



Community Development Authority Board of Directors Meeting (In-Person & Virtual)

Whitewater Municipal Building Community Room,
312 West Whitewater St., Whitewater, WI 53190
*In Person and Virtual

Thursday, July 18, 2024 - 5:30 PM

Citizens are welcome (and encouraged) to join our webinar via computer, smart phone, or telephone.
Citizen participation is welcome during topic discussion periods.

Please click the link below to join the webinar:

https://us06web.zoom.us/j/82992318798?pwd=bPNnJ4h_wJvNjb5pZAp5DegAl4qljw.kY8aH0Trl3rrZITl

Passcode: 822499

Telephone: +1 (312) 626-6799 US (Chicago) (Houston)

Webinar ID: 829 9231 8798

Passcode: 822499

Please note that although every effort will be made to provide for virtual participation, unforeseen technical difficulties may prevent this, in which case the meeting may still proceed as long as there is a quorum. Should you wish to make a comment in this situation, you are welcome to call this number: (262) 473-0108.

AGENDA

CALL TO ORDER

ROLL CALL

DECLARATION OF CONFLICT OF INTEREST

Would any members of the Board wish to declare any known conflict of interest with the items presented on today's CDA Board Agenda?

APPROVAL OF AGENDA

A Board Member can choose to remove an item from the agenda or rearrange its order; however, introducing new items to the agenda is not allowed. Any proposed changes require a motion, a second, and approval from the Board to be implemented. The agenda shall be approved at each meeting even if no changes are being made at that meeting.

HEARING OF CITIZEN COMMENTS

No formal Committee action will be taken during this meeting although issues raised may become a part of a future agenda. Participants are allotted a three minute speaking period. Specific items listed on the agenda may not be discussed at this time; however, citizens are invited to speak to those specific issues at the time the Committee discusses that particular item.

To make a comment during this period, or during any agenda item: On a computer or handheld device, locate the controls on your computer to raise your hand. You may need to move your mouse to see these controls. On a traditional telephone, dial *6 to unmute your phone and dial *9 to raise your hand.

APPROVAL OF MINUTES

- [1.](#) Approval of 06-20-2024 CDA Board Meeting Minutes.
- [2.](#) Approval of Minutes of 07/02/2024 CDA Special Meeting

ACKNOWLEDGE FINANCIAL STATEMENTS

- [3.](#) Discussion and Acknowledgment of CDA Financial Statements for Period Ending June 30, 2024.

ACTION ITEMS

- [4.](#) Consideration and Possible Action regarding Memorandum of Understanding for the Innovation Center (Attorney Manthe)
- [5.](#) Discussion and possible action regarding updates to the Conflict of Interest Policy (EDD Zeinert)
- [6.](#) Consideration and Possible Actions regarding 108 East Main Street (EDD Zeinert)

CONSIDERATIONS / DISCUSSIONS / REPORTS

- [7.](#) Staff Update regarding potential for collection of funds with regard to Meeper LLC Loans (Attorney Manthe)
- [8.](#) Staff Update and discussion regarding the Rules of Procedures Manual (EDD Zeinert)
- [9.](#) Staff Update on the But For Worksheet (EDD Zeinert)
- [10.](#) Staff Update Regarding Draft of Technology Park Covenants (EDD Zeinert)
- [11.](#) Staff Update on Home Buying 101Event (EDD Zeinert)
- [12.](#) Staff Update Regarding Developer Meet and Greet (EDD Zeinert)
- [13.](#) Staff Report Regarding Food Truck Fest (EDD Zeinert)
14. Economic Development Director Update (EDD Zeinert)
- [15.](#) Staff Update Regarding WindUp Feedback (EDD Zeinert)
- [16.](#) Presentations by WindUp Winners (Barista Cats Cafe and Stellar Vintage)

EXECUTIVE SESSION

Adjourn to Closed Session, TO RECONVENE, pursuant to Wisconsin Statutes 19.85(1)(e) "Deliberating or negotiating the purchasing of public properties, the investing of public funds, or conducting other specified public business, whenever competitive or bargaining reasons require a closed session. Items to be discussed:

17. Consideration and possible action regarding WindUp financial allocates (EDD Zeinert)

RECONVENE INTO OPEN SESSION

18. Possible action regarding WindUp financial allocations.

FUTURE AGENDA ITEMS

19. Update regarding ongoing litigation, if any.
20. Update regarding status of Scanalytics Capital Catalyst Loan.
21. Cost of amending a TIF District.
22. WindUp 2025

ADJOURNMENT

A quorum of the Common Council may be present. This notice is given to inform the public that no formal action will be taken at this meeting.

Anyone requiring special arrangements is asked to call the Office of the City Manager / City Clerk (262-473-0102) at least 72 hours prior to the meeting.



Community Development Authority Board of Directors Meeting (In-Person & Virtual)

Whitewater Municipal Building Community Room,
312 West Whitewater St., Whitewater, WI 53190
*In Person and Virtual

Thursday, June 20, 2024

MINUTES

Thursday, June 20, 2024

CALL TO ORDER

Vice-Chair Joe Kromholz called the meeting to order at 5:32 p.m.

ROLL CALL

PRESENT: Greg Majkrzak (Virtual), Neil Hicks, Chris Christon, Thayer Coburn, Joe Kromholz, Jeff Knight (Virtual) and Jon Kachel. STAFF PRESENT: Taylor Zeinert (CDA Executive Director), Rachelle Blitch (Finance Director), Bonnie Miller (CDA Administrative Assistant).

APPROVAL OF AGENDA

Moved by Board Member Coburn to approve the Agenda; seconded by Board Member Kachel. ROLL CALL VOTE: AYES: Knight, Hicks, Coburn, Kachel, Kromholz, Christon, Majkrzak. NOES: None. ABSENT: None. Motion passed.

DECLARATION OF CONFLICT OF INTEREST

None.

HEARING OF CITIZEN COMMENTS

None.

APPROVE MINUTES

1. Moved by Board Member Hicks to approve the Minutes of the April 18, 2024 CDA Meeting; seconded by Board Member Kachel. Motion passed by unanimous voice vote.
2. Moved by Board Member Hicks to approve the Minutes of the May 16, 2024 CDA Board Meeting as amended to correct an omission of Board Member Christon in the vote to approve the 04/18/2024 Agenda; seconded by Board Member Majkrzak. Motion passed by unanimous roll call vote.

3. ACKNOWLEDGE FINANCIAL STATEMENTS

Moved by Board Member Majkrzak to acknowledge the Financial Statements for period ending 05/31/2024; seconded by Knight. Motion passed by unanimous roll call vote.

ACTION ITEMS

4. Discussion and Possible Action Regarding the Response to the Request for Proposals (RFP) to engage Legal Counsel for the CDA.

Director Zeinert provided an update regarding the four proposals received: Lindner & Marsack (Milwaukee), Stafford Rosenbaum (Baraboo), Von Briesen (Milwaukee), West & Dunn (Madison). Staff recommended Stafford Rosenbaum. Moved by Board Member Knight to approve recommendation of Director Zeinert to select Stafford Rosenbaum; seconded by Board Member Board Member Coburn. Motion passed by unanimous roll call vote.

5. Discussion and possible action with respect to amendment to Ordinance 5.28 regarding Mobile Food Establishments.

Director Zeinert provided a brief summary of the changes to Ordinance 5.28 and stated that the Common Council asked for feedback from the CDA with regard to the draft presented at their Common Council Meeting. After discussion by the Board, it was moved by Board Member Hicks to approve the Ordinance as presented; seconded by Board Member Coburn. After a brief discussion, Board Member Hicks rescinded the original motion. Moved by Coburn to recommend that the Common Council approve the Ordinance 5.28 as presented; seconded by Board Member Hicks. Roll Call Vote: AYES: Majkrzak, Hicks, Christon, Coburn, Kromholz, Kachel. NOES: None. ABSENT: Board Member Knight had left the meeting. Motion passed.

6. Update and possible action with respect to most recent draft of the Memorandum of Understanding (MOU) for the Innovation Center.

Vice-Chair Kromholz stated that he has not heard final approval from UW-Whitewater and recommended that we table this item until CDA Legal Counsel has had a chance to review and to extend the current MOUs that are in place for another 30 days until the end of June. Coburn moved to table the discussion of the approving the Innovation Center MOU and extend the CDA's approval of the current MOU until September 30, 2024; seconded by Board Member Hicks. Roll Call: AYES: Hicks, Coburn, Kachel, Kromholz, Christon, Majkrzak. NOES: None. Absent: Knight. Motion passed.

CONSIDERATIONS / DISCUSSIONS / REPORTS

7. Staff Update Regarding Why the Meeper Loan Was Written Off.

Director Zeinert provided a brief summary of this agenda item and introduced Finance Director Rachelle Blitch who provided a detailed summary of her report regarding the circumstances surrounding the write-off of the Meeper Loan, followed by questions from the Board. The report included a timeline of all of the various loans issued to four entities owned or controlled by Liz Eversoll. Patrick Singer (263 Amber Drive) offered comments regarding his recollections from the time he served on the CDA Board of Directors. Chair Kromholz would like to see a report regarding next steps to be taken by the CDA regarding its loan portfolio.

EXECUTIVE SESSION

Moved by Board Member Kromholz to adjourn to Closed Session, TO RECONVENE, pursuant to Wisconsin Statutes 19.85(1)(e) "Deliberating or negotiating the purchasing of public properties, the investing of public funds, or conducting other specified public business, whenever competitive or bargaining reasons require a closed session. Items to be discussed: **(8)** Discussion and possible action with respect to Whitewater WindUp Winner Allocations; **(9)** Discussion and Possible Action Regarding draft of Letter of Intent for Jon Tanis; **(10)** Developers Agreement for Park Crest Development (Lots 44-58 Park Crest Subdivision); **(11)** Discussion and possible action regarding Developers Agreement for Royal Hounds Project (Lot /A323600002) located on Bluff

Road. Motion seconded by Board Member Coburn Roll Call Vote: AYES: Majkrzak Hicks, Christon, Coburn, Kromholz, Kachel. NOES: None. ABSENT: Knight. Motion passed.

RECONVENE INTO OPEN SESSION. Moved by Board Member Coburn to reconvene to open session to take action on Closed Session Items 8 and 11.

Item 8 – Discussion and possible action with respect to Whitewater WindUp Winner

Allocations. Moved by Board Member Hicks to instruct the Attorney to create the appropriate legal documents for obtaining funds and criteria for spending said funds; seconded by Kachel. Roll Call Vote: AYES: Hicks, Christon Coburn, Kromholz, Kachel. NOES: None. ABSENT: Majkrzak, Knight. Motion passed.

Item 9 – Discussion and Possible Action Regarding draft of Letter of Intent for Jon Tanis. No action taken.

Item 10 – Developers Agreement for Park Crest Development (Lots 44-58 Park Crest Subdivision). No action taken.

Item 11. Discussion and possible action regarding Developers Agreement for Royal Hounds Project (Lot /A323600002) located on Bluff Road. Moved by Board Member Hicks to approve the Development Agreement for Royal Hounds project on Lot /A323600002 located on Bluff Road; seconded by Board Member Kachel. Roll Call: AYES: Coburn, Kachel, Kromholz, Christon, Hicks. NOES: None. ABSENT: Majkrzak, Knight. Motion passed.

FUTURE AGENDA ITEMS

- Staff update regarding ongoing Litigation.
- Staff update regarding status of Action Fund Loan Loss Reserves.
- Staff update regarding status of Scanalytics Capital Catalyst Loan.
- Staff update regarding summary of Capital Catalyst original Catalyst Loans.
- Staff Update Regarding the Cost of Amending TIF District.
- Staff Update Regarding Future Whitewater WindUp 2025.
- Staff work with newly-selected CDA Attorney regarding Meeper and come back with possible actions.
- Coburn – reach out to local developers – incentives available???
- Coburn/Joe – conflict of interest and “manual”.

ADJOURNMENT. Moved by Board Member Kachel and seconded by Board Member Hicks to adjourn the meeting. Motion passed by unanimous voice vote. Vice-Chair Kromholz adjourned the meeting at approximately 8:13 p.m.

Respectfully submitted,

Bonnie Miller, Recorder



**Special Meeting - Community Development
Authority Board of Directors**

Cravath Lakefront room 2nd floor 312 West
Whitewater Str, Whitewater, WI, 53190 *In Person
and Virtual

Tuesday, July 02, 2024 - 6:00 PM

MINUTES

CALL TO ORDER

Vice-Chair Joe Kromholz called the meeting to order at 6:00 p.m.

ROLL CALL

PRESENT: Christ Christon, Joe Kromholz, Jeff Knight, Jon Kachel, Thayer Coburn. ABSENT: Neil Hicks, Greg Marjkrzak. STAFF PRESENT: Taylor Zeinert (CDA Director), Brad Marquardt (Director of Public Works), Bonnie Miller (CDA Administrative Assistant).

APPROVAL OF AGENDA

Moved by Board Member Knight to approve the Agenda; seconded by Board Member Coburn. Motion passed by unanimous voice vote (5).

EXECUTIVE SESSION

Moved by Board Member Coburn and seconded by Board Member Knight to adjourn to Closed Session, TO RECONVENE, pursuant to Wisconsin Statutes 19.85(1)(e) "Deliberating or negotiating the purchasing of public properties, the investing of public funds, or conducting other specified public business, whenever competitive or bargaining reasons require a closed session. Item to be discussed: Development Agreement for Phase 4B - Park Crest Subdivision. Roll Call Vote - AYES: Coburn, Kachel, Knight, Kromholz, Christon. NOES: None. ABSENT: Hicks, Majkrzak. Motion passed. Moved by Board Member Knight and seconded by Board Member Kachel to reconvene into Open Session to take possible action with regard to Development Agreement for Phase 4B - Park Crest Subdivision.

RECONVENE TO OPEN SESSION

Moved by Vice-Chair Kromholz and seconded by Board Member Coburn to approve the Development Agreement for Phase 4B of Park Crest Subdivision with Neumann Developments, Inc., including the TIF assistance in the form of pay-go as reflected on the attached TIF Worksheet for Park Crest Subdivision Phase 4B. Roll Call Vote – AYES: Christon, Kromholz, Knight, Kachel, Coburn. NOES: None. ABSENT: Hicks, Majkrzak. Motion passed.

ADJOURNMENT

Moved by Board Member Coburn and seconded by Board Member Kachel to adjourn. Motion passed by unanimous voice vote. Vice-Chair Kromholz adjourned the meeting at 6:20 p.m.

Respectfully submitted,
Bonnie Miller, Recorder

Minutes approve at the _____, 2024 CDA Board of Directors Meeting.

CITY OF WHITEWATER
REVENUES WITH COMPARISON TO BUDGET
FOR THE 6 MONTHS ENDING JUNE 30, 2024

Item 3.

ECONOMIC DEVELOPMENT FUND

		PERIOD ACTUAL	YTD ACTUAL	BUDGET AMOUNT	VARIANCE	% OF BUDGET
<u>OTHER FINANCING SOURCES</u>						
900-49265-56	TRANSFER TID #4 AFFORD HOUSING	.00	50,000.00	50,000.00	.00	100.0
900-49266-56	TRANSFER TID #11-ADMIN	.00	.00	25,000.00	25,000.00	.0
900-49267-56	TRANSFER TID #12-ADMIN	.00	.00	25,000.00	25,000.00	.0
900-49269-56	TRANSFER TID #14-ADMIN	25,000.00	25,000.00	25,000.00	.00	100.0
900-49270-56	TRANSFER TID #10-ADMIN	22,500.00	22,500.00	22,500.00	.00	100.0
900-49290-56	GENERAL FUND TRANSFER	.00	32,500.00	32,500.00	.00	100.0
900-49300-56	FUND BALANCE APPLIED	.00	.00	23,003.03	23,003.03	.0
TOTAL OTHER FINANCING SOURCES		47,500.00	130,000.00	203,003.03	73,003.03	64.0
TOTAL FUND REVENUE		47,500.00	130,000.00	203,003.03	73,003.03	64.0

CITY OF WHITEWATER
EXPENDITURES WITH COMPARISON TO BUDGET
FOR THE 6 MONTHS ENDING JUNE 30, 2024

Item 3.

ECONOMIC DEVELOPMENT FUND

	PERIOD ACTUAL	YTD ACTUAL	BUDGET AMOUNT	VARIANCE	% OF BUDGET
CDA					
900-56500-111 SALARIES	10,728.68	59,889.75	121,050.02	61,160.27	49.5
900-56500-151 FRINGE BENEFITS	1,995.62	10,977.77	38,265.63	27,287.86	28.7
900-56500-210 PROFESSIONAL DEVELOPMENT	1,625.00	1,915.00	3,535.00	1,620.00	54.2
900-56500-211 CONSULTANT FEES	.00	10,867.23	.00	(10,867.23)	.0
900-56500-212 LEGAL SERVICES	.00	793.50	12,625.00	11,831.50	6.3
900-56500-215 PROFESSIONAL SERVICES	1,950.00	6,228.50	2,525.00	(3,703.50)	246.7
900-56500-222 COUNTY/REGIONAL ECON DEV	.00	11,019.00	11,000.00	(19.00)	100.2
900-56500-223 MARKETING	.00	6,402.14	2,525.00	(3,877.14)	253.6
900-56500-224 SOFTWARE/HARDWARE MAINTENANCE	.00	742.18	3,590.71	2,848.53	20.7
900-56500-225 TELECOM/INTERNET/COMMUNICATION	137.69	827.70	1,991.17	1,163.47	41.6
900-56500-310 OFFICE & OPERATING SUPPLIES	85.00	1,468.82	606.00	(862.82)	242.4
900-56500-311 POSTAGE	.00	1.92	202.00	200.08	1.0
900-56500-320 DUES	.00	.00	1,000.00	1,000.00	.0
900-56500-325 PUBLIC EDUCATION	.00	215.00	50.50	(164.50)	425.7
900-56500-330 TRAVEL EXPENSE	320.07	651.49	3,737.00	3,085.51	17.4
900-56500-341 MISC EXPENSE	.00	.00	300.00	300.00	.0
TOTAL CDA	16,842.06	112,000.00	203,003.03	91,003.03	55.2
TOTAL FUND EXPENDITURES	16,842.06	112,000.00	203,003.03	91,003.03	55.2
NET REVENUE OVER EXPENDITURES	30,657.94	18,000.00	.00	(18,000.00)	.0

Report Criteria:
Report type: GL detail
Invoice Detail.GL account = 9001000000-9009999999,9101000000-9109999999

GL Period	Check Issue Date	Check Number	Vendor Number	Payee	Notes	Description	Invoice Number	Invoice GL Account	Invoice Amount
900									
06/24	06/06/2024	96891	6643	REDEVELOPMENT RESOURCE		MAY 2024 CDA WORK	1087	900-56500-215	1,950.00
06/24	06/21/2024	900170	8487	US BANK	TAYLOR ZEINERT-IEDC ONL	IEDC Certification Class	June 2024	900-56500-210	690.00
06/24	06/21/2024	900170	8487	US BANK	TAYLOR ZEINERT-IEDC ONL	IEDC Certification Class	June 2024	900-56500-210	690.00
06/24	06/21/2024	900170	8487	US BANK	TAYLOR ZEINERT-NIU OUT	Summer WCMA Conference	June 2024	900-56500-210	245.00
06/24	06/21/2024	900170	8487	US BANK	TAYLOR ZEINERT-AMZN MK	Hook for frames	June 2024	900-56500-310	36.77
06/24	06/21/2024	900170	8487	US BANK	JEREMIAH THOMAS-STERI	SHREDDING SVCS	June 2024	900-56500-310	21.73
06/24	06/21/2024	900170	8487	US BANK	TAYLOR ZEINERT-HAMPTO	hotel for WEDA BCDEC training for IEDC Certification	June 2024	900-56500-330	320.07
Total 900:									3,953.57
Grand Totals:									3,953.57

M = Manual Check, V = Void Check

CITY OF WHITEWATER
BALANCE SHEET
JUNE 30, 2024

Item 3.

ECONOMIC DEVELOPMENT FUND

	BEGINNING BALANCE	ACTUAL THIS MONTH	ACTUAL THIS YEAR	ENDING BALANCE
<u>ASSETS</u>				
900-11100 CASH	31,000.08	30,657.94	5,101.28	36,101.36
900-19000 GASB 68-WRS NET PENSION ASSETS	(6,097.61)	.00	.00	(6,097.61)
900-19021 GASB 68-WRS DOR	23,154.68	.00	.00	23,154.68
900-19999 GASB 68-PENSION CLEARING ACCT	5,089.00	.00	.00	5,089.00
TOTAL ASSETS	53,146.15	30,657.94	5,101.28	58,247.43
<u>LIABILITIES AND EQUITY</u>				
<u>LIABILITIES</u>				
900-21100 ACCOUNTS PAYABLE	6,802.57	.00	(6,802.57)	.00
900-21106 WAGES CLEARING	6,096.15	.00	(6,096.15)	.00
900-23810 ACCRUED SICK LEAVE	639.58	.00	.00	639.58
900-29011 GASB 68-WRS DIR	12,767.45	.00	.00	12,767.45
TOTAL LIABILITIES	26,305.75	.00	(12,898.72)	13,407.03
<u>FUND EQUITY</u>				
900-34300 PROPRIETARY CAPITAL	26,840.40	.00	.00	26,840.40
UNAPPROPRIATED FUND BALANCE: REVENUE OVER EXPENDITURES - YTD	.00	30,657.94	18,000.00	18,000.00
BALANCE - CURRENT DATE	.00	30,657.94	18,000.00	18,000.00
TOTAL FUND EQUITY	26,840.40	30,657.94	18,000.00	44,840.40
TOTAL LIABILITIES AND EQUITY	53,146.15	30,657.94	5,101.28	58,247.43

CITY OF WHITEWATER
REVENUES WITH COMPARISON TO BUDGET
FOR THE 6 MONTHS ENDING JUNE 30, 2024

Item 3.

CDA PROGRAMS FUND

	PERIOD ACTUAL	YTD ACTUAL	BUDGET AMOUNT	VARIANCE	% OF BUDGET
<u>FACADE LOAN REVENUE</u>					
910-44005-00 FACADE INT-BOWER'S HOUSE \$50K	61.07	1,529.37	.00	(1,529.37)	.0
TOTAL FACADE LOAN REVENUE	61.07	1,529.37	.00	(1,529.37)	.0
<u>ACTION LOAN REVENUE</u>					
910-46001-00 INT INC-ACTION-LRN DEPOT \$41K	55.71	618.79	655.37	36.58	94.4
910-46008-00 INT INC-ACTION-SAFEPRO \$100K	311.70	1,930.80	3,714.90	1,784.10	52.0
910-46010-00 INT INC-ACTION-SWSPOT/GILDE	228.01	707.31	1,659.91	952.60	42.6
TOTAL ACTION LOAN REVENUE	595.42	3,256.90	6,030.18	2,773.28	54.0
<u>MISCELLANEOUS REVENUE</u>					
910-48103-00 INTEREST INCOME-FACADE	.00	593.77	890.69	296.92	66.7
910-48104-00 INTEREST INCOME-HOUSING	60.89	391.78	518.42	126.64	75.6
910-48108-00 INTEREST INCOME-SEED FUND	221.73	1,338.91	750.00	(588.91)	178.5
910-48109-00 INTEREST INCOME-ACTION FUND	3,584.80	24,237.31	33,750.00	9,512.69	71.8
910-48605-00 RENTAL INCOME-CROP LEASES	.00	12,838.00	15,876.00	3,038.00	80.9
TOTAL MISCELLANEOUS REVENUE	3,867.42	39,399.77	51,785.11	12,385.34	76.1
<u>OTHER FINANCING SOURCES</u>					
910-49290-00 TRANSFER FROM OTHER FUNDS	.00	.00	116,264.71	116,264.71	.0
910-49300-56 FUND BALANCE APPLIED	.00	.00	(164,080.00)	(164,080.00)	.0
TOTAL OTHER FINANCING SOURCES	.00	.00	(47,815.29)	(47,815.29)	.0
TOTAL FUND REVENUE	4,523.91	44,186.04	10,000.00	(34,186.04)	441.9

CITY OF WHITEWATER
EXPENDITURES WITH COMPARISON TO BUDGET
FOR THE 6 MONTHS ENDING JUNE 30, 2024

Item 3.

CDA PROGRAMS FUND

		PERIOD ACTUAL	YTD ACTUAL	BUDGET AMOUNT	VARIANCE	% OF BUDGET
	<u>CDA PROGRAMS</u>					
910-56500-212	LEGAL/PROFESSIONAL/MARKETING	.00	5,282.50	5,000.00	(282.50)	105.7
910-56500-219	PROFESSIONAL SERVICES	.00	487.50	5,000.00	4,512.50	9.8
910-56500-408	RENTAL & PROPERTY EXPENSES	373.10	1,628.26	.00	(1,628.26)	.0
	TOTAL CDA PROGRAMS	373.10	7,398.26	10,000.00	2,601.74	74.0
	TOTAL FUND EXPENDITURES	373.10	7,398.26	10,000.00	2,601.74	74.0
	NET REVENUE OVER EXPENDITURES	4,150.81	36,787.78	.00	(36,787.78)	.0

CDBG-HOUSING CHK-1CSB XXX450	Total Deposit	Debit	910-11600	-
HO# 1 Payment	Principal	Credit	910-14027	
HO# 11 Payoff	Principal	Credit	910-14037	
ACTION-BUS DEV-BUS PARK-XXX127	Total Deposit	Credit	910-11800	4,219.32
PAUQUETTE CENTER LOAN RECV	Principal	Debit	910-13500	(1,289.52) 06/05/2024 ACH PAYMENT
ACTION-SWSPOT/GILDEMEISTER 54K	Principal	Credit	910-13510	(530.74) 06/24/2024 ACH PAYMENT
INT INC-ACTION-SWSPOT/GILDE	Interest	Credit	910-46010-00	(228.01) 06/24/2024 ACH PAYMENT
ACTION-SAFEPRO TECH \$100K	Principal	Credit	910-13509	(1,161.30) 06/11/2024 ACH PAYMENT
INT INC-ACTION-SAFEPRO \$100K	Interest	Credit	910-46008-00	(311.70) 06/11/2024 ACH PAYMENT
ACTION-LEARNING DEPOT \$41,294	Principal	Credit	910-13501	(642.34) 06/03/2024 ACH PAYMENT
INT INC-ACTION-LRN DEPOT \$41K	Interest	Credit	910-46001-00	(55.71) 06/03/2024 ACH PAYMENT
FACADE CKING-1ST CIT- XXX442	Total Deposit	Credit	910-11702	2,115.60
FACADE-BOWERS HOUSE LLC \$50K	Principal	Credit	910-16008	(2,054.53) 06/10/2024 ACH PAYMENT
FACADE INT-BOWER'S HOUSE \$50K	Interest	Credit	910-44005-00	(61.07) 06/10/2024 ACH PAYMENT
LEGAL/PROFESSIONAL/MARKETING			910-56500-212	
LEGAL/PROFESSIONAL/MARKETING			910-56500-212	
LEGAL/PROFESSIONAL/MARKETING			910-56500-212	
CDBG HOUSING-HO#22			910-14041	
RENTAL & PROPERTY EXPENSES			910-56500-408	18.87 126 N Jefferson 05-2024 Utilities
RENTAL & PROPERTY EXPENSES			910-56500-408	103.51 108 W Main 05-2024 Utilities
RENTAL & PROPERTY EXPENSES			910-56500-408	100.72 216 E Main 05-2024 Utilities
RENTAL & PROPERTY EXPENSES			910-56500-408	150.00 126 N Jefferson Mowing
ACTION-BUS DEV-BUS PARK-XXX127			910-11800	(373.10) Cash Transactions
ACTION-LAND PURCHASE-XXX127			910-11801	

CITY OF WHITEWATER
BALANCE SHEET
JUNE 30, 2024

Item 3.

CDA PROGRAMS FUND

	BEGINNING BALANCE	ACTUAL THIS MONTH	ACTUAL THIS YEAR	ENDING BALANCE
910-30110 CONTRIBUTED CAPITAL	456,815.37	.00 (181,643.84)	275,171.53
910-34300 PROPRIETARY CAPITAL	6,439,031.08	.00 (111,222.15)	6,327,808.93
910-34400 RESERVE FOR LAND PURCHASES	238,031.94	.00	292,865.99	530,897.93
UNAPPROPRIATED FUND BALANCE:				
REVENUE OVER EXPENDITURES - YTD	.00	4,150.81	36,787.78	36,787.78
BALANCE - CURRENT DATE	.00	4,150.81	36,787.78	36,787.78
TOTAL FUND EQUITY	7,133,878.39	4,150.81	36,787.78	7,170,666.17
TOTAL LIABILITIES AND EQUITY	9,588,315.71	4,150.81	19,611.22	9,607,926.93

**CITY OF WHITEWATER
BALANCE SHEET
JUNE 30, 2024**

Item 3.

CDA PROGRAMS FUND

	BEGINNING BALANCE	ACTUAL THIS MONTH	ACTUAL THIS YEAR	ENDING BALANCE
<u>ASSETS</u>				
910-11600 CDBG-HOUSING CHK-1CSB XXX450	14,423.58	60.89	391.78	14,815.36
910-11702 FACADE CKING-1ST CIT- XXX442	24,867.75	(31,053.68)	(24,867.75)	.00
910-11800 ACTION-BUS DEV-BUS PARK-XXX127	434,973.50	(9,399.70)	31,443.19	466,416.69
910-11801 ACTION-LAND PURCHASE-XXX127	540,897.93	.00	(145,451.31)	395,446.62
910-11900 CAP CAT-ASSOC BK XXXXX3734	119,111.77	221.73	1,338.91	120,450.68
910-13500 PAUQUETTE CENTER LOAN RECV	111,897.28	(1,289.52)	(7,737.12)	104,160.16
910-13501 ACTION-LEARNING DEPOT \$41,294	19,898.18	(642.34)	(3,751.61)	16,146.57
910-13508 ACTION-FINE FOOD ARTS \$30,000	30,000.00	.00	.00	30,000.00
910-13509 ACTION-SAFEPRO TECH \$100K	99,217.10	(1,161.30)	(6,907.20)	92,309.90
910-13510 ACTION-SWSPOT/GILDEMEISTER 54K	44,885.18	(530.74)	(3,663.09)	41,222.09
910-14000 CDBG HOUSING-MO301	8,220.00	.00	.00	8,220.00
910-14001 CDBG HOUSING-A8416	10,203.84	.00	.00	10,203.84
910-14003 CDBG HOUSING-B935	18,420.02	.00	.00	18,420.02
910-14006 CDBG HOUSING-C932	8,062.00	.00	.00	8,062.00
910-14009 CDBG HOUSING-J8802	10,818.00	.00	.00	10,818.00
910-14011 CDBG HOUSING-M8501	11,000.90	.00	.00	11,000.90
910-14013 CDBG HOUSING-P954	11,000.00	.00	.00	11,000.00
910-14016 CDBG HOUSING-V902	12,504.15	.00	.00	12,504.15
910-14025 CDBG HOUSING-M0801	18,422.00	.00	.00	18,422.00
910-14026 CDBG HOUSING-B0803-0901	34,448.00	.00	.00	34,448.00
910-14030 CDBG HOUSING-HO#13-2016	8,000.00	.00	.00	8,000.00
910-14031 CDBG HOUSING-HO#4	37,795.00	.00	.00	37,795.00
910-14038 CDBG HOUSING-HO#14	18,000.00	.00	.00	18,000.00
910-14039 CDBG HOUSING-HO#15	36,815.00	.00	.00	36,815.00
910-14040 CDBG HOUSING-HO#18	4,235.00	.00	.00	4,235.00
910-14041 CDBG HOUSING-HO#22	.00	.00	30.00	30.00
910-15000 CAP CAT-SLIPSTREAM-\$102,500	102,500.00	.00	.00	102,500.00
910-15003 CAP CAT-SLIPSTREAM-\$42,000	42,000.00	.00	.00	42,000.00
910-15006 CAP CAT- ROYAL-INVENT-27.5K	27,500.00	.00	.00	27,500.00
910-15011 CAP CAT-ROYAL-SCANALYTICS-95K	97,500.00	.00	.00	97,500.00
910-15012 CAP CAT-ROYAL-INVENTALATOR-75K	77,500.00	.00	.00	77,500.00
910-15018 CAP CAT-RECRUITCHUTE \$51,050	51,050.00	.00	.00	51,050.00
910-16008 FACADE-BOWERS HOUSE LLC \$50K	75,000.00	(2,054.53)	(6,178.39)	68,821.61
910-16009 FACADE-SHABANI INV LLC \$50K	.00	50,000.00	50,000.00	50,000.00
910-17002 UDAG-SLIPSTREAM-LOC	12,500.00	.00	.00	12,500.00
910-17999 UDAG-LOAN LOSS RESERVE	(12,500.00)	.00	.00	(12,500.00)
910-18103 CDBG GRANT DUE FROM FD 610	851,866.00	.00	.00	851,866.00
910-18350 LAND	446,739.53	.00	50,100.52	496,840.05
910-18360 REAL ESTATE	6,128,544.00	.00	84,863.29	6,213,407.29
TOTAL ASSETS	9,588,315.71	4,150.81	19,611.22	9,607,926.93
<u>LIABILITIES AND EQUITY</u>				
<u>LIABILITIES</u>				
910-22000 ACCUM DEPREC-BUILDING	1,585,394.76	.00	.00	1,585,394.76
910-25100 DUE TO GENERAL FUND	17,176.56	.00	(17,176.56)	.00
910-26101 DEF REVENUE-FD 610-CDBG	851,866.00	.00	.00	851,866.00
TOTAL LIABILITIES	2,454,437.32	.00	(17,176.56)	2,437,260.76
<u>FUND EQUITY</u>				

ACTION FUND		ORIGINAL	05/31/2024			06/30/2024	Principal Pymts		
ACCT #	CLIENT	LOAN	BALANCE	PRINCIPAL	INTEREST	BALANCE	To Date	Written Off	NOTES
910-13500	PAUQUETTE CENTER LOAN RECV	\$158,320.00	\$105,449.68	1,289.52	0.00	\$104,160.16	\$54,159.84		Current
910-13501	ACTION-LEARNING DEPOT \$41,294	\$41,294.63	\$16,788.91	642.34	55.71	\$16,146.57	\$25,148.06		Current
910-13508	ACTION-FINE FOOD ARTS \$30,000	\$30,000.00	\$30,000.00	0.00	0.00	\$30,000.00	\$0.00		First pymt due 12/15/2022-Certified Demand Letter Sent 12/01/2
910-13509	ACTION-SAFEPRO TECH \$100K	\$104,360.00	\$93,471.20	1,161.30	311.70	\$92,309.90	\$12,050.10		Current
910-13510	ACTION-SWSPOT/GILDEMEISTER 54K	\$54,000.00	\$41,752.83	530.74	228.01	\$41,222.09	\$12,777.91		Current
910-17002	UDAG-SLIPSTREAM-LOC	\$12,500.00	\$12,500.00	0.00	0.00	\$12,500.00	\$0.00		In Default/Strive On-Still in Business
TOTALS		\$683,770.25	\$299,962.62	\$3,623.90	\$595.42	\$296,338.72	\$233,825.41	\$153,606.12	
910-13999	ACTION LOAN-LOAN LOSS RESERVE		\$0.00	0.00	0.00	\$0.00			
910-17999	UDAG-LOAN LOSS RESERVE		(\$12,500.00)	0.00	0.00	(\$12,500.00)			

FAÇADE LOAN		ORIGINAL	05/31/2024			06/30/2024	Principle Pymts		
ACCT #	CLIENT	LOAN	BALANCE	PRINCIPAL	INTEREST	BALANCE	To Date	Written Off	NOTES
910-16008	FAÇADE-BOWERS HOUSE LLC \$50K	75,000.00	70,876.14	2,054.53	61.07	68,821.61	\$6,178.39		First Payment Made 04/30/2024
TOTALS		\$ 75,000.00	\$ 70,876.14	\$ 2,054.53	\$ 61.07	\$ 68,821.61			

CAPITAL CATALYST		ORIGINAL	05/31/2024			06/30/2024	Payments	Amount	
ACCT #	CLIENT	LOAN	BALANCE	PRINCIPAL	INTEREST	BALANCE	To Date	Written Off	NOTES
910-15000	CAP CAT-SLIPSTREAM-\$102,500	\$102,500.00	\$102,500.00	0.00	0.00	\$102,500.00	\$6,275.00		interest only-last payment received 10/31/2016
910-15003	CAP CAT-SLIPSTREAM-\$42,000	\$42,000.00	\$42,000.00	0.00	0.00	\$42,000.00	\$0.00		annual net revenue royalty-no payments have been received.
910-15006	CAP CAT- ROYAL-INVENT-27.5K	\$27,500.00	\$27,500.00	0.00	0.00	\$27,500.00	\$500.00		annual net revenue royalty-only payment rec'd 08/26/2020
910-15011	CAP CAT-ROYAL-SCANALYTICS-95K	\$97,500.00	\$97,500.00	0.00	0.00	\$97,500.00	\$8,125.27		annual net revenue royalty-only payment rec'd 04/02/2019
910-15012	CAP CAT-ROYAL-INVENTALATOR-75K	\$77,500.00	\$77,500.00	0.00	0.00	\$77,500.00	\$1,386.77		First payment received -last payment rec'd 08/26/2020
910-15018	CAP CAT-RECRUITCHUTE \$51,050	\$51,050.00	\$51,050.00	0.00	0.00	\$51,050.00	\$0.00		annual net revenue royalty-no payments have been received.
TOTALS		\$601,264.00	\$601,264.00	\$0.00	\$0.00	\$398,050.00	\$117,501.04	\$102,000.00	
910-15999	CAP CAT-LOAN LOSS RESERVE		\$0.00						

HOUSING		ORIGINAL	05/31/2024			06/30/2024
ACCT #	CLIENT	LOAN	BALANCE	PRINCIPAL	INTEREST	BALANCE
910-14000	CDBG HOUSING-MO301	\$8,220.00	\$8,220.00	0.00	0.00	\$8,220.00
910-14001	CDBG HOUSING-A8416	\$10,203.84	\$10,203.84	0.00	0.00	\$10,203.84
910-14003	CDBG HOUSING-B935	\$18,420.02	\$18,420.02	0.00	0.00	\$18,420.02
910-14006	CDBG HOUSING-C932	\$8,062.00	\$8,062.00	0.00	0.00	\$8,062.00
910-14009	CDBG HOUSING-J8802	\$10,818.00	\$10,818.00	0.00	0.00	\$10,818.00
910-14011	CDBG HOUSING-M8501	\$11,000.90	\$11,000.90	0.00	0.00	\$11,000.90
910-14013	CDBG HOUSING-P954	\$11,000.00	\$11,000.00	0.00	0.00	\$11,000.00
910-14016	CDBG HOUSING-V902	\$12,504.15	\$12,504.15	0.00	0.00	\$12,504.15
910-14025	CDBG HOUSING-M0801	\$18,422.00	\$18,422.00	0.00	0.00	\$18,422.00
910-14026	CDBG HOUSING-B0803-0901	\$34,448.00	\$34,448.00	0.00	0.00	\$34,448.00
910-14030	CDBG HOUSING-HO#13-2016	\$8,000.00	\$8,000.00	0.00	0.00	\$8,000.00
910-14031	CDBG HOUSING-HO#4	\$37,795.00	\$37,795.00	0.00	0.00	\$37,795.00
910-14038	CDBG HOUSING-HO#14	\$14,671.00	\$18,000.00	0.00	0.00	\$18,000.00
910-14039	CDBG HOUSING-HO#15	\$21,090.00	\$36,815.00	0.00	0.00	\$36,815.00
910-14040	CDBG HOUSING-HO#18	\$4,235.00	\$4,235.00	0.00	0.00	\$4,235.00
910-14041	CDBG HOUSING-HO#22	\$30.00	\$30.00	0.00	0.00	\$30.00
TOTALS		\$228,919.91	\$247,943.91	\$0.00	\$0.00	\$247,943.91
910-14999	CDBG HOUSING-LOAN LOSS RESERVE		\$0.00			
910-35000	GENERAL LOAN LOSS RESERVE		\$0.00			

Recording Fee for new loan/proceeds paid in June 2024

Account Name	CDA Operating	Action Bus Dev (UDAG) Checking	Façade Checking	CDBG Housing	Capital Cat Checking
Fund Account Number	Fund 900	Fund 910 xxx-127	Fund 910 xxx-442	Fund 910 xxx-450	Fund 910 xxxxxx3734
Bank	1st Citizens	1st Citizens	1st Citizens	1st Citizens	Associated
Interest Rate	5.53%	5.53%	5.53%	5.53%	2.27%
GL Account Number(s)	900-11100	910-11800 910-11801 910-11806	910-11702	910-11600	910-11900
GL Balance as of:					
07/31/2023	70,159.37	1,071,450.27	24,333.55	14,162.98	117,994.70
08/31/2023	67,781.58	942,648.10	24,437.30	14,223.37	118,220.18
09/30/2023	75,901.75	950,776.77	24,538.32	14,282.17	118,438.81
10/31/2023	60,444.07	959,259.27	24,653.15	14,349.00	118,665.14
11/30/2023	43,163.61	967,501.57	24,761.84	14,362.15	118,884.59
12/31/2023	31,000.08	975,871.43	24,867.75	14,423.58	119,111.77
01/31/2024	36,352.12	967,111.23	24,988.77	14,493.77	119,338.77
02/29/2024	14,882.76	975,482.61	25,095.73	14,555.81	119,551.53
03/31/2024	4,161.30	860,772.65	25,203.20	14,618.14	119,779.36
04/30/2024	41,597.15	868,864.87	28,799.53	14,687.31	120,000.26
05/31/2024	5,443.42	871,263.01	31,053.68	14,754.47	120,228.95
06/30/2024	36,101.36	861,863.31	0.00	14,815.36	120,450.68
Outstanding items					
Current Bank Balance	36,101.36	861,863.31	0.00	14,815.36	120,450.68
Difference:	0.00	0.00	0.00	0.00	0.00

Monthly GL bank balances may not agree with the actual month end bank account balances due to outstanding items.

