexual orientation, Vendor further agrees to take affirmative action to ensure equal employment opportunities. Vendor agrees to post in conspicuous places, available for employees and applicants for employment, notices to be provided by the recipient officer setting forth the provisions of the nondiscrimination clause.

3. Public Records, Recordkeeping, and Record Retention. Vendor understands that this Agreement and other materials submitted to WEDC may constitute public records subject to disclosure under Wisconsin's Public Records Law, § 19.31 et seq. Vendor will mark documents "confidential" where appropriate for financial and other sensitive materials that should be, to the extent possible, be kept in confidence. WEDC will notify Vendor if it receives a public records request for materials marked confidential. Pursuant to §19.36 (3) of the Wisconsin Statutes, all records of Vendor that are produced or collected under this Agreement are subject to disclosure pursuant to a public records request. Vendor shall establish and maintain adequate records of all documentation developed or compiled and expenditures incurred under this Agreement. Vendor, following final payment, shall retain all records produced or collected under this Agreement for three (3) years.

4. Examination of Records. WEDC shall at any time during normal business hours, upon reasonable notice, have access to and the right to examine, audit, excerpt, transcribe, and copy, on Vendor's premises, any of the Vendor's records directly pertinent to this Agreement. This provision shall survive the termination, cancellation, or expiration of this Agreement.

MurphyDesmond S.C.
LAWYERS

PROPOSAL

IN RESPONSE TO
REQUEST FOR QUALIFICATIONS FOR
LEGAL SERVICES
ISSUED BY
WISCONSIN ECONOMIC DEVELOPMENT CORPORATION

JUNE 26, 2019

Submitted by:

MURPHY DESMOND S.C.

33 East Main Street, Suite 500
P.O. Box 53701-2038
Madison, Wisconsin 53703[1-2038]
Phone: (608) 257-7181
Fax: (608) 257-2508

www.murphydesmond.com

I. QUALIFICATIONS

A. Firm Overview and Client Approach

Founded in 1931, Murphy Desmond S.C. is one of the oldest law firms in continuous practice in Madison. We also have offices in Janesville and Appleton.

Murphy Desmond is a full service law firm with approximately 35 attorneys, supported by an experienced staff of legal professionals. Our firm President is female, our most recent associate attorney hire is female, and we recently admitted four new female shareholders—two of which are also ethnic minorities.

Our Mission Statement is, "To pursue client satisfaction passionately through personalized and exceptional service and achieve personal and Firm success in a collegial environment." Murphy Desmond approaches each client's legal challenges as if it were our own, while providing timely, collaborative, innovative, ethical, and efficient solutions. We strive to at all times provide each client with the respect and superior service it deserves.

To this end, Murphy Desmond has recently and repeatedly been selected as a preferred law firm by *In Business* magazine and has received its Executive Choice Award on multiple occasions. Murphy Desmond has also been recognized by numerous other publications, including *U.S. News & World Report*, Best Lawyers in America®, and Martindale Hubbell's "Best Register of Preeminent Lawyers," earning the top rating of AV. Our attorneys are frequent lecturers and authors within their fields of practice and have received numerous independent accolades.

Murphy Desmond is proud to be an active and supportive partner of the community.

B. Practice Areas

Murphy Desmond's practice areas include,

- Administrative and regulatory
- Alternative dispute resolution
- Bankruptcy
- Business
- Creditors' rights
- Criminal defense
- Eminent domain
- Employment
- Environmental
- Estate planning
- Family
- Immigration
- Intellectual property
- Litigation

- Municipal
- Professional licensing
- Real property
- Securities
- Tax
- Venture capital

C. Areas of Law

While Murphy Desmond considers itself proficient in each of the areas identified by WEDC, Murphy Desmond is particularly interested in matters involving WEDC's:

- Constitutional Issues, Government and Public Administration,
- General Corporate Law and Corporate Governance,
- Commercial Lending, and
- Collections

1. <u>Constitutional Issues, Government and Public Administration.</u>

Murphy Desmond has one of the most robust and well-respected municipal practices in the State of Wisconsin. Lawrence E. Bechler, Matthew J. Fleming, William E. Morgan, and Warren P. Kraft have all personally served as corporation counsel and are well-versed in all aspects of government and public administration, including public records laws, open and closed meetings laws, and governmental immunity.

Attorney Hal Harlowe previously served with distinction as a three-time Dane County District Attorney. Stephen L. Morgan was previously an Assistant United States Attorney, and Mario D. Mendoza was previously an attorney with the City of Madison. Attorney Matthew J. Frank was not only an attorney with the Department of Natural Resources for decades, but also a Wisconsin Assistant Attorney General and the Secretary of the Departments of Natural Resources and Corrections.

Our attorneys have successfully litigated dozens, perhaps hundreds, of cases involving state constitutional rights, including due process, equal protection, scope of government authority, professional licensing, criminal, and other municipal or police powers, such as eminent domain, liquor licenses, and zoning. These lawyers include Lawrence E. Bechler, Timothy J. Casper, Matthew J. Fleming, Hal Harlowe, Mark P. Maciolek, Mario D. Mendoza, Stephen L. Morgan, William E. Morgan, Bruce J. Rosen, and Stephen C. Werner, Jr. Attorney Stephen D. Morgan has additionally negotiated and litigated tribal gaming and other compact matters.

2. <u>General Corporate Law and Corporate Governance</u>

Murphy Desmond takes pride in the fact that its history of excellence is rooted in and founded upon general business and corporate law. Our clients range from local Mom-and-Pop operations to international Fortune 500 companies. Lawyers who work on the full range of general business and corporate law matters on a daily basis include: John Paul Croake, Roy N. Fine, Gini L. Hendrickson, Vernon J. Jesse. Daniel J. Lipman, Mario D. Mendoza, Stephen L. Morgan, William E. Morgan, Robert A. Pasch, Nicole I. Pellerin, Jason J. Reed, Brian P. Thill, Connor J. Valentyn, Stephen C. Werner, Jr., and Jane F. (Ginger) Zimmerman.

All or nearly all of our lawyers are currently or have previously served as a director or officer of one or more for-profit or non-profit organizations. In addition, our corporate lawyers handle governance matters for a broad range of business clients. Lawrence E. Bechler, Matthew J. Fleming, and William E. Morgan, serve as legal counsel for numerous municipalities, large and small, and their duties include compliance with applicable procedures and rules of order. Our firm places a premium on understanding and respecting the organizational and legal process, as well as the internal and external dynamics which may influence it.

3. Commercial Lending

As a general business law firm, our attorneys encounter commercial lending issues, from both a lender and borrower perspective, on a daily basis in a variety of different contexts. Our work includes but is not limited to loan origination, counsel opinions, and compliance. Although any particular matter may require the use of one or more other attorneys in our firm, a commercial lending transaction would typically involve one or more of the following lawyers: Kristin K. Beilke, John Paul Croake, Vernon J. Jesse, Daniel J. Lipman, Robert A. Pasch, Nicole I. Pellerin, Jason J. Reed, Brian P. Thill, Stephen C. Werner, Jr., and Jane F. (Ginger) Zimmerman.

4. Collections

Murphy Desmond and its attorneys are literally the authority for collections in the State of Wisconsin. *See, e.g.*, Robert A. Pasch & Brian P. Thill, 12-13 Wisconsin Practice Series: Wisconsin Collection Law (2d ed. 2019); Rebecca R. DeMarb, et al., Wisconsin Business Advisor Series: Collections and Bankruptcy (2018). Our collection attorneys, including Kristin K. Beilke, Charles G. Center, Vernon J. Jesse, Robert A. Pasch, Nicole I. Pellerin, Brian P. Thill, and Jane F. (Ginger) Zimmerman, have over 150 years of collective experience in representing creditors in all aspects of debt collection. This includes drafting and negotiating forbearance agreements and workouts, obtaining judgments, and pursuing post-judgment collections. The experience is varied and our range of clients runs from national corporations and leasing companies with collection matters throughout the State of Wisconsin on the one hand, to regional and local businesses pursuing the collection of accounts receivable. Our attorneys also have experience assisting clients with collections in the context of insolvency proceedings, including Chapter 128 receiverships and all types of bankruptcies. Attorney Nicole I. Pellerin is a Chapter 7 panel trustee for the Bankruptcy Court in the Western District of Wisconsin, and Attorneys Jane F. (Ginger) Zimmerman, Brian P. Thill, and Kristin K. Belike have worked both for Attorney Pellerin, as well as at least one other former bankruptcy panel trustee. Attorney

Zimmerman is currently and Attorney Thill is formerly a Board member of the Bankruptcy, Insolvency, and Creditors' Rights Section of the State Bar of Wisconsin.

D. Government and Outside Funding Experience

Murphy Desmond S.C. currently represents WEDC in collection and related matters.

Attorneys Lawrence E. Bechler, Matthew J. Fleming, William E. Morgan, and Warren P. Kraft each currently and have for multiple decades represented municipalities. These municipalities routinely offer tax incremental financing and other economic and community development loans, grants, and other similar programs.

Attorneys Robert A. Pasch, Stephen L. Morgan, Matthew J. Frank, Stephen C. Werner, Jr., Jane F. (Ginger) Zimmerman, Vernon J. Jesse, Jason J. Reed, John Paul Croake, and Connor J. Valentyn have all represented either angel investors or venture capitalists or entities that have sought angel investment or venture capital.

The following attorneys have practiced in a body politic: Stephen L. Morgan (United States Attorney's Office); Matthew J. Frank (Wisconsin Department of Natural Resources and Wisconsin Department of Corrections); Hal Harlowe (Dane County District Attorney); William E. Morgan (Green County); and Mario D. Mendoza (City of Madison).

Attorney Brian P. Thill has previously represented the Wisconsin Housing and Economic Development Corporation at another firm.

E. Equal Opportunity Employer

Murphy Desmond S.C.'s Employee Handbook reads in relevant part as follows,

The Firm is committed to providing equal opportunity in employment to qualified individuals with disabilities. The Firm agrees to employ, advance in employment and otherwise treat qualified individuals without regard to their disability in all employment practices, including the following: employment, upgrading, demotion or transfer, recruitment, advertising, layoff or terminations, compensation and benefits, and selection for training.

The Firm will attempt to accommodate disabled employees and job applicants to enable them to perform the essential functions of their jobs in a safe and efficient manner. The Firm will afford reasonable accommodation to qualified applicants and employees with a known disability, provided that the accommodation does not cause undue hardship to the Firm or, irrespective of the accommodation, that such individuals do not pose a direct threat to the health and safety of themselves or others.

Employees with a disability may inform their supervisor or the Firm Office Manager of the disability and provide suggestions on how the Firm may reasonably accommodate them.

The Firm handles such requests in a manner designed to keep the matter as confidential as possible under the circumstances.

II. POTENTIAL CONFLICTS OF INTEREST.

Murphy Desmond S.C. currently represents WEDC in multiple collection and related matters. To the best of our knowledge, Murphy Desmond does not currently hold or represent any interest directly adverse to WEDC.

Should WEDC request disclosure relating to Murphy Desmond's representation of any interests adverse to the State of Wisconsin in general, such information can be provided. However, we understand that representation of interests adverse to the State of Wisconsin, including but not limited to, criminal or tax matters, is not a conflict of interest with respect to any representation of WEDC.

June 25, 2019

<u>SENT VIA EMAIL ONLY</u>
Jennifer Jin, Chief Legal Officer
Wisconsin Economic Development Corporation
201 West Washington Ave., 6^{th} Floor
Madison, WI 53703
Jennifer.jin@wedc.org

Dear Jennifer:

We are responding to WEDC's June 6, 2019 Request for Qualification for Legal Services. We would be privileged to provide employment law, and general corporate and corporate governance legal services to WEDC.

Lake Effect HR & Law is a woman-owned firm started in 2018 in Madison. We currently employ 3 attorneys and 2 HR professionals. As a blended employment law and comprehensive HR services firm, Lake Effect HR & Law is uniquely qualified to partner with WEDC in the management of your legal needs. At Lake Effect HR & Law, our mission is to maximize each client's workplace potential with a commitment to kindness, true partnership and exceptional service.

Partnering with Lake Effect HR & Law provides WEDC with the following benefits:

- Support of a team of attorneys and HR professionals with decades of legal, executive and management experience
- Legal advice and counsel across the HR and employment law spectrum
- Breadth of experience in HR, compliance, and benefits and payroll
- Customized solutions without administrative bureaucracy
- Up-to-date compliance knowledge, teamed with an understanding of how compliance meets *<u>your</u>* culture and reality
- Interactive and energetic presenters for trainings

Lake Effect HR & Law's team is comprised of community volunteers active on a variety of issues, including historical preservation, social services, education and access, women's and children's issues, the arts, specific health causes, environmental issues, and the like. Additionally, Lake Effect HR & Law provides financial support to the organizations in which we are involved professionally and personally. We take seriously the importance of promoting diversity and inclusion in our own firm, in the legal profession, and within all work places. We are involved in our communities and with organizations to promote practices and policies that promote diversity and inclusion, and to learn how we can also improve in this arena.

Both Lake Effect HR & Law count many non-profits, as well as small businesses, as their clients. Nearly 40% of Lake Effect HR & Law's clients are non-profits and nearly 60% are small businesses.

Jane Clark, Sheila Conroy, and Hannah Renfro are licensed attorneys with significant in-house employment law and private practice experience. Jane Clark is also a licensed broker for health, accident experience with state government as a former Director of the Wisconsin Office of State Employment Relations and Division Administrator at the Department of Administration. Hannah Renfro, as you know, was general counsel for the former Department of Commerce and WEDC for almost 7 years, following a career in private practice. Leann Ploessl and Tricia Perkins are HR Advisors each with nearly 20 years of HR and benefits experience, both in-house and embedded with consulting clients. Furthermore, Lake Effect HR & Law has established a deep bench of experts with whom we partner on other aspects of HR Services, such as recruiting and compensation analysis.

Lake Effect HR & Law's services include: counsel on HR policies and handbook, separation and other employee agreements, FLSA compliance, job descriptions, disability accommodation, employee on-boarding and off-boarding process, and conflict resolution. We also provide trainings on anti-harassment, leadership development, and communication. More detail is provided in Attachment 1.

Pursuant to the RFQ, attached are the following documents:

- Attachment 1: Information about Lake Effect HR & Law's services, and bios of our attorneys and HR professionals, each of whom may be involved with work for WEDC should we be selected to provide legal services to WEDC
- Attachment 2: Client References
- Attachment 3: Cost Sheet
- Attachment 4: Lake Effect HR & Law's Mission, Vision, and Core Values
- Attachment 5: Lake Effect HR & Law's W-9
- Attachment 6: Lake Effect HR & Law's standard engagement agreement

Thank you for the opportunity. Please let me know if there is any additional information we can provide.

Kindest regards,

Hannah L. Renfro
Attorney
Lake Effect HR & Law

LAKE EFFECT AT EVERY STAGE OF THE EMPLOYMENT CYCLE

Strategic Solutions, Practical Counsel, Exceptional Service

Organizational Culture

Compliance Meets Culture

Creating a Dynamic Work Environment

- Benefits Selection & Administration
- Compensation and Perks
- Employee Handbooks, Policies & Process Development
- Foster and Support your Culture and Strategic Goals

Engaging the Right People for the Organization

- Job Descriptions & Postings
- Recruiting, Onboarding & Background Checks
- Employee Agreements (non-competition, non-solicitation, non-disclosure)
- Form I-9 Administration

Compliance Meets Reality

Maximizing the Workplace Potential

- Training & Professional Development
- FLSA Wage & Hour Issues
- Performance & Behavior Management
- Employee and Executive Coaching
- Workplace Investigations
- Payroll Administration and Compliance

Managing Organizational & Employee Transitions

- Employee Leave Management (FMLA, ADA, WC)
- Layoffs & Reductions in Force
- Workplace Violence & Mental Health Management
- Separation and Settlement Agreements
- Employee Off-boarding and Exit Interviews
- COBRA Administration
- Defense in Administrative Agencies or Court

LAKE EFFECT
HUMAN RESOURCES & LAW

STRATEGIC HUMAN RESOURCES & EMPLOYMENT LAW

UNIQUELY QUALIFIED
TO MANAGE YOUR HUMAN RESOURCE & HR LAW NEEDS

Our team is comprised of an amazing group of HR and legal champions, bursting with knowledge & experience, packed with personality, determined to solve your puzzle, devoted to caring for your mission and vision, and dedicated to doing the right thing.

Expertise

We have decades of legal, executive and HR experience, education & licensure.

Solutions

We offer HR & legal services tailored to fit your organization's needs and culture.

Compliance

We'll help you to achieve compliance with federal, state and local laws & regulations.

Commitment

We are dedicated to exceptional service and a true partnership with our clients.

Strategic Solutions   Practical Counsel   Exceptional Service

YOUR PARTNER
AT EVERY STAGE OF THE EMPLOYMENT CYCLE

Creating a Dynamic Work Environment

Benefits Selection & Administration
Compensation and Perks
Employee Handbooks, Policies & Process Development
Foster and Support your Culture and Strategic Goals

Engaging the Right People for the Organization

Job Descriptions & Postings
Recruiting, Onboarding & Background Checks
Employee Agreements (non-competition, non-solicitation, non-disclosure)
Form I-9 Administration

Maximizing the Workplace Potential

Training & Professional Development
FLSA Wage & Hour Issues
Performance & Behavior Management
Employee and Executive Coaching
Workplace Investigations
Payroll Administration and Compliance
Employee Leave Management (FMLA, ADA, WC)

Managing Organizational & Employee Transitions

Layoffs & Reductions in Force
Workplace Violence & Mental Health Management
Separation and Settlement Agreements
Employee Off-boarding and Exit Interviews
COBRA Administration
Defense in Administrative Agencies or Court

Our mission is to maximize each client's workplace potential with a commitment to kindness, true partnership and exceptional service.

LAKE EFFECT
HUMAN RESOURCES & LAW

Lake Effect HR & Law, LLC
10 E. Doty Street, #701
Madison, WI 53703

888-333-5253 (LAKE)
info@le-hrlaw.com

Lake Effect Human Resources & Law, where Compliance Meets Culture

Workshops *and Trainings*

You want to provide the best for your employees, but you don't necessarily have all the tools in house to give them all the skills and knowledge they need. At Lake Effect HR & Law, our attorneys and HR professionals are experienced and engaging trainers. We help guide your team to the next level with effective training that reflects your unique culture and values. Our broad experience and energetic delivery make up our secret sauce. We get your team talking, laughing, feeling comfortable – they learn and have fun! And we always get invited back. Schedule a session, and you will see for yourself.

Respectful Workplace / Anti-Harassment

Respectful Workplace for Employees

During this interactive one-hour session, tailored to your specific workforce and workplace, employees review your company's anti-harassment policy, discuss behaviors that may be unacceptable in the workplace and learn how to report harassment. Our trainers use real-life examples and scenarios to provide attendees an opportunity to assess and discuss what may rise to the level of inappropriate harassment or discrimination. We recommend this training be offered in conjunction with our Respectful Workplace for Supervisors.

Respectful Workplace for Supervisors

This training, tailored to your specific workforce and workplace, is specifically directed at managers and supervisors to address their enhanced responsibilities and roles in providing a safe and respectful workplace for all employees. In this one-and-a-half-hour interactive training session, supervisors and managers review your company's anti-harassment policy, discuss behaviors that may be unacceptable in the workplace, explore their additional responsibilities in providing a safe and respectful workplace for all employees, and learn how to respond to a report or observance of harassment.

Respectful Workplace for California Supervisors: Sexual Harassment and Abusive Conduct Prevention

During this two-hour California compliant training, supervisors review Federal and California harassment and discrimination law, your company's anti-harassment policy, how to respond and/or report harassment, including abusive conduct, and their additional responsibilities in providing a safe workplace for all employees. Supervisors and managers also learn how to respond to a report or observance of harassment.

Safety

Increasing Safety Awareness in your Workplace

In this session, we discuss the overall importance of safety in the workplace and how it can positively impact employee morale and workers' compensation metrics. We review how to make safety part of your mission, vision, and values, and we suggest safety practices you might consider incorporating into your daily, weekly, and monthly operations. This session also includes an open dialogue portion, providing participants an opportunity to share their safety practices/ideas, ask questions about safety, and hear feedback from others.

HR Compliance

HR Basics

This training can be structured as a one-time, high-level overview of a variety of topics or as a series of discussion sessions that promote a closer examination of one or two topics. The goal is to review the employee life cycle and common HR challenges, pitfalls and risks, and then discuss ways to boost employee engagement and development. Possible modules include the following:

- Hiring: sources of candidates, timing in relation to needs, nature and classification of positions, job postings, job descriptions, background checks, drug screens, reference checks, offer letters, employment agreements, and non-competition and non-disclosure agreements
- Start of Employment: design and completion of new hire paperwork, verification of Forms I-9, employment law posters, and relevant handbook policies (things to consider when hiring your first employee, remote worker, out-of-state employee)
- Onboarding: ensuring a warm welcome from day one onward, and determining what training on policies, practices and systems is necessary
- Employee File Maintenance: structure and content of employee files, including benefits/confidential files, and Form I-9 files, as well as access to and retention of files
- Overview of Employment Laws: employment at-will, state and federal wage and hour laws, classification of employees as exempt or nonexempt, payment of overtime, permissible "comp" time, breaks from work, and payment of final paycheck
- Best Practices and Policies: recommended provisions for your handbook and relevant training for your staff

New Employee Onboarding That Engages

Attracting and finding the right team members who are committed to your organization's mission and values is just the first step in introducing new talent to your organization's culture. In this workshop, we define how managers, with the assistance of human resources, can immerse new talent in your company culture and make them feel part of your unique community.

Managerial Development

Behavioral Interviewing & Recruiting Best Practices

When recruiting, most of us recognize the importance of hiring the most qualified candidate for the job, but do we ask the next key question: will that candidate be successful working in your organization's culture? In this training session, we help your hiring team design interview questions that are aligned not only with the required job skills, but also with your organization's values – questions that help the team predict a candidate's success in meeting the needs of the job, the team and the organization.

Consistently Apply Policies & Procedures yet Individually Manage Employees

Often, supervisors and managers are promoted from within because they are good at their jobs, not because they have superb managerial skills and know all of the organization's policies and procedures. In this workshop, we discuss the importance of applying your policies consistently, the reasoning behind the policies, and the challenge of "managing in the grey areas", where compliance meets reality and your culture, to meet the individual needs of employees. We have found that this training provides managers with a more robust understanding of workplace policies, and often leads to clarification of policies.

To Meet or To Exceed: Productive Performance Evaluation Discussions

This manager-focused workshop equips your managers with the tools they need to help your employees thrive. The training includes a review of your organization's performance management resources and tools; how to prepare for productive performance evaluation conversations; how to set effective and meaningful goals that support your mission, vision, values and strategic plan; and how to identify behaviors that meet and exceed expectations.

Employee Recognition & Engagement

Starting with a review of your mission, vision, values and strategic plan, this workshop explores the importance of employee recognition and engagement. We offer managers effective, innovative ideas for recognizing staff achievements and successes, and we help them develop employee engagement tools that can propel your organization to the next level.

Paying Attention: Communicating in the Workplace

This workshop focuses on best practices for fostering effective and meaningful communication among coworkers, both in individual and group settings. Topics include effective formats, methods, and timeframes for onsite and virtual meetings; effectively using techy and old school meeting methods; and reviewing the physical and virtual design of meeting spaces, and their positive or negative impact on workplace communication. This training can also be extended to explore more detailed meeting management practices, email communications, and workplace time management.

Team Development

Building & Strengthening a Team

In this half-day workshop, team members learn about the DiSC model and have an opportunity to review their own DiSC profiles in general terms. Once attendees have a basic understanding of the model and their unique styles, the group reviews the different styles and discusses the typical communication patterns and work approaches for each profile. At the end of the session, team members better understand how to effectively connect and interact with their co-workers, resulting in a more cohesive and empathetic team.

HR Aligned with Strategy

Strengthen Your Workplace Culture by Creating Strategic Goals Aligned with your Mission

Employees want work that is meaningful, purposeful, and makes a positive contribution to the greater good. By aligning your organization's strategic goals to the greater good – your organization's mission and values – and then linking individual goals directly to that greater good, you can easily provide your employees with a purpose. When employees find meaning in their work, they are more likely to be engaged and often report higher levels of job satisfaction. In a recent survey, only 14% of employees responded that they understood their organization's strategy. Learn how to turn the tide.

Coaching and Development: Create Individual Goals Aligned with Strategic Direction

This workshop focuses on training your managers and leaders to establish growth-oriented goals for staff development. We start by reviewing and understanding the organization, its strategic goals, and department plans and initiatives to meet those goals. Next, we address how to establish a growth mind-set among team members and set measurable growth goals. By the end of the training, team members are able to generate departmental and employee goals that are aligned with the organization's values and strategic plan.

JANE D. CLARK, J.D.

CEO & Managing Partner

jclark@le-hrlaw.com

10 E. Doty Street
Madison, WI 53703

(608) 335-5241

EXPERIENCE

Jane Clark is the Founder, CEO and Managing Partner of Lake Effect HR & Law, a firm devoted exclusively to representing and advising employers on all facets of HR and Employment Law. She has 20 years of human resources, labor, payroll and benefits experience as a law firm attorney, Director of HR at a multi-site Wisconsin company, and as Chief Operating Officer at a statewide comprehensive HR company. She has advised on employment law matters and human resources, payroll and benefits administration on behalf of for-profit and not-for-profit clients throughout Wisconsin and the U.S.

Jane has deep employment law, HR, payroll and benefits experience, and is a frequent speaker on a variety of HR and employment law topics, including anti-harassment, wage and hour, independent contractor compliance, social media, employee management and performance, and much more. Over the years, she has partnered with established and start-up companies and non-profit organizations in various industries to provide employment law services and stand-alone human resources services, as well as integrated human resources, payroll and benefits services. Jane is also licensed as a broker for health, life and disability insurance.

Since 2008, Jane has served as a Dane County (Wisconsin) Court Commissioner, a position to which she was appointed by Dane County Circuit Court Judge William Hanrahan. Previously, Jane was an attorney with Wisconsin based law firms Clark &

Gotzler (Madison), Chernov, Stern & Burbach (Milwaukee) and Balisle & Roberson (Madison). She has extensive legal experience in diverse areas, including employment, family, real estate, appellate, and corporate law. During her career, Jane has advised clients on wide-ranging employment matters, from COBRA, ADA and ACA guidance to harassment and discrimination claims, from labor relations to wage and hour compliance.

Professional Affiliations

- State Bar of Wisconsin, Labor & Employment Section
- Society for Human Resources Management (SHRM)

Bar & Court Admissions

- Wisconsin (1995)
- U.S. District Court, Federal District of Wisconsin (1995)

Education

- University of Wisconsin Law School (J.D., 1995)
  - Recipient of the Shaw Fellowship
- Amherst College, Amherst, MA, cum laude (B.A., 1992)
  - Recipient of the Friends of Amherst Athletics Award
  - Women's Tennis, Captain

Honors & Recognition

- Greater Madison "40 Under 40" recipient
- Brookfield Academy Athletic Hall of Fame two-time inductee

Community Involvement

Jane is an active volunteer on educational, preservation, political and women's and children's issues. Her current involvements include the following:

- Taliesin Preservation Inc. Board of Directors
- Destination Madison Board of Directors
- Edgewood High School Athletic Association Board
- Park Bank Board of Directors
- Blessed Sacrament Education Advisory Committee

Past involvements include the following organizations:

- Doyenne Group (Madison)
- Madison Area Sports Commission
- YMCA of Dane County
- Associated Bank Regional Advisory Board (Madison)
- Wisconsin Women's Council (Madison)
- WPS Insurance Company Subscriber Advisory Council
- TEMPO Madison Membership Committee (Madison)
- Blessed Sacrament School Education Commission (Madison)
- Blessed Sacrament School Endowment Committee (Madison)
- Henry Vilas Zoo Auxiliary Board (Madison)
- Legal Association of Women (Madison)
- American Heart Association (Madison)
- Camp Randall Rowing Club (Madison)
- Preschool for the Arts (Madison)
- Dane County Bar Association Family Law Clinic (Madison)
- Madison Children's Museum (Madison)
- Family Services of Milwaukee (Milwaukee)
- Task Force of Family Violence (Milwaukee)
- WI AIDs Fund (Milwaukee)
- Council for the Spanish Speaking (Milwaukee)
- Association of Women Lawyers

Personal

Jane lives with her husband, three sons, and adorable dogs. Her husband is the Head Coach of the University of Wisconsin Men's Rowing Team. In her spare time, Jane enjoys playing tennis, cooking, reading, spinning, doing yoga, going on long walks, and watching her sons' sports.

SPEAKING ENGAGEMENTS

"Live Your Mission: Aligning HR with Your Mission"

- Community Foundation for the Fox Valley Region's Nonprofit Leadership Initiative, Appleton, WI (January, 2019)

"Live Your Mission: Strengthen Your Workplace Culture by Creating Strategic Goals Aligned with Your Mission"

- Numbers 4 Nonprofits, Madison, WI (January, 2019)

"Develop Your Employees and Grow Your Business"

- Tri-State Human Resources Association, Dubuque, WI (January, 2019)

"Deciding Whom To Hire And When: Employees vs Independent Contractors"

- Starting Block Madison's Talent Maximizer Workshop (October, 2018).

"Higher Quality Hiring: How to Grow Your Workforce with Intention"

- Forward Tech Fest, Madison, WI (August, 2018).

"Is the Gig Up? Independent Contractor Compliance,"

- State Bar of Wisconsin, Madison, WI (May 23, 2018).

"Best HR Practices for Non-Profits: Independent Contractors, Anti-Harassment, and Managing Employee Turnover"

- Wegner CPAs HR Roundtable, Milwaukee, WI (February, 2018).

"Live Your Mission: Align HR With Strategy "

- Community Foundation for the Fox Valley Region's Non-profit Leadership Initiative, Appleton, WI, seminar (January, 2018).

"Organizations Dedicated to Supporting Women"

- Launch Wisconsin Conference, Green Bay, WI, panel (October, 2017).

"Wage & Hour Review, Update and Projections"

- Tricom Industry Insider Webinar Series, webinar (October, 2017).
- Greater Madison Chapter of the American Payroll Association, Madison, WI seminar (August, 2017).

"FMLA Master Class: FMLA Eligibility, Managing Serious Health Conditions, Meeting Deadlines, Mastering Tough FMLA Issues, and Coordinating FMLA, ADA and Workers Compensation"

- BLR FMLA Master Class, seminar (September, 2017)

"Workplace Investigations in the Staffing Industry"

- WI Association of Staffing Services, webinar (June, 2017)

"A Review of the DOL's NEW Overtime Final Rule and Its Potential Impact on the Staffing Industry"

- Tricom Industry Insider Webinar Series, webinar (May, 2016).

"The New FLSA Exemption Rule – Impact on Non-Profit Employers"

- Kollath & Associates, CPA, LLC, and Numbers for Nonprofits Breakfast With Benefits Series, Madison, WI (June, 2016).

"The DOL's NEW Overtime Final Rule and Its Impact on Your Organization"

- Women President's Organization, Milwaukee, WI (June, 2016).
- "Legal Aspects of Workplace Investigations"
- Metro Milwaukee SHRM and ASIS Investigations Conference, Milwaukee, WI (May, 2016).

"Affordable Care Act Primer: What Employers Need to Know"

- Wisconsin Manufacturing Extension Partnership, Milwaukee, Madison, and Appleton, WI (May, 2012).
- Wisconsin Manufacturing Extension Partnership, Milwaukee, Madison, and Appleton, WI (May, 2013).
- CK Accounting Client Seminars, Madison, WI (December, 2012).
- North American Association of Inventory Services, Milwaukee, WI (May, 2013).
- Greater Madison Area Society for Human Resources Management, Madison, WI (May, 2013).
- QTI Human Resources Education Series, Madison, WI (June, 2013).

"Affordable Care Act Impact on Small Businesses"

- Greater Madison Chamber of Commerce, Madison, WI (September, 2014).
- University Research Park, Madison, WI (September, 2014).

"Social Media in the Workplace: Dos and Don'ts"

- Wisconsin Bankers Association, Wisconsin Dells, WI (May, 2011).
- BioForward, Madison, WI (June, 2011).
- Community Bankers Association, Lake Geneva, WI (September, 2011).
- Greater Madison Area Society for Human Resources Management, Madison, WI (May, 2012).
- Sun Prairie Chamber of Commerce, Sun Prairie, WI (July, 2013).
- Wausau Chamber of Commerce, Wausau, WI (August, 2013).

"Supervisory Skills 101: Dos and Don'ts"

- BioForward, Madison, WI (June, 2011).
- Sauk County Society for Human Resources Management, Baraboo, WI (October, 2011).
- Portage, WI Chamber of Commerce, Portage, WI (May, 2012).
- Wisconsin Dental Association, Annual Conference, Madison, WI (May, 2012).

"How to Manage Difficult Employees and Situations"

- CK Accounting Client Seminars, Madison, WI (December, 2012).
- Wisconsin Dental Association, Annual Conference, Wisconsin Dells, WI (May, 2013).
- Wisconsin Association of Legal Administration (WALA), Madison, WI (March, 2013).

"HR Basics: Employee Files, Handbooks, and FLSA Classifications"

- Schenck Client Education Series, Milwaukee, Oshkosh, and Fond du Lac, WI (March, 2013).

- Wisconsin Dental Association, Annual Conference, Milwaukee, WI (November, 2014).

"Employee Coaching and Professional Counseling to Minimize Liability"

- Racine Department of Workforce Development, Racine, WI (October, 2012).
- Racine Department of Workforce Development, Racine, WI (September, 2013).
- Racine Department of Workforce Development, Racine, WI (February, 2014).
- Schenck Client Education Series, Milwaukee, Oshkosh, and Fond du Lac, WI (March, 2013).

"Emerging HR Needs for Start-ups"

- SCORE, Madison WI (May, 2012).
- Madison Media Institute, Madison, WI (February, 2013).

"Managing the HR Side of a Dental Practice"

- Marquette Dental School, Milwaukee, WI (September, 2012).
- Washington and Ozaukee Dental Society, Mequon, WI (October, 2012).

"HR Support for Non-Profits"

- Madison College (MATC), Non-Profit Management Course, Madison, WI (March, 2012).
- Madison College (MATC), Non-Profit Management Course, Madison, WI (March, 2013).
- Madison College (MATC), Non-Profit Management Course, Madison, WI (March, 2014).

"Supervisory Development for Women Leaders"

- YWCA of Dane County, Y Women Lead Program, Madison, WI (May, 2015).
- YWCA of Dane County, Y Women Lead Program, Madison, WI (May, 2015).

"Common HR Issues and Problems"

- Schenck Client Education Series, Milwaukee, Oshkosh, and Fond du Lac, WI (March, 2013).

"HR Partnership Options for Organizations"

- Affiliated Staffing Groups National Conference, Madison, WI (May, 2014).

"Non-Profit Economic Impact on Madison"

- Association of Fundraising Professionals, Madison, WI (September, 2014).

"Effective Employee Engagement"

- Wisconsin Manufacturing Extension Partnership (WMEP) Manufacturing Matters, Milwaukee, WI (May, 2012).

"Non-Profit Leadership Succession and Transitions"

- Marquette University and QTI Group Client Education, Milwaukee, WI (May, 2012).

"Doing More with Less: Effective Human Resources for Your Non-Profit in a Down Economy"

- Forward Community Investments, Madison, WI (October, 2011).

"Supervisory Lessons Learned"

- Numbers 4 Nonprofits Client Seminars, Madison, WI (September, 2015).

Sheila M. Conroy, J.D.

Partner

sconroy@le-hrlaw.com

10 E. Doty Street
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(608) 770-5732

EXPERIENCE

Sheila has been a part of the legal team at Lake Effect HR & Law from its opening day in 2018. From 2016 to 2018, Sheila worked with most of the Lake Effect team at Clark & Gotzler. Sheila has over 15 years of experience litigating employment cases and counselling private and public sector employers in employment and human resources matters.

Ms. Conroy's prior experience representing employers includes private practice in Chicago and Milwaukee. She began practicing in Chicago at Wildman, Harrold, Allen & Dixon and continued at Franczek, Sullivan P.C, a boutique management-side labor and employment firm where she developed considerable litigation experience. Sheila later practiced at Friebert, Finerty & St. John, S.C. in Milwaukee.

While working in private practice, Sheila advised large and small businesses on a range of employment issues including interview and hiring processes, employment agreements and handbooks, employee performance monitoring and reviews, FMLA and other leave policies, drug and alcohol testing, sexual harassment complaints and investigations, and other EEO compliance issues. Sheila's practical approach to employment law has always focused on helping each client maintain a productive, positive work force by implementing effective employment policies and practices. Sheila also has experience litigating employment discrimination, wage and hour, and tort claims before courts and administrative agencies.

Sheila has applied her employment relations and human resources expertise in the public sector, as well. During her tenure as Director of the State of Wisconsin Office of

State Employment Relations (OSER), she oversaw the implementation of human resources policies and programs for state employees, the development of affirmative action and EEO initiatives across state agencies, and the negotiation and administration of collective bargaining agreements with unions representing over 30,000 state employees.

Professional Affiliations

- State Bar of Wisconsin
- Society for Human Resources Management

Bar & Court Admissions

- Wisconsin (2003)
- Illinois (1991)
- U.S. District Court, Northern District of Illinois (general bar 1991; trial bar 1998)
- U.S. Court of Appeals for the Seventh Circuit (1994)

Education

- University of Michigan Law School, cum laude (J.D. 1991)
- Marquette University, Milwaukee, WI, summa cum laude (B.A. 1988)
  - Phi Beta Kappa

Community Involvement

- Madison Public Library Foundation, Board of Directors
- Badger United, Board of Directors

Past involvements include the following organizations:

- UW Carbone Cancer Center, Advisory Board of Directors
- Girls on the Run of Dane County, Board of Directors and Coach
- Operation Fresh Start, Volunteer Tutor

Personal

Sheila currently lives in Madison with her husband and three daughters. She enjoys running, biking and a really strong cup of coffee afterward.

Tricia Perkins, SPHR, SHRM-SP

Senior Strategic HR Advisor

tperkins@le-hrlaw.com

10 E. Doty Street
Madison, WI 53703

(608) 658-6251

EXPERIENCE

Tricia has been part of the Lake Effect HR & Law team since its opening day, in 2018. Lake Effect HR & Law's clients benefit from Tricia's 20 plus years of diverse experience in the Human Resources profession. Prior to joining Lake Effect, she worked with most of the Lake Effect team, in the same capacity, at Clark & Gotzler, Attorneys at Law and has held HR consultancy roles, including at her own consulting firm, advising leadership of start-ups, small and large business and non-profits. Prior to consulting, Tricia held various in-house human resources positions in the hospitality, property management and financial industries.

Tricia is frequently retained by clients to navigate difficult employee situations, align HR processes with the organization's culture, conduct sensitive workplace investigations based on harassment and discrimination, facilitate mediations to improve workplace relationships and train staff on management development and compliance topics, such as interviewing, performance management, professionalism and anti-harassment. Tricia is a certified trainer in DiSC and Myers-Briggs.

Key Accomplishments

- Strategic HR consultant advising senior leaders on employee-related issues, employment law compliance and HR policies aligned with best practices and the strategic direction of the organization
- Customer service focused, senior level HR professional with expertise in employee relations, policy writing, training, investigations, HR assessments, performance management, interview and I-9 compliance

- Energetic, interactive presenter identifying training solutions, creating content and facilitating supervisory and compliance-related workshops to develop a strong leadership team
- Thorough interviewer conducting sensitive workplace investigations in response to harassment or discrimination allegations

Professional Affiliations

- Society for Human Resource Management (SHRM)
- Greater Madison Area Society for Human Resource Management (GMASHRM)
- Fox Valley Society for Human Resources (FVSHRM)

Education

- University of Wisconsin Stout, Menomonie, WI -- BS Hospitality and Tourism Management

Certifications & Licenses

- Senior Professional in Human Resources (SPHR), 2004
- SHRM Senior Certified Professional (SHRM-SCP), 2015
- DiSC
- Myers-Briggs Type Indicator (MBTI)

Personal

Tricia is always ready for the next adventure, whether it a muddy mountain bike race or jumping from a plane. She looks forward to her next fun experience with friends and is always game for a bike ride, hike, paddle or cross-country ski.

