

STATE OF WISCONSIN

Senate Journal

1987 September Special Session

2:00 P.M.

WEDNESDAY, September 16, 1987

The senate met.

The senate was called to order by Fred A. Risser, president of the senate.

The senate stood for a moment of silent prayer.

The senate remained standing and Senator Cowles led the senate in the pledge of allegiance to the flag of the United States of America.

By request of Senator Strohl, with unanimous consent, Senators Helbach and Jauch were granted a leave of absence for today's session.

The roll was called and the following senators answered to their names:

Senators Adelman, Andrea, Buettner, Chilsen, Chvala, Cowles, Czarnezki, Davis, Ellis, Engeleiter, Feingold, George, Harsdorf, Kincaid, Kreul, Lasee, Lee, Lekan, Lorman, Moen, Norquist, Plewa, Risser, Roshell, Rude, Stitt, Strohl, Te Winkle, Ulichny, Van Sistine and Weeden -- 31.

Absent -- None.

Absent with leave -- Senators Helbach and Jauch -- 2.

MESSAGE FROM THE ASSEMBLY

By Thomas T. Melvin, chief clerk.

Mr. President:

I am directed to inform you that the assembly is organized and prepared to do business in the 1987 September Special Session:

Passed and asks concurrence in:

- Assembly Bill 1
Assembly Bill 2

Adopted and asks concurrence in:

- Assembly Joint Resolution 1

MESSAGE FROM THE ASSEMBLY CONSIDERED

Assembly Bill 1

Relating to the conditions on stock rights and options.

By committee on Rules, by request of Governor Tommy G. Thompson.

Read first time and referred to committee on Economic Development, Financial Institutions and Fiscal Policies.

Assembly Bill 2

Relating to certain business combinations involving resident domestic corporations and interested stockholders.

By committee on Rules, by request of Governor Tommy G. Thompson.

Read first time and referred to committee on Economic Development, Financial Institutions and Fiscal Policies.

Assembly Joint Resolution 1

Relating to the final adjournment of the September 1987 special session.

By Representatives Loftus and Hauke.

Read and referred to committee on Senate Rules.

By request of Senator Strohl, with unanimous consent, the senate recessed until 3:25 P.M.

2:10 P.M.

RECESS

3:25 P.M.

The senate reconvened.

By request of Senator Strohl, with unanimous consent, the Senate returned to the fourth order of business.

The committee on Economic Development, Financial Institutions and Fiscal Policies reports and recommends:

Assembly Bill 1

Relating to the conditions on stock rights and options.

Concurrence:

Ayes, 6 -- Senators Ulichny, Te Winkle, Plewa, Chilsen, Cowles and Weeden;

Noes, 0 -- None.

Assembly Bill 2

Relating to certain business combinations involving resident domestic corporations and interested stockholders.

Introduction and adoption of senate amendment 1:

Ayes, 5 -- Senators Ulichny, Plewa, Chilsen, Cowles and Weeden;

Noes, 1 -- Senator Te Winkle.

Introduction and adoption of senate amendment 2:

Ayes, 5 -- Senators Ulichny, Plewa, Chilsen, Cowles and Weeden;

Noes, 1 -- Senator Te Winkle.
Concurrence as amended:
Ayes, 5 -- Senators Ulichny, Plewa, Chilsen,
Cowles and Weeden;
Noes, 1 -- Senator Te Winkle.

BARBARA ULICHNY
Chair

By request of Senator Strohl, with unanimous consent, the rules were suspended and **Assembly Bill 1** was taken up at this time.

Assembly Bill 1

Relating to the conditions on stock rights and options.

Read a second time.

By request of Senator George, with unanimous consent, **Assembly Bill 1** was referred to joint committee on Finance.

By request of Senator Strohl, with unanimous consent, the rules were suspended and **Assembly Bill 2** was taken up at this time.

Assembly Bill 2

Relating to certain business combinations involving resident domestic corporations and interested stockholders.

Read a second time.

By request of Senator George, with unanimous consent, **Assembly Bill 2** was referred to joint committee on Finance.

By request of Senator Strohl, with unanimous consent, the senate recessed until 5:30 P.M.

3:29 P.M.

RECESS

5:30 P.M.

The senate reconvened.

By request of Senator Roshell, with unanimous consent, the senate recessed until 6:43 P.M.

5:31 P.M.

RECESS

6:43 P.M.

The senate reconvened.

By request of Senator Strohl, with unanimous consent, the senate recessed until 6:49 P.M.