June 2024 Interest Income

ACTION-BUS DEV-BUS PARK-XXX127	910-11800	3,584.80	June 2024 Interest Income
FACADE CKING-1ST CIT- XXX442	910-11702	-	June 2024 Interest Income
CDBG-HOUSING CHK-1CSB XXX450	910-11600	60.89	June 2024 Interest Income
CAP CAT-ASSOC BK XXXXX3734	910-11900	221.73	June 2024 Interest Income
INTEREST INCOME-ACTION FUND	910-48109-00	(3,584.80)	June 2024 Interest Income
INTEREST INCOME-FACADE	910-48103-00	-	June 2024 Interest Income
INTEREST INCOME-HOUSING	910-48104-00	(60.89)	June 2024 Interest Income
INTEREST INCOME-SEED FUND	910-48108-00	(221.73)	June 2024 Interest Income



CDA Agenda Item

Meeting Date:	July 18, 2024
Agenda Item:	Innovation Center Memorandum of Understanding
Staff Contact (name, email, phone):	Taylor Zeinert tzeinert@whitewater-wi.gov 262-473-1048

BACKGROUND

(Enter the who, what, when, where, why)

CDA Attorney Manthe has reviewed the proposed Memorandum of Understanding (MOU) (see attached red lined version of the MOU).

PREVIOUS ACTIONS – COMMITTEE RECOMMENDATIONS

(Dates, committees, action taken)

At the June 20, 2024 CDA Meeting, the Board moved to extend the expiration of the Memorandum of Understanding regarding the Innovation Center.

FINANCIAL IMPACT

(If none, state N/A)

N/A

STAFF RECOMMENDATION

The CDA Approve the proposed MOU.

ATTACHMENT(S) INCLUDED

(If none, state N/A)

Proposed MOU from Attorney Manthe (redlined)

**MEMORANDUM OF UNDERSTANDING BETWEEN THE:
City of Whitewater, the Whitewater Community Development Authority, Whitewater University
Technology Park, and
University of Wisconsin Whitewater
CONCERNING USE AND OPERATIONS OF THE WHITEWATER INNOVATION CENTER AND
TECHNOLOGY PARK**

This Memorandum of Understanding (hereinafter "Agreement") is made by and between the City of Whitewater (City), the Whitewater Community Development Authority (CDA), the Whitewater-University Technology Park, Inc., (Tech Park Board), and the University of Wisconsin-Whitewater (University) (collectively the Parties).

WHEREAS, the parties seek to cooperate in the growth, operation, and use of the City of Whitewater Innovation Center (Innovation Center) and Technology Park located at 1221 Innovation Dr, Whitewater, WI 53190.

NOW, THEREFORE, it is hereby agreed to as follows:

**ARTICLE I
TERM OF AGREEMENT**

1.01 Initial Term. The term of this Agreement shall be for three years beginning June 30, 2024 or date of final signature by all parties, and ending on June 30, 2027 or three years from date of final signature, unless sooner terminated in accordance with this Agreement or in furtherance of the parties' rights and remedies in the event of a material breach or default.

1.02 Extension of Term. The Agreement shall automatically be renewed on a yearly basis unless a party notifies the other Parties in writing within 180 calendar days of its intent not to extend the Agreement.

**ARTICLE II
COMMITMENTS AND UNDERSTANDINGS**

2.01 Party Commitments and Understandings

- (a) The Tech Park Board shall reconstitute itself into an Advisory Panel consisting of three persons: The designated representative of the University, the designated representative of the City, and the designated representative of the CDA.
- (b) The CDA, City, and University all want to be informed and share updates regarding the Whitewater University Innovation Center. For the purpose of ensuring stakeholder communications, the Advisory Panel shall meet from time to time, preferably no more than 4x / per year.
- (c) The City and CDA hereby grant to the University the exclusive use of two (2) Innovation Center Suites that equals approximately 2,400 sq. ft., which consists of one lab suite (120) and one regular office suite (118). The University may use 118 or 120 for purposes of providing Innovation Center Services. The University shall have the exclusive right to use this designated space and/or authorize other individuals to use this space as long as such

use is consistent with the overall use and operation of the Innovation Center. The University will have the sole right to receive any and all revenue or income generated from this designated space either through its own use or the use of another authorized party.

- (d) The City/CDA shall designate an office space in the Innovation Center for the City staff.
- (e) The City/CDA shall provide the following property management services for the Innovation Center:
 - a. Designating a front desk and/or office space (Suite 110) for City of Whitewater Staff or contractor for property management, up to 50% of the time during Innovation Center business hours.
 - b. Drafting leases to execute with tenants.
 - c. Providing keys, mailroom services (with CESA), a kitchen, meeting spaces, and coordination with the City facilities team for resolving issues such as water leaks, noise, heat, HVAC maintenance, broken doors, etc.
 - d. Providing information technology services, including managing the audiovisual equipment in Suite 105A/B, the upstairs conference room, and Suite 115 until rented.
 - e. Administering a meeting space and sign up system.
 - f. Providing marketing services to advertise the Innovation Center. The City will manage the marketing contract, tech park website, social media, etc. using the City Innovation Center budget.
- (f) The City/CDA shall meet regularly for financial oversight, facility use, and business development. This includes addressing referrals for the growth of the center, the technology park, connections to the city and alignment of programs

2.02 University Commitments – Innovation Services

- (a) The University hereby agrees to assign a University employee to serve as the program director of the Innovation Center up to 50% of the time that the Innovation Center is open for business. The program director may be at the center with a designated office, on campus, and/or virtual. The University shall pay the program director's salary and benefits. The University will provide office equipment and furnishings, as needed, for the program director's space at the Innovation Center.
- (b) The University shall provide the following programs and services at the Innovation Center.
 - a. Assist growing businesses with on-demand coaching, referrals, etc.
 - b. Act as a liaison for Innovation Center tenants to the University when they need students, interns, project, research, etc.
 - c. Assist businesses with navigating the Entrepreneurial Support Organizations (ESO) and Innovation Support Organizations (ISO) by leading, participating, referring and hosting events.
 - d. Promote the Innovation Center in the community, attract or refer events to Whitewater or the Innovation Center, and find potential tenants for the Innovation Center.
 - e. Engage in marketing efforts, such as establishing programs, create an event budget, maintain and update the Innovation Center website, engage on social

media to promote the Innovation Center and related events, organize events, give presentations or contract with speakers, facilitate businesses in obtaining memberships in various organizations, maintain a digital board, and other similar activities.

- f. Maintain the University Suites 118 and 120 and common area spaces.
- g. Budget: manage university innovation services budget
- h. IT: Fiber, up to 3 VOP, guest internet as needed, digital board
- i. Furnish the University spaces and provide vendor machines.
- j. Assist businesses with economic development plans and refer to the City and CDA as appropriate.

(c) The University shall provide the Innovation Center with the IT Firewall, guest access, and other support as deemed necessary and reasonable.

(d) These services are considered an educational outreach program of the University, in accordance with Wis. Stat. § 36.01, and is contingent upon the availability or appropriation of funds. If funds become unavailable, the University will provide the Board with written notice of any reduction or termination of these services.

ARTICLE III TERMINATION

3.01. Termination. This Agreement may be terminated by any party upon sending written notice of such termination no less than one hundred twenty days (120) from the date of termination. Upon receipt of notice, the parties will work together to develop a process under which the separation of services and commitments will occur in a professional and efficient manner.

ARTICLE IV EQUAL OPPORTUNITIES

4.01. Discrimination. All parties, and their officials, employees and representatives, hereby agree to abide by all applicable federal, state and local laws, codes and ordinances relating to equal opportunities and non-discrimination. Without limiting the generality of the foregoing, all parties covenant that they will not discriminate against any individual either in an employment or educational capacity at the Innovation Center or the Technology Park on the basis of any federal or state protected status or class.

ARTICLE V ECONOMIC DEVELOPMENT AUTHORITY OF THE UNITED STATES GRANT REQUIREMENTS

5.01. Grant Requirements. While the grant is now paid off, all parties agree that the operation and use of the Innovation Center and Technology Park may still be subject to certain grant requirements established by the Economic Development Authority of the United States. All parties agree to abide by said grant requirements and to work cooperatively to modify, alleviate, or remove said requirements as the need arises.

ARTICLE VI MISCELLANEOUS

6.01. Governing Law. The laws of the State of Wisconsin (and, where applicable, Federal law due to the EDA grant funding) shall govern the interpretation and enforcement of this Agreement.

6.02 Supersedes Prior Agreements. This Agreement shall supersede and replace all prior agreements and understandings, oral or written, between the Parties related to the management and use of the Whitewater University Technology Center located at 1221 Innovation Dr, Whitewater, WI 53190.

ARTICLE VII SUCCESSORS AND ASSIGNS

7.01. Successors and Assigns. Except as expressly granted herein, no party shall assign its rights or obligations under this Agreement to any other party without a mutually written addendum executed by all parties to this Agreement.

ARTICLE VIII AMENDMENT

8.01. Amendment. This Agreement shall not be amended, changed, modified or altered without the written consent of all parties hereto and no modification, alteration or amendment to this Agreement shall be binding until such modification, alteration, or amendment is reduced to writing and executed by all parties to this Agreement. Any proposed amendment to this Agreement shall be provided in writing, along with a memorandum in support of the amendment, to all parties to this agreement fifteen (15) days prior to final action on the amendment by any party.

ARTICLE IX COUNTERPARTS

9.01. Counterparts. This Agreement may be signed in any number of counterparts with the same effect as if the signatures thereto and hereto were on the same instrument.

ARTICLE X SEVERABILITY

10.01. Severability. If any specific term or provision herein is adjudicated to be unenforceable against either party, such decision shall not automatically render this entire Agreement null or void. Rather, the unenforceability of one or more terms, clauses or paragraphs in this Agreement shall not affect the enforceability of the remaining terms herein.

ARTICLE XI THIRD PARTY BENEFICIARIES

11.01. Third Party Beneficiaries. This Agreement is entered into for the sole and exclusive benefit of the parties hereto. No third party shall have, obtain, or derive from this Agreement any rights or other

benefits or interests under any laws or otherwise, except as specifically stated herein.

ARTICLE XII

EXCULPATORY PROVISION

12.01. Exculpatory Provision. The parties to this Agreement expressly acknowledge and agree that, anything herein to the contrary notwithstanding, no officer, director, employee, agent, or officials (elected or appointed) of any party hereto shall have any personal liability or obligation arising out of this Agreement, and no party hereto shall make any claims to the contrary.

ARTICLE XIII

RULES OF CONSTRUCTION/CONDUCT

13.01. Rules of Construction/Conduct. The parties to this Agreement acknowledge and agree that the terms herein were negotiated in good faith and represent the intent of the parties. In the course of negotiations, each party has been represented by a practicing attorney, and that accordingly rules of interpretation that signify that an agreement shall be construed against the drafter shall not apply. In addition, the parties acknowledge and agree that they shall endeavor to resolve any and all issues that may arise under this Agreement in the spirit of cooperation consistent with the intent of this Agreement with the aim of benefiting the entire Whitewater area community and the University of Wisconsin-Whitewater.

By signing below, the signatories hereby represent that they have full authority to execute this Agreement and thereby bind their respective entities to the terms of this Agreement. Upon execution, this Agreement shall be in force and effect as stated herein.

WHITEWATER UNIVERSITY TECHNOLOGY PARK BOARD

By: _____
Dr. Corey King, President Date _____

By: _____
John Weidl, Vice President Date _____

UNIVERSITY OF WISCONSIN-WHITEWATER

By: _____
Dr. Corey King, Chancellor Date _____

CITY OF WHITEWATER

By: _____ President-Common Council Date

By: _____
John Weidl, City Manager Date _____

**CITY OF WHITEWATER
COMMUNITY DEVELOPMENT AUTHORITY**

By: _____
Chair CDA Date



CDA Agenda Item

Meeting Date:	July 18, 2024
Agenda Item:	CDA Rules of Procedure Handbook – Conflict of Interest Policy
Staff Contact (name, email, phone):	Taylor Zeinert tzeinert@whitewater-wi.gov 262-473-1048

BACKGROUND

(Enter the who, what, when, where, why)

Under the leadership of Economic Development Director Anderson, a Rules of Procedure Handbook was created and subsequently approved by the CDA on April 28, 2022. Reference to conflicts of interest can be found in Section 19 on pages 15-16.

PREVIOUS ACTIONS – COMMITTEE RECOMMENDATIONS

(Dates, committees, action taken)

At the June 20, 2024 meeting this topic was asked to be brought back to the CDA for review.

FINANCIAL IMPACT

(If none, state N/A)

N/A

STAFF RECOMMENDATION

Review current language regarding conflict of interest and discuss potential updates. If edits are required, CDA Staff will bring an edited version back to the body for review and approval.

ATTACHMENT(S) INCLUDED

(If none, state N/A)

Rules of Procedure Handbook (Redlined Version 07-12-2024)

Community Development Authority of the City of Whitewater



Rules of Procedure



EST. 1972

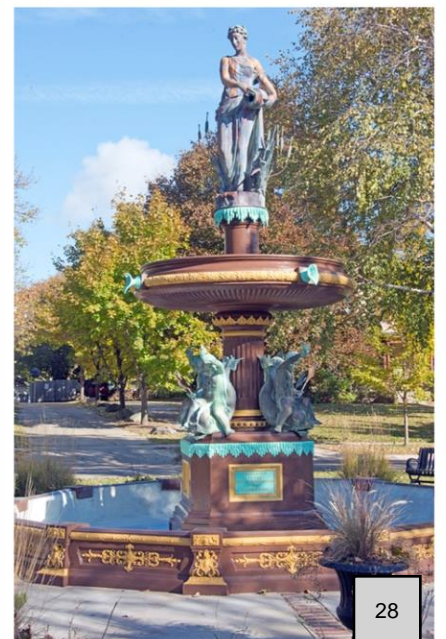
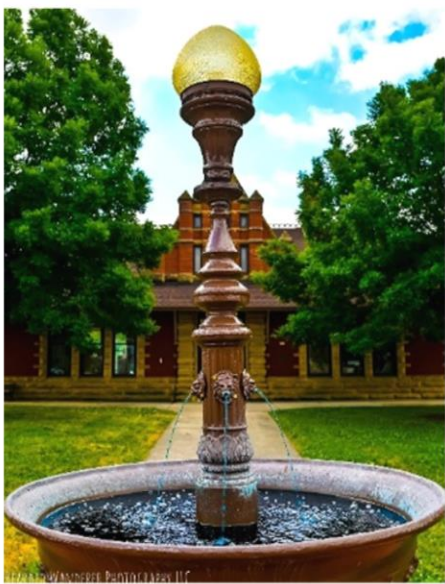


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1. OVERVIEW OF COMMUNITY ECONOMIC DEVELOPMENT

Community Economic Development (CED) or Local Economic Development (LED) is a community-driven process where communities identify and initiate their solutions to economic, social, and environmental issues to build healthy, economically viable communities. CED contains principles and goals based on a grassroots approach. This deliberate approach has a direct influence on the local economy and quality of life for its residents.

The CED process is committed to longitudinal methods that support the community. To be successful a Community Development Authority must be supported by key community leaders, social groups, organizations, its residents, and institutions that are committed to investing in the community for positive city-wide changes for the benefit of the entire community. Success depends on many things: people willing to get involved, knowledge and skill of the leaders, motivated and effective community and political leadership, community spirit, community culture, and entrepreneurial/community vitality and ingenuity.

2. WHITEWATER CDA MISSION

The Whitewater CDA is devoted to growing and sustaining our city's vibrant economy and providing an outstanding quality of life for its residences. We are dedicated to supporting the lifestyle needs, ideas, trends, and integrity of our 21-century community, workforce, and businesses through first-class assistance from the Whitewater CDA. The CDA is committed to maintaining an economically healthy community for its residents, and businesses while taking a steadfast approach to building an economically healthy community for its residents, and businesses while maintaining a steadfast focus on the quality of life for our citizens. The CDA focuses on quality business recruitment, retention, expansion, and housing.

3. POLICY STATEMENT

It is the policy of the Community Development Authority of the City of Whitewater (Whitewater CDA and/or CDA) to promote business sustainability and growth, housing and community development, and increased tax base throughout the entire City of Whitewater. In addition, the CDA is responsible for: providing and retaining gainful employment opportunities for citizens of the City and its region; quality attainable housing; and stimulating the flow of investment capital into the City. Further, the CDA and Common Council work together for the creation and management of Tax Incremental Districts, the general economic health of the city by preventing and eliminating blight, substandard, and deteriorated areas and properties through the utilization of all means appropriate. This encourages well-planned, integrated, stable, safe, and healthful neighborhoods, the provision of healthful homes, a decent living environment, and adequate places of employment for the people of the City of Whitewater and the region.

4. CREATION BY CHARTER ORDINANCE

In July 1983, the City of Whitewater, pursuant to §66.4325 of the Wisconsin Statutes (entitled, "Housing and Community Development Authorities"), created a housing and community authority, which is known as the "Community Development Authority of the City of Whitewater" (Whitewater CDA). The Whitewater CDA is deemed to be a separate body politic as outlined in §66.4325, Wisconsin Statutes, and may act as an agent of the city in exercising necessary public powers and having all the powers, duties, and functions conferred on housing authorities, redevelopment authorities, and housing and community development authorities by applicable law. (Whitewater, 1983) (Appendix A)

5. DEFINITION

By Wisconsin Statute §66.1335 the Community Development Authority of the City of Whitewater is a separate body politic for the purpose of carrying out blight elimination, slum clearance, urban renewal programs and projects, and housing projects. The city Ordinance creating the Housing and Community Development Authority also gives the Whitewater CDA authority to act as the agent of the city in planning and carrying out community development programs and activities approved by the City Manager and Common Council. The Community Development Authority of the City of Whitewater is authorized under the Federal Housing and Community Development Act of 1974 as an agent to perform all acts, except the development of the general plan of the city, which may be otherwise performed by the planning commission under Wisconsin Statutes §66.1105 (entitled, "Tax increment law"), §66.1301 (entitled, "Urban redevelopment") to §66.1329 (entitled, "Urban redevelopment; enforcement of duties"), §66.1331 (entitled, "Blighted area law") or §66.1337 (entitled, "Urban renewal"). (Legislature)

6. GENERAL RULES BY STATUTE, ORDINANCE, OR RESOLUTION

The Whitewater CDA shall be governed and controlled by: Statutes of the State of Wisconsin, and as the same may hereafter be amended; all ordinances of the City of Whitewater as they relate to the Whitewater CDA, and as such ordinances may hereafter be amended and adopted; and by the By-Laws and Rules of Procedure set forth herein. All provisions of the Wisconsin Statutes, ordinances, or resolutions of the City of Whitewater as may be enacted from time to time, shall take precedence over these By-Laws and Rules of Procedure.

7. WHITEWATER CDA GOVERNANCE

The Whitewater CDA is governed by a Board of Commissioners, for the economic benefit, and economic health of the entire City of Whitewater, its residents, and businesses. The Whitewater CDA is a separate body politic that operates at its discretion, except by statutory authority or identified matters that shall receive approval from the Common Council. The

Whitewater CDA was created at the behest of the Common Council and operates for the welfare and benefit of the entire city.

8. WHITEWATER CDA POWERS, PURPOSE, DUTIES, AND AUTHORITY

POWERS. The Whitewater CDA shall have all powers, duties, and functions set out in Wis. Stat. §66.1201 (entitled “Housing authorities”) and §66.13333 (entitled “Blight elimination and slum clearance”) of the Wisconsin Statutes for housing and redevelopment authorities. As to all housing projects initiated by the Whitewater CDA, it shall proceed under §§66.1105 (entitled “Tax increment law”), 66.1301 (entitled “Urban redevelopment”) to 66.1329 (entitled “Urban redevelopment; enforcement of duties”), 66.1331 (entitled “Blighted area law”), 66.1333 (entitled “Blight elimination and slum clearance”) or 66.1337 (entitled “Urban renewal”) as determined appropriate by the Common Council on a project by project basis.

As to all Whitewater CDA programs and activities that are undertaken by the city under the Federal Housing and Community Development Act of 1974, the Whitewater CDA shall proceed under all applicable laws and ordinances not inconsistent with the laws of the State of Wisconsin. In addition, the Whitewater CDA shall act as agent of the City of Whitewater to perform all acts, except the development of the general plan of the city, which may otherwise be performed by the planning commission. Wisconsin Statutes §§66.1105 (entitled, “Tax increment law”), 66.1301 (entitled, “Urban redevelopment”) to 66.1329 (entitled, “Urban redevelopment; enforcement of duties”), 66.1331 (entitled, “Blighted area law”) or 66.1337 (entitled, “Urban renewal”). (Legislature).

PURPOSE. The Whitewater CDA is a municipal entity that strategizes to implement local initiatives and trends, address community topics and concerns, and pursue opportunities that support community-wide prosperity. We encourage residents, organizations, stakeholders, and the community to work together towards common goals. Our key functions are to support initiatives that foster affordable housing, household stability, entrepreneurship, innovation, business attraction, retention, and expansion, reinforce our vision, commit to our values, and carry out our mission.

DUTIES. The CDA shall exercise all powers conferred and perform all duties imposed by state statute, policies and/or local ordinances of the City of Whitewater. Further duties are to facilitate borrowing for infrastructure and acquisition costs related to redevelopment projects in the Tax Incremental Finance (TIF) Districts as well as reviewing and providing direction on specific redevelopment proposals in these areas. The CDA has the authority to sell and refinance debt relating to TIF Districts utilizing the issuance and sale of bonds.

AUTHORITY. The Whitewater CDA has the authority of Wisconsin Statute §66.1335. In addition to its statutory powers, the Whitewater CDA with Common Council approval is authorized, within the limits of funds available, and Common Council approval for such purposes, but are not limited, to:

1. Acquire land, buildings, or equipment.
2. Sell, lease, encumber, or retain and manage property acquired.

3. Issue bonds, incur debt, invest funds.
4. Hire third-party consultants.
5. Expenditure of funds over \$10,000 and expenditure of any funds not designated in a CDA account to follow city procurement process.
6. Exercise of eminent domain.
7. Amend, delete, or add to By-Laws and Rules of Procedures.
8. Prepare CDA budget for recommendation to Common Council.
9. Provide recommendations for inclusion in the City of Whitewater Comprehensive Plan and provide revisions.
10. Provide recommendations on redevelopment, and planning, and zoning.
11. Evaluate and prepare Tax Incremental District(s) (TID) project plans and financial projections. Prepare annual report of projections of TID expenditures, revenues, and other TID-related CDA programs or initiatives.
12. Prepare and implement Tax Increment District (TID) financial management guidelines.
13. Preparation and implementation of redevelopment assistance criteria, including the recommendation of developer agreements for specific projects.
14. Preparation and administration of the business and developer recruitment and retention assistance activities, as well as CDA-approved programs.
15. Act as City of Whitewater's Housing Authority.
16. The Whitewater CDA is a separate body-politic, which is integrated into the city's departmental structure. The CDA may call upon departmental support, board, commission, or agency of the City for assistance and cooperation in the performance of the Whitewater CDA's duties and functions. All-City departments, boards, commissions, and agencies are hereby authorized and directed to cooperate with and furnish assistance to the Whitewater CDA in the performance of the CDA's duties and functions.
17. Work with business, education, government, labor, and citizens to:
 - a. Retain and expand existing business and commercial enterprises within the City.
 - b. Recruit new businesses and encourage the expansion and diversification of business and commercial enterprises within the City to expand local employment opportunities and the tax base.
 - c. Foster and facilitate economic development activities through cooperative efforts with area organizations, adjoining municipalities, the county, and the state.
 - d. Assist new and existing businesses through programs and resources which facilitate quality growth and development within the City.
 - e. Publicize and promote the business, employment, residential, educational, and recreational opportunities available in the City.
 - f. Foster, develop, and enhance a sense of community, a positive community image, and civic pride.
18. The Community Development Authority has the power to purchase and sell property with the consent of the City Council. With consent, the chair (or the chair's designee) shall have the power to sign all documents required for the purchase and sale of such property.
19. Prepare and periodically update an economic development plan and development strategy for use by the City Manager and Common Council. In formulating the said plan,

the Whitewater CDA shall monitor and evaluate economic conditions in the City, identify economic problem areas, and prioritize any economic solutions identified.

20. Consider alternative approaches to improving economic deficiencies in the City in problem areas identified.
21. Recommend specific programs and projects to allocate available City resources among the elements of the City's economic development effort.
22. Recommend items for inclusion in the annual City budget to implement the development strategy adopted by the Common Council.

9. COMMISSIONER APPOINTMENTS, COMPOSITION, OCCURRENCE AND TERM

Pursuant to the City of Whitewater Charter Ordinance No. 5 (Appendix B), the Whitewater CDA is required to follow Wisconsin Statutes which require the composition of seven (7) members to its Board. Members of the Whitewater CDA Board shall consist of seven resident persons having sufficient ability and experience in the fields of urban renewal, community development, and housing, as commissioners of the Whitewater CDA. These persons shall be known as Commissioners of the Whitewater CDA. (Council, Charter Ordinance No. #5, 1983) (Appendix B)

APPOINTMENT. Common Council of the City of Whitewater shall appoint seven (7) “resident persons having sufficient ability and experience in the field of urban renewal, community development, and housing, as commissioner of the CDA (§66.1335 (2)).”

CRITERIA FOR THE APPOINTMENT. When considering applicants for appointment to the Whitewater CDA, the City manager will consult with the CDA Executive Director looking at a variety of factors that includes, but is not limited to the following:

1. **Availability:** Regular attendance at commission meetings is mandatory. If a commissioner member fails to attend three consecutive regular meetings or fails to attend at least three-fourths of the regular meetings during the preceding 12 months, s/he may be replaced.
2. **Training:** Economic Development 101 training for economic development commissioners. Commissioners must attend this course sometime within their first 6 months after appointment.
3. **Several Previous Terms (Incumbents):** No member of any commission (non-council member) can serve for more than one consecutive four (4) year term. If an applicant has fulfilled their first consecutive term, s/he must have been off said commission for one four (4) term before reapplying for an appointment. (§66.1335 (2b)).”
4. **Knowledge and Life Experience:** Relevant life experience, whether personal or professional, can provide added value to the composition of a commission and is often viewed favorably in the selection process.
5. **References:** References are an important resource in helping to identify applicant strengths and weaknesses as part of the selection process
6. **Residency:** The Whitewater CDA requires residence within the municipal limits of the City of Whitewater.

COMPOSITION. Two (2) of the commissioners shall be members of the Common Council and shall serve during their term of office as Council members. Five (5) of the commissioners shall be resident members of the public, and shall serve 4 years or until their successor(s) is appointed and qualifies (§66.1335 (2b)).” ((Council, Charter Ordinance No. #4, 1983) (Amended Charter Ordinance No. #4, 2021)).

OCCURRENCE. Individual commission appointments occur annually, typically at the first Common Council meeting following the Spring Election. However, due to unexpected vacancies or resignations, appointments can occur at any time throughout the year.

TERM. There are seven (7) seats on the Whitewater CDA Board of Commissioners. Two (2) Common Council members shall serve the Whitewater CDA Board, and are appointed annually during Common Council commission appointment. The two Common Council members may only serve during their term of Common Council office. Five (5) non-council members shall serve four (4) years and until their successors are appointed and qualified.

10. COMMISSIONER VACANCIES

VACANCIES. Vacancies on the board are never considered cause to delay program activities. On a seven-member Board, four Commissioners shall constitute a quorum to conduct business. The open seat shall be filled for the unexpired term and appointed during the normal selection period.

The process for filling commission vacancies is as follows:

- Vacancies are announced via the City website, social media, and the official newspaper before any appointment being made.
- A standard application form shall be provided in electronic and hard copy for use by all applicants (including incumbents wishing to be reappointed).
- Once applications are received, they are compiled by the City Clerk and delivered to the City Manager and Common Council President for review.
- The Whitewater CDA president, Executive Director, and City Manager review applications and arrange for face-to-face meetings with applicants. If schedules do not permit a face-to-face meeting, this step can be completed by phone or web conference.
- The Whitewater CDA President, CDA Executive Director, and City manager convene to discuss applicants and select candidates for recommendation to the Common Council. Recommended appointments are placed on the agenda for the next Common Council meeting for approval.
- The Common Council deliberates on the recommended appointments and approves or denies the appointments.
- Individuals who have been successfully appointed to a commission are then contacted by the City Manager’s designee and a date is set for orientation.
- The new commission member attends a commission member orientation as soon as possible following appointment.

11. COMMISSIONER COMPENSATION AND REIMBURSEMENT

The Commissioners shall receive no compensation for their services, but shall be entitled to reimbursement for their actual and necessary expenses, including reasonable local travel expenses incurred in the discharge of their duties.

Commissioners must receive prior approval from the Whitewater CDA Board for their reimbursable activities. Wisconsin Statute §66.1335 (2)(d)

12. COMMISSIONER ROLES

PRESIDING OFFICERS. The presiding officer of the CDA shall be designated as the chairperson and shall be elected annually by the CDA. To act in the absence of the chairperson, the CDA shall elect a vice-chairperson to preside at meetings. The presiding officer shall preside at all meetings of the CDA and shall have the right to vote and make motions; shall rule on matters of procedure, subject to appeal from such rulings by proper motion; shall conduct the meetings in accordance with the rules of the by-laws and appropriate laws, shall have such powers and duties as may be necessary for the conduct of orderly meetings, and such other powers and duties as herein assigned to her/him, or as may be assigned to her/him.

Chairperson and vice-chairperson are voted on by the majority vote of the commissioners at the first meeting in April annually. The Community Development Director shall not be a commissioner of the Whitewater CDA but shall act as its Executive Director (ED).

The Chairperson is granted governance of the following accepted board practices:

- **Facilitator** – The Chairperson must be viewed as a facilitator, rather than a controller, of Board Meetings. He or she begins the meetings on time, directs the Board through the agenda, and attempts to adjourn the meeting on schedule. As the facilitator, the Chairperson/President ensures that all Commissioners have the opportunity for fair participation, attempts to make sure all sides are heard, and moves the Board to act on the issues.
- **Liaison** – The Chairperson must be able to communicate the Board's needs and concerns to the ED and vice versa. In addition, the Chairperson/President offers personal support and counsel to the ED and acts as his/her sounding board.
- **Team-builder** – The Chairperson/President must foster structure among Commissioners. When this cooperation is endangered, he or she must mediate, counsel, and discipline fellow commissioners to keep the team intact to achieve needed cooperation. The Chairperson must mediate so that all work is directed to the mission of the agency.

VICE-CHAIRPERSON. The Whitewater CDA shall elect a vice-chairperson to act in the absence of the Chairperson and preside at the meeting. The vice-chairperson shall have the right to vote and make motions; shall rule on matters of procedure, subject to appeal from such rulings by proper motion; shall conduct the meetings by these rules; shall have such powers

and duties as may be necessary for the conduct of orderly meetings; and such other powers and duties as assigned to the Chairperson, or as may be assigned to the Chairperson.

In the event of absence of the Chair and Vice-Chair, the longest-tenured Commissioner serving on the Whitewater CDA in attendance shall preside over the meetings.

TREASURER. The Whitewater CDA does not elect to hold a seat for Treasurer. This task is fulfilled by the City Finance Director.

SECRETARY. The Executive Director or designee shall serve the Whitewater CDA as its secretary. These duties include handling agendas, minutes, correspondence, and clerical work of the Whitewater CDA; to keep accurate notes of all matters coming before the Whitewater CDA; to receive and file all communications, applications, requests, and any documents directed to the Whitewater CDA; to mark each document so received with the official filing stamp of the Whitewater CDA; to publish or mail, as the case may be, all notices and advertisements required by law or as directed by the Whitewater CDA; to prepare, post to the City website, and mail when applicable to each member of the Whitewater CDA not later than the Friday before the meeting, a completed board packet. The secretary may utilize such members of the City staff to accomplish these tasks.

Example of roles

OPERATION	BOARD ROLE	EXECUTIVE DIRECTOR ROLE
Day-to-Day Operations	No Role	Makes All Decisions
Budget	Approves	Develops & Recommends
Routine Monthly Expenditures	Monitors	Establishes & Carries Out
Development of Policy	Adopts & Monitors	Recommends & Carries Out
Billing, Credit, & Collections	Monitors	Recommends & Carries Out
Hires, Directs, & Evaluates Staff	Co-Approval	Recommendation to City Manager
Staff Grievances	Report to City Manager	None if pertains to ED, ED if other Staff
Staff Salaries	Co-Approval	Recommendation to City Manager
Evaluating Staff	Evaluates the Executive Director	Recommendation to City Manager

13. RESPONSIBILITIES AND EFFECTIVENESS OF COMMISSIONERS

RESPONSIBILITIES. The areas of responsibility for Commissioners include:

- Making decisions that are in the best interest of the Whitewater CDA, and serving as an advocate and steward for the Whitewater CDA, and City as a whole.
- Setting policy in partnership with Common Council for the operation of the Whitewater CDA. Policies are very important, as they will ensure that the Whitewater CDA is run in an effective, efficient, ethical, and legal manner. These policies will provide direction for the Whitewater CDA, reflect the values of the board, and comply with applicable federal, state, and local laws and regulations.
- Although a Commissioner does not have direct responsibility for the daily income and expenses, they do monitor the financials of the Whitewater CDA by reviewing monthly financial statements and have fiduciary duties to the CDA.

- Setting long and short-range goals with input from the ED and Common Council. These goals will determine the direction for the Whitewater CDA.

EFFECTIVENESS. The areas of effectiveness for Commissioners include:

- Demonstrate knowledge of the purpose, goals, policies, programs, services, financials, and needs of the Whitewater CDA.
- Be Informed: Endeavor to read the packet material provided before each meeting, keep informed on all local, state, and national developments of significance, and arrive at each meeting prepared to conduct CDA business in a meaningful manner.
- Avoid Gossip: Discourage and avoid the spread of gossip, which can undermine the public process, and damage CDA efforts.
- Maintain Confidentiality: Respect and maintain the confidentiality of information that cannot be disclosed (i.e. information from a closed or executive session) by not divulging said information at any time while outside of a closed or executive session. In all ways protect and maintain the security of confidential records.
- Seek No Personal Advantage: Public officials, especially those that are elected or appointed, stand as agents of the public purpose and should conduct themselves in an open, fair, and impartial manner. When it comes to municipal rules, laws, or services, do not seek special treatment for others, such as neighbors, friends, coworkers, employers, or family. Do not use the municipality or any part of a municipal program for personal advantage or for the advantage of others. Strive to live and serve in a manner that is above reproach and avoid the appearance of impropriety.
- Avoid making decisions or judgments based on information received solely from individuals or outside groups.
- Demonstrate knowledge of conducting a board meeting via Roberts Rules and knowledge of the Wisconsin Open Meetings Law (WI. Stat. 19.81-19.98)
- Deal honestly and fairly in all matters related to the Whitewater CDA
- Be an advocate in the entire community for the Whitewater CDA
- Commissioners should never discuss actions, decisions, staff, or any aspect of the Whitewater CDA negatively with outside individuals or groups.
- Refrain from getting involved with the day-to-day operations
- Uphold the Democratic Process: Perform duties with diligence and by the rules of order established by the Common Council, board, commission, or commission conducting business. Recognize that the authority to take formal action to direct or recommend rests with the Common Council or its designated commission in legal session and not with any individual members of said bodies. Public officials may express opposition to an action made by their respective commission(s). However, do not publicly criticize individual commission members or the commission as a whole for said action when the action has been properly presented, voted on, and passed by a majority vote. Ensure that citizen involvement and citizen opinions regarding public policy issues are fully considered.

14. DISCOVERY

DISCOVERY. If the Board discovers something that the Executive Director is doing that they do not like, or if they have received a complaint, they should sit down and discuss this with him/her first. While the Commissioners should be sensitive to the public, they should not allow others to bypass the Executive Director. He/she, not the Commissioners, is ultimately responsible for the daily operations of the Whitewater CDA and should be given a chance to handle the issue at hand. This also pertains to staff issues. It is the responsibility of the Executive Director to oversee the daily operations of the department, to advise on the processes of hiring, terminating, supervising, evaluating, promoting, etc. the staff. All employee complaints, grievances, etc. should be brought to the Executive Director and not the Commissioners to be handled according to the City of Whitewater's established grievance policy.

The Commissioners and the Executive Director work as a team. It is the Board's responsibility to support the Executive Director and it is the Executive Director's responsibility to inform and advise the Board. The Commissioners provide support by providing direction and good policies. The Executive Director has the authority to carry out the Board's plans and is the manager of the operations.

15. COMMISSIONERS SHOULD NOT:

- Hold meetings individually with constituents. If either the staff or clients contact a commissioner, they should be reminded of the chain of command and be encouraged to talk with the Executive Director.
- Make deals on behalf of the Whitewater CDA.
- Contact vendors, contractors, or agents.
- Be a spectator at meetings; participation is required from all who sit on the Board.
- Interfere in the day-to-day operations of the Whitewater CDA.
- Criticize the Whitewater CDA operations or staff to the press or other outside individuals or groups. Any concerns should be discussed with the Executive Director and brought before the Board when applicable in closed sessions only.
- Discuss Whitewater CDA business outside of the Whitewater CDA board meeting.
- No Commissioner shall accept any gift(s) whether in the form of service, loan, item, or promise, from any person which may tend to impair his/her independence of judgment or action in the performance of his/her duties or provide in the discharge of his/her duties any improper favor, service, or item of value. (Gifts received by a Commissioner

under unusual circumstances should be referred to the Ethics Commission within ten (10) days of receipt for recommended disposition.) EXCEPTION: Advertising or promotional items having a value of ten dollars (\$10.00) or less per gift are exempt.

- No Commissioner may solicit or accept, either directly or indirectly, from any person or organization, money, or anything of value if it could reasonably be expected to influence the Commissioner's official actions or judgments or be considered a reward for any action or inaction on the part of the Commissioner.
- A Commissioner is not to accept hospitality if, after consideration of the surrounding circumstances, it could reasonably be concluded that such hospitality would not be extended were it not for the fact that the guest, or a member of the guest's immediate family, was a Commissioner.
- Representing Private Interest Before City Agencies or Courts - No Commissioner shall appear on behalf of any private person (other than him or herself, his/her spouse, or minor children) before any City Agency, Board, Commission, or the Common Council if the Commissioner or any Board, Commission, or Commission of which the commissioner is a member has any jurisdiction, discretion, or control over the matter which is the subject of such representation.
- Ad Hoc Commission Exception – No violation of this Section shall exist, however, where an individual serve on an ad hoc commission charged with the responsibility or addressing an issue or topic in which that individual or the Commissioner or client of that individual, has an interest so long as the individual discloses to the ad hoc commission that such interest exists.
- Contracts with the City – No Commissioner who in his/her official capacity participates in the making of a contract in which he/she has a private pecuniary interest, direct or indirect, or performs regarding that contract with some function requiring the exercise of discretion on his/her part, shall enter into any contract with the City unless it falls within the confines of WI State Statutes or the following: The contract is awarded through a process of public notice and competitive bidding or the Common Council waives the requirement of this section after determining that this is the best interest of the City to do so. Or, the contract is for the designation of a public depository of public funds.
- Any Commissioner who has a financial or personal interest in any proposed legislative action of the Common Council or any Board, Commission, or Commission upon which the Commissioner has any influence or input or of which the Commissioner is a member that is to make a recommendation or decision upon any item which is the subject of the proposed legislative action shall disclose on the records of the Common Council or the appropriate Board, or Commission the nature and extent of such interest.