Community Involvement

- Olbrich Botanical Society, Board Advisor (Madison)
- Best Friends of Neenah-Menasha Personnel Committee (Neenah)

Speaking Engagements

Tricia has been presenting to clients and partners for many years. As a certified DiSC trainer, she regularly presents on management development, HR compliance, and strategic organizational culture alignment related topics and issues. Tricia has also been sharing her knowledge and experience with local SHRM Chapters and Associations since 2013. Following are her most recent speaking engagements:

"Live Your Mission: Aligning HR with Your Mission"

- Community Foundation for the Fox Valley Region's Nonprofit Leadership Initiative, Appleton, WI (January, 2019)

"Live Your Mission: Strengthen Your Workplace Culture by Creating Strategic Goals Aligned with Your Mission"

- Numbers 4 Nonprofits, Madison, WI (January, 2019)

"Develop Your Employees and Grow Your Business"

- Tri-State Human Resources Association, Dubuque, WI (January, 2019)

"The Difficult Employee"

- StartingBlock Madison, Madison, WI (November, 2018)

"Higher Quality Hiring: How to Grow Your Workforce with Intention"

- Forward Festival, Madison, WI (August, 2018)

LAKE EFFECT
HUMAN RESOURCES & LAW

Leann Ploessl
Strategic HR Advisor
lploessl@le-hrlaw.com

10 E. Doty Street
Madison, WI 53703

(608) 332-0949

EXPERIENCE

Leann has been part of the Lake Effect HR & Law team since its opening day, in 2018. Prior to that, she worked with the core of the Lake Effect team, in the same capacity, at Clark & Gotzler, LLC. Leann brings more than 12 years of experience in the Human Resources profession to her position at Lake Effect. Throughout her career, Leann has held Generalist, Solo Practitioner and Manager level roles in various industries, including retail, direct marketing, manufacturing, and professional services. She has experience in a variety of topics, including, benefits administration, compliance/benefit audits, employee relations, COBRA, FMLA, performance management, recruitment, and compensation. She has been involved in various projects dealing with downsizing workforce, compliance management, ACA compliance, discipline and discharge issues, harassment investigations, and policy and procedures review and development.

Leann has been highly involved with safety in a manufacturing setting in her former role. She acted as part of the safety committee team and was involved with a multitude of safety initiatives, including training, accident investigations, identifying hazards and controls, SDS management, and inspections. Leann is in the process of obtaining her Advanced Safety Certification from the National Safety Council.

Leann graduated from University of Wisconsin Platteville and attained the SHRM Certified Professional (SHRM-CP) certification. She is a member of Society for Human Resource Management (SHRM) and Greater Madison Area Society for Human Resource Management (GMASHRM).

Key Accomplishments

- Administered employee benefits plans, including annual renewal implementation and education of employees.
- Participated in organizational Strategic Planning objectives.
- Managed employee leaves of absence, including FMLA, disability and Worker's Compensation related leaves.
- Managed ACA compliance and reporting.
- Coached management and employees on performance and behavior issues, from tailored coaching through termination.
- Managed performance management programs including analyzing performance and goal setting.
- Conducted workplace investigations, ranging from performance through harassment and discrimination.
- Advised and assisted on downsizing workforces, including facilitating employee meetings and communications.
- Managed recruitment efforts for a large regional employer.
- Served as an interim HR Manager during a client's transition of HR leadership.

Professional Affiliations

- Society for Human Resource Management

Education

- University of Wisconsin Platteville – BA in Business Administration – Minor in Human Resources

Honors & Recognition

- SHRM Certified Professional (SHRM – CP)

Personal

- Leann lives in Mount Horeb with her husband and 3 young children. She enjoys any free time she can get to spend on the Mississippi River.

HANNAH L. RENFRO, J.D.

Attorney
hrenfro@le-hrlaw.com

10 E. Doty Street
Madison, WI 53703

(262)220-4809

EXPERIENCE

Hannah Renfro is an attorney with Lake Effect HR & Law, a firm devoted exclusively to representing and advising employers on all facets of HR and Employment Law. Hannah has over 15 years of experience representing clients on a wide range of matters, including employment litigation; crisis and communication management; governmental relations; compliance and risk management; strategies for hiring and retaining staff; and general employment matters. She has argued before the Wisconsin Supreme Court, the 7th Circuit Court of Appeals, and several circuit courts and administrative bodies.

Hannah served as Chief Legal Officer at the Wisconsin Economic Development Corporation for 7 years. She was instrumental in creating the organization and establishing its legal and compliance functions. Hannah oversaw the development of the organization's policies and procedures, and training the Board of Directors, officers, and employees on those policies and procedures. She also oversaw programmatic audits of the organization and represented it at legislative hearings. Hannah worked closely with her colleagues in HR on policies, staffing, training, terminations, investigations, and other employment matters. She also managed her own team of professionals in the legal and compliance departments, and assisted with the organization's strategic and operational plan development.

In addition to her in-house experience, Hannah practiced at Foley & Lardner (Madison), Godfrey & Kahn (Madison), and Rathje Woodward (Madison). While in private practice, Hannah litigated complex commercial matters involving non-compete agreements, employment discrimination, intellectual property and contract disputes, antitrust law, and campaign finance. She also has a broad range of experience in advising clients on how to avoid litigation and negotiating matters when disputes arise.

Public service drove Hannah to a legal career, and this dedication has always played a significant role in Hannah's personal and professional life. She has been involved in pro bono work ranging from an immigration asylum matter to representing youth at detention hearings.

Professional Affiliations

- State Bar of Wisconsin

Bar & Court Admissions

- Wisconsin
- U.S. District Court, Western District of Wisconsin
- U.S. District Court, Eastern District of Wisconsin

Education

- University of Wisconsin Law School (J.D., 2004) (top 15%)
    - UW Law School Non-Resident Merit Based Scholarship, 2001 – 2004
    - *Wisconsin Women's Law Journal*
    - Children's Justice Project, Co-Founder
- University of Kentucky (B.A., 2000)

Honors & Recognition

- **2009 Dane County Bar Association, Individual Attorney Pro Bono Award**
- 2007 Lynford Lardner Award
- 2004 American Academy of Matrimonial Lawyers, Leonard Loeb Scholarship
- 2002 Equal Justice America Award

Community Involvement

Hannah is an active volunteer on matters related to children and youth, and education, especially racial equity in education. Currently, she is the President of the Velma Hamilton Middle School Parent Teacher Organization.

Personal

Hannah lives with her husband, four kids, and loyal beagle. Her husband is a criminal defense attorney. In her spare time, Hannah enjoys yoga, swimming, reading, watching basketball, doing anything outdoors in the summer sunshine, and spending time with her fabulous kids and husband.

References

Urban Land Interests

- 10 E Doty St #300, Madison, WI 53703
- www.uli.com
- JoAnna Vanderpoel, Director of People, Talent and Culture, jvanderpoel@uli.com, (608) 251-0706
- Tiffany Scheller, CFO, tscheller@uli.com, (608) 441-5154

Alliant Energy

- 4902 N Biltmore Ln #1000, Madison, WI 53718
- www.alliantenergy.com
- Amy Cralam, Assistant General Counsel, amycralam@alliantenergy.com, 608-458-0566

Healthfinch

- 8517 Excelsior Dr #403, Madison, WI 53717
- www.healthfinch.com
- Curtis Winn, President, curtis@healthfinch.com, (608) 561-1844
- Jordan Durst, HR Manager, jordan@healthfinch.com, (608) 561-1844

Cost Sheet

The hourly rate for our attorneys and HR professionals are as follows:

Jane Clark - $285/hr
Sheila Conroy - $285/hr
Tricia Perkins - $200/hr
Leann Ploessl - $175/hr
Hannah Renfro - $285/hr

We also work with clients who prefer a monthly retainer (long-term or for a specified number of months) and/or set pricing for trainings (e.g. anti-harassment training), workshops (e.g. leadership development), employee handbook creation, and employee handbook review. We are happy to work with WEDC on these types of alternative fee arrangements.

Mission, Vision & Values

OUR MISSION

Maximize each client's workplace potential with a commitment to kindness, true partnership and exceptional service.

OUR VISION

To be thought leaders and trusted advisors on all things HR and employment law for organizations across Wisconsin and beyond.

To grow, learn and laugh.

OUR CORE VALUES

- Kindness & Respect
- Life-long Learning
- Collaboration
- Authenticity
- Integrity & Trust
- Adaptability
- Balance
- Fun & Laughter
- Practicality
- Common Sense & Realism
- Friendship

Form **W-9**
(Rev. October 2018)
Department of the Treasury
Internal Revenue Service

Request for Taxpayer Identification Number and Certification

▶ Go to *www.irs.gov/FormW9* for instructions and the latest information.

Give Form to the requester. Do not send to the IRS.

Print or type.
See Specific Instructions on page 3.

1 Name (as shown on your income tax return). Name is required on this line; do not leave this line blank.
Lake Effect Human Resources & Law, LLC

2 Business name/disregarded entity name, if different from above

3 Check appropriate box for federal tax classification of the person whose name is entered on line 1. Check only **one** of the following seven boxes.

☐ Individual/sole proprietor or single-member LLC ☐ C Corporation ☐ S Corporation ☐ Partnership ☐ Trust/estate

☑ Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=Partnership) ▶ S

Note: Check the appropriate box in the line above for the tax classification of the single-member owner. Do not check LLC if the LLC is classified as a single-member LLC that is disregarded from the owner unless the owner of the LLC is another LLC that is **not** disregarded from the owner for U.S. federal tax purposes. Otherwise, a single-member LLC that is disregarded from the owner should check the appropriate box for the tax classification of its owner.

☐ Other (see instructions) ▶

4 Exemptions (codes apply only to certain entities, not individuals; see instructions on page 3):

Exempt payee code (if any)

Exemption from FATCA reporting code (if any)

(Applies to accounts maintained outside the U.S.)

5 Address (number, street, and apt. or suite no.) See instructions.
10 E. Doty Street, Suite 701

Requester's name and address (optional)

6 City, state, and ZIP code
Madison, WI 53703

7 List account number(s) here (optional)

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on line 1 to avoid backup withholding. For individuals, this is generally your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the instructions for Part I, later. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN,* later.

Note: If the account is in more than one name, see the instructions for line 1. Also see *What Name and Number To Give the Requester* for guidelines on whose number to enter.

Social security number

– –

or

Employer identification number

83 – 2478568

Part II Certification

Under penalties of perjury, I certify that:

1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me); and
2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and
3. I am a U.S. citizen or other U.S. person (defined below); and
4. The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions for Part II, later.

Sign Here Signature of U.S. person ▶ Date ▶ 1/11/19

General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

Future developments. For the latest information about developments related to Form W-9 and its instructions, such as legislation enacted after they were published, go to *www.irs.gov/FormW9.*

Purpose of Form

An individual or entity (Form W-9 requester) who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) which may be your social security number (SSN), individual taxpayer identification number (ITIN), adoption taxpayer identification number (ATIN), or employer identification number (EIN), to report on an information return the amount paid to you, or other amount reportable on an information return. Examples of information returns include, but are not limited to, the following.

- Form 1099-INT (interest earned or paid)
- Form 1099-DIV (dividends, including those from stocks or mutual funds)
- Form 1099-MISC (various types of income, prizes, awards, or gross proceeds)
- Form 1099-B (stock or mutual fund sales and certain other transactions by brokers)
- Form 1099-S (proceeds from real estate transactions)
- Form 1099-K (merchant card and third party network transactions)
- Form 1098 (home mortgage interest), 1098-E (student loan interest), 1098-T (tuition)
- Form 1099-C (canceled debt)
- Form 1099-A (acquisition or abandonment of secured property)

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN.

If you do not return Form W-9 to the requester with a TIN, you might be subject to backup withholding. See What is backup withholding, *later.*

hrenfro@LE-hrlaw.com

(262) 220-4809

DATE

VIA EMAIL ONLY
Jennifer Jin,
Chief Legal Officer
Wisconsin Economic Development Corporation

Re: **Confirmation of Engagement Agreement**

Dear Jennifer:

We are pleased that Wisconsin Economic Development Corporation ("you") has asked Lake Effect HR & Law, LLC ("the Firm" or "we") to serve as your counsel on employment law and human resources matters. At the outset of any engagement, we believe it is appropriate to confirm in writing the nature of the engagement and the terms of our representation, and that is the purpose of this letter. If you have any questions about this letter or any of its provisions, do not hesitate to call. Otherwise, this letter will govern the terms of our engagement. Again, we are pleased to have the opportunity to serve you.

A. Scope of Representation

As we discussed, we will represent you in labor and employment matters, general human resources, and/or business advisory services as requested by you. We will do our best to serve you efficiently. While we cannot guarantee the success or outcome of any given matter, whether legal or human resources related, we will steadfastly advise and vigorously represent you and your organization's best interests. Please see ***Attachment B*** which details the full scope of the services we can provide, at your request. I will have primary responsibility for handling legal and human resources matters. As required, I will oversee and partner with other attorneys, paralegals, HR professionals, and legal assistants in the Firm as it relates to their work on legal and human resources matters and in the best exercise of our professional judgment.

B. Nature of Relationship

The attorney-client relationship is one of mutual trust and confidence. If you have any questions at all concerning the terms of this engagement, our ongoing handling of this legal and human resources matter, or about any issue relating to a monthly statement that is unclear or appears to be unsatisfactory, we invite your inquiries.

Even though you have delegated certain levels of authority to act on your behalf, there will be times when we will not be able to proceed without your full and sometimes written consent, such as when negotiating settlement offers or when conflicts of interest arise. In those rare situations, we will need to be notified of any plans for extended travel or if any changes are made to contact information.

Regarding the means of communication with the Firm, personal meetings are obviously welcome and telephone conversations are appropriate in the majority of situations. Due to certain inherent confidentiality risks involved with modern technologies, including misdirected facsimiles or e-mails, unauthorized access to computer data or unsecured cell phone conversations, any medium other than face-to-face, telephones or the United States Postal Service will be at your discretion.

C. Fees and Expenses

Our fees are based primarily on the hourly rate for each attorney, paralegal, HR professional and legal assistant devoting time to this matter. On your matters, our hourly rate for attorneys will be $285 per hour and our hourly rate for non-attorneys will be $175 to $200. All time is billed in six-minute increments. These rates are subject to periodic change by our firm.

In addition to the number of hours involved, we take into consideration other factors in determining our fees, including the urgency of the matter, the responsibility assumed, the novelty and difficulty of the legal problem involved, particular experience or knowledge provided, time limitations imposed by the client or matter, the results obtained, the benefit resulting to the client, and any unforeseen circumstances arising in the course of our representation.

We bill for all services provided related to your matters including conferences, email communications, telephone calls, agency and court hearings, and document preparation. Related expenses billed to you may include reimbursement for travel-related expenses, such as lodging, airfare, auto and cab expenses, parking fees, tolls and mileage. We also bill for photocopying costs, postage, and delivery and messenger charges. Third party charges, including court reporter fees and expert witness charges, are the responsibility of the client and will be billed on a pass-through basis or, if the third party provider requires it, will be billed directly to you.

Statements normally will be rendered monthly for work performed and expenses recorded on our books during the previous month. Payment is due promptly upon receipt of our statement. If any statement remains unpaid for more than 30 days, we may suspend performing services until arrangements satisfactory to us have been made for payment of outstanding statements and the payment of future fees and expenses, and if such arrangements are not made, subject to applicable rules of professional conduct governing attorneys, we may terminate the engagement and withdraw from further representation.

Please see the last page of this document which provides more specific information about payment options.

D. Conclusion of Representation; Retention and Disposition of Documents

Unless previously terminated, our representation of you will terminate upon the conclusion of this matter, our written notice to you that the engagement has concluded and the mailing of our final statement for services rendered in connection with this matter. Following such termination, any otherwise non-public information you have supplied to us which is retained by us will be kept confidential in accordance with applicable rules of professional conduct. All documents retained by the firm will be transferred to the person responsible for administering our records retention program. For various reasons, including the minimization of unnecessary storage expenses, we reserve the right to destroy or otherwise dispose of any such documents or other materials retained by us within a reasonable time after the termination of the engagement.

E. Termination of Legal Services

We are confident that we can work together in a manner satisfactory to you. However, you are free to terminate our services at any time. In addition, and subject to applicable rules of professional conduct governing attorneys, in the event we disagree on any aspect of this engagement or for other appropriate reasons, we have the right to withdraw from further representation of you. If you elect to terminate this engagement prior to conclusion of the matter, or if we elect to withdraw, you are responsible for paying our attorneys' fees and expenses accrued through the effective date of the termination of this engagement in accordance with the Fee and Expense provisions of this letter set out above.

F. Post-Engagement Matters

You are engaging the firm to provide legal and human resources services on an ongoing basis. In the future, there may be changes in applicable laws or regulations, or new legislation or court decisions that could have an impact upon you, your future rights and liabilities, or the matter for which we are engaged hereunder. You understand and agree that you are not engaging us to monitor new legislation or court decisions, or changes in laws or regulations, that occur after we have completed the engagement described above, and you agree that we are not responsible for advising you of any such new legislation or court decisions, or changes in laws or regulations.

G. General Waiver of Conflicts

As we have discussed, you are aware that the firm represents many other companies and individuals. You agree that we may continue to represent or may undertake in the future to represent existing or new clients in any matter that is not substantially related to our work for you, even if the interests of such clients in those other matters may be directly or indirectly adverse to you. We agree, however, that your prospective consent to conflicting representation contained in the preceding sentence shall not apply in any instance where, as a result of our representation of you, we have obtained proprietary or other confidential information of a non-public nature, that, if known to such other client, could be used in any such other matter by such client to your material disadvantage. You should know that, in similar engagement letters with many of our other clients, we have asked for similar agreements to preserve our ability to represent you.

H. Preservation of Documentation

Should a claim be received by your organization, you must take immediate steps to identify, preserve and collect all relevant information until the matter is completely resolved. This information includes all paper and all electronically stored information ("ESI") related to the claim. ESI includes, but is not limited to, the following: e-mails, text messages and other electronic communications, word processing files, spreadsheets, PowerPoints, photos and other images, SharePoints, voicemail, databases, data files and archive files, regardless of whether the information is contained on servers, laptop and desktop computers, back-up tapes, home and personal computers, cloud storage systems, or portable ESI storage devices such as iPhones, Android phones, Blackberries and other smart phones, iPads, iPods, thumb drives, CD's, DVD's, and portable hard drives. This also will likely include any and all relevant surveillance tapes and recordings.

You must also immediately suspend any document retention/destruction policy and put in place a "Litigation Hold." This Litigation Hold is designed to ensure that relevant electronic evidence is preserved and not destroyed, altered, modified, disposed of, or in any way compromised. Therefore, any individuals who may have relevant information or documents related to a matter must comply with this litigation hold.

Although this may seem like an onerous task, document retention is critical for the defense of a matter and to ensure you comply with its legal obligation to preserve and produce relevant information. A failure to preserve documents or electronic data could have dire consequences in a matter. For example, in addition to monetary sanctions, you may be precluded from using certain evidence at trial or the court may allow a jury to draw negative inferences against you. Under a worst case scenario, the court may award a judgment in favor of the claimant. Therefore, if you have any doubt regarding whether paper or electronic data falls within the scope of a "Litigation Hold", it should err on the side of preservation and contact us.

I. Potential Insurance Coverage

As employment defense counsel, the Firm cannot provide an opinion with respect to the extent or terms of your coverage under any employment practices liability insurance, directors and officers or other insurance policies or programs (on an ongoing basis or otherwise). We urge you to review this matter with its internal counsel, insurance broker or anyone else with whom it wishes to discuss the possibility of other insurance being applicable, e.g., an excess liability insurance policy, homeowners or personal insurance or any other form or kind of insurance including workers' compensation insurance. As with any insurance policy, prompt and complete notice should be given, as required by the policy and by applicable law. Failure to do so could adversely affect the existence of or eligibility for any insurance coverage.

Further, please note that, in many instances, punitive damages may not be covered by your insurance policies. There may also be other policy exclusions, as well as limits respecting any coverage(s). Again, please address any exclusions, or limits on coverage for the subject claim(s), with your carrier(s), insurance broker, or legal counsel.

J. Dispute Resolution

Lake Effect HR & Law, LLC and you agree that any dispute between us arising out of, or relating to, this agreement, or the breach thereof, shall be resolved by binding arbitration between the parties. This includes, but it not limited to any claims regarding attorney's fees or costs under this agreement or regarding a claim of attorney malpractice, that is, whether any legal services Lake Effect HR & Law, LLC has rendered, under this agreement or otherwise, were improperly, negligently, or incompetently rendered, or otherwise rendered in breach of a contractual or ethical duty.

You understand and acknowledges that, by agreeing to binding arbitration, you waive and thereby eliminate the right to submit the dispute for determination by a court and thereby also waive the right to a jury trial. You acknowledge that you have been informed that the grounds for appeal of an arbitration award are very limited compared to a court judgment or jury verdict. Consequently, you should carefully consider whether arbitration is acceptable to you and should consult with independent counsel.

Arbitration shall be in accordance with the American Arbitration Association's rules. The dispute will be resolved by a single arbitrator to be selected by the parties.[1] The arbitrator must be an attorney in good standing in Wisconsin. The cost of the arbitration shall be shared by the parties, but the arbitrator shall have the right to allocate costs in the final award.

K. Required Disclosure

The Firm is organized as a limited liability company. The Wisconsin Supreme Court requires that all firms organized as a limited liability organization inform their clients that in the event of malpractice, clients are covered by the Firm's professional liability insurance policy and the assets of the Firm. The Firm maintains professional liability insurance limits in amounts at least equal to the minimum amount required by the Wisconsin Supreme Court.

CONCLUSION

If you have any questions at any time regarding the scope of our representation, the handling of any matter or the content of any invoice, please contact us at once. We are pleased to be of service to WEDC. If the terms set forth in this engagement agreement are acceptable, please sign the Client Acknowledgment on the following page and return it to my attention.

Very truly yours,

Lake Effect HR & Law, LLC
10 E. Doty Street, Suite 701
Madison, WI 53703

[1] *If in the opinion of any party, there arises a problem or unreasonable delay with the administration of the dispute, including but not limited to scheduling any hearing, any party, upon 10 days written notice to the other, shall have the right and power to notify and engage the American Arbitration Association (AAA) to commence formal administration of the proceeding before the AAA in accordance with its then prevailing rules. The award rendered by the arbitrator(s) shall be final and may be confirmed in any court having jurisdiction thereof.*

Enclosures

<u>Client Acknowledgment</u>

I have read, understand and agree to be bound by this Engagement Agreement which sets for the terms of our organization's relationship with the firm of Lake Effect HR & Law, LLC.

By: ___________________________________ ______________________________

Name **Date**

Wisconsin Economic Development Corporation

Please return <u>all pages</u> of the signed agreement me via email or via post, as follows:

Hannah Renfro
Lake Effect HR & Law, LLC
10 E. Doty Street, Suite 701
Madison, WI 53703
hrenfro@le-hrlaw.com
(262)220-4809

Attachment A:

Lake Effect HR & Law, LLC – Payment Information

Direct Payments via check should be made to the following address:

Lake Effect HR & Law, LLC
10 East Doty, Suite 701
Madison, WI 53703

Electronic Payment. If you pay your invoice by electronic funds transfer, please include the invoice number in the transfer information and send payment to:

Bank name	The Park Bank P.O. Box 8969, Madison, WI 53708
ABA Routing no.	075909945
Account name	Lake Effect HR & Law, LLC
Account no.	200006765

When paying via electronic funds transfer, please also send an email confirming such payments to: info@LE-hrlaw.com Thank you.

MEMO

To: Budget and Finance Committee
CC: Mark Hogan, CEO; Brian Nowicki, CFO; Joshua Robbins, VP TIS
From: Franz Mussared Varga, IT Systems Analyst
Date: 7/17/19
Re: Change Order Request – Salesforce.com licensing 7/1/2017-6/30/2020

Overview
Due to a growing user base, our original licensing of 136 Sales Cloud Lightning licenses was insufficient to meet the needs of our integrations, auditors, and employees. In December 2018 WEDC purchased an additional 10 licenses to meet requirements of providing state auditors access to Salesforce. The cost of these seats was expensed to the existing purchase order on 12/5/18.

WEDC continues to have need for these ten additional seats to be able to provide licenses to all filled and open positions.

Prior Approval
In the original RFP Memo, reviewed on 6/30/2017, the Budget and Finance Committee approved the purchase of Salesforce.com licensing through the Wisconsin State contract *505ENT-M16-VARSOFTWARE-00* for $984,000 for three years.

Change Order Requested
This change order is intended to allow WEDC to maintain our 10 additional licenses for staff and auditors through the end of FY20. Additions to cost of this RFP and purchase order is $32,000.

Cost of Purchase:
General Ledger Account #: 6260
Amount Previously Approved: $984,000
Additional Amount Requested: $32,000

Total Cost of Contract: $1,016,000

Approval:

____________________ __________
Approval Signature by Manager with Budget Authority — Date

7-3-19
Approval Signature by CFO or Controller — Date

7/8/19
Approval Signature by CEO — Date

____________________ __________
Approval Signature by Chair of Board Committee — Date

WISCONSIN ECONOMIC DEVELOPMENT CORPORATION

OPERATIONS PLAN AND BUDGET

FISCAL YEAR 2020

TABLE OF CONTENTS

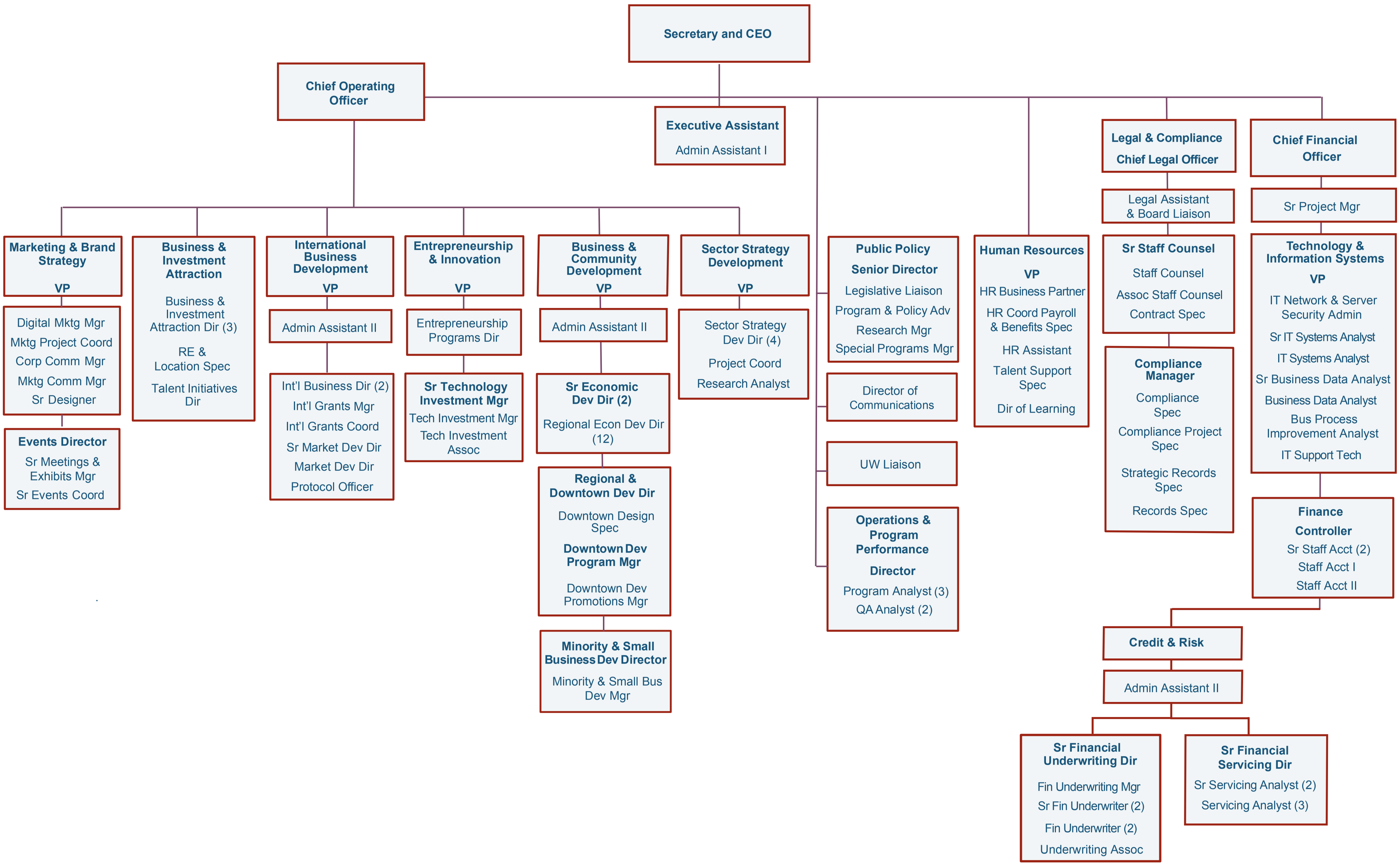
DIRECTORY OF OFFICIALS

BOARD OF DIRECTORS

Lisa Mauer	Chair
Nancy Hernandez	Vice-Chair
Rebecca Cook	Secretary
Henry C. Newell	Treasurer
John Brogan	Board Member
Sen. Tim Carpenter	Board Member
Sen. Daniel Feyen	Board Member
Rep. Gordon Hintz	Board Member
Randy Hopper	Board Member
Rep. Rob Hutton	Board Member
Joe Kirgues	Board Member
Mike Kunesh	Board Member
Jim Ladwig	Board Member
John Oathout	Board Member
John Peterson	Board Member
Eugenia Podesta	Board Member
Thelma Sias	Board Member
Mary Williams	Board Member
Peter Barca	Ex-Officio – Secretary, Department of Revenue
Joel Brennan	Ex-Officio – Secretary, Department of Administration

ADMINISTRATORS

Mark R. Hogan	Secretary and Chief Executive Officer
Tricia R. Braun	Chief Operating Officer
Jennifer Jin	Chief Legal Officer
Brian Nowicki	Chief Financial Officer
Aaron Hagar	Vice President of Entrepreneurship and Innovation
Anne Jesko	Vice President of Human Resources
Kelly Lietz	Vice President of Marketing and Brand Strategy
Vincent Rice	Vice President of Sector Strategy Development
Joshua Robbins	Vice President of Technology and Information Systems
Katy Sinnott	Vice President of International Business Development
Amy Young	Senior Director of Public Policy
Vacant	Vice President of Business and Community Development


Secretary and CEO
Chief Operating Officer
Executive Assistant
Admin Assistant I
Marketing & Brand Strategy VP
Digital Mktg Mgr
Mktg Project Coord
Corp Comm Mgr
Mktg Comm Mgr
Sr Designer
Events Director
Sr Meetings & Exhibits Mgr
Sr Events Coord
Business & Investment Attraction
Business & Investment Attraction Dir (3)
RE & Location Spec
Talent Initiatives Dir
International Business Development VP
Admin Assistant II
Int'l Business Dir (2)
Int'l Grants Mgr
Int'l Grants Coord
Sr Market Dev Dir
Market Dev Dir
Protocol Officer
Entrepreneurship & Innovation VP
Entrepreneurship Programs Dir
Sr Technology Investment Mgr
Tech Investment Mgr
Tech Investment Assoc
Business & Community Development VP
Admin Assistant II
Sr Economic Dev Dir (2)
Regional Econ Dev Dir (12)
Regional & Downtown Dev Dir
Downtown Design Spec
Downtown Dev Program Mgr
Downtown Dev Promotions Mgr
Minority & Small Business Dev Director
Minority & Small Bus Dev Mgr
Sector Strategy Development VP
Sector Strategy Dev Dir (4)
Project Coord
Research Analyst
Public Policy Senior Director
Legislative Liaison
Program & Policy Adv
Research Mgr
Special Programs Mgr
Director of Communications
UW Liaison
Operations & Program Performance Director
Program Analyst (3)
QA Analyst (2)
Human Resources VP
HR Business Partner
HR Coord Payroll & Benefits Spec
HR Assistant
Talent Support Spec
Dir of Learning
Legal & Compliance Chief Legal Officer
Legal Assistant & Board Liaison
Sr Staff Counsel
Staff Counsel
Assoc Staff Counsel
Contract Spec
Compliance Manager
Compliance Spec
Compliance Project Spec
Strategic Records Spec
Records Spec
Chief Financial Officer
Sr Project Mgr
Technology & Information Systems VP
IT Network & Server Security Admin
Sr IT Systems Analyst
IT Systems Analyst
Sr Business Data Analyst
Business Data Analyst
Bus Process Improvement Analyst
IT Support Tech
Finance Controller
Sr Staff Acct (2)
Staff Acct I
Staff Acct II
Credit & Risk
Admin Assistant II
Sr Financial Underwriting Dir
Fin Underwriting Mgr
Sr Fin Underwriter (2)
Fin Underwriter (2)
Underwriting Assoc
Sr Financial Servicing Dir
Sr Servicing Analyst (2)
Servicing Analyst (3)

SECRETARY MESSAGE

In looking back at my almost-four years at the Wisconsin Economic Development Corporation (WEDC), I am more confident than ever in this organization's ability to deliver on its critical mission: **To advance and maximize opportunities in Wisconsin for businesses, communities and people to thrive in a globally competitive environment.** My confidence comes from having the pleasure of working with a dedicated and talented WEDC team whose work contributes significantly to the economic health of Wisconsin and to the outstanding opportunities our state offers for business, career and personal success.

Our operational structure and investment strategies also benefit from WEDC's strong relationships with local and regional economic development stakeholders who are equally committed to the well-being and prosperity of their communities. Having the privilege to work with, and learn from, this incredible group of economic development professionals gives me reason to be extremely optimistic for our state's future.

While WEDC's role in attracting new business to Wisconsin often draws the most media attention, the full breadth of our work reflects a comprehensive strategy aligned with the following critical catalysts for a strong economy:

WEDC's economic development strategies are built upon five key Catalysts of Growth:

- **Strategic Economic Competitiveness**
- **Business Development**
- **Community and Economic Opportunity**
- **Brand Development and Management**
- **Operational and Fiscal Excellence**

It should be noted that many of WEDC's programs provide financial and technical assistance to communities and partner organizations whose services complement our own. In addition, the vast majority (96%) of businesses that receive assistance from WEDC are entrepreneurs and small- to medium-size Wisconsin companies growing their operations in our state. This proposed plan calls for a year-over-year increase in the number of communities (176), businesses (4,922) and partner organizations (78) that will benefit from WEDC programs.

We understand the mutual dependencies between communities and the businesses and the people that both draw from, and contribute to, their social character. That is why WEDC provides funding and expertise designed to maintain and improve the quality of life enjoyed by all citizens across the state through investments in minority business growth, downtown development projects and community revitalization efforts.

WEDC's fiscal year 2020 (FY20) budget and operations plan builds upon successful community development programs—including the Main Street and Connect Communities programs—and minority business development initiatives by adding staff to these key areas. Through strategic partnerships with the African American Chamber of Commerce, American Indian Chamber of Commerce, Hmong Chamber of Commerce and Hispanic Chamber of Commerce, as well as through productive relationships with organizations and stakeholders representing underserved populations, WEDC is working to ensure the economic benefits Wisconsin offers reach all people—including current and future residents of our state.

Maintaining WEDC's commitment to fiscal responsibility, WEDC's FY20 budget of $62.1 million represents a decrease in sources and uses of 3% from the amended fiscal year 2019 (FY19) budget. For FY20, WEDC will use a portion of its unrestricted reserves and repayments of loan principal to support a balanced budget.

Wisconsin's strong economic performance and record-low unemployment is a mixed blessing—providing excellent career options to people entering the workforce or seeking to advance in their profession while also creating challenges for employers who struggle to fill positions requiring specialized skills. WEDC leverages our connections with our state government agency partners to coordinate services to ensure the appropriate resources are made available to the businesses, educational institutions, industry groups and local economic development representatives, all of whom are working together to maintain Wisconsin's workforce leadership. From continuing to provide funding for the Inspire online portal connecting students with local employers to investing in Fab Labs to equip students with the skills sought by Wisconsin companies, WEDC is educating, encouraging and channeling Wisconsin's talented workforce toward rewarding careers in industries that drive our economy.

However, demographic trends demand that we not only retain our state's young workers, but also that we attract people from outside Wisconsin to join us in writing the next chapter for our state. To this end, WEDC's FY20 budget and operations plan continues to invest in our successful marketing campaign designed to attract millennials from other states as well as graduates of Wisconsin colleges and universities and transitioning veterans through powerful messaging promoting the career and lifestyle advantages Wisconsin offers.

This plan includes full details on these investments as well as collaborative strategies and metrics associated with encouraging and supporting entrepreneurism; helping Wisconsin companies tap global markets; extending Wisconsin's industry leadership; and maintaining Wisconsin's exceptional quality of life.

Thank you for your support of WEDC's mission and for your interest in and efforts toward building a strong future for Wisconsin.

Sincerely,

Mark R. Hogan

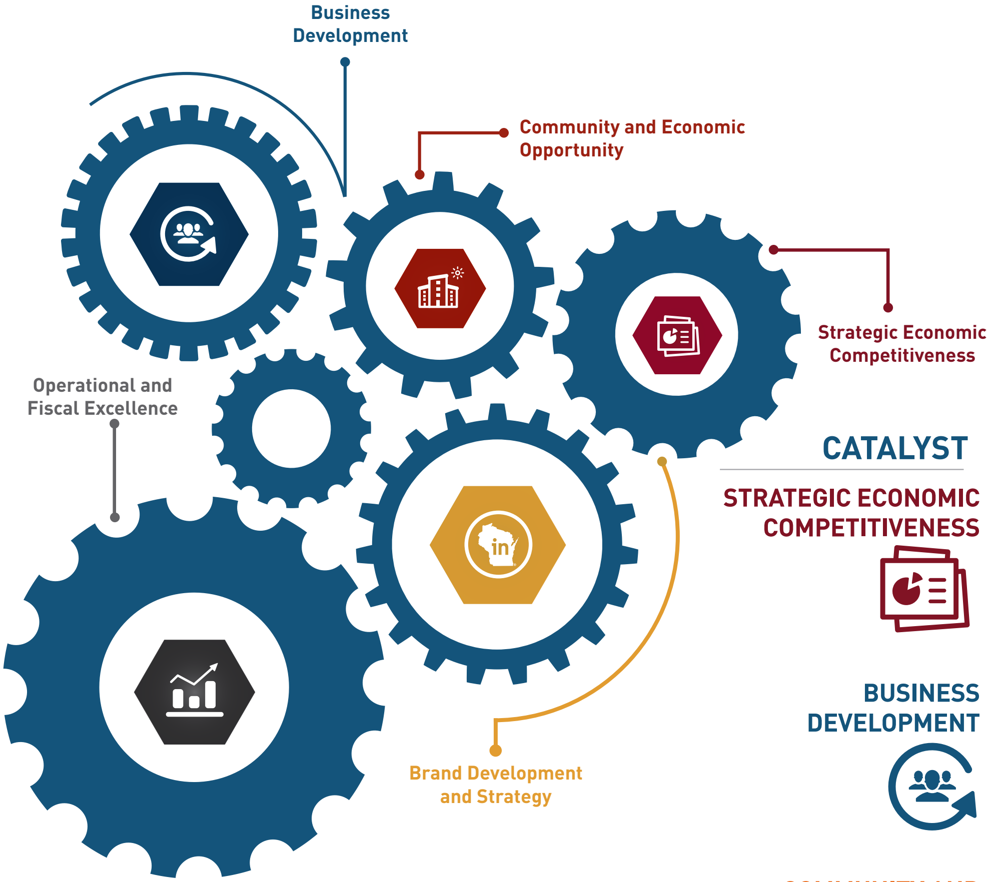
Mark R. Hogan
Secretary and Chief Executive Officer

MISSION

To advance and maximize opportunities in Wisconsin for businesses, communities and people to thrive in a globally competitive environment.

CATALYSTS OF ECONOMIC GROWTH

When a state's economic partners work together, the whole system is stronger and its output is more robust. WEDC works with more than 600 partners across the state, including regional economic development organizations, academic institutions and industry cluster leaders. WEDC's economic development strategies are built upon five key **Catalysts of Economic Growth:**



CATALYST	WEDC FUNCTION
STRATEGIC ECONOMIC COMPETITIVENESS	Future Industry Strategies Government Relations Policy and Research State/Regional Talent and Workforce Initiatives
BUSINESS DEVELOPMENT	Entrepreneurship and Innovation Export and International Trade Business Retention and Expansion Business and Investment Attraction
COMMUNITY AND ECONOMIC OPPORTUNITY	Community Development Downtown Development Minority Business Development Rural Economic Development
BRAND DEVELOPMENT AND STRATEGY	State Asset Marketing WEDC Program Marketing Events, Trade Shows and Conferences
OPERATIONAL AND FISCAL EXCELLENCE	Information Systems and Data Management Budget and Finance Underwriting and Program Management Operations and Program Performance Legal Services, Contract, Compliance and Risk WEDC Talent Resources and Development

SUCCESS MEASURES

Economic development is a disciplined public service designed to remove barriers, fulfill opportunities and attract investment that would not be feasible from a financial, competitive or timing perspective without public assistance. A key criteria WEDC considers when assessing a project is the return on investment it will deliver to the state.

WEDC's economic development initiatives include tax credits for investments in early-stage companies to export readiness programs, industry cluster advancement strategies and downtown redevelopment financing.