6:44 P.M.

RECESS

6:49 P.M.

The senate reconvened.

The joint committee on Finance reports and recommends:

Assembly Bill 1

Relating to the conditions on stock rights and options.

Concurrence:

Ayes, 15 -- Senators George, Roshell, Norquist, Chvala, Andrea, Stitt and Davis, Representatives Schneider, Kunicki, Travis, Coggs, Bell, Holperin, Prosser and Panzer;

Noes, 0 -- None.

Assembly Bill 2

Relating to certain business combinations involving resident domestic corporations and interested stockholders.

Adoption of senate amendment 1:

Ayes, 15 -- Senators George, Roshell, Norquist, Chvala, Andrea, Stitt and Davis, Representatives Schneider, Kunicki, Travis, Coggs, Bell, Holperin, Prosser and Panzer;

Noes, 0 -- None.

Concurrence as amended:

Ayes, 13 -- Senators George, Roshell, Chvala, Andrea and Stitt, Representatives Schneider, Kunicki, Travis, Coggs, Bell, Holperin, Prosser and Panzer;

Noes, 2 -- Senators Norquist and Davis.

GARY R. GEORGE
Chair

CALENDAR OF SEPTEMBER 16, 1987

Assembly Joint Resolution 1

Relating to the final adjournment of the September 1987 special session.

Read.

By request of Senator Strohl, with unanimous consent, **Assembly Joint Resolution 1** was placed at the foot of the calendar.

Assembly Bill 1

Relating to the conditions on stock rights and options.

Read a second time.

Ordered to a third reading.

By request of Senator Strohl, with unanimous consent, the bill was considered for final action at this time.

Assembly Bill 1

Read a third time and concurred in.

Assembly Bill 2

Relating to certain business combinations involving resident domestic corporations and interested stockholders.

Read a second time.

The question was: Adoption of senate amendment 1?

By request of Senator Ulichny, with unanimous consent, senate amendment 1 was placed after senate amendment 3.

The question was: Adoption of senate amendment 2?

Senator George in the chair.

6:52 P.M.

2. Senator Risser moved rejection of senate amendment

The question was: Rejection of senate amendment 2?

The ayes and noes were demanded and the vote was: ayes, 8; noes, 22; absent or not voting, 3; as follows:

Ayes -- Senators Adelman, Andrea, Chvala, Czarnecki, Feingold, Lee, Risser and Strohl -- 8.

Noes -- Senators Buettner, Chilsen, Cowles, Davis, Ellis, Engeleiter, George, Harsdorf, Kincaid, Kreul, Lasee, Lekan, Lorman, Moen, Plewa, Roshell, Rude, Stitt, Te Winkle, Ulichny, Van Sistine and Weeden -- 22.

Absent or not voting -- Senators Helbach, Jauch and Norquist -- 3.

So the motion did not prevail.

The question was: Adoption of senate amendment 2?

By request of Senator Adelman, with unanimous consent, senate amendment 2 was placed after senate amendment 4.

Senate amendment 3 offered by Senator Ulichny.

The question was: Adoption of senate amendment 3?
Adopted.

The question was: Adoption of senate amendment 1?

By request of Senator Ulichny, with unanimous consent, senate amendment 1 was laid on the table.

Senate amendment 4 offered by Senator Adelman.

The question was: Adoption of senate amendment 4?

4. Senator Rude moved rejection of senate amendment

The question was: Rejection of senate amendment 4?

The motion prevailed.

Senate amendment 1 to senate amendment 2 offered by Senator Adelman.

The question was: Adoption of senate amendment 1 to senate amendment 2?

Senator Ulichny moved rejection of senate amendment 1 to senate amendment 2.

The question was: Rejection of senate amendment 1 to senate amendment 2?

The motion prevailed.

The question was: Adoption of senate amendment 2?

The ayes and noes were demanded and the vote was: ayes, 24; noes, 6; absent or not voting, 3; as follows:

Ayes -- Senators Andrea, Buettner, Chilsen, Cowles, Davis, Ellis, Engeleiter, George, Harsdorf, Kincaid, Kreul, Lasee, Lekan, Lorman, Moen, Plewa, Roshell, Rude, Stitt, Strohl, Te Winkle, Ulichny, Van Sistine and Weeden -- 24.

Noes -- Senators Adelman, Chvala, Czarnecki, Feingold, Lee and Risser -- 6.

Absent or not voting -- Senators Helbach, Jauch and Norquist -- 3.