16. COMMISSIONER'S FIDUCIARY DUTIES (Appendix E)

FIDUCIARY DUTIES. Not-for-profit Commissioners — whether compensated or not — have a fiduciary duty to protect the financial health and integrity of the Whitewater CDA. In general, a fiduciary has three primary responsibilities:

1. **Duty of Care.** Commissioners must exercise reasonable care in overseeing the organization's financial and operational activities. Although disengaged from day-to-day affairs, they should understand its mission, programs, and structure, make informed decisions, and consult others — including outside experts — when appropriate.
2. **Duty of loyalty.** Commissioners must act solely in the best interests of the organization and its constituents, and not for personal gain.
3. **Duty of obedience.** Commissioners must act by the organization's mission, charter and bylaws, and any applicable state or federal laws.

Commissioners who violate these duties may be held personally liable for any financial harm the organization suffers as a result.

One of the most challenging — but critical — components of fiduciary duty is the obligation to avoid conflicts of interest. In general, a conflict of interest exists when an organization does business with a Commissioner, an entity in which a Commissioner has a financial interest or another company or organization for which a Commissioner serves as a director or trustee. To avoid even the appearance of impropriety, the applicable nonprofit should also treat a transaction as a conflict of interest if it involves a Commissioner's spouse or other family members, or an entity in which a spouse or family member has a financial interest.

The key to dealing with conflicts of interest, whether real or perceived, is disclosure. The Commissioner involved should disclose the relevant facts to the board and abstain from any discussion or vote on the issue — unless the board determines that he or she may participate.

17. COMMISSIONER D & O INSURANCE

Refer to Appendix F.

18. NON-DISCLOSURE AGREEMENT

A non-disclosure agreement (NDA) is an agreement in contract law that certain information will remain confidential. As such, an NDA binds a person who has signed it and prevents them from discussing any information included in the contract with any non-authorized party. NDAs are commonly used to protect trade secrets, client information, and other sensitive or valuable information.

19. COMMISSIONER'S CODE OF ETHICS (Appendix G)

Because the City of Whitewater believes strongly in good government, the City Council has passed an ordinance that provides that the business of the City, and thus the conduct of its Commissioners, be ethical. This means that Whitewater CDA Commissioners must be impartial and responsible to the citizens of Whitewater and decisions and policies are best made through the proper channels of open government. This also means that public Commissioners should not use their positions for personal gain. The City of Whitewater wants its citizens to have confidence in the integrity of its government. The City of Whitewater has created an Ethics Commission that through due process handles complaints regarding ethics violations.

The following is a listing of guidelines that establish ethical standards for Commissioners:

1. Responsibility of Public Office - Commissioners are bound to uphold the law and to observe the highest standards of law in the exercise of the duties of their positions. They should faithfully discharge their duties without bias and they must put the public interest first at all times.
2. Dedicated Service- Commissioners should be loyal to the objectives expressed by the voters and the programs developed to attain these objectives. Commissioners shall adhere to the rules of work and performance established as the standard for their positions.
3. Fair and Equal Treatment – No Commissioner shall request or permit the unauthorized use of City-owned vehicles, equipment, materials, or property for personal convenience or profit. No Commissioner shall grant any special consideration, treatment, or advantage to any citizen beyond that which is available to every other citizen.
4. Conflict of Interest – No Commissioner shall in the discharge of their duties be involved in any business or transaction directly or indirectly in which they have a financial or personal interest.

When to Recuse Oneself

1. While the full code of ethics as outlined in the ordinance is at the end of this manual, the subject of recusing oneself is useful here, too. To recuse oneself from a discussion essentially means to remove oneself from the discussion to avoid a conflict of interest.
2. Public officials should recuse themselves from the discussion when there is a clear conflict of interest. In such cases, recusal does not just mean abstaining from a vote but means instead stepping away from the discussion completely.

When a public official recuses himself or herself from discussion and action on a particular topic, the recusal is noted in the minutes of the meeting. In most cases, it is appropriate,

though not required, for the recused public official to leave the room where public discussion is taking place to ensure that s/he cannot influence the discussion or final action in any way.

- **Specific Conflicts Enumerated** – No Commissioner shall engage in or accept private employment or render any service for private interest when such employment or service is incompatible with the proper discharge of official duties or would tend to impair the independence of judgment or action in the performance of official duties (unless otherwise permitted by law and unless disclosure is made as hereinafter provided).
- **Disclosure of Confidential Information** – No Commissioner shall without proper authorization, disclose confidential information concerning the property, government, or affairs of the City, nor shall such information be used to advantage the financial or other private interests of the commissioner or others.

20. REMOVAL OF COMMISSIONER

A Commissioner may be removed from office by a recommendation from the Whitewater CDA Board of Commissioners, and approved by the City of Whitewater Common Council for incompetency, inefficiency, failure to attend meetings, neglect of duty, or official misconduct, at the pleasure of, or malfeasance of office. The Commissioner shall be removed only after he/she has been notified in writing of the charge(s) at least 10 days before the hearing thereon, and has had an opportunity to be heard in person. In the event of the removal of any Commissioner, a record of the proceedings, together with the charge(s) and findings thereon, shall be filed in the office of the City Clerk. To the extent applicable, the provisions of Wisconsin Statute §17.12 (entitled, "Removal and suspension of city officers") relating to removal for cause shall apply to any such removal.

21. COMMISSION MEETINGS

All meetings of the Whitewater CDA shall be held in compliance with the provisions of the Open Meetings Law of the State of Wisconsin §19.81 (entitled, "Open meeting of governmental bodies") (General, 2019). The law intends to ensure that council action and deliberation is conducted openly. All regular and special meetings must be publicly noticed with an agenda that includes a specified time and date in advance of the meeting.

PACKET MATERIALS. In general, meeting materials are provided in advance of every meeting. Hard copies of meeting materials are usually distributed four days in advance of the meeting. Commissioners are expected to review meeting materials provided in the packet before the meeting so that they can more effectively contribute to the discussion for each item on the agenda.

RULES OF ORDER. *Robert's Rules of Order* serves as a general guideline for setting meeting procedures. Specific details regarding the conducting of meetings can be found in the

Whitewater Municipal Code of Ordinances, Chapter 2.08.

SETTING THE AGENDA. The Executive Director or designee shall prepare the agenda with input from the chairperson. Commissioners may submit agenda item(s) at least five (5) days in advance of the scheduled publishing of the meeting. No other business shall be discussed at a meeting other than agenda items. The agenda is published the Friday preceding, and no later than the Monday before the regularly scheduled meeting.

REGULAR MEETINGS. Regular meetings are held monthly at a designated location as published. Meetings may be held virtually as needed. All meetings are open to the public, however certain agenda items may require closed session negotiations, which are not open to the public, and are labeled as such.

QUORUM. Four Commissioners shall constitute a quorum and the presiding officer shall be included in such a count to conduct its business and exercise its powers. Teleconferencing/virtual members shall be considered present and may count towards a quorum; and, teleconferencing/virtual members may participate in meeting discussion and vote. Action may be taken by the Whitewater CDA upon the affirmative vote of a majority of the Commissioners present at any meeting.

SPECIAL MEETINGS. Special meetings may be set at a regular meeting by the majority of the CDA, or the Chairperson whenever in their judgment such a meeting is necessary. The Chairperson shall call such a special meeting whenever they are requested to do so by at least four (4) members of the CDA in writing to the ED. Any business which could be done at a regular meeting may be done at such a special meeting.

When at all possible, municipal commissions, should endeavor to conduct business during regular meetings. However, circumstances may, at times, call for a meeting outside of the regular meeting schedule. These meetings are referred to as “special meetings.” When circumstances warrant a special meeting, the staff person responsible for the Commission should work with the Commission Chairperson to establish a meeting time when a majority of Commission members can attend. Posting of the special meeting must comply with the requirements outlined in the Whitewater Transparency Enhancement Ordinance (Ord. 2.62) and Wisconsin Open Meeting laws.

If a minority of Commission members disagree with the calling of the special meeting, said Commission members can submit a written objection for the meeting record. Instead of submitting a written objection, language can be placed on the next regular meeting agenda calling out the objection. This allows the objecting party an opportunity to voice their objection, which is then added to the minutes for the meeting.

CLOSED SESSION. The Board of Commissioners should never meet in closed sessions without the Executive Director present. The Executive Director is the link with the agency. She/he knows every aspect of the organization and should be involved in all decisions.

The notice provision in Wisconsin Statute §19.84 (entitled, “Public notice”) requires that, if the chief presiding officer of a governmental body is aware that a closed session is contemplated at the time he or she gives public notice of the meeting, the notice must contain the subject matter of the closed session. (General, 2019)

Procedure for Convening in Closed Session every meeting of a governmental body must initially be convened in open session. Before convening in closed session, the governmental body must follow the procedure outlined in Wisconsin Statute §19.85 (entitled, “Exemptions”) which requires that the governmental body pass a motion, by recorded majority vote, to convene in closed session. If a motion is unanimous, there is no requirement to record the votes individually. Before the governmental body votes on the motion, the chief presiding officer must announce and record in open session the nature of the business to be discussed and the specific statutory exemption which is claimed to authorize the closed session.

Stating only the statute section number of the applicable exemption is not sufficient because many exemptions contain more than one reason for authorizing closure. For example, Wisconsin Statute §19.85 (entitled, “Exemptions”) allows governmental bodies to use closed sessions to interview candidates for positions of employment, to consider promotions of particular employees, to consider the compensation of particular employees, and to conduct employee performance evaluations—each of which is a different reason that should be identified in the meeting notice and in the motion to convene into closed session. Similarly, merely identifying and quoting from a statutory exemption does not adequately announce what particular part of the governmental body’s business is to be considered under that exemption.

Enough specificity is needed in describing the subject matter of the contemplated closed meeting to enable the members of the governmental body to intelligently vote on the motion to close the meeting. If several exemptions are relied on to authorize a closed discussion of several subjects, the motion should make it clear which exemptions correspond to which subjects. The governmental body must limit its discussion in closed sessions to the business specified in the agenda. (General, 2019)

PUBLIC HEARINGS. The presiding officer shall announce immediately before each public hearing that no one will be heard unless he/she states his/her name and address. The presiding officer shall briefly explain the order of business. The presiding officer shall have the right before the hearing to announce that each person's statements shall be limited to a specified period, and that rebuttals shall be limited to a specified period, and the presiding officer shall have the right to terminate any statement when the speaker's time has elapsed, or in the event of unnecessary repetition, or the event the statement is not material or germane.

Order of business: The Order of Business for holding public hearings shall be as follows:

- A. A brief statement by the chairperson as to the name of the applicant for relief, his/her address, the nature of the request, and how notice of the hearing was given.
- B. Presentation of the applicant of his/her request including any maps, documents, and the like, not previously filed.

- C. Statements of all other persons in favor of granting the request.
- D. Statements in rebuttal by persons opposing the request.
- E. Statements in rebuttal by the applicant and by other persons favoring the request.
- F. Statements in rebuttal by persons opposing the request.
- G. Statements and subsections by any persons not previously heard but only on matters not previously discussed.
- H. Closing of the hearing or, if necessary, adjournment of the hearing to a fixed future date.

WITHDRAWAL OF APPLICATION: At any time before a motion to grant or refuse a request, application, or petition, the applicant may withdraw his/her request, application, or petition and such withdrawal shall not entitle the applicant to a refund of whatever filing or publication fee may previously have been paid.

22. MEETING DEVICES

ELECTRONIC DEVICES. Electronic devices such as smartphones, tablets, Chromebooks, and laptops have become commonplace. The use of electronic devices during a public meeting is encouraged when the device is used as an alternative to printed materials, to look up information relevant to the discussion items, or a similar use that supports the discussion at hand. The use of electronic devices for other irrelevant uses is discouraged.

TAPE RECORDING AND VIDEOTAPING. The open meetings law grants citizens the right to attend and observe meetings of governmental bodies that are held in open sessions. The open meetings law also grants citizens the right to tape-record or videotape open session meetings, as long as doing so does not disrupt the meeting. The law explicitly states that a governmental body must make a reasonable effort to accommodate anyone who wants to record, film, or photograph an open session meeting, as long as the activity does not interfere with the meeting. In contrast, the open meetings law does not require a governmental body to permit the recording of an authorized closed session. If a governmental body wishes to record its closed meetings, it should arrange for the security of the records to prevent their improper disclosure. (General, 2019)

ELECTRONIC COMMUNICATIONS. Written communications transmitted by electronic means, such as email, instant messaging, blogging, or other social media, also may constitute a "convening of members," depending on how the two members of a governmental body larger than four members may generally discuss the body's business without violating the open meetings law, features like "forward" and "reply to all" common in electronic mail programs deprive a sender of control over the number and identity of the recipients who eventually may have access to the sender's message. Moreover, it is quite possible that, through the use of electronic mail, a quorum of a governmental body may receive information on a subject within the body's jurisdiction on an almost real-time basis, just as they would receive it in a physical gathering of the members. (General, 2019)

23. BALLOTS, VOTES, PUBLIC COMMENTS, APPEARANCE, MEETING CONDUCT, ATTENDANCE, RECORDS, MINUTES

BALLOTS. No secret ballot may be used to determine any election or decision of a governmental body, except the election of officers of a body. For example, a body cannot vote by secret ballot to fill a vacancy on the Board. If a member of a governmental body requests that the vote of each member on a particular matter be recorded, a voice vote or a vote by a show of hands is not permissible unless the vote is unanimous and the minutes reflect who is present for the vote. A governmental body may not use email ballots to decide matters, even if the result of the vote is later ratified at a properly noticed meeting. The open meetings law requires a governmental body to create and preserve a record of all motions and roll-call votes at its meetings. This requirement applies to both open and closed sessions. Written minutes are the most common method used to comply with the requirement, but they are not the only permissible method. It can also be satisfied if the motions and roll-call votes are recorded and preserved in some other way, such as on a tape recording. As long as the body creates and preserves a record of all motions and roll-call votes, it is not required by the open meetings law to take more formal or detailed minutes of other aspects of the meeting. Other statutes outside the open meetings law, however, may prescribe particular minute-taking requirements for certain governmental bodies and officials that go beyond what is required by the open meetings law. (General, 2019)

VOTES. Provided a quorum is present and except as otherwise by law or these rules provided, the affirmative vote of a majority of the Board present shall be required to decide any matter up for consideration. If any member shall disqualify themselves to vote on any matter due to conflicts of interest or other reasons, they shall, nonetheless, be counted in determining whether a quorum is present, but the disqualification shall not decrease the number of votes required for passage of any motion, resolution, or the taking of any other action.

PUBLIC COMMENT. The presiding officer shall announce immediately before each meeting that no one will be heard unless they state their name and address. The presiding officer shall briefly explain the order of business. He/she shall have the right before the hearing to announce that each person's statement shall be limited to a specified period and that rebuttals shall be limited to a specified period, and they shall have the right to terminate any statement when the speaker's time has elapsed, or in the event of unnecessary repetition, or in the event the statement is not material or relevant.

APPEARANCE. All persons desiring to be heard shall be heard, in person or by an attorney. Withdrawal of Application. At any time before a motion to grant or refuse a request, application, or petition, the applicant may withdraw his/her request, application, or petition if applicable. Such withdrawal shall not entitle the applicant to a refund of whatever filing or publication fee he/she may have paid.

MEETING CONDUCT. Adhere to the established meeting procedures:

- Limit action on any new topic not on the agenda to the discussion, unless it is of an emergency nature. Only speak to items on the agenda.

- Keep the meeting focused and stay on time.
- Ask questions about topics being voted on.
- Suggest issues or topics be placed on the agenda for the next meeting.
- Be attentive
- Actively listen and participate
- Avoid surmising the opinions or ideas of private citizens
- Use Robert's Rules of Order.

MEETING ATTENDANCE AND PARTICIPATION. To ensure that voting members are well versed on the issues facing the Board, regular attendance is mandatory. If a Council member fails to attend three consecutive, regular meetings or fails to attend at least three-fourths of the regular meetings during the preceding twelve months, the board may request that the Common Council select another individual to serve out the commissioner's term.

MEETING RECORDS. Meetings of the Whitewater CDA are required to be video recorded per the Whitewater Transparency Enhancement Ordinance Ch 2.62. The meeting is broadcast live. In addition, the Whitewater CDA Administrative Assistant or designee, under the direction of the Executive Director, is responsible for maintaining meeting records by documenting the minutes of the proceedings at each public meeting.

MEETING MINUTES. The Administrative Assistant or designee shall take Minutes. Minutes will be ready in draft format seven (7) days after the close of the meeting.

24. DECISIONS

All final decisions by the Whitewater CDA shall be in writing and recorded as a part of the meeting Minutes of the CDA.

25. WHITEWATER CDA PERSONNEL

The economic development profession combines several professional disciplines including geography, business administration, public finance, political-economic, and urban planning. It requires a mixture of talents ranging from research, analysis, planning, organizing, and salesmanship. Practitioners in the field are often referred to as economic development generalists, officers, specialists, professionals, or simply economic developers.

The Whitewater CDA currently has two staff positions that facilitate the operations of the Whitewater CDA, an Executive Director (ED) and Administrative Assistant (AA).

Executive Director. The Executive Director is the chief administrative officer of the Whitewater CDA and shall direct, manage and supervise administrative operations, CDA Staff, programs, and technical activities.

The Executive Director is appointed by the City Manager after collaboration, discussion, and recommendation from the Whitewater CDA and Human Resources has been recognized. She/he is subject to the personnel policies of the City. The Whitewater CDA, in collaboration with City Council, shall approve the compensation of the Executive Director.

The CDA Director shall serve under the supervision of the City Manager, and receive direction and guidance from Whitewater CDA. The City Manager shall have the authority to discipline and terminate the ED after consultation and recommendation from the Whitewater CDA Board of Commissioners in a closed session.

Administrative Assistant. The Administrative Assistant shall perform such other duties and have such other powers and responsibilities necessary to complete the job. This position is under the direct supervision of the Executive Director and is not a direct report to the Whitewater CDA or City Manager.

26. EFFECTIVE BOARD & STAFF RELATIONS

People make it all happen. In local government, people are at the heart of the organization, both those that comprise the organization, and those that the organization serves. In the City of Whitewater, cooperation and communication between City employees and Commission members is expected and encouraged and can often result in better outcomes and a more rewarding experience for all involved.

To ensure that lines of positive communication remain open for all employees and volunteers, it is important to clarify some ground rules regarding communications as well as the role of staff members and Commission members.

EVERYONE IS EQUAL. All Commissioners are considered equal, including the Chairperson or president of the Commission. This means everyone on the Commission should receive the same information on a particular matter. When a staff member shares information related to the Commission business, Commissioners can be confident the same information is being shared with all Commissioners. No single member should receive “special” information on an issue. This also means that Commission members should expect the information they request on Commission business will be distributed to the entire Commission. This is the same for all Commissions.

USE OF STAFF RESOURCES. Staff time is limited. All positions within the City of Whitewater exist to provide and maintain high-quality municipal services, facilities, and infrastructure and to carry out organization priorities as determined by the Common Council. All Whitewater CDA Commissioners should be cognizant of this expectation when making requests for information about Whitewater CDA business. Requests for information are welcome and encouraged; however, all City Commissioners should first consult with the Whitewater CDA Executive Director when requests about Whitewater CDA business before requesting research that will consume significant staff time or otherwise divert limited resources to a project that falls

outside of established City of Whitewater common priorities.

EMPLOYEE CONTACT LINE OF AUTHORITY. Unless otherwise established by state statute, city ordinance, or employment agreement, all employees ultimately report to and work for the City Manager at the behest of the Common Council, and operates for the welfare and benefit of the entire city. The City Manager works for and reports to the Common Council.

Commissioners are encouraged to learn about the role of each municipal department, ask the staff questions about municipal operations, and get to know employees.

While communication is encouraged, the responsibility to direct the work of municipal employees, as well as prescribing or exacting employee discipline, is strictly the responsibility of the city manager. Therefore, if a Commissioner has a concern related to the conduct or performance of an employee, that Commissioner should address it with the City Manager.

However, if the concern were related specifically to the conduct or performance of the City Manager, the Commissioner would be encouraged to bring it to the attention of the Common Council.

COMPLAINTS REGARDING EMPLOYEE BEHAVIOR. Citizen complaints regarding employee behavior or performance should always be referred to the City Manager for investigation and resolution.

LOBBYING COMMISSION MEMBERS. Just as Commissioners should avoid directing work or taking disciplinary action for employees, employees should refrain from any action or communication that is intended to “lobby” the support of Commission members for support of a particular project, budget request, or other initiatives. This holds for department directors, managers, and general employees. If a Commission member finds herself or himself in such a position, the Commission member is encouraged to direct the employee to her/his immediate supervisor and/or department director to address the issue. Commission members are encouraged to notify the City Manager so legitimate issues can be promptly addressed.

27. COMMUNICATING WITH THE PUBLIC

The life of a public official is just that, public. Though Commissioners should feel comfortable speaking their minds and answering questions, what a Commissioner shares can have an impact on public perception of the entire municipal organization. With that in mind, here are some items to consider when communicating with residents regarding municipal issues.

REPRESENTING THE COMMISSION. No single Commissioner can individually commit the city as a whole, or their respective Commission to a position on an issue without a vote or consent of that Commission. It is inappropriate to commit to things the whole Commission may not be

aware of or approve. Commission members should refer requests for official positions on an issue to staff for review and recommendation. The matter should then be added to an agenda to obtain the Commission's official position.

COMPLAINTS FROM CITIZENS. If a Commission member receives a complaint not related to employee behavior, he/she is encouraged to share the details of the complaint and complainant contact information with City staff so that any problems can be promptly addressed.

1. **Report or Refer the Complaint:** Often the complainant is looking for an understanding ear and agreement from the Commissioner. While Commissioners are encouraged to be sensitive to the plight of the complainant, they should not attempt to promise a particular outcome or attempt an interpretation of the ordinance or policy related to the complainant's concern. Instead, Commission members should commit to passing along the information to the appropriate staff person for resolution.
2. **Avoid Sharing at Meetings.** Avoid waiting to bring up citizen complaints until the next Commission meeting. While doing so may appear to be a manner of "holding government accountable" the reality is that bringing up complaints at a public meeting can deflate staff, embarrass, or annoy other Commission members, and ultimately damage the credibility of the organization. This is all in addition to making the complainant wait to have their concern heard, thus delaying resolution.
3. **Avoid Private Disputes.** Occasionally, a Commissioner may be asked to get his/her Commission involved in what is purely a private dispute. These disputes typically include nuisance complaints, work hours for contractors, boundary line disputes, fence problems, and many other similar issues. Intercession in such matters is a drain on resources and will ultimately prove fruitless. If a Commissioner is unclear as to whether an issue is a private dispute or is within the City's jurisdiction, he/she should refer the issue to City staff so that a proper determination can be made and subsequently shared with the complainant.

MEDIA RELATIONS. Whitewater CDA Commissioners may be approached by the media and asked for commentary on a Whitewater CDA action or position on an issue. To the extent that the Common Council has taken an official action or position, the City Manager, or her/his designee will generally be the spokesperson. Whitewater CDA Commissioners however are permitted to share personal opinions with the media or reference previous public actions taken.

REPRESENT GENERAL INTERESTS. As previously stated in this manual, Commission efforts should always focus on what is best for the city as a whole. Commissioners must be careful to represent the general interests of the Whitewater CDA/City and not special interest groups.

28. MUNICIPAL LIAISONS

The Whitewater CDA Executive Director works closely with all City departments for the benefit and advancement of economic development projects.

29. OUTSIDE ASSISTANCE

The Whitewater CDA may employ or seek advice from third-party technical experts, as required in the performance of its duties and functions, within the limits of the funds available.

30. FISCAL AFFAIRS AND FINANCIAL OVERSIGHT

The Whitewater CDA is funded by its defederalized funds, special revenue funds, the City general fund, and all statutory funds available to the CDA.

The Whitewater CDA Board of Commissioners is the legal recipient of all money awarded/provided to the Whitewater CDA. This fiscal responsibility is reflected in the contracts, budgets, audits, and other financial documents presented to them for authorization or rejection at regular board meetings. It is the Commissioner's responsibility to oversee continuing judicious handling of funds through careful reading of financial reports and votes that guarantee sound fiscal policies. Several administrative devices for measuring and evaluating the local programs are available to Commissioners: the budget, financial statements, and audit reports.

The City of Whitewater hires an auditor for all City financial records and funds. The Whitewater CDA may seek third-party and independent review/advice and/or assistance as recommended/directed by the Whitewater CDA Board of Commissioners.

Further, the City agrees to provide accounting and budgeting services to the Whitewater CDA at no cost to the CDA. Specifically, the City through its Finance Department shall assist the Whitewater CDA in preparing and maintaining its financial budget consistent with Governmental Accounting Standards Board (GASB) and shall maintain a system for the CDA consistent with the City's system for receipts and disbursements.

31. WHITEWATER CDA OPERATING BUDGET

A budget shall be prepared by the Whitewater CDA and is included in the City's proposed budget for final approval from the Common Council.

32. WHITEWATER CDA ANNUAL REPORT

An Annual Report shall be prepared/reviewed/approved by the Whitewater CDA Executive Director, which summarizes its activity for the preceding calendar year on or before April 15th of the following year.

33. AUTHORIZATION

The Whitewater CDA is authorized to act as the agent of the City in planning and carrying out community development programs and activities approved by the City Manager, and Common Council under the Federal Housing and Community Development Act of 1974 and as an agent to perform all acts, except the development of the general plan of the City, which may be otherwise performed by the plan commission under Sections 66.1301 to 66.1327(3), 66.1331, 66.1337 or 66.1105 of the Wisconsin Statutes. (Ord. 61-4684 §3, 1989.)

34. EVIDENCE OF AUTHORITY

A certified copy of this chapter shall be filed with the City of Whitewater Clerk's office and shall be prima facie evidence of the Whitewater CDA's right to transact business, and such chapter shall not be subject to challenge because of any technicality. In any suit, action, or proceeding commenced against the Whitewater CDA, a certified copy of such chapter shall be deemed conclusive evidence that the Whitewater CDA is established and authorized to transact business and exercise its powers hereunder and pursuant to § 66.1335, Wis. Stats.

35. SEVERABILITY

If any provision of this chapter is invalid or unconstitutional or if the application of this chapter to any person or circumstance is invalid or unconstitutional, such invalidity or unconstitutionality shall not affect the other provisions or applications of this chapter which can be given effect without the invalid or unconstitutional provisions or applications.

36. AMENDMENT OF BY-LAWS AND RULES OF PROCEDURES

These rules may be amended from time to time upon a concurring vote of a majority of all members of the Whitewater CDA and approval of the Common Council. The By-Laws and Rules of Procedure and subsequent amendments shall be effective after adoption upon filing with the City Clerk. The general rules of procedure of the CDA shall be governed by Robert's Rules of Order where no specific statute, law, or ordinance controls.

The Whitewater CDA may adopt, amend, or repeal such bylaws or other rules or regulations not consistent with the applicable laws of this State and this Ordinance, as it deems necessary in the performance and function of its duties.

38. CONCLUSION

The purpose of this publication has been to provide Commissioners, including Common Council members, with helpful information that clarifies fundamental elements of serving in a public office for the Whitewater CDA. Commissioners are expected to read this publication, the *Handbook for Wisconsin Municipal Officials*, produced by the League of Wisconsin Municipalities, and to become familiar with the Whitewater Municipal Code of Ordinances to gain further knowledge regarding the role of public officials in Wisconsin.

REFERENCES

Council, C. o. (1983). Charter Ordinance No. #4. (p. 1). Whitewater, Wisconsin: City Clerk.

Council, C. o. (1983). Charter Ordinance No. #5. Whitewater: City Clerk.

General, W. D. (2019). Wisconsin Open Meetings Law. *Attorney General Josh Kaul* (p. 49). Madison: Wisconsin Department of Justice.

Legislature, W. S. (n.d.). 66.1335 Housing and Community Development Authorities.

Whitewater, C. o. (1983). Resolution Creating the Community Development Authority. (p. 2). Whitewater: City of Whiteater Common Council.

APPENDIX

Appendix A

Council, Charter Ordinance No. #4, 1983

Appendix B

Council, Charter Ordinance No. #5, 1983

Appendix C

Council, Charter Ordinance No. #5, 1992

Appendix D

City Code of Ethics

Appendix E

Johnson Block Fiduciary Duties: What Your Commissioners Need to Know

Appendix F

Whitewater Liability Policies

Transparency Ordinance

<https://dpi.wi.gov/pld/boards-directors/trustee-essentials-handbook>

AMENDMENTS TO THIS DOCUMENT (IN ORDER OF MOST RECENT)

Created: September 2020

Reviewed: September 2021

Adopted:

By the Whitewater Community Development Authority:

By the Whitewater City Council:

REPOSITORY

The following pages are not related to this chapter (By-Law and Rules of Procedure); they are simply a repository for CDA history, CDA policies, CDA programs, CDA financial awards, and resolution tracking.

HISTORY OF THE HOUSING AND COMMUNITY DEVELOPMENT AUTHORITY

1960. A private, non-profit stock corporation was formed called the Whitewater Development Corporation, also known as the Industrial Corporation. "Stocks" were sold for \$10.00 per share. Each person was advised that the money collected was strictly a donation to be used to promote and develop a parcel of land, so that a company could relocate to Whitewater. With the funds raised from donations, a 20-acre property was purchased and a company called Newport News was relocated here.

1968. Another 40-acre parcel was purchased by the Development Corp. and a street called Commercial Avenue was developed. This was the beginning of our current Business Park.

1970. The Development Corp. decided to deed the acquired land over to the City of Whitewater, and the City Council had to become very active in the development process. Buildings were built along Commercial Avenue in the 70's.

July 5, 1972. Resolution. Adopting the Housing Authority in pursuance of the Housing Authorities Law of the State of Wisconsin. (Appendix).

July 18, 1972. Resolution. Appointing Housing Authority members. (Appendix).

In 1979, the Whitewater Redevelopment Corporation was organized and existed under the laws of the State of Wisconsin, by Statute 66.405 (Urban Redevelopment Law).

1980. Due to the DNR Moratorium on sanitary sewer extensions, no new land could be purchased until our sewer system was expanded, so a new sewer plant was built. In the early 80's, an informal proposal for additional land acquisition was brought before the City Council. This precipitated a Council referendum creating an 18-month Moratorium on economic development activities, which virtually halted any development.

1981. A committee called the Economic Development Committee was formed to make recommendations to the Common Council regarding Whitewater's development activities. With the help of SEWRPC and Gordy Kacala, an Economic Development program was formulated to deal with development issues.

July 19, 1983. Charter Ordinance. An Ordinance Amending Resolution created the Community Development Authority. (Appendix).

1983. The City Council adopted a resolution creating the Community Development Authority (CDA), a non-profit, public development agency. The Chamber of Commerce allowed the CDA to share their office space.

July 19, 1983. Resolution. Whereas, §66.4325, Wisconsin Statutes authorize any City to adopt a resolution creating Housing and Community Development Authority. This Resolution created the Authority with powers granted by § 66.40 to 66.4325. (Appendix).

November 15, 1983. Resolution. Whereas: The Common Council of the City of Whitewater formally established a CDA pursuant to Wisconsin Statutes on July 19, 1983. (Appendix).

May 15, 1984. CDA hired an administrative assistant and was setting up an office.

November 20, 1984. Resolution. The CDA was approved to create the industrial park.

1984 & 1985 -Through efforts of CDA members and City Council directives, Whitewater was awarded a Block Grant to build the new water tower on the East side, and also a Community Development Block Grant for housing and economic development programs. A staff person, Lynn Burdick, was hired to help administer these grants funds. Two companies were awarded Urban Development Action Grant (UDAG) funds: Moksnes Manufacturing and Hawthorn Melody Incorporated.

March, 1985. The Industrial Development Commission was formed.

Unknown date, 1985. In a letter dated March 6, 1990, from the City Attorney, it is stated that Southeastern Wisconsin Regional Planning Commission (SEWRPC) created an "Overall Economic Development Plan which was adopted by the city in 1985.

1986. Two other 40-acre parcels were purchased on the other side of Commercial Avenue to expand that area. A Tax Incremental Fund (TIF) District was formed and the Business Park was formally established. In September of 1986, Perlman-Rocque, a larger company of approximately 100 employees' broke ground. An additional person, David Foster, was hired as the Economic Development Coordinator.

March 18, 1986. Resolution. The CDS shall have complete discretionary control over its financial affairs, without necessitating further Council approval or action.

August 29, 1986. Principles of Policy for Economic Development in Whitewater. (Appendix).

1987 to 1989. Three other TIF Districts were created and allowed the city to further develop infrastructure in the Business Park. Other businesses, such as Polymer Technologies and Trostel Packings Ltd, began operations in Whitewater. The Economic Development and Housing Revolving Loan Funds were now revolving back in from previous loans. Other streets in the Business Park were developed: Universal Blvd and Executive Drive.

1989. – Budget Transfer Resolution.

September 11, 1989. Resolution. CDA appointed David R. Foster to the Office of Director.

1990. A Wisconsin Development Fund Grant was received to assist the building of the Super 8 Motel along Hwy. 12 East. City Council decides to develop a subdivision on the west side called "Mound Park Acres" and creates the Ad Hoc Housing Committee.

January 2, 1990. Memo. Memo to City Council from City Manager. (Appendix).

March 6, 1990. From City Attorney, Martin Harrison. The document is in response to a request from a commission of the City Council. Subject: City Attorney's advice and guidance concerning the interrelationship of the CDA, City Council, the City Manager, and the Economic Development Director. (Appendix). Resolve: "our CDA was created with the specific intent that it remains autonomous from the City Council." "...City Council has complete authority over the CDA.... "...The Executive Director is primarily accountable to the City Manager with respect to the duties and functions he/she is fulfilling in the City."

August 21, 1990. A Resolution adopting an Overall Economic Development Program (ODEP) Plan for the City of Whitewater. A resolution adopting the City of Whitewater Citizen Participation Plan.

January 15, 1991. An ordinance amending Chapter 7.04 and renaming to "Code of Ethics."

February 28, 1992. Policy Change. CDA Citizen Membership.

July, 1992. Resolution to indicate the City of Whitewater's support for a US Highway 12 bypass around Whitewater.

1994. CDA staff begin servicing its commercial and other interest-bearing loans using available computer software.

December 27, 1994. Revenue Agreement. The City acquired lands now known as Lot 3 of Certified Survey Map. No. 2509 and has installed roadways and other utility infrastructure improvements.

1995. The CDA builds a "Spec" building to create flexible space for light industrial clients. The revolved UDAG funds were loaned to the CDA (itself) to pay for the 12,000 sq. ft. building. The results of this effort were that the CDA is able to generate income and satisfy the needs of its clients at the same time.

April 15, 1997. Staff recommendation to recognize the CDA's statutory power to acquire property via condemnation in formally approved redevelopment district.

May 20, 1997. Purchase of 52.5 acres from Irene Kreuger Estate Resolution.

December 5, 2000. Resolution modifying revenue agreement and approving sale by the CDA of property at 1215 East Universal Boulevard.

August 18, 2009. The City was awarded a grant from the United State Economic Development Authority (EDA) to assist in the funding of the Innovation Center located at 12221 Innovation

Drive, Whitewater, WI 53190. A \$750,000 payment was set to assist with the initial funding of the Innovation Center.

April 8, 2009. Consideration of action on CDA request to increase their appropriation from TID 4 by \$15,000 marketing budget by \$15,000.

June 4, 2013. CDA requests to purchase Whitewater Business Park properties.

November 16, 2020. Counter-Offer (1) to Vacant Land Offer to Purchase

December 15, 2020. Policy 601.01 Appointment of Board, Commission, and Committee Members.

CDA POLICIES

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POLICY: TRANSFERS OF RESIDUAL EQUITY

POLICY: RELATIONSHIP BETWEEN THE CDA AND THE INNOVATION CENTER

POLICY: FDIC RULES

POLICY: REPAYMENT OF 2021 CDBG CLOSEOUT PROGRAM FUNDS

POLICY: GRANTING CDA DIRECTOR ACCESS TO ALL FINANCIAL RECORDS

POLICY: REAL PROPERTY POLICY

CDA PROGRAMS

1. **Community Development Block Grant (CDBG) Housing Program.**
2. **Wisconsin Economic Development Authority Capital Catalyst Program.**
3. **USDA Façade Program.**
4. **Whitewater CDA UDAG Program.**
5. **Community Development Block Grant Housing Program.**

FINANCIAL AWARDS

Prior to November 1983, Community Development Block Grant. Mentioned in updated Resolution document.

November 15, 1983. The City of Whitewater was awarded a Community Development Block Grant (CDBG) by a grant contract dated March 9, 1983 (Appendix)

January 17, 1985. Resolution. Authorizing the submission of a Small Cities Community Development Block Grant.

August 21, 1990. Resolution. Adopting the Overall Economic Development Program (OEDP).

This plan allowed for receipt of funds from the Wisconsin Development Fund (WDF).

(Appendix).

August 21, 1990. Resolution. WDF loan not to exceed \$200,000 to Whitewater Super 8 Motel.

(Appendix).

CDA RESOLUTION TRACKING

Resolution Tracking

March 5, 1985. CDA Resolution. Whereas, the City of Whitewater CDA is a separate body politic created and existing pursuant to §66.4325 of the Wisconsin Statutes. Establishing a CDA employee and job description. (Appendix).

September 11, 1989. CDA Resolution. Whereas, establishing a position entitled “Economic Development Director of the City of Whitewater CDA.” (Appendix).

October 1, 1985. Resolution. The City of Whitewater was awarded an Urban Development Action Grant (UDAG) dated August 22, 1985. This Resolution delegates the CDA as the Administrator of the UDAG award. (Appendix).



CDA Agenda Item

Meeting Date:	July 18, 2024
Agenda Item:	Staff Concerns Regarding 108 E Main
Staff Contact (name, email, phone):	Taylor Zeinert tzeinert@whitewater-wi.gov 262-473-1048

BACKGROUND

(Enter the who, what, when, where, why)

During a routine WE Energies check Bonnie, the Office of Economic Development's Administrative Assistant, entered in 108 E Main. Bonnie was immediately alerted to a strong odor and raccoon poop upon entry. Bonnie noted that once she saw the sign of raccoon poop she left the building immediately. When Bonnie shared this with me I connected with Kevin Boehm, the Park, Recreation and Facilities Director. Kevin and I met with Dan Buckingham the head of Building Maintenance at 108 E Main.

Upon entry a strong odor of Raccoon poop and mold is present. Additionally, in one of the rooms the ceiling has fallen in. (Please see in attached photos) It was clear that raccoons are still present at the residence passed on the poop and claw marks on the walls. Dan was able to look at the roof. Upon review there is one small hole and a various rip in the membrane roof. It is clear the roof needs to be repaired.

At this time live traps have been added to the building in hopes to catch the raccoons safely. Additionally, staff have turned the electricity back on and have added fans in hopes to dry out the building. Staff has removed all of the carpet in the facility in hopes to avoid mold growing. Staff have also taken tar and covered the rips and small hole on the roof. These are temporary fixes; however, staff recommends more long lasting solutions.

Due to the property being purchased by the CDA, I wanted to connect with the governing body to see what you would like staff to do regarding the roof. Attached are several quotes the office Economic Development have received. However, I will note that this property is a floodplain. When you are doing renovation in a floodplain only 50% percentage can be spent on significant renovations. In this case our 50% percentage is \$67,700. Replacing the roof would be defined as a significant renovation.

PREVIOUS ACTIONS – COMMITTEE RECOMMENDATIONS

(Dates, committees, action taken)

N/A

FINANCIAL IMPACT

(If none, state N/A)

N/A

STAFF RECOMMENDATION

It is staff recommendation that you make a motion to contract with Badger Land Roofing to fix the roof at 108 E Main.