Clear, real-time measurable outcomes result from funding (grants, tax credits and loans) WEDC provides to companies that make significant capital investments in Wisconsin that result in the retention or creation of jobs. But this is only part of the story.

WEDC FY20 PERFORMANCE GOALS

COMMUNITIES ASSISTED[1]

FY20 GOAL......176
FY19 GOAL......167

BUSINESSES ASSISTED[2]

FY20 GOAL......4,922
FY19 GOAL......4,576

PARTNER ORGANIZATIONS ASSISTED[3]

FY20 GOAL......78
FY19GOAL......63

LEVERAGE RATIO

FY20 GOAL......8:1
FY19 GOAL......8:1

JOBS CREATED

FY20 GOAL......5,560
FY19 GOAL......6,295

JOBS RETAINED

FY20 GOAL......8,610
FY19 GOAL......8,810

[1] Sum of division goals in FY20 equals 220. That number was reduced by 20 percent to account for multiple assistances to one community.

[2] Sum of division goals in FY20 equals 6,152. That number was reduced by 20 percent to account for multiple assistances to one business.

[3] Sum of division goals in FY20 equals 83. That number was reduced by 10 percent to account for multiple assistances to one partner.

To balance our responsibility to protect taxpayer money with the inherent risks associated with pursuing new business development opportunities, WEDC requires significant co-investment in the majority of the initiatives we fund. It is important that we not be the sole or even the majority investor in a project. In FY20, we project a leverage ratio of 8-to-1 ($8 of outside investment for every $1 of WEDC funds) across all of our financial investments.

When a company spends millions of dollars on an expansion project, much of that money is pumped into the local economy through the direct purchasing of contractor services. Oftentimes, an increase in jobs in one industry will create offshoots in other industries, resulting in a jobs multiplier effect.

BUDGET OVERVIEW

What is the purpose of a budget?

The budget serves as a tool to facilitate: 1) the alignment of resources with organizational objectives, 2) governing body oversight, 3) management oversight, and 4) communication to external stakeholders about WEDC priorities and activities.

What is the process for developing and adopting the budget?

For FY20, which is the first year of the state's 2019-21 Biennial Budget, WEDC's budget process began in February 2019 after the first six months of actual results had been finalized. Budget worksheets showing the previous two years' actual results, six months of current year results and the current year's budget were developed. The Finance division, in coordination with the Human Resources division, calculated the salary and benefits amounts for all departments based on the current staffing levels and authorized open positions.

All department heads are responsible for completing projections for the current year by the end of April. Final budget decisions are made in June, after updated financial projections for FY19 are completed.

The Budget and Finance Committee then meets at the end of June or early July to review the final budget and recommend approval of the budget to the Board of Directors. The Board of Directors reviews and adopts the budget at its July meeting.

How is the budget presented?

There are many ways financial information can be presented and summarized for annual financial reporting, interim reporting and budgeting. The three most common ways are by: 1) department, 2) function, and 3) object

Departmental reporting means financial information is summarized by the division that controls the expenditures or that is the most knowledgeable about the costs incurred. This can also be thought of as operational reporting because the costs are reported along the organizational structure. The departments used by WEDC are shown below.

Much of the operational plan is organized around individual divisions and each division is responsible, with oversight from Finance, for developing and monitoring their operational plan and budget requests.

WEDC Divisions/Departments

- Legal and Compliance – 1100
- Executive Office – 1200
- Operations and Program Performance – 1300
- Entrepreneurship and Innovation – 2000
- Business and Community Development – 3000
- Business and Investment Attraction – 3500
- Sector Strategy Development – 4000
- Marketing and Brand Strategy – 5000
- Human Resources – 6100
- Finance – 6200
- Technology and Information Systems – 6300
- Credit and Risk –6600
- International Business Development – 7000
- Office of Public Policy – 8000

Functional reporting is a nationally recognized standard way of grouping departments into larger categories to aid in the comparison between organizations. WEDC is required under generally accepted accounting standards as applied to governments to report our financial results by function in our annual financial statements. The table below shows the function in which each department is grouped for financial reporting purposes.

WEDC Division	Departments	Functions
Legal and Compliance	1100	General Administration
Executive Office	1200	General Administration
Operations and Program Performance	1300	General Administration
Human Resources	6100	General Administration
Finance	6200	General Administration
Technology and Information Systems	6300	General Administration
Credit and Risk	6600	General Administration
Office of Public Policy	8000	General Administration
Entrepreneurship and Innovation	2000	Economic Development
Business and Community Development	3000	Economic Development
Business and Investment Attraction	3500	Economic Development
Sector Strategy Development	4000	Economic Development
International Business Development	7000	Economic Development
Marketing and Brand Strategy	5000	Marketing
Capital related costs within any department		Capital Outlay
Principal or interest payment within any department		Debt Service

Object level reporting is useful to show expenditures at an organization-wide level rather than by the specific division that oversees the activities. Non-governmental financial reports for service organizations typically present expenses in categories based on the nature of the expense, such as salaries, benefits, rent, supplies, or training. These natural expenses are then often grouped into larger categories for financial reporting; this is often called object level reporting. Non-profits also follow this method, often using three main objects: program/service, management and general, and fund- raising. This is often a more useful way of reviewing expenditures for external stakeholders.

WEDC Object Categories

- Program grants
- Loan loss reserve – collectable
- Loan loss reserve – performance based
- Key strategic partners
- Promotions
- Payroll and benefits
- Operational and general
- Pass-through federal grant expenditures
- Capital
- Debt service

How is the budget formally adopted?

WEDC adopts the annual budget at the departmental level. Under this method, department heads are responsible for ensuring their department stays within budget. This means that an individual department may overspend in one account as long as they underspend in another area. This allows management to track and hold department heads accountable for their spending and activities, while still providing flexibility to adjust to changing factors during the year.

While WEDC adopts the budget by department, most of our interim financial reports focus on reporting by object category. This is done because often those categories are more meaningful to how WEDC is carrying out our mission. This budget document will present information using both levels of reporting to facilitate understanding of how resources are allocated and how management monitors and controls spending.

The FY20 budget presented shows only how WEDC plans to spend new funds or funding from reserves for current year awards or operations. WEDC also has commitments and contracts made to awardees in previous years that have not been fully disbursed at the start of the budget year. The exact amount of these open commitments and contracts is not fully determinable until after the close of FY19 activity. Since these awards were funded in previous years the funding is available and included in WEDC's equity position at the beginning of the budget year. The budget resolution will provide authorization and funding for these existing awards as well.

How are amendments approved?

When it is determined that an individual department may need to exceed its budget in aggregate, a budget amendment will be requested and approved by the Budget and Finance Committee, or, if recommended by the Budget and Finance Committee, the Board of Directors.

When it is determined that funds may need to be transferred between departments, a budget amendment will be requested and approved by the Budget and Finance Committee, or, if recommended by the Budget and Finance Committee, the Board of Directors.

When it is determined that funds may need to be transferred within a department, but the transfers do not exceed its total budget in aggregate, a budget amendment memo will be requested and approved by the CEO.

FINANCIAL OVERVIEW AND BUDGET SUMMARY

The budget summary can be found on pages 23-24. It includes a summary by object and a summary broken out by department.

Revenue categories shown include the following:

State General Purpose Revenues (GPR) – revenues are received from the State of Wisconsin budget appropriation that were primarily collected through taxes such as individual income, sales, excise, corporate and other State of Wisconsin levied taxes.

State Economic Development Fund (SEG) – revenues that are received from the State of Wisconsin that were collected through a 3% of gross tax levy on corporations.

State Brownfield Site Assessment – revenues that are received from the State of Wisconsin that were collected through the environmental fund. These revenues are restricted for use on the Brownfield Site Assessment Grant.

Other Intergovernmental Revenues – intergovernmental revenues are those received from another level of government, including federal revenues. State GPR, SEG and Brownfield Site Assessment revenues are also forms of intergovernmental revenues. However, due to the size and importance of those revenues, they are shown separately.

Interest on Loans – represents interest earned on outstanding collectable loan balances.

Charges for Services – revenues collected for loan origination fees, bond servicing fees, tax transfer fees and sponsorship contribution.

Interest on Investments -represents interest earned on investments, and market value adjustments needed to report investments at market value rather than purchase cost or face value.

Other Revenues – generally revenues that do not fall into one of the other categories above or are one-time in nature.

Expenditures are shown by object category for the organization as a whole. The following objects are used:

Program Grants – represents financial grant awards to be made during the year. This budget does not include tax or investor tax credits as WEDC does not make cash payments for these credits.

Loan Loss Reserve - Collectable – this is a provision for bad debt on loans that WEDC collects. The reserve is based on outstanding loan balances by program and are evaluated for risk of non-payment at the program and individual loan level.

Loan Loss Reserve – Performance Based – this is a provision for loans that WEDC would expect to forgive, based on the loan recipient meeting all contractual performance obligations. The reserve is 100% of the outstanding loan balance.

Key Strategic Partners – represents funding for awards to other organizations that function as an extension of WEDC, such as regional economic development organizations and minority chambers of commerce.

Promotions – includes marketing related expenses that promote the State of Wisconsin and WEDC programs.

Payroll and Benefits –includes expenditures for salaries, wages, benefits such as health and life insurance, pension, payroll taxes, unemployment, employee recruitment and professional development.

Operations and General – includes expenditures not included in another category, such as office expense, supplies, rent, general insurance, professional services and travel.

Pass-Through Federal Grants – includes expenditures related to federal grant activity that WEDC administers that is not associated with a program activity.

Capital – under governmental accounting for general governmental activities, capital or fixed assets are reported as expenditures in the period purchased. The capital category includes one-time purchase costs such as for vehicles, software or leasehold improvements.

Debt Service – expenditures include principal and interest payments on long term debt and capital leases.

The budget summary includes FY18 actual results, projected allocated expenditures, the previous year's budget for new funds and the proposed budget. Projected allocated expenditures include accounting expenditures as well as commitments and open contracts. To better understand what this means we need to understand the award process.

Awards are encumbered as part of the fund balance when they are first approved (i.e., committed), even though the awardee may have several years to request payment(s). Because of this significant time lag, it is important to understand the stages a grant and loan award progresses through, from a financial perspective.

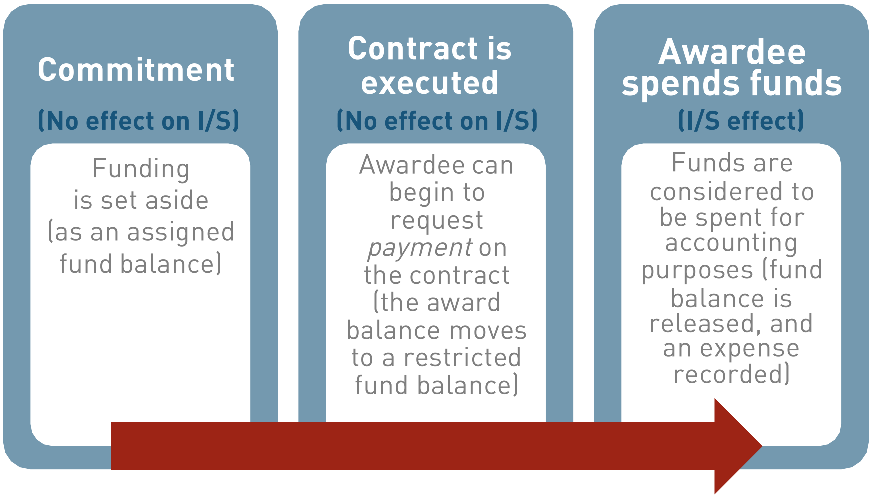
What are the stages of a grant award?

A commitment represents an award that has been fully approved through WEDC's award process. At this stage, WEDC is in the process of contracting or negotiating final contract terms with the awardee. We expect that the majority of our commitments will become contracts in the very near term. Once a commitment has been made, we set funding aside in the fund balance to satisfy that commitment.

Once the contract has been fully executed (signed) by the awardee and WEDC, it is contracted. The awardee can begin requesting payment under the terms of the award at this stage. Payments on contracts are called expenditures or disbursements. Often the entire award is not paid out all at one time. The remaining unpaid balance on a contract is called the open contract or award balance and remains as a set aside in the fund balance.

In summary, for financial accounting purposes only the amounts that have been paid on an award grant are considered to be expended. However, WEDC sets funds aside in its fund balance for an award once we have made the commitment to the awardee.

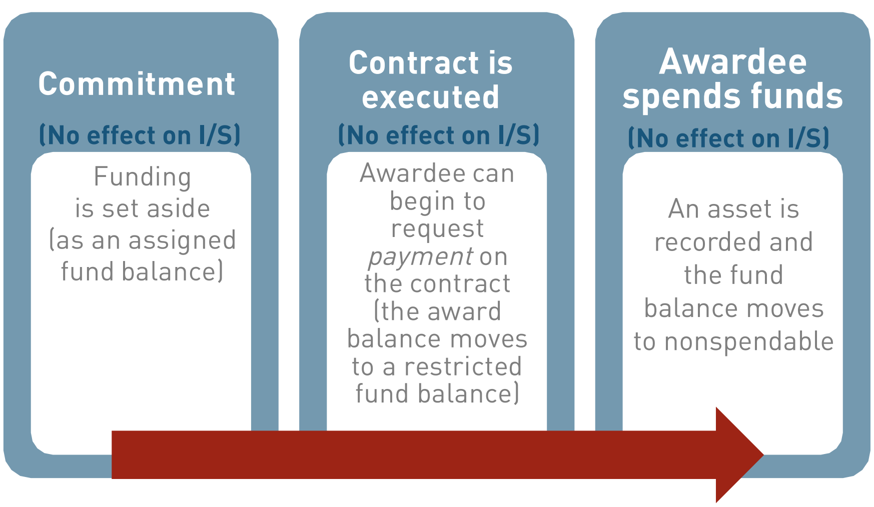
STAGES OF A GRANT AWARD



What are the stages of a loan award?

The awarding of loans represents a commitment first, and then a contract, just like a grant award. Both of these processes represent a financial transaction because funding is set aside as an assigned fund balance when a commitment is first made, and later as a restricted fund balance when the contract is executed. Once a loan is drawn by the awardee, it becomes an asset to WEDC. This results in another move in the fund balance, from a restricted fund balance to a non-spendable fund balance. Similarly, when WEDC receives loan payments from an awardee on a loan, the principal repayment reduces the loan asset balance and the non-spendable fund balance is released.

STAGES OF A LOAN AWARD



In summary, while loan draws do not result in expenditures and repayments do not result in revenues, they do represent the use or receipt of financial resources and accordingly do have an impact on the composition of WEDC's fund balance. Loan draws increase the nonspendable category of fund balance, while loan repayments decrease the nonspendable category. Fund balance can be thought of as WEDC's equity position. The specifics of the various categories of fund balance are described below, and all of the categories of fund balance used by WEDC are shown on the budget summary.

In order to best manage our financial position, including understanding the commitments, open contracts and loans that have been made, WEDC focuses on fund balance.

What are the categories of fund balance?

Non-spendable – used for amounts that cannot be spent, such as prepaid expenses, and long-term receivables. The majority of WEDC's non-spendable fund balance represents outstanding loan balances.

Restricted – unspent funds with third party constraints on their use, including open award contracts. WEDC also receives Brownfield Site Assessment and State Small Business Credit Initiative (SSBCI) funding which can only be spent on those specified programs.

Assigned – these are amounts that are intended to be used for a specific purpose. Amounts included in the assigned category on the budget summary include funds set aside for:

- open commitments,
- outstanding loan guarantees,
- estimated amount owed to the State for a long-term note payable incurred under the Department of Commerce for pension obligation, and
- other amounts expected to be used in the next year's budget.

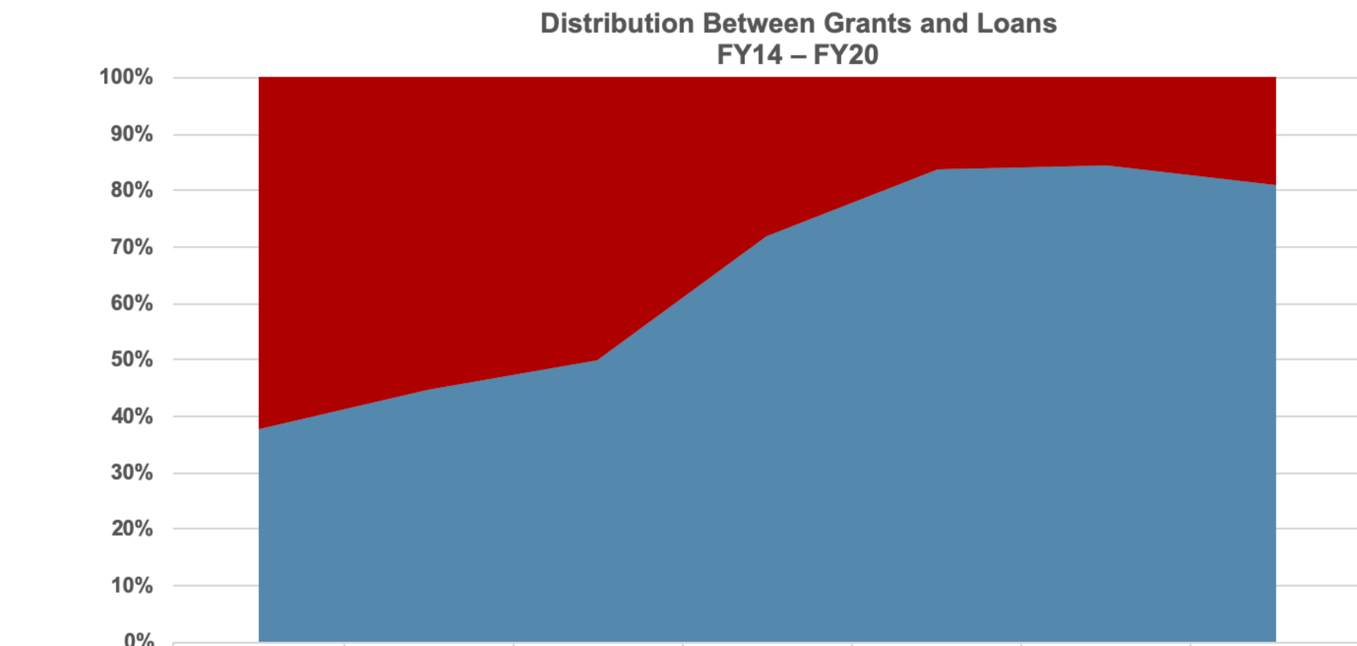
Unassigned – any remaining equity after all other categories have been calculated. WEDC targets unassigned fund balance to be two months of operating expenditures.

OPERATIONAL OVERVIEW

OVERVIEW OF PROGRAMS

The budget summary provides a good overview of WEDC's budget request and the impact of the budget on WEDC's overall financial position. The following is intended to provide more detail on the economic development programs that are included in the FY20 budget. The first section lists the program grants. These are followed by the loan programs which are not considered to be expenditures, but are assets to WEDC, so they are not included in the budget summary directly.

The chart below shows the distribution between program grants and loans for FY14 through the proposed budget.



	FY2014	FY2015	FY2016	FY2017	FY2018	FY2019	FY2020
LOANS	62%	55%	50%	28%	16%	16%	19%
GRANTS	38%	45%	50%	72%	84%	84%	81%

Significant programmatic budget changes of $500,000 or more are as follows:

Disaster Recovery Microloan – The grant program will be receiving $2.0 million less in program funding. Funding for this program will be based on future disaster events. For FY19, $2.0 million was allocated from our unassigned fund balance in September 2018 to address state-wide flooding events.

Community Development Investment – The grant program will be receiving $1.0 million less in program funding to adjust to the expected demand for the program in FY20. Demand in FY19 was high, however, as we started the fiscal year with $5.0 million budget, and increased it to $7.0 million during the fiscal year. As in previous years, WEDC may adjust program funding resources within the Business and Community Development (BCD) division during FY20 if additional demand is present.

Capacity Building – The grant program will be receiving $500,000 in additional program funding for regional economic development assessments and talent initiatives.

FINANCIAL OVERVIEW

This section focuses on the consolidated information of WEDC, and includes the following information:

1. Revenue and Expenditures by Object
2. Revenue and Expenditures by Department
3. Program Grant and Loan Allocations
4. Further Expenditure Breakout of Expenses by Department

Individual department budgets are also further presented and discussed within the departmental operations plan.

The discussion of the changes below follows the **Revenue and Expenditures by Object** format:

REVENUES – Decreasing $2.1 million (4%) from FY19. The primary changes are:

- ($1.8 million) decrease due to Department of Defense (DoD) grant, whose contract term ended in FY20.
- ($0.3 million) decrease for Interest on Loans and Investments, as WEDC expects to hold lower asset balances in its loan receivable and its cash and investment balance during FY20.

EXPENDITURES – Decreasing $3.1 million (5%) from FY19. The primary changes by expense category are:

Program Grants – Decreasing $2.3 million (8%)

- Disaster Recovery Microloan (DRM) program will be receiving $2.0 million less in program funding. Funding for this program will be based on future disaster events. For FY19, $2.0 million was allocated from our unassigned fund balance in September 2018 to address state-wide flooding events.
- Workforce Training Grant (WTG) program will be receiving $300,000 in additional program funding in FY20 to help companies improve the skills of their workforce.
- Site Assessment Grant (SAG) program will continue to receive $500,000 in additional program funding to address anticipated demand in FY20. The Biennial State Budget sets aside $1 million for SAG grants annually. WEDC provided an additional $150,000 in funding for FY18, and an additional $500,000 in FY19, and will continue to provide an additional $500,000 in FY20.
- Idle Sites Redevelopment (ISR) grant program will be receiving $200,000 in additional program funding to adjust to the expected demand for the program in FY20.
- Community Development Investment (CDI) grant program will be receiving $1.0 million less in program funding to adjust to the expected demand for the program in FY20. Demand in FY19 was high, however, as we started the fiscal year with $5.0 million budget, and increased it to $7.0 million during the fiscal year. As in previous years, WEDC may adjust program funding resources within the Business and Community Development (BCD) division during FY20 if additional demand is present.
- Fabrication Laboratories (Fab Labs) grant program will receive $229,000 in additional program funding to address anticipated demand in FY20. The Biennial State Budget for 2015-17 set aside $500,000 for Fab Labs, and starting in FY18, WEDC has continued to fund Fab Labs from its general program allocation.
- Capacity Building (CB) grant program will be receiving $500,000 in additional program funding for regional economic development assessments and talent initiatives.
- Seed Accelerator (SA) and Capital Catalyst (CC) grant programs will be receiving $125,000 and $350,000 less in program funding, respectively, which adjusts the program sizes back to their original FY19 budget levels.

Key Strategic Partners – Increasing $0.4 million (8%)

- Additional funds will be provided to four statewide chambers of commerce and their affiliates.

Marketing/Promotions – Decreasing $1.3 million (15%)

- WEDC is budgeting approximately $4.0 million to continue talent attraction and retention initiatives, initially funded by a $6.8 million State appropriation in FY18. Those initial funds will be expended by the end of FY19, and WEDC will be using its unassigned fund balance and general operations budget to continue to fund these initiatives for FY20, although at a lower funding level than in FY19.

Payroll – Increasing $1.0 million (8.5%)

Assumptions for FY20:

- An increase of three Full Time Positions, filling new roles in our back office/support divisions (Credit & Risk, Legal, and Operations and Program Performance).
- 2% of salaries for pay increases
- 3% health insurance premium increases
- 1% of salaries for merit awards
- 2.5% of salaries for professional development

Operations and General – Increasing $0.2 million (3.5%)

- Includes $300,000 in extended enterprise funding to the Department of Workforce Development (DWD) to assist in their continued efforts to attract and retain talent in the State of Wisconsin, as part of WEDC's Talent Attraction and Retention initiative.
- The increase has been offset by general savings in other operational line items, including events and conferences.

Pass-through federal grant expenditures – Decreasing $1.1 million (100%)

- WEDC received a federal grant from the Department of Defense in FY16, which ended on December 31, 2018.

Capital and Debt Service – Increasing $21,000 (9%)

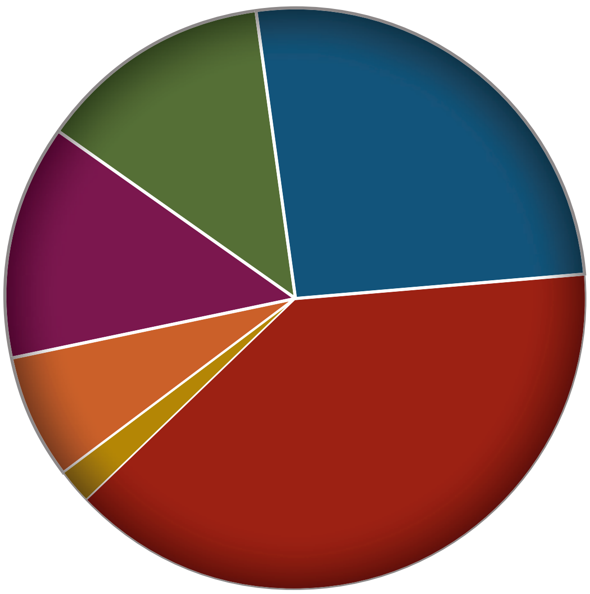
- WEDC's portion of the State pension liability is expected to increase in FY20 based on current amortization schedules from the State, which is partially offset by lower leasehold improvement needs for the year.

Program Loans – Increasing by $0.8 million (14%) from $5.2 million in FY19 to $6.0 million in FY20, due to the availability of funds.

- $360,00 increase in the Business Development Loan (BDL) Fund, from $640,000 in FY20 to $1.0 million in FY20.
- $475,000 increase in the Technology Development Loan Fund (TDL) program budget, from $4.5 million in FY19 to $5.0 million in FY20.
- Loan activity does not directly affect budgeted expenditures, other than through the loan loss reserve. However, the combination of Program Grants and Loans activity does represent the total direct economic development activity using WEDC revenue sources.

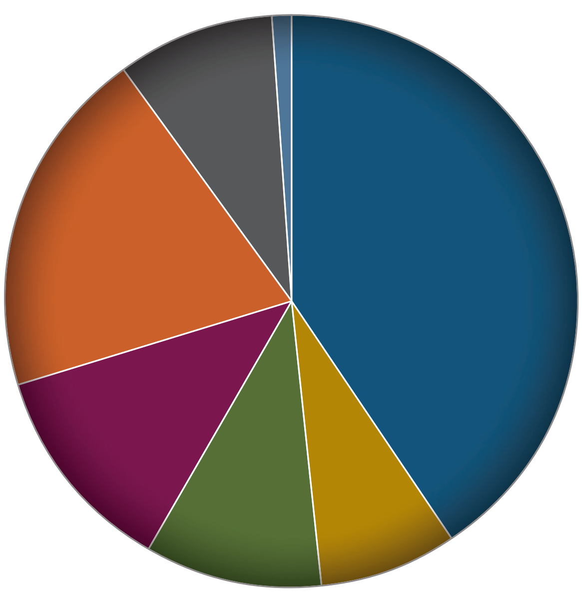
FUND BALANCE

- To achieve a balanced budget for FY20, WEDC will be using $11.4 million of our unassigned fund balance at the end of FY19, as well as future expected loan principal payments as fund sources in FY20.
- In addition, as part of the FY19-21 State Biennial Budget, WEDC is required to make a $25.0 million payment to the State in FY20. These funds will also be taken from WEDC's unassigned fund balance.
- The FY19 estimated unassigned fund balance is $32.1 million. The FY20 projected unassigned fund balance is $7.9 million. The FY20 target unassigned fund balance, equaling 1/6th of WEDC's operating budget, is $5.1 million.



SOURCES OF FUNDS $62.1 MILLION

- 26% – General Revenue Purpose
- 39% – Economic Development Fund (SEG)
- 2% – Site Assesment Grants
- 7% – Other Revenue
- 13% – Loan Principal Repayments
- 13% – Fund Balance



USES OF FUNDS $62.1 MILLION

- 41% – Program Grants
- 8% – Key Strategic Partners
- 10% – Loans, net
- 12% – Promotions
- 20% – Payroll and Benefits
- 9% – Operations and General
- -1% – Capital and Debt Service

WISCONSIN ECONOMIC DEVELOPMENT CORPORATION
Budget Summary - By Object

	FY 18 Actual	FY 19 Original Budget	FY19 Budget Amend September	FY19 Budget Amend June	FY20 Budget New Funds	Variance Favorable (Unfavorable)	% Chg Favorable (Unfavorable)
Revenues							
State General Purpose Revenue	$ 6,800,000	$ 16,392,500	$ 16,392,500	$ 16,392,500	$ 16,392,500	$ -	0.0%
State Economic Development Fund (SEG)	50,881,563	24,268,200	24,268,200	24,268,200	24,158,200	(110,000)	-0.5%
State Brownfield Site Assessment	1,000,000	1,000,000	1,000,000	1,000,000	1,000,000	-	0.0%
Other Intergovernmental Revenue	1,643,910	2,322,412	2,322,412	2,115,823	321,500	(1,794,323)	-84.8%
Interest on Loans	1,597,336	1,650,000	1,650,000	1,650,000	1,460,000	(190,000)	-11.5%
Charges for services	215,489	280,000	280,000	266,000	285,000	19,000	7.1%
Interest on Investments	144,348	905,000	905,000	1,831,000	1,709,000	(122,000)	-6.7%
Other Revenues	354,102	280,726	280,726	313,991	397,400	83,409	26.6%
Total Revenues	$ 62,636,748	$ 47,098,838	$ 47,098,838	$ 47,837,514	$ 45,723,600	$ (2,113,914)	-4.4%
Expenditures							
Program Grants	15,580,431	25,372,000	27,372,000	27,957,000	25,705,000	2,252,000	8.1%
Loan loss reserve -Collectible	1,830,105	1,000,000	1,000,000	1,000,000	1,000,000	-	0.0%
Loan loss reserve - Performance Based	1,500,000	-	-	-	-	-	0.0%
Key Strategic Partners	4,288,219	4,657,500	4,657,500	4,657,500	5,032,500	(375,000)	-8.1%
Promotions	4,140,170	8,282,810	8,282,810	8,442,130	7,158,057	1,284,073	15.2%
Payroll and Benefits	10,517,883	11,828,177	11,828,177	11,253,590	12,214,203	(960,613)	-8.5%
Operations and General	4,906,636	5,558,263	5,558,263	5,558,765	5,754,848	(196,083)	-3.5%
Pass-through federal grant expenditures	1,433,619	1,585,000	1,585,000	1,086,745	-	1,086,745	100.0%
Capital	432,036	80,000	80,000	84,000	30,000	54,000	64.3%
Debt Service	178,589	210,000	210,000	150,000	225,000	(75,000)	-50.0%
Total Expenditures	44,807,688	58,573,750	60,573,750	60,189,730	57,119,608	3,070,122	5.1%
Net Change in Fund Balance	17,829,060	(11,474,912)	(13,474,912)	(12,352,216)	(11,396,008)	956,208	7.7%
Adjustment to Fund Balance - State Payment	-	-	-	-	(25,000,000)	(25,000,000)	-100.0%
Beginning Fund Balance	103,682,397	90,105,784	90,105,784	121,511,457	117,516,241	(3,995,216)	-3.3%
Ending Fund Balance	**$ 121,511,457**	**$ 78,630,872**	**$ 76,630,872**	**$ 109,159,241**	**$ 81,120,233**	$ (28,039,008)	-25.7%
Projected Ending Fund Balance Composition							
Nonspendable	31,236,400	37,538,586	37,538,586	23,305,280	22,409,856		
Restricted	52,928,688	33,906,713	33,906,713	50,789,892	44,325,117		
Assigned	3,419,326	2,656,477	2,656,477	2,932,326	6,472,326		
Unassigned	33,927,043	4,529,096	2,529,096	32,131,743	7,912,934		
Total	$ 121,511,457	$ 78,630,872	$ 76,630,872	$ 109,159,241	$ 81,120,233		

WISCONSIN ECONOMIC DEVELOPMENT CORPORATION
Budget Summary - by Department

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Revenues							
State General Purpose Revenue	$ 6,800,000	$ 16,392,500	$ 16,392,500	$ 16,392,500	$ 16,392,500	$ -	0.0%
State Economic Development Fund (SEG)	50,881,563	24,268,200	24,268,200	24,268,200	24,158,200	(110,000)	-0.5%
State Brownfield Site Assessment	1,000,000	1,000,000	1,000,000	1,000,000	1,000,000	-	0.0%
Other Intergovernmental Revenue	1,643,910	2,322,412	2,322,412	2,115,823	321,500	(1,794,323)	-84.8%
Interest on Loans	1,597,336	1,650,000	1,650,000	1,650,000	1,460,000	(190,000)	-11.5%
Charges for services	215,489	280,000	280,000	266,000	285,000	19,000	7.1%
Interest on Investments	144,348	905,000	905,000	1,831,000	1,709,000	(122,000)	-6.7%
Other Revenues	354,102	280,726	280,726	313,991	397,400	83,409	26.6%
Total Revenues	$ 62,636,748	$ 47,098,838	$ 47,098,838	$ 47,837,514	$ 45,723,600	$ (2,113,914)	-4.4%
Expenditures							
Operational Divisions							
Entrepreneurship & Innovation - 2000	$ 6,230,943	$ 7,168,890	7,168,890	7,582,359	7,186,763	395,596	5.2%
Business and Community Development - 3000	17,147,824	21,736,581	23,736,581	23,069,697	20,546,540	2,523,157	10.9%
Business & Investment Attraction - 3500	712,995	837,544	837,544	764,636	1,132,787	(368,151)	-48.1%
Sector Strategy Development - 4000	4,374,504	6,505,141	6,505,141	6,515,157	6,597,926	(82,769)	-1.3%
Marketing & Brand Strategy - 5000	5,338,572	9,136,287	9,136,287	9,298,169	8,039,265	1,258,904	13.5%
International Business Development - 7000	2,808,683	3,560,123	3,560,123	3,428,020	3,501,872	(73,852)	-2.2%
Legal Services - 1100	1,242,556	1,111,566	1,111,566	1,117,587	1,217,788	(100,201)	-9.0%
Executive Office - 1200	1,177,271	1,198,163	1,198,163	1,143,755	1,253,832	(110,077)	-9.6%
Operations & Program Performance - 1300	372,818	456,814	456,814	425,629	572,034	(146,405)	-34.4%
Human Resources - 6100	1,215,070	1,564,634	1,564,634	1,536,514	1,574,642	(38,128)	-2.5%
Finance - 6200	755,906	954,913	954,913	929,787	910,614	19,173	2.1%
Information Technology - 6300	1,989,375	2,245,479	2,245,479	2,300,596	2,298,797	1,799	0.1%
Credit and Risk - 6600	938,035	1,195,669	1,195,669	1,165,765	1,347,899	(182,134)	-15.6%
Office of Public Policy - 8000	503,136	901,945	901,945	912,059	938,849	(26,790)	-2.9%
Total Expenditures	$ 44,807,688	$ 58,573,750	60,573,750	60,189,730	57,119,608	3,070,122	5.1%
Net Change in Fund Balance	17,829,060	(11,474,912)	(13,474,912)	(12,352,216)	(11,396,008)	956,208	7.7%
Adjustment to Fund Balance - State Payment					(25,000,000)	(25,000,000)	-100.0%
Beginning Fund Balance	103,682,397	90,105,784	90,105,784	121,511,457	117,516,241	(3,995,216)	-3.3%
Ending Fund Balance	**$ 121,511,457**	**$ 78,630,872**	**$ 76,630,872**	**$ 109,159,241**	**$ 81,120,233**	$ (28,039,008)	-25.7%
Projected Ending Fund Balance Composition							
Nonspendable	31,236,400	37,538,586	37,538,586	23,305,280	22,409,856		
Restricted	52,928,688	33,906,713	33,906,713	50,789,892	44,325,117		
Assigned	3,419,326	2,656,477	2,656,477	2,932,326	6,472,326		
Unassigned	33,927,043	4,529,096	2,529,096	32,131,743	7,912,934		
Total	$ 121,511,457	$ 78,630,872	$ 76,630,872	$ 109,159,241	$ 81,120,233		

WISCONSIN ECONOMIC DEVELOPMENT CORPORATION
Program Grants and Loans

Div.	Account No. and Name	FY 18 Actual	FY 19 Original Budget	FY19 Budget Amend September	FY19 Budget Amend June	FY20 Budget New Funds	Variance Favorable (Unfavorable)	% Chg Favorable (Unfavorable)
	Program Grants							
2000	6600.1 - Capacity Building Grants - E&I	$ 500,000	$ 500,000	$ 500,000	$ 500,000	$ 500,000	$ -	0.0%
2000	6630 - Seed Accelerator	970,600	1,000,000	1,000,000	1,125,000	1,000,000	(125,000)	-11.1%
2000	6646 - Entrepreneur Micro Grant Program	200,000	250,000	250,000	250,000	250,000	-	0.0%
2000	6650 - Capital Catalyst	625,000	1,500,000	1,500,000	1,850,000	1,500,000	(350,000)	-18.9%
2000	6731 - SBIR / STTR Matching Grant	1,350,000	1,500,000	1,500,000	1,500,000	1,500,000	-	0.0%
3000	6600 - Capacity Building Grants - BCD	417,000	250,000	250,000	250,000	750,000	500,000	200.0%
3000	6620 - Workforce Training Grants	750,000	1,500,000	1,500,000	700,000	1,000,000	300,000	42.9%
3000	6670 - Minority Business Development	-	150,000	150,000	150,000	200,000	50,000	33.3%
3000	6671 - Disaster Recovery Microloan	-	-	2,000,000	2,000,000	-	(2,000,000)	-100.0%
3000	6680 - Community Development Investment Grant	5,568,825	5,000,000	5,000,000	6,962,000	6,000,000	(962,000)	-13.8%
3000	6710 - Site Assessment Grants	1,088,200	1,500,000	1,500,000	1,500,000	1,500,000	-	0.0%
3000	6720 - Brownfield Grants	5,582,600	5,000,000	5,000,000	3,038,000	3,000,000	(38,000)	-1.3%
3000	6725 - Idle Sites Redevelopment	2,435,000	1,500,000	1,500,000	2,300,000	2,500,000	200,000	8.7%
3000	6753 - Revolving Loan Fund - LEG	100,000	-	-	-	-	-	0.0%
4000	6640 - Targeted Industry Projects Grants	3,975,103	3,800,000	3,800,000	3,889,000	3,800,000	(89,000)	-2.3%
4000	6755 - Fabrication Laboratories	504,863	500,000	500,000	521,000	750,000	229,000	44.0%
7000	6655 - Exportech	214,000	222,000	222,000	222,000	180,000	(42,000)	-18.9%
7000	6665.1 - International Market Access Grant	1,087,680	1,082,000	1,082,000	993,000	975,000	(18,000)	-1.8%
7000	6665.2 - Collaborative Market Access Grant	112,320	118,000	118,000	207,000	300,000	93,000	44.9%
	Total Program Grants	$ 25,481,191	$ 25,372,000	$ 27,372,000	$ 27,957,000	$ 25,705,000	$ (2,252,000)	-8.1%
	Loans							
2000	11xx - Technology Development Loans	4,475,000	5,000,000	5,000,000	4,525,000	5,000,000	475,000	10.5%
3000	11xx - Business Development Loan Program	500,000	1,500,000	1,500,000	640,000	1,000,000	360,000	56.3%
	Total Loans Gross	4,975,000	6,500,000	6,500,000	5,165,000	6,000,000	835,000	16.2%
	Less: expected loan repayments	(10,094,551)	(8,033,946)	(8,033,946)	(6,722,786)	(8,339,108)	(1,616,322)	24.0%
	Less: loan loss reserve in expenditures	(3,330,105)	(1,000,000)	(1,000,000)	(1,000,000)	(1,000,000)	-	0.0%
	Net funding for loans	(8,449,656)	(2,533,946)	(2,533,946)	(2,557,786)	(3,339,108)	(781,322)	30.5%
	Total Direct Economic Development Programs	$ 30,456,191	$ 31,872,000	$ 33,872,000	$ 33,122,000	$ 31,705,000	$ (1,417,000)	-4.3%

WISCONSIN ECONOMIC DEVELOPMENT CORPORATION
Appropriation by Object - with Department Detail