So the amendment was adopted.

Senate amendment 5 offered by Senator Risser.

The question was: Adoption of senate amendment 5?

The amendment failed to be adopted.

Ordered to a third reading.

By request of Senator Strohl, with unanimous consent, the bill was considered for final action at this time.

Assembly Bill 2

Read a third time and concurred in as amended.

Assembly Joint Resolution 1

Relating to the final adjournment of the September 1987 special session.

Read.

Concurred in.

By request of Senator Strohl, with unanimous consent, all action was ordered immediately messaged.

By request of Senator Strohl, with unanimous consent, the senate recessed until 9:30 P.M.

8:45 P.M.

RECESS

9:30 P.M.

The senate reconvened.

By request of Senator Strohl, with unanimous consent, the Senate returned to the eighth order of business.

MESSAGE FROM THE ASSEMBLY

By Thomas T. Melvin, chief clerk.

Mr. President:

I am directed to inform you that the assembly requests a Committee on Conference on **Assembly Bill 2** and appoints Representatives Neubauer, Lewis and Prosser as conferees on its part.

The senate agrees to a Committee on Conference and appoints Senators Ulichny, Risser and Rude as conferees on its part.

The question was: Shall the conferees be confirmed?
Confirmed.

By request of Senator Strohl, with unanimous consent, all action was ordered immediately messaged.

By request of Senator Strohl, with unanimous consent, the senate recessed until 12:06 A.M.

9:26 P.M.

RECESS

12:06 A.M.

The senate reconvened.

By request of Senator Strohl, with unanimous consent, the Senate returned to the fourth order of business.

COMMITTEE REPORTS

The Committee on Conference on **Assembly Bill 2** reports and recommends:

The members of the Committee of Conference on September 1987 Special Session **Assembly Bill 2** report and recommend, that, by the adoption of this report:

1. Prior senate action. The senate recedes from its position on senate amendment 2.

2. Prior assembly action. The assembly concurs in senate amendment 3.

3. Action on conference report. The senate and the assembly adopt and concur in **Assembly Bill 2** as amended by assembly amendments 1, 2, 3, 10 and 11 and senate amendment 3, and as further amended by conference amendment 1, which is attached to and made a part of this report.

BARBARA L. ULICHNY
Co-chair
JEFFREY A. NEUBAUER
Co-chair
FRED A. RISSER
MARK D. LEWIS
BRIAN D. RUDE
DAVID T. PROSSER

LEAVE OF ABSENCE

By request of Senator Strohl, with unanimous consent, Senators Norquist and Feingold were granted a leave of absence for the balance of today's session.

By request of Senator Strohl, with unanimous consent, the rules were suspended and the Committee on Conference Report on **Assembly Bill 2** was taken up at this time.

Assembly Bill 2

Relating to certain business combinations involving resident domestic corporations and interested stockholders.

Read.

The question was: Shall the Committee on Conference Report be adopted.

The ayes and noes were required and the vote was: ayes, 25; noes, 3; absent or not voting, 5; as follows:

Ayes -- Senators Adelman, Andrea, Buettner, Chilsen, Chvala, Cowles, Czarnezki, Engeleiter, George, Harsdorf, Kincaid, Kreul, Lee, Lekan, Lorman, Moen, Plewa, Risser, Rude, Stitt, Strohl, Te Winkle, Ulichny, Van Sistine and Weeden -- 25.

Noes -- Senators Davis, Ellis and Roshell -- 3.

Absent or not voting -- Senators Feingold, Helbach, Jauch, Lasee and Norquist -- 5.

So the Committee on Conference Report was adopted.

By request of Senator Strohl, with unanimous consent, all action was ordered immediately messaged.

By request of Senator Strohl, with unanimous consent, the senate recessed until 12:20 A.M.

12:12 A.M.

RECESS

12:20 A.M.

The senate reconvened.

By request of Senator Chilsen, with unanimous consent, the senate adjourned in honor of the 200th anniversary of the U.S. Constitution.

By request of Senator Harsdorf, with unanimous consent, the senate adjourned in honor of the 30th birthday of Dawn Waterman-Kelsey and the 35th wedding anniversary of Senator and Mrs. Rose Chilsen.

By request of Senator Buettner, with unanimous consent, the senate adjourned in honor of the 105th birthday of her grandmother, Mattie Kraner.

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**Upon motion of Senator Strohl the senate adjourned
pursuant to Assembly Joint Resolution 1.**

12:21 A.M.