ATTACHMENT(S) INCLUDED

(If none, state N/A)

Photos of Damages

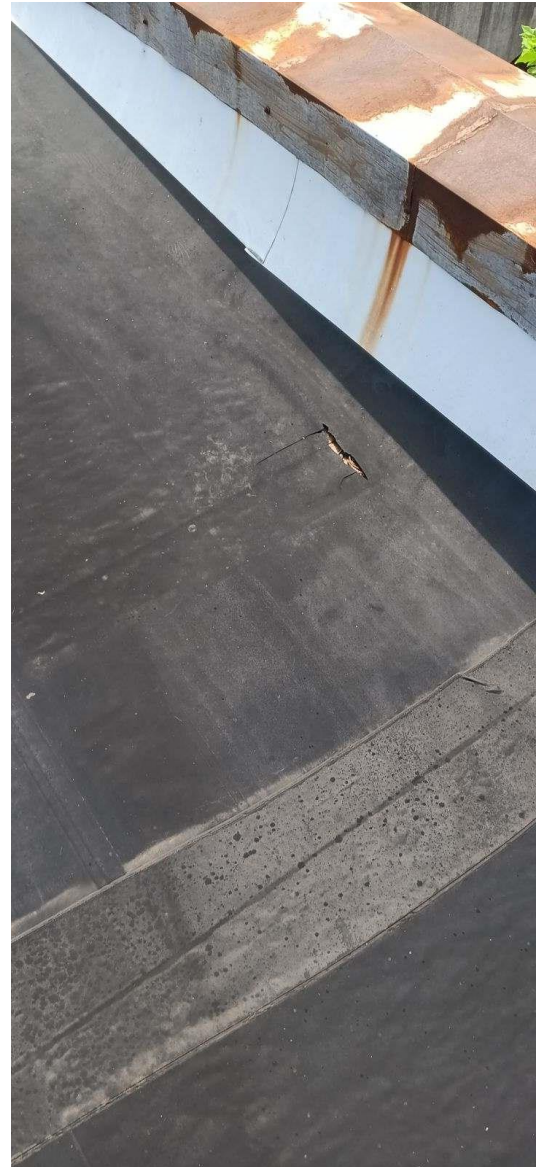
Photos of Roof

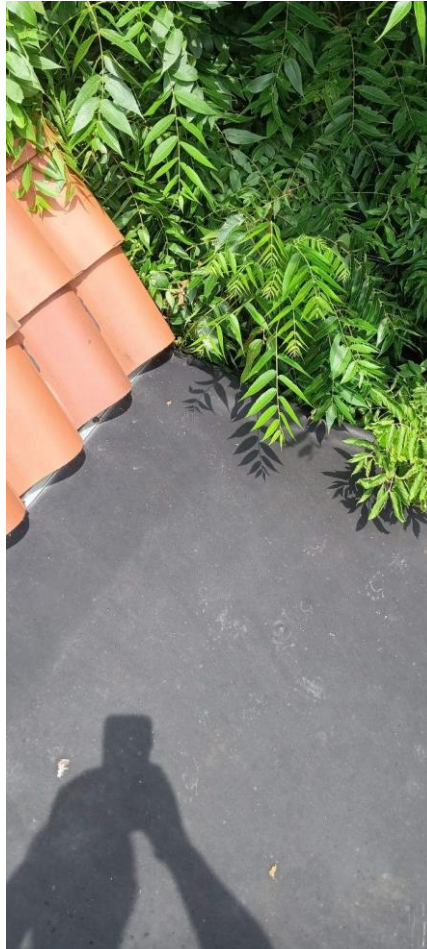
Roof Replacement Estimates

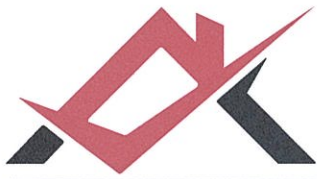












ESTIMATE

City of Whitewater
Job address 108 W Main St
(Baker Building)
Whitewater, WI

RUBBER ROOFS (complete tear offs)

- Remove & dispose of old rubber & underlayment
- Remove & dispose of old decking (sheathing)
- Install all new 1/2" OSB sheathing
- Install .06 EPDM Commercial grade
- Install plates & screws
- Install russ strips & termination bars
- Install cap metal

This quote includes both rubber roofs.

TOTAL \$28,434.44

BADGERLAND ROOFING

"Wisconsin's Single-Ply Roofing Specialists"

April 8, 2024

City of Whitewater
Attn: Ms. Bonnie Miller
312 W. Whitewater Street
Whitewater, WI 53190

bmiller@whitewater-wi.gov
262-473-0149

Bonnie,

The following are your estimated costs for installing a new **Duro-Last** roof system at 108 W. Main Street, Whitewater, WI

SCOPE OF WORK ~ Flat membrane roof section:

1. Prepare roof to accept **Duro-Last** roofing system:
 2. Any mechanical disconnects and/or reconnects need to be done by others (*if needed*):
 3. Install pre-made **Duro-Last** boots, stacks, and curb flashings around all roof penetrations:
 4. Install **Duro-Last** termination around entire outer perimeter:
 5. Install new **Duro-Last** flashings:
 6. Install one two-way breather vent per 1,000 deck sq. ft.:
 7. Install the entire roof system as per manufacturer specifications:
 8. **Provide a 20 year , 100% labor and material manufacturer's warranty upon completion:**
- This Proposal is good for 15 days.

TOTAL COST OF PROJECT... \$ 19,990.00

(Nineteen Thousand Nine Hundred Ninety Dollars)

If there is anything else you may need, please feel free to give us a call.

Sincerely,

Brad Miller

Badgerland Roofing

BM/kd

N8194 CTY RD E, Watertown, WI 53094 www.badgerlandroofing.com 920-261-9060 Fax: 920-261-8620





CDA Agenda Item

Meeting Date:	July 18, 2024
Agenda Item:	Status of Pursuing Meeper Funds
Staff Contact (name, email, phone):	Taylor Zeinert tzeinert@whitewater-wi.gov 262-473-1048

BACKGROUND

(Enter the who, what, when, where, why)

I asked Attorney Manthe to look into the possibility of pursuing any monetary funds from Liz Eversoll or Meeper LLC. This request originates from the Boy's request at the June 20, 2024 meeting. Attorney Manthe has investigated the possibility of obtaining any funds from Liz Eversoll or Meeper LLC. Below is Attorney Manthe's response:

"I had a bankruptcy attorney in my office review the various Meeper loan documents. Unfortunately, we do not believe the City can/should take any action based on the loan documents. The "secured promissory notes" refer to a general business security agreement which was not in the file. There are no uniform commercial code financing statements on file, which are required to perfect security interest. Since those were not filed, any interest in collateral would be speculative. Moreover, these entities have been dissolved for a few years now so there are no assets to recover from. Also, the statute of limitations is likely to be an issue if we were to take action. Finally, there are no personal guaranties, and without that, we cannot go after the owner, Liz Eversoll, without some evidence of wrongdoing. Given all of these factors, we believe that the City cannot do anything about the loans at this point."

PREVIOUS ACTIONS – COMMITTEE RECOMMENDATIONS

(Dates, committees, action taken)

At the June 20, 2024 meeting the CDA asked for Staff to investigate the possibility of pursuing funds related to Meeper LLC.

FINANCIAL IMPACT

(If none, state N/A)

N/A

STAFF RECOMMENDATION

At this time we don't have legal standing to attain funds from Liz Eversoll or Meeper LLC.

ATTACHMENT(S) INCLUDED

(If none, state N/A)

N/A



CDA Agenda Item

Meeting Date:	July 18, 2024
Agenda Item:	Discussion and Review CDA Rules of Procedure Handbook
Staff Contact (name, email, phone):	Taylor Zeinert tzeinert@whitewater-wi.gov 262-473-1048

BACKGROUND

(Enter the who, what, when, where, why)

At the 6/20/24 CDA meeting, the Board requested that staff bring the CDA Rules of Procedure Handbook back to the Board for review. The existing Rules of Procedure Handbook was approved by the CDA on April 28, 2022.

Staff reviewed the Handbook as approved by the Board and determined that it appeared to be “a work in progress” by a previous Economic Development Director and included references to policies that either had not been drafted or that staff could not locate.

PREVIOUS ACTIONS – COMMITTEE RECOMMENDATIONS

(Dates, committees, action taken)

Staff reviewed the Handbook and attempted to identify, organize and insert documents referenced as an Appendix/Exhibit within the Handbook.

FINANCIAL IMPACT

(If none, state N/A)

N/A

STAFF RECOMMENDATION

Staff recommends that the Board review and discuss potential updates to the CDA Rules of Procedure Handbook

ATTACHMENT(S) INCLUDED

(If none, state N/A)

CDA Rules of Procedure (Redlined Version 07-12-2024)

Community Development Authority of the City of Whitewater



Rules of Procedure



EST. 1972

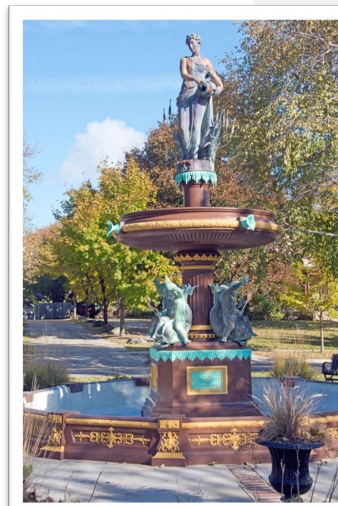
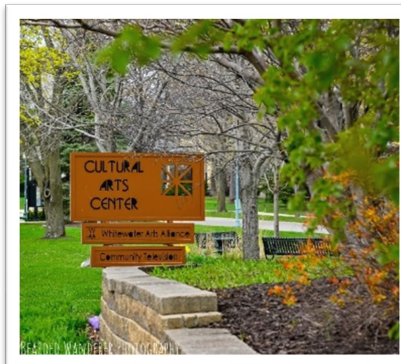
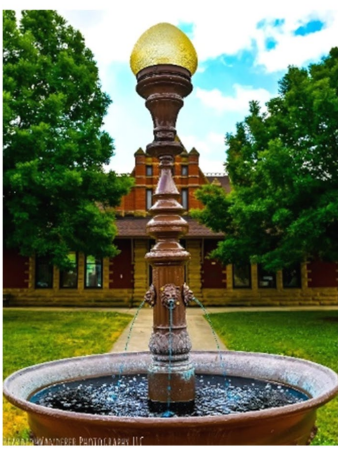


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1. OVERVIEW OF COMMUNITY ECONOMIC DEVELOPMENT

Community Economic Development (CED) or Local Economic Development (LED) is a community-driven process where communities identify and initiate their solutions to economic, social, and environmental issues to build healthy, economically viable communities. CED contains principles and goals based on a grassroots approach. This deliberate approach has a direct influence on the local economy and quality of life for its residents.

The CED process is committed to longitudinal methods that support the community. To be successful a Community Development Authority must be supported by key community leaders, social groups, organizations, its residents, and institutions that are committed to investing in the community for positive city-wide changes for the benefit of the entire community. Success depends on many things: people willing to get involved, knowledge and skill of the leaders, motivated and effective community and political leadership, community spirit, community culture, and entrepreneurial/community vitality and ingenuity.

2. WHITEWATER CDA MISSION

The Whitewater CDA is devoted to growing and sustaining our city's vibrant economy and providing an outstanding quality of life for its residences. We are dedicated to supporting the lifestyle needs, ideas, trends, and integrity of our 21-century community, workforce, and businesses through first-class assistance from the Whitewater CDA. The CDA is committed to maintaining an economically healthy community for its residents, and businesses while taking a steadfast approach to building an economically healthy community for its residents, and businesses while maintaining a steadfast focus on the quality of life for our citizens. The CDA focuses on quality business recruitment, retention, expansion, and housing.

3. POLICY STATEMENT

It is the policy of the Community Development Authority of the City of Whitewater (Whitewater CDA and/or CDA) to promote business sustainability and growth, housing and community development, and increased tax base throughout the entire City of Whitewater. In addition, the CDA is responsible for: providing and retaining gainful employment opportunities for citizens of the City and its region; quality attainable housing; and stimulating the flow of investment capital into the City. Further, the CDA and Common Council work together for the creation and management of Tax Incremental Districts, the general economic health of the city by preventing and eliminating blight, substandard, and deteriorated areas and properties through the utilization of all means appropriate. This encourages well-planned, integrated, stable, safe,

and healthful neighborhoods, the provision of healthful homes, a decent living environment, and adequate places of employment for the people of the City of Whitewater and the region.

4. CREATION BY CHARTER ORDINANCE

In July 1983, the City of Whitewater, pursuant to §66.4325 of the Wisconsin Statutes (entitled, "Housing and Community Development Authorities"), created a housing and community authority, which is known as the "Community Development Authority of the City of Whitewater" (Whitewater CDA). The Whitewater CDA is deemed to be a separate body politic as outlined in §66.4325, Wisconsin Statutes, and may act as an agent of the city in exercising necessary public powers and having all the powers, duties, and functions conferred on housing authorities, redevelopment authorities, and housing and community development authorities by applicable law. (Whitewater, 1983) (Appendix A)

5. DEFINITION

By Wisconsin Statute §66.1335 the Community Development Authority of the City of Whitewater is a separate body politic for the purpose of carrying out blight elimination, slum clearance, urban renewal programs and projects, and housing projects. The city Ordinance creating the Housing and Community Development Authority also gives the Whitewater CDA authority to act as the agent of the city in planning and carrying out community development programs and activities approved by the City Manager and Common Council. The Community Development Authority of the City of Whitewater is authorized under the Federal Housing and Community Development Act of 1974 as an agent to perform all acts, except the development of the general plan of the city, which may be otherwise performed by the planning commission under Wisconsin Statutes §66.1105 (entitled, "Tax increment law"), §66.1301 (entitled, "Urban redevelopment") to §66.1329 (entitled, "Urban redevelopment; enforcement of duties"), §66.1331 (entitled, "Blighted area law") or §66.1337 (entitled, "Urban renewal"). (Legislature)

6. GENERAL RULES BY STATUTE, ORDINANCE, OR RESOLUTION

The Whitewater CDA shall be governed and controlled by: Statutes of the State of Wisconsin, and as the same may hereafter be amended; all ordinances of the City of Whitewater as they relate to the Whitewater CDA, and as such ordinances may hereafter be amended and adopted; and by the By-Laws and Rules of Procedure set forth herein. All provisions of the Wisconsin Statutes, ordinances, or resolutions of the City of Whitewater as may be enacted from time to time, shall take precedence over these By-Laws and Rules of Procedure.

7. WHITEWATER CDA GOVERNANCE

The Whitewater CDA is governed by a Board of Commissioners, for the economic benefit, and economic health of the entire City of Whitewater, its residents, and businesses. The Whitewater CDA is a separate body politic that operates at its discretion, except by statutory authority or identified matters that shall receive approval from the Common Council. The Whitewater CDA was created at the behest of the Common Council and operates for the welfare and benefit of the entire city.

8. WHITEWATER CDA POWERS, PURPOSE, DUTIES, AND AUTHORITY

POWERS. The Whitewater CDA shall have all powers, duties, and functions set out in Wis. Stat. §66.1201 (entitled “Housing authorities”) and §66.1333 (entitled “Blight elimination and slum clearance”) of the Wisconsin Statutes for housing and redevelopment authorities. As to all housing projects initiated by the Whitewater CDA, it shall proceed under §§66.1105 (entitled “Tax increment law”), 66.1301 (entitled “Urban redevelopment”) to 66.1329 (entitled “Urban redevelopment; enforcement of duties”), 66.1331 (entitled “Blighted area law”), 66.1333 (entitled “Blight elimination and slum clearance”) or 66.1337 (entitled “Urban renewal”) as determined appropriate by the Common Council on a project by project basis.

As to all Whitewater CDA programs and activities that are undertaken by the city under the Federal Housing and Community Development Act of 1974, the Whitewater CDA shall proceed under all applicable laws and ordinances not inconsistent with the laws of the State of Wisconsin. In addition, the Whitewater CDA shall act as agent of the City of Whitewater to perform all acts, except the development of the general plan of the city, which may otherwise be performed by the planning commission. Wisconsin Statutes §§66.1105 (entitled, “Tax increment law”), 66.1301 (entitled, “Urban redevelopment”) to 66.1329 (entitled, “Urban redevelopment; enforcement of duties”), 66.1331 (entitled, “Blighted area law”) or 66.1337 (entitled, “Urban renewal”). (Legislature).

PURPOSE. The Whitewater CDA is a municipal entity that strategizes to implement local initiatives and trends, address community topics and concerns, and pursue opportunities that support community-wide prosperity. We encourage residents, organizations, stakeholders, and the community to work together towards common goals. Our key functions are to support initiatives that foster affordable housing, household stability, entrepreneurship, innovation, business attraction, retention, and expansion, reinforce our vision, commit to our values, and carry out our mission.

DUTIES. The CDA shall exercise all powers conferred and perform all duties imposed by state statute, policies and/or local ordinances of the City of Whitewater. Further duties are to facilitate borrowing for infrastructure and acquisition costs related to redevelopment projects in the Tax Incremental Finance (TIF) Districts as well as reviewing and providing direction on specific redevelopment proposals in these areas. The CDA has the authority to sell and refinance debt relating to TIF Districts utilizing the issuance and sale of bonds.

AUTHORITY. The Whitewater CDA has the authority of Wisconsin Statute §66.1335. In addition to its statutory powers, the Whitewater CDA with Common Council approval is authorized, within the limits of funds available, and Common Council approval for such purposes, but are not limited, to:

1. Acquire land, buildings, or equipment.
2. Sell, lease, encumber, or retain and manage property acquired.
3. Issue bonds, incur debt, invest funds.
4. Hire third-party consultants.
5. Expenditure of funds over \$10,000 and expenditure of any funds not designated in a CDA account to follow city procurement process.
6. Exercise of eminent domain.
7. Amend, delete, or add to By-Laws and Rules of Procedures.
8. Prepare CDA budget for recommendation to Common Council.
9. Provide recommendations for inclusion in the City of Whitewater Comprehensive Plan and provide revisions.
10. Provide recommendations on redevelopment, and planning, and zoning.
11. Evaluate and prepare Tax Incremental District(s) (TID) project plans and financial projections. Prepare annual report of projections of TID expenditures, revenues, and other TID-related CDA programs or initiatives.
12. Prepare and implement Tax Increment District (TID) financial management guidelines.
13. Preparation and implementation of redevelopment assistance criteria, including the recommendation of developer agreements for specific projects.
14. Preparation and administration of the business and developer recruitment and retention assistance activities, as well as CDA-approved programs.
15. Act as City of Whitewater's Housing Authority.
16. The Whitewater CDA is a separate body-politic, which is integrated into the city's departmental structure. The CDA may call upon departmental support, board, commission, or agency of the City for assistance and cooperation in the performance of the Whitewater CDA's duties and functions. All-City departments, boards, commissions, and agencies are hereby authorized and directed to cooperate with and furnish assistance to the Whitewater CDA in the performance of the CDA's duties and functions.
17. Work with business, education, government, labor, and citizens to:
 - a. Retain and expand existing business and commercial enterprises within the City.
 - b. Recruit new businesses and encourage the expansion and diversification of business and commercial enterprises within the City to expand local employment opportunities and the tax base.
 - c. Foster and facilitate economic development activities through cooperative efforts with area organizations, adjoining municipalities, the county, and the state.
 - d. Assist new and existing businesses through programs and resources which facilitate quality growth and development within the City.
 - e. Publicize and promote the business, employment, residential, educational, and recreational opportunities available in the City.

- f. Foster, develop, and enhance a sense of community, a positive community image, and civic pride.
- 18. The Community Development Authority has the power to purchase and sell property with the consent of the City Council. With consent, the chair (or the chair's designee) shall have the power to sign all documents required for the purchase and sale of such property.
- 19. Prepare and periodically update an economic development plan and development strategy for use by the City Manager and Common Council. In formulating the said plan, the Whitewater CDA shall monitor and evaluate economic conditions in the City, identify economic problem areas, and prioritize any economic solutions identified.
- 20. Consider alternative approaches to improving economic deficiencies in the City in problem areas identified.
- 21. Recommend specific programs and projects to allocate available City resources among the elements of the City's economic development effort.
- 22. Recommend items for inclusion in the annual City budget to implement the development strategy adopted by the Common Council.

9. COMMISSIONER APPOINTMENTS, COMPOSITION, OCCURRENCE AND TERM

Pursuant to the City of Whitewater Charter Ordinance No. 5 (Appendix B), the Whitewater CDA is required to follow Wisconsin Statutes which require the composition of seven (7) members to its Board. Members of the Whitewater CDA Board shall consist of seven resident persons having sufficient ability and experience in the fields of urban renewal, community development, and housing, as commissioners of the Whitewater CDA. These persons shall be known as Commissioners of the Whitewater CDA. (Council, Charter Ordinance No. #5, 1983) (Appendix B)

APPOINTMENT. Common Council of the City of Whitewater shall appoint seven (7) "resident persons having sufficient ability and experience in the field of urban renewal, community development, and housing, as commissioner of the CDA (§66.1335 (2))."

CRITERIA FOR THE APPOINTMENT. When considering applicants for appointment to the Whitewater CDA, the City manager will consult with the CDA Executive Director looking at a variety of factors that includes, but is not limited to the following:

1. **Availability:** Regular attendance at commission meetings is mandatory. If a commissioner member fails to attend three consecutive regular meetings or fails to attend at least three-fourths of the regular meetings during the preceding 12 months, s/he may be replaced.
2. **Training:** Economic Development 101 training for economic development commissioners. Commissioners must attend this course sometime within their first 6 months after appointment.
3. **Several Previous Terms (Incumbents):** No member of any commission (non-council member) can serve for more than one consecutive four (4) year term. If an applicant has fulfilled their first consecutive term, s/he must have been off said commission for one four (4) term before reapplying for an appointment. (§66.1335 (2b))."

4. **Knowledge and Life Experience:** Relevant life experience, whether personal or professional, can provide added value to the composition of a commission and is often viewed favorably in the selection process.
5. **References:** References are an important resource in helping to identify applicant strengths and weaknesses as part of the selection process
6. **Residency:** The Whitewater CDA requires residence within the municipal limits of the City of Whitewater.

COMPOSITION. Two (2) of the commissioners shall be members of the Common Council and shall serve during their term of office as Council members. Five (5) of the commissioners shall be resident members of the public, and shall serve 4 years or until their successor(s) is appointed and qualifies (§66.1335 (2b)).” ((Council, Charter Ordinance No. #4, 1983) (Amended Charter Ordinance No. #4, 2021)).

OCCURRENCE. Individual commission appointments occur annually, typically at the first Common Council meeting following the Spring Election. However, due to unexpected vacancies or resignations, appointments can occur at any time throughout the year.

TERM. There are seven (7) seats on the Whitewater CDA Board of Commissioners. Two (2) Common Council members shall serve the Whitewater CDA Board, and are appointed annually during Common Council commission appointment. The two Common Council members may only serve during their term of Common Council office. Five (5) non-council members shall serve four (4) years and until their successors are appointed and qualified.

10. COMMISSIONER VACANCIES

VACANCIES. Vacancies on the board are never considered cause to delay program activities. On a seven-member Board, four Commissioners shall constitute a quorum to conduct business. The open seat shall be filled for the unexpired term and appointed during the normal selection period.

The process for filling commission vacancies is as follows:

- Vacancies are announced via the City website, social media, and the official newspaper before any appointment being made.
- A standard application form shall be provided in electronic and hard copy for use by all applicants (including incumbents wishing to be reappointed).
- Once applications are received, they are compiled by the City Clerk and delivered to the City Manager and Common Council President for review.
- The Whitewater CDA president, Executive Director, and City Manager review applications and arrange for face-to-face meetings with applicants. If schedules do not permit a face-to-face meeting, this step can be completed by phone or web conference.
- The Whitewater CDA President, CDA Executive Director, and City manager convene to discuss applicants and select candidates for recommendation to

the Common Council. Recommended appointments are placed on the agenda for the next Common Council meeting for approval.

- The Common Council deliberates on the recommended appointments and approves or denies the appointments.
- Individuals who have been successfully appointed to a commission are then contacted by the City Manager's designee and a date is set for orientation.
- The new commission member attends a commission member orientation as soon as possible following appointment.

11. COMMISSIONER COMPENSATION AND REIMBURSEMENT

The Commissioners shall receive no compensation for their services, but shall be entitled to reimbursement for their actual and necessary expenses, including reasonable local travel expenses incurred in the discharge of their duties.

Commissioners must receive prior approval from the Whitewater CDA Board for their reimbursable activities. Wisconsin Statute §66.1335 (2)(d)

12. COMMISSIONER ROLES

PRESIDING OFFICERS. The presiding officer of the CDA shall be designated as the chairperson and shall be elected annually by the CDA. To act in the absence of the chairperson, the CDA shall elect a vice-chairperson to preside at meetings. The presiding officer shall preside at all meetings of the CDA and shall have the right to vote and make motions; shall rule on matters of procedure, subject to appeal from such rulings by proper motion; shall conduct the meetings in accordance with the rules of the by-laws and appropriate laws, shall have such powers and duties as may be necessary for the conduct of orderly meetings, and such other powers and duties as herein assigned to her/him, or as may be assigned to her/him.

Chairperson and vice-chairperson are voted on by the majority vote of the commissioners at the first meeting in April annually. The Community Development Director shall not be a commissioner of the Whitewater CDA but shall act as its Executive Director (ED).

The Chairperson is granted governance of the following accepted board practices:

- **Facilitator** – The Chairperson must be viewed as a facilitator, rather than a controller, of Board Meetings. He or she begins the meetings on time, directs the Board through the agenda, and attempts to adjourn the meeting on schedule. As the facilitator, the Chairperson/President ensures that all Commissioners have the opportunity for fair participation, attempts to make sure all sides are heard, and moves the Board to act on the issues.
- **Liaison** – The Chairperson must be able to communicate the Board's needs and concerns to the ED and vice versa. In addition, the Chairperson/President offers personal support and counsel to the ED and acts as his/her sounding board.

- **Team-builder** – The Chairperson/President must foster structure among Commissioners. When this cooperation is endangered, he or she must mediate, counsel, and discipline fellow commissioners to keep the team intact to achieve needed cooperation. The Chairperson must mediate so that all work is directed to the mission of the agency.

VICE-CHAIRPERSON. The Whitewater CDA shall elect a vice-chairperson to act in the absence of the Chairperson and preside at the meeting. The vice-chairperson shall have the right to vote and make motions; shall rule on matters of procedure, subject to appeal from such rulings by proper motion; shall conduct the meetings by these rules; shall have such powers and duties as may be necessary for the conduct of orderly meetings; and such other powers and duties as assigned to the Chairperson, or as may be assigned to the Chairperson.

In the event of absence of the Chair and Vice-Chair, the longest-tenured Commissioner serving on the Whitewater CDA in attendance shall preside over the meetings.

TREASURER. The Whitewater CDA does not elect to hold a seat for Treasurer. This task is fulfilled by the City Finance Director.

SECRETARY. The Executive Director or designee shall serve the Whitewater CDA as its secretary. These duties include handling agendas, minutes, correspondence, and clerical work of the Whitewater CDA; to keep accurate notes of all matters coming before the Whitewater CDA; to receive and file all communications, applications, requests, and any documents directed to the Whitewater CDA; to mark each document so received with the official filing stamp of the Whitewater CDA; to publish or mail, as the case may be, all notices and advertisements required by law or as directed by the Whitewater CDA; to prepare, post to the City website, and mail when applicable to each member of the Whitewater CDA not later than the ~~Friday~~ Monday before the meeting, a completed board packet. The secretary may utilize such members of the City staff to accomplish these tasks.

Example of roles

OPERATION	BOARD ROLE	EXECUTIVE DIRECTOR ROLE
Day-to-Day Operations	No Role	Makes All Decisions
Budget	Approves	Develops & Recommends
Routine Monthly Expenditures	Monitors	Establishes & Carries Out
Development of Policy	Adopts & Monitors	Recommends & Carries Out
Billing, Credit, & Collections	Monitors	Recommends & Carries Out
Hires, Directs, & Evaluates Staff	Co-Approval	Recommendation to City Manager
Staff Grievances	Report to City Manager	None if pertains to ED, ED if other Staff
Staff Salaries	Co-Approval	Recommendation to City Manager
Evaluating Staff	Evaluates the Executive Director	Recommendation to City Manager

13. RESPONSIBILITIES AND EFFECTIVENESS OF COMMISSIONERS

RESPONSIBILITIES. The areas of responsibility for Commissioners include:

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- Making decisions that are in the best interest of the Whitewater CDA, and serving as an advocate and steward for the Whitewater CDA, and City as a whole.
- Setting policy in partnership with Common Council for the operation of the Whitewater CDA. Policies are very important, as they will ensure that the Whitewater CDA is run in an effective, efficient, ethical, and legal manner. These policies will provide direction for the Whitewater CDA, reflect the values of the board, and comply with applicable federal, state, and local laws and regulations.
- Although a Commissioner does not have direct responsibility for the daily income and expenses, they do monitor the financials of the Whitewater CDA by reviewing monthly financial statements and have fiduciary duties to the CDA.
- Setting long and short-range goals with input from the ED and Common Council. These goals will determine the direction for the Whitewater CDA.

EFFECTIVENESS. The areas of effectiveness for Commissioners include:

- Demonstrate knowledge of the purpose, goals, policies, programs, services, financials, and needs of the Whitewater CDA.
- Be Informed: Endeavor to read the packet material provided before each meeting, keep informed on all local, state, and national developments of significance, and arrive at each meeting prepared to conduct CDA business in a meaningful manner.
- Avoid Gossip: Discourage and avoid the spread of gossip, which can undermine the public process, and damage CDA efforts.
- Maintain Confidentiality: Respect and maintain the confidentiality of information that cannot be disclosed (i.e. information from a closed or executive session) by not divulging said information at any time while outside of a closed or executive session. In all ways protect and maintain the security of confidential records.
- Seek No Personal Advantage: Public officials, especially those that are elected or appointed, stand as agents of the public purpose and should conduct themselves in an open, fair, and impartial manner. When it comes to municipal rules, laws, or services, do not seek special treatment for others, such as neighbors, friends, coworkers, employers, or family. Do not use the municipality or any part of a municipal program for personal advantage or for the advantage of others. Strive to live and serve in a manner that is above reproach and avoid the appearance of impropriety.
- Avoid making decisions or judgments based on information received solely from individuals or outside groups.
- Demonstrate knowledge of conducting a board meeting via Roberts Rules and knowledge of the Wisconsin Open Meetings Law (WI. Stat. 19.81-19.98)
- Deal honestly and fairly in all matters related to the Whitewater CDA
- Be an advocate in the entire community for the Whitewater CDA
- Commissioners should never discuss actions, decisions, staff, or any aspect of the Whitewater CDA negatively with outside individuals or groups.
- Refrain from getting involved with the day-to-day operations
- Uphold the Democratic Process: Perform duties with diligence and by the rules of order established by the Common Council, board, commission, or commission

conducting business. Recognize that the authority to take formal action to direct or recommend rests with the Common Council or its designated commission in legal session and not with any individual members of said bodies. Public officials may express opposition to an action made by their respective commission(s). However, do not publicly criticize individual commission members or the commission as a whole for said action when the action has been properly presented, voted on, and passed by a majority vote. Ensure that citizen involvement and citizen opinions regarding public policy issues are fully considered.

14. DISCOVERY

DISCOVERY. If the Board discovers something that the Executive Director is doing that they do not like, or if they have received a complaint, they should sit down and discuss this with him/her first. While the Commissioners should be sensitive to the public, they should not allow others to bypass the Executive Director. He/she, not the Commissioners, is ultimately responsible for the daily operations of the Whitewater CDA and should be given a chance to handle the issue at hand. This also pertains to staff issues. It is the responsibility of the Executive Director to oversee the daily operations of the department, to advise on the processes of hiring, terminating, supervising, evaluating, promoting, etc. the staff. All employee complaints, grievances, etc. should be brought to the Executive Director and not the Commissioners to be handled according to the City of Whitewater's established grievance policy.

The Commissioners and the Executive Director work as a team. It is the Board's responsibility to support the Executive Director and it is the Executive Director's responsibility to inform and advise the Board. The Commissioners provide support by providing direction and good policies. The Executive Director has the authority to carry out the Board's plans and is the manager of the operations.

15. COMMISSIONERS SHOULD NOT:

- Hold meetings individually with constituents. If either the staff or clients contact a commissioner, they should be reminded of the chain of command and be encouraged to talk with the Executive Director.
- Make deals on behalf of the Whitewater CDA.
- Contact vendors, contractors, or agents.
- Be a spectator at meetings; participation is required from all who sit on the Board.
- Interfere in the day-to-day operations of the Whitewater CDA.

- Criticize the Whitewater CDA operations or staff to the press or other outside individuals or groups. Any concerns should be discussed with the Executive Director and brought before the Board when applicable in closed sessions only.
- Discuss Whitewater CDA business outside of the Whitewater CDA board meeting.
- No Commissioner shall accept any gift(s) whether in the form of service, loan, item, or promise, from any person which may tend to impair his/her independence of judgment or action in the performance of his/her duties or provide in the discharge of his/her duties any improper favor, service, or item of value. (Gifts received by a Commissioner under unusual circumstances should be referred to the Ethics Commission within ten (10) days of receipt for recommended disposition.) EXCEPTION: Advertising or promotional items having a value of ten dollars (\$10.00) or less per gift are exempt.
- No Commissioner may solicit or accept, either directly or indirectly, from any person or organization, money, or anything of value if it could reasonably be expected to influence the Commissioner's official actions or judgments or be considered a reward for any action or inaction on the part of the Commissioner.
- A Commissioner is not to accept hospitality if, after consideration of the surrounding circumstances, it could reasonably be concluded that such hospitality would not be extended were it not for the fact that the guest, or a member of the guest's immediate family, was a Commissioner.
- Representing Private Interest Before City Agencies or Courts - No Commissioner shall appear on behalf of any private person (other than him or herself, his/her spouse, or minor children) before any City Agency, Board, Commission, or the Common Council if the Commissioner or any Board, Commission, or Commission of which the commissioner is a member has any jurisdiction, discretion, or control over the matter which is the subject of such representation.
- Ad Hoc Commission Exception – No violation of this Section shall exist, however, where an individual serve on an ad hoc commission charged with the responsibility or addressing an issue or topic in which that individual or the Commissioner or client of that individual, has an interest so long as the individual discloses to the ad hoc commission that such interest exists.
- Contracts with the City – No Commissioner who in his/her official capacity participates in the making of a contract in which he/she has a private pecuniary interest, direct or indirect, or performs regarding that contract with some function requiring the exercise of discretion on his/her part, shall enter into any contract with the City unless it falls within the confines of WI State Statutes or the following: The contract is awarded through a process of public notice and competitive bidding or the Common Council waives the requirement of this section after determining that this is the best interest of

the City to do so. Or, the contract is for the designation of a public depository of public funds.

- Any Commissioner who has a financial or personal interest in any proposed legislative action of the Common Council or any Board, Commission, or Commission upon which the Commissioner has any influence or input or of which the Commissioner is a member that is to make a recommendation or decision upon any item which is the subject of the proposed legislative action shall disclose on the records of the Common Council or the appropriate Board, or Commission the nature and extent of such interest.

16. COMMISSIONER'S FIDUCIARY DUTIES (Appendix E)

FIDUCIARY DUTIES. Not-for-profit Commissioners — whether compensated or not — have a fiduciary duty to protect the financial health and integrity of the Whitewater CDA. In general, a fiduciary has three primary responsibilities:

1. **Duty of Care.** Commissioners must exercise reasonable care in overseeing the organization's financial and operational activities. Although disengaged from day-to-day affairs, they should understand its mission, programs, and structure, make informed decisions, and consult others — including outside experts — when appropriate.
2. **Duty of loyalty.** Commissioners must act solely in the best interests of the organization and its constituents, and not for personal gain.
3. **Duty of obedience.** Commissioners must act by the organization's mission, charter and bylaws, and any applicable state or federal laws.

Commissioners who violate these duties may be held personally liable for any financial harm the organization suffers as a result.

One of the most challenging — but critical — components of fiduciary duty is the obligation to avoid conflicts of interest. In general, a conflict of interest exists when an organization does business with a Commissioner, an entity in which a Commissioner has a financial interest or another company or organization for which a Commissioner serves as a director or trustee. To avoid even the appearance of impropriety, the applicable nonprofit should also treat a transaction as a conflict of interest if it involves a Commissioner's spouse or other family members, or an entity in which a spouse or family member has a financial interest.

The key to dealing with conflicts of interest, whether real or perceived, is disclosure. The Commissioner involved should disclose the relevant facts to the board and abstain from any discussion or vote on the issue — unless the board determines that he or she may participate.

17. COMMISSIONER D & O INSURANCE

Refer to Appendix F.

18. NON-DISCLOSURE AGREEMENT

A non-disclosure agreement (NDA) is an agreement in contract law that certain information will remain confidential. As such, an NDA binds a person who has signed it and prevents them from discussing any information included in the contract with any non-authorized party. NDAs are commonly used to protect trade secrets, client information, and other sensitive or valuable information.

19. COMMISSIONER'S CODE OF ETHICS (Appendix G)

Because the City of Whitewater believes strongly in good government, the City Council has passed an ordinance that provides that the business of the City, and thus the conduct of its Commissioners, be ethical. This means that Whitewater CDA Commissioners must be impartial and responsible to the citizens of Whitewater and decisions and policies are best made through the proper channels of open government. This also means that public Commissioners should not use their positions for personal gain. The City of Whitewater wants its citizens to have confidence in the integrity of its government. The City of Whitewater has created an Ethics Commission that through due process handles complaints regarding ethics violations.

The following is a listing of guidelines that establish ethical standards for Commissioners:

1. Responsibility of Public Office - Commissioners are bound to uphold the law and to observe the highest standards of law in the exercise of the duties of their positions. They should faithfully discharge their duties without bias and they must put the public interest first at all times.
2. Dedicated Service- Commissioners should be loyal to the objectives expressed by the voters and the programs developed to attain these objectives. Commissioners shall adhere to the rules of work and performance established as the standard for their positions.
3. Fair and Equal Treatment – No Commissioner shall request or permit the unauthorized use of City-owned vehicles, equipment, materials, or property for personal convenience or profit. No Commissioner shall grant any special consideration, treatment, or advantage to any citizen beyond that which is available to every other citizen.
4. Conflict of Interest – No Commissioner shall in the discharge of their duties be involved in any business or transaction directly or indirectly in which they have a financial or personal interest.

When to Recuse Oneself

1. While the full code of ethics as outlined in the ordinance is at the end of this manual, the subject of recusing oneself is useful here, too. To recuse oneself from a discussion essentially means to remove oneself from the discussion to avoid a

conflict of interest.

2. Public officials should recuse themselves from the discussion when there is a clear conflict of interest. In such cases, recusal does not just mean abstaining from a vote but means instead stepping away from the discussion completely.

When a public official recuses himself or herself from discussion and action on a particular topic, the recusal is noted in the minutes of the meeting. In most cases, it is appropriate, though not required, for the recused public official to leave the room where public discussion is taking place to ensure that s/he cannot influence the discussion or final action in any way.

- Specific Conflicts Enumerated – No Commissioner shall engage in or accept private employment or render any service for private interest when such employment or service is incompatible with the proper discharge of official duties or would tend to impair the independence of judgment or action in the performance of official duties (unless otherwise permitted by law and unless disclosure is made as hereinafter provided).
- Disclosure of Confidential Information – No Commissioner shall without proper authorization, disclose confidential information concerning the property, government, or affairs of the City, nor shall such information be used to advantage the financial or other private interests of the commissioner or others.

20. REMOVAL OF COMMISSIONER

A Commissioner may be removed from office by a recommendation from the Whitewater CDA Board of Commissioners, and approved by the City of Whitewater Common Council for incompetency, inefficiency, failure to attend meetings, neglect of duty, or official misconduct, at the pleasure of, or malfeasance of office. The Commissioner shall be removed only after he/she has been notified in writing of the charge(s) at least 10 days before the hearing thereon, and has had an opportunity to be heard in person. In the event of the removal of any Commissioner, a record of the proceedings, together with the charge(s) and findings thereon, shall be filed in the office of the City Clerk. To the extent applicable, the provisions of Wisconsin Statute §17.12 (entitled, "Removal and suspension of city officers") relating to removal for cause shall apply to any such removal.

21. COMMISSION MEETINGS

All meetings of the Whitewater CDA shall be held in compliance with the provisions of the Open Meetings Law of the State of Wisconsin §19.81 (entitled, "Open meeting of governmental bodies") (General, 2019). The law intends to ensure that council action and deliberation is conducted openly. All regular and special meetings must be publicly noticed with an agenda that includes a specified time and date in advance of the meeting.

PACKET MATERIALS. In general, meeting materials are provided in advance of every meeting. Hard copies of meeting materials are usually distributed four days in advance of the meeting. Commissioners are expected to review meeting materials provided in the packet before the meeting so that they can more effectively contribute to the discussion for each item on the agenda.

RULES OF ORDER. *Robert's Rules of Order* serves as a general guideline for setting meeting procedures. Specific details regarding the conducting of meetings can be found in the Whitewater Municipal Code of Ordinances, Chapter 2.08.

SETTING THE AGENDA. The Executive Director or designee shall prepare the agenda with input from the chairperson. Commissioners may submit agenda item(s) at least five (5) days in advance of the scheduled publishing of the meeting. No other business shall be discussed at a meeting other than agenda items. The agenda is published the Friday preceding, and no later than the Monday before the regularly scheduled meeting.

REGULAR MEETINGS. Regular meetings are held monthly at a designated location as published. Meetings may be held virtually as needed. All meetings are open to the public, however certain agenda items may require closed session negotiations, which are not open to the public, and are labeled as such.