	FY 18 Actual	FY 19 Original Budget	FY19 Budget Amend September	FY19 Budget Amend June	FY20 Budget New Funds	Variance Favorable (Unfavorable)	% Chg Favorable (Unfavorable)
Programs							
Entrepreneurship & Innovation - 2000	$ 2,883,492	$ 4,750,000	$ 4,750,000	$ 5,225,000	$ 4,750,000	475,000	9.09%
Business and Community Development - 3000	10,125,933	14,900,000	16,900,000	16,900,000	14,950,000	1,950,000	11.54%
Sector Strategy Development - 4000	1,774,324	4,300,000	4,300,000	4,410,000	4,550,000	(140,000)	-3.17%
International Business Development - 7000	796,682	1,422,000	1,422,000	1,422,000	1,455,000	(33,000)	-2.32%
Total Programs	15,580,431	25,372,000	27,372,000	27,957,000	25,705,000	2,252,000	8.06%
Partnerships							
Entrepreneurship & Innovation - 2000	1,250,000	1,250,000	1,250,000	1,250,000	1,250,000	-	0.00%
Business and Community Development - 3000	1,557,819	1,902,500	1,902,500	1,902,500	2,277,500	(375,000)	-19.71%
Sector Strategy Development - 4000	1,250,000	1,275,000	1,275,000	1,275,000	1,275,000	-	0.00%
International Business Development - 7000	230,400	230,000	230,000	230,000	230,000	-	0.00%
Total Partnerships	4,288,219	4,657,500	4,657,500	4,657,500	5,032,500	(375,000)	-8.05%
Loan Loss Reserve							
Entrepreneurship & Innovation - 2000	1,572,790	500,000	500,000	500,000	500,000	-	0.00%
Business and Community Development - 3000	1,757,315	500,000	500,000	500,000	500,000	-	0.00%
Total Loan Loss Reserve	3,330,105	1,000,000	1,000,000	1,000,000	1,000,000	-	0.00%
Marketing & Brand Strategy - 5000	4,140,170	8,282,810	8,282,810	8,442,130	7,158,057	1,284,073	15.21%

WISCONSIN ECONOMIC DEVELOPMENT CORPORATION
Appropriation by Object - with Department Detail

	FY 18 Actual	FY 19 Original Budget	FY19 Budget Amend September	FY19 Budget Amend June	FY20 Budget New Funds	Variance Favorable (Unfavorable)	% Chg Favorable (Unfavorable)
Payroll and Benefits							
Legal Services - 1100	943,957	986,566	986,566	992,587	1,094,938	(102,351)	-10.31%
Executive Office - 1200	939,336	998,663	998,663	925,755	1,017,332	(91,577)	-9.89%
Operations & Program Performance - 1300	359,270	418,764	418,764	409,021	543,484	(134,463)	-32.87%
Entrepreneurship & Innovation - 2000	486,597	526,090	526,090	519,559	538,588	(19,029)	-3.66%
Business and Community Development - 3000	2,210,735	2,249,381	2,249,381	2,080,752	2,298,840	(218,088)	-10.48%
Business & Investment Attraction - 3500	253,612	526,099	526,099	453,191	523,362	(70,171)	-15.48%
Sector Strategy Development - 4000	719,082	807,651	807,651	707,667	666,376	41,291	5.83%
Marketing & Brand Strategy - 5000	813,402	853,477	853,477	856,039	881,208	(25,169)	-2.94%
Human Resources - 6100	529,550	697,704	697,704	615,451	713,634	(98,183)	-15.95%
Finance - 6200	396,632	467,813	467,813	480,237	489,814	(9,577)	-1.99%
Information Technology - 6300	667,841	747,671	747,671	815,332	826,304	(10,972)	-1.35%
Credit and Risk - 6600	929,800	1,178,669	1,178,669	1,149,565	1,282,249	(132,684)	-11.54%
International Business Development - 7000	778,448	860,483	860,483	758,975	836,087	(77,112)	-10.16%
Office of Public Policy - 8000	489,621	509,145	509,145	489,459	501,987	(12,528)	-2.56%
Total Payroll and Benefits	10,517,883	11,828,177	11,828,177	11,253,590	12,214,203	(960,613)	-8.54%
Operations and General							
Legal Services - 1100	298,599	125,000	125,000	125,000	122,850	2,150	1.72%
Executive Office - 1200	237,935	199,500	199,500	218,000	236,500	(18,500)	-8.49%
Operations & Program Performance - 1300	13,548	38,050	38,050	16,608	28,550	(11,942)	-71.91%
Entrepreneurship & Innovation - 2000	38,064	142,800	142,800	87,800	148,175	(60,375)	-68.76%
Business and Community Development - 3000	607,663	599,700	599,700	599,700	520,200	79,500	13.26%
Business & Investment Attraction - 3500	459,383	311,445	311,445	311,445	609,425	(297,980)	-95.68%
Sector Strategy Development - 4000	85,838	122,490	122,490	122,490	106,550	15,940	13.01%
Human Resources - 6100	685,520	826,930	826,930	881,063	861,008	20,055	2.28%
Finance - 6200	133,649	237,100	237,100	255,550	165,800	89,750	35.12%
Information Technology - 6300	1,321,534	1,497,808	1,497,808	1,485,264	1,472,493	12,771	0.86%
Credit and Risk - 6600	8,235	17,000	17,000	16,200	65,650	(49,450)	-305.25%
International Business Development - 7000	1,003,153	1,047,640	1,047,640	1,017,045	980,785	36,260	3.57%
Office of Public Policy - 8000	13,515	392,800	392,800	422,600	436,862	(14,262)	-3.37%
Total Operation and General	4,906,636	5,558,263	5,558,263	5,558,765	5,754,848	(196,083)	-3.53%
Pass-through federal grant expenditures	1,433,619	1,585,000	1,585,000	1,086,745	-	1,086,745	100.00%
Capital							
Marketing & Brand Strategy - 5000	385,000	-	-	-	-	-	0.00%
Human Resources - 6100	-	40,000	40,000	40,000	-	40,000	100.00%
Finance - 6200	47,036	40,000	40,000	44,000	30,000	14,000	31.82%
Total Capital	432,036	80,000	80,000	84,000	30,000	54,000	64.29%
Debt Service							
Finance - 6200	178,589	210,000	210,000	150,000	225,000	(75,000)	-50.00%
	178,589	210,000	210,000	150,000	225,000	(75,000)	-50.00%
Total	$ 44,807,688	$ 58,573,750	$ 60,573,750	$ 60,189,730	$ 57,119,608	3,070,122	5.10%

EXECUTIVE OFFICE

EXECUTIVE OFFICE

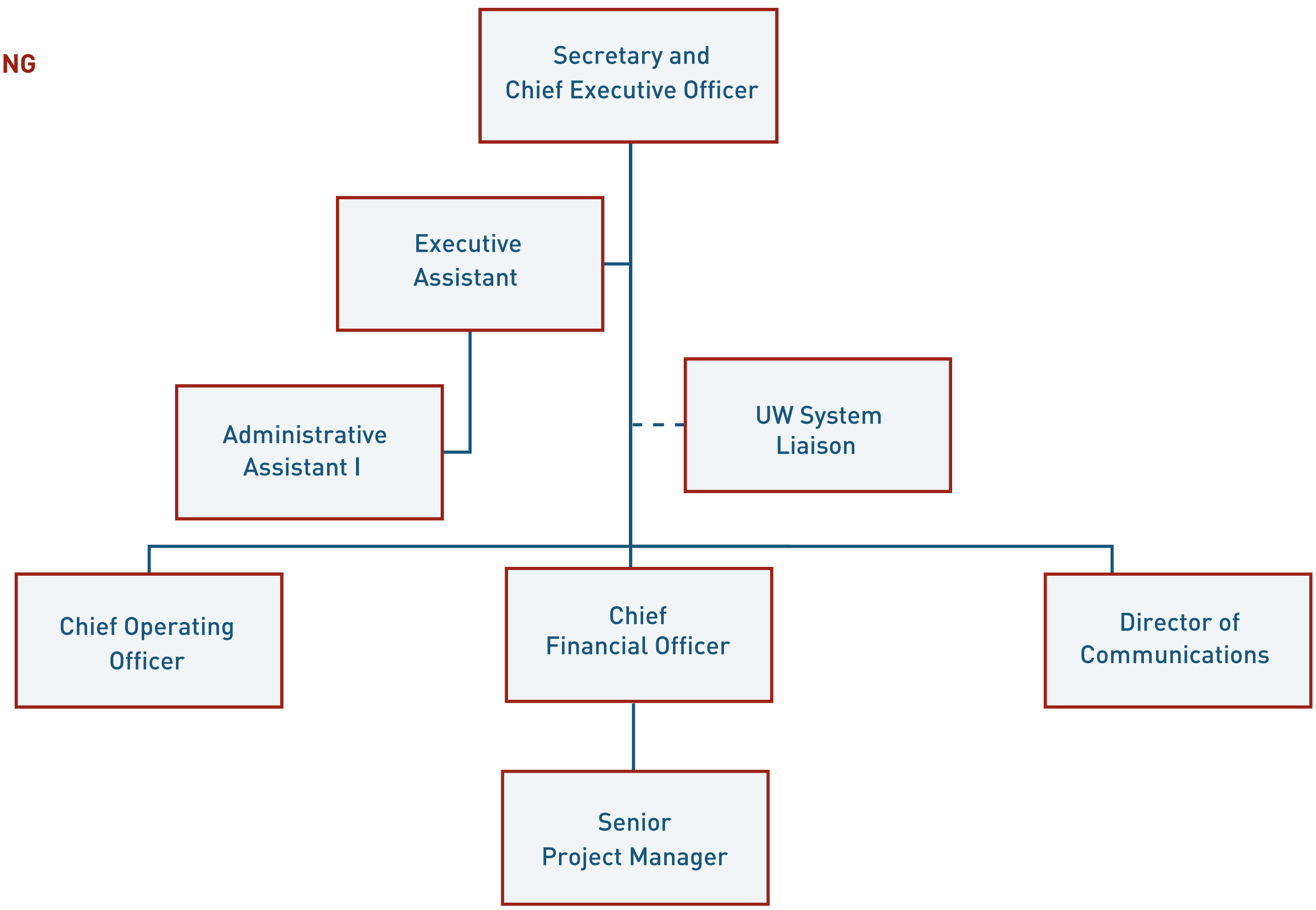
The Executive Office is charged with providing strategic direction, ensuring effective programming and compliance, managing stakeholder relations, and building a high-performing organization.

GOALS

The Executive Office has five goals:

- Work with and support the Board of Directors to set long-term and annual economic development strategies and goals, and to ensure oversight and compliance with statute and policy.
- Develop and manage the Strategic Plan, which communicates and supports the strategic goals and objectives for senior leadership and which ensures outcomes and benchmarks are met.
- Coordinate WEDC strategies and communication with State of Wisconsin leadership (Governor and Legislature).
- Manage external stakeholder relations.
- Recommend innovative economic development policy initiatives for the Governor and Legislature to consider.

STAFFING



BUDGET NOTES - EXECUTIVE OFFICE

- 6200 – Professional Fees – includes funds for UW System liaison services and strategic planning sessions

UW SYSTEM ECONOMIC DEVELOPMENT LIAISON

GOALS

The Office of Economic Development liaison, a shared function of WEDC and the UW System, has three goals:

- Foster increased UW System connection with current and prospective Wisconsin businesses.
- Accelerate entrepreneurship, tech transfer and commercialization of university research.
- Support and encourage "Triple Helix" collaborations of university, government and business initiatives to develop a stronger workforce, build communities, and foster job creation.

ADMINISTRATIVE OVERSIGHT

The UW System is one of Wisconsin's largest talent pipelines, generating an economic impact of $24 billion annually for the benefit of the state and its residents. The Economic Development liaison role represents a vital partnership for identifying and coordinating linkages between the UW System and WEDC's strategies of targeted business and industry development, entrepreneurial growth, international business development, and job creation. We believe this jointly funded position is unique among the university-government collaborations across the nation and helps to foster strategic alignment of economic development planning, programming, and project implementation. A core function of this role is to work in close collaboration with WEDC leadership, with the UW System Board of Regents, and with internal and statewide networks to leverage UW System resources in support of WEDC's economic, business, and talent development initiatives.

STAFFING

Interim Vice President – Corporate Relations and Economic Engagement - Reports to the CEO. Responsible for leading the planning and implementation of initiatives and programs to leverage the University of Wisconsin System's economic development assets in order to drive statewide talent attraction and retention, business development, innovation, and economic prosperity.

KEY STRATEGIC INITIATIVES

- Expand outreach for UW Talent Development, Attraction and Retention initiatives in conjunction with the WEDC Talent Initiatives Director with a focus on internships, strategic business partnerships, and outreach to alumni and veterans.
- Support the UW System's Business and Community Outreach strategic initiatives, including the UW System Business Council, the Governor's Council for Workforce Development, and additional collaborative efforts with statewide partners in higher education, economic development, and business.
- Leverage the UW System Office of Corporate Relations and Economic Engagement to increase the visibility of economic and business development successes and to support capacity-building initiatives which foster a broad range of community partnerships and career pathways for UW students, faculty and staff.

Executive Office - 1200

Account No. and Name	FY18 Actual	FY19 Budget Original	FY19 Budget Amend September	FY19 Budget Amend June	FY20 Budget New Funds	FY20 % Chg
Revenues						
4110 - State GPR Funds	$ 6,800,000	$ 16,392,500	$ 16,392,500	$ 16,392,500	$ 16,392,500	0.0%
4120 - State SEG Funds	50,881,563	24,268,200	24,268,200	24,268,200	24,158,200	-0.5%
4170 - Revenue-Other Income	4,417	-	-	-	-	0.0%
Total	57,685,980	40,660,700	40,660,700	40,660,700	40,550,700	-0.3%
Expenditures						
Payroll and Benefits						
6000 - Benefits- Health Insurance	97,318	98,356	98,356	89,353	98,375	10.1%
6010 - Benefits- Life Insurance	822	966	966	1,103	692	-37.3%
6015 - Benefits-Retirement	48,394	50,415	50,415	46,957	51,582	9.8%
6020 - Benefits- Payroll Taxes	47,732	58,200	58,200	53,918	59,561	10.5%
6021 - Benefits - STD/LTD	3,879	3,238	3,238	2,977	3,073	3.2%
6023 - Benefits -HSA	1,500	-	-	-	-	0.0%
6025 - Benefits Other	2,042	-	-	2,000	2,167	8.3%
6026 - Benefits - Commuting Stipend	3,889	3,878	3,878	3,878	3,878	0.0%
6040 - Merit/Incentives	3,225	7,608	7,608	10,749	7,623	-29.1%
6050 - Compensation- Salary	723,965	760,786	760,786	704,820	778,581	10.5%
6055 - Professional Development	6,570	15,216	15,216	10,000	11,800	18.0%
Total Payroll and Benefits	939,336	998,663	998,663	925,755	1,017,332	9.9%
Operating and General						
6120 - Office Expense- Other	7,362	25,000	25,000	25,000	25,000	0.0%
6200 - Professional Fees- Consulting Fees	134,717	115,000	115,000	127,500	145,000	13.7%
6245 - Dues, Subscriptions, and Memberships	8,760	6,000	6,000	8,000	8,000	0.0%
6360 - Supplies & Equipment- Office Supplies	13,945	11,500	11,500	11,500	11,500	0.0%
6375 - Events and Conferences	16,484	9,000	9,000	9,000	9,000	0.0%
6377 - Business Meals	9,445	4,000	4,000	4,000	4,000	0.0%
6380 - Travel- Lodging	7,084	2,500	2,500	7,000	7,500	7.1%
6390 - Travel - Meals	2,005	1,500	1,500	2,000	2,500	25.0%
6410 - Travel - Other	96	1,000	1,000	-	-	0.0%
6430 - Travel - Transportation	38,037	24,000	24,000	24,000	24,000	0.0%
Total Operating and General	237,935	199,500	199,500	218,000	236,500	8.5%
Total Expenditures	$ 1,177,271	$ 1,198,163	$ 1,198,163	$ 1,143,755	$ 1,253,832	9.6%
Total Appropriation	**$ 1,177,271**	**$ 1,198,163**	**$ 1,198,163**	**$ 1,143,755**	**$ 1,253,832**	**9.6%**

BUSINESS AND COMMUNITY DEVELOPMENT

BUSINESS AND COMMUNITY DEVELOPMENT

GOALS

The Business and Community Development (BCD) Division has four goals:

- Provide financial and technical assistance to Wisconsin businesses and communities to help them take advantage of opportunities that improve their economic future and chances of long-term success.
- Effectively leverage WEDC funds with private dollars to maximize business and community investments.
- Expand the capacity of stakeholders and economic development partners.
- Increase the number of Wisconsin economic developers with professional education and certifications through a partnership with WEDA.

KEY PERFORMANCE INDICATORS

In FY20, the BCD division intends to accomplish the following:

KPI	TRACKING
Provide financial assistance to 122 businesses	Unique number of businesses determined by reports generated through awards administration system
Provide programmatic technical assistance to 1,520 businesses	Unique number of businesses reported through WEDC's CRM and Key Strategic Partnerships
Provide financial assistance to 78 communities	Number of community awards determined by reports generated through awards administration system
Provide programmatic technical assistance to 120 communities	Number of communities reported through WEDC's CRM
Impact 12,100 jobs • Assist in creating 4,650 jobs • Assist in retaining 7,450 jobs	Reports generated through awards administration system
Achieve a 15:1 leverage ratio	Reports generated through awards administration system
Assist 39 partner organizations	Awards made through programs and through Key Strategic Partnerships and others
Increase the access to training and certification of local economic development partners through our contact with the Wisconsin Economic Development Association (WEDA)	Through reporting by WEDA on new Certified Economic Developers (CEcD) and Economic Development Finance Professionals (EDFP) and local partners participating in training
Provide WEDC presentations to 25 professional service providers and proactive outreach to 100 Wisconsin companies	Professional Service Provider Outreach campaigns in CRM; Wisconsin Business Outreach Initiative campaigns in CRM

OPERATING PLAN

In FY20, BCD will accomplish its mission and goals by delivering the following programs. Specific operating procedures can be found in the corresponding program guidelines.

BUSINESS DEVELOPMENT PROGRAMS

BUSINESS DEVELOPMENT TAX CREDITS	
Description	Support job creation, capital investment, training, and corporate headquarters location or retention by providing businesses located in or relocating to Wisconsin with refundable tax credits that can help reduce their Wisconsin income/franchise tax liability or provide a refund, thereby helping to enhance their cash flow to expand payroll, the project's scope, or accelerate the timing of the project.
Strategic Pillar	Business Development – Business Retention and Expansion
Budget (Non-Staff Expenses)	$22,000,000 (Calendar Year)
Activities and Expected Outcomes	• Assist 40 businesses • Support the creation of 3,000 jobs and retention of 6,000 jobs • Achieve a 20:1 leverage of other investment

BUSINESS DEVELOPMENT LOAN PROGRAM	
Description	Provide financing primarily to small businesses that have limited access to standard types of debt or equity financing, particularly, but not limited to, rural areas of the state. The program is intended to provide gap financing to existing businesses seeking to expand, increase operational efficiency, or enhance competitiveness in key Wisconsin industries.
Strategic Pillar	Business Development – Business Retention and Expansion
Budget (Non-Staff Expenses)	$1,000,000
Activities and Expected Outcomes	• Assist 4 businesses • Achieve a 3:1 leverage of other investment

CAPACITY BUILDING GRANTS	
Description	Assist local and regional economic development groups, furthering the efforts of WEDC to create an advanced economic development network within the state of Wisconsin. The primary use of the funds is for assessment of the economic competitiveness of the area; and support of strategies that will benefit the recipient organizations and their members through operational efficiencies, strategy development, education/skill development, or increased collaboration with other organizations.
Strategic Pillar	Community and Economic Opportunity
Budget	$750,000
Activities and Expected Outcomes	• Support 15 organizations

DEVELOPMENT OPPORTUNITY ZONE	
Description	Support job creation, job retention, capital investment, and environmental remediation to businesses in the Cities of Beloit, Janesville and Kenosha by providing non-refundable tax credits that help to reduce a company's Wisconsin state income tax liability, thereby helping to enhance its cash flow to either increase the expansion project's scope and/or accelerate the timing of the project and/or enhance payroll.
Strategic Pillar	Business Development – Business Expansion and Retention
Budget (Non-Staff expenses)	$2,972,650 Janesville; $9,519,000 Beloit; $9,250,000 Kenosha
Activities and Expected Outcomes	• No activity is expected for FY20

DISASTER RECOVERY LOAN PROGRAM	
Description	Provide grants to pre-approved regional entities with the capacity to deploy rapid response microloans to businesses affected by disasters, either natural or manmade. The microloans are to assist the business with necessary restoration and operating expenses until more long-term recovery funding can be secured.
Strategic Pillar	Business Development – Business Retention and Expansion
Budget (Non-Staff Expenses)	N/A (Funding may be made available dependent on disaster event)
Activities and Expected Outcomes	N/A

ENTERPRISE ZONE TAX CREDITS	
Description	Support projects involving major expansion of existing Wisconsin businesses or relocation of major business operations from other states to Wisconsin by providing refundable tax credits for job creation, job retention, capital investment, employee training, and Wisconsin supply chain investment.
Strategic Pillar	Business Development - Business and Investment Attraction
Budget (Non-Staff expenses)	Unlimited (1 reserved for communities < 5,000 in population)
Activities and Expected Outcomes	• Assist 3 businesses • Support the creation of 1,200 jobs • Support the retention of 800 jobs • Achieve a 5:1 leverage ratio

INDUSTRIAL REVENUE BONDING	
Description	Allocate the bonding authority or the volume cap under 238.10 Wisconsin Statutes for tax-exempt bonds that can be used to stimulate capital investment and job creation by providing private borrowers with access to financing at interest rates that are lower than conventional bank loans. The IRB process involves five separate entities – the borrower, lender, bond attorney, issuer, and WEDC.
Strategic Pillar	Business Development – Business Retention and Expansion
Budget (Non-Staff Expenses)	$300,212,320 (Calendar year allocation)
Activities and Expected Outcomes	• Assist 10 businesses

MINORITY BUSINESS DEVELOPMENT	
Description	Support minority, women and veteran-owned business development through direct assistance to nonprofit organizations in Wisconsin. The funding is intended to promote investment and job retention and creation in minority communities and underserved markets by increasing access to capital and business development training opportunities.
Strategic Pillar	Community and Economic Opportunity – Minority Business Development
Budget (Non-Staff Expenses)	$200,000
Activities and Expected Outcomes	• Support 4 organizations • Assist 100 businesses (20 financially)

WORKFORCE TRAINING GRANTS	
Description	Provide grants to businesses for workforce retention and expansion into new markets and technology. Funding would allow for upgrades or improvements to job-related skills of business' full-time employees after other state training options have been explored.
Strategic Pillar	Business Development – Business Retention and Expansion
Budget (Non-Staff Expenses)	$1,000,000
Activities and Expected Outcomes	• Support 4 organizations • Assist 100 businesses (20 financially)

COMMUNITY DEVELOPMENT PROGRAMS

BROWNFIELDS GRANTS	
Description	Provide grants under 238.13, Wis. Stats. to local governments, businesses, non-profits, and individuals for redeveloping commercial and industrial sites that have been adversely impacted by environmental contamination.
Strategic Pillar	Community and Economic Opportunity – Community Development
Budget (Non-Staff Expenses)	$3,000,000
Activities and Expected Outcomes	• Assist 10 communities • Achieve a 35:1 leverage ratio

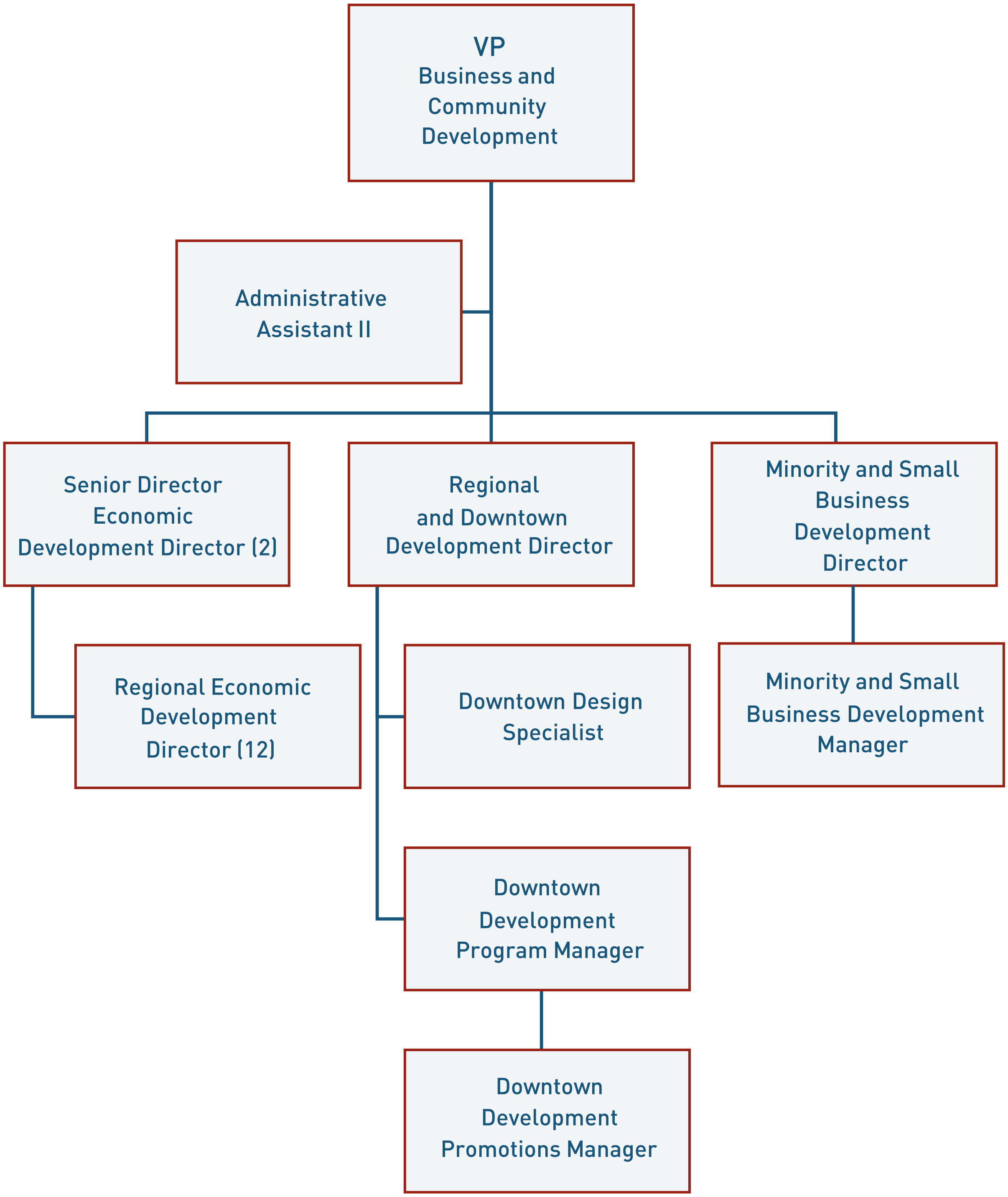
COMMUNITY DEVELOPMENT INVESTMENT GRANTS	
Description	Provide grants to support urban, small city and rural community redevelopment efforts by providing financial incentives for shovel-ready projects with emphasis on, but not limited to, downtown community driven efforts.
Strategic Pillar	Community and Economic Opportunity - Community Development
Budget (Non-Staff Expenses)	$6,000,000
Activities and Expected Outcomes	• Assist 24 communities • Achieve a 35:1 leverage ratio

HISTORIC PRESERVATION TAX CREDITS	
Description	Provide transferable tax credits (20% of qualified rehabilitation expenses) up to $3.5 million per parcel) to eligible entities rehabilitating certified historic buildings. Historic rehabilitation incentivized through this program must be recommended by the State Historic Preservation Office (SHPO) as certified historic properties.
Strategic Pillar	Community and Economic Opportunity - Community Development
Budget (Non-Staff Expenses)	Certifications are awarded on a rolling basis
Activities and Expected Outcomes	• Assist 25 communities • Achieve a 5:1 leverage ratio

IDLE SITES REDEVELOPMENT GRANTS	
Description	Provide grants to Wisconsin communities to redevelop large sites that have been idle, abandoned or underutilized for a period of at least five years. Approved projects can use funds for demolition, environmental remediation, infrastructure, or site-specific improvements to advance the site to shovel-ready status or enhance the site's market attractiveness.
Strategic Pillar	Community and Economic Opportunity – Community Development
Budget (Non-Staff Expenses)	$2,500,000
Activities and Expected Outcomes	• Assist 6 communities • Achieve a 20:1 leverage ratio

MAIN STREET AND CONNECT COMMUNITIES	
Description	Provide technical assistance to communities in the planning, management and implementation of strategic development projects in downtowns and urban neighbor-hoods. This includes Main Street support and Connect Communities, which is aimed at supplementing the Main Street program by expanding services to more downtowns across the state.
Strategic Pillar	Community and Economic Opportunity – Downtown Development
Budget (Non-Staff expenses)	$300,000 (non-aids)
Activities and Expected Outcomes	• Add 1 Main Street community to current 33 • Add 12 Connect Communities to current 74 • Assist 90 businesses

BROWNFIELD SITE ASSESSMENT GRANTS	
Description	Provide grants under 238.133 Wis. Stats. for up to $150,000 to local governments seeking to redevelop sites with economic or community development potential that are or may be adversely impacted by environmental contamination. Grant funds are to be utilized to define the degree and extent of groundwater and soil contamination, along with identifying and assessing vapor intrusion issues.
Strategic Pillar	Community and Economic Opportunity – Community Development
Budget (Non-Staff expenses)	$1,500,000
Activities and Expected Outcomes	• Assist 13 communities • Achieve a 6:1 leverage ratio


VP
Business and Community Development
Administrative Assistant II
Senior Director Economic Development Director (2)
Regional and Downtown Development Director
Minority and Small Business Development Director
Regional Economic Development Director (12)
Downtown Design Specialist
Minority and Small Business Development Manager
Downtown Development Program Manager
Downtown Development Promotions Manager

Vice President – Reports to the COO. Responsible for the overall direction and management of the division and assures execution of the divisional operating plan.

Administrative Assistant – Provides administrative support to senior-level staff and supports daily operational needs of the BCD division.

Senior Economic Development Director – Manages and develops programs, makes policy recommendations and the development of staff, and is the immediate supervisor for the regional economic development directors. It is the first point of contact between the regional directors and underwriting / legal / fiscal with business investment strategies.

Regional Economic Development Director – Provides project management and delivers projects within the established budget and timeline as it relates to business and community development assistance within the BCD division. Primary contact for intake of applications, technical and financial assistance for BCD programs, and initial intake for other WEDC opportunities.

Minority and Small Business Development Director – Oversees WEDC involvement in all aspects of the minority and underserved business community and relationships with the State's four minority-based chambers of commerce and related entities; provides direct oversight of WEDC's investment in its key strategic partnership with the Wisconsin Procurement Institute and the state minority chambers of commerce; assist with Kiva micro-lending for Minority Chambers and businesses in rural downtowns in Wisconsin.

Minority and Small Business Development Manager – Assists the Director in providing advisory services, direct and indirect assistance, major initiatives, investments and technical support to the minority business community in Wisconsin.

Downtown Development and Regional Director – Coordinates support staff and resources as necessary to meet program goals; makes policy recommendations; serves as the immediate supervisor for the downtown development team. Point of contact between the downtown development staff and underwriting / legal / fiscal with business and community investment strategies.

Downtown Development Program Manager – Responsible for program design, execution, and performance for the Downtown Development program. Assists communities in revitalizing downtown and commercial business districts; serves as a clearinghouse for business, organizations and municipality business development related information and resources in downtowns. This position is the lead member of the Downtown Development project team.

Downtown Development Promotions Manager – Assists communities in revitalizing downtown and commercial business districts through training; evaluates and promotes programs related to downtown development; .

Downtown Design Specialist – Assists communities in revitalizing downtown and commercial business districts; provides on-site design assistance and schematic renderings for businesses to help make physical improvements and navigate local permit process; develops and implements communication programs to provide delivery.

KEY STRATEGIC PARTNERSHIPS

In FY20, BCD will work with the following organizations to deliver WEDC's mission:

REGIONAL ECONOMIC DEVELOPMENT ORGANIZATIONS	
Description	There are currently nine regional economic development entities (M7, MadREP, Prosperity Southwest, 7 Rivers Region, Momentum West, Visions Northwest, Grow North, Centergy, and New North). While each is organized differently, all demonstrate regional collaboration with county and municipal EDOs, regional planning commissions, workforce development organizations, educators and private sector stakeholders.
Strategic Pillar	• Business Development – Business Retention and Expansion • Business Development – Business and Investment Attraction • Business Development – Export and International Trade • Business Development – Entrepreneurship and Innovation
Budget (Non-Staff Expenses)	$827,500 ($775,000 Strategic Partner support - $52,500 Inspire license)
Activities and Expected Outcomes	Annual contracts with the regions relate to the following primary focus areas: • Convener, facilitator and partner for local economic development entities in the respective regions • Marketing agents for the regions • Business retention and expansion (BRE) coordinated efforts • Generate business and community data information • Resource referral or primary contact for business • Talent and workforce development assistance (Inspire License) • Industry Sector identification and support • Entrepreneurship and innovation support • Export and FDI identification and support

WISCONSIN PROCUREMENT INSTITUTE	
Description	Wisconsin Procurement Institute (WPI) is a non-profit organization whose mission is to assist Wisconsin businesses in creating, developing and growing their Federal, State, and Local Government sales, revenues, profits, and jobs by providing access to federal and state contracting opportunities.
Strategic Pillar	Business Development – Business Retention and Expansion
Budget (Non-Staff Expenses)	$350,000
Activities and Expected Outcomes	• Assist 1,200 businesses • Assist in the creation of 200 jobs • Assist the retention of 300 jobs • Assist Wisconsin companies to secure $100 million in new federal and state procurement contracts • Provide 10 conferences, technical trainings or outreach events in Wisconsin

MINORITY CHAMBERS OF COMMERCE	
Description	Support minority business development through business creation, expansion and attraction and training. This is accomplished through direct grant assistance to qualifying minority business entities in Wisconsin for revolving loan fund technical assistance, KIVA micro-lending, and organizational support. The organizations are: **African American Chamber of Commerce (AACC)** Affiliates: Wisconsin Black Chamber of Commerce, Madison Black Chamber of Commerce **American Indian Chamber of Commerce/First American Capital Corp. (FACC)** Affiliate: Wisconsin Indian Business Alliance (WIBA) **Hmong Chamber of Commerce (HWCC)** Affiliates: Latino Entrepreneurial Network (LEN), Hmong Business Coalition **Hispanic Chamber of Commerce (HCCW)** Affiliate: Latino Chamber of Commerce – Dane County
Strategic Pillar	Community and Economic Opportunity – Minority Business Development
Budget (Non-Staff Expenses)	$1,100,000
Activities and Expected Outcomes	• Support 20 businesses through RLF loans • Support 20 businesses through KIVA micro-loans • Support 150 businesses through substantive technical assistance • Create 250 jobs • Retain 350 jobs

KEY STRATEGIC INITIATIVES

- Expand the investment and outreach to the Minority Business Community, Women Owned Businesses and Veteran-Owned Businesses throughout the State of Wisconsin.
- Focus WEDC programs to better serve the rural areas of the state.
- Increase the awareness of the Disaster Recovery Microloan Program launched in FY19.

BUDGET NOTES

- 4014 – Federal – DoD Grant –ended on 12/31/2018
- 5155 – Minority Business Development KSP includes additional funds to the four statewide chambers of commerce and the WI Indian Business Alliance (WIBA)
- 6225 – Pass-through federal grant ended on 12/31/2018
- 6375 – Events and Conferences is reduced due to bringing event services for Wisconsin Marketplace 2019 in house
- 6600 – Capacity Building Grants includes additional funds for regional economic development assessments and talent initiatives
- 6620 – Workforce Training Grants includes additional funds to meet increased program demand
- 6670 - Minority Business Development program includes additional funds for Veterans Chamber of Commerce and its affiliates
- 6671 – Disaster Recovery Microloan budget will be determined based on disaster event.
- 6680 – Community Development Investment Grants funding is reduced to adjust to expected demand for the program

Business and Community Development - 3000

Account No. and Name	FY18 Actual	FY19 Budget Original	FY19 Budget Amend September	FY19 Budget Amend June	FY20 Budget New Funds	FY20 % Chg
Revenues						
4014 - Federal - DOD Grant	$ 728,298	$ 1,585,000	$ 1,585,000	$ 1,756,384	$ -	-100.0%
4015 - Federal - USDA Grant	20,961	-	-	33,639	-	-100.0%
4130 - State Brownfield Site Asses. Grant	1,000,000	1,000,000	1,000,000	1,000,000	1,000,000	0.0%
4145 - State Loan Repayments	1,011,839	750,000	750,000	750,000	600,000	-20.0%
4146 - Contra-Revenue	(119,092)	-	-	-	-	0.0%
4147 - Interest - Forgiveable Loans	119,092	-	-	-	-	0.0%
4148 - Contra Interest Revenue - Collectible Loans	(45,679)	-	-	-	-	0.0%
4170 - Revenue-Other Income	50,405	24,000	24,000	24,000	59,000	145.8%
4180 - Loan Origination Fees	5,000	-	-	-	-	0.0%
4185 - Sponsorship Contributions	60,500	70,000	70,000	70,000	50,000	-28.6%
Total	2,831,324	3,429,000	3,429,000	3,634,023	1,709,000	-53.0%
Expenditures						
Program Grants						
6600 - Capacity Building Grants -BCD	298,101	250,000	250,000	250,000	750,000	200.0%
6620 - Workforce Training Grants	99,822	1,500,000	1,500,000	700,000	1,000,000	42.9%
6670 - Minority Business Development Grant	450,000	150,000	150,000	150,000	200,000	33.3%
6671 - Disaster Recovery Microloan	-	-	2,000,000	2,000,000	-	-100.0%
6676 - Regional Revolving Loan Fund Expansion	47,070	-	-	-	-	0.0%
6680 - Community Development Investment Grants	2,377,384	5,000,000	5,000,000	6,962,000	6,000,000	-13.8%
6710 - Brownfield Site Assesment Grants	574,663	1,500,000	1,500,000	1,500,000	1,500,000	0.0%
6720 - Brownfield Program Grants	2,942,533	5,000,000	5,000,000	3,038,000	3,000,000	-1.3%
6725 - Idle Sites Redevelopment Program	3,236,360	1,500,000	1,500,000	2,300,000	2,500,000	8.7%
6753 - EDC - JFC	100,000	-	-	-	-	0.0%
Total Program Grants	10,125,933	14,900,000	16,900,000	16,900,000	14,950,000	-11.5%
Key Strategic Partnerships						
5155 - Minority Business Development	750,000	750,000	750,000	750,000	1,100,000	46.7%
5160 - Regionals	482,819	827,500	827,500	827,500	827,500	0.0%
5185 - Wisconsin Procurement Institute	325,000	325,000	325,000	325,000	350,000	7.7%
Total Key Strategic Partnerships	1,557,819	1,902,500	1,902,500	1,902,500	2,277,500	19.7%
Payroll and Benefits						
6000 - Benefits- Health Insurance	314,709	327,274	327,274	275,118	280,430	1.9%
6010 - Benefits- Life Insurance	2,064	2,407	2,407	1,852	1,997	7.8%
6015 - Benefits-Retirement	106,352	109,774	109,774	102,886	115,055	11.8%
6020 - Benefits- Payroll Taxes	118,278	124,099	124,099	116,258	130,065	11.9%
6021 - Benefits - STD/LTD	10,043	7,969	7,969	6,305	7,425	17.8%
6023 - Benefits -HSA	5,250	-	-	3,750	2,250	-40.0%
6025 - Benefits Other	2,042	2,000	2,000	2,000	4,334	116.7%
6026 - Benefits - Commuting Stipend	4,708	4,986	4,986	5,540	6,094	10.0%
6040 - Merit/Incentives	26,325	16,224	16,224	15,883	17,004	7.1%
6050 - Compensation- Salary	1,586,624	1,622,204	1,622,204	1,519,716	1,700,186	11.9%
6055 - Professional Development	34,340	32,444	32,444	31,444	34,000	8.1%
Total Payroll and Benefits	2,210,735	2,249,381	2,249,381	2,080,752	2,298,840	10.5%
Operating and General						
5400 - Extended Enterprise	21,700	24,000	24,000	24,000	17,500	-27.1%
6120 - Office Expense- Other	19,362	21,000	21,000	21,000	21,000	0.0%
6150 - Office Expense- Rent	22,899	25,000	25,000	25,000	25,000	0.0%
6200 - Professional Fees- Consulting Fees	218,725	200,000	200,000	200,000	200,000	0.0%
6225 - Pass-through federal grant expenditures	888,359	1,585,000	1,585,000	1,086,745	-	-100.0%
6236 - Print Material Production	131	1,000	1,000	1,000	1,000	0.0%
6245 - Dues, Subscriptions, and Memberships	8,155	9,000	9,000	9,000	9,000	0.0%
6310 - Repairs & Maintenance- Automobiles	5,760	3,000	3,000	3,000	2,000	-33.3%
6360 - Supplies & Equipment- Office Supplies	1,554	-	-	-	-	0.0%
6375 - Events and Conferences	181,538	200,000	200,000	200,000	130,000	-35.0%
6377 - Business Meals	3,125	1,700	1,700	1,700	1,700	0.0%

Business and Community Development - 3000

Account No. and Name	FY18 Actual	FY19 Budget Original	FY19 Budget Amend September	FY19 Budget Amend June	FY20 Budget New Funds	FY20 % Chg
6380 - Travel- Lodging	34,603	30,000	30,000	30,000	30,000	0.0%
6390 - Travel - Meals	17,397	20,000	20,000	20,000	18,000	-10.0%
6410 - Travel - Other	25	-	-	-	-	0.0%
6430 - Travel - Transportation	72,689	65,000	65,000	65,000	65,000	0.0%
Total Operating and General	1,496,022	2,184,700	2,184,700	1,686,445	520,200	-69.2%
Bad Debt						
6798 - Bad Debt - Performance Based Loans	1,500,000	-	-	-	-	0.0%
6799 - Bad Debt Expense - (A/R)	257,315	500,000	500,000	500,000	500,000	0.0%
Total Bad Debt	1,757,315	500,000	500,000	500,000	500,000	0.0%
Total Expenditures	$ 17,147,824	$ 21,736,581	$ 23,736,581	$ 23,069,697	$ 20,546,540	-10.9%
Loans are not considered to be expenditures, but do constitute a use of funds.						
Loans Proposed						
11xx - Business Development Loan Program	$ 500,000	$ 1,500,000	$ 1,500,000	$ 640,000	$ 1,000,000	56.3%
Total Loans	500,000	1,500,000	1,500,000	640,000	1,000,000	56.3%
Less: Loan principal repayments	(7,488,715)	(5,633,243)	(5,633,243)	(4,733,818)	(5,542,511)	17.1%
Less: Loan Loss Reserve (included above)	(1,757,315)	(500,000)	(500,000)	(500,000)	(500,000)	0.0%
Net additional funding for loans	(8,746,030)	(4,633,243)	(4,633,243)	(4,593,818)	(5,042,511)	9.8%
Total Appropriation	**$ 8,401,794**	**$ 17,103,338**	**$ 19,103,338**	**$ 18,475,879**	**$ 15,504,029**	**-16.1%**

BUSINESS AND INVESTMENT ATTRACTION

BUSINESS AND INVESTMENT ATTRACTION

GOALS

The Business and Investment Attraction (B&IA) Division has four goals:

- Increase awareness of Wisconsin as a destination for businesses to expand or relocate by promoting the state in domestic and international markets through a strategic approach that leverages Wisconsin's driver industries and competitive advantages.
- Ensure Wisconsin is considered for competitive projects that complement and improve the state's economic landscape by continuing to build relationships with commercial real estate and site selection decision-makers and high-level executives within key industry clusters.
- Provide business and investment attraction support to our statewide network of economic development partners by providing cooperative responses to prospects, collaborating on events that promote the state or its regions to key audiences, connect existing Wisconsin suppliers to new investment and supply chain opportunities, continue proactive outreach and/or sponsorship opportunities for key audiences.
- Support Wisconsin's talent attraction, retention and development efforts by leading and/or coordinating efforts among economic development, business, young professional and education partners and stakeholders.