QUORUM. Four Commissioners shall constitute a quorum and the presiding officer shall be included in such a count to conduct its business and exercise its powers. Teleconferencing/virtual members shall be considered present and may count towards a quorum; and, teleconferencing/virtual members may participate in meeting discussion and vote. Action may be taken by the Whitewater CDA upon the affirmative vote of a majority of the Commissioners present at any meeting.

SPECIAL MEETINGS. Special meetings may be set at a regular meeting by the majority of the CDA, or the Chairperson whenever in their judgment such a meeting is necessary. The Chairperson shall call such a special meeting whenever they are requested to do so by at least four (4) members of the CDA in writing to the ED. Any business which could be done at a regular meeting may be done at such a special meeting.

When at all possible, municipal commissions, should endeavor to conduct business during regular meetings. However, circumstances may, at times, call for a meeting outside of the regular meeting schedule. These meetings are referred to as "special meetings." When circumstances warrant a special meeting, the staff person responsible for the Commission should work with the Commission Chairperson to establish a meeting time when a majority of Commission members can attend. Posting of the special meeting must comply with the requirements outlined in the Whitewater Transparency Enhancement Ordinance (Ord. 2.62) and Wisconsin Open Meeting laws.

If a minority of Commission members disagree with the calling of the special meeting, said Commission members can submit a written objection for the meeting record. Instead of submitting a written objection, language can be placed on the next regular

meeting agenda calling out the objection. This allows the objecting party an opportunity to voice their objection, which is then added to the minutes for the meeting.

CLOSED SESSION. The Board of Commissioners should never meet in closed sessions without the Executive Director present. The Executive Director is the link with the agency. She/he knows every aspect of the organization and should be involved in all decisions.

The notice provision in Wisconsin Statute §19.84 (entitled, “Public notice”) requires that, if the chief presiding officer of a governmental body is aware that a closed session is contemplated at the time he or she gives public notice of the meeting, the notice must contain the subject matter of the closed session. (General, 2019)

Procedure for Convening in Closed Session every meeting of a governmental body must initially be convened in open session. Before convening in closed session, the governmental body must follow the procedure outlined in Wisconsin Statute §19.85 (entitled, “Exemptions”) which requires that the governmental body pass a motion, by recorded majority vote, to convene in closed session. If a motion is unanimous, there is no requirement to record the votes individually. Before the governmental body votes on the motion, the chief presiding officer must announce and record in open session the nature of the business to be discussed and the specific statutory exemption which is claimed to authorize the closed session.

Stating only the statute section number of the applicable exemption is not sufficient because many exemptions contain more than one reason for authorizing closure. For example, Wisconsin Statute §19.85 (entitled, “Exemptions”) allows governmental bodies to use closed sessions to interview candidates for positions of employment, to consider promotions of particular employees, to consider the compensation of particular employees, and to conduct employee performance evaluations—each of which is a different reason that should be identified in the meeting notice and in the motion to convene into closed session. Similarly, merely identifying and quoting from a statutory exemption does not adequately announce what particular part of the governmental body’s business is to be considered under that exemption.

Enough specificity is needed in describing the subject matter of the contemplated closed meeting to enable the members of the governmental body to intelligently vote on the motion to close the meeting. If several exemptions are relied on to authorize a closed discussion of several subjects, the motion should make it clear which exemptions correspond to which subjects. The governmental body must limit its discussion in closed sessions to the business specified in the agenda. (General, 2019)

PUBLIC HEARINGS. The presiding officer shall announce immediately before each public hearing that no one will be heard unless he/she states his/her name and address. The presiding officer shall briefly explain the order of business. The presiding officer shall have the right before the hearing to announce that each person's statements shall be limited to a specified period, and that rebuttals shall be limited to a specified period, and the presiding officer shall

have the right to terminate any statement when the speaker's time has elapsed, or in the event of unnecessary repetition, or the event the statement is not material or germane.

Order of business: The Order of Business for holding public hearings shall be as follows:

- A. A brief statement by the chairperson as to the name of the applicant for relief, his/her address, the nature of the request, and how notice of the hearing was given.
- B. Presentation of the applicant of his/her request including any maps, documents, and the like, not previously filed.
- C. Statements of all other persons in favor of granting the request.
- D. Statements in rebuttal by persons opposing the request.
- E. Statements in rebuttal by the applicant and by other persons favoring the request.
- F. Statements in rebuttal by persons opposing the request.
- G. Statements and subsections by any persons not previously heard but only on matters not previously discussed.
- H. Closing of the hearing or, if necessary, adjournment of the hearing to a fixed future date.

WITHDRAWAL OF APPLICATION: At any time before a motion to grant or refuse a request, application, or petition, the applicant may withdraw his/her request, application, or petition and such withdrawal shall not entitle the applicant to a refund of whatever filing or publication fee may previously have been paid.

22. MEETING DEVICES

ELECTRONIC DEVICES. Electronic devices such as smartphones, tablets, Chromebooks, and laptops have become commonplace. The use of electronic devices during a public meeting is encouraged when the device is used as an alternative to printed materials, to look up information relevant to the discussion items, or a similar use that supports the discussion at hand. The use of electronic devices for other irrelevant uses is discouraged.

TAPE RECORDING AND VIDEOTAPING. The open meetings law grants citizens the right to attend and observe meetings of governmental bodies that are held in open sessions. The open meetings law also grants citizens the right to tape-record or videotape open session meetings, as long as doing so does not disrupt the meeting. The law explicitly states that a governmental body must make a reasonable effort to accommodate anyone who wants to record, film, or photograph an open session meeting, as long as the activity does not interfere with the meeting. In contrast, the open meetings law does not require a governmental body to permit the recording of an authorized closed session. If a governmental body wishes to record its closed meetings, it should arrange for the security of the records to prevent their improper disclosure. (General, 2019)

ELECTRONIC COMMUNICATIONS. Written communications transmitted by electronic means, such as email, instant messaging, blogging, or other social media, also may constitute a "convening of members," depending on how the two members of a governmental body larger

than four members may generally discuss the body's business without violating the open meetings law, features like "forward" and "reply to all" common in electronic mail programs deprive a sender of control over the number and identity of the recipients who eventually may have access to the sender's message. Moreover, it is quite possible that, through the use of electronic mail, a quorum of a governmental body may receive information on a subject within the body's jurisdiction on an almost real-time basis, just as they would receive it in a physical gathering of the members. (General, 2019)

23. BALLOTS, VOTES, PUBLIC COMMENTS, APPEARANCE, MEETING CONDUCT, ATTENDANCE, RECORDS, MINUTES

BALLOTS. No secret ballot may be used to determine any election or decision of a governmental body, except the election of officers of a body. For example, a body cannot vote by secret ballot to fill a vacancy on the Board. If a member of a governmental body requests that the vote of each member on a particular matter be recorded, a voice vote or a vote by a show of hands is not permissible unless the vote is unanimous and the minutes reflect who is present for the vote. A governmental body may not use email ballots to decide matters, even if the result of the vote is later ratified at a properly noticed meeting. The open meetings law requires a governmental body to create and preserve a record of all motions and roll-call votes at its meetings. This requirement applies to both open and closed sessions. Written minutes are the most common method used to comply with the requirement, but they are not the only permissible method. It can also be satisfied if the motions and roll-call votes are recorded and preserved in some other way, such as on a tape recording. As long as the body creates and preserves a record of all motions and roll-call votes, it is not required by the open meetings law to take more formal or detailed minutes of other aspects of the meeting. Other statutes outside the open meetings law, however, may prescribe particular minute-taking requirements for certain governmental bodies and officials that go beyond what is required by the open meetings law. (General, 2019)

VOTES. Provided a quorum is present and except as otherwise by law or these rules provided, the affirmative vote of a majority of the Board present shall be required to decide any matter up for consideration. If any member shall disqualify themselves to vote on any matter due to conflicts of interest or other reasons, they shall, nonetheless, be counted in determining whether a quorum is present, but the disqualification shall not decrease the number of votes required for passage of any motion, resolution, or the taking of any other action.

PUBLIC COMMENT. The presiding officer shall announce immediately before each meeting that no one will be heard unless they state their name and address. The presiding officer shall briefly explain the order of business. He/she shall have the right before the hearing to announce that each person's statement shall be limited to a specified period and that rebuttals shall be limited to a specified period, and they shall have the right to terminate any statement when the speaker's time has elapsed, or in the event of unnecessary repetition, or in the event the statement is not material or relevant.

APPEARANCE. All persons desiring to be heard shall be heard, in person or by an attorney. Withdrawal of Application. At any time before a motion to grant or refuse a request, application, or petition, the applicant may withdraw his/her request, application, or petition if applicable. Such withdrawal shall not entitle the applicant to a refund of whatever filing or publication fee he/she may have paid.

MEETING CONDUCT. Adhere to the established meeting procedures:

- Limit action on any new topic not on the agenda to the discussion, unless it is of an emergency nature. Only speak to items on the agenda.
- Keep the meeting focused and stay on time.
- Ask questions about topics being voted on.
- Suggest issues or topics be placed on the agenda for the next meeting.
- Be attentive
- Actively listen and participate
- Avoid surmising the opinions or ideas of private citizens
- Use Robert's Rules of Order.

MEETING ATTENDANCE AND PARTICIPATION. To ensure that voting members are well versed on the issues facing the Board, regular attendance is mandatory. If a Council member fails to attend three consecutive, regular meetings or fails to attend at least three-fourths of the regular meetings during the preceding twelve months, the board may request that the Common Council select another individual to serve out the commissioner's term.

MEETING RECORDS. Meetings of the Whitewater CDA are required to be video recorded per the Whitewater Transparency Enhancement Ordinance Ch 2.62. The meeting is broadcast live. In addition, the Whitewater CDA Administrative Assistant or designee, under the direction of the Executive Director, is responsible for maintaining meeting records by documenting the minutes of the proceedings at each public meeting.

MEETING MINUTES. The Administrative Assistant or designee shall take Minutes. Minutes will be ready in draft format seven (7) days after the close of the meeting.

24. DECISIONS

All final decisions by the Whitewater CDA shall be in writing and recorded as a part of the meeting Minutes of the CDA.

25. WHITEWATER CDA PERSONNEL

The economic development profession combines several professional disciplines including geography, business administration, public finance, political-economic, and urban planning. It requires a mixture of talents ranging from research, analysis, planning, organizing, and salesmanship. Practitioners in the field are often referred to as economic development generalists, officers, specialists, professionals, or simply economic developers.

The Whitewater CDA currently has two staff positions that facilitate the operations of the Whitewater CDA, an Executive Director (ED) and Administrative Assistant (AA).

Executive Director. The Executive Director is the chief administrative officer of the Whitewater CDA and shall direct, manage and supervise administrative operations, CDA Staff, programs, and technical activities.

The Executive Director is appointed by the City Manager after collaboration, discussion, and recommendation from the Whitewater CDA and Human Resources has been recognized. She/he is subject to the personnel policies of the City. The Whitewater CDA, in collaboration with City Council, shall approve the compensation of the Executive Director.

The CDA Director shall serve under the supervision of the City Manager, and receive direction and guidance from Whitewater CDA. The City Manager shall have the authority to discipline and terminate the ED after consultation and recommendation from the Whitewater CDA Board of Commissioners in a closed session.

Administrative Assistant. The Administrative Assistant shall perform such other duties and have such other powers and responsibilities necessary to complete the job. This position is under the direct supervision of the Executive Director and is not a direct report to the Whitewater CDA or City Manager.

26. EFFECTIVE BOARD & STAFF RELATIONS

People make it all happen. In local government, people are at the heart of the organization, both those that comprise the organization, and those that the organization serves. In the City of Whitewater, cooperation and communication between City employees and Commission members is expected and encouraged and can often result in better outcomes and a more rewarding experience for all involved.

To ensure that lines of positive communication remain open for all employees and volunteers, it is important to clarify some ground rules regarding communications as well as the role of staff members and Commission members.

EVERYONE IS EQUAL. All Commissioners are considered equal, including the Chairperson or president of the Commission. This means everyone on the Commission should receive the same information on a particular matter. When a staff member shares information related to the Commission business, Commissioners can be confident the same information is being shared with all Commissioners. No single member should receive “special” information on an issue. This also means that Commission members should expect the information they request on Commission business will be distributed to the entire Commission. This is the same for all Commissions.

USE OF STAFF RESOURCES. Staff time is limited. All positions within the City of Whitewater exist to provide and maintain high-quality municipal services, facilities, and infrastructure and to carry out organization priorities as determined by the Common Council. All Whitewater CDA Commissioners should be cognizant of this expectation when making requests for information about Whitewater CDA business. Requests for information are welcome and encouraged; however, all City Commissioners should first consult with the Whitewater CDA Executive Director when requests about Whitewater CDA business before requesting research that will consume significant staff time or otherwise divert limited resources to a project that falls outside of established City of Whitewater common priorities.

EMPLOYEE CONTACT LINE OF AUTHORITY. Unless otherwise established by state statute, city ordinance, or employment agreement, all employees ultimately report to and work for the City Manager at the behest of the Common Council, and operates for the welfare and benefit of the entire city. The City Manager works for and reports to the Common Council.

Commissioners are encouraged to learn about the role of each municipal department, ask the staff questions about municipal operations, and get to know employees.

While communication is encouraged, the responsibility to direct the work of municipal employees, as well as prescribing or exacting employee discipline, is strictly the responsibility of the city manager. Therefore, if a Commissioner has a concern related to the conduct or performance of an employee, that Commissioner should address it with the City Manager.

However, if the concern were related specifically to the conduct or performance of the City Manager, the Commissioner would be encouraged to bring it to the attention of the Common Council.

COMPLAINTS REGARDING EMPLOYEE BEHAVIOR. Citizen complaints regarding employee behavior or performance should always be referred to the City Manager for investigation and resolution.

LOBBYING COMMISSION MEMBERS. Just as Commissioners should avoid directing work or taking disciplinary action for employees, employees should refrain from any action or communication that is intended to “lobby” the support of Commission members for support of a particular project, budget request, or other initiatives. This holds for department directors, managers, and general employees. If a Commission member finds herself or himself in such a position, the Commission member is encouraged to direct the employee to her/his immediate supervisor and/or department director to address the issue. Commission members are encouraged to notify the City Manager so legitimate issues can be promptly addressed.

27. COMMUNICATING WITH THE PUBLIC

The life of a public official is just that, public. Though Commissioners should feel

comfortable speaking their minds and answering questions, what a Commissioner shares can have an impact on public perception of the entire municipal organization. With that in mind, here are some items to consider when communicating with residents regarding municipal issues.

REPRESENTING THE COMMISSION. No single Commissioner can individually commit the city as a whole, or their respective Commission to a position on an issue without a vote or consent of that Commission. It is inappropriate to commit to things the whole Commission may not be aware of or approve. Commission members should refer requests for official positions on an issue to staff for review and recommendation. The matter should then be added to an agenda to obtain the Commission's official position.

COMPLAINTS FROM CITIZENS. If a Commission member receives a complaint not related to employee behavior, he/she is encouraged to share the details of the complaint and complainant contact information with City staff so that any problems can be promptly addressed.

1. **Report or Refer the Complaint:** Often the complainant is looking for an understanding ear and agreement from the Commissioner. While Commissioners are encouraged to be sensitive to the plight of the complainant, they should not attempt to promise a particular outcome or attempt an interpretation of the ordinance or policy related to the complainant's concern. Instead, Commission members should commit to passing along the information to the appropriate staff person for resolution.
2. **Avoid Sharing at Meetings.** Avoid waiting to bring up citizen complaints until the next Commission meeting. While doing so may appear to be a manner of "holding government accountable" the reality is that bringing up complaints at a public meeting can deflate staff, embarrass, or annoy other Commission members, and ultimately damage the credibility of the organization. This is all in addition to making the complainant wait to have their concern heard, thus delaying resolution.
3. **Avoid Private Disputes.** Occasionally, a Commissioner may be asked to get his/her Commission involved in what is purely a private dispute. These disputes typically include nuisance complaints, work hours for contractors, boundary line disputes, fence problems, and many other similar issues. Intercession in such matters is a drain on resources and will ultimately prove fruitless. If a Commissioner is unclear as to whether an issue is a private dispute or is within the City's jurisdiction, he/she should refer the issue to City staff so that a proper determination can be made and subsequently shared with the complainant.

MEDIA RELATIONS. Whitewater CDA Commissioners may be approached by the media and asked for commentary on a Whitewater CDA action or position on an issue. To the extent that the Common Council has taken an official action or position, the City Manager, or her/his designee will generally be the spokesperson. Whitewater CDA Commissioners however are permitted to share personal opinions with the media or reference previous public actions

taken.

REPRESENT GENERAL INTERESTS. As previously stated in this manual, Commission efforts should always focus on what is best for the city as a whole. Commissioners must be careful to represent the general interests of the Whitewater CDA/City and not special interest groups.

28. MUNICIPAL LIAISONS

The Whitewater CDA Executive Director works closely with all City departments for the benefit and advancement of economic development projects.

29. OUTSIDE ASSISTANCE

The Whitewater CDA may employ or seek advice from third-party technical experts, as required in the performance of its duties and functions, within the limits of the funds available.

30. FISCAL AFFAIRS AND FINANCIAL OVERSIGHT

The Whitewater CDA is funded by its defederalized funds, special revenue funds, the City general fund, and all statutory funds available to the CDA.

The Whitewater CDA Board of Commissioners is the legal recipient of all money awarded/provided to the Whitewater CDA. This fiscal responsibility is reflected in the contracts, budgets, audits, and other financial documents presented to them for authorization or rejection at regular board meetings. It is the Commissioner's responsibility to oversee continuing judicious handling of funds through careful reading of financial reports and votes that guarantee sound fiscal policies. Several administrative devices for measuring and evaluating the local programs are available to Commissioners: the budget, financial statements, and audit reports.

The City of Whitewater hires an auditor for all City financial records and funds. The Whitewater CDA may seek third-party and independent review/advice and/or assistance as recommended/directed by the Whitewater CDA Board of Commissioners.

Further, the City agrees to provide accounting and budgeting services to the Whitewater CDA at no cost to the CDA. Specifically, the City through its Finance Department shall assist the Whitewater CDA in preparing and maintaining its financial budget consistent with Governmental Accounting Standards Board (GASB) and shall maintain a system for the CDA consistent with the City's system for receipts and disbursements.

31. WHITEWATER CDA OPERATING BUDGET

A budget shall be prepared by the Whitewater CDA and is included in the City's proposed budget for final approval from the Common Council.

32. WHITEWATER CDA ANNUAL REPORT

An Annual Report shall be prepared/reviewed/approved by the Whitewater CDA Executive Director, which summarizes its activity for the preceding calendar year on or before April 15th of the following year.

33. AUTHORIZATION

The Whitewater CDA is authorized to act as the agent of the City in planning and carrying out community development programs and activities approved by the City Manager, and Common Council under the Federal Housing and Community Development Act of 1974 and as an agent to perform all acts, except the development of the general plan of the City, which may be otherwise performed by the plan commission under Sections 66.1301 to 66.1327(3), 66.1331, 66.1337 or 66.1105 of the Wisconsin Statutes. (Ord. 61-4684 §3, 1989.)

34. EVIDENCE OF AUTHORITY

A certified copy of this chapter shall be filed with the City of Whitewater Clerk's office and shall be prima facie evidence of the Whitewater CDA's right to transact business, and such chapter shall not be subject to challenge because of any technicality. In any suit, action, or proceeding commenced against the Whitewater CDA, a certified copy of such chapter shall be deemed conclusive evidence that the Whitewater CDA is established and authorized to transact business and exercise its powers hereunder and pursuant to § 66.1335, Wis. Stats.

35. SEVERABILITY

If any provision of this chapter is invalid or unconstitutional or if the application of this chapter to any person or circumstance is invalid or unconstitutional, such invalidity or unconstitutionality shall not affect the other provisions or applications of this chapter which can be given effect without the invalid or unconstitutional provisions or applications.

36. AMENDMENT OF BY-LAWS AND RULES OF PROCEDURES

These rules may be amended from time to time upon a concurring vote of a majority of all members of the Whitewater CDA and approval of the Common Council. The By-Laws and Rules of Procedure and subsequent amendments shall be effective after adoption upon filing with the

City Clerk. The general rules of procedure of the CDA shall be governed by Robert's Rules of Order where no specific statute, law, or ordinance controls.

The Whitewater CDA may adopt, amend, or repeal such bylaws or other rules or regulations not consistent with the applicable laws of this State and this Ordinance, as it deems necessary in the performance and function of its duties.

38. CONCLUSION

The purpose of this publication has been to provide Commissioners, including Common Council members, with helpful information that clarifies fundamental elements of serving in a public office for the Whitewater CDA. Commissioners ~~are encouraged are expected to read this publication, the Handbook for Wisconsin Municipal Officials, produced by the League of Wisconsin Municipalities, and~~ to become familiar with the Whitewater Municipal Code of Ordinances and should refer to the Handbook for Wisconsin Municipal Officials published by the League of Wisconsin Municipalities to gain further knowledge regarding the role of public officials in Wisconsin.

REFERENCES

Council, C. o. (1983). Charter Ordinance No. #4. (p. 1). Whitewater, Wisconsin: City Clerk.

Council, C. o. (1983). Charter Ordinance No. #5. Whitewater: City Clerk.

General, W. D. (2019). Wisconsin Open Meetings Law. *Attorney General Josh Kaul* (p. 49). Madison: Wisconsin Department of Justice.

Legislature, W. S. (n.d.). 66.1335 Housing and Community Development Authorities.

Whitewater, C. o. (1983). Resolution Creating the Community Development Authority. (p. 2). Whitewater: City of Whitewater Common Council.

APPENDIX

Appendix A

Council, Charter Ordinance No. #4, 1983

Appendix B

Council, Charter Ordinance No. #5, 1983

Appendix C

Council, Charter Ordinance No. #5, 1992

Appendix D

City Code of Ethics

Appendix E

Johnson Block Fiduciary Duties: What Your Commissioners Need to Know

Appendix F

Whitewater Liability Policies

Transparency Ordinance

<https://dpi.wi.gov/pld/boards-directors/trustee-essentials-handbook>

AMENDMENTS TO THIS DOCUMENT (IN ORDER OF MOST RECENT)

Created: September 2020

Reviewed: September 2021

Adopted:

By the Whitewater Community Development Authority: April 28, 2022

By the Whitewater ~~City~~ Common Council: _____

REPOSITORY

The following pages are not related to this chapter (By Law and Rules of Procedure); they are simply a repository for CDA history, CDA policies, CDA programs, CDA financial awards, and resolution tracking.

HISTORY OF THE HOUSING AND COMMUNITY DEVELOPMENT AUTHORITY

1960. A private, non-profit stock corporation was formed called the Whitewater Development Corporation, also known as the Industrial Corporation. "Stocks" were sold for \$10.00 per share. Each person was advised that the money collected was strictly a donation to be used to promote and develop a parcel of land, so that a company could relocate to Whitewater. With the funds raised from donations, a 20-acre property was purchased and a company called Newport News was relocated here.

1968. Another 40-acre parcel was purchased by the Development Corp. and a street called Commercial Avenue was developed. This was the beginning of our current Business Park.

1970. The Development Corp. decided to deed the acquired land over to the City of Whitewater, and the City Council had to become very active in the development process. Buildings were built along Commercial Avenue in the 70's.

July 5, 1972. Resolution. Adopting the Housing Authority in pursuance of the Housing Authorities Law of the State of Wisconsin. (Appendix).

July 18, 1972. Resolution. Appointing Housing Authority members. (Appendix).

In 1979, the Whitewater Redevelopment Corporation was organized and existed under the laws of the State of Wisconsin, by Statute 66.405 (Urban Redevelopment Law).

1980. Due to the DNR Moratorium on sanitary sewer extensions, no new land could be purchased until our sewer system was expanded, so a new sewer plant was built. In the early 80's, an informal proposal for additional land acquisition was brought before the City Council. This precipitated a Council referendum creating an 18-month Moratorium on economic development activities, which virtually halted any development.

1981. A committee called the Economic Development Committee was formed to make recommendations to the Common Council regarding Whitewater's development activities. With the help of SEWRPC and Gordy Kacala, an Economic Development program was formulated to deal with development issues.

July 19, 1983. Charter Ordinance. An Ordinance Amending Resolution created the Community Development Authority. (Appendix).

1983. The City Council adopted a resolution creating the Community Development Authority (CDA), a non-profit, public development agency. The Chamber of Commerce allowed the CDA to share their office space.

July 19, 1983. Resolution. Whereas, ~~§66.4325~~, Wisconsin Statutes authorize any City to adopt a resolution creating Housing and Community Development Authority. This Resolution created the Authority with powers granted by ~~§ 566.40 to 664325~~. (Appendix).

~~November 15, 1983.~~ Resolution. Whereas: The Common Council of the City of Whitewater formally established a CDA pursuant to Wisconsin Statutes on July 19, 1983. (Appendix).

~~May 15, 1984.~~ CDA hired an administrative assistant and was setting up an office.

~~November 20, 1984.~~ Resolution. The CDA was approved to create the industrial park.

~~1984 & 1985.~~ Through efforts of CDA members and City Council directives, Whitewater was awarded a Block Grant to build the new water tower on the East side, and also a Community Development Block Grant for housing and economic development programs. A staff person, Lynn Burdick, was hired to help administer these grants funds. Two companies were awarded Urban Development Action Grant (UDAG) funds: Moksnes Manufacturing and Hawthorn Melody Incorporated.

~~March, 1985.~~ The Industrial Development Commission was formed.

~~Unknown date, 1985.~~ In a letter dated March 6, 1990, from the City Attorney, it is stated that Southeastern Wisconsin Regional Planning Commission (SEWRPC) created an "Overall Economic Development Plan which was adopted by the city in 1985.

~~1986.~~ Two other 40-acre parcels were purchased on the other side of Commercial Avenue to expand that area. A Tax Incremental Fund (TIF) District was formed and the Business Park was formally established. In September of 1986, Perlman-Rocque, a larger company of approximately 100 employees' broke ground. An additional person, David Foster, was hired as the Economic Development Coordinator.

~~March 18, 1986.~~ Resolution. The CDS shall have complete discretionary control over its financial affairs, without necessitating further Council approval or action.

~~August 29, 1986.~~ Principles of Policy for Economic Development in Whitewater. (Appendix).

~~1987 to 1989.~~ Three other TIF Districts were created and allowed the city to further develop infrastructure in the Business Park. Other businesses, such as Polymer Technologies and Trostel Packings Ltd, began operations in Whitewater. The Economic Development and Housing Revolving Loan Funds were now revolving back in from previous loans. Other streets in the Business Park were developed: Universal Blvd and Executive Drive.

~~1989.~~ Budget Transfer Resolution.

~~September 11, 1989.~~ Resolution. CDA appointed David R. Foster to the Office of Director.

~~1990.~~ A Wisconsin Development Fund Grant was received to assist the building of the Super 8 Motel along Hwy. 12 East. City Council decides to develop a subdivision on the west side called "Mound Park Acres" and creates the Ad Hoc Housing Committee.

~~January 2, 1990. Memo. Memo to City Council from City Manager. (Appendix).~~

~~March 6, 1990. From City Attorney, Martin Harrison. The document is in response to a request from a commission of the City Council. Subject: City Attorney's advice and guidance concerning the interrelationship of the CDA, City Council, the City Manager, and the Economic Development Director. (Appendix). Resolve: "our CDA was created with the specific intent that it remains autonomous from the City Council." "...City Council has complete authority over the CDA...." "...The Executive Director is primarily accountable to the City Manager with respect to the duties and functions he/she is fulfilling in the City."~~

~~August 21, 1990. A Resolution adopting an Overall Economic Development Program (ODEP) Plan for the City of Whitewater. A resolution adopting the City of Whitewater Citizen Participation Plan.~~

~~January 15, 1991. An ordinance amending Chapter 7.04 and renaming to "Code of Ethics."~~

~~February 28, 1992. Policy Change. CDA Citizen Membership.~~

~~July, 1992. Resolution to indicate the City of Whitewater's support for a US Highway 12 bypass around Whitewater.~~

~~1994. CDA staff begin servicing its commercial and other interest-bearing loans using available computer software.~~

~~December 27, 1994. Revenue Agreement. The City acquired lands now known as Lot 3 of Certified Survey Map No. 2509 and has installed roadways and other utility infrastructure improvements.~~

~~1995. The CDA builds a "Spec" building to create flexible space for light industrial clients. The revolved UDAG funds were loaned to the CDA (itself) to pay for the 12,000 sq. ft. building. The results of this effort were that the CDA is able to generate income and satisfy the needs of its clients at the same time.~~

~~April 15, 1997. Staff recommendation to recognize the CDA's statutory power to acquire property via condemnation in formally approved redevelopment district.~~

~~May 20, 1997. Purchase of 52.5 acres from Irene Kreuger Estate Resolution.~~

~~December 5, 2000. Resolution modifying revenue agreement and approving sale by the CDA of property at 1215 East Universal Boulevard.~~

~~August 18, 2009. The City was awarded a grant from the United State Economic Development Authority (EDA) to assist in the funding of the Innovation Center located at 12221 Innovation~~

Drive, Whitewater, WI 53190. A \$750,000 payment was set to assist with the initial funding of the Innovation Center.

~~April 8, 2009.~~ Consideration of action on CDA request to increase their appropriation from TID 4 by \$15,000 marketing budget by \$15,000.

~~June 4, 2013.~~ CDA requests to purchase Whitewater Business Park properties.

~~November 16, 2020.~~ Counter Offer (1) to Vacant Land Offer to Purchase

~~December 15, 2020.~~ Policy 601.01 Appointment of Board, Commission, and Committee Members.

CDA POLICIES

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POLICY: TRANSFERS OF RESIDUAL EQUITY

POLICY: RELATIONSHIP BETWEEN THE CDA AND THE INNOVATION CENTER

POLICY: FDIC RULES

POLICY: REPAYMENT OF 2021 CDBG CLOSEOUT PROGRAM FUNDS

~~POLICY: GRANTING CDA DIRECTOR ACCESS TO ALL FINANCIAL RECORDS~~

~~POLICY: REAL PROPERTY POLICY~~

CDA PROGRAMS

CDA Action Fund: The original source of the funds in the CDA's Action Fund came from the January 2021 closeout of the Community Development Block Grant Fund administered by the WI Department of Administration. As a result of the close-out of the CDBG program, the City was required to return a portion of the funds in the CDBG fund and was able to retain a portion of those funds. Those funds then became the CDA's Action Fund which can be administered solely at the discretion of the CDA to provide funding for economic development, including business start-up and expansion. The CDA Action Fund is a revolving loan fund (RLF). When a business repays the loan to the community (both principal and interest), these funds go back into the Action Fund to make additional loans to businesses.

CDA Façade Loan Program. The Federal Government was the original source of the Façade Loan funds and is now under the auspices of the US Department of Agriculture and is governed by the USDA office in Steven's Point. As a revolving loan fund, loan repayments and interest received back into the fund are to be used to assist other businesses. An applicant is required to match the loan funds. The CDA Board is currently considering expanding this fund to include interior renovations and to include the entire City. Currently, funds are permitted to be used for exterior building façade repairs, such as painting, new siding, new windows, awnings, etc.

Capital Catalyst Program.

This program was designed to assist start-up and developing companies in their early growth. The Wisconsin Economic Development Corporation (WEDC) provides a matching grant to the CDA. To date, the CDA has applied for and received four grants totaling \$575,000 which the CDA is required to match 1:1. One-third of the funds are required to be awarded to businesses as a non-repayable grant in the amount of \$10,000. Loans can be awarded up to \$100,000 per loan with monthly payments required. The program is governed by and reported to the WEDC. Funds are permitted to be used by applicant for start-up related costs. Retail and hospitality related businesses are not permitted uses of the funds. Repaid funds are returned to the fund balance for additional funds with the program.

Community Development Block Grant (CDBG) RLF-Home Improvement Loans

This program assists home owners with certain repairs to maintain the home in a safe and sanitary condition. There is no interest due on this loan. The loan is not repaid until the home is sold, and the loan is limited to equity within the home. The CDA will file a Mortgage on the property, subordinate to the principal financing. This fund was created by the US Department of Housing and Urban Development (HUD) originally funded the program. As a Revolving Loan Fund (RLF), loan repayments are returned to the fund to be used to assist other homeowners. The applicant is not required to match the funds. MSA Professional Services administers the loan program on behalf of the City of Whitewater. Permitted uses include:

- New windows
- New siding
- Electrical upgrade
- Plumbing upgrades
- HVAC repairs/upgrade
- Other items as specific in the program.

CDA Affordable Housing Fund Program

In 2021, the City was able to take advantage of a Wisconsin Department of Revenue program which allowed the City to extend the closing of a Tax Incremental Financing District (TID) for one year and use those funds to create affordable housing opportunities. Under the leadership of City Manager John Weidl, the CDA created the Affordable Housing Fund Policy that is used to administer those funds.

1. ~~Community Development Block Grant (CDBG) Housing Program.~~
2. ~~Wisconsin Economic Development Authority Capital Catalyst Program.~~
3. ~~USDA Façade Program.~~
4. ~~Whitewater CDA UDAG Program.~~
5. ~~Community Development Block Grant Housing Program.~~

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FINANCIAL AWARDS

Prior to November 1983, Community Development Block Grant. Mentioned in updated Resolution document.

November 15, 1983. The City of Whitewater was awarded a Community Development Block Grant (CDBG) by a grant contract dated March 9, 1983 (Appendix)

January 17, 1985. Resolution. Authorizing the submission of a Small Cities Community Development Block Grant.

August 21, 1990. Resolution. Adopting the Overall Economic Development Program (OEDP). This plan allowed for receipt of funds from the Wisconsin Development Fund (WDF). (Appendix).

August 21, 1990. Resolution. WDF loan not to exceed \$200,000 to Whitewater Super 8 Motel. (Appendix).

CDA RESOLUTION TRACKING

Resolution Tracking

March 5, 1985. CDA Resolution. Whereas, the City of Whitewater CDA is a separate body politic created and existing pursuant to §66.4325 of the Wisconsin Statutes. Establishing a CDA employee and job description. (~~Appendix~~EXHIBIT A).

September 11, 1989. CDA Resolution. Whereas, establishing a position entitled "Economic Development Director of the City of Whitewater CDA." (Appendix).

October 1, 1985. Resolution. The City of Whitewater was awarded an Urban Development Action Grant (UDAG) dated August 22, 1985. This Resolution delegates the CDA as the Administrator of the UDAG award. (~~Appendix~~EXHIBIT A).

EXHIBIT A

Council Resolution & Charter Ordinances

7/19/



CITY OF WHITEWATER

312 W. Whitewater Street
Whitewater, Wisconsin 53190

STATE OF WISCONSIN)
COUNTY OF WALWORTH) Ss.
CITY OF WHITEWATER)

I, Wava Jean Nelson, City Clerk of the City of Whitewater, do hereby certify that the attached resolution is a true and correct copy of the resolution adopted by the Common Council of the City of Whitewater.

Wava Jean Nelson
Wava Jean Nelson, City Clerk

Dated at Whitewater, Wi. this 26th day of November, 1984.

CHARTER ORDINANCE 4

AN ORDINANCE AMENDING RESOLUTION WHICH CREATED
THE COMMUNITY DEVELOPMENT AUTHORITY

WHEREAS the City of Whitewater has by Resolution, adopted on the 19th day of July, 1983, created a Community Development Authority; and

WHEREAS the City Council has seen fit to exercise its home rule powers with respect to the number of members to serve on said Community Development Authority;

NOW, THEREFORE, the Common Council of the City of Whitewater, Walworth and Jefferson Counties, Wisconsin does hereby ordain as follows:

SECTION 1: The Resolution passed by the Common Council of the City of Whitewater creating the Community Development Authority is hereby amended such that there shall now be eight (8) resident persons appointed to the Community Development Authority. One of such members shall be a member of the Whitewater Plan and Architectural Commission.

SECTION 2: This Ordinance shall not take effect until sixty (60) days after its passage and publication. If within such 60 days a petition, signed by a number of electors of the City equal to not less than seven percent (7%) of the votes cast therein for governor at the last general election, shall be filed in the office of the Clerk of the City demanding that such ordinance be submitted to a vote of the electorate, it shall not take effect until submitted to a referendum and approved by a majority of the electors voting thereon. Said petition and the proceedings for its submission shall be governed by s. 9.20(2) to (6) of the Wisconsin Statutes.

ADOPTED: November 15, 1988

CHARTER ORDINANCE NO. 5

AN ORDINANCE REPEALING EIGHT MEMBER COMPOSITION OF
THE COMMUNITY DEVELOPMENT AUTHORITY

WHEREAS, the City of Whitewater did see fit to exercise its home rule powers with respect to having eight persons comprise the membership of the Community Development Authority under Charter Ordinance No. 4;

NOW, THEREFORE, the Common Council of the City of Whitewater, Walworth and Jefferson Counties, Wisconsin, does hereby ordain as follows:

SECTION 1: Charter Ordinance No.4 passed by the Common Council of the City of Whitewater providing that there shall be eight persons appointed to the Community Development Authority is hereby repealed with respect to the number of members required to form the Authority. The City of Whitewater does elect to follow the Wisconsin State Statutes which require having seven members for the composition of the Community Development Authority as provided for under 66.4325(2) of the Wisconsin Statutes.

SECTION 2: The Common Council does, however, confirm that one of the members of the Community Development Authority shall be a member of the Whitewater Plan and Architectural Commission.

SECTION 3: This Ordinance shall not take effect until sixty (60) days after its passage and publication. If within such 60 days a petition, signed by a number of electors of the City equal to not less than seven percent (7%) of the votes cast therein for Governor at the last general election, shall be filed in the office of the Clerk of the City demanding that such ordinance be submitted to a vote of the electorate, it shall not take effect until submitted to a referendum and approved by a majority of the electors voting thereon. Said petition and the proceedings for its submission shall be governed by s. 9.20(2) to (6) of the Wisconsin Statutes.

ADOPTED: July 21, 1992

CHARTER ORDINANCE NO. 5

AN ORDINANCE REPEALING EIGHT MEMBER COMPOSITION OF
THE COMMUNITY DEVELOPMENT AUTHORITY

WHEREAS, the City of Whitewater did see fit to exercise its home rule powers with respect to having eight persons comprise the membership of the Community Development Authority under Charter Ordinance No. 4;

NOW, THEREFORE, the Common Council of the City of Whitewater, Walworth and Jefferson Counties, Wisconsin, does hereby ordain as follows:

SECTION 1: Charter Ordinance No.4 passed by the Common Council of the City of Whitewater providing that there shall be eight persons appointed to the Community Development Authority is hereby repealed with respect to the number of members required to form the Authority. The City of Whitewater does elect to follow the Wisconsin State Statutes which require having seven members for the composition of the Community Development Authority as provided for under 66.4325(2) of the Wisconsin Statutes.

SECTION 2: The Common Council does, however, confirm that one of the members of the Community Development Authority shall be a member of the Whitewater Plan and Architectural Commission.

SECTION 3: This Ordinance shall not take effect until sixty (60) days after its passage and publication. If within such 60 days a petition, signed by a number of electors of the City equal to not less than seven percent (7%) of the votes cast therein for Governor at the last general election, shall be filed in the office of the Clerk of the City demanding that such ordinance be submitted to a vote of the electorate, it shall not take effect until submitted to a referendum and approved by a majority of the electors voting thereon. Said petition and the proceedings for its submission shall be governed by s. 9.20(2) to (6) of the Wisconsin Statutes.

ADOPTED: July 21, 1992

~~336-2~~ (Whitewater 3/93)

ORDINANCE No. 7**Item 8.****AN ORDINANCE REPEALING CHARTER ORDINANCES 4 AND 5 AND AMENDING THE RESOLUTION WHICH CREATED THE COMMUNITY DEVELOPMENT AUTHORITY**

The Common Council of the City of Whitewater, Walworth and Jefferson Counties, Wisconsin, do ordain as follows:

WHEREAS the City of Whitewater by Resolution, adopted on the 19th day of July, 1983, created a Community Development Authority; and

WHEREAS the City Council chooses to exercise its home rule powers with respect to establishing the number of members to serve on said Community Development Authority;

NOW, THEREFORE, the Common Council of the City of Whitewater, Walworth and Jefferson Counties, Wisconsin does hereby ordain as follows:

SECTION 1: The City of Whitewater elects to follow the Wisconsin State Statutes which require having seven members for the composition of the Community Development Authority as provided for under 66.1335(2) of the Wisconsin Statutes. There shall be no requirement that one of the members of the Community Development Authority be a member of the Whitewater Plan and Architectural Commission.

SECTION 2: Charter Ordinances 4 and 5 are hereby repealed.

SECTION 3: This Ordinance shall not take effect until sixty (60) days after its passage and publication. If within such 60 days a petition, signed by a number of electors of the City equal to not less than seven percent (7%) of the votes cast therein for governor at the last general election, shall be filed in the office of the Clerk of the City demanding that such ordinance be submitted to a vote of the electorate, it shall not take effect until submitted to a referendum and approved by a majority of the electors voting thereon. Said petition and the proceedings for its submission shall be governed by s. 9.20(2) to (6) of the Wisconsin Statutes.

Ordinance introduced by Councilmember Allen, who moved its adoption. Seconded by Councilmember Majkrzak. AYES: Schreiber, Brown, Binnie, Majkrzak, Smith, Allen. NOES: None. ABSENT: McCormick. ADOPTED: August 3, 2021.

Cameron L. Clapper, City Manager

Michele R. Smith, City Clerk

EXHIBIT B

Johnson Block – Fiduciary Duties: What Your Commissioners Need to Know

FIDUCIARY DUTIES: WHAT YOUR BOARD MEMBERS NEED TO KNOW

By Johnson Block Posted June 23, 2019 In Financial News



Not-for-profit board members — whether compensated or not — have a fiduciary duty to the organization. Some states have laws governing the activities of nonprofit boards and other fiduciaries. But not all board members are aware of their responsibilities. To protect your nonprofit's financial health and integrity, it's important that you help them understand.

Primary responsibilities

In general, a fiduciary has three primary responsibilities:

Duty of care. Board members must exercise reasonable care in overseeing the organization's financial and operational activities. Although disengaged from day-to-day affairs, they should understand its mission, programs and structure, make informed decisions, and consult others — including outside experts — when appropriate.

Duty of loyalty. Board members must act solely in the best interests of the organization and its constituents, and not for personal gain.

Duty of obedience. Board members must act in accordance with the organization's mission, charter and bylaws, and any applicable state or federal laws.

Board members who violate these duties may be held personally liable for any financial harm the organization suffers as a result.

Avoiding conflicts

One of the most challenging — but critical — components of fiduciary duty is the obligation to avoid conflicts of interest. In general, a conflict of interest exists when an organization does business with a board member, an entity in which a board member has a financial interest, or another company or organization for which a board member serves as a director or trustee. To avoid even the appearance of impropriety, your nonprofit should also treat a transaction as a conflict of interest if it involves a board member's spouse or other family member, or an entity in which a spouse or family member has a financial interest.

The key to dealing with conflicts of interest, whether real or perceived, is disclosure. The board member involved should disclose the relevant facts to the board and abstain from any discussion or vote on the issue — unless the board determines that he or she may participate.

Meet obligations

Your donors, clients, employees and other stakeholders depend on the honesty and good faith of your board members. To ensure they'll make informed decisions and disclose any conflicts of interest, provide new members with a list of fiduciary duties. And regularly remind long-serving members, as appropriate. Contact us if you have any questions about fiduciary responsibilities.

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EXHIBIT C

Whitewater Liability Policies



December 7, 2020

Mr. Steve Hatton
City of Whitewater
312 W Whitewater Street
Whitewater, WI 53190

RE: CVMIC Liability Coverage

Policy Period: January 1, 2021 to January 1, 2022

Dear Steve:

We are pleased to provide your Liability Insurance policy for the period of January 1, 2021 to January 1, 2022. Our Summary of Insurance is included as a quick reference. Please refer to the actual policy for a complete statement of terms, conditions, exclusions and limitations, regarding your coverage. Please note: your premium invoice will be posted on CVMIC's secured website by mid-December.

Thank you for continuing to support CVMIC's Liability Insurance Program. If you have any questions, please contact us.

Yours truly,

CITIES AND VILLAGES MUTUAL INSURANCE COMPANY

Kevin R. Wondra
Chief Executive Officer

cc: Ms. Susan Blankenburg – A.J. Gallagher



INSURANCE SUMMARY

Insured:	City of Whitewater
Type of Insurance:	Liability Insurance
Insurance Company:	Cities and Villages Mutual Insurance Company
Policy Number:	PEL145
Term:	January 1, 2021 to January 1, 2022
Description of Coverage:	This policy will indemnify you for losses in excess of the retention which you are legally obligated to pay by reason of liability imposed by law or liability assumed by contract for damages because of Bodily Injury, Personal Injury, Property Damage or Public Officials Errors & Omissions.
Limits of Liability:	\$5,000,000 Each Occurrence, less the Insured's retained limit.
Insured's Retention:	\$25,000 \$100,000
Definition of Insured:	<ol style="list-style-type: none"> 1. Any entity in Item I of the Declarations. 2. Persons who are past, present or appointed officials, employees or volunteers of the Insured whether or not compensated while acting for or on the behalf of the Insured, including while acting on outside committees, agencies, districts, authorities, councils, commissions or boards at the direction of the Insured. 3. Any and all commissions, agencies, redevelopment Agencies, districts, authorities, housing authorities, councils (including the governing councils) or similar entities coming under the Insured's direction or control for which the Insured's council members sit as the governing body.

While we believe this Summary of Insurance fairly represents the terms, conditions and exclusions found in your insurance policy, the event any differences between the policy and this summary occur, the policy provisions will direct any resolution. This summary is not intended to replace or supersede any of your insurance contracts.

MAJOR EXCLUSIONS:**GENERAL EXCLUSIONS COVERAGES 1..2.:**

(NOT DETAILED LIST; REFER TO POLICY)

1. Contamination or alleged contamination of any environment by pollutants, unless caused by heat, smoke or fumes from a hostile fire.
2. Lead Exposure
3. Past salary or wages due because of discrimination, wrongful termination or violation of civil rights of any employee or official of the Insured.
4. Bodily Injury to an employee arising out of and in the course of his/her employment.
5. Any obligation under and workers' compensation or disability benefits law or any similar law.
6. Ownership or operation of any airport.
7. Ownership or operation of any hospital, clinic or facility; rendering of or failure to render professional services.
8. Rupture, bursting, overflow, seepage or release of water of any dams, with a capacity of more than 50 acre feet.
9. Intentional acts, unless committed solely for the purpose of protecting threatened life or property.
10. Property in the insured's care, custody or control; aircraft or watercraft larger than 26 feet in length.
11. Ownership, operation, use or maintenance of any aircraft.
12. Automobile liability arising from operations of any transit authority, transit system or fixed-route public transportation.
13. Failure to supply gas, water or electricity.
14. Eminent domain, condemnation proceedings or inverse condemnation.
15. Liability assumed under any contract where we are not allowed to participate in any arbitration or claims proceedings; professional services by an architect, engineer or surveyor.
16. Electrical power generator or distribution facilities
17. Ownership or operation of any chair lifts at ski facilities.
18. Liability from Nuclear Material.

This insurance document is furnished to you as a matter of information for your convenience. It only summarizes the listed policy and is not intended to reflect all the terms, conditions and exclusions of the policy. Moreover, the information contained in this document reflects coverage as of the effective date of the policy and may not include subsequent changes. This document is not an insurance policy and does not amend, alter or extend the coverage afforded by the actual policy. The insurance afforded by the listed policy is subject to all the terms, exclusions and conditions of such policy.

Summary prepared by Michael L. DeMoss

Prepared on April 7, 2005

19. Liability due to War.
20. Unlawful discrimination in any employee benefit plan.
21. Refund of taxes, fees or assessments.
22. Financial gain to which an individual was not legally entitled; or the willful violation of the penal code.
23. Estimates of costs or cost estimates or faulty preparation of bid specifications or plans.
24. Breach of contractual obligation; or failure to perform.
25. ERISA Liability.
26. COBRA Liability.
27. IRCA Liability.
28. Public Officials Errors and Omissions from Bodily Injury; Property Damage; Personal Injury.

This insurance document is furnished to you as a matter of information for your convenience. It only summarizes the listed policy and is not intended to reflect all the terms, conditions and exclusions of the policy. Moreover, the information contained in this document reflects coverage as of the effective date of the policy and may not include subsequent changes. This document is not an insurance policy and does not amend, alter or extend the coverage afforded by the actual policy. The insurance afforded by the listed policy is subject to all the terms, exclusions and conditions of such policy.

Summary prepared by Michael L. DeMoss

Prepared on April 7, 2005



**PUBLIC ENTITY LIABILITY
POLICY NO. PEL145**

DECLARATIONS

This will certify that the following INSURED is covered, in accordance with the terms and conditions of the policy of Public Entity Liability Insurance, by the CITIES AND VILLAGES MUTUAL INSURANCE COMPANY, hereinafter known as the MUTUAL.

1. INSURED: **City of Whitewater**
2. MAILING ADDRESS: **312 W Whitewater Street
Whitewater, WI 53190**
3. POLICY PERIOD: **From 1/1/21 to 1/1/22 12:01 A.M. Standard Time at the address of the
INSURED as stated above.**
4. MUTUAL'S LIMIT OF LIABILITY:

\$5,000,000	Less INSURED's Retained Limit as ULTIMATE NET LOSS resulting from any one OCCURRENCE because of BODILY INJURY or PROPERTY DAMAGE or PERSONAL INJURY or PUBLIC OFFICIALS' ERRORS AND OMISSIONS, or any combination thereof, during the POLICY PERIOD.
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5. INSURED'S RETAINED LIMIT:

\$ 25,000	ULTIMATE NET LOSS resulting from any one OCCURRENCE because of BODILY INJURY or PROPERTY DAMAGE or PERSONAL INJURY or PUBLIC OFFICIALS' ERRORS AND OMISSIONS, or any combination thereof, during the POLICY PERIOD.
\$ 100,000	ULTIMATE NET LOSS in the aggregate, resulting from all covered OCCURRENCES during the POLICY PERIOD.
6. CLAIMS ADJUSTING FIRM:

	Cities and Villages Mutual Insurance Company Allison C. DeFranze, Liability Claims Manager 9898 W. Bluemound Road Wauwatosa, WI 53226-4319
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7. ANNUAL DEPOSIT PREMIUM: **\$57,010**

CVP (1-21)

8. ENDORSEMENTS ATTACHED TO POLICY AT INCEPTION:

Uninsured Motor Vehicle Endorsement - CVEDT UM (Adopted 1/21)
Dam Liability Endorsement Form - CVEDT 02 (Adopted 05/01)
Unmanned Aircraft Endorsement - CVEDT UA (Adopted 01/17)

Countersigned By:



(Authorized Representative)

The Declarations, Coverage Form CVP (1-21) and Endorsements are issued to, and form the complete, above-numbered policy.

THIS POLICY IS ASSESSABLE.

Annual Meeting of the Policyholders:

Date: October 2, 2021 Time: 8:00 AM Place: Blue Harbor Resort, Sheboygan, WI

CITIES AND VILLAGES MUTUAL INSURANCE COMPANY

PUBLIC ENTITY LIABILITY INSURANCE

(THIS POLICY IS ASSESSABLE)

Throughout this policy, words and phrases that appear capitalized have special meaning. They are defined in Section II - Definitions.

In consideration of the payment of the premium, the Cities and Villages Mutual Insurance Company, hereinafter known as the Mutual, agrees with the INSURED as follows:

SECTION I. - COVERAGES

This policy does not constitute a waiver of the statutory limitation of municipal tort liability under Section 893.80 of the Wisconsin statutes or any other statutory provision.

The Mutual will pay on behalf of the INSURED, the ULTIMATE NET LOSS in excess of the INSURED's Retained Limit stated in Item 5. of the Declarations, but not in excess of the Mutual's limit of liability stated in Item 4. of the Declarations, that the INSURED becomes legally obligated to pay by reason of liability imposed by law because of:

- A. BODILY INJURY or PROPERTY DAMAGE; and/or
- B. PERSONAL INJURY; and/or
- C. PUBLIC OFFICIALS' ERRORS AND OMISSIONS,

as those terms are herein defined and to which this policy applies, caused by an OCCURRENCE.

The Mutual makes no warranty or representation, either express or implied, as to the adequacy of the coverage provided for in this policy for the needs of the INSURED.

SECTION II. - DEFINITIONS

- A. AIRCRAFT - means a vehicle designed for the transport of persons or property, principally in the air, or a device or machine that is intended to navigate in the air without an on-board pilot, also commonly referred to as a "drone."
- B. AUTOMOBILE - means a self-propelled land motor vehicle and/or a trailer or semi-trailer, including any attached machinery or equipment thereto, designed for travel on public roads and subject to motor vehicle registration but does not include MOBILE EQUIPMENT.
- C. BODILY INJURY - means bodily injury, sickness or disease sustained by a person, including death resulting from any of these at any time.
- D. CLAIM - means a demand or action against any INSURED to recover for losses or damages within or alleged to be within the scope of coverages set forth in this policy. Claims for injunctive relief, issuance of permits or licenses, or non-monetary forms of relief do not constitute a CLAIM as that term is used in this policy.
- E. COVERED INDIVIDUALS - means persons who are past or present elected or appointed officials, employees or volunteers of the MEMBER, whether or not compensated, while acting for or on behalf of the MEMBER, including while acting on outside committees, agencies, districts, authorities, councils, commissions or boards at the direction of the MEMBER.
- F. COVERED ULTIMATE NET LOSS - means, with respect to coverages afforded by this policy, as stated in Section I - COVERAGES, an amount by which the ULTIMATE NET LOSS not covered by other available insurance or self-insurance exceeds the INSURED's Retained Limit, stated in Item 5. of the Declarations. Such amount shall not, in any event, however, exceed the limit of liability stated in Item 4. of the Declarations.
- G. DEFENSE COSTS - means fees and expenses incurred by the Mutual or an INSURED caused by and relating to the adjustment, investigation, defense or appeal of a CLAIM, including attorney's fees, court costs and interest on judgments accruing after entry of judgment, all within the scope of coverage afforded by this policy. DEFENSE COSTS shall not include the office expense of the Mutual or INSURED nor expenses of a claims administrator engaged by the INSURED or the Mutual.
- H. FIRST NAMED INSURED - means the entity first named in Item 1. of the Declarations.
- I. FUNGI - means any type or form of fungus, including mold or mildew and any mycotoxins, spores, scents or byproducts produced or released by FUNGI, but does not include any FUNGI intended by an INSURED for consumption.

- J. INSURED - shall have the meaning as set forth in Section VI - ENTITIES OR PERSONS INSURED.
- K. INSURED CONTRACT - That part of any contract under which an INSURED assumes the tort liability of another party to pay for BODILY INJURY or PROPERTY DAMAGE. Tort liability means a liability that would be imposed by law in the absence of any contract or agreement.
- L. LEAD means: (A) an actual exposure or threat of exposure to the harmful properties of lead, (B) the presence of lead in any place, whether or not within a building or structure, (C) lead contained in any materials, or (D) lead compounds. LEAD means the metal in any form including, but not limited to, paint or similar products.
- M. MEMBER - means the entity named in Item 1. of the Declarations, including any and all commissions, agencies, redevelopment agencies, districts, authorities, housing authorities, councils (including the governing councils) or similar entities coming under the MEMBER's direction or control.
- N. MOBILE EQUIPMENT - means any of the following types of land vehicles, including any attached machinery or equipment:
1. Bulldozers, forklifts and other vehicles designed principally for use off public roads;
 2. Vehicles that travel on crawler treads;
 3. Vehicles, whether self-propelled or not, maintained primarily to provide mobility to permanently mounted equipment of the following types: power cranes, shovels, loaders, diggers, drills, graders, scrapers, rollers;
 4. Vehicles not self-propelled, maintained to provide mobility to permanently attached equipment of the following types: air compressors, pumps and generators for spraying, welding, building cleaning, geophysical exploration, lighting and well servicing, and equipment to raise and lower workers.
- O. NUCLEAR MATERIAL- means Source Material, Special Nuclear Material, or Byproduct Material. Source Material, Special Nuclear Material and Byproduct Material have the meanings given to them by the Atomic Energy Act of 1954 and any law amendatory thereto.
- P. OCCURRENCE - means:
1. With respect to BODILY INJURY or PROPERTY DAMAGE, an accident or event, including continuous or repeated exposure to substantially the same general conditions, which results, during the POLICY PERIOD, in BODILY INJURY or PROPERTY DAMAGE neither expected nor intended from the standpoint of the INSURED.

2. With respect to PERSONAL INJURY and PUBLIC OFFICIALS' ERRORS AND OMISSIONS, respectively: an offense committed during the POLICY PERIOD, as described in the definition of those terms in this section.

Q. PERSONAL INJURY - means injury caused by or arising out of one or more of the following offenses:

1. False arrest, detention or imprisonment, malicious prosecution, or abuse of process;
2. Wrongful entry or eviction or other invasion of the right of private occupancy;
3. Publication or utterance of material that slanders or libels a person or organization or disparages a person's or organization's goods, products or services, or oral or written publication of material that violates a person's right of privacy, infringement of copyright, title or slogan;
4. Discrimination based upon race, religion, nationality, national origin, color, creed, sex, sexual preference, handicap, age or employment;
5. Assault and battery.

R. POLICY PERIOD - means the period stated in Item 3. of the Declarations.

S. POLLUTANTS - means any of the following:

1. Any substance exhibiting any hazardous characteristics as defined by or identified on a list of hazardous substances issued by the United States Environmental Protection Agency or any federal, state, county, municipal, local, or foreign equivalent.
2. Any solid, liquid, gaseous, or thermal irritant, contaminant or smoke, vapor, soot, fumes, acids, alkalis, chemicals or waste materials. Waste includes materials to be recycled, reconditioned or reclaimed.
3. Any other air emission, odor, waste water, oil or oil products, infectious or medical waste, asbestos or asbestos products, noise, FUNGI, bacteria or virus, LEAD, and electric or magnetic or electromagnetic field radiation.

The term POLLUTANTS, as used herein, is not defined to mean potable water, agricultural water, water furnished to commercial users or water used for fire suppression.

T. PROPERTY DAMAGE - means:

1. Physical injury to tangible property, including all resulting loss of use to that property; or
2. Loss of use of tangible property that is not physically injured.

- U. PUBLIC OFFICIALS' ERRORS AND OMISSIONS - means an offense consisting of any actual or alleged misstatement or misleading statement or act or omission or neglect or breach of duty including misfeasance, malfeasance, or nonfeasance by COVERED INDIVIDUALS, individually or collectively, in the discharge of their duties for and/or on behalf of the MEMBER, or any matter claimed against them solely by reason of their being or having been public officials.
- V. SEXUAL ABUSE - means any actual, attempted or alleged criminal sexual conduct of a person, or persons acting in concert, regardless of whether criminal charges or proceedings are brought, which causes physical and/or mental injuries. SEXUAL ABUSE also includes actual, attempted or alleged: sexual molestation, sexual assault, sexual exploitation or sexual injury. Any or all acts of SEXUAL ABUSE shall be deemed to constitute intentional conduct by the perpetrator done with willful and conscious disregard of the rights or safety of others, or with malice, or conduct that is malicious, oppressive or in reckless disregard of the claimant's or plaintiff's rights.
- W. ULTIMATE NET LOSS - means the sum for which the INSURED is liable as damages, either by adjudication or by compromise, after making proper deduction for all recoveries and salvages, and also includes DEFENSE COSTS.

SECTION III. - DEFENSE AND SETTLEMENT

The Mutual shall have the right and duty to participate in the investigation, negotiation, settlement or defense of any CLAIM against an INSURED, where, in the opinion of the Mutual, such CLAIM may result in a COVERED ULTIMATE NET LOSS, even if any allegations are groundless, false or fraudulent. The INSURED shall fully cooperate in all matters pertaining to such CLAIM. After the amount of the INSURED's Retained Limit has been exhausted by payment of judgments, settlements and DEFENSE COSTS, the Mutual will pay any excess within its limit of liability, as stated in Item 4. of the Declarations.

No DEFENSE COSTS for which reimbursement will be sought by the INSURED shall be incurred on behalf of the Mutual without its consent, which shall not be unreasonably withheld.

The Mutual shall not be obligated to pay any judgment, settlement or DEFENSE COSTS, or to defend any suit after the applicable limit of the Mutual's liability has been exhausted by payment of judgments or settlements or DEFENSE COSTS or after such limit of the Mutual's liability has been tendered for settlements.

The Mutual, at its option, shall have the right, at its own expense, to negotiate the settlement of any CLAIM as it deems expedient, but the Mutual shall not commit the INSURED to any settlement without the FIRST NAMED INSURED's consent. If, however, the FIRST NAMED INSURED shall refuse to consent to any settlement recommended by the Mutual and shall elect to contest the CLAIM or continue any legal proceedings in connection with such CLAIM, then, subject to the limits of liability of the policy, the Mutual's liability for the CLAIM shall be limited to the amount of the ULTIMATE NET LOSS in excess of the INSURED's Retained Limit which the Mutual would have contributed to a settlement, had the FIRST NAMED INSURED consented to such settlement.

SECTION IV. - INSURED'S RETAINED LIMIT AND THE MUTUAL'S LIMIT OF LIABILITY

The Mutual's liability shall be only the ULTIMATE NET LOSS in excess of the INSURED's Retained Limit as specified in Item 5. of the Declarations; and then for an amount not exceeding the amount specified in Item 4. of the Declarations.

For the purpose of determining the Mutual's limit of liability and the INSURED's Retained Limit, with respect to any claim for BODILY INJURY or PROPERTY DAMAGE, all damages arising out of continuous or repeated exposure to substantially the same general conditions shall be considered as arising out of one OCCURRENCE. With respect to claims for PERSONAL INJURY and PUBLIC OFFICIALS ERRORS AND OMISSIONS, all damages arising out of any single offense shall be considered as arising out of one OCCURRENCE.

An OCCURRENCE taking place in more than one policy period insured by the Mutual shall be deemed to have taken place only during the first such policy period, and the Mutual's liability as a result of that OCCURRENCE shall be limited to the Mutual's liability under the policy for that policy period. This provision shall supersede any contrary provision in any prior policy issued by the Mutual.

SECTION V. - POLICY PERIOD AND TERRITORY

Each INSURED shall have coverage for all BODILY INJURY, PROPERTY DAMAGE, PUBLIC OFFICIALS' ERRORS AND OMISSIONS and PERSONAL INJURY which occur anywhere in the world during the POLICY PERIOD.

SECTION VI. - ENTITIES OR PERSONS INSURED

The INSUREDS covered by this policy are:

- A. Any entity named in Item 1. of the Declarations, also referred to as the MEMBER;
- B. Any COVERED INDIVIDUAL(S);
- C. Any individual who operates, manipulates, rides in, loads or unloads any AUTOMOBILE or MOBILE EQUIPMENT owned by, loaned to or leased by the MEMBER, while acting for or on behalf of the MEMBER, except:
 - 1. Any person or organization, or any agent or employee thereof, operating an AUTOMOBILE or MOBILE EQUIPMENT sales agency, commercial repair shop, commercial service station, commercial storage garage or commercial public parking place, with respect to an OCCURRENCE arising out of the operation thereof. This does not apply to parking garages or lots owned, operated or leased by the INSURED; or
 - 2. The owner or any lessee, other than the INSURED, of a hired AUTOMOBILE or MOBILE EQUIPMENT, or any agent or employee of such owner or lessee.

SECTION VII. - EXCLUSIONS

This policy does not apply to any liability arising out of or in any way connected with:

- 1. POLLUTANTS, including:
 - a. Contamination or alleged contamination of any environment by POLLUTANTS introduced at any time, anywhere, in any way, including, but not limited to, into or upon land, the atmosphere or any watercourse or body of water or aquifer. This exclusion applies whether or not the contamination is introduced into the environment intentionally or accidentally or gradually or suddenly and whether or

not the INSURED and/or any other person or organization is responsible for the contamination.

- b. Any obligation to defend any CLAIM against the INSURED and/or any other person or organization alleging BODILY INJURY, or PROPERTY DAMAGE, or PERSONAL INJURY or PUBLIC OFFICIALS' ERRORS AND OMISSIONS and seeking damages, if such CLAIM arises from BODILY INJURY, or PROPERTY DAMAGE, or PERSONAL INJURY or PUBLIC OFFICIALS' ERRORS AND OMISSIONS arising out of or in any way connected with the contamination or alleged contamination of any environment by POLLUTANTS introduced at any time, anywhere, in any way, including, but not limited to, into or upon land, the atmosphere or any watercourse or body of water or aquifer.
- c. Any governmental direction or request that the INSURED and/or any other person or organization test for, monitor, clean up, remove, remedy, contain, treat, detoxify or neutralize POLLUTANTS.
- d. Any loss, cost, or expense incurred by a governmental unit or other third party, including, but not limited to, the cost of investigation and monitoring, and attorney's fees relating to activities in connection with efforts to test for, monitor, clean up, remove, remedy, contain, treat, detoxify or neutralize POLLUTANTS.

This exclusion does not apply, however, to BODILY INJURY or PROPERTY DAMAGE caused by heat, smoke or fumes from a hostile fire. As used in this exclusion, a hostile fire means one which becomes uncontrollable or breaks out where it is not intended to be.

Contamination includes any unclean, unsafe, damaging, injurious or unhealthful condition, either actual or potential, which arises out of the presence in the environment of any POLLUTANT, whether permanent or transient, including but not limited to sewer backups.

Environment includes any person, any man-made object or feature, animals, crops and vegetables, land, bodies of water, underground water, or water table or aquifer, air and any other natural feature of the earth and its atmosphere, whether or not altered, developed or cultivated.

It is the intent and effect of this exclusion to exclude any and/or all coverages afforded by this policy for any liability arising out of or in any way connected with the threatened, eventual, or actual discharge, dispersal, release or escape of POLLUTANTS whether such results from the INSURED's and/or any other person's or organization's activities, whether or not such is sudden, gradual, intended, foreseeable, expected, fortuitous, inevitable and whenever, wherever or however such may occur.

- 2. Loss or damage caused by or resulting from any virus, bacterium or other microorganism that induces or is capable of inducing physical distress, illness or disease.

- a. With respect to any loss or damage subject to this exclusion, such exclusion supersedes any exclusion relating to POLLUTANTS.
 - b. This exclusion does not apply to loss or damage caused by or resulting from FUNGI. Such loss or damage is addressed in a separate exclusion in this Section.
3. The actual or alleged presence of or exposure to LEAD, including but not limited to any: (a) request, demand or order that any INSURED or others test for, monitor, clean up, remove, contain, treat, detoxify or neutralize, or in any way respond to or assess the effects of LEAD, or (b) CLAIM by or on behalf of a governmental authority for damages because of testing for, monitoring, cleaning up, removing, containing, treating, detoxifying or neutralizing, or in any way responding to, or assessing the effects of LEAD.
4. Sewer backups, whether or not the sewer backup is intentional or accidental or gradual or sudden and whether or not the INSURED and/or any other person or organization is responsible for the sewer backup.
5. FUNGI or bacteria, including:
 - a. The actual, alleged or threatened inhalation of, ingestion of, contact with, exposure to, existence of, or presence of any FUNGI or bacteria on or within a building or structure, including its contents, regardless of whether any other cause, event, material, or product contributed concurrently or in any sequence to such injury or damage; or
 - b. Abating, testing for, monitoring, cleaning up, removing, containing, treating, detoxifying, neutralizing, remediating or disposing of, or in any way responding to, or assessing the effect of FUNGI or bacteria, by any INSURED or by any other person or entity.

This exclusion does not apply to any FUNGI that are, are on, or are contained in, a good or product intended for bodily consumption.
6. Asbestos, including:
 - a. Inhaling, ingesting or physical exposure to asbestos or goods or products containing asbestos;
 - b. The use of asbestos in constructing or manufacturing of, or presence of asbestos in any good, product, or structure; or
 - c. The manufacture, transportation, storage or disposal of asbestos or goods or products containing asbestos.
7. Any CLAIM for past salary, or wages due, because of discrimination or wrongful termination or violation of civil rights of any employee or official of the INSURED.

8. BODILY INJURY to:

- a. An employee of the INSURED arising out of and in the course of his/her employment by the INSURED; or
- b. The spouse, child, parent, brother or sister of that employee as a consequence of actions of the employee arising out of and in the course of his/her employment by the INSURED.

This exclusion applies whether the INSURED may be liable as an employer or in any other capacity, except with respect to liability of others that the INSURED assumes under an INSURED CONTRACT provided that the BODILY INJURY occurs subsequent to the execution of the INSURED CONTRACT.

- 9. Any obligation for which the INSURED or any insurance company as its insurer may be held liable under any workers' compensation or disability benefits law or any similar law.
- 10. The ownership or operation of any airport.
- 11. The operation of any hospital, clinic, or established health care facility owned or operated by the INSURED due to:
 - a. The rendering of or failure to render:
 - 1) Medical, surgical, dental, psychiatric, mental health services, X-ray or nursing service or treatment, or the furnishing of food or beverages in connection therewith;
 - 2) Any service or treatment conducive to health or of a professional nature or;
 - 3) Any cosmetic or tonsorial service or treatment.
 - b. The furnishing of or dispensing of drugs or medical, dental, or surgical supplies or appliances.

This exclusion shall not apply, however, to liability arising out of the performance of occupational-related physical examinations, paramedic services, emergency care, immunization clinics, health and wellness clinics, T.B. treatment clinics, community health service clinics, or general public health nurse services.

- 12. The rupture, bursting, overflow, seepage or release of water of any dam(s). With respect to this exclusion, dam means a barrier built across a watercourse, preventing the flow of water, but this shall not include any body of water with a capacity of less than 50 acre feet of water.

13. Any illegal or wrongful act, committed intentionally, with knowledge of wrongdoing, unless committed solely for the purpose of protecting threatened life or property. This exclusion does not apply to false arrest, slander or assault and battery as described under PERSONAL INJURY.
14. Punitive damages, exemplary damages, statutory multiple damages, or other damages imposed by statute in excess of actual damages, whether arising out of the acts of the INSURED, INSURED's employees, or any other person.
15. PROPERTY DAMAGE to:
 - a. Property owned by the INSURED; or
 - b. Property rented to or leased to the INSURED where the INSURED has assumed liability for damages to or destruction of such property, unless the INSURED would have been liable in the absence of such assumption of liability;
 - c. AIRCRAFT in the INSURED's care, custody or control;
 - d. Watercraft exceeding 26 feet in length, in the INSURED's care, custody or control.
16. The ownership, operation, use, maintenance, or entrustment to others of any AIRCRAFT.
17. Any AUTOMOBILE in any way connected with the operation of any transit authority, transit system, or public transportation system owned or operated by the INSURED.
18. The failure to supply or provide an adequate supply of gas, water or electricity when such failure is a result of the inadequacy of the INSURED's facilities to supply or produce sufficient gas, water or electricity to meet the customary demand.
19. The operation of or the principles of eminent domain, condemnation, adverse possession, inverse condemnation, dedication by adverse use, takings, easements, annexations, real estate forfeitures, or any zoning, land use, and/or variance decisions, in each case by whatever name called and whether or not:
 - a. Damages are sought;
 - b. Diminution of property value, loss of use, and/or constitution or civil rights violations are alleged;
 - c. Such liability accrues directly against any INSURED or by virtue of any agreement entered into by or on behalf of the INSURED; or

- d. Such liability arises out of or in connection with the deliberate decision-making conduct of the MEMBER; a judicial, administrative, or legislative order; or the referendum or petition process.

This exclusion shall not apply to liability, loss, cost or expense arising from PROPERTY DAMAGE caused by earth movement, subsidence of land, or flooding, even though a legal theory upon which a claimant seeks recovery is the principle of inverse condemnation.

- 20. The design, construction, ownership, maintenance, operation or use of any electrical power generating or distribution facilities.
- 21. The design, construction, ownership, maintenance, operation or use of any chair lifts at ski facilities.
- 22. The hazardous properties of NUCLEAR MATERIAL.
- 23. War, whether or not declared, civil war, or revolution or to any act or condition incident to any of the foregoing.
- 24. Any employee benefit plan (whether the plan is voluntarily established by the INSURED or mandated by statute).
- 25. Refund of taxes, fees or assessments.
- 26. As respects liability of a COVERED INDIVIDUAL, liability arising out of or in any way connected with:
 - a. A COVERED INDIVIDUAL's obtaining remuneration or financial gain to which the COVERED INDIVIDUAL was not legally entitled; or
 - b. Willful violation of the penal code or ordinance committed by or with the knowledge or consent of any INSURED.
- 27. Estimates of probable costs or cost estimates being exceeded or faulty preparation of bid specifications or plans including architectural plans.
- 28. Any written or oral contract or agreement.

This exclusion shall not apply to liability for BODILY INJURY or PROPERTY DAMAGE:

- a. Assumed in a contract or agreement that is an INSURED CONTRACT provided that BODILY INJURY or PROPERTY DAMAGE occurs subsequent to the execution of the contract or agreement; or
- b. That the INSURED would have in the absence of the contract or agreement.

29. As respects liability assumed by the INSURED under any INSURED CONTRACT:
- a. Liability arising or in any way connected with any arbitration proceeding wherein the Mutual is not entitled to exercise, with the INSURED, the INSURED's rights in the choice of arbitrators, and in the conduct of such proceedings.
 - b. If the party to be indemnified by the INSURED is an architect, engineer or surveyor, the liability of such indemnified party, or the indemnified party's agents or employees, arising out of or in any way connected with:
 - 1) The preparation or approval of contracts, maps, plans, drawings, opinions, reports, tests, surveys, change orders, designs or specifications or,
 - 2) The giving of or failure to give directions or instructions by the indemnified party, or the indemnified party's agents or employees, provided such giving or failure to give is the primary cause of injury or damage.
30. The Employee Retirement Income Security Act of 1974 (ERISA), and any law amendatory thereof, or under any state or local law regarding employee benefit plans.
31. Financial or investment obligations of the INSURED, including:
- a. The failure to pay any bond, interest on any bond, any debt, financial guarantee or debenture.
 - b. Whether directly or indirectly, the performance of assets or invested funds or the failure to invest any funds.
 - c. Any INSURED'S activities in an investing or fiduciary capacity, including with respect to any self-insurance fund, entitlement program, or employee benefit program. Employee benefit programs include pension, savings, and profit sharing plans, fringe benefit programs, retirement programs, incentive programs, prerequisite programs, and other benefits owed to any employee.
32. The Consolidated Omnibus Budget Reconciliation Act of 1985 (COBRA), and any law amendatory thereof.
33. The Immigration Reform and Control Act of 1986 (IRCA), and any law amendatory thereof.
34. SEXUAL ABUSE. The intent of this exclusion is to eliminate coverage for any compensatory damages awarded because of conduct which is also the basis for an award of punitive damages, regardless of jurisdiction or venue. However,

where the MEMBER did not authorize, ratify, participate in, consent to, or have knowledge of such conduct by its past or present employee, elected or appointed official, or volunteer, and the claim against the MEMBER is based solely on its vicarious liability arising from its relationship with such employee, official, or volunteer, this exclusion does not apply to said MEMBER.

35. The following under Coverage C (PUBLIC OFFICIALS' ERRORS AND OMISSIONS):
 - a. BODILY INJURY;
 - b. PROPERTY DAMAGE;
 - c. PERSONAL INJURY.
36. The design, construction, ownership, maintenance, operation or use of any water treatment plant or wastewater treatment plant.

The terms of any above exclusion in numbers 1-36, or the inapplicability of any exclusion to a particular loss, does not serve to create coverage for any loss that would otherwise be excluded under the Policy.

SECTION VIII. - CONDITIONS

A. PREMIUM AND AUDIT

The Premium designated in the Declarations as "Annual Deposit Premium" is a deposit premium only.

The Mutual may examine the INSURED's books and records at any reasonable time during the POLICY PERIOD and extensions thereof and within three years after the final termination of this policy, as far as they relate to the subject matter of this policy.

B. INSPECTIONS

The Mutual shall be permitted but not obligated to inspect the INSURED's property and operations at any reasonable time. Neither the Mutual's right to make inspections nor the making thereof nor any report thereon shall constitute an undertaking, on behalf of or for the benefit of the INSURED or others, to determine or warrant that such property or operations are safe.

C. DUTIES IN THE EVENT OF AN OCCURRENCE

The INSURED's duty in the event of an OCCURRENCE, CLAIM:

1. In the event of an OCCURRENCE reasonably likely to involve a COVERED ULTIMATE NET LOSS, written notice containing particulars sufficient to identify the INSURED and also reasonably obtainable information with respect to the time, place and circumstances thereof, and the names and addresses of the injured party(ies) and of available witnesses, shall be given by or for the INSURED to the Mutual or any of its authorized agents as soon as practicable.

2. If a CLAIM is made or brought against any INSURED, the INSURED shall be obligated to forward to the Mutual every demand, notice, summons or other process received by the INSURED or the INSURED'S representative.
3. The INSURED shall cooperate fully with the Mutual and, upon its request, assist in enforcing any right of contribution or indemnity against any person or organization who may be liable to the INSURED because of an OCCURRENCE with respect to which coverage is afforded under this policy; and the INSURED shall attend hearings and trials and assist in securing and giving evidence and obtaining the attendance of witnesses. The INSURED shall not, except at its own cost, voluntarily make any payment, assume any obligation or incur any expense which is likely to result in an ULTIMATE NET LOSS that exceeds the INSURED's Retained Limit stated in Item 5. of the Declarations. In the event that the amount of ULTIMATE NET LOSS becomes certain, either through final court judgment or agreement among the INSURED, the claimant and the Mutual, then the Mutual shall pay on behalf of the INSURED the COVERED ULTIMATE NET LOSS.

D. BANKRUPTCY AND INSOLVENCY PROVISION

Bankruptcy or insolvency of the INSURED shall not relieve the Mutual of any of its obligations hereunder.

E. OTHER INSURANCE

If collectible insurance with any other insurer or other self-funding mechanism is available to the INSURED, coverage for a loss also covered hereunder (whether on a primary, excess or contingent basis) shall be in excess of, and shall not contribute with, such other insurance, provided that this clause does not apply with respect to excess insurance purchased with written consent of the MUTUAL specifically to be in excess of this policy, or to other insurance purchased with written consent of the MUTUAL which is intended to provide the remainder of the limit of liability stated in the Declarations of this policy when the insurance afforded under this policy provides less than 100 percent of the limit set forth in the Declarations.

If any INSURED has any insurance covering a loss within the INSURED's Retained Limit, as stated in Item 5. of the Declarations, and said insurance is exhausted, then amounts paid by said insurance for such loss, and amounts paid by the INSURED for such loss pursuant to any retained liability under said insurance, shall apply to satisfy the liability of the INSURED within the INSURED's Retained Limit for such loss.

F. EXTENDED OCCURRENCE

An OCCURRENCE taking place in more than one policy period insured by the Mutual shall be treated as a single OCCURRENCE taking place only during the first such policy period. This provision shall supersede any contrary provision in any prior policy issued by the Mutual.

G. ENDORSEMENTS TO THE POLICY

This policy contains all the agreements between the INSURED and the Mutual. Its terms and conditions may not be changed or waived except by an endorsement issued by the Mutual.

H. ACTION AGAINST THE MUTUAL

Any person or organization may sue the Mutual directly to recover damages allegedly caused by the INSURED, or join the Mutual as a defendant in a suit brought against the INSURED for damages. However, the Mutual will not be liable for damages that are in excess of the Mutual's Limit of Liability, it being agreed that nothing herein shall act to increase the Mutual's Limit of Liability. The INSURED shall not withhold all or any portion of the INSURED's premiums pending resolution of a dispute.

I. SUBROGATION

The Mutual shall be subrogated to the extent of any payment hereunder to all the INSURED's rights of recovery thereof, and the INSURED shall do nothing after loss to prejudice such right and shall do everything necessary to secure such right.

In case any reimbursement is obtained or recovery made by the INSURED or the Mutual on account of any loss covered by this policy, the amounts recovered shall be applied as follows:

1. The expenses of all such recovery proceedings shall be paid before any reimbursements are made. If there is no recovery in the proceedings conducted by the Mutual it shall bear the expenses thereof.
2. The highest layer of coverage shall be reimbursed first and, if there are sufficient recoveries, then the next-highest layer, until the INSURED'S Retained Limit is reimbursed or until all recoveries are used up.

J. ASSIGNMENT OF INTEREST

Assignment of interest under this policy shall not bind the Mutual unless and until its consent is endorsed hereon.

K. CROSS LIABILITY

In the event of ULTIMATE NET LOSS to one or more INSURED(S) for which another INSURED is or may be held liable, then this policy shall cover such INSURED against whom claim is made or may be made, the same as if separate policies had been issued to each INSURED, except that the limits of liability for all such INSURED(S) shall not exceed the limits of liability set forth in the policy Declarations.

L. ARBITRATION

It is understood and agreed that all disputes which may arise under, or in connection with, this policy, including any determination of the amount of loss, shall be settled by binding arbitration in accordance with the rules of the International Institute for Conflict

Prevention & Resolution (CPR) then in effect.