KEY PERFORMANCE INDICATORS

In FY20, the B&IA division intends to accomplish the following:

KPI*	TRACKING
Facilitate 25 Requests for Information (RFI)	Determined by reports generated through WEDC's CRM
Assist in 12 successful attraction projects	Determined by reports generated through awards administration system
Host 4 call trips to targeted metropolitan areas or countries (domestic or abroad)	Determined by activities organized by the B&IA division
Host 4 events for commercial real estate (CRE) or targeted industry executives (domestic or abroad); including the IAMC Fall Forum in Milwaukee (Sept)	Determined by activities organized by the B&IA division with support of the Marketing and Brand Strategy Division
Support 2 partner-led attraction events	Determined by activities organized by EDOs
Assist in 2 new Certified InWisconsin sites	Determined by number of sites successfully completing the certification process

*Financial and technical assistance goals are reflected in BCD Key Performance Indicators, as projects typically get reassigned to regional economic development directors once a location/site has been determined.

OPERATING PLAN

In FY20, B&IA will accomplish its mission and goals by delivering the following programs. Specific operating procedures can be found in the corresponding program guidelines.

CERTIFIED IN WISCONSIN SITES PROGRAM	
Description	In partnership with a contracted site selector consultant and community partners, apply consistent standards for industrial site certification in Wisconsin. Certification means that the key approvals, documentations and assessments most commonly required for industrial uses will already be in place.
Strategic Pillar	Business Development – Business and Investment Attraction
Budget (Non-Staff Expenses)	$81,500 (non-aids)
Activities and Expected Outcomes	• Assist in 2 new Certified In Wisconsin sites • Promote existing 20 sites

STAFFING

Business and Investment Attraction Director – Reports to the COO. Responsible for the design and implementation of a strategic and methodical approach to business and investment attraction efforts across WEDC, statewide economic development partners, and the State of Wisconsin. One position focuses on commercial real estate, one on key business engagement within targeted industries, and the other on supply chain and workforce connections for major companies that have located new operations in Wisconsin (funded by 2017 Act 58).

Real Estate and Location Specialist – Assists the B&IA team with management of real estate-related resources, such as the Certified InWisconsin and Locate InWisconsin programs. This position also manages statewide or multi-region Requests for Information/Proposals (RFIs/RFPs) for site-selection opportunities, working with the B&IA, BCD and/or IBD teams.

Talent Initiatives Director – Reports to COO and the UW System VP of Economic Development. Serves as a liaison and connector for talent-related initiatives across Wisconsin. Works closely with career services offices and alumni networks at post-secondary institutions to expand outreach efforts between students and their communities; supports the Marketing and Brand Strategy Division to promote the adoption and utilization of the Think-Make-Happen In Wisconsin messaging efforts with targeted talent audiences; and identifies and shares talent engagement best practices for businesses, communities, education and organizations seeking to attract and retain the next generation workforce.

KEY STRATEGIC INITIATIVES

- Continue to build alignment throughout Wisconsin for business and investment attraction opportunities so that Wisconsin can fully leverage its talented and capable network of partners as a competitive advantage.
- Partner with Marketing and Brand Strategy to identify and promote Wisconsin's talent as an asset for business growth and attraction opportunities; this includes attracting those with highly sought-after skills and experience to relocate to or stay in Wisconsin.
- As the trend of corporate mergers & acquisitions continues to impact Wisconsin companies, work closely with affected key business executives to position Wisconsin as a location of potential investment/expansion.
- Educate, promote and connect existing Wisconsin businesses through a revamped and expanded Supply Chain Marketplace so that they are positioned to benefit from new business investments in the state through supply chain, vendor, workforce development, research and/or technology opportunities.

BUDGET NOTES

- 5400 – Extended Enterprise includes Certified Sites program, talent attraction and retention initiatives, and Supply Chain Marketplace
- 6000 – 6055 - Payroll and benefits: one open position, which was not filled during FY19, is expected to be filled in FY20
- 6200 – Professional Fees – Consulting Fees includes consulting fees to coordinated Veteran Attraction initiatives

WISCONSIN ECONOMIC DEVELOPMENT CORPORATION
Detailed Budget Worksheet

Business & Investment Attraction -3500

Account No. and Name	FY18 Actual	FY19 Budget Original	FY19 Budget Amend September	FY19 Budget Amend June	FY20 Budget New Funds	FY20 % Chg
Revenues						
4170 - Revenue-Other Income	$ 40,500	$ 90,500	$ 90,500	$ 90,500	$ 65,000	-28.2%
Total	40,500	90,500	90,500	90,500	65,000	-28.2%
Expenditures						
Payroll and Benefits						
6000 - Benefits- Health Insurance	12,518	31,638	31,638	49,608	50,747	2.3%
6010 - Benefits- Life Insurance	18	50	50	404	421	4.2%
6015 - Benefits-Retirement	13,057	28,269	28,269	22,832	26,711	17.0%
6020 - Benefits- Payroll Taxes	15,976	31,958	31,958	25,809	30,195	17.0%
6021 - Benefits - STD/LTD	1,183	1,677	1,677	1,211	1,752	44.7%
6023 - Benefits -HSA	1,062	-	-	-	-	0.0%
6025 - Benefits Other	-	-	-	2,000	2,167	8.3%
6026 - Benefits - Commuting Stipend	1,235	2,216	2,216	2,216	2,216	0.0%
6040 - Merit/Incentives	-	4,177	4,177	3,390	3,947	16.4%
6050 - Compensation- Salary	203,166	417,759	417,759	337,366	394,706	17.0%
6055 - Professional Development	5,397	8,355	8,355	8,355	10,500	25.7%
Total Payroll and Benefits	253,612	526,099	526,099	453,191	523,362	15.5%
Operating and General						
5400 - Extended Enterprise	-	176,000	176,000	126,000	491,500	290.1%
6057 - Research & Marketing Tools	305,830	-	-	-	-	0.0%
6120 - Office Expense- Other	1,967	4,000	4,000	4,000	4,000	0.0%
6200 - Professional Fees- Consulting Fees	98,818	10,000	10,000	10,000	10,000	0.0%
6245 - Dues, Subscriptions, and Memberships	5,520	12,625	12,625	12,625	7,850	-37.8%
6375 - Events and Conferences	12,461	34,020	34,020	34,020	27,425	-19.4%
6376 - Sponsorships	-	-	-	50,000	-	-100.0%
6377 - Business Meals	823	2,000	2,000	2,000	1,000	-50.0%
6380 - Travel- Lodging	14,479	32,500	32,500	32,500	30,600	-5.8%
6390 - Travel - Meals	3,150	11,650	11,650	11,650	6,950	-40.3%
6410 - Travel - Other	-	500	500	500	-	-100.0%
6430 - Travel - Transportation	16,335	28,150	28,150	28,150	30,100	6.9%
Total Operating and General	459,383	311,445	311,445	311,445	609,425	95.7%
Total Expenditures	$ 712,995	$ 837,544	$ 837,544	$ 764,636	$ 1,132,787	48.1%
Total Appropriation	**$ 712,995**	**$ 837,544**	**$ 837,544**	**$ 764,636**	**$ 1,132,787**	**48.1%**

ENTREPRENEURSHIP AND INNOVATION

ENTREPRENEURSHIP AND INNOVATION

GOALS

The Entrepreneurship and Innovation (E&I) Division has four goals:

- Support the development of new and emerging entrepreneurial and high-growth businesses throughout the state.
- Increase the amount of seed, early-stage and expansion capital in Wisconsin.
- Support the research and development of novel technologies that have the potential to increase a company's ability to compete and grow, and help drive Wisconsin's economy.
- Improve the viability and success of startups and emerging growth companies through substantive technical assistance.

KEY PERFORMANCE INDICATORS

In FY20, the E&I division intends to accomplish the following:

KPI	TRACKING
Assist 2,703 businesses	Determined by reports generated through awards administration system and partner reporting
Achieve a direct 3:1 leverage on program investment	Determined by reports generated through awards administration system
Achieve a total leverage of 8:1 from additional investment	Determined by reports generated through awards administration system and partner reporting
Assist in the creation of 410 jobs	Determined by reports generated through key strategic partnerships
Assist in the retention of 260 jobs	Determined by reports generated through key strategic partnerships
Assist 27 partner organizations	Determined by the number of commitments for programmatic and key strategic partnerships

OPERATING PLAN

In FY20, E&I will accomplish its mission and goals by delivering the following programs. Specific operating procedures can be found in the corresponding program guidelines.

CAPITAL CATALYST	
Description	Provide matching funds to units of government and nonprofits to create seed funding for entrepreneurs and emerging growth companies.
Strategic Pillar	Business Development – Entrepreneurship and Innovation
Budget (Non-Staff Expenses)	$1,500,000
Activities and Expected Outcomes	• Assist 5 organizations • Support 30 startups/early-stage companies • Maintain an average co-investment ratio of 1:1, and 3:1 leverage of other investment in companies assisted by the recipient

ENTREPRENEURIAL MICRO-GRANT	
Description	Provide micro-grants to UW-Extension clients for services including SBIR/STTR assistance, business and commercialization planning and entrepreneurial training. Micro-grants are administered by the Center for Technology Commercialization.
Strategic Pillar	Business Development – Entrepreneurship and Innovation
Budget (Non-Staff Expenses)	$250,000
Activities and Expected Outcomes	• Award 1 organization to assist 100 businesses

CAPACITY BUILDING - ENTREPRENEURSHIP SUPPORT GRANT	
Description	Competitive grant to support organizations that provide key and/or unique services to entrepreneurs or emerging companies that enhance the ability to succeed or grow in Wisconsin.
Strategic Pillar	Business Development – Entrepreneurship and Innovation
Budget (Non-Staff Expenses)	$500,000
Activities and Expected Outcomes	• Assist 10 organizations and 300 businesses

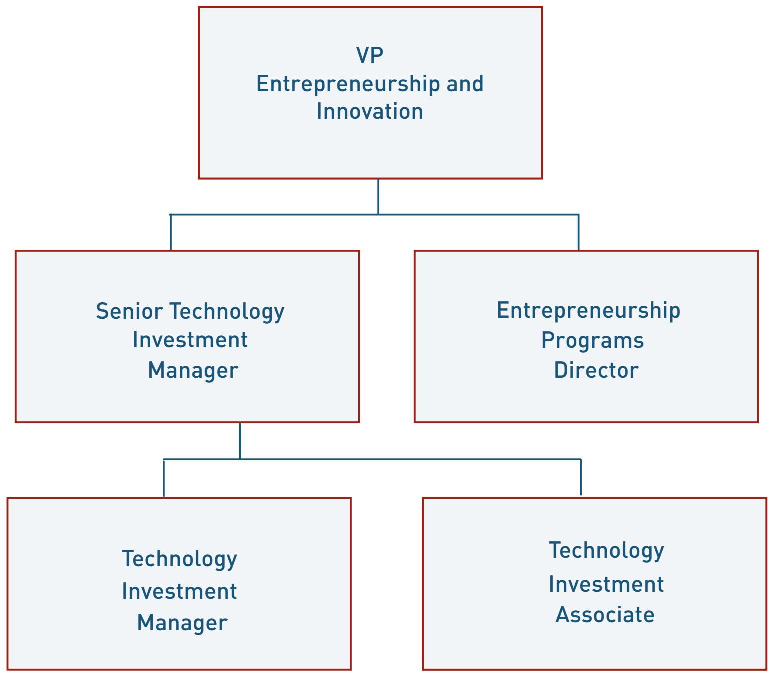
QUALIFIED NEW BUSINESS VENTURE (QNBV)	
Description	Certify companies for early-stage investment tax credits for angel and/or venture fund investors.
Strategic Pillar	Business Development – Entrepreneurship and Innovation
Budget (Non-Staff Expenses)	$30,000,000 CY 19 tax credit allocation
Activities and Expected Outcomes	• Certify 40 companies and 6 funds • Achieve 4:1 leverage ratio

SBIR/STTR MATCHING GRANT	
Description	Provide funds to technology-based businesses in or relocating to Wisconsin by matching a portion of Phase I and/or Phase II awards under the federal Small Business Innovation Research (SBIR) and Small Business Technology Transfer (STTR) programs. The program is administered by the Center for Technology Commercialization and largely supports business development objectives not funded by the federal grants.
Strategic Pillar	Business Development – Entrepreneurship and Innovation
Budget (Non-Staff Expenses)	$1,500,000
Activities and Expected Outcomes	• Award 1 organization to assist 13 businesses • Leverage federal grants 3:1

SEED ACCELERATOR	
Description	Provide matching funds to communities/regional entities, thematic organizations or university affiliations to launch seed accelerators based on lean startup or other innovative business modeling concepts for local, regional and international entrepreneurs. Funding is based on at least one class per accelerator.
Strategic Pillar	Business Development – Entrepreneurship and Innovation
Budget (Non-Staff Expenses)	$1,000,000
Activities and Expected Outcomes	• Award 6 organizations to assist 45 businesses • Maintain an average co-investment ratio of 1:1

TECHNOLOGY DEVELOPMENT LOANS	
Description	Provide loan funding to innovative companies with promising economic futures to clear the hurdles associated with bringing new technologies, products and concepts to market.
Strategic Pillar	Business Development – Entrepreneurship and Innovation
Budget (Non-Staff Expenses)	$5,000,000
Activities and Expected Outcomes	• Assist 15 businesses • Achieve leverage ratio of 4:1

STAFFING



Vice President – Reports to the COO. Responsible for the overall direction and management of the division and will assure execution of the divisional operating plan.

Director of Entrepreneurship Programs – Manages partner-delivered programs and initiatives that support E&I mission and goals.

Senior Technology Investment Manager – Manages WEDC-delivered direct support programs (QNBV, TDL) and existing business portfolio.

Technology Investment Manager – Develops new opportunities for WEDC-delivered direct support programs (QNBV, TDL) and maintains existing business portfolio.

Technology Investment Associate – Supports implementation of WEDC-delivered direct support programs (QNBV, TDL) and contributes to maintenance of existing business portfolio.

KEY STRATEGIC PARTNERSHIPS

In FY20, E&I will work with the following organizations to deliver WEDC's mission.

WISCONSIN WOMEN'S BUSINESS INITIATIVE CORPORATION (WWBIC)	
Description	WWBIC is a statewide economic development corporation that provides quality business education and financing to Wisconsin's entrepreneurs and small business owners. WWBIC provides services to help entrepreneurs launch and expand small businesses.
Strategic Pillar	Business Development – Entrepreneurship and Innovation
Budget (Non-Staff Expenses)	$350,000
Activities and Expected Outcomes	• Assist 1,500 businesses • Support the creation of 350 jobs • Support the retention of 250 jobs • Finance 50 startups • Provide at least $5,000,000 in financing

CENTER FOR TECHNOLOGY COMMERCIALIZATION (CTC)	
Description	CTC provides statewide access to high-quality business development services and will administer training and grants for statewide approved applicants under the EMG program; implement statewide SBIR assistance program; administer the SBIR/STTR Matching Grant program. CTC also manages the Ideadvance Seed fund and is an active partner in other strategic initiatives to support early-stage business development. CTC will administer the technical aspects of the Entrepreneurship Engagement Platform.
Strategic Pillar	Business Development – Entrepreneurship and Innovation
Budget (Non-Staff Expenses)	$540,000
Activities and Expected Outcomes	• Assist 400 businesses • Support the creation of 50 jobs • Support the retention of 10 jobs

BRIGHTSTAR	
Description	BrightStar is a nonprofit statewide investment fund designed to attract private donations that will be invested into Wisconsin's high-growth-potential, early-stage companies, providing them capital to grow their business and create jobs. BrightStar is also active in the development of entrepreneurial communities and quality of life initiatives in Wisconsin.
Strategic Pillar	Business Development – Entrepreneurship and Innovation
Budget (Non-Staff Expenses)	$50,000

WISCONSIN TECHNOLOGY COUNCIL (WTC) *Including Wisconsin Angel Network (WAN)*	
Description	WTC will provide local support for increasing seed, early-stage and expansion-stage financing, and will collaborate with WEDC's International Business Development Division. The mission of WTC's "Investor Networks" is to build angel network and venture capital capacity throughout Wisconsin in order to increase the number and amount of seed-stage equity investments in Wisconsin companies.
Strategic Pillar	Business Development – Entrepreneurship and Innovation
Budget (Non-Staff Expenses)	$310,000
Activities and Expected Outcomes	• 200 companies receiving assistance through events and programs • Manage and facilitate connections between 50 entrepreneurs and investors • Conduct five angel investing seminars

KEY STRATEGIC INITIATIVES

- Launch statewide digital Entrepreneurship Engagement platform.
- Explore expanding Capital Catalyst eligibility to leverage private investor.
- Improve communication and best practice awareness of accelerator program managers.
- Leverage WEDC Entrepreneurship Committee to develop new initiatives.

BUDGET NOTES

- 5400 – Extended Enterprise includes the new statewide digital entrepreneurship platform originally budgeted in FY19

WISCONSIN ECONOMIC DEVELOPMENT CORPORATION
Detailed Budget Worksheet

Entrepreneurship & Innovation - 2000

Account No. and Name	FY18 Actual	FY19 Budget Original	FY19 Budget Amend September	FY19 Budget Amend June	FY20 Budget New Funds	FY20 % Chg
Revenues						
4145 - State Loan Repayments	$ 915,884	$ 900,000	$ 900,000	$ 900,000	$ 860,000	-4.4%
4148 - Contra Interest Revenue - Collectible Loans	(284,708)	-	-	-	-	0.0%
4149 - Revenue-PSA Income	-	-	-	-	10,000	100.0%
4170 - Revenue-Other Income	15,000	-	-	-	-	0.0%
4180 - Loan Origination Fees	52,250	100,000	100,000	80,000	100,000	25.0%
4181 - Tax Transfer Fees	30,504	50,000	50,000	56,000	50,000	-10.7%
4182 - Award Penalty Fees	-	10,000	10,000	10,000	10,000	0.0%
Total	728,930	1,060,000	1,060,000	1,046,000	1,030,000	-1.5%
Expenditures						
Program Grants						
6600.1 - Capacity Building Grants - E&I	591,336	500,000	500,000	500,000	500,000	0.0%
6630 - Seed Accelerator Program	845,600	1,000,000	1,000,000	1,125,000	1,000,000	-11.1%
6646 - Entrepreneurial Micro-grant Program	100,000	250,000	250,000	250,000	250,000	0.0%
6650 - Capital Catalyst Program	596,556	1,500,000	1,500,000	1,850,000	1,500,000	-18.9%
6731 - 6SBIR/STTR Matching Grant	750,000	1,500,000	1,500,000	1,500,000	1,500,000	0.0%
Total Program Grants	2,883,492	4,750,000	4,750,000	5,225,000	4,750,000	-9.1%
Key Strategic Partnerships						
5120 - WWBIC	350,000	350,000	350,000	350,000	350,000	0.0%
5130 - WEN (CTC)	540,000	540,000	540,000	540,000	540,000	0.0%
5140 - Wisconsin Technology Council	310,000	310,000	310,000	310,000	310,000	0.0%
5141 - BrightStar Wisconsin Foundation	50,000	50,000	50,000	50,000	50,000	0.0%
Total Key Strategic Partnerships	1,250,000	1,250,000	1,250,000	1,250,000	1,250,000	0.0%
Payroll and Benefits						
6000 - Benefits- Health Insurance	50,772	49,135	49,135	59,770	60,667	1.5%
6010 - Benefits- Life Insurance	77	87	87	37	37	0.0%
6015 - Benefits-Retirement	24,681	27,504	27,504	26,425	27,489	4.0%
6020 - Benefits- Payroll Taxes	27,488	31,093	31,093	29,872	31,075	4.0%
6021 - Benefits - STD/LTD	2,176	1,990	1,990	1,780	1,780	0.0%
6026 - Benefits - Commuting Stipend	2,654	2,770	2,770	2,770	2,770	0.0%
6040 - Merit/Incentives	100	4,065	4,065	3,924	4,063	3.5%
6050 - Compensation- Salary	377,086	406,446	406,446	390,481	406,207	4.0%
6055 - Professional Development	1,563	3,000	3,000	4,500	4,500	0.0%
Total Payroll and Benefits	486,597	526,090	526,090	519,559	538,588	3.7%
Operating and General						
5400 - Extended Enterprise	-	110,000	110,000	55,000	115,375	109.8%
6120 - Office Expense- Other	2,651	1,700	1,700	1,700	1,700	0.0%
6150 - Office Expense- Rent	4,050	-	-	-	-	0.0%
6245 - Dues, Subscriptions, and Memberships	5,000	6,000	6,000	6,000	6,000	0.0%
6375 - Events and Conferences	3,148	2,500	2,500	2,500	2,500	0.0%
6377 - Business Meals	97	300	300	300	300	0.0%
6380 - Travel- Lodging	6,615	6,000	6,000	6,000	6,000	0.0%
6390 - Travel - Meals	1,974	2,000	2,000	2,000	2,000	0.0%
6410 - Travel - Other	-	300	300	300	300	0.0%
6430 - Travel - Transportation	14,529	14,000	14,000	14,000	14,000	0.0%
Total Operating and General	38,064	142,800	142,800	87,800	148,175	68.8%
Bad Debt						
6799 - Bad Debt Expense - (A/R)	1,572,790	500,000	500,000	500,000	500,000	0.0%
Total Bad Debt	1,572,790	500,000	500,000	500,000	500,000	0.0%

Entrepreneurship & Innovation - 2000

Account No. and Name	FY18 Actual	FY19 Budget Original	FY19 Budget Amend September	FY19 Budget Amend June	FY20 Budget New Funds	FY20 % Chg
Total Expenditures	$ 6,230,943	$ 7,168,890	$ 7,168,890	$ 7,582,359	$ 7,186,763	-5.2%
Loans are not considered to be expenditures, but do constitute a use of funds.						
Loans Proposed						
11xx - Technology Development Loans--State	$ 2,912,500	$ 5,000,000	$ 5,000,000	$ 4,525,000	$ 3,200,000	-29.3%
11xx - Technology Development Loans--SSBCI	1,562,500	-	-	-	-	0.0%
11xx - New Technology Development Loans - SSBCI	-	-	-	-	1,800,000	100.0%
Total Loans	4,475,000	5,000,000	5,000,000	4,525,000	5,000,000	10.5%
Less: Loan principal repayments	(2,605,836)	(2,400,703)	(2,400,703)	(1,988,968)	(2,796,597)	40.6%
Less: Loan Loss Reserve (included above)	(1,572,790)	(500,000)	(500,000)	(500,000)	(500,000)	100.0%
Net additional funding for loans	4,658,153	2,099,297	2,099,297	2,036,032	1,703,403	-16.3%
Total Appropriation	**$ 10,889,096**	**$ 9,268,187**	**$ 9,268,187**	**$ 9,618,391**	**$ 8,890,166**	**-7.6%**

INTERNATIONAL BUSINESS DEVELOPMENT

INTERNATIONAL BUSINESS DEVELOPMENT

GOALS

The International Business Development (IBD) Division has three goals:

- Build Wisconsin's export community by strengthening Wisconsin's export partnerships and by increasing Wisconsin companies' export skills.
- Increase the number of Wisconsin companies exporting as well as increasing the markets they engage with.
- Increase the number of FDI expansion and attraction projects, with a focus on Wisconsin's key industry clusters and key geographies, including Western Europe, Canada and Mexico.

KEY PERFORMANCE INDICATORS

In FY20, the IBD division intends to accomplish the following:

KPI	TRACKING
Provide financial assistance to 187 businesses	Determined by reports generated through awards administration system
Provide technical assistance to 470 businesses	Determined by reports generated by authorized trade representatives
Assist 6 partner organizations	Determined by the number of commitments for Collaborative Market Access grants and deploying ExporTech™
Conduct 5 FDI events abroad on 5 targeted international trips	Determined by activities organized through global trade ventures (GTV) and business development ventures

OPERATING PLAN

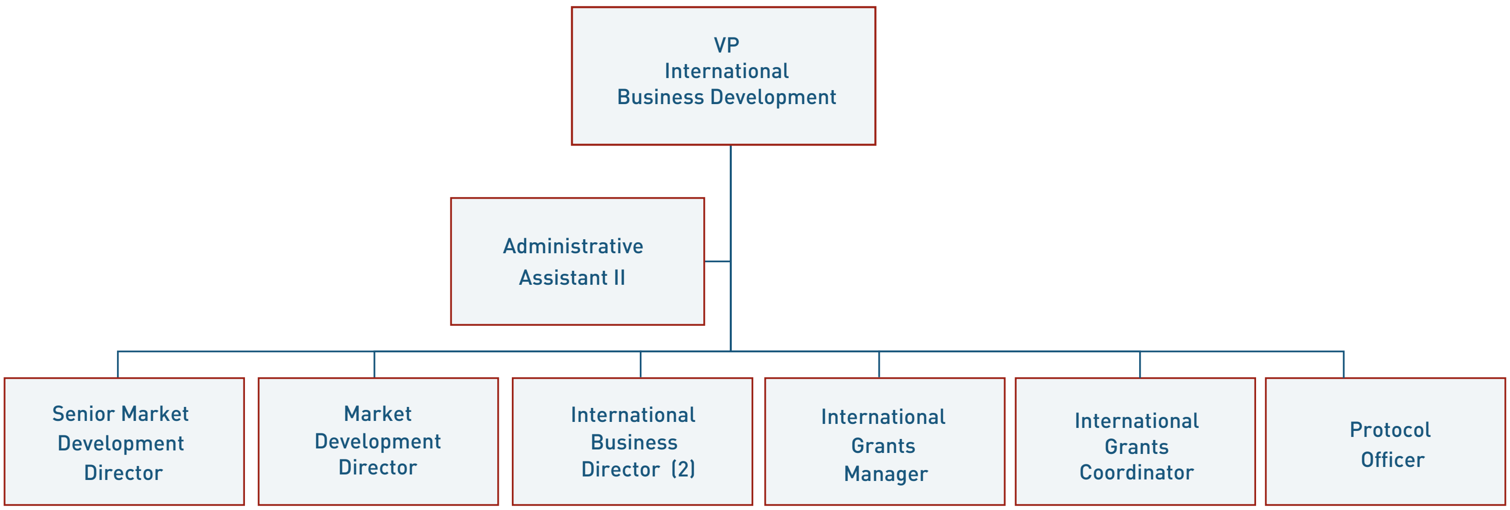
In FY20, IBD will accomplish its mission and goals by delivering the following programs. Specific operating procedures can be found in the corresponding program guidelines.

EXPORTECH™	
Description	Support Wisconsin companies with a program that facilitates writing an export strategy and identification of each company's top three target markets.
Strategic Pillar	Business Development – Export and International Trade
Budget (Non-Staff Expenses)	$180,000
Activities and Expected Outcomes	Award one organization to assist 30 businesses

GLOBAL BUSINESS DEVELOPMENT PROGRAM	
Description	Accelerate the export development and expansion of Wisconsin companies by providing financial support for export-related services on a tiered basis.
Strategic Pillar	Business Development – Export and International Trade
Budget (Non-Staff Expenses)	$1,275,000
Activities and Expected Outcomes	• IMAG: Assist 60 businesses • CMAG: Award 5 organizations to assist 127 businesses

GLOBAL TRADE VENTURES	
Description	Take Wisconsin companies to foreign target markets to accelerate exports to those countries.
Strategic Pillar	Business Development – Export and International Trade
Budget (Non-Staff Expenses)	$668,051 (non-aids)
Activities and Expected Outcomes	Support 6 global trade ventures in WEDC's target markets in 7 countries and assist 40 businesses

STAFFING



Vice President – Reports to the COO. Responsible for the overall direction and management of the division and will assure execution of the divisional operating plan.

International Business Director – Manages international foreign direct investment initiatives. Assists team with goals relating to the Global Network.

Senior Market Development Director – Coordinates and manages the Global Network. Assists companies with technical assistance to create and implement export strategies.

Market Development Director – Assists companies with technical assistance to create and implement export strategies, thus meeting IBD's mission.

International Grants Manager – Responsible for the vision and management of all IBD grants, which assist companies in creating and implementing export strategies.

International Grants Coordinator – Assists in the coordination of the division's state and federal grant programs.

Protocol Officer – Responsible for the communication and initiatives between IBD and the Governor's office and/or WEDC's executive office with regard to participation in international export activities.

Administrative Assistant II –Organizes schedules and activities of the VP and team members. Assists team in various administrative duties.

KEY STRATEGIC PARTNERSHIPS

In FY20, IBD will work with the following organizations to deliver WEDC's mission.

GLOBAL NETWORK OF AUTHORIZED TRADE REPRESENTATIVES (ATR)	
Description	IBD works with Wisconsin's contracted ATRs to support the export needs of Wisconsin companies.
Strategic Pillar	Business Development – Export and International Trade
Budget (Non-Staff Expenses)	$230,000
Activities and Expected Outcomes	Assist 400 businesses by: • Providing market assessments and partner searches for Wisconsin companies in their country of representation • Visit Wisconsin to meet with Wisconsin companies to better understand their export needs and to support enrollment in business development ventures • Resolving immediate export problems of Wisconsin companies

KEY STRATEGIC INITIATIVES

- Identify target countries by driver industry cluster over the next 3-5 years for exports and foreign direct investment.
- Expand connectivity between Wisconsin's industry consortia and their counterparts internationally.
- Raise awareness about the role of cultural fluency and language skills in a successful export strategy.

BUDGET NOTES

- Operating and general expenses includes six Trade Ventures (Canada, Australia, Mexico, China, Germany & Netherlands, and Japan)

WISCONSIN ECONOMIC DEVELOPMENT CORPORATION
Detailed Budget Worksheet

International Business Development - 7000

Account No. and Name	FY18 Actual	FY19 Budget Original	FY19 Budget Amend September	FY19 Budget Amend June	FY20 Budget New Funds	FY20 % Chg
Revenues						
4013 - Federal - STEP Grant	$ 549,839	$ 711,612	$ 711,612	$ 300,000	$ 300,000	0.0%
4170 - Revenue-Other Income	117,912	126,226	126,226	126,226	83,400	-33.9%
Total	667,751	837,838	837,838	426,226	383,400	-10.0%
Expenditures						
Program Grants						
6655 - Exportech Grants	138,992	222,000	222,000	222,000	180,000	-18.9%
6665.1 - International Market Access Grant	348,562	1,082,000	1,082,000	993,000	975,000	-1.8%
6665.2 - Collaborative Market Access Grant	189,248	118,000	118,000	207,000	300,000	44.9%
6665.4 - International Market Access Grant - STEP	119,880	-	-	-	-	0.0%
Total Program Grants	796,682	1,422,000	1,422,000	1,422,000	1,455,000	2.3%
Key Strategic Partnerships						
5105 - Global Partner Network	230,400	230,000	230,000	230,000	230,000	0.0%
Total Key Strategic Partnerships	230,400	230,000	230,000	230,000	230,000	0.0%
Payroll and Benefits						
6000 - Benefits- Health Insurance	107,409	117,465	117,465	95,534	94,344	-1.2%
6010 - Benefits- Life Insurance	388	420	420	420	119	-71.7%
6015 - Benefits-Retirement	38,364	41,684	41,684	37,350	42,485	13.7%
6020 - Benefits- Payroll Taxes	42,630	47,975	47,975	43,024	48,029	11.6%
6021 - Benefits - STD/LTD	3,515	3,129	3,129	2,398	3,139	30.9%
6026 - Benefits - Commuting Stipend	3,531	3,878	3,878	3,878	3,878	0.0%
6040 - Merit/Incentives	1,150	6,271	6,271	5,963	6,278	5.3%
6050 - Compensation- Salary	575,869	627,119	627,119	562,408	627,815	11.6%
6055 - Professional Development	5,592	12,542	12,542	8,000	10,000	25.0%
Total Payroll and Benefits	778,448	860,483	860,483	758,975	836,087	10.2%
Operating and General						
6070 - Financial Fees- Bank Service Charges	137	-	-	-	-	0.0%
6120 - Office Expense- Other	28,736	27,530	27,530	27,530	23,810	-13.5%
6200 - Professional Fees- Consulting Fees	389,700	376,650	376,650	347,150	391,050	12.6%
6236 - Print Material Production	2,829	4,095	4,095	3,000	2,500	-16.7%
6245 - Dues, Subscriptions, and Memberships	15,737	15,000	15,000	15,000	12,500	-16.7%
6360 - Supplies & Equipment- Office Supplies	690	500	500	500	500	0.0%
6375 - Events and Conferences	145,122	161,774	161,774	161,774	122,979	-24.0%
6376 - Sponsorships	-	-	-	-	-	0.0%
6377 - Business Meals	3,758	3,000	3,000	3,000	2,000	-33.3%
6380 - Travel- Lodging	159,512	176,263	176,263	176,263	154,229	-12.5%
6390 - Travel - Meals	21,995	58,308	58,308	58,308	44,303	-24.0%
6410 - Travel - Other	1,963	6,110	6,110	6,110	2,554	-58.2%
6430 - Travel - Transportation	232,974	218,410	218,410	218,410	224,360	2.7%
Total Operating and General	1,003,153	1,047,640	1,047,640	1,017,045	980,785	-3.6%
Total Expenditures	$ 2,808,683	$ 3,560,123	$ 3,560,123	$ 3,428,020	$ 3,501,872	2.2%
Total Appropriation	**$ 2,808,683**	**$ 3,560,123**	**$ 3,560,123**	**$ 3,428,020**	**$ 3,501,872**	**2.2%**

SECTOR STRATEGY DEVELOPMENT

SECTOR STRATEGY DEVELOPMENT

GOALS

The Sector Strategy Development (SSD) Division has three goals:

- Extend the geographic reach and implementation of Targeted Industry Projects (TIP) investments to achieve increased growth and competitiveness for identified priority industry sectors.
- Support priority special projects to achieve unique and substantial economic benefit to defined needs in Wisconsin. Demonstrate the capacity to engage with priority needs quickly and effectively, with the resources required to positively impact economic development at the local, regional and state level.
- Advance key industry initiatives and collaborate investments to substantially enhance the market power and positioning of priority industry sectors in the state.

KEY PERFORMANCE INDICATORS

In FY20, the SSD division intends to accomplish the following:

KPI	TRACKING
Assist 1,150 businesses	Determined by reports generated through awards administration system and partner reporting
Achieve a 3:1 leverage ratio	Determined by reports generated through awards administration system and partner reporting
Assist 11 partner organizations	Determined by the number of TIP investments and investment in KSP
Assist 30 communities	Determined by reports generated through awards administration system
Assist in the creation of 500 jobs and the retention of 900 jobs	Determined by the number of jobs to be created/retained, tracked through KSP quarterly reporting

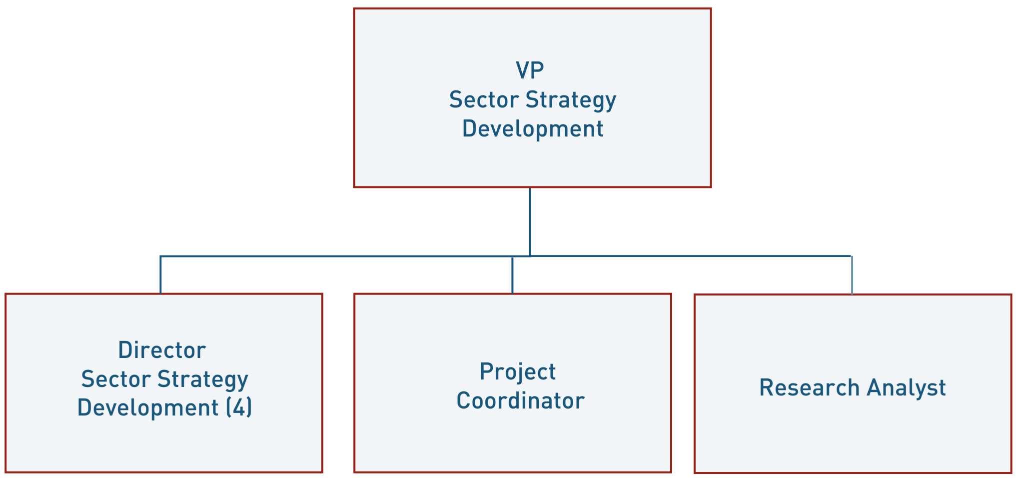
OPERATING PLAN

In FY20, SSD will accomplish its mission and goals by delivering the following programs. Specific operating procedures can be found in the corresponding program guidelines.

TARGETED INDUSTRY PROJECTS	
Description	Provide grants to support costs of formal strategy development, consortium development, centers of excellence, partner development, and co-investment (non-WEDC) to advance priority industries, sectors and clusters.
Strategic Pillar	Strategic Economic Competitiveness – Future Industry Strategies
Budget (Non-Staff Expenses)	$3,800,000
Activities and Expected Outcomes	• Assist 8 unique organizations • Achieve a 3:1 leverage ratio • Assist 300 businesses

FABRICATION LABORATORIES (FAB LABS) GRANT PROGRAM	
Description	Support hands-on Science, Technology, Engineering, Arts ,and Math (STEAM) education by assisting Wisconsin public school districts with equipment purchases used for instructional and educational purposes in fabrication laboratories in Wisconsin Schools.
Strategic Pillar	Strategic Economic Competitiveness-State/Regional Talent and Workforce Initiatives
Budget (Non-Staff Expenses)	$750,000
Activities and Expected Outcomes	• Assist 30 school districts and consortiums

STAFFING



Vice President – Reports to the COO. Responsible for the overall direction and management of the division, and will assure execution of the divisional operating plan.

Director of Sector Strategy Development – Executes sector strategy and sector portfolio management; investment placement, monitoring and evaluation; impact assessment and reporting; and all associated account management, opportunity management and project management in the assigned industry sector, as well as assigned special initiatives.

Research Analyst – Conducts quantitative/qualitative research, analysis and reporting to support sector portfolio management and priority investment strategy, as well as to inform senior WEDC leadership of important economic/workforce trends. Serves as primary liaison to analysts at other governmental agencies (state, federal and local).

Project Coordinator- Responsible for administration and project management oversight for the Fab Lab competitive grant program, as well as manage, monitor, and track open SSD grants and disbursement requests. Provides special projects assistance for initiatives assigned by division Vice President.

KEY STRATEGIC PARTNERSHIPS

In FY20, SSD will work with the following organizations to deliver WEDC's mission.

WISCONSIN CENTER FOR MANUFACTURING AND PRODUCTIVITY (WCMP)	
Description	WCMP, delivering direct services through the Wisconsin Manufacturing Extension Partnership and the UW-Stout Manufacturing Outreach Center, provides specialized, high-impact advisory and implementation services in continuous improvement to Wisconsin small and mid-size manufacturers (SMMs) at below market rates.
Strategic Pillar	Business Development – Business Retention and Expansion
Budget (Non-Staff Expenses)	$1,275,000
Activities and Expected Outcomes	• Assist 850 small and mid-size manufacturers (SME) businesses • Assist in the creation of 500 jobs and retention of 900 jobs • Actively support Global Cities Initiative, PSI/ME$_3$, DoD Supplier Assistance Initiative, Transformational Productivity Initiative, and Aviation and Aerospace Supplier Development Initiative

KEY STRATEGIC INITIATIVES

- Operationalize the Transformational Productivity Initiative.
- Develop a plan to expand the reach of the Fab Labs Grant Program in both rural and urban areas of the state.
- Implement a pilot program for a statewide automation program for expanding high volume manufacturing sectors.

BUDGET NOTES

- 6755 – Fabrication Laboratories includes additional funds to meet increased demand in the program

WISCONSIN ECONOMIC DEVELOPMENT CORPORATION
Detailed Budget Worksheet

Sector Strategy Development - 4000

Account No. and Name	FY18 Actual	FY19 Budget Original	FY19 Budget Amend September	FY19 Budget Amend June	FY20 Budget New Funds	FY20 % Chg
Revenues						
4014 - Federal - DOD Grant	$ 320,584	$ -	$ -	$ -	$ -	0.0%
4170 - Revenue-Other Income	96,300	-	-	24,000	160,000	566.7%
Total	416,884	-	-	24,000	160,000	566.7%
Expenditures						
Program Grants						
6640 - Targeted Industry Investment Grants	1,280,671	3,800,000	3,800,000	3,889,000	3,800,000	-2.3%
6755 - Fabrication Laboratories	493,653	500,000	500,000	521,000	750,000	44.0%
Total Program Grants	1,774,324	4,300,000	4,300,000	4,410,000	4,550,000	3.2%
Key Strategic Partnerships						
5175 - WCMP	1,250,000	1,275,000	1,275,000	1,275,000	1,275,000	0.0%
Total Key Strategic Partnerships	1,250,000	1,275,000	1,275,000	1,275,000	1,275,000	0.0%
Payroll and Benefits						
6000 - Benefits- Health Insurance	105,253	107,813	107,813	81,495	75,903	-6.9%
6010 - Benefits- Life Insurance	716	781	781	495	805	62.6%
6015 - Benefits-Retirement	34,250	39,986	39,986	35,596	33,737	-5.2%
6020 - Benefits- Payroll Taxes	38,744	45,202	45,202	40,263	38,139	-5.3%
6021 - Benefits - STD/LTD	3,197	2,483	2,483	2,287	2,393	4.6%
6026 - Benefits - Commuting Stipend	2,643	2,770	2,770	4,432	3,878	-12.5%
6040 - Merit/Incentives	6,050	5,909	5,909	4,960	4,986	0.5%
6050 - Compensation- Salary	517,428	590,889	590,889	526,321	498,535	-5.3%
6055 - Professional Development	10,801	11,818	11,818	11,818	8,000	-32.3%
Total Payroll and Benefits	719,082	807,651	807,651	707,667	666,376	-5.8%
Operating and General						
6120 - Office Expense- Other	4,416	3,500	3,500	3,500	3,500	0.0%
6200 - Professional Fees- Consulting Fees	12,000	35,700	35,700	35,700	35,700	0.0%
6225 - Pass-through federal grant expenditures	545,260	-	-	-	-	0.0%
6245 - Dues, Subscriptions, and Memberships	6,089	9,180	9,180	9,180	7,500	-18.3%
6360 - Supplies & Equipment- Office Supplies	521	1,500	1,500	1,500	750	-50.0%
6375 - Events and Conferences	14,000	16,000	16,000	16,000	12,000	-25.0%
6377 - Business Meals	525	2,550	2,550	2,550	1,500	-41.2%
6380 - Travel- Lodging	16,251	12,240	12,240	12,240	10,000	-18.3%
6390 - Travel - Meals	5,011	5,100	5,100	5,100	5,100	0.0%
6410 - Travel - Other	193	1,020	1,020	1,020	500	-51.0%
6430 - Travel - Transportation	26,832	35,700	35,700	35,700	30,000	-16.0%
Total Operating and General	631,098	122,490	122,490	122,490	106,550	-13.0%
Total Expenditures	$ 4,374,504	$ 6,505,141	$ 6,505,141	$ 6,515,157	$ 6,597,926	1.3%
Total Appropriation	**$ 4,374,504**	**$ 6,505,141**	**$ 6,505,141**	**$ 6,515,157**	**$ 6,597,926**	**1.3%**

MARKETING AND BRAND STRATEGY

MARKETING AND BRAND STRATEGY

GOALS

WEDC's Marketing and Brand Strategy Division will promote Wisconsin as a premier location for business, personal and professional fulfillment, driving prospects from awareness to interest to action by pursuing the following goals:

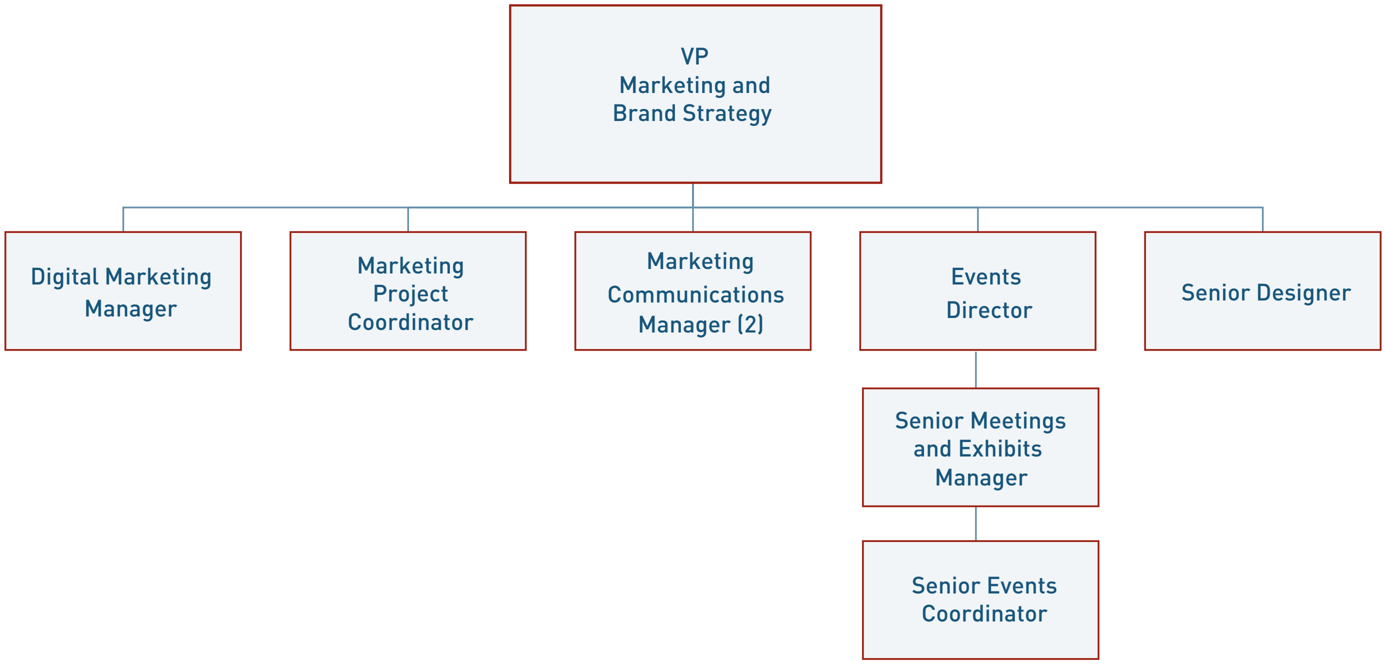
- Communicate Wisconsin's strong business climate attributes and success-oriented business development resources to business leaders and influencers seeking to maximize their potential, segmenting key marketing messages and delivery channels according to the following opportunities:
  - High-Tech Startup
  - Company Growth
  - Productivity Improvement
  - International Market Expansion
  - Business Attraction
  - Professional Service Provider Assistance
- Demonstrate Wisconsin's value as a career and lifestyle destination.
- Reinforce WEDC's long-term, positive impact on Wisconsin's economy.

KEY PERFORMANCE INDICATORS

MEDIA/CHANNEL	KPI
Paid Media • Talent Audience Impressions • Business Audience Impressions	 • 206,577,000 • 20,000,000
Website • **InWisconsin.com** ▪ Sessions ▪ Engagement Actions • **WEDC.org** ▪ Sessions ▪ Engagement Actions	 • 1,050,000 • 31,700 • 213,000 • 12,000
Website • INsource • INsite • INbound • INvest	 • 4,700 • 1,700 • 995 • 2,135

MEDIA/CHANNEL	KPI
• WEDC LinkedIn Followers • WEDC LinkedIn Organic Impressions • Think-Make-Happen LinkedIn Followers • Think-Make-Happen LinkedIn Organic Impressions • WEDC Twitter Followers • WEDC Twitter Organic Impressions • In Wisconsin Twitter Followers • In Wisconsin Organic Impressions • Think-Make-Happen Facebook Likes • Think-Make-Happen Facebook Followers • Think-Make-Happen Facebook Organic Impressions • Think-Make-Happen Instagram Followers • Think-Make-Happen Instagram Organic Impressions • Think-Make-Happen YouTube Views	• 11,845 (cumulative) • 425,000 • 2,600 (cumulative) • 60,000 • 3,000 (cumulative) • 1,200,000 • 5,325 (cumulative) • 700,000 • 3,150 (cumulative) • 3,250 (cumulative) • 650,000 • 1,860 (cumulative) • 50,000 • 15,000
Event Audience Event Engagement Actions	• 40,000 • 1,200
Earned Media Placements Earned Media Impressions	• 2,500 • 1,000,000,000

STAFFING



Vice President – Reports to the COO. Responsible for the overall direction and management of the Division and will assure execution of the divisional operating plan.

Events Director – Oversees the events team, including an Events Manager and Senior Events Coordinator; manages workflows, systems and budgets for the team and ensures the delivery of high quality services to internal customers and event participants.

Senior Meetings and Exhibits Manager – Plans and executes strategies relating to WEDC's participation in trade shows and other face-to-face marketing opportunities.

Senior Events Coordinator – Supports the Events Director and Events Manager in planning, organizing, coordinating, promoting and facilitating successful events and meetings with the aim of building awareness of and preference for WEDC programs and initiatives.

Digital Marketing Manager – Manages WEDC's electronic communications channels, including but not limited to website, social media, and electronic newsletters, ensuring that content is accurate, timely and relevant.

Senior Designer – Designs and produces WEDC marketing materials in accordance with WEDC brand standards, including but not limited to, brochures, flyers, advertisements, reports, and trade show exhibits. The Senior Designer also assists with the design of WEDC's website and other electronic communications platforms.

Marketing Communications Manager – Develop and deliver core organizational messages relating to WEDC programs and outcomes. The Managers conduct research and tap internal and external sources in order to ensure the accuracy and suitability of information in WEDC printed publications, electronic postings and presentations.

Marketing Project Coordinator – Assists WEDC to deliver consistent and brand-appropriate customer service by defining, executing and measuring standard processes relating to each point within the service continuum. The Marketing Project Coordinator manages and measures WEDC's lead-generation process and administers the Made In Wisconsin Program.

OPERATING PLAN

In FY20, the Marketing and Brand Strategy division intends to accomplish the following:

OPPORTUNITY	STRATEGY
1. 1a. High-Tech Startup	**Strategy 1:** Leverage owned media channels to promote startup support resources and success stories to subscriber and follower audiences (prospects and partners), including new resource portal. • INvest • INsource • Launch Blog • Social Media **Strategy 2:** Execute targeted paid media plan to reach entrepreneurs in Wisconsin and in targeted national geographies to market Wisconsin's entrepreneurial ecosystem. **Strategy 3:** Achieve significant in-state earned media highlighting start-up business opportunities and successes in Wisconsin. **Strategy 4:** Educate professional service providers about the resources WEDC offers to help their clients succeed. **Strategy 5:** Support regional and statewide entrepreneur-focused events through sponsorship and direct engagement with organizers and attendees.

OPPORTUNITY	STRATEGY
1b. Company Growth	**Strategy 1:** Leverage owned media channels to promote company growth resources and success stories to subscriber and follower audiences (prospects and partners). • INsource • Social Media **Strategy 2:** Execute targeted paid media plan to reach business decision makers in Wisconsin to market programs that support business expansion. **Strategy 3:** Achieve significant in-state earned media highlighting business expansion opportunities and successes in Wisconsin. **Strategy 4:** Refine and enhance Made In Wisconsin Program messaging. **Strategy 5:** Educate professional service providers about the resources WEDC offers to help their clients succeed. **Strategy 6:** Support regional and statewide business growth-focused events through sponsorship and direct engagement with organizers and attendees.

OPPORTUNITY	STRATEGY
1c. Productivity Improvement	**Strategy 1:** Leverage owned media channels to promote productivity improvement resources and success stories to subscriber and follower audiences (prospects and partners). • INsource • Social Media **Strategy 2:** Develop online and printed promotional materials to convey to prospects the benefits of productivity improvement programs. **Strategy 3:** Execute targeted paid media plan to reach business decision makers in Wisconsin to market programs that support productivity improvement. **Strategy 4:** Leverage partner communications channels to deliver compelling and actionable messaging relating to resources available to manufacturers to help identify and adopt new technologies to enhance their competitiveness. **Strategy 5:** Educate professional service providers about the resources WEDC offers to help their clients succeed. **Strategy 6:** Partner with major in-state manufacturing conference organizers develop and deliver core messaging relating to resources available to Wisconsin manufacturers to help them take advantage of new technology.

OPPORTUNITY	STRATEGY
1d. International Market Expansion	**Strategy 1:** Leverage owned media channels to promote international market expansion resources and success stories to subscriber and follower audiences (prospects and partners). **Strategy 2:** Execute targeted paid media plan leveraging marketing automation to move prospects from consideration to action with respect to tools, resources and programs available to assist with international market expansion. **Strategy 3:** Achieve significant in-state earned media highlighting international market expansion opportunities and successes in Wisconsin. **Strategy 4:** Support Governor's Export Awards through media relations and video production highlighting award winners. **Strategy 5:** Educate professional service providers about the resources WEDC offers to help their clients succeed. **Strategy 6:** Support regional and statewide manufacturing/global business events through sponsorship and direct engagement with organizers and attendees

OPPORTUNITY	STRATEGY
1e. Business Attraction	**Strategy 1:** Leverage owned media channels to promote business attraction opportunities and resources and success stories to subscriber and follower audiences (prospects and partners). • INsource • Social Media **Strategy 2:** Execute highly targeted paid media campaign to demonstrate Wisconsin's unique economic and industry advantages to national business decision-makers and influencers seeking relocation and/or growth opportunities. **Strategy 3:** Execute national earned media plan focused on Wisconsin industry leadership, leveraging partner collaboration and business case studies to achieve prominent feature story placement. **Strategy 4:** Update portfolio of marketing assets, including videos, used to promote Wisconsin's leadership in key industries. **Strategy 5:** Tap high-profile events taking place in Wisconsin to engage with new audiences through all WEDC marketing and communications channels: e.g. IAMC Fall Forum (September 2019, Democratic National Convention (July 2020), and Ryder Cup (September 2020). **Strategy 6:** Build and execute a business attraction event marketing strategy designed to promote Wisconsin as an ideal business destination to business decision makers and influencers.

OPPORTUNITY	STRATEGY
2. Career and Lifestyle Success	**Strategy 1:** Leverage owned media channels to promote career and lifestyle opportunities in Wisconsin to subscriber and follower audiences (prospects and partners). • INsource • Social Media **Strategy 2:** Through event sponsorship and participation, reinforce and foster positive perceptions and attitudes of Wisconsin among millennials living within the state. **Strategy 3:** Prioritize paid markets and media channels based on performance to date to continue to market Wisconsin as a career and lifestyle destination to three primary talent audiences: Midwest millennials, Wisconsin alumni and transitioning veterans. **Strategy 4:** Carry forward face-to-face event marketing strategy leveraging domestic and international Hiring Our Heroes transitioning events. **Strategy 5:** Execute media fam tour in one Wisconsin metro to garner significant talent-focused earned media. **Strategy 6:** Support experiential marketing events in-state and in select markets to promote Wisconsin career and lifestyle opportunities to talent audiences and the media that serves them.

OPPORTUNITY	STRATEGY
3. WEDC Impact	**Strategy 1:** Prominently convey WEDC responsiveness across all marketing and communications tactics. **Strategy 2:** Develop and deploy organizational messaging tools including reports, presentations, brochures, webpages and videos that clearly articulate WEDC's priorities, underscore the soundness of WEDC's organizational structure, and powerfully convey the positive impact of WEDC's work. **Strategy 3:** Deliver regular updates to key stakeholders concerning WEDC programs and initiatives and the results they achieve, specifically highlighting the economic benefits created for businesses, communities and partner organizations by WEDC investments. **Strategy 4:** Promote WEDC investment outcomes, outreach initiatives and business success stories through social and other owned media channels. **Strategy 5:** Pursue aggressive in-state media relations strategy that draws positive attention to WEDC strategies, investments and measurable impact, localizing stories to the areas benefitting from new business and community development initiatives. **Strategy 6:** Maximize the visibility of WEDC-supported projects through public announcements and groundbreaking events, inviting participation by local community and business leaders, partners and lawmakers. **Strategy 7:** Seek professional speaking opportunities for WEDC leaders at industry and economic development events. **Strategy 8:** Attend, support and participate in statewide business development and community development events, providing a leadership perspective on the state of Wisconsin's economic development practice.

KEY STRATEGIC INITIATIVES

- Maintain, enhance and optimize InWisconsin.com and wedc.org websites to deliver informational objectives and fulfill data-capture and relationship marketing initiatives. Budget includes online tool development and deployment to meet target audience message communications objectives.
- Support industry, partner and economic-development events through investment and involvement in order to connect with audiences looking to startup, grow or relocate operations in Wisconsin.
- Track, analyze and optimize performance metrics including: lead flow optimization, tracking, reporting, analysis, distribution.

BUDGET NOTES

- WEDC will budget approximately $4 million to continue talent attraction and retention initiatives in FY20
- 6229 – Marketing Plan Development includes additional funds for management planning
- 6237 – Public Relations includes additional funds to promote startup support resources
- 6252 – Displays budget is reduced due to purchasing a new booth in FY19
- 6253 - Electronic Media Production is reduced due to changing the focus on Media channels to promote business attractions opportunities and resources including Success Stories
- 6376 – Sponsorships includes additional funds to support more events and conferences

Marketing & Brand Strategy - 5000

Account No. and Name	FY18 Actual	FY19 Budget Original	FY19 Budget Amend September	FY19 Budget Amend June	FY20 Budget New Funds	FY20 % Chg
Revenues						
4170 - Revenue-Other Income	$ 1,065	$ 10,000	$ 10,000	$ 15,000	$ -	-100.0%
4185 - Sponsorship Contributions	5,000	-	-	-	5,000	100.0%
Total	6,065	10,000	10,000	15,000	5,000	-66.7%
Expenditures						
Payroll and Benefits						
6000 - Benefits- Health Insurance	106,834	117,043	117,043	124,778	126,650	1.5%
6010 - Benefits- Life Insurance	325	334	334	359	382	6.4%
6015 - Benefits-Retirement	39,523	41,959	41,959	42,146	42,756	1.4%
6020 - Benefits- Payroll Taxes	45,420	47,434	47,434	47,642	48,333	1.5%
6021 - Benefits - STD/LTD	3,804	3,048	3,048	1,085	2,769	155.2%
6025 - Benefits Other	(47)	-	-	-	-	0.0%
6026 - Benefits - Commuting Stipend	5,043	4,986	4,986	4,986	4,986	0.0%
6040 - Merit/Incentives	4,700	6,200	6,200	6,259	6,318	0.9%
6050 - Compensation- Salary	600,486	620,072	620,072	622,784	631,814	1.4%
6055 - Professional Development	7,314	12,401	12,401	6,000	17,200	186.7%
Total Payroll and Benefits	813,402	853,477	853,477	856,039	881,208	2.9%
Operating and General						
6057 - Research & Marketing Tools	60,889	103,100	103,100	103,100	92,407	-10.4%
6120 - Office Expense- Other	4,798	5,800	5,800	15,000	30,400	102.7%
6220 - Professional Fees- Other Services	8,378	66,000	66,000	61,000	15,000	-75.4%
6229 - Marketing Plan Development	453,278	380,000	380,000	380,000	380,000	0.0%
6230 - Advertising Production	1,088,758	1,430,000	1,430,000	1,430,000	1,150,000	-19.6%
6232 - Advertising Placement	1,265,545	3,660,000	3,660,000	3,660,000	3,140,000	-14.2%
6236 - Print Material Production	25,292	30,000	30,000	20,000	25,000	25.0%
6237 - Public Relations	242,023	626,000	626,000	626,000	628,000	0.3%
6238 - Premiums	9,516	15,000	15,000	15,000	15,000	0.0%
6245 - Dues, Subscriptions, and Memberships	1,670	3,000	3,000	3,000	3,000	0.0%
6250 - Video Production	235,782	130,000	130,000	145,000	130,000	-10.3%
6251 - Website	58,905	302,300	302,300	302,300	300,000	-0.8%
6252 - Displays	3,355	165,500	165,500	165,500	14,750	-91.1%
6253 - Electronic Media Production	32,342	75,000	75,000	75,000	20,000	-73.3%
6360 - Supplies & Equipment- Office Supplies	130	7,300	7,300	5,000	3,000	-40.0%
6375 - Events and Conferences	295,425	866,310	866,310	855,803	574,200	-32.9%
6376 - Sponsorships	320,346	370,650	370,650	388,427	464,600	19.6%
6377 - Business Meals	517	250	250	1,000	2,000	100.0%
6380 - Travel- Lodging	12,216	26,100	26,100	78,000	67,500	-13.5%
6390 - Travel - Meals	4,091	5,000	5,000	5,000	26,000	420.0%
6410 - Travel - Other	110	500	500	25,000	5,800	-76.8%
6430 - Travel - Transportation	16,804	15,000	15,000	83,000	71,400	-14.0%
Total Operating and General	4,140,170	8,282,810	8,282,810	8,442,130	7,158,057	-15.2%
Capital						
7000 - Computer Software	385,000	-	-	-	-	0.0%
Total Capital	385,000	-	-	-	-	0.0%
Total Expenditures	$ 5,338,572	$ 9,136,287	$ 9,136,287	$ 9,298,169	$ 8,039,265	-13.5%
Total Appropriation	**$ 5,338,572**	**$ 9,136,287**	**$ 9,136,287**	**$ 9,298,169**	**$ 8,039,265**	**-13.5%**

PUBLIC POLICY

PUBLIC POLICY

GOALS

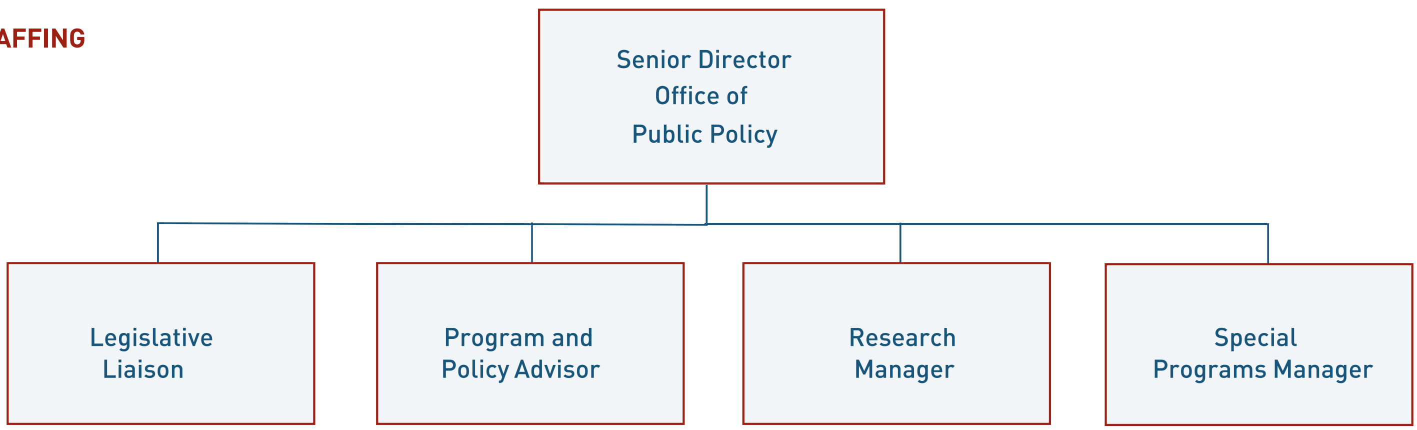
The Office of Public Policy has three goals:

- Develop and advocate for policies and programs to achieve WEDC's mission and align with strategic pillars.
- Provide timely and relevant policy and market research, trend analyses and oversight to support WEDC program and policy design and implementation.
- Initiate and maintain strong relationships with key stakeholders and government.

ADMINISTRATIVE OVERSIGHT

As a key advisor to WEDC leadership, the Office of Public Policy develops and manages public policy and government relations programs; coordinates WEDC's research and analyses tools and provides economic modeling services; advises on intergovernmental affairs and policy initiatives; oversees development and implementation of annual operations planning; assists leadership with strategic planning; assists in coordinating external outreach and communications to Governor, Board, stakeholders, and government officials. The Office of Public Policy also seeks and manages external grant opportunities and manages cross-organizational special projects.

STAFFING



Senior Director –Reports to the CEO. Develops, manages and directs public policy program development and government relations strategies programs.

Legislative Liaison – Provides government relations services to policymakers, state agencies and stakeholders; prepares external communications to Governor, Board, and Legislature.

Program and Policy Advisor – Tracks legislation, provides legislative fiscal analysis and program guidance and oversees development of program guidelines. Conducts research and develops policy on economic development, industry, business trends, and key issues.

Research Manager – Conducts research on economic development, industry, and business trends; analyzes key issues, trends, and reports; as well as provides coordination, support and training to users with various resources.

Special Programs Manager – Oversees the tracking, procurement, and management of federal and other external grant opportunities. Serves as the business liaison for users and stakeholders for the WI Supply Chain Marketplace.

KEY STRATEGIC INITIATIVES

- Implement legislative outreach and engagement strategy.
- Grow federal grant opportunity ombudsman role.
- Expand WEDC-wide research support services.

BUDGET NOTES

- 5400 – Extended Enterprise includes economic modeling and Locate In Wisconsin tools
- 6057 – Research & Marketing Tools includes additional funds for companywide research tools contracts

Office of Public Policy - 8000

Account No. and Name	FY18 Actual	FY19 Budget Original	FY19 Budget Amend September	FY19 Budget Amend June	FY20 Budget New Funds	FY20 % Chg
Expenditures						
Payroll and Benefits						
6000 - Benefits- Health Insurance	$ 63,443	$ 65,997	$ 65,997	$ 47,369.00	$ 48,080	1.5%
6010 - Benefits- Life Insurance	480	535	535	535	590	10.3%
6015 - Benefits-Retirement	23,413	24,442	24,442	24,404	24,846	1.8%
6020 - Benefits- Payroll Taxes	27,126	28,634	28,634	28,379	29,108	2.6%
6021 - Benefits - STD/LTD	2,270	1,790	1,790	987	1,609	63.0%
6023 - Benefits -HSA	625	-	-	1,500	1,500	0.0%
6025 - Benefits Other	-	-	-	2,000	2,167	8.3%
6026 - Benefits - Commuting Stipend	2,262	2,216	2,216	2,216	2,216	0.0%
6040 - Merit/Incentives	5,100	3,743	3,743	3,625	3,672	1.3%
6050 - Compensation- Salary	359,682	374,302	374,302	370,958	380,499	2.6%
6055 - Professional Development	5,220	7,486	7,486	7,486	7,700	2.9%
Total Payroll and Benefits	489,621	509,145	509,145	489,459	501,987	2.6%
Operating and General						
5400 - Extended Enterprise	-	98,000	98,000	98,000	98,000	0.0%
6057 - Research & Marketing Tools	-	273,800	273,800	305,000	319,562	4.8%
6120 - Office Expense- Other	2,354	4,000	4,000	4,000	4,000	0.0%
6245 - Dues, Subscriptions, and Memberships	3,331	2,000	2,000	3,000	3,000	0.0%
6375 - Events and Conferences	65	-	-	500	-	-100.0%
6377 - Business Meals	157	200	200	300	500	66.7%
6380 - Travel- Lodging	3,544	8,000	8,000	6,000	6,000	0.0%
6390 - Travel - Meals	918	2,300	2,300	2,300	2,300	0.0%
6430 - Travel - Transportation	3,146	4,500	4,500	3,500	3,500	0.0%
Total Operating and General	13,515	392,800	392,800	422,600	436,862	3.4%
Total Expenditures	$ 503,136	$ 901,945	$ 901,945	$ 912,059	$ 938,849	2.9%
Total Appropriation	**$ 503,136**	**$ 901,945**	**$ 901,945**	**$ 912,059**	**$ 938,849**	**2.9%**

CREDIT AND RISK

CREDIT AND RISK

GOALS

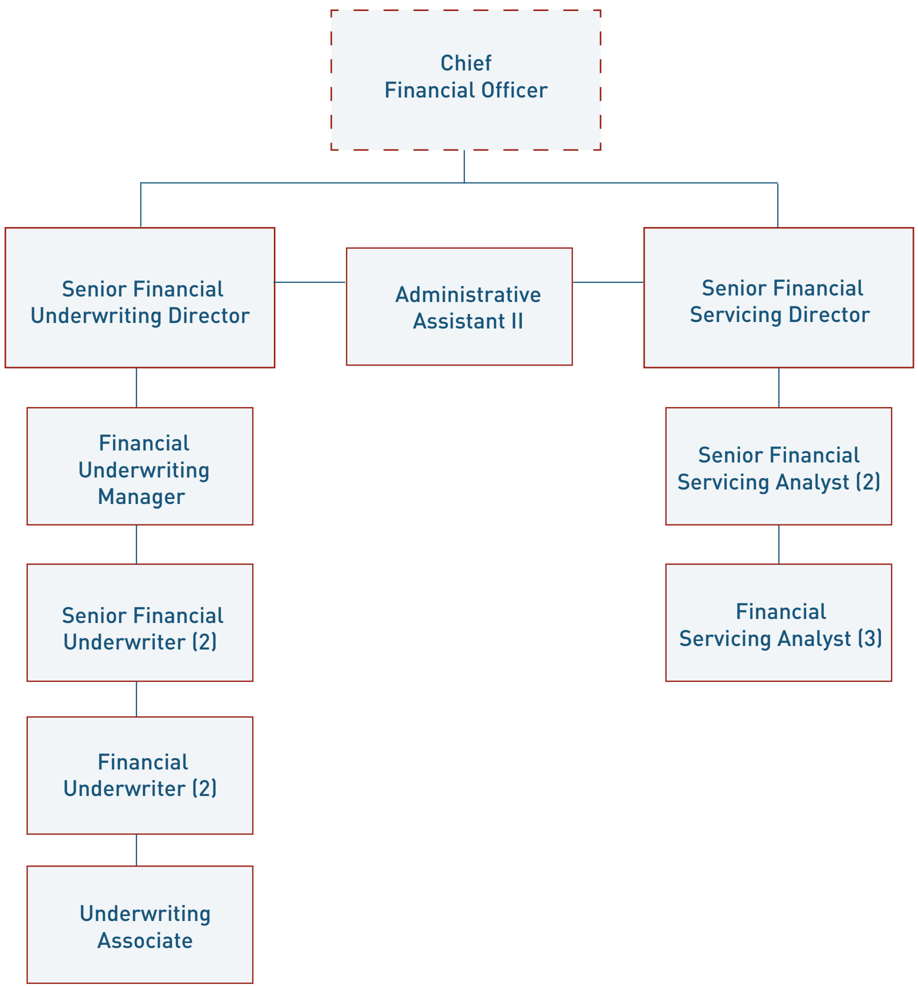
The Credit and Risk Division has four goals:

- Underwrite and service award projects to ensure they are granted on a sound and reasonable basis. Monitor payment and reporting compliance during the time in which they are active or outstanding.
- Underwrite and service award projects within the committed timeframe and communicate delays in a timely fashion to WEDC Regional Directors and other WEDC staff as needed.
- Provide expert and timely technical assistance to WEDC Regional Directors and other WEDC staff on program policies and performance metrics.
- Monitor the performance and risk of the award portfolio.

ADMINISTRATIVE OVERSIGHT

The Credit and Risk division is primarily responsible for the underwriting and servicing of financial awards. The division analyzes applications for financial assistance, taking into account qualifications outlined in the statutes and program guidelines, as well as the projects' overall economic impact and financial risk, and makes recommendations for financial assistance to management. The division also monitors the award portfolio for performance and risk through the life of the award; underwrites amendment requests; and processes disbursements, award closeouts, and tax credit verifications.

STAFFING



Senior Financial Underwriting Director – Reports to the CFO. Manages and oversees the award underwriting activities and responsibilities of the Credit and Risk Division.

Financial Underwriting Manager – Acts as a contact expert for all current programs offered by WEDC. Helps train new employees and cross-train current employees in the department. Provides analysis and review of award underwriting processes, process improvement initiatives, and new program implementations.

Senior Financial Underwriter – Acts as the content expert within credit and risk for underwriting the programs in which they are assigned, and serves as the primary contact for stakeholders, staff and customers on issues related to the programs. The Senior Financial Underwriter is also responsible for ongoing improvement of program execution including making policy recommendations if appropriate.

Financial Underwriter – Provides project management support to deliver projects within the established budget and timeline. Participates in project underwriting. Disseminates project information and is an active participant in project-related work groups and committees.

Underwriting Associate – Provides support to the team members by processing background checks on awardees, assisting with special projects, staff reviews, amendments and other activities that are the responsibility of the division.

Senior Financial Servicing Director - Reports to the CFO. Manages and oversees the award servicing activities and responsibilities of the Credit and Risk Division.

Senior Financial Servicing Analyst - Manages the credit and risk servicing functions related to WEDC's tax credit portfolio, and the cash disbursements and award closeout processes of WEDC's entire award portfolio.

Financial Servicing Analyst – Reviews and processes annual tax credit verifications, cash disbursements, and award closeouts of WEDC's award portfolios.

Administrative Assistant II – Provides support to both the underwriting and servicing teams, including assisting with special projects, overseeing underwriting (URG) and management review (MRC) committee agendas and support materials, as well as award underwriting and servicing pipeline reporting.

KEY STRATEGIC INITIATIVES

- Improve on established underwriting and servicing guidelines, procedures, and work instructions to provide additional consistency in the underwriting and servicing processes.

BUDGET NOTES

- 6000 - 6055 - Payroll and Benefits includes one new FTE position, Servicing Analyst; Professional Development includes funds for Economic Development certification for two employees
- 6200 – Professional Fees – Consulting Fees includes temporary employment services

Credit and Risk - 6600

Account No. and Name	FY18 Actual	FY19 Budget Original	FY19 Budget Amend September	FY19 Budget Amend June	FY20 Budget New Funds	FY20 % Chg
Revenues						
4042 - Revenue-SEP Admin	$ 23,041	$ 24,000	$ 24,000	$ 24,000	$ 20,000	-16.7%
4150 - Bond Servicing Fees	62,235	60,000	60,000	60,000	80,000	33.3%
Total	85,276	84,000	84,000	84,000	100,000	19.0%
Expenditures						
Payroll and Benefits						
6000 - Benefits- Health Insurance	105,526	127,987	127,987	121,278	130,597	7.7%
6010 - Benefits- Life Insurance	680	858	858	836	911	9.0%
6015 - Benefits-Retirement	47,655	59,796	59,796	56,649	64,563	14.0%
6020 - Benefits- Payroll Taxes	52,226	67,603	67,603	66,570	73,740	10.8%
6021 - Benefits - STD/LTD	4,683	4,269	4,269	1,362	4,675	243.2%
6023 - Benefits -HSA	779	750	750	750	750	0.0%
6025 - Benefits Other	-	-	-	6,000	6,501	8.3%
6026 - Benefits - Commuting Stipend	6,370	7,202	7,202	7,202	7,756	7.7%
6040 - Merit/Incentives	8,575	8,838	8,838	8,701	9,543	9.7%
6050 - Compensation- Salary	701,534	883,692	883,692	870,217	963,951	10.8%
6055 - Professional Development	1,772	17,674	17,674	10,000	19,262	92.6%
Total Payroll and Benefits	929,800	1,178,669	1,178,669	1,149,565	1,282,249	11.5%
Operating and General						
6120 - Office Expense- Other	5,483	5,000	5,000	5,200	5,500	5.8%
6200 - Professional Fees- Consulting Fees	-	-	-	-	45,000	100.0%
6220 - Professional Fees- Other Services	374	750	750	500	-	-100.0%
6245 - Dues, Subscriptions, and Memberships	-	1,000	1,000	500	-	-100.0%
6360 - Supplies & Equipment- Office Supplies	-	500	500	500	-	-100.0%
6375 - Events and Conferences	255	500	500	500	500	0.0%
6377 - Business Meals	445	500	500	500	500	0.0%
6380 - Travel- Lodging	-	4,500	4,500	4,500	7,500	66.7%
6390 - Travel - Meals	-	1,750	1,750	2,000	3,000	50.0%
6430 - Travel - Transportation	1,678	2,500	2,500	2,000	3,650	82.5%
Total Operating and General	8,235	17,000	17,000	16,200	65,650	305.2%
Total Expenditures	$ 938,035	$ 1,195,669	$ 1,195,669	$ 1,165,765	$ 1,347,899	15.6%
Total Appropriation	**$ 938,035**	**$ 1,195,669**	**$ 1,195,669**	**$ 1,165,765**	**$ 1,347,899**	**15.6%**

LEGAL AND COMPLIANCE

LEGAL AND COMPLIANCE

GOALS

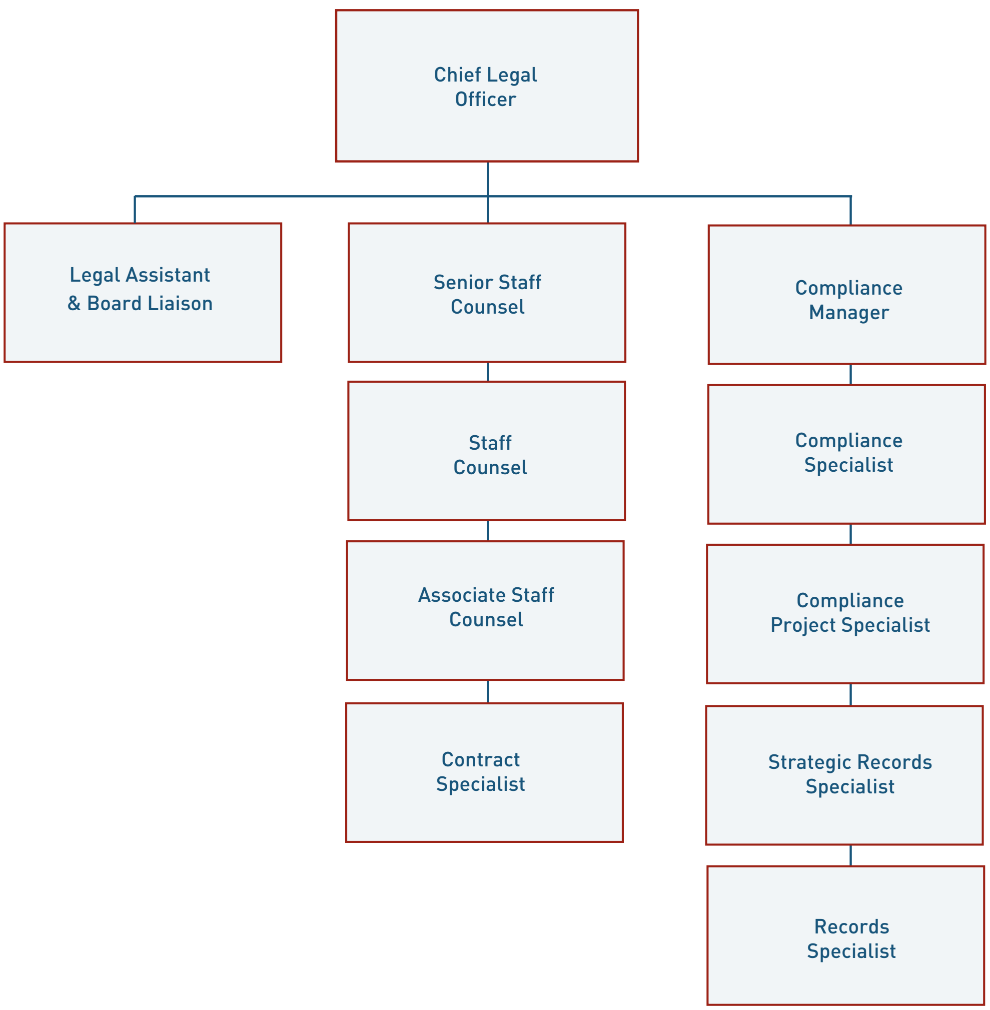
The Legal and Compliance Division has three goals:

- Deliver valuable and timely legal counsel ensuring WEDC adheres to the laws and policies that govern the organization.
- Provide compliance oversight, education and training, and monitoring to identify and implement best practices, particularly around cross-divisional process improvement opportunities.
- Effectively manage WEDC contracting and record management services in a transparent and accountable manner.