Before entering into arbitration, the INSURED and the Mutual shall first seek review of any dispute by the Mutual's Board of Directors. In the event that the INSURED is dissatisfied with the decision of the Board of Directors regarding the dispute, the INSURED and the Mutual shall then each appoint an arbitrator as set forth below. As soon as one party notifies the other of its demand for arbitration and names its arbitrator, the other party agrees to name its arbitrator within thirty (30) days of said notice. Within thirty (30) days of the naming of the second arbitrator, the two arbitrators will select a third arbitrator to be chairperson of the panel. All arbitrators must be present or former executives of an insurance company. None of the arbitrators shall be current or former officers or current or former employees of the parties to this policy. The three chosen arbitrators shall comprise the arbitrator panel for the purpose of this policy.

Each party to this policy shall submit its case with supporting documents to the arbitrator panel within thirty (30) days after appointment of the third arbitrator. However, the panel may extend this period for a reasonable time. Unless extended, the majority of the three arbitrators shall issue a written decision resolving the controversy before them within thirty (30) days of the time both are required to submit their case and related documentation. The arbitrators' written decision shall state the facts reviewed, conclusions reached and the reasons for these conclusions. Said decision shall be final and binding upon both parties in any court of competent jurisdiction.

Fees and expenses of each party's arbitrator shall be paid by those parties. All remaining costs of arbitration shall be shared equally by both parties.

M. CANCELLATION

If the INSURED fails to discharge when due any of its obligations in connection with the payment for this policy or any installment thereof, extension or credit, this policy may be cancelled by the Mutual by receipted delivery to the INSURED, at the address shown in the policy, of written notice when, not less than ten days thereafter, such cancellation shall be effective.

The Mutual may not otherwise cancel this policy unless, in the opinion of the Mutual, the INSURED has materially misrepresented the risk to the Mutual; or there is substantial change in the risk assumed by the Mutual (except to the extent the Mutual should have reasonably foreseen the change or contemplated the risk in underwriting the policy); or there is a substantial breach of contractual duties, conditions or warranties by the INSURED; or the INSURED has materially failed to comply with rules or policies governing the rights and responsibilities of members that have been duly adopted by the Mutual's Board of Directors.

The time of surrender or the effective date and hour of cancellation stated in the notice shall become the end of the policy period.

N. CONSENTS AND NOTICES

The FIRST NAMED INSURED is authorized to act on behalf of all Named INSUREDS and other INSUREDS with respect to the giving and receiving of any consent or notice under this policy, including Notice of Cancellation, and to receive any return premium that may become payable under this policy. The FIRST NAMED INSURED is responsible for the payment of all premiums.

O. NOTICE OF NON-RENEWAL

If the Mutual elects not to renew this policy, it shall mail to the FIRST NAMED INSURED, at the address shown in this policy, by receipted delivery, written notice not less than sixty days prior to the expiration date. This notice requirement does not apply if the MEMBER has insured elsewhere, has accepted replacement coverage, or has requested or agreed to non-renewal.

P. POLICY DIVIDENDS

The Mutual may pay dividends on this policy to the FIRST NAMED INSURED. The Mutual shall send a schedule explaining the basis for the dividend to the FIRST NAMED INSURED.

Q. RENEWAL WITH ALTERED TERMS

If the Mutual elects to renew this policy on less favorable terms or at higher premiums, it shall mail to the FIRST NAMED INSURED, at the address shown in this policy, by receipted delivery, written notice not less than sixty days prior to the expiration date. This notice requirement does not apply if the premium increase is less than 25% and is generally applicable to the class of business to which this policy belongs, or if it results from a change based on action by the INSURED that alters the nature or extent of the risk insured against.

ENDORSEMENT NO. 1
CITIES AND VILLAGES MUTUAL INSURANCE COMPANY
UNINSURED MOTOR VEHICLE ENDORSEMENT

In consideration of the premium charged, it is agreed that this policy is changed to include limited coverage for UNINSURED MOTOR VEHICLES, only as follows:

COVERAGE

1. The Mutual will pay the actual damages that the INSURED is legally entitled to recover from the owner or driver of an UNINSURED MOTOR VEHICLE, but not in excess of the Mutual's limit of liability set forth in paragraph 4 below. The damages must result from BODILY INJURY sustained by the INSURED and be caused by an OCCURRENCE. The owner's or driver's liability for these damages must result from the ownership, maintenance or use of the UNINSURED MOTOR VEHICLE.
2. If this insurance provides a limit in excess of the amounts required by the applicable law where a covered auto is principally garaged, the Mutual will pay only after all liability bonds or policies have been exhausted by judgments or payments.
3. Any judgment for damages arising out of a suit brought without the Mutual's written consent is not binding on the Mutual.
4. This UNINSURED MOTOR VEHICLE coverage is limited and provides only \$25,000 per person and \$50,000 per OCCURRENCE.
 - a. Regardless of the number of policies involved, vehicles involved, persons covered, claims made, vehicles or premiums shown on the policy, or premiums paid, the Mutual will pay no more than these limits for UNINSURED MOTOR VEHICLE coverage for any one OCCURRENCE.
 - b. These limits for any one OCCURRENCE shall be reduced by any amounts paid:
 - i. With respect to the OCCURRENCE under any UNDERINSURED MOTOR VEHICLE coverage.
 - ii. By or on behalf of any person that may be legally responsible for the BODILY INJURY.
 - iii. Or payable for BODILY INJURY under any worker's compensation or disability benefits law or any similar law.

5. This UNINSURED MOTOR VEHICLE coverage does not apply to:
- a. Any liability for damages arising from the ownership, maintenance or use, by any owner or driver, of any UNDERINSURED MOTOR VEHICLE.
 - b. Any CLAIM or suit brought by an employee of a MEMBER or by an employee of any other entity named in Item One of the declarations, or by any others on the employee's behalf including spouses, children, estates or others in the right of the employee.
 - c. Benefit, directly or indirectly, any insurer or self-funded party under any worker's compensation or disability benefits law or any similar law.
 - d. Anyone using a vehicle without a reasonable belief that the person is entitled to use the vehicle.

DEFINITIONS

MOTOR VEHICLE means a self-propelled land motor vehicle:

1. Designed for travel on public roads and subject to motor vehicle registration under Wisconsin law, including trailers and semitrailers designed for use with such vehicles; and
2. Which is not a farm tractor, well driller, road machinery, or snowmobile.

UNINSURED MOTOR VEHICLE means a MOTOR VEHICLE:

1. For which no bodily injury liability insurance policy is in effect at the time of the OCCURRENCE and the owner or operator has not furnished proof of financial responsibility for the future under Wisconsin law; or
2. That is insured, but for which the liability insurer is declared insolvent by a court of competent jurisdiction before or after the OCCURRENCE; or
3. That is a hit-and-run vehicle and neither the driver nor owner can be identified. The vehicle must make physical contact with an INSURED, a covered AUTOMOBILE, or a vehicle an INSURED is occupying.

UNDERINSURED MOTOR VEHICLE means a MOTOR VEHICLE:

4. To which a bodily injury liability insurance policy applies at the time of the OCCURRENCE; and
2. The limits under the bodily injury liability insurance policy are less than the amount needed to fully compensate the INSURED for the INSURED's damages.

It is further agreed that nothing herein shall act to increase the Mutual's Limit of Liability.

This endorsement is part of the Policy that takes effect on the effective date of the Policy unless another date is shown below.

All other terms and conditions remain unchanged.

Effective Date: **1/1/21**

Policy No: **PEL145**

Issued To: **City of Whitewater**



Authorized Representative



Disclosure No. 2

**POLICYHOLDER DISCLOSURE
NOTICE OF TERRORISM
INSURANCE COVERAGE**

Coverage for acts of terrorism is included in your policy. You are hereby notified that under the Terrorism Risk Insurance Act, as amended in 2019, defines an act of terrorism in Section 102(1) of the Act: The term “act of terrorism” means any act or acts that are certified by the Secretary of the Treasury—in consultation with the Secretary of Homeland Security, and the Attorney General of the United States—to be an act of terrorism; to be a violent act or an act that is dangerous to human life, property, or infrastructure; to have resulted in damage within the United States, or outside the United States in the case of certain air carriers or vessels or the premises of a United States mission; and to have been committed by an individual or individuals as part of an effort to coerce the civilian population of the United States or to influence the policy or affect the conduct of the United States Government by coercion. Under your coverage, any losses resulting from certified acts of terrorism may be partially reimbursed by the United States Government under a formula established by the Terrorism Risk Insurance Act, as amended. However, your policy may contain other exclusions which might affect your coverage, such as an exclusion for nuclear events. Under the formula, the United States Government generally reimburses 80% beginning on January 1, 2020, of covered terrorism losses exceeding the statutorily established deductible paid by the insurance company providing the coverage. The Terrorism Risk Insurance Act, as amended, contains a \$100 billion cap that limits U.S. Government reimbursement as well as insurers’ liability for losses resulting from certified acts of terrorism when the amount of such losses exceeds \$100 billion in any one calendar year. If the aggregate insured losses for all insurers exceed \$100 billion, your coverage may be reduced.

The portion of your annual premium that is attributable to coverage for acts of terrorism is \$0, and does not include any charges for the portion of losses covered by the United States government under the Act.

I ACKNOWLEDGE THAT I HAVE BEEN NOTIFIED THAT UNDER THE TERRORISM RISK INSURANCE ACT, AS AMENDED, ANY LOSSES RESULTING FROM CERTIFIED ACTS OF TERRORISM UNDER MY POLICY COVERAGE MAY BE PARTIALLY REIMBURSED BY THE UNITED STATES GOVERNMENT AND MAY BE SUBJECT TO A \$100 BILLION CAP THAT MAY REDUCE MY COVERAGE, AND I HAVE BEEN NOTIFIED OF THE PORTION OF MY PREMIUM ATTRIBUTABLE TO SUCH COVERAGE.

 Policyholder/Applicant’s Signature

 Print Name

 Date

Cities and Villages Mutual Insurance Company
City of Whitewater
 Liability Policy Number: **PEL145**

EXHIBIT D

Chapter 7.04 – Code of Ethics

Chapter 7.04 CODE OF ETHICS

Sections:

7.04.010 Declaration of policy.

The proper operation of democratic government requires that public officials and employees be independent, impartial and responsible to the people; that government decisions and policy be made in proper channels of the governmental structure; that public office not be used for personal gain; and that the public have confidence in the integrity of its government. In recognition of these goals, there is hereby established a code of ethics for all city officials and employees, whether elected or appointed, paid or unpaid, including members of boards, committees and commissions of the city. The purpose of this code is to establish guidelines for ethical standards of conduct for all such officials and employees by setting forth those acts or actions that are incompatible with the best interests of the city and by directing disclosure by such officials and employees of private financial or other interests in matters affecting the city. The provisions and purpose of this code and such rules and regulations as may be established are hereby declared to be in the best interests of the city.

(Ord. 1203(2/5/91) § 2(part), 1991).

7.04.020 Definitions.

As used in this chapter:

- (a) "Public employee" means any person excluded from the definition of a public officer who is employed by the city.
- (b) "Financial interest" means any interest which shall yield, directly or indirectly, a monetary or other material benefit to the officer or employee or to any person employing or retaining the services of the officer or employee.
- (c) "Official" means all city officers as defined in Section 62.09 under Wisconsin Statutes and all members of boards and commissions and agencies established or appointed by the city manager or common council, whether paid or unpaid.
- (d) "Personal interest" means any interest arising from blood or marriage relationships or from close business or political associations, whether or not any financial interest is involved.
- (e) "Person" means any person, corporation, partnership or joint venture.

(Ord. 1203(2/5/91) § 2(part), 1991).

7.04.030 Statutory standards of conduct.

There are certain provisions of the Wisconsin Statutes which should, while not set forth herein, be considered an integral part of any code of ethics. Accordingly, the provisions of the following sections of the Wisconsin Statutes, as from time to time amended, are adopted by reference and shall apply to public officials and employees whenever applicable to wit:

- (a) Sec. 946.10. Bribery of Public Officers and Employees.

- (b) Sec. 946.11. Special Privileges from Public Utilities.
- (c) Sec. 946.12. Misconduct in Public Office.
- (d) Sec. 946.13. Private Interest in Public Contract Prohibited.
- (e) Chapter 11. Campaign Financing.
- (f) Chapter 19. Subchapter IV Open Meetings of Governmental Bodies.

(Ord. 1203(2/5/91) § 2(part), 1991).

7.04.040 Responsibility of public office.

Public officials and employees hold office for the benefit of the public. They are bound to uphold the Constitution of the United States and the Constitution of this state; to observe the highest standards of law in the exercise of the powers and duties of their office; to impartially carry out the laws of the nation, state and city; to discharge faithfully the duties of their office regardless of personal considerations; and to recognize that the public interest must be their prime concern.

(Ord. 1203(2/5/91) § 2(part), 1991).

7.04.050 Dedicated service.

All officials and employees of the City of Whitewater should be loyal to the objectives expressed by the electorate and the programs developed to attain these objectives. Appointive officials and employees shall adhere to the rules of work and performance established as the standard for their positions by the appropriate authority.

Officials and employees should not exceed their authority or breach the law or ask others to do so, and they should work in full cooperation with other public officials and employees unless prohibited from so doing by law or by officially recognized confidentiality of their work.

(Ord. 1203(2/5/91) § 2(part), 1991).

7.04.060 Fair and equal treatment.

- (a) Use of Public Property. No official or employee shall request or permit the unauthorized use of city-owned vehicles, equipment, materials or property for personal convenience or profit.
- (b) Obligations to Citizens. No official or employee shall grant any special consideration, treatment or advantage to any citizen beyond that which is available to every other citizen.

(Ord. 1203(2/5/91) § 2(part), 1991).

7.04.070 Conflict of interest.

- (a) Financial and Personal Interest Prohibited. No official or employee, whether paid or unpaid, shall engage in any business or transaction or shall act in regard to financial or other personal interest, direct or indirect, which is incompatible with the proper discharge of official duties in the public interest contrary to the provisions of this chapter or which would tend to impair independence of judgment or action in the performance of official duties.
- (b) Specific Conflicts Enumerated.

- (1) Incompatible Employment. No official or employee shall engage in or accept private employment or render service for private interest when such employment or service is incompatible with the proper discharge of official duties or would tend to impair independence of judgment or action in the performance of official duties, unless otherwise permitted by law and unless disclosure is made as hereinafter provided.
- (2) Gifts and Favors.
 - (A) No official or employee shall accept any gift whether in the form of service, loan, thing or promise, from any person which may tend to impair his independence of judgment or action in the performance of his duties or grant in the discharge of his duties any improper favor, service or thing of value. EXCEPTION: Advertising or promotional items having a value of ten dollars or less per gift shall be exempt.
 - (B) No official or employee may solicit or accept, either directly or indirectly, from any person or organization, money or anything of value if it could reasonably be expected to influence the employee's official actions or judgments or be considered a reward for any action or inaction on the part of the official or employee.
 - (C) An official or employee is not to accept hospitality if, after consideration of the surrounding circumstances, it could reasonably be concluded that such hospitality would not be extended were it not for the fact that the guest, or a member of the guest's immediate family, was a city official or employee. Participation in celebrations, grand openings, open houses, informational meetings and similar events are extended from this prohibition. This paragraph further shall not be construed to prevent candidates for elective office from accepting hospitality from citizens for the purpose of supporting the candidate's campaign.
 - (D) Gifts received by an official or employee under unusual circumstances should be referred to the ethics board within ten days of receipt for recommended disposition.
- (3) Representing Private Interests Before City Agencies or Courts. No official or employee shall appear on behalf of any private person (other than him or herself, his or her spouse or minor children) before any city agency, board, commission or the common council if the official or employee or any board, commission or committee of which the official or employee is a member has any jurisdiction, discretion or control over the matter which is the subject of such representation. However, members of the common council may appear before city agencies on behalf of constituents in the course of their duties as representatives of the electorate or in the performance of public or civic obligations.
 - (A) Ad Hoc Committee. EXCEPTION: No violation of this section shall exist, however, where an individual serves on an ad hoc committee charged with the responsibility of addressing an issue or topic in which that individual, or the employee or a client of that individual, has an interest so long as the individual discloses to the ad hoc committee that such interest exists.
- (c) Contracts with the City. No city officer or employee who, in his capacity as such officer or employee, participates in the making of a contract in which he has a private pecuniary interest, direct or indirect, or performs in regard to that contract with some function requiring the exercise of discretion of his part, shall enter into any contract with the city unless it falls within the confines of Sec. 946.13, Wis. Stats. "Private Interest in Public Contract Prohibited," or the following:
 - (1) The contract is awarded through a process of public notice and competitive bidding or the common council waives the requirement of this section after determining that it is in the best interest of the city to do so.
 - (2) The provisions of this section shall not apply to the designation of a public depository of public funds.
- (d) Disclosure of Interest in Legislation.

- (1) Any member of the common council who has a financial interest or personal interest in any proposed legislation before the common council, shall disclose on the records of the common council, the nature and extent of such interest.
- (2) Any other official or employee who has a financial interest or personal interest in any proposed legislative action of the common council or any board, commission or committee upon which the official or employee has any influence or input or of which the official or employee is a member that is to make a recommendation or decision upon any item which is the subject of the proposed legislative action shall disclose on the records of the common council or the appropriate board, commission or committee the nature and extent of such interest.

(Ord. 1529A §§ 1, 2, 2003; Ord. 1203(2/5/91) § 2(part), 1991).

7.04.075 Disclosure of confidential information.

No official or employee shall without proper legal authorization, disclose confidential information concerning the property, government or affairs of the city.

(Ord. 1529A § 1(part), 2003).

7.04.080 Ethics board.

- (a) There is hereby created an ethics board to consist of five members and one alternate, all residents of the city. Elected officials or employees will not be eligible for appointment. The city manager shall provide necessary staff assistance to the board. The city attorney shall routinely furnish the board whatever legal assistance is necessary to carry out its functions. However, if a possible, apparent, or actual conflict of interest involving the city attorney should occur, legal counsel shall be furnished the board through the city manager's appointment of other legal counsel after consultation with the chair of the ethics board.
- (b) The members of the ethics board shall be appointed by the city manager subject to confirmation by the common council. Terms of office shall be three years except that when the initial appointments are made, one member shall be appointed for one year, two for two years, and two for three years. The term of the alternate shall be for three years, except that the initial appointment shall coincide with the ending of the terms of the member appointed for one year.
- (c) The ethics board shall elect its own chair, vice-chair and secretary and shall develop written rules of procedure which shall be filed with the city clerk.
- (d) The ethics board may make recommendations to the common council with respect to amendments to the code of ethics ordinance.

(Ord. 1203(2/5/91) § 2(part), 1991).

7.04.090 Duties of the ethics board.

- (a) Upon receipt at the city clerk's office of a notarized complaint in writing, which shall state the name of the elected or appointed official or employee alleged to have committed a violation of this chapter and which shall set forth the particulars thereof, the city clerk or designee shall distribute a copy of the complaint along with a copy of the code of ethics ordinance to the respondent within ten working days (i.e., Monday through Friday, excluding holidays). The city clerk or designee also shall send a copy of the complaint to each member of the ethics board. The information contained in the verified complaint shall be kept confidential until a proper disposition of the case occurs.

- (b) The board shall meet in closed session and determine whether the complaint, if true, may constitute a violation of the chapter. If four or more of the members of the board vote to dismiss the verified complaint, a formal dismissal action adopted in open session shall be filed with the city clerk and a copy sent to the complainant and the respondent. If four or more members do not vote to dismiss, the action shall proceed as provided in subsection (c) of this section.
- (c) If the action is not dismissed under subsection (b) of this section, the board shall make preliminary investigations with respect to the alleged violation of the ethics chapter. No preliminary investigation of the activities of any elected or appointed official or employee may be initiated unless such official or employee is notified in writing. The notice shall state the nature and purpose of this preliminary investigation. Information gathered during the preliminary investigation shall be kept confidential until a finding is made by the board.
- (d) If, after the preliminary investigation, three or more of the members of the board vote in open session that no probable cause exists, the board shall issue a formal finding to that effect and dismiss the case. A copy of the formal finding shall be filed with the city clerk and a copy distributed to the complainant and the respondent.
- (e) If the board is unable to come to a conclusion on the subject of probable cause, due to abstentions or the voting of "present," the board shall have further discussion and vote again. If the stalemate continues, the board shall treat it as a dismissal and proceed as in subsection (d) of this section.
- (f) If, after the preliminary investigation, three or more of the members of the board vote that there is probable cause that a violation took place, the board shall file formal findings to that effect with the city clerk and proceed toward the conduct of a hearing. The vote shall be taken in open session.
- (g) In the case of a probable cause finding, the board shall send a notice of due process rights and a notice of hearing on the matter to the respondent. The complainant shall also be notified of the hearing.
- (h) The board shall then conduct a hearing on the verified complaint, which hearing shall be held not more than thirty days after such finding of probable cause. The board shall give the respondent at least twenty days notice of the hearing date. Such hearings shall be at open session unless the respondent petitions for a hearing closed to the public. The rules of criminal evidence shall apply to such hearings. All evidence considered by the board, including certified copies of records and documents, shall be fully offered and made part of the record. Every party shall be afforded adequate opportunity to rebut or offer countervailing evidence.
- (i) During all stages of the proceeding conducted under this section, the elected or appointed official or employee whose activities are under investigation shall be entitled to be represented by counsel of his or her own choosing.
- (j) The respondent or his/her attorney shall have an opportunity to examine all documents and records to be used at the hearing under subsection (g) of this section at a reasonable time before the date of the hearing; as well as during the hearing, to bring witnesses, to establish all pertinent facts and circumstances, and to question or refute any testimony or evidence, including opportunity to confront and cross-examine adverse witnesses.
- (k) The board shall have the power to compel the attendance of witnesses and to issue subpoenas granted other boards and commissioners under Section 885.01(3) of the Wisconsin Statutes.
- (l) Determination. Upon conclusion of the hearing the board shall make a decision agreed to by at least four members. It shall file the decision in writing within ten working days after the vote, signed by at least four participating board members stating findings of fact, conclusions of law concerning the propriety of the conduct of the elected or appointed official or employee, and if appropriate, referring the matter to the city council or other proper authority with a recommendation for censure or other disciplinary action. A member of council censured may be subject to recall pursuant to Section 9.10, Wisconsin Statutes, or any other legal

process authorized by law. If four or more members are not able to reach an agreement, the complaint shall be dismissed.

(Ord. 1203(2/5/91) § 2(part), 1991).

7.04.100 Applicability of code.

This code shall be operative in all instances covered by its provisions except when superseded by an applicable statutory provision and statutory action is mandatory, or when the application of a statutory provision is discretionary, but determined by the ethics board to be more appropriate or desirable.

(Ord. 1203(2/5/91) § 2(part), 1991).

7.04.110 Distribution of the code.

The city clerk shall provide copies of this code to elected and appointed officials covered by this chapter and shall keep at least one copy permanently on file for the use of the public.

(Ord. 1203(2/5/91) § 2(part), 1991).

7.04.120 Severability.

- (a) If any provision of this chapter is invalid or unconstitutional, or if the application of this chapter to any person or circumstances is invalid or unconstitutional, such invalidity or unconstitutionality shall not affect the other provisions or applications of this chapter which can be given effect without the invalid or unconstitutional provision or application.
- (b) This ordinance shall be in full force and effect from and after its passage and publication.

(Ord. 1203 (2/5/91) § 2(part), 1991).

7.04.130 Penalty for violations.

In addition to any other provisions relating to disciplinary action or censure, any person who violates any of the provisions of this chapter may forfeit and pay a penalty of not less than twenty-five dollars nor more than two hundred fifty dollars for the first offense, together with the costs of prosecution; and for the second and subsequent offenses, not less than fifty dollars nor more than two hundred fifty dollars, together with the costs of prosecution. If respondent fails to pay the penalty and costs within sixty days of imposition of the penalty, the city may collect the penalty by obtaining a judgment in the circuit court and collecting said judgment as provided by law.

(Ord. 1203(2/5/91) § 2(part), 1991).

EXHIBIT E

Chapter 2.62 Transparency Ordinance

Chapter 2.62 WHITEWATER TRANSPARENCY ENHANCEMENT ORDINANCE

Sections:

2.62.010 Purpose.

The purpose of this chapter is to maximize public awareness and participation in City of Whitewater Government.

(Ord. No. 1804A, § 1, 10-5-2010)

2.62.020 Posting requirements.

- (a) Agenda notices for all council, committee, commission and board meetings, requiring legal notice, shall be posted seventy-two hours in advance. If an agenda item is added between twenty-four and seventy-two hours prior to the meeting, it shall require an affirmative vote of a majority of the members voting to take up the matter.
- (b) All council, committee, commission and board agendas shall be posted online on the city website seventy-two hours in advance of the meeting.
- (c) All council, committee, commission and board packet materials, that can be reasonably scanned, shall be posted online twenty-four hours in advance of the meeting. The city shall provide an electronic notification feed alert, indicating that new information is available regarding an upcoming council, committee, commission or board meeting, to any party that has subscribed to the feed (requested notice from the city of the updated information).
- (d) All requests for proposals and requests for bids shall be posted online as soon as is practicable.
- (e) The council and all committee, commission and board meeting minutes shall be posted online within thirty days of the meeting. If the body does not meet within thirty days of the meeting, the minutes shall be posted within fourteen days of the next meeting.

(Ord. No. 1804A, § 1, 10-5-2010)

2.62.030 Information technology requirements.

Beginning December 1, 2010, city council, community development authority, plan commission and police commission meetings shall be videotaped, and the video shall be posted online.

(Ord. No. 1804A, § 1, 10-5-2010)

2.62.040 Meeting procedures.

- (a) All council, committee, commission and board meetings shall have a public input agenda item to allow citizens to make statements on matters that are not on the agenda.
- (b) All council, committee, commission and boards shall allow the public an opportunity to comment on substantive items on the meeting agenda. The council, committee, commission or board shall have the discretion to impose time limits and other reasonable procedural rules concerning the public comment.

- (c) If the agenda for a council, committee, commission or board meeting includes staff reports or other reports, a specific description of the item to be reported on shall be listed on the agenda and said report(s) shall be limited to the specific items listed in the agenda.

(Ord. No. 1804A, § 1, 10-5-2010)

2.62.050 Failure to abide by chapter provisions does not cause actions to be invalid.

The failure by any council, committee, commission or board to adhere to the provisions of this chapter shall not cause any action by said council, committee, commission or board to be invalid.

(Ord. No. 1804A, § 1, 10-5-2010)

EXHIBIT F

Policy 501.04.10 – Procurement Policy

City of Whitewater Procurement Policy

General

The purpose of this policy is to provide guidance and procedures to be followed for procurement of goods and services for all City departments. The controls and procedures set forth are intended to provide reasonable assurance that the lowest cost, highest quality good or service is obtained, while balancing the need for flexibility in department operations.

Procedures

1. Procurements consist of the following major categories:
 - Goods (tangible items); e.g., equipment, supplies, vehicles
 - Utility Inventory Items
 - General Services; e.g., janitorial services, maintenance agreements
 - Professional Services: e.g., legal, engineering, architectural, auditing services
 - Construction of public buildings and improvements
2. Department heads have the responsibility for procurement in their individual departments.
3. The City Manager is responsible for supervising the procurement process.
4. The Finance Department is responsible to monitor compliance with City procurement policies and procedures.
5. When an emergency situation will not permit the use of the competitive processes outlined in this policy, the applicable Department Head and City Manager may determine the procurement methodology most appropriate to the situation. Appropriate documentation of the basis for the emergency should be maintained.
6. By law (WI Stat 62.15 (12)), the City Manager and City Clerk sign contracts on behalf of the City. However, the Council hereby delegates the authority to approve and sign contracts to the applicable Department Head and/or, City Manager in accordance with the thresholds set forth below in the "Purchase of Goods" section. When Council Committee or Council approval is required the City Manager and Clerk shall sign such contracts.
 - The City Attorney's office should be consulted for a legal review of all contracts.
7. Change orders are required for changes in project scope for construction or similar contracts. Quantity changes are defined as increased quantities of bid items in a unit price contract.
 - Change orders can be approved by the Department Head and the City Manager for an amount up to \$10,000. The Department Head shall notify the Council in writing of such change orders.
 - Change orders in excess of the amount defined above require approval by the Common Council.
 - When project scope changes are necessary to prevent project delays the Department Head is delegated the authority to approve such change orders. The Department Head shall notify the City Manager and Council in writing of such change orders.
 - Quantity changes in unit price contracts can be approved for payment by the Department Head.
 - Any change order must be in compliance with the public bidding statutes and the applicable contract.

Purchase of Goods

1. Guidelines for approval authority of purchases when a specific item and dollar amount is not identified in the adopted budget:
 - a. Under \$5,000 – Department Head or Designee must approve prior to purchase. At least two quotes should be solicited for purchases over \$1,000.
 - b. \$5,000 to \$10,000 – Department Head and City Manager approval is required. At least two quotes should be solicited.
 - c. \$10,001 - \$25,000 – Department Head, City Manager, and Common Council approval is required. At least two quotes should be solicited. Documentation of quotes must be submitted to City Manager and Common Council for approval.
 - d. Over \$25,000 – Common Council approval is required prior to purchase. At least three quotes should be solicited.
 - e. Any purchase of goods for a public construction project must be reviewed in the context of the entire cost of the project to determine if the size of the contract requires public bidding for the purchase of the goods. The purpose of this provision is to make certain that the cost of the goods does not increase the total estimated cost of the public works project to be above the threshold that would require competitive bidding. For example, under current statutes, if the cost of goods was \$10,000 and it caused the overall estimated cost of the project to be \$27,000, it would cause the project to be subject to competitive bidding because the cost of the project would be greater than the \$25,000 bidding threshold.
2. Guidelines for approval authority of purchases when a specific item and dollar amount (e.g. capital equipment) is identified in the adopted budget:
 - a. Under \$5,000 – Department Head or Designee must approve prior to purchase. At least two quotes should be solicited for purchases over \$1,000.
 - b. \$5,000 to \$10,000 – Department Head and City Manager approval is required. At least two quotes should be solicited.
 - c. Over \$10,000 – Department Head and City Manager approval is required. At least three quotes should be solicited.
 - d. If the quote exceeds the dollar amount identified in the adopted budget the thresholds under "Purchase of Goods 1." apply.

The City Clerk will be given a copy of any signed contract(s).
3. In general, the lowest quote should be considered for procurements. However, price is not the sole consideration. Awards shall be made only to responsible vendors that (a) possess the potential ability to perform successfully under the terms and conditions of the proposed procurement, and (b) sell products that meet the specifications of the City.

It is the desire of the City to purchase from local vendors whenever possible. This can be accomplished by ensuring that local vendors are included in the competitive shopping process. The City has a responsibility to its residents however, to ensure that the maximum value is obtained for each public dollar spent. It is assumed that local vendors who wish to do business with the City will offer the lowest possible quote for the item being purchased.

4. Each Department Head is authorized to delegate authority up to \$5,000 to an employee of that department to make and approve purchases, upon the condition that the Department Head file written notice with the Finance Department of the individual to whom this authority has been delegated.

5. Sole source purchases are allowed in the following circumstances:
 - a. The item or service is only available from a single source;
 - b. After competitive procurement solicitations, competition is determined to be inadequate;
 - c. An alternate product or manufacturer would not be compatible with current products resulting in additional operating or maintenance costs;
 - d. Standardization of a specific product or manufacturer will result in more efficient and economical operations;
 - e. The purchase is from another governmental body; or
 - f. The item is being purchased through a cooperative purchasing arrangement such as the V.A.L.U.E. group, State bid list, State of Wisconsin VendorNet or WPPI Joint Purchasing.

Approval of sole source purchases will be made in accordance with the dollar thresholds outlined above in "Purchase of Goods."

In circumstances of sole source purchases when the purchase is not via a cooperative arrangement, the department should use alternate means (such as verifying pricing with other customers) to establish that the price quoted is reasonable.

6. Use of Purchase Orders:
 - a. In general, purchase orders are not required for purchases. If the vendor requests or requires a purchase order one will be issued. Purchase orders are to be issued prior to obtaining the item.
 - b. Standard purchase orders are issued for one time acquisition of specific items. The receipt of these items might be spread out over a period of time but the purchase order is valid only for the items listed on it.
 - c. Blanket purchase orders are issued on an annual or other periodic basis to vendors with whom business is conducted continuously. Examples of these types of purchases include repair parts, library books or other materials/supplies for which exact quantities are not known.

Purchase of Utility Inventory

1. Inventory purchases are made for approved utility capital and maintenance infrastructure projects, developer capital projects and stock items. Special consideration for these types of purchases is warranted for operational efficiency purposes.
2. Each Utility Operations Manager is responsible for the oversight and coordination of utility inventory purchases.
3. Quotes shall be solicited as outlined above in the "Purchase of Goods" section.
4. The City Manager is delegated the authority to approve all utility inventory purchases over \$5,000.

Purchase of General Services

1. General services defined:
 - Standardized services that are differentiated mainly by price. The results of the services are generally the same each time they are provided regardless of the vendor and experiences gained from one project are directly applicable to another project. See definition below of professional services for distinction from general services.
 - Agreements for upkeep and maintenance of goods during ownership. Such agreements bind the manufacturer or service provider to maintain the goods for a certain period of time for a fee. Contracts may include the costs of servicing and/or materials. (e.g. software maintenance contracts, copy machine maintenance contracts, etc).
2. Where applicable, a competitive process for selection of vendors for contracts for general services should be used under the guidance outlined in the "Purchase of Goods" section above.
3. Purchase orders are not required for general services.

Purchase of Professional Services

1. Professional services defined:
 - Professional services are usually highly customized and differentiated on factors other than price, such as knowledge and expertise. The specific form of the services will vary according to the need of the customer. Experiences gained from one project provide insight into other projects, but are not directly applicable. Professional services are often performed by licensed individuals.
2. A qualifications based selection process shall be used in obtaining professional services. Selection for professional services should take into consideration the overall value of such contracts including:
 - Demonstrated competence, knowledge and qualifications in related services
 - Continuity of the various phases of a project
 - Operational efficiencies
 - Scope of services
 - Reasonableness of proposed fee
3. The normal purchasing policy thresholds outlined in the "Purchase of Goods 1." section above shall be used for retaining consultants for specific projects.
4. Professionals are sometimes retained for their expertise on an as needed basis to serve in an advisory role to the City vs. being retained for a specific project. In the circumstance where the specific scope of service or length of engagement cannot be determined and the purchasing policy thresholds therefore cannot be used to determine level of approval, the approval process is as follows:
 - All legal, planning, and engineering services require Common Council approval prior to retaining the professional.
 - The City Attorney, upon approval of the City Manager, may retain outside legal counsel to serve in an advisory role to the City Attorney in an amount not to exceed \$5,000.
 - For all other services identified in the approved budget, the Department Head and/or City Manager is delegated the authority to retain the professional (e.g. title searches, physicals, water testing...).
5. Some professional service industries do not customarily use contracts to formalize the relationship and scope of work between the consultant and their client. In such circumstances, the City encourages the use of scope of service proposals, memorandum of understandings or engagement letters where applicable.
6. Purchase orders are not required for professional services.


Construction of Public Buildings and Improvements

1. The provisions of Wisconsin Statutes s. 62.15 apply to procurements involving public construction and take precedence over any portion of this policy that may conflict with that statute. Approvals of construction contracts will be made in accordance with the dollar thresholds outlined above in the "Purchase of Goods 1." section.
2. For all public construction, the estimated cost of which exceeds \$5,000 but is not greater than \$25,000, the Director of Public Works shall give a Class 1 notice, under Chapter 985 Wis. Stats., of the intent to enter into a contract for the proposed construction before the contract is executed.

EXHIBIT G

Policy 501-01.2 – Real Property

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		Policy 501.01.2 Real Property			
Owner:	City Manager	Approving Position:	Common Council	Pages:	3
Issue Date:	9/7/21	Revision Date:		Review Date:	September 2022
Special Instructions:					

I. POLICY

The City of Whitewater and its sub-units (City), hold real property 'Property' for several limited purposes:

- A. to provide services;
- B. for parks/recreational activities;
- C. to foster economic development.

The City's investment in real property represents a significant commitment of finite public resources. The following Guidelines will be effective for real property acquisition, retention, tax status, and disposal.

II. GUIDELINES

A. Acquisition

1. Ultimate authority to approve property acquisition lies with the Common Council under its responsibility for fiscal oversight as a trustee of public funds unless otherwise specified in state Statute, City Ordinance, or by Council Resolution.
2. Requests to acquire property shall specify public purpose of the proposed purchase, anticipated ownership period, source(s) of funding, and annual budgetary impact (i.e., debt repayment, operations/maintenance, and property tax impacts).

B. Funding

1. Funding for property acquisition should be sourced from the segregated budgetary Fund(s) whose stated purpose is most closely served by the acquisition. Funds may be advanced among funds internally if required. Internal advances among funds should be repaid as soon as practical.
2. Impact on targeted Fund Balance or Undesignated Fund Balance levels, Debt Capacity and Credit Rating shall be considered in determining funding method.

Real Property

3. Debt Policy dictates that use of debt financing will impact other Capital Improvement projects competing for funding.
 4. Advances among City funds shall not incur interest until repaid, unless otherwise specifically directed by Common Council resolution.
- C. Taxation, payment for Municipal services
1. General Property Taxes are one of the primary sources of revenue used to pay for local government services provided by the City, County(ies), School District, and Technical College(s).
 2. Properties held by the City and its subsets are exempt from property taxes under Wisconsin Statute 71.11(2) 'Municipal Exemption'
 3. As the City or its subsets acquire property that has previously been taxable, the Municipal Exemption reduces the tax base and associated tax revenue necessary to fund services to residents. These acquisitions also concentrate the tax burden on other property holders.
 4. Accordingly, the City will retain the Municipal Exemption for:
 - a. Property acquired for provision of government services;
 - b. Property acquired for park and recreational activities;
 - c. Property acquired for improvement and held for resale.
 5. The City waives the Municipal Exemption for:
 - a. Residential Property acquired and held to produce revenue. Revenue producing property shall be subject to the normal non-exempt property assessment and taxation treatment.
- D. Rental Revenue
1. Proceeds from the lease/rental of land held for economic development shall be held in a separate account in CDA Program Fund 910 for future land purchases. These funds shall be retained and be considered a designated fund balance to fund future land acquisitions. Expenditures from this account require action by the Common Council.
 2. Proceeds from the lease/rental of Residential Property that is subject to property taxes may be retained by the CDA Residential Rental Program in Fund 910.
- E. Disposition
1. Ultimate authority to approve sale of real property lies with the Common Council under its responsibility for fiscal oversight as a trustee of public funds unless otherwise specified in state Statute, City Ordinance, or by Council Resolution or formal agreement.
 2. Requests for approval to sell real property shall include:
 - a. Determination of value: provide basis used to conclude that offered or proposed sale amount represents fair market value and in the best interests of the City.

Real Property

- b. Sale of real property at less than market value shall only occur if transaction provides offsetting value through one or more of the following:
 - 1) written commitment of buyer to deliver taxable property improvements;
 - 2) new employment opportunities;
 - 3) expansion of the tax base and corresponding support of providing municipal services;
 - 4) other offsetting economic benefits.
 - c. Recommendation of body responsible for Fund used to acquire/hold property (i.e., CDA, Parks and Recreation Board, Public Works Committee, etc.). CDA shall review and make recommendation for all property sales related to economic development.
3. Proceeds from property sale/disposal shall, be used in order of application:
 - a. First, to pay expenses directly incurred in conjunction with the property sale;
 - b. Next, retire debt associated with acquisition;
 - c. Next, reimburse fund balances used for acquisition;
 - d. Next, be retained for future property acquisitions.
4. Proceeds from the sale of land held for economic development shall be held in a separate account in CDA Program Fund 910 for future land purchases. These funds shall be retained and be considered a designated fund balance to fund future land acquisitions. Expenditures from this account require action by the Common Council.

III. PROCEDURE

IV. REPORTING

V. JOB AIDS



CDA Agenda Item

Meeting Date:	July 18, 2024
Agenda Item:	But for Worksheet
Staff Contact (name, email, phone):	Taylor Zeinert tzeinert@whitewater-wi.gov 262-473-1048

BACKGROUND

(Enter the who, what, when, where, why)

On June 18th, 2024 the City Manager, John Weidl, sent an email to the members of the Common Council and CDA regarding the establishment of the “But for” Test Evaluation Worksheet. This worksheet is based on State Statute, the Department of Revenue (DOR) Tax Increment Financing Handbook, and best practices of the International Economic Development Council (IEDC). While the documentation and analysis supporting this revamped ratings structure existed before, this newly established worksheet helps bring all that information together in one place. This tool can be used by CDA members, City Council members, and city staff to evaluate projects comprehensively and transparently. This worksheet also centers the analysis of the project on objective and fact-based criterion to guide decision-making and discussion.