ADMINISTRATIVE OVERSIGHT

The Legal and Compliance Division supports WEDC to achieve its operational and programmatic goals and obligations driven by WEDC's mission and strategic pillars. This support is provided through counseling and analysis relating to economic development programs; assisting other divisions on legal, records, and compliance related matters; providing contracting services for the entire organization; and supporting the Board and management in strategic and operational planning for WEDC. The Legal and Compliance Division manages an internal monitoring program that tests compliance with WEDC's systems, policies and procedures; develops corrective actions; and assesses areas of risk. The team also oversees conflicts of interests, facilitates the timely production of external reports, and oversees WEDC's records management and retention program.

STAFFING



Chief Legal Officer – Reports to the CEO. Responsible for overall direction and management of the division and will assure execution of the divisional operations plan.

Legal Assistant and Board Liaison – Manages communications with the Board of Directors and coordinates meetings of the Board and its committees. Performs a wide variety of tasks as an assistant for the Chief Legal Officer as well as the team as a whole.

Senior Staff Counsel – Provides legal counsel on matters covering every step of an economic development assistance (from program development to contract negotiations to closing out awards) and vendor agreements. This position oversees the Staff Counsel, Associate Staff Counsel and Contract Specialist.

Staff Counsel – Reviews contracts, conducts research, and prepares analyses on legal matters; reviews pending awards for compliance with statutory and policy requirements. The Staff Counsel also manages legal aspects of public records responses and procurements.

Associate Staff Counsel – Provides legal counsel to WEDC's programmatic and operating divisions under the direct supervision of the Senior Staff Counsel. The Associate Staff Counsel conducts a variety of functions such as contract administration, security filings, and legal research.

Contract Specialist – Responsible for the coordination, drafting, reviewing, and finalizing of all project-related contracts, amendments and other related WEDC assistance documents. This position also manages, conducts and tracks security filings, including UCCs and mortgages.

Compliance Manager – Responsible for leading WEDC's compliance efforts that ensure WEDC's compliance with the policies, laws, and procedures governing WEDC, including management and oversight of external programmatic audits, tracking and collection of required external reporting, management of internal monitoring, overseeing the records management and retention process, and special project management.

Compliance Project Specialist – Responsible for planning, developing, implementing and evaluating compliance programs and projects, coordinating project activities, collaborating with project team members, developing measurable project goals and objectives, and monitoring progress toward achievement.

Compliance Specialist – Provides training and guidance on issues related to ethics, conflicts of interest and items of value, as well as performs internal monitoring and provides recommendations for process improvement.

Strategic Records Specialist – Responsible for developing and implementing, a records management and retention system for both paper and electronic records, with a particular focus on the development and implementation of an electronic records management system which comprehensively addresses records contained in all software systems, both current state and legacy.

Records Specialist - Provides training and guidance on issues related to records retention and management, as well as prepare public records responses, conduct file reviews, administer the WEDC personally identifiable information process, and provide recommendations for process improvement.

KEY STRATEGIC INITIATIVES

- Review and update the loan management process to enhance integration with technology systems.
- Continue to develop and implement a record management and retention system that comprehensively addresses paper and electronic documents.
- Complete cross-divisional review of WEDC policies and procedures to ensure alignment with organizational objectives as well as consistent communication and application throughout the organization.

BUDGET NOTES

- 6000 - 6055 - Payroll and Benefits includes one new FTE position, Records Specialist

Executive Office - 1200

Account No. and Name	FY18 Actual	FY19 Budget Original	FY19 Budget Amend September	FY19 Budget Amend June	FY20 Budget New Funds	FY20 % Chg
Revenues						
4110 - State GPR Funds	$ 6,800,000	$ 16,392,500	$ 16,392,500	$ 16,392,500	$ 16,392,500	0.0%
4120 - State SEG Funds	50,881,563	24,268,200	24,268,200	24,268,200	24,158,200	-0.5%
4170 - Revenue-Other Income	4,417	-	-	-	-	0.0%
Total	57,685,980	40,660,700	40,660,700	40,660,700	40,550,700	-0.3%
Expenditures						
Payroll and Benefits						
6000 - Benefits- Health Insurance	97,318	98,356	98,356	89,353	98,375	10.1%
6010 - Benefits- Life Insurance	822	966	966	1,103	692	-37.3%
6015 - Benefits-Retirement	48,394	50,415	50,415	46,957	51,582	9.8%
6020 - Benefits- Payroll Taxes	47,732	58,200	58,200	53,918	59,561	10.5%
6021 - Benefits - STD/LTD	3,879	3,238	3,238	2,977	3,073	3.2%
6023 - Benefits -HSA	1,500	-	-	-	-	0.0%
6025 - Benefits Other	2,042	-	-	2,000	2,167	8.3%
6026 - Benefits - Commuting Stipend	3,889	3,878	3,878	3,878	3,878	0.0%
6040 - Merit/Incentives	3,225	7,608	7,608	10,749	7,623	-29.1%
6050 - Compensation- Salary	723,965	760,786	760,786	704,820	778,581	10.5%
6055 - Professional Development	6,570	15,216	15,216	10,000	11,800	18.0%
Total Payroll and Benefits	939,336	998,663	998,663	925,755	1,017,332	9.9%
Operating and General						
6120 - Office Expense- Other	7,362	25,000	25,000	25,000	25,000	0.0%
6200 - Professional Fees- Consulting Fees	134,717	115,000	115,000	127,500	145,000	13.7%
6245 - Dues, Subscriptions, and Memberships	8,760	6,000	6,000	8,000	8,000	0.0%
6360 - Supplies & Equipment- Office Supplies	13,945	11,500	11,500	11,500	11,500	0.0%
6375 - Events and Conferences	16,484	9,000	9,000	9,000	9,000	0.0%
6377 - Business Meals	9,445	4,000	4,000	4,000	4,000	0.0%
6380 - Travel- Lodging	7,084	2,500	2,500	7,000	7,500	7.1%
6390 - Travel - Meals	2,005	1,500	1,500	2,000	2,500	25.0%
6410 - Travel - Other	96	1,000	1,000	-	-	0.0%
6430 - Travel - Transportation	38,037	24,000	24,000	24,000	24,000	0.0%
Total Operating and General	237,935	199,500	199,500	218,000	236,500	8.5%
Total Expenditures	$ 1,177,271	$ 1,198,163	$ 1,198,163	$ 1,143,755	$ 1,253,832	9.6%
Total Appropriation	**$ 1,177,271**	**$ 1,198,163**	**$ 1,198,163**	**$ 1,143,755**	**$ 1,253,832**	**9.6%**

FINANCE

FINANCE

GOALS

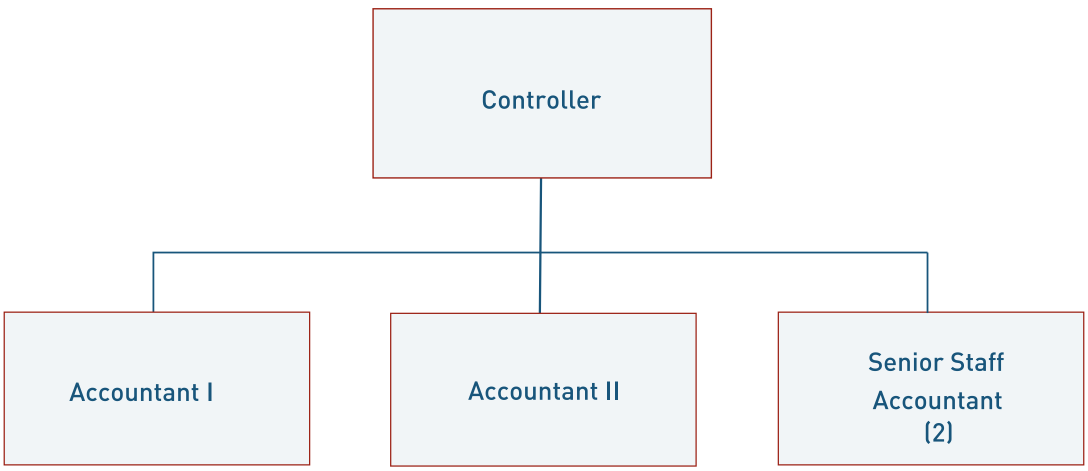
The Finance Division has three goals:

- Through accurate financial reporting, maintain the financial integrity of WEDC.
- Through timely reporting, communication and staff training, provide good customer service to meet both internal and external stakeholder needs.
- Ensure the financial processes of the organization, including procurement, travel, disbursements and investments are being applied consistently and carried out according to approved policy and procedures.

ADMINISTRATIVE OVERSIGHT

The Finance division is responsible for maintaining the financial records of WEDC, in accordance with GAAP and GASB standards. In addition, the division is entrusted with maintaining and monitoring the internal control environment of WEDC, which includes the maintenance and enforcement of the financial policies and procedures of WEDC.

STAFFING



Controller – Reports to the CFO. Responsible to plan, direct and manage the day to day operations of the finance division. The Controller has primary responsibility for ensuring regular periodic financial reporting and organizational compliance with internal control policies as they relate to financial matters.

Staff Accountant I – Reviews, maintains and controls financial records related to expenditures and receipts. Administrative functions include but are not limited to vendor management, accounts payable entry, processing disbursements, and employee reimbursements.

Staff Accountant II – Reviews, maintains, analyzes, and controls accounts receivable and billing, bank account reconciliations, capital assets and procurement process. The position requires understanding of generally accepted accounting principles (GAAP), and reconciliations necessary to ensure proper accounting for assigned divisions or departments.

Senior Staff Accountant – Reviews, maintains, analyzes, and controls financial records related to state grant and/or loan programs, staff credit cards; control financial records related to Federal grant programs and payroll financials transactions. The positions require a deeper understanding of GAAP, Federal reimbursement regulations, payroll expenses and liabilities, proper recording, and reporting of financial activities.

KEY STRATEGIC INITIATIVES

- Safeguard WEDC's resources by ensuring appropriate internal controls and compliance with applicable financial state, federal and internal regulations.

BUDGET NOTES

- 6200 – Professional Fees – Consulting Fees includes WEDC's annual external audit fees
- 7040 - Capital Expenditures includes the replacement of two fleet vehicles

Finance - 6200

Account No. and Name	FY18 Actual	FY19 Budget Original	FY19 Budget Amend September	FY19 Budget Amend June	FY20 Budget New Funds	FY20 % Chg
Revenues						
4042 - Revenue-SEP Admin	$ 1,187	$ 1,800	$ 1,800	$ 1,800	$ 1,500	-16.7%
4160 - Revenue-Investment Income (Realized)	534,751	905,000	905,000	1,831,000	1,709,000	-6.7%
4165 - Revenue-Investment Income (Unrealized)	(390,403)	-	-	-	-	0.0%
4170 - Revenue-Other Income	15,132	20,000	20,000	20,000	20,000	0.0%
Total	160,667	926,800	926,800	1,852,800	1,730,500	-6.6%
Expenditures						
Payroll and Benefits						
6000 - Benefits- Health Insurance	56,713	70,468	70,468	78,316	79,490	1.5%
6010 - Benefits- Life Insurance	99	178	178	128	215	68.0%
6015 - Benefits-Retirement	18,909	22,634	22,634	23,030	23,384	1.5%
6020 - Benefits- Payroll Taxes	21,408	25,588	25,588	26,034	26,435	1.5%
6021 - Benefits - STD/LTD	1,809	1,657	1,657	1,194	1,514	26.8%
6023 - Benefits -HSA	173	-	-	-	-	0.0%
6026 - Benefits - Commuting Stipend	2,481	2,770	2,770	2,770	2,770	0.0%
6040 - Merit/Incentives	3,500	3,345	3,345	3,419	3,455	1.1%
6050 - Compensation- Salary	285,507	334,483	334,483	340,318	345,551	1.5%
6055 - Professional Development	6,033	6,690	6,690	5,028	7,000	39.2%
Total Payroll and Benefits	396,632	467,813	467,813	480,237	489,814	2.0%
Operating and General						
6070 - Financial Fees- Bank Service Charges	5,374	-	-	250	-	-100.0%
6120 - Office Expense- Other	5,708	10,000	10,000	7,500	7,500	0.0%
6200 - Professional Fees- Consulting Fees	115,172	210,000	210,000	235,000	145,000	-38.3%
6245 - Dues, Subscriptions, and Memberships	160	1,000	1,000	1,000	1,000	0.0%
6310 - Repairs & Maintenance- Automobiles	1,640	5,000	5,000	3,000	3,000	0.0%
6360 - Supplies & Equipment- Office Supplies	-	1,000	1,000	-	-	0.0%
6375 - Events and Conferences	-	1,000	1,000	500	1,000	100.0%
6377 - Business Meals	276	500	500	500	500	0.0%
6380 - Travel- Lodging	795	3,000	3,000	2,500	2,500	0.0%
6390 - Travel - Meals	234	800	800	500	800	60.0%
6430 - Travel - Transportation	4,290	4,800	4,800	4,800	4,500	-6.3%
Total Operating and General	133,649	237,100	237,100	255,550	165,800	-35.1%
Capital						
7040 - Vehicles	47,036	40,000	40,000	44,000	30,000	-31.8%
Total Capital	47,036	40,000	40,000	44,000	30,000	-31.8%
Debt Service						
8002 - Pension bonds principal	85,668	80,000	80,000	55,000	130,000	136.4%
8003 - Pension bonds interest	92,921	130,000	130,000	95,000	95,000	0.0%
Total Debt Service	178,589	210,000	210,000	150,000	225,000	50.0%
Total Expenditures	$ 755,906	$ 954,913	$ 954,913	$ 929,787	$ 910,614	-2.1%
Total Appropriation	**$ 755,906**	**$ 954,913**	**$ 954,913**	**$ 929,787**	**$ 910,614**	**-2.1%**

OPERATIONS AND PROGRAM PERFORMANCE

OPERATIONS AND PROGRAM PERFORMANCE

GOALS

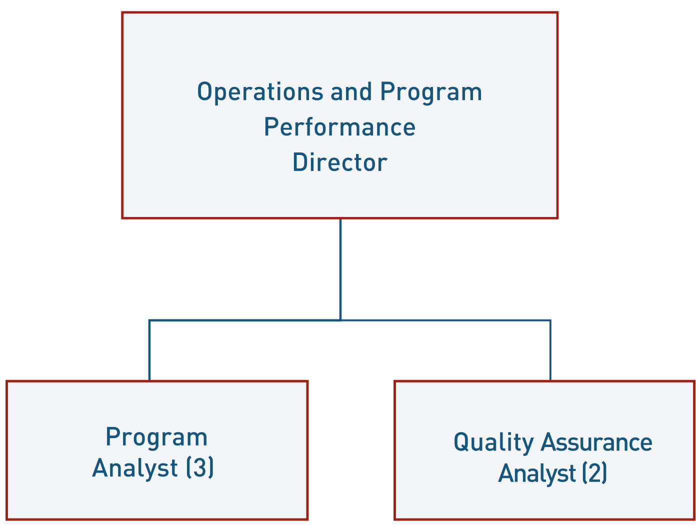
The Operations and Program Performance Division has three goals:

- Reach and maintain high levels of awards administration data quality.
- Manage and facilitate program administration in an efficient and customer-oriented manner.
- Align data and reporting requirements with the strategic and operational needs of WEDC.

ADMINISTRATIVE OVERSIGHT

The Operations and Program Performance division is responsible for the monitoring and oversight of system data generated from the awards administration process. This department will monitor and communicate the status of our data, in the aggregate as well as data field reconciliations, and will report findings and results to management, both implementing the appropriate controls within department and recommending controls external to the department. This department will also have subject matter experts on program and award administration. Staff will be an internal resource to ensure consistency among divisions and ensure consistent administration of awards.

STAFFING



Director – Reports to the CEO. Oversees performance reporting compliance and manages collections; responsible for evaluating and managing process risk and program evaluation.

Quality Assurance Analyst – Performs quality assurance, quality control, inspection, and audit of existing documentation and processes to reach a high level of accuracy within the critically defined data set. Assists in redefining and documenting processes, performs staff training, creates training documentation and tracks results.

Program Analyst – Manages collections on performance reports, SOEs and loans. Ensures appropriate follow-up to safeguard completed data on performance reports and certifies the system is consistent with results. Maintains forms and reports— specifically, performance reports and collections reporting. Assists with program guideline development and alignment with organizational process.

KEY STRATEGIC INITIATIVES

- Oversee an independent program evaluation of the Brownfields Site Assessment Grant Program.
- Expand data quality framework.
- Design and implement performance reporting portal communication plan.

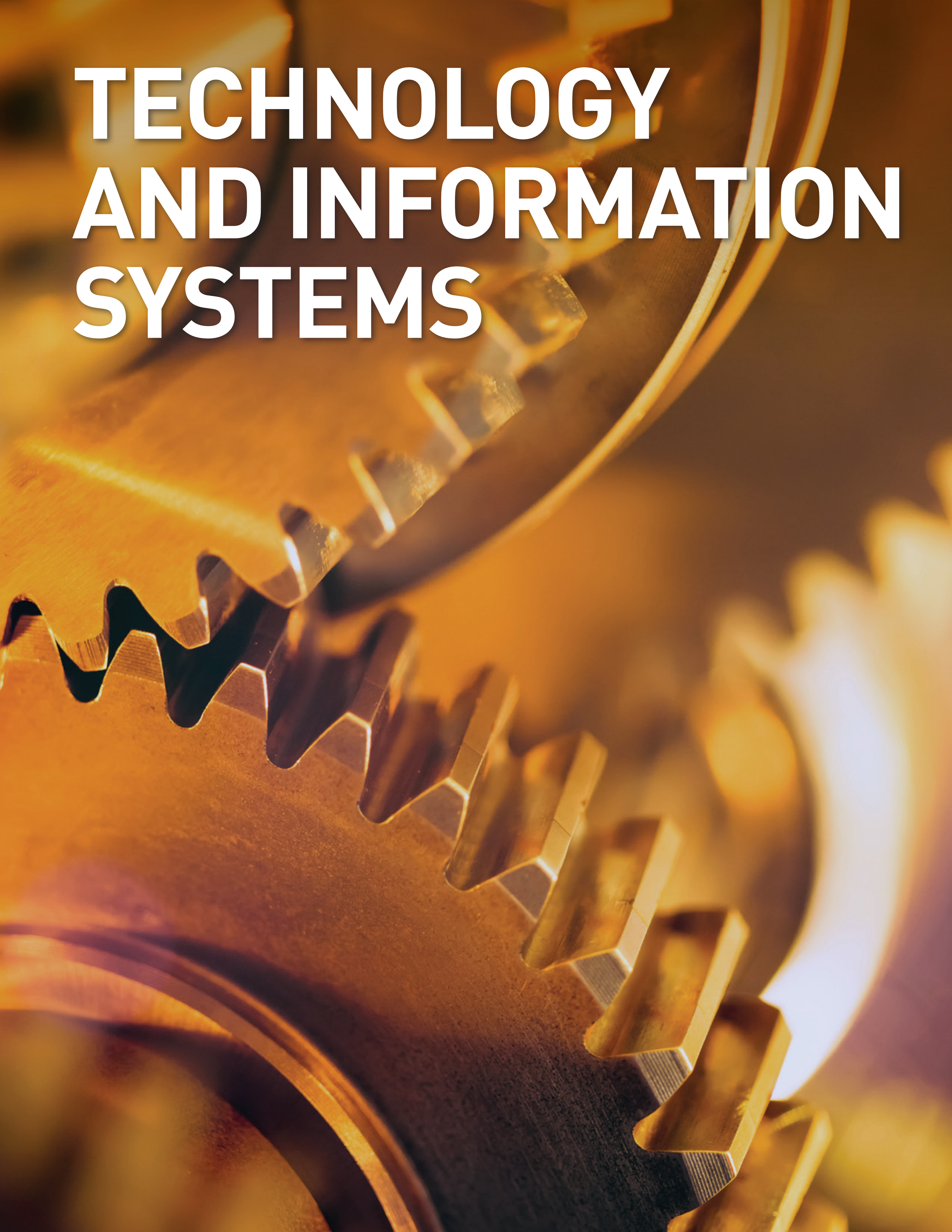
BUDGET NOTES

- 6000 - 6055 - Payroll and benefits includes one new FTE position, Program Analyst
- 6200 – Professional Fees – Consulting Fees includes funds to provide third party program evaluation assistance

Operations & Program Performance - 1300

Account No. and Name	FY18 Actual	FY19 Budget Original	FY19 Budget Amend September	FY19 Budget Amend June	FY20 Budget New Funds	FY20 % Chg
Expenditures						
Payroll and Benefits						
6000 - Benefits- Health Insurance	$ 34,914	$ 17,497	$ 17,497	$ 63,940	87,417	36.7%
6010 - Benefits- Life Insurance	49	54	54	36	68	88.9%
6015 - Benefits-Retirement	16,954	18,983	18,983	18,119	23,262	28.4%
6020 - Benefits- Payroll Taxes	21,298	26,166	26,166	22,180	29,358	32.4%
6021 - Benefits - STD/LTD	1,595	1,605	1,605	1,005	1,478	47.1%
6023 - Benefits -HSA	317	-	-	1,500	1,500	0.0%
6025 - Benefits Other	1,500	-	-	-	-	0.0%
6026 - Benefits - Commuting Stipend	2,239	2,770	2,770	2,770	3,324	20.0%
6040 - Merit/Incentives	3,075	2,805	2,805	2,691	3,438	27.8%
6050 - Compensation- Salary	272,421	342,043	342,043	289,939	383,778	32.4%
6055 - Professional Development	4,908	6,841	6,841	6,841	9,861	44.1%
Total Payroll and Benefits	359,270	418,764	418,764	409,021	543,484	32.9%
Operating and General						
6120 - Office Expense- Other	151	-	-	-	-	0.0%
6200 - Professional Fees- Consulting Fees	12,312	30,000	30,000	10,000	20,000	100.0%
6245 - Dues, Subscriptions, and Memberships	250	400	400	400	400	0.0%
6360 - Supplies & Equipment- Office Supplies	-	750	750	750	750	0.0%
6375 - Events and Conferences	-	-	-	-	500	100.0%
6377 - Business Meals	471	400	400	400	400	0.0%
6380 - Travel- Lodging	-	3,000	3,000	1,500	3,000	100.0%
6390 - Travel - Meals	-	500	500	558	500	-10.4%
6430 - Travel - Transportation	364	3,000	3,000	3,000	3,000	0.0%
Total Operating and General	13,548	38,050	38,050	16,608	28,550	71.9%
Total Expenditures	$ 372,818	$ 456,814	$ 456,814	$ 425,629	$ 572,034	34.4%
Total Appropriation	**$ 372,818**	**$ 456,814**	**$ 456,814**	**$ 425,629**	**$ 572,034**	**34.4%**

TECHNOLOGY AND INFORMATION SYSTEMS



TECHNOLOGY AND INFORMATION SYSTEMS

GOALS

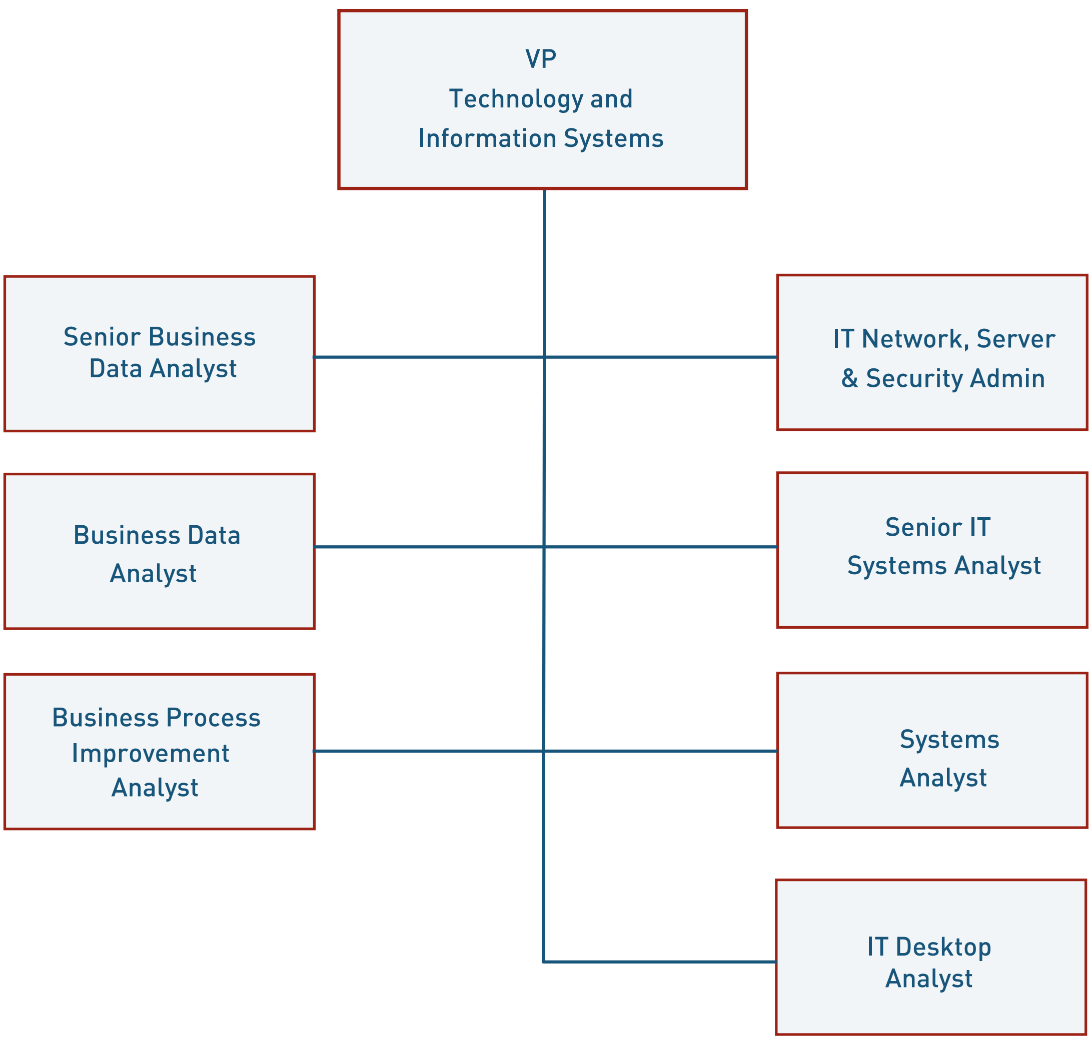
The Technology and Information Systems (TIS) Division has three goals:

- Implement internal controls, process alignment and integrations to provide data integrity and transparency.
- Continuously improve processes to verify and report on WEDC accomplishments.
- Provide systems and controls to support compliance with the legislature, policy and WEDC strategic pillars.

ADMINISTRATIVE OVERSIGHT

The Technology and Information Systems division is tasked with control and development of WEDC's information systems as well as gathering business requirements and mapping current processes to engineer solutions to mitigate risks, gaps, and maintain data integrity. TIS works across the organization to maintain continuity of systems and processes to support compliance with the legislature, policy and WEDC strategic pillars.

STAFFING



Vice President - Reports to the CFO. Responsible for the overall direction and management of division and will assure execution of the divisional operations plan.

IT Network. Server, and Security Administrator - Maintains computing environment by identifying network and server requirements, installing upgrades, monitoring network performance, problem diagnosis, and resolution.

Senior IT Systems Analyst - Leads in designing, developing and configuring computer programs, systems, and services across all WEDC systems.

Systems Analyst - Participates in designing, developing and configuring computer programs, systems, and services across all WEDC systems.

IT Desktop Analyst - Provides first response/call resolution to WEDC employees, partners and customers in the use of WEDC technology solutions.

Business Data Analyst – Helps maintain alignment and consistency of data in operational systems. Proactively communicates and collaborates with staff to analyze information needs and functional requirements and translate them into the application and operational requirements.

Senior Business Data Analyst – Leads in the analysis and management of WEDC's data to ensure compliance with regulatory and other reporting requirements. Ensure alignment and consistency of data in operational systems. Leads the communication with staff to analyze information needs and functional requirements and translate them into the application and operational requirements.

Business Process Improvement Analyst - Collaborates with TIS to ensure that the software systems are designed and developed to meet functional requirements, ensuring alignment and consistency of data in operational systems.

KEY STRATEGIC INITIATIVES

- Define data usage patterns in a way that is accessible and understandable to everyone in the organization.
- Continue to develop and implement an award management portal to enhance transparency, data integrity, and process improvement.
- Enhance WEDC's new document management system to design a records management system that allows Compliance to effectively manage records retention.

BUDGET NOTES

- 6200 – Professional Fees – Consulting Fees includes a full-time contract system developer for the portal project
- 6260 – Software Services is reduced due to eliminating the hosting fees for WEDC's grant and loan management system
- 6320 – Supplies & Equipment is reduced due to completion of replacement and upgraded network equipment project

Information Technology - 6300

Account No. and Name	FY18 Actual	FY19 Budget Original	FY19 Budget Amend September	FY19 Budget Amend June	FY20 Budget New Funds	FY20 % Chg
Expenditures						
Payroll and Benefits						
6000 - Benefits- Health Insurance	$ 54,835	$ 56,945	$ 56,945	$ 97,637	$ 99,102	1.5%
6010 - Benefits- Life Insurance	299	344	344	344	379	10.2%
6015 - Benefits-Retirement	33,517	38,674	38,674	39,012	39,699	1.8%
6020 - Benefits- Payroll Taxes	38,955	44,572	44,572	45,331	46,127	1.8%
6021 - Benefits - STD/LTD	3,113	2,605	2,605	1,797	2,570	43.0%
6023 - Benefits -HSA	-	-	-	2,250	2,250	0.0%
6025 - Benefits Other	625	-	-	2,000	2,167	8.3%
6026 - Benefits - Commuting Stipend	3,889	4,432	4,432	4,432	4,432	0.0%
6040 - Merit/Incentives	1,050	5,826	5,826	5,793	5,867	1.3%
6050 - Compensation- Salary	515,975	582,621	582,621	592,540	602,971	1.8%
6055 - Professional Development	15,583	11,652	11,652	24,196	20,740	-14.3%
Total Payroll and Benefits	667,841	747,671	747,671	815,332	826,304	1.3%
Operating and General						
5400 - Extended Enterprise	-	30,000	30,000	30,000	30,000	0.0%
6120 - Office Expense- Other	45,466	64,746	64,746	64,746	45,824	-29.2%
6200 - Professional Fees- Consulting Fees	240,963	250,000	250,000	310,000	380,000	22.6%
6260 - Software Services	919,338	944,437	944,437	871,893	898,694	3.1%
6290 - Repairs & Maintenance- Office Equipment	9,899	19,325	19,325	19,325	19,475	0.8%
6320 - Supplies & Equipment- Computer Supplies	77,573	150,000	150,000	150,000	70,000	-53.3%
6330 - Supplies & Equipment- Equipment Rental	27,998	24,000	24,000	24,000	22,000	-8.3%
6375 - Events and Conferences	65	-	-	-	-	0.0%
6377 - Business Meals	232	500	500	500	500	0.0%
6380 - Travel- Lodging	-	7,800	7,800	7,800	2,000	-74.4%
6390 - Travel - Meals	-	2,000	2,000	2,000	2,000	0.0%
6430 - Travel - Transportation	-	5,000	5,000	5,000	2,000	-60.0%
Total Operating and General	1,321,534	1,497,808	1,497,808	1,485,264	1,472,493	-0.9%
Total Expenditures	$ 1,989,375	$ 2,245,479	$ 2,245,479	$ 2,300,596	$ 2,298,797	-0.1%
Total Appropriation	**$ 1,989,375**	**$ 2,245,479**	**$ 2,245,479**	**$ 2,300,596**	**$ 2,298,797**	**-0.1%**

HUMAN RESOURCES

HUMAN RESOURCES

GOALS

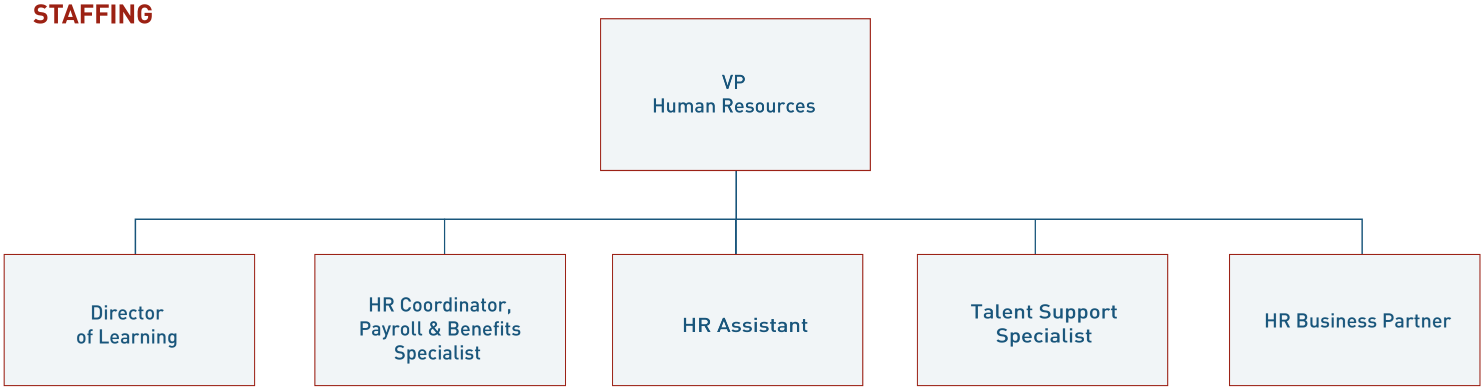
The Human Resources (HR) Division has three goals:

- Position WEDC as an Employer of Choice by creating an environment where all people feel challenged, valued, supported, and recognized.
- Deliver a clear learning strategy that provides both internal and external opportunities for career and professional growth.
- Build trust-based relationship with employees and leaders to be able to anticipate and exceed the changing needs of the organization and team.

ADMINISTRATIVE OVERSIGHT

The Human Resources division develops and delivers innovative human resource programs and services designed to support WEDC's mission in partnership with WEDC's Leadership team. The division's core services and competencies include acting as a business partner to leadership on all people-related activities; acquiring, engaging and retaining talent by standing out as an employer of choice; assisting with employee relations; organizational and employee development and training; risk management; compensation and benefits; payroll; HR information management; and regulatory compliance related to personnel management.

STAFFING



Vice President – Reports to the CEO. Responsible for overall direction and leadership of the division and will assume execution of the divisional operations plan.

Human Resources Business Partner – Builds strong relationships across the organization to serve as a partner, coach, and resource to leaders and employees. Responsible for overseeing recruitment, assistance with employee leave and FMLA administration, and human resources related projects. Also assists in managing facilities needs in partnership with the VP of HR.

HR Coordinator, Payroll and Benefits Specialist – Assists with all core HR activities, manages benefits administration and bi-weekly payroll processing. Responsible for design, delivery and communication of benefit events and annual enrollment;

HR Assistant – Provides assistance to the VP and supports the division in all initiatives including payroll, benefits, recruiting, employee leave, and FMLA administration, learning, and onboarding. Responsible for managing department expenses, and providing outstanding service to internal and external customers.

Talent Support Specialist –Responsible for recruitment and onboarding of all new staff. Responsible for drafting bi-weekly newsletter and providing outstanding service to internal and external customers.

Director of Learning –Works with leaders and individuals across the organization to conduct needs analysis and design and deliver learning and organizational development solutions that engage talent, grow the corporate culture and positively impact the workplace.

KEY STRATEGIC INITIATIVES

- Create and implement talent development and succession planning strategies that are clear and easy to understand.
- Work with the WEDC Employer of Choice and Trauma Informed committees to use feedback to further engage current staff and attract and retain top performers.
- Support employees' professional development through clearly defined learning paths.
- Document procedures such that information is clear and accessible.

BUDGET NOTES

- 6150 – Office Expenses – Rent increased due to the new lease contracts for the Madison and Milwaukee offices
- 6340 – Supplies & Equipment–Office Furniture and 7030–Leasehold Improvements are decreased due to completion of renovation project in Milwaukee office

WISCONSIN ECONOMIC DEVELOPMENT CORPORATION
Detailed Budget Worksheet

Human Resources - 6100

Account No. and Name	FY18 Actual	FY19 Budget Original	FY19 Budget Amend September	FY19 Budget Amend June	FY20 Budget New Funds	FY20 % Chg
Revenues						
4170 - Revenue-Other Income	$ 1,434	$ -	$ -	$ 3,000	$ -	-100.0%
Total	1,434	-	-	3,000	-	-100.0%
Expenditures						
Payroll and Benefits						
6000 - Benefits- Health Insurance	63,188	79,109	79,109	70,728	84,689	19.7%
6010 - Benefits- Life Insurance	72	315	315	303	330	8.9%
6015 - Benefits-Retirement	22,374	28,323	28,323	27,200	28,988	6.6%
6020 - Benefits- Payroll Taxes	26,459	33,022	33,022	31,428	33,790	7.5%
6021 - Benefits - STD/LTD	2,119	2,088	2,088	1,197	2,118	76.9%
6022 - Benefits - Unemployment Compensation	5,374	24,000	24,000	24,000	24,000	0.0%
6025 - Benefits Other	2,507	2,414	2,414	2,414	2,394	-0.8%
6026 - Benefits - Commuting Stipend	2,331	3,324	3,324	3,324	3,324	0.0%
6040 - Merit/Incentives	5,050	4,317	4,317	4,039	4,284	6.1%
6045 - Employee Recruitment	9,764	44,000	44,000	10,000	44,000	340.0%
6050 - Compensation- Salary	359,479	431,659	431,659	410,818	441,717	7.5%
6055 - Professional Development	30,833	45,133	45,133	30,000	44,000	46.7%
Total Payroll and Benefits	529,550	697,704	697,704	615,451	713,634	16.0%
Operating and General						
6056 - Wellness	203	7,500	7,500	2,500	7,500	200.0%
6090 - Insurance- General Insurance	125,900	126,000	126,000	126,000	130,000	3.2%
6120 - Office Expense- Other	8,683	9,900	9,900	14,000	30,000	114.3%
6150 - Office Expense- Rent	510,629	570,000	570,000	570,000	593,000	4.0%
6200 - Professional Fees- Consulting Fees	11,639	39,000	39,000	39,000	32,800	-15.9%
6245 - Dues, Subscriptions, and Memberships	1,029	3,000	3,000	3,000	6,408	113.6%
6270 - Repairs & Maintenance- Building	3,313	3,600	3,600	5,500	3,600	-34.5%
6340 - Supplies & Equipment- Office Furniture	12,400	40,000	40,000	90,188	40,000	-55.6%
6360 - Supplies & Equipment- Office Supplies	6,807	15,230	15,230	15,230	-	-100.0%
6375 - Events and Conferences	156	-	-	2,945	5,000	69.8%
6377 - Business Meals	2,533	2,500	2,500	2,500	2,500	0.0%
6380 - Travel- Lodging	(1)	4,500	4,500	4,500	4,500	0.0%
6390 - Travel - Meals	99	2,200	2,200	2,200	2,200	0.0%
6430 - Travel - Transportation	2,130	3,500	3,500	3,500	3,500	0.0%
Total Operating and General	685,520	826,930	826,930	881,063	861,008	-2.3%
Capital						
7030 - Leasehold Improvements	-	40,000	40,000	40,000	-	-100.0%
Total Capital	-	40,000	40,000	40,000	-	-100.0%
Total Expenditures	$ 1,215,070	$ 1,564,634	$ 1,564,634	$ 1,536,514	$ 1,574,642	2.5%
Total Appropriation	**$ 1,215,070**	**$ 1,564,634**	**$ 1,564,634**	**$ 1,536,514**	**$ 1,574,642**	**2.5%**

The Wisconsin Economic Development Corporation (WEDC) leads economic development efforts for the state by advancing and maximizing opportunities in Wisconsin for businesses, communities and people to thrive in a globally competitive environment. WEDC provides resources, operational support and financial assistance to companies, partners and communities in Wisconsin. WEDC achieves its mission through initiatives driven by five strategic pillars: business development; community and economic opportunity; strategic economic competitiveness; state brand management and promotion; and operational and fiscal excellence. Working with more than 600 regional and local partners, WEDC develops and delivers solutions representative of a highly responsive and coordinated economic development network.

Visit wedc.org to learn more.

Wisconsin Economic Development Corporation

201 W. Washington Avenue
Madison, WI 53703

855-INWIBIZ

MEMO

To: WEDC Board of Directors

From: Mark R. Hogan, Secretary and CEO

Date: July 10, 2019

Re: WEDC TALENT MARKETING

Wisconsin's strong economic performance and record-low unemployment has created a worker shortage across the state—one that is only projected to worsen over time, leading Forward Analytics Director of Research Dale Knapp to conclude, "To grow its labor force, Wisconsin will need to attract workers from other states." This need has been highlighted to WEDC in virtually every local and regional economic development input session we have held over the past five years. This in turn led us to add talent marketing (development, retention and attraction) to our operational planning, beginning with a $1,000,000 campaign focused on millennials in Chicago in FY18. That initial marketing investment resulted in the persentage of target audience members who said they would consider moving to Wisconsin for a job opportunity increasing from 50% to 55.6%.

In response to advocacy from statewide employers and the early successes of our targeted marketing strategy, Governor Walker requested, and the state Legislature appropriated, $6.8 million in November 2017 to expand the campaign in coordination with the Wisconsin Department of Workforce Development and Wisconsin Department of Veterans Affairs, prioritizing the following three audiences:

- Millennials living in the Midwest;
- Alumni of Wisconsin's colleges and universities; and
- Transitioning veterans.

Millennials

Among the top reasons millennials cite for relocation are job opportunities and starting a family. WEDC's ads targeting this demographic promote not only the rewarding careers available in Wisconsin, but also the low cost of living and exceptional quality of life our state offers. In FY19, WEDC ran ads in 13 Midwest markets, meeting millennials "where they are"—in coffee shops, bars, restaurants and healthclubs, as well as on social media.

Our FY20 proposed plan continues this geographic targeting, expanding our reach into the areas surrounding major metros and leveraging new digital platforms to deliver a more engaging user path to our key messages. We will also seek to specifically target millennials outside Wisconsin with family members still here, recognizing that proximity to family is a key location driver.

Alumni

To encourage alumni of Wisconsin universities, colleges and technical colleges to return to the state, we use testimonials from Wiscosin alumni who talk about their reasons for either staying in, or returning to, Wisconsin after pursuing career opportunities elsehwere. These ads are served up to all alumni of Wisconsin schools through their social media feeds.

In FY20, we will expand our library of alumni testimonial ads to maximize the demographic, geographic and career representation of our marketing strategy.

Transitioning Veterans

Each year, between 200,000 and 250,000 active service members transition out of the military into civilian life. Working alongside Hiring Our Heroes (a part of the U.S. Chamber of Commerce Foundation), Wisconsin has embarked on a fully-integrated campaign to invite these veterans to pursue their post-military ambitions in our state. In addition to owned, earned and paid media targeting transitioning veterans, we are visting bases throughout the country and abroad to engage directly with service members as part of their military separation process. In FY19, WEDC and our partners, including a number of Wisconsin companies, visited 14 bases, generating nearly 1,000 leads. Following these events, the Wisconsin delegation maintains contact with prospects, connecting them with educational and career opportnities in the state.

In FY20, we plan to continue our paid and earned media strategies targeting the nation's transitioning veterans. We have also budgeted for another 15 base visits as part of our program, which Hiring Our Heroes President Eric Eversole credits with "raising the bar for states interested in attracting the exceptional talent of our veterans and military spouses."

Results

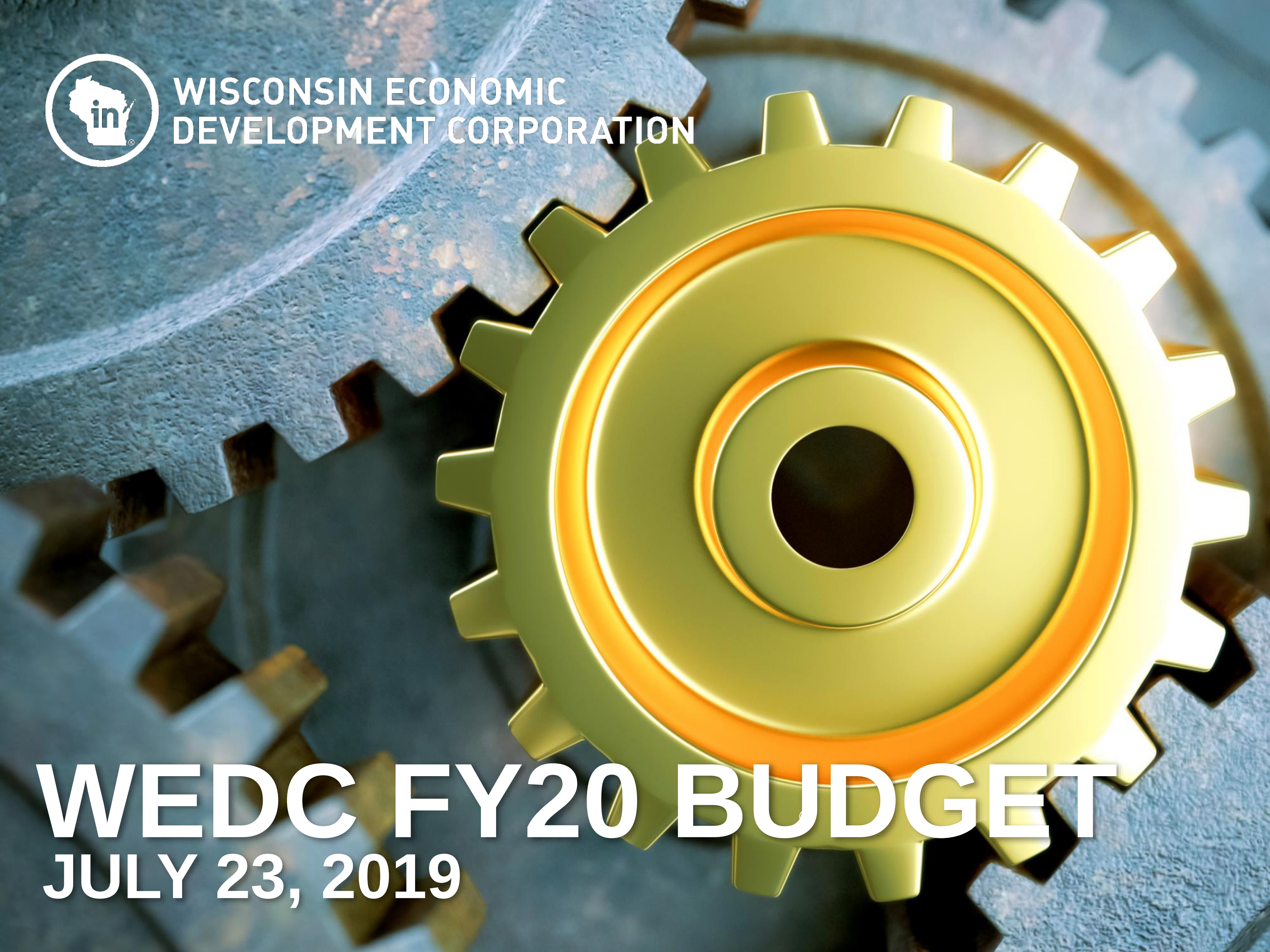
As of April 2019, WEDC's talent marketing campaign had generated more than 2 million website page views in which visitors explored the state's regional diversity and made use of the site's find-a-job (powered by DWD's JobCenterofWisconsin.com) and find-a-home tools.

Partner Tools

In April 2019, WEDC launched a talent marketing asset "toolkit," that allows businesses, communities and economic development partners throughout the state to leverage and adapt our ads, videos and other marketing materials to promote career and lifestyle opportunities in their areas of Wisconsin. Since the launch of this resource, we have received approximately 100 access requests, signaling both a need for this type of marketing throughout the state as well as an interest in leveraging the marketing work that WEDC is doing.

FY20 Talent Marketing Funding

We strongly believe having a talent attraction and retention strategy is a key part of being successful in driving economic development throughout Wisconsin. As a result, and in order to sustain and advance WEDC's successful talent marketing strategy, we have budgeted $4 million to continue to promote Wisconsin as a premier career and lifestyle destination in FY20.



WISCONSIN ECONOMIC DEVELOPMENT CORPORATION

WEDC FY20 BUDGET

JULY 23, 2019

WISCONSIN ECONOMIC DEVELOPMENT CORPORATION

MISSION

“To advance and maximize opportunities in Wisconsin for businesses, communities and people to thrive in a globally competitive environment.”

VISION

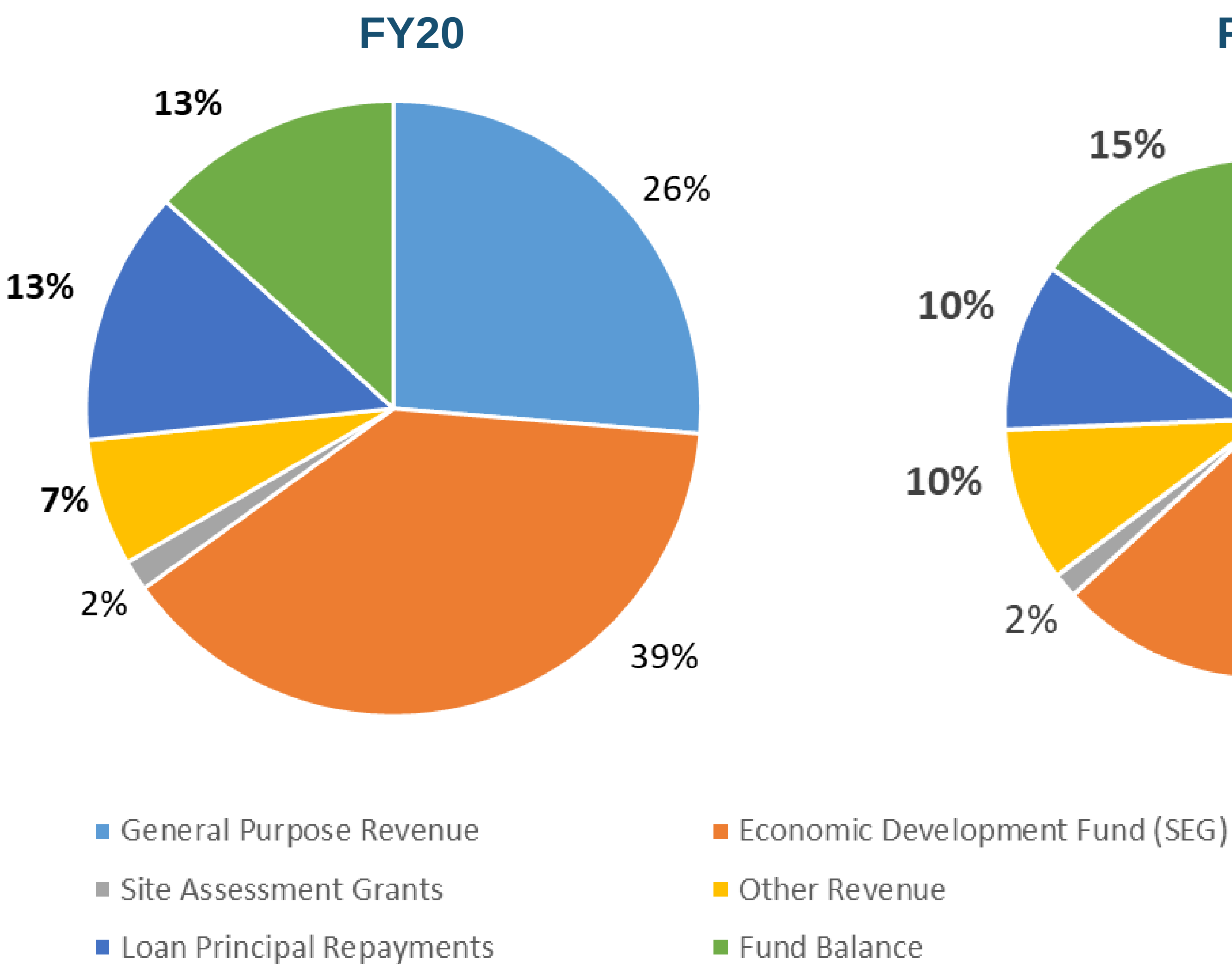
“Leveraging talented professionals and strategic partnerships, WEDC aspires to be a leading and widely-respected state economic development organization, helping Wisconsin elevate its quality of life and long-term economic prosperity for all residents.”

BUDGET REVENUES

REVENUES	Actual FY2016	Actual FY2017	FY2018	Amended FY2019	Budget FY2020	Variance Favorable (Unfavorable)	%
General Purpose Revenue	$ 6,974,700	$ 12,474,700	$ 6,800,000	$ 16,392,500	$ 16,392,500	$ -	0.0%
Economic Development Fund (SEG)	$ 21,776,000	$ 21,776,000	$ 50,881,563	$ 24,268,200	$ 24,158,200	$ (110,000)	-0.5%
Site Assessment Grants	$ 1,000,000	$ 1,000,000	$ 1,000,000	$ 1,000,000	$ 1,000,000	$ -	0.0%
Other Revenue	$ 2,358,942	$ 4,005,766	$ 3,955,185	$ 6,176,814	$ 4,172,900	$ (2,003,914)	-32.4%
TOTAL REVENUE	**$ 32,109,642**	**$ 39,256,466**	**$ 62,636,748**	**$ 47,837,514**	**$ 45,723,600**	**$ (2,113,914)**	**-4.4%**

(1) Expected decreases in grant funding and loan and investment Income

SOURCES – FY20 vs FY19

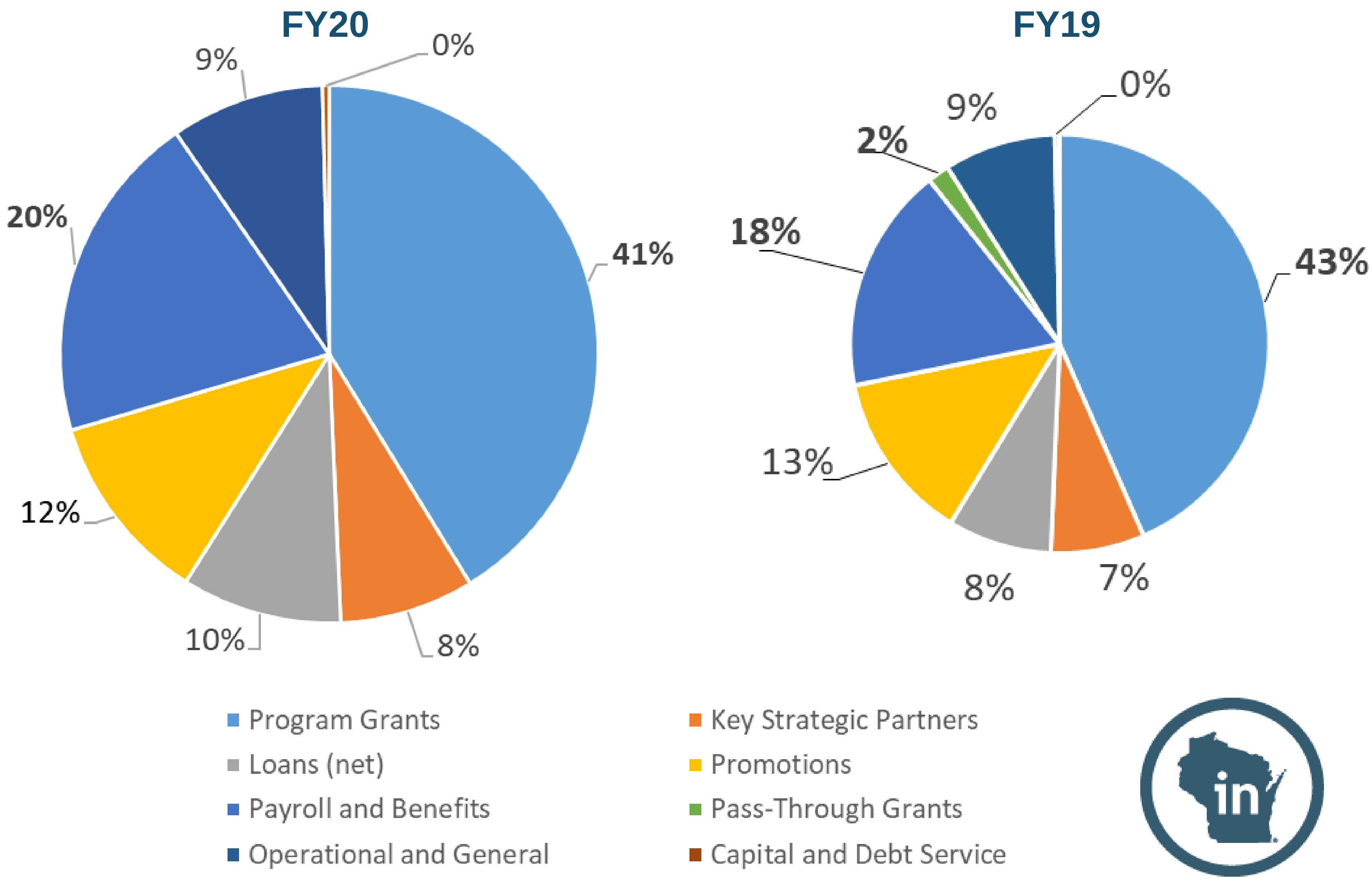


BUDGET EXPENSES

EXPENSES	Actual FY2016	Actual FY2017	Actual FY2018	Amended FY2019	Budget FY2020	Variance	%
Program Grants	$ 18,190,422	$ 15,977,765	$ 15,580,431	$ 27,957,000	$ 25,705,000	$ 2,252,000	8.1%(1)
Key Strategic Partners	$ 3,567,123	$ 3,499,409	$ 4,288,219	$ 4,657,500	$ 5,032,500	$ (375,000)	-8.1%(2)
Promotions	$ 3,173,972	$ 3,075,629	$ 4,140,170	$ 8,442,130	$ 7,158,057	$ 1,284,073	15.2%(3)
Loan Loss Reserve	$ 9,011,836	$ 5,369,436	$ 3,330,105	$ 1,000,000	$ 1,000,000	$ -	0.0%
Payroll and Benefits	$ 9,439,874	$ 10,340,618	$ 10,517,883	$ 11,253,590	$ 12,214,203	$ (960,613)	-8.5%(4)
Pass-Through Grants	$ -	$ 400,936	$ 1,433,619	$ 1,086,745	$ -	$ 1,086,745	100.0%(5)
Operational and General	$ 3,975,904	$ 4,359,902	$ 4,906,636	$ 5,558,765	$ 5,754,848	$ (196,083)	-3.5%(6)
Capital and Debt Service	$ 379,648	$ 494,435	$ 610,625	$ 234,000	$ 255,000	$ (21,000)	-9.0%
TOTAL EXPENSE	**$ 47,738,779**	**$ 43,518,130**	**$ 44,807,688**	**$ 60,189,730**	**$ 57,119,608**	**$ 3,070,122**	**5.1%**

(1) Decrease is mainly due to decreases in the Disaster Microloan Program funding.
(2) Increase is due to additional funds to the four statewide chambers of commerce and the WI Indian Business Alliance.
(3) Decrease due to a decrease in funding for WEDC's Talent Attraction Initiative. Funding for FY20 is approximately $4.0 million.
(4) Requesting 3 new FTEs, 2% pay increase
(5) DoD federal grant contract ended in FY19.
(6) Increase due to Department of Workforce Development (DWD) partnership, funding positions to implement talent attraction and retention initiatives.

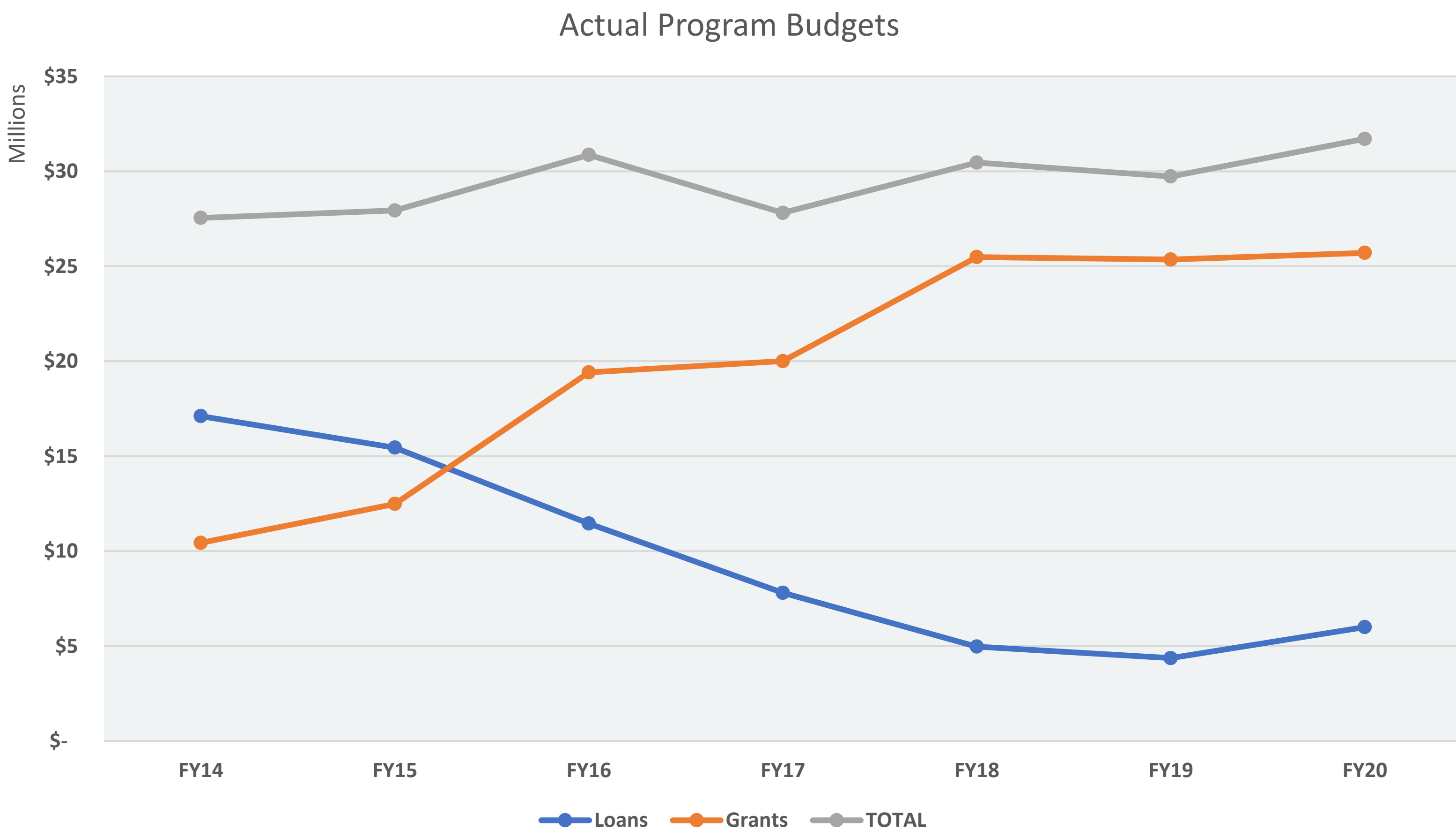
USES – FY20 vs. FY19



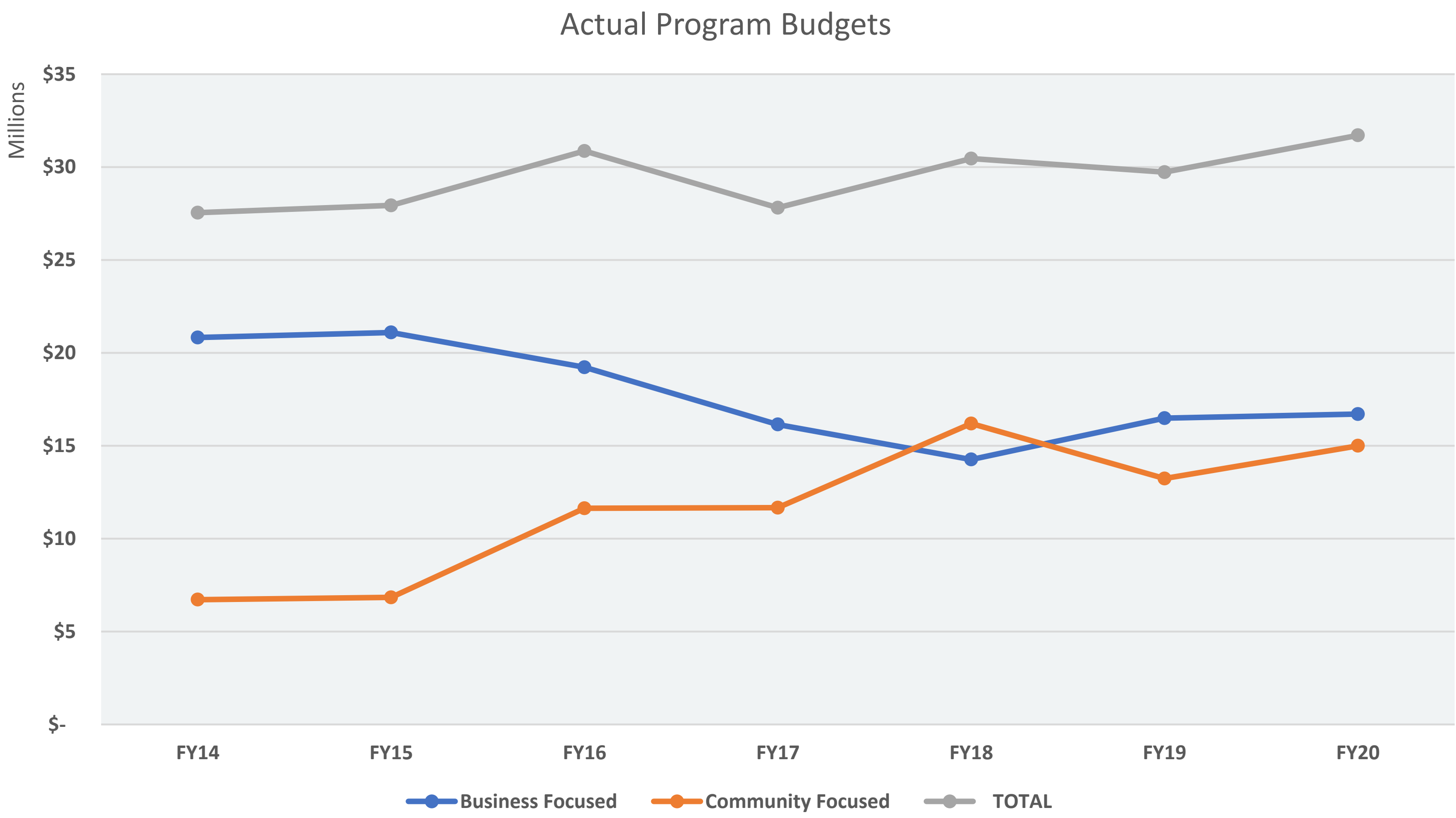
GRANT & LOAN BUDGET

	Original Budget FY19	Final Budget FY19	Budget FY20	Variance	%
GRANTS					
Business and Community Development	$ 14,900,000	$ 16,900,000	$ 14,950,000	$ (1,950,000)	-12%
Entrenpreunership & Innovation	$ 4,750,000	$ 5,225,000	$ 4,750,000	$ (475,000)	-9%
Sector Strategy Development	$ 4,300,000	$ 4,410,000	$ 4,550,000	$ 140,000	3%
International Business Development	$ 1,422,000	$ 1,422,000	$ 1,455,000	$ 33,000	2%
TOTAL GRANTS	$ 25,372,000	$ 27,957,000	$ 25,705,000	$ (2,252,000)	-8%
LOANS					
Business and Community Development	$ 1,500,000	$ 640,000	$ 1,000,000	$ 360,000	56%
Entrenpreunership & Innovation	$ 5,000,000	$ 4,525,000	$ 5,000,000	$ 475,000	10%
TOTAL LOANS	$ 6,500,000	$ 5,165,000	$ 6,000,000	$ 835,000	16%
TOTAL GRANTS AND LOANS	$ 31,872,000	$ 33,122,000	$ 31,705,000	$ (1,417,000)	-4%

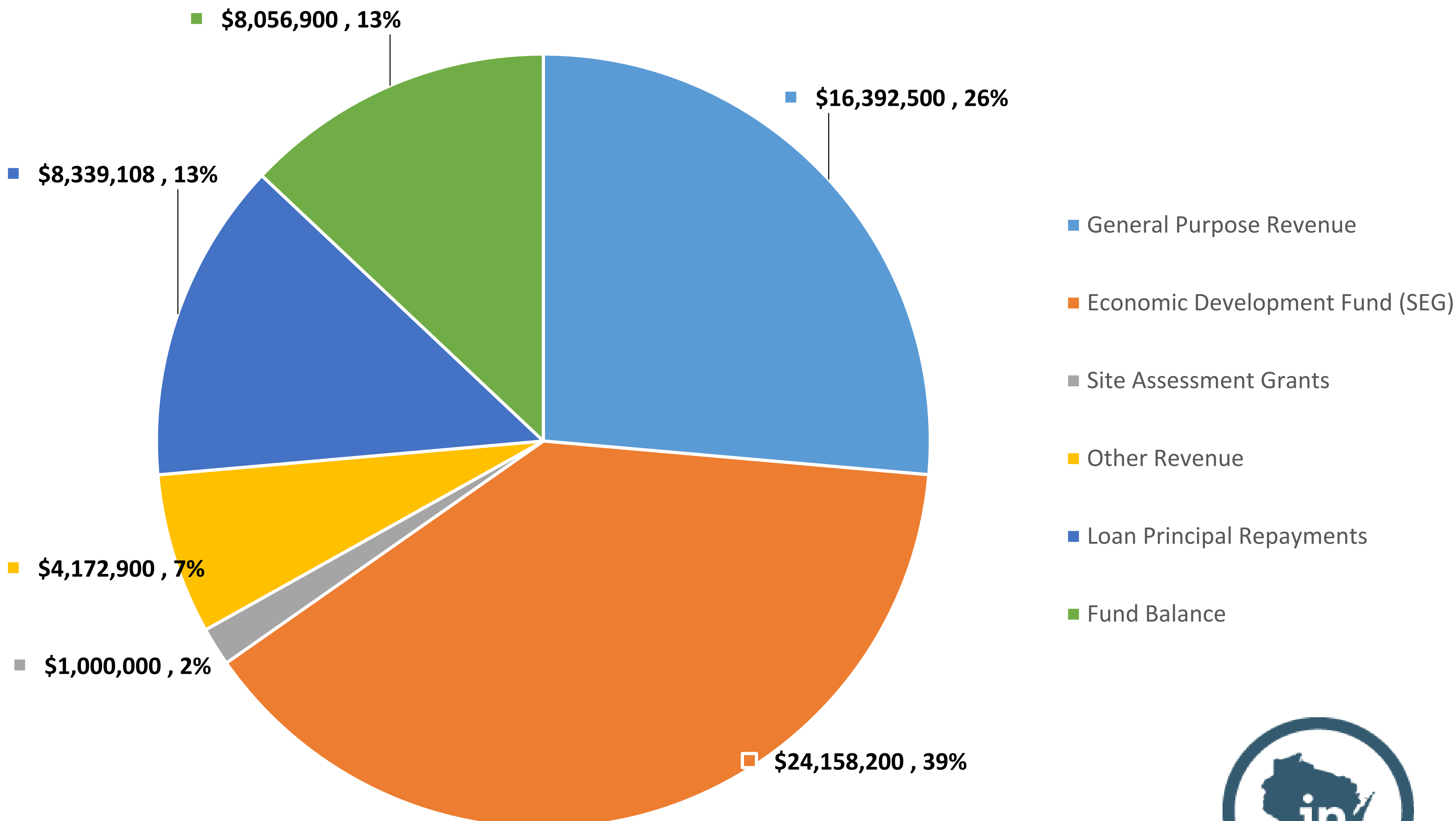
GRANTS vs. LOANS



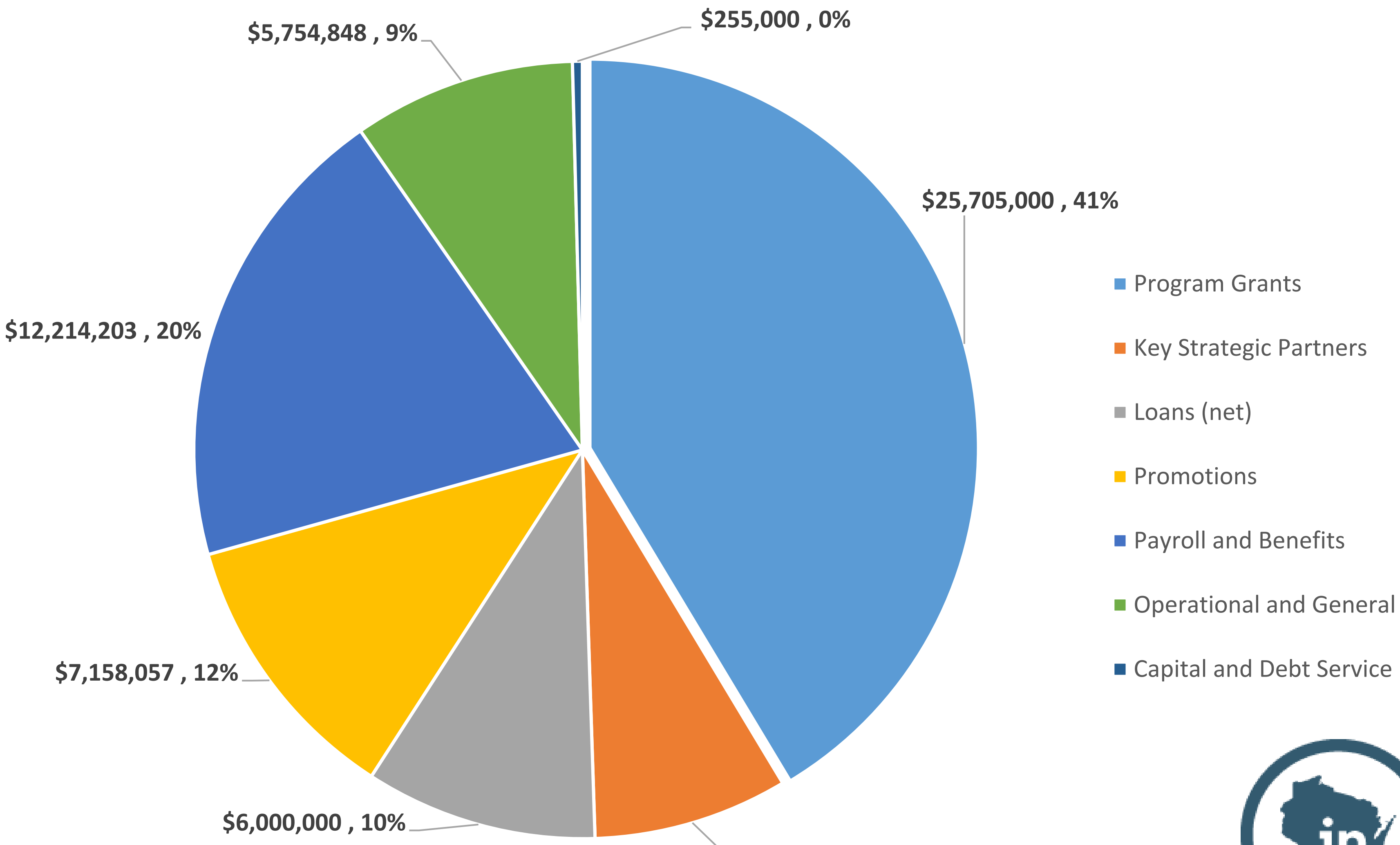
BUSINESS vs. COMMUNITY



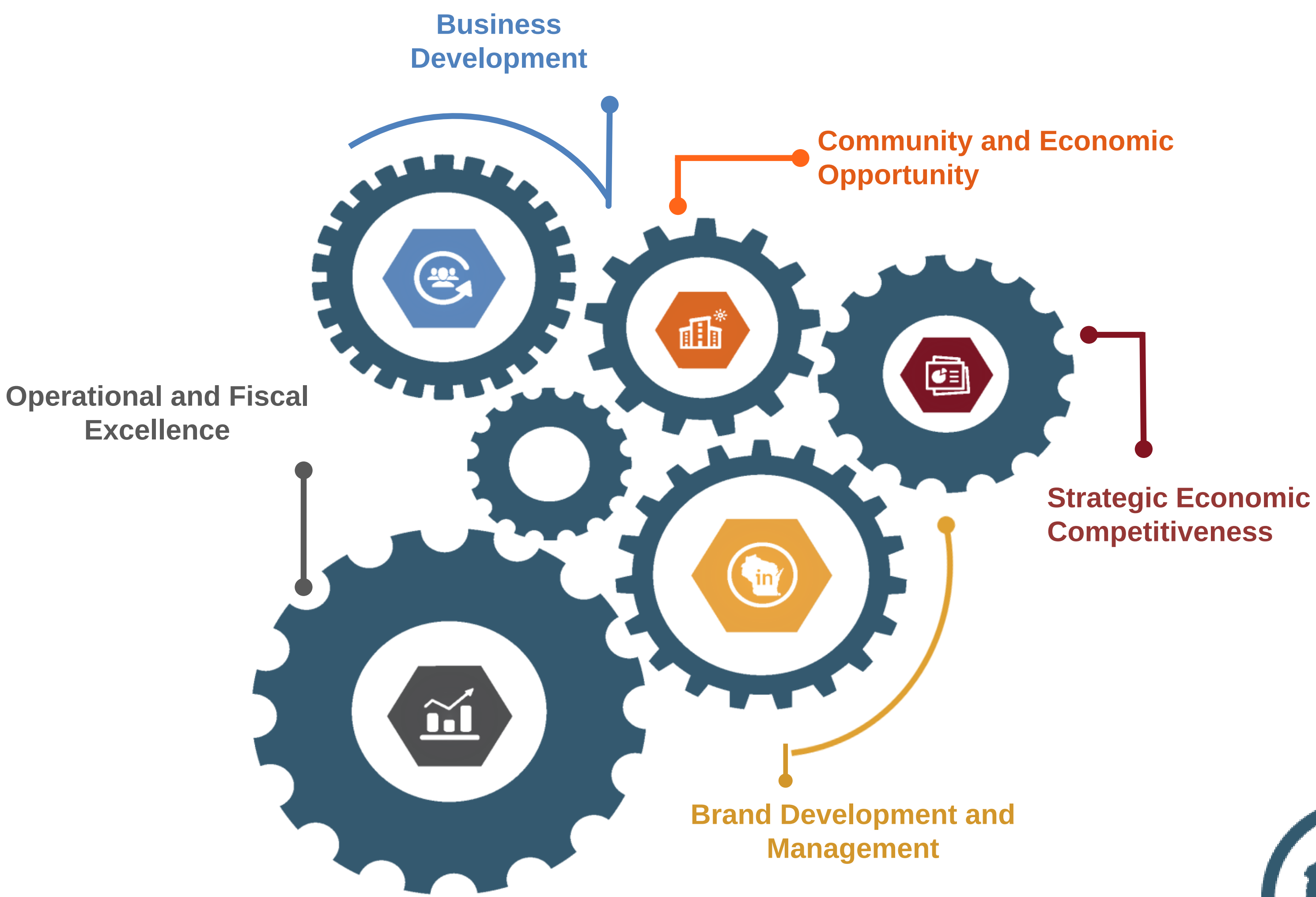
SOURCES - $62.1 Million



USES - $62.1 million



CATALYSTS OF ECONOMIC GROWTH



DELIVERING THE TALENT YOU NEED TO GROW

Wisconsin is committed to building and maintaining its strong workforce

THINK·MAKE·HAPPEN in WISCONSIN

in®

Wisconsin Economic Development Corporation