PREVIOUS ACTIONS – COMMITTEE RECOMMENDATIONS

(Dates, committees, action taken)

N/A

FINANCIAL IMPACT

(If none, state N/A)

N/A

STAFF RECOMMENDATION

Review the attachments regarding the “But for” worksheet

ATTACHMENT(S) INCLUDED

(If none, state N/A)

“But For” Worksheet 1

“But For” Worksheet 2



Office of the City Manager
312 W. Whitewater Street, P.O. Box 178
Whitewater, Wisconsin 53190

MEMORANDUM

www.whitewater-wi.gov
Telephone: (262) 473-0104
Fax: (262) 222-5901

To: Community Development Authority
From: John Weidl, City Manager
Date: 6/18/2024

Re: **Subject: Implementation of the "But For" Test Evaluation Worksheet for TIF Projects**

Dear Members of the Community Development Authority,

In our ongoing effort to promote transparency, fairness, and consistency in evaluating potential Tax Increment Financing (TIF) projects, I am pleased to introduce the "But For" Test Evaluation Worksheet. This tool has been developed in accordance with best practices outlined by state law and aims to provide a structured, objective framework for assessing the viability and necessity of TIF assistance for proposed development projects.

Purpose and Rationale

The "But For" Test Evaluation Worksheet is designed to help determine whether a proposed development project meets the "but for" standard required for TIF approval in Wisconsin. This standard ensures that TIF support is granted only to projects that would not proceed without such assistance. By implementing this worksheet, we aim to enhance our decision-making process, address the concerns of critics, and ensure that public funds are used effectively to support meaningful economic development.

Evaluation Criteria

The worksheet includes ten key criteria, each rated on a scale from 1 to 10, to comprehensively assess a project's need for TIF support and its potential benefits to the community. The criteria are as follows:

1. **Necessity of TIF for Development:** Evaluates whether the project would proceed without TIF support.
2. **Economic and Community Impact:** Assesses the project's alignment with the municipality's economic strategy and land-use plans.
3. **Benefits to Taxpayers:** Measures the feasibility of TIF expenditure and benefits to taxpayers.
4. **Management and Oversight:** Evaluates the clarity of roles and responsibilities for managing the TIF.
5. **Impact on Local Services:** Assesses the potential strain on local services and mitigation plans.
6. **Risk Assessment:** Evaluates financial and operational risks and mitigation strategies.
7. **Job Creation:** Measures the number and quality of jobs the project will create.
8. **Developer's Public Subsidy Needs:** Assesses the justification for the developer's need for public subsidy.
9. **Assurances and Guarantees:** Evaluates the assurances and guarantees provided by the developer to ensure project success.
10. **Documentation and Compliance:** Measures adherence to statutory requirements and completeness of documentation.

Scoring and Threshold

Each criterion is rated from 1 to 10, with the total possible score being 100 points. A project must score at least 70 points to be considered as meeting the "but for" standard. This threshold ensures that only projects with a demonstrated need for TIF support and substantial benefits to the community receive assistance.

Benefits of the Worksheet

1. **Transparency:** Provides a clear, documented process for evaluating TIF projects, addressing concerns about the decision-making process.
2. **Fairness:** Ensures all projects are assessed using the same criteria, promoting an equitable evaluation process.
3. **Consistency:** Standardizes the evaluation process, making it easier to compare different projects and make informed decisions.

Conclusion and Application


The introduction of the "But For" Test Evaluation Worksheet marks a significant advancement in our commitment to responsible fiscal management and strategic economic development. This robust framework ensures that public funds are used judiciously and effectively for TIF projects. I strongly recommend that the CDA adopts this worksheet for future evaluations to promote transparency, fairness, and consistency.

To illustrate its practical application, I used the worksheet to evaluate two projects with information available in the CDA packet. The Slater Project, a multifamily development at Moraine View Parkway, scored 77 out of 100 points, demonstrating feasibility with TIF support due to high construction costs and interest rates. This project aligns well with the city's land-use plan and promises significant economic and community benefits. Similarly, the Park Crest Project, a development of 19 single-family homes, scored 80 out of 100 points, showing a high necessity for TIF assistance due to financial infeasibility without it and significantly contributing to community housing needs and local economic growth.

These evaluations exemplify how the worksheet supports developments that align with Whitewater's strategic goals and provide long-term community benefits. Moving forward, staff will be using this worksheet, and I highly suggest the CDA adopt its use as well. Please see the attached worksheets for detailed evaluations.

Thank you for your continued dedication to the economic development of Whitewater. Should you have any questions or require further clarification on the worksheet, please do not hesitate to contact me.

Warmest Regards,



John S. Weidl, City Manager

"But For" Test Evaluation Worksheet for the City of Whitewater and the CDA

This worksheet is designed to help the City of Whitewater and the Community Development Authority (CDA) evaluate whether a proposed development project meets the "but for" standard for Tax Increment Financing (TIF) in Wisconsin. Each criterion is rated on a scale of 1 to 10. The total possible score is 100 points.

Minimum Threshold

A project must score at least 70 points out of 100 to be considered meeting the "but for" standard.

Rater Information

- **Rater Name:** _____
- **Date:** _____
- **Department:** _____

Evaluation Criteria and Examples

1. Necessity of TIF for Development

Description: This criterion assesses whether the proposed development would proceed without TIF support. It is crucial because TIF is intended to stimulate projects that would not otherwise happen due to financial infeasibility.

- **Rating (1-10):**
 - **1-3:** Development would proceed without TIF support.
 - *Example:* A developer has multiple funding sources and the project is already planned regardless of TIF assistance.
 - **4-6:** Development might proceed on a smaller scale or delayed timeline without TIF.
 - *Example:* A developer is hesitant and indicates some parts of the project may be cut or postponed without TIF.
 - **7+:** Development would not proceed at all without TIF.
 - *Example:* The developer explicitly states that without TIF, the project is financially unfeasible and will be abandoned.
 - **10:** Comprehensive analysis shows the development is impossible without TIF and all other funding avenues have been exhausted.
 - *Example:* The developer provides detailed financial reports and evidence showing that without TIF, the project will not proceed and alternative funding sources have been explored and exhausted.
- **Rater Comments:**

2. Economic and Community Impact

Description: This criterion evaluates how the development fits into the municipality's overall economic strategy and land-use plans. It is important because the development should offer significant long-term benefits to the community.

- **Rating (1-10):**
 - **1-3:** The development does not align with the comprehensive land-use plan and has minimal community benefits.
 - *Example:* The project conflicts with the city's zoning plans and offers little long-term economic benefit.
 - **4-6:** The development partially aligns with the comprehensive land-use plan and provides moderate community benefits.
 - *Example:* The project generally fits the city's plans but may need zoning adjustments; it brings some economic advantages but with trade-offs.
 - **7+:** The development aligns with the comprehensive land-use plan and offers significant long-term benefits.
 - *Example:* The project is zoned correctly, supports or creates jobs, and creates meaningful economic growth.
 - **10:** The project is a cornerstone of the city's future economic development plans, with widespread community support and high anticipated economic returns.
 - *Example:* The project not only aligns perfectly with the city's plans but also has endorsements from key stakeholders and detailed projections showing major economic benefits.
- **Rater Comments:**

3. Benefits to Taxpayers

Description: This criterion measures whether the TID expenditure is feasible and beneficial to taxpayers. It ensures that the project is financially sound and offers tangible benefits to the community.

- **Rating (1-10):**
 - **1-3:** The expenditure for project costs is not feasible, and taxpayers see minimal benefit.
 - *Example:* The project's costs far outweigh the potential returns, and it burdens taxpayers.
 - **4-6:** The expenditure is feasible but with moderate risk; taxpayers see some benefit.
 - *Example:* The project is costly but manageable, with some expected return in the form of increased tax increment.
 - **7+:** The expenditure is feasible and offers clear benefits to taxpayers.
 - *Example:* The project is well-budgeted, expected to sustain property values, and generate sustained tax increment.
 - **10:** The project is projected to significantly increase tax revenues while also reducing costs for taxpayers in other areas.
 - *Example:* Detailed financial models show substantial returns on investment, leading to decreased tax rates or increased public services.
- **Rater Comments:**

4. Management and Oversight

Description: This criterion looks at the clarity of roles and responsibilities for managing the TID. Effective management and oversight are crucial for ensuring the project's success and compliance with regulations.

- **Rating (1-10):**

- **1-3:** Responsibility for the TID's management is unclear.
 - *Example:* No specific person or department is designated to manage the TID.
- **4-6:** Responsibility is somewhat clear but may lack comprehensive oversight.
 - *Example:* Management roles are assigned but lack detail in execution plans.
- **7+:** Clear, well-defined management and oversight roles are in place.
 - *Example:* Specific roles and responsibilities are assigned to experienced personnel with a solid management plan.
- **10:** There is an exceptionally detailed management plan with clear accountability and robust oversight mechanisms.
 - *Example:* The project includes a detailed management structure with experienced managers and comprehensive oversight protocols.
- **Rater Comments:**

5. Impact on Local Services

Description: This criterion evaluates the potential strain on local services and how well the project plans to address these impacts. It is important to ensure that the development does not negatively affect existing services.

- **Rating (1-10):**
 - **1-3:** The TID significantly strains local services without adequate planning.
 - *Example:* The project creates significant demand on schools, emergency services, and infrastructure without planned support.
 - **4-6:** The TID moderately impacts local services, but plans are in place to manage these impacts.
 - *Example:* There are some strains on services, but mitigation strategies are partially developed.
 - **7+:** The TID has minimal impact on local services and includes planning to manage any increase in demand.
 - *Example:* Comprehensive planning ensures that local services can handle the increased demand effectively.
 - **10:** The project not only minimizes impact on local services but also enhances them.
 - *Example:* The development includes funding for expanding local services, ensuring they improve alongside the project.
- **Rater Comments:**

6. Risk Assessment

Description: This criterion assesses the financial and operational risks associated with the project and the effectiveness of mitigation strategies. It ensures that the project is resilient to potential challenges.

- **Rating (1-10):**
 - **1-3:** High financial and operational risks with little mitigation.
 - *Example:* The project faces significant financial instability with no risk management plan.
 - **4-6:** Moderate risks with some mitigation strategies in place.

- *Example:* The project has identified risks with partial mitigation strategies, such as minimum assessed value (MAV) or clawbacks but remains somewhat vulnerable.
- **7+:** Low risks with comprehensive mitigation strategies in place.
 - *Example:* All potential risks are well-managed with robust mitigation plans. MAV, Pay-go subsidy, and construction timelines in place.
- **10:** The project has been thoroughly assessed with extensive risk mitigation strategies ensuring its stability.
 - *Example:* Detailed risk management plans are in place, addressing all foreseeable risks comprehensively.
- **Rater Comments:**

7. Job Creation

Description: This criterion evaluates the number and quality of jobs the project will create. Job creation is a key benefit of TIF projects, contributing to local employment and economic growth.

- **Rating (1-10):**
 - **1-3:** The project creates few or low-quality jobs.
 - *Example:* Only a small number of temporary or low-paying jobs are expected.
 - **4-6:** The project creates a moderate number of jobs with mixed quality.
 - *Example:* A fair number of jobs are sustained or created, but many are part-time or low-wage positions.
 - **7+:** The project creates or sustains a significant number of high-quality jobs.
 - *Example:* The development promises to sustain numerous well-paying, stable job opportunities, such as trades, manufacturing, etc.
 - **10:** The project creates a large number of high-quality jobs with strong career prospects and benefits.
 - *Example:* Detailed employment plans show significant, sustained job creation with excellent working conditions and benefits.
- **Rater Comments:**

8. Developer's Public Subsidy Needs

Description: This criterion assesses the justification for the developer's need for public subsidy. It is important to ensure that public funds are used effectively and that the subsidy is necessary for the project's success.

- **Rating (1-10):**
 - **1-3:** The need for public subsidy is poorly justified.
 - *Example:* The developer has not clearly demonstrated the necessity of the subsidy.
 - **4-6:** The need for subsidy is moderately justified with some analysis.
 - *Example:* There is some evidence supporting the subsidy need, but it lacks depth.
 - **7+:** The need for public subsidy is clearly justified with thorough analysis.
 - *Example:* Detailed market analysis and financial documentation strongly support the necessity of the subsidy.

- **10:** The subsidy need is exceptionally well-justified, with extensive analysis and community support.
 - *Example:* Multiple comprehensive studies and community endorsements back the need for the subsidy.

9. Assurances and Guarantees

Description: This criterion looks at the assurances and guarantees provided by the developer to ensure the project will proceed as planned. Strong guarantees are crucial for mitigating risks and ensuring project success.

- **Rating (1-10):**
 - **1-3:** Few or no assurances that the development will proceed as planned.
 - *Example:* The developer provides little commitment or guarantees.
 - **4-6:** Some assurances and moderate guarantees.
 - *Example:* The developer offers some commitments, but they are not comprehensive.
 - **7+:** Strong assurances and guarantees that the development will proceed as planned.
 - *Example:* The developer provides detailed minimum assessed value (MAV) commitments or similar and guarantees for project completion with clawbacks.
 - **10:** The developer provides extensive assurances and legally binding guarantees that the project will proceed as planned, including performance bonds or other financial instruments.
 - *Example:* The project includes detailed, legally binding guarantees and performance bonds or personal guarantees to ensure completion.
- **Rater Comments:**

10. Documentation and Compliance

Description: Proper documentation and adherence to statutory requirements are necessary throughout the process. This includes conducting public hearings, adopting resolutions, and obtaining approvals from the Planning Commission and Joint Review Board. Ensuring full compliance with legal and procedural requirements helps maintain transparency and legitimacy.

- **Rating (1-10):**
 - **1-3:** Documentation is incomplete and compliance with statutory requirements is poor.
 - *Example:* Key documents are missing, and statutory requirements are not fully met.
 - **4-6:** Documentation is somewhat complete and compliance is moderate.
 - *Example:* Most required documents are provided, but some areas need improvement.
 - **7+:** Documentation is complete and compliance with statutory requirements is excellent.
 - *Example:* All required documents are thorough and statutory requirements are fully met.
 - **10:** Documentation and compliance are exemplary, with detailed records and full adherence to all statutory requirements, including conducting public hearings, adopting resolutions, and obtaining approvals from all necessary bodies.

- *Example:* The project has comprehensive, well-organized documentation and has met all legal and procedural requirements without any issues.
- **Rater Comments:**

"But For" Test Evaluation Worksheet for the City of Whitewater and the CDA

This worksheet is designed to help the City of Whitewater and the Community Development Authority (CDA) evaluate whether a proposed development project meets the "but for" standard for Tax Increment Financing (TIF) in Wisconsin. Each criterion is rated on a scale of 1 to 10. The total possible score is 100 points.

Minimum Threshold

A project must score at least 70 points out of 100 to be considered meeting the "but for" standard.

Rater Information

- **Rater Name:** _____
- **Date:** _____
- **Department:** _____

Evaluation Criteria and Examples

9. Assurances and Guarantees

Description: This criterion looks at the assurances and guarantees provided by the developer to ensure the project will proceed as planned. Strong guarantees are crucial for mitigating risks and ensuring project success.

- **Rating (1-10):**
 - **1-3:** Few or no assurances that the development will proceed as planned.
 - *Example:* The developer provides little commitment or guarantees.
 - **4-6:** Some assurances and moderate guarantees.
 - *Example:* The developer offers some commitments, but they are not comprehensive.
 - **7+:** Strong assurances and guarantees that the development will proceed as planned.
 - *Example:* The developer provides detailed commitments and guarantees for project completion.
 - **10:** The developer provides extensive assurances and legally binding guarantees that the project will proceed as planned, including performance bonds or other financial instruments.
 - *Example:* The project includes detailed, legally binding guarantees and performance bonds to ensure completion.
- **Rater Comments:**

10. Documentation and Compliance

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 - **1-3:** Documentation is incomplete and compliance with statutory requirements is poor.
 - *Example:* Key documents are missing, and statutory requirements are not fully met.
 - **4-6:** Documentation is somewhat complete and compliance is moderate.
 - *Example:* Most required documents are provided, but some areas need improvement.
 - **7+:** Documentation is complete and compliance with statutory requirements is excellent.
 - *Example:* All required documents are thorough and statutory requirements are fully met.
 - **10:** Documentation and compliance are exemplary, with detailed records and full adherence to all statutory requirements, including conducting public hearings, adopting resolutions, and obtaining approvals from all necessary bodies.
 - *Example:* The project has comprehensive, well-organized documentation and has met all legal and procedural requirements without any issues.
- **Rater Comments:**

Totals and Final Comments

- **Total Score:** _____ / 100
- **Overall Rating:** _____
- **Recommendation:** _____

Final Comments:

Use this worksheet to ensure a thorough and balanced evaluation of each TIF project. A total score of 70 or above indicates that the project meets the "but for" standard and is likely a good candidate for TIF support.

For more detailed guidelines and the statutory requirements, you can refer to the [Wisconsin Department of Revenue's TIF Manual](#) and their [TIF Information page](#).



CDA Agenda Item

Meeting Date:	July 18, 2024
Agenda Item:	Update Regarding Status of Technology Park Covenants & Restrictions
Staff Contact (name, email, phone):	Taylor Zeinert tzeinert@whitewater-wi.gov 262-473-0148

BACKGROUND

(Enter the who, what when, where, why)

A document entitled Whitewater University Technology Park Covenants was drafted by City Attorney Wally McDonell in 2009. As of this date, those Covenants have not been attached of record to the lots comprising the Tech Park. The Tech Park lots are currently zoned TP - Technology Park, pursuant to Chapter 19.38 of the Municipal Code.

Tech Park Parcels Identified on Attached Map:

Lot T1 – Tax Parcel /A444300002 (Vacant -approx. 25.05 acres)

Lot T2 – Tax Parcel /A444200002 (Vacant approx. 8.41 acres)

Lot T3 – Tax Parcel /A444200003 (Vacant – Approx. 7.76 acres)

Innovation Center located at 1221 Innovation Drive– Tax Parcel /A444300001)

PREVIOUS ACTIONS – COMMITTEE RECOMMENDATIONS

(Dates, committees, action taken)

FINANCIAL IMPACT

(If none, state N/A)

STAFF RECOMMENDATION

ATTACHMENT(S) INCLUDED

(If none, state N/A)

2009 DRAFT of Whitewater University Technology Park Covenants
Zoning - Chapter 19.38 Whitewater University Technology Park District
Map reflecting Vacant Lots in the Business Park and Tech Park

Draft approved by City council 09/01/09

Document No.

WHITEWATER UNIVERSITY
TECHNOLOGY PARK COVENANTS

Return to:
Wallace K. McDonell
P.O. Box 59
Whitewater, WI 53190

/WUP00322, /WUP00323
/WUP00333, /WUP00003F
Note: also need to include
parcel # from SW corner

Parcel Numbers

KNOW ALL MEN BY THESE PRESENTS that the City of Whitewater, Wisconsin, a municipal corporation, as the owner of the land described below, in order to assure the public and future owners of parcels included in said lands being developed as a university technology park by the City of Whitewater and the orderly and compatible development and use of said lands, hereby declares that the lands described below and the building parcels and/or lots resulting from subsequent divisions or re-divisions of said lands by the City of Whitewater, shall be subject to the following provisions, restrictions and covenants, which shall be covenants running with the land, intending hereby to preserve the value of the lots and parcels contained within the area described below. The City of Whitewater has, and is continuing to undertake, the development of certain lands located in the City of Whitewater for the Whitewater Business Park and incident thereto, has imposed certain covenants and restrictions on said other lands and may further impose such covenants and restrictions on other lands in the future, which covenants and restrictions, though similar to the covenants and restrictions imposed hereunder, are intended to be, and shall be construed to be separate covenants and restrictions from those set forth herein. It is specifically intended that the covenants and restrictions imposed hereunder are completely separate and distinct from such covenants and restrictions imposed on said lands, and that the covenants and restrictions hereby imposed are to be considered, administered and enforced separately and distinctly from the covenants and restrictions now imposed on lots and parcels located in the Whitewater Business Park. Notwithstanding the foregoing, the covenants and restrictions established and provided for under this declaration may, in the future, be imposed on lots or parcels. In the event these covenants are in the future so imposed on lots, parcels or lands, such additional lands and the application of these covenants and restrictions with respect to such additional lands shall be considered, administered and

enforced with all other lands subjected to these covenants and restrictions separately and distinctly from the covenants and restrictions now imposed on lots and parcels located in the Whitewater Business Park. All further references in this Declaration of Covenants and Restrictions to the term "Technology Park" shall be deemed to mean those lands from time to time specifically subjected to this Declaration of Covenants and Restrictions. If these covenants address matters set forth in City of Whitewater ordinances, the more restrictive provision shall control.

Description of Land

The land which is subjected to these restrictions and which the City of Whitewater is undertaking development of for Technology Park purposes is more particularly described as follows, to-wit: **[to be added]**, and any future lots which may be created by further division or re-division thereof by the City of Whitewater.

1. GENERAL PROVISIONS.

- a. It is the intent of this declaration that all structures and uses erected, enlarged, added to, altered, used, and maintained shall be designed, constructed and used so as to meet all applicable State of Wisconsin laws, administrative codes, and City of Whitewater Municipal Codes pertaining to building construction, sanitation and zoning, to provide for a compatible and aesthetically pleasing development.
- b. No building or improvement shall be erected, placed or altered on any building site in the Technology Park until the plans and use for such building or improvement, including site plans, landscaping plans, building plans, and engineering specifications, have been approved by the WUTP Architectural Review Committee.
- c. All proposed construction shall be completed within one year of commencement, except as otherwise indicated herein.
- d. Alternative and redundant energy systems and methods, such as wind, solar, and geothermal, are encouraged in order to generate energy on-site, primarily for the principal use on the site or for other principal uses within the technology park.
- e. Use of parcels covered by these covenants shall be occupied only for uses permitted under zoning classification WUTP Zoning District and shall be limited to trades or industries of a restrictive character which are not detrimental to the Technology Park or to the adjoining residential areas by reason of appearance, noise, dust, smoke, odor or similar condition as hereinafter provided. Any use, the normal operation of which causes objectionable appearance, noise, odor, dust or smoke, shall be prohibited.

2. TECHNOLOGY PARK LOT DEVELOPMENT

- a. All buildings, improvements, structures, additions or alterations shall meet all minimum yards

and setbacks as specified in the WUTP zoning district in which the land is located.

- b. The combination of all buildings, other roofed structures, all parking, driveways, loading areas and other paved area (except for approved pervious pavement applications, green building roofs, or similar features that allow infiltration) shall cover no more than seventy (70) percent of the total lot area. At least thirty (30) percent of the total lot area shall be landscaped green area or other approved infiltration area, such as a green roof or pervious pavement.
- c. The position of buildings and parking on all lots shall be in general accordance with Exhibit A (Whitewater University Technology Park, Lot Standards & Conceptual Site Configurations), except where the Architectural Review Committee agrees that an alternative arrangement will be more in keeping with the limitations and opportunities of the lot, with pre-existing development on adjacent lots, or with both.

3. PARKING AND ACCESS.

- a. Parking of all vehicles shall be prohibited at all times within minimum front and street side yards as specified under the zoning district in which the land is located. Parking of vehicles, other than passenger vehicles, shall be prohibited at all times within fifty (50) feet of any street right-of-way.
- b. For lots that abut either Innovation Drive or Howard Road, a maximum of one driveway with passenger vehicle parking spaces on both sides of that driveway shall be permitted along the Innovation Drive or the Howard Road sides of the principal building. In such cases, no parking spaces between the principal building and one of those two streets shall extend beyond the length of the nearest façade of the principal building.
- c. A parking lot may not extend any closer than twenty (20) feet from any residential zoning district.
- d. Access driveways and parking lots shall be separated from principal pedestrian walkways and recreational areas by pavement markings, curbs, planting areas, fences or other appropriate materials to ensure pedestrian safety. Walkways shall be provided to connect the principal building entrance to the parking lot and to the public sidewalk. Where these walkways cross parking areas and driving lanes they shall be clearly identified, either with different paving materials, such as brick or colored concrete (preferred) or with painted crosswalk striping.
- e. Parking lots shall be subdivided by landscaping so that no uninterrupted parking expanse exceeds one-half acre. Parking rows shall be separated from perpendicular drive lanes by a landscaped island or peninsula that extends the full length of the parking stall. All landscaped islands, areas, and buffers, shall have a minimum width of eight (8) feet, measured from the inside of any curb or frame, to ensure the long-term viability of trees planted there.
- f. Landscaping and berming shall be utilized to buffer parking areas from public rights-of-way.

A minimum of fifty (50) percent of the plant material in such locations shall be evergreen, in order to promote year round buffering, except that the Architectural Review Committee may consider a lower evergreen percentage where the berming is of sufficient height and placement to provide all-season buffering.

- g. All driveways and parking areas shall be paved and constructed with concrete curb and gutter, except where necessary to address progressive approaches to stormwater management, with all materials meeting the accepted standards of the construction trades. The curbing of driveways and parking areas shall further meet the standards within Exhibit B (City of Whitewater parking lot curbing guidelines) of these covenants, to the extent they do not conflict with the requirements of the previous sentence.
- h. For lots with frontage along Howard Road, private driveway access shall be to other public streets, and not to Howard Road, in order to maintain traffic flows along Howard Road.
- i. Adjacent lots with shared parking arrangements may have driveways and pedestrian walkways connecting parking areas and buildings, regardless of the lot on which the parking, driveways, or walkways are located.
- j. Bicycle racks shall be provided on each site. Bicycle racks shall be designed to allow the use of a U-shaped lock that secures the frame to the rack. The number of bicycle parking spaces provided shall be a minimum of one (1) per twenty (20) employees.
- k. All landscaping, drives, parking lots, and walks shall be completed within one (1) year of construction of the building, or within one (1) year of paving of the City street serving the property, whichever is later.

4. BUILDING DESIGN.

- a. All buildings shall be sited, designed, and constructed in such manner as to provide an aesthetically pleasing development, emphasizing building styles, designs, and materials that are modern or contemporary in nature, reinforcing a technology park theme, and that promote sustainability, energy-efficiency, and environmental responsibility.
- b. Buildings exceeding four (4) stories in height will not be allowed unless approved by the Architectural Review Committee after it finds that the building height will not be a detriment to the park and will be compatible with buildings on adjacent lots. Buildings under two stories are encouraged to establish vertical elements along the street facing façade, and vertical elements within the façade.
- c. New buildings shall be designed to be compatible with nearby buildings within the technology park, without discouraging creativity in design or promoting uniformity or monotony in architectural styles. Factors such as exterior materials, height, transparency and landscaping of the neighboring facility shall be considered in the design of a new building.

- d. No building shall be designed with long, uninterrupted, horizontal blank walls facing any public right-of-way or park. The primary entrance of the building shall face or be visible from the public right-of-way that provides principal access to the lot.
- e. Where possible, buildings shall be oriented east-west to gain maximum use of natural light. All principal buildings shall also incorporate features to promote energy efficiency and environmental responsibility, including but not limited to, transom or roof windows/skylights to promote natural light, alternative energy options such as building-mounted wind turbines or solar panels, green roofs, and use of recycled and locally-sourced building products. Buildings that are "LEED-certifiable" are encouraged.
- f. The front wall and street side wall of all principal buildings shall be faced with durable, decorative, and Technology Park-compatible material approved by the Architectural Review Committee, after review of plans submitted by applicant. Interior side walls of such a principal building shall have front and street side wall building treatments extended for a minimum distance of twenty (20) feet or to a natural dividing point approved by the Architectural Review Committee. Walls facing interior side and rear yards shall be finished in materials complimentary to the facades facing the streets. Articulated, flattened architectural grade metal panels (not corrugated metal) and metal shingles may be approved by the Architectural Review Committee, if it finds that they can be incorporated into the building design and help define building forms in an attractive, contemporary, or modern way. Except for approved expansion walls that are buffered by landscaping treatments, lower grade metal panels or siding, and exposed concrete blocks, are prohibited on principal buildings.
- g. Buildings shall provide for an active street environment by providing a minimum of twenty-five (25) percent clear glass at the ground floor façade facing the primary public right-of-way. The use of reflective or dark-tinted glass at ground level is strongly discouraged. Buildings that include both office space and research or production space requiring privacy from the public right-of-way shall be designed with the office use oriented along the street façade.
- h. Accessory buildings and ancillary structures such as fences, walls, and dumpster enclosures shall be designed to be architecturally compatible with the principal building on the lot.
- i. All buildings shall at all times be kept clean and in good repair, condition and appearance.

5. LIGHTING.

Exterior lighting shall be designed to provide uniform illumination with low glare. All exterior lights shall be full cut-off, dark-sky compliant fixtures. Parking lot and driveway fixtures shall not exceed thirty (30) feet in height. Pedestrian pathway lights shall not exceed fifteen (15) feet in height. LED or equivalent low-energy lighting is preferred on all external lighting fixtures. Electrical reflectors,

spotlights, floodlights and other sources of illumination may be used to illuminate buildings, landscaping, signs, and parking and loading areas on any site, but only if they are equipped with lenses or other devices which concentrate the illumination upon such buildings, landscaping, street graphics, and parking and loading areas. All lighting shall be directed away from residences and public rights-of-way and other public lands. All lighting shall be in compliance with City of Whitewater Ordinance 19.57.150.

6. OUTDOOR STORAGE.

Outdoor storage will be limited to containers for periodic collection of refuse and recyclables only, within enclosures that provide for full screening of the refuse and recyclables. Approval by the Architectural Review Committee must be obtained for any other type of outdoor storage.

7. FENCING.

No fence shall be less than six (6) feet high, nor more than eight (8) feet high. No chain link or barbed wire shall be allowed within the Technology Park. Design and materials used for fencing shall be subject to the review and approval by the Architectural Review Committee of specific plans by the applicant. Fences are not permitted to extend beyond the minimum required street yard within the zoning district, or in case of a greater setback, shall not extend beyond the front of the structure into the street yard. Corner lots may have fencing extending to the minimum street setback requirement and shall not extend into the street yard in front of any structure.

8. LOADING AREAS.

Loading areas and docks shall be secondary elements of any principal building, focused in locations and provided with screening in a manner that minimizes their visibility from public rights-of-way and adjoining properties. Loading areas shall not be permitted in the street yard or along any façade facing a public street area, except that loading docks located at least one hundred fifty (150) feet from the street right-of-way may be permitted with the specific approval of the Architectural Review Committee and where such loading docks are extensively screened from the public right-of-way. All loading areas shall be screened from view from any public right-of-way through the use of landscaping, berms and walls, or methods otherwise approved by the Architectural Review Committee.

9. LANDSCAPING.

- a. Landscaping of the building site shall be accomplished so as to enhance the aesthetic and architectural beauty of the principal building, contribute to the park-like setting of the Technology Park, and emphasize native and sustainable planting schemes. All landscaping shall be approved by the Architectural Review Committee prior to installation.
- b. All landscaping shall meet the "City of Whitewater Landscaping Guidelines" (attached and labeled Exhibit C.)

- c. All plant materials shall be nursery grown. Landscaping designed to conserve water resources and to minimize use of herbicides and pesticides shall be emphasized within all landscape plans. Use of bioswales, rain gardens, prairie plantings in lieu of lawn, and native planting solutions are encouraged. Decorative berms with organic shapes are encouraged.
- d. The street yard setback areas shall be entirely graded, sodded and seeded and properly landscaped between side lot lines, excepting only such areas as may be required for driveways, sidewalks and permitted parking areas. See also "Parking and Access" standards above.
- e. Landscaping may include ponds and/or storm water detention and/or retention basins or areas that are intentionally designed to provide an aesthetic element to the site, subject to the approval by the Architectural Review Committee.
- f. The entire parcel of land under each ownership shall have all vegetation maintained, replaced where dead or dying, and kept in good appearance at all times. All portions of the lot reserved for future expansion of the facilities and not surfaced for parking or loading purposes shall be maintained and mowed in accordance with the City noxious weed code.
- g. All ground signs shall be incorporated into the landscape plan, including the provision of plant materials at the base of such signs.

10. DRAINAGE CONTROL.

Prior to any site development, a stormwater management plan, site grading plan, and erosion control plan shall be approved by the City director of public works, who shall transmit his or her decision to the Architectural Review Committee. No land shall be developed and no use shall be permitted that results in flooding, erosion or sedimentation on adjacent properties. All runoff shall be properly channeled into a storm drain, watercourse, storage area, or other stormwater management facility.

11. SIGNS AND BILLBOARDS.

No sign shall be erected or maintained on the Property except in conformity with the following:

- a. All signs required shall be subject to approval by the Architectural Review Committee and shall meet applicable standards of the City of Whitewater zoning ordinance.
- b. All signage shall be designed in a manner that reflects the architectural theme and materials of the principal building on the lot, and connotes a look that is compatible with a technology park setting.
- c. The Architectural Review Committee may require a degree of uniformity in sign type, placement, and styles within the Technology Park in an effort to foster a compatible or contemporary theme, while still allowing creativity in individual sign designs.
- d. The base of all ground mounted signage shall be attractively landscaped in a manner that

relates to the overall landscape plan for the lot.

- e. Signs shall not be painted directly on the outside wall of a building, nor are they permitted to be painted on a fence, tree, stone or other similar object, except those that are deliberately and artificially located for that purpose.
- f. Buildings with multiple businesses may construct a comprehensive or group sign, which must receive Architectural Review Committee approval.
- g. Signs shall be restricted to advertising only the person, firm, company or corporation operating the use conducted on the site or the products produced or sold therein.
- h. Motion signs, roof signs, projecting signs, electronic message center signs, or flashing signs are not permitted.
- i. Signs may be illuminated subject to the Architectural Review Committee approval.
- j. No sign shall contain any indecent or offensive picture or written matter.

12. UTILITY CONTROL.

Except where integral to on-site energy generation systems, all utilities, including all electric power, telephone and other communication equipment, gas, water, storm and sanitary sewers, excepting electric power lines exceeding 26.4 kv, shall be underground. The location of the utility shall be subject to approval by the Architectural Review Committee.

13. RUBBISH AND WASTE MATERIALS.

No rubbish shall be burned on the premises except in an incinerator designed and approved for such purposes, meeting all appropriate state and federal air emission standards. All waste materials shall be located and kept in containers for pick up or proper disposal. Storage of waste materials shall not exceed thirty (30) days on any lot. All waste material storage areas shall be fully screened from view from public rights-of-way and adjacent properties through the use of landscaping, berms and walls, fences, or other methods approved by the Architectural Review Committee. All waste storage areas shall be located at the rear of the building, except where an alternate location better meets these objectives as determined by the Architectural Review Committee.

14. MECHANICAL EQUIPMENT.

Mechanical equipment mounted on the roof shall be screened and/or positioned in a method that is architecturally compatible with the building and set back, providing screening from public view. All ground-mounted equipment shall be screened from public areas.

15. NOISE.

To reduce external noise associated with businesses within the Technology Park, a maximum external decibel reading of fifty (50) db at the property line must be maintained.

16. RESALE OF LOTS.

In the event owner of land other than the City of Whitewater elects to sell any portion of the undeveloped land, which is not being used in connection with the business or industry of such owner, the same shall be first offered for sale, in writing, to the City of Whitewater at the price per acre paid for such land when such land was purchased from the City of Whitewater, together with the costs of any special assessments paid from the date of purchase of said land from the City of Whitewater to the date of closing. The City of Whitewater shall have ninety (90) days from the date of receipt of such offer to accept or reject the same, unless an extension of the time is mutually agreed upon and set forth in writing. Acceptance or rejection of any such Offer shall be approved by the Common Council of the City of Whitewater. In the event the City of Whitewater accepts such Offer, the owner shall convey title to said land to the City of Whitewater by Warranty Deed free and clear of all liens and encumbrances, except these covenants, conditions, and restrictions, recorded easements for public utilities approved by the City of Whitewater, rights of the public in roadways as laid out, dedicated or used, deferred unpaid special assessments for public improvements, if any. Seller shall be responsible for prorated real estate taxes for the year of sale through the date of sale; Owner shall provide, at Owner's expense, a title insurance policy insuring the City of Whitewater as the owner upon repurchase for the full amount of the repurchase price. In the event the City of Whitewater rejects any such offer and said owner proceeds with the sale of any portion of its undeveloped land to a third party, said conveyance shall be subject to the continuing provisions of this paragraph and said third-party purchaser, if it in the future elects to sell any portion of the undeveloped land which is not then being used by it in connection with its business or industry, shall be required to again first offer said portion for sale in writing to the City of Whitewater at the price paid per acre for such land by the initial purchaser from the City of Whitewater, together with the cost of any special assessments paid by owners of said lands from the date of the original sale by the City of Whitewater to the date of repurchase, all on the same terms and conditions as first set forth above; it being the intent that the City of Whitewater shall have and retain a continuing right to repurchase undeveloped lands under this paragraph.

17. RECAPTURE AND RESALE OF LAND.

A. If an Owner, other than the City of Whitewater, of any lot does not commence construction of a building or buildings thereon within two (2) years after the date of purchase of said lot, the City shall have the option to repurchase said lot. Exercise of the Option shall be effected by a resolution adopted by the Common Council of the City of Whitewater. So long as said owner has not commenced construction of a building or buildings on said lot, said Option shall be exercisable by the City of Whitewater upon delivery in writing of a notice to said Owner at any time after the expiration of said two (2) year period, or such longer period as may be agreed to in writing between said Owner and the City of Whitewater Common Council. Closing shall take place within sixty (60) days following the exercise of said Option on said date as shall be designated by the City of Whitewater specified in said Notice of Exercise or on such later date as may be agreed to in writing between said Owner and the City of Whitewater Common Council. In the event the City of Whitewater exercises its Option to Purchase contained in this paragraph, the purchase price to be paid by the City of Whitewater shall be computed at the price per acre paid for such land by the initial purchaser of said land at the time of purchase thereof from the City of Whitewater, plus any special assessments paid by the Owner of such land from the date of purchase of such land from the

City of Whitewater to the date of closing of the repurchase by the City of Whitewater under this paragraph. In the event the City of Whitewater exercises its Option to repurchase hereunder, conveyance shall be Warranty Deed from said owner to the City of Whitewater free and clear of all liens and encumbrances, except municipal, zoning and land division ordinances, the provisions of this declaration and any amendments hereto, recorded easements for public utilities approved by the City of Whitewater, rights of the public in roadways as laid out, dedicated or used, unpaid future installments of special assessments for public improvements, if any. Owner shall be responsible for prorated real estate taxes for the year of closing through the date of closing; owner shall furnish to the City of Whitewater, at Owner's expense, a title insurance policy for the full amount of the repurchase price insuring title in the City of Whitewater upon consummation of said repurchase in the condition called for above.

B. Nothing contained in this paragraph shall be deemed to give the City of Whitewater a right of first refusal or option with regard to lands which have been improved by the construction of a building or buildings thereon, it being intended that the Option provisions set forth above shall apply only to vacant parcels and that the owner of any lot which has been improved by the construction of a building or buildings thereon shall have the right to sell all of such property as one parcel together with the improvements thereon.

C. Any proposed subdivision or re-subdivision and any sales of parcels or portions of parcels resulting in change or adjustment of lot lines must be approved by the Architectural Review Committee.

18. DURATION OF COVENANTS AND RESTRICTIONS AND EXTENSION THEREOF AND VOTING RIGHTS.

The covenants, restrictions and provisions of this declaration shall apply to the parcels herein described and, upon subsequent re-divisions thereof, shall also apply to all such resulting additional lots and/or parcels, and shall be considered covenants which are to run with the land and shall be binding upon all parties and persons claiming under all parties for a period of ten (10) years from the date this declaration is recorded, after which time, said covenants, restrictions and provisions shall be automatically extended for successive periods of ten (10) years, unless within either the original ten (10) year term or any successive ten (10) year term, an instrument signed by the then owners of the lots or parcels then subject to these covenants and restrictions holding a majority of the votes (as hereinafter defined) and approved by the Common Council of the City of Whitewater has been recorded agreeing to terminate these covenants, restrictions and provisions, and in the event of amendment of these covenants, restrictions and provisions in accordance with the provisions of paragraph 16 hereof, the same shall continue in force as so amended, in like manner for the balance of that ten (10) year term, and shall in the same way be automatically extended for successive ten (10) year periods. In determining voting rights hereunder, one (1) vote shall be counted for each developed lot or developed parcel, and if there is more than one (1) owner of any such developed lot or developed parcel, the vote allocated to such developed lot or developed parcel shall be divided between said owners according to their percentage of ownership interests of record. Any lot or parcel owned by the City of Whitewater shall be included in such voting, with one (1) vote for each such

separate lot or parcel; however, in the event any such lot or parcel owned by the City of Whitewater is greater than twenty (20) acres, then the City of Whitewater shall have a number of votes with respect to such larger parcel equal to the nearest whole number arrived at by dividing the number of acres contained in such larger parcel by the number twenty (20). Votes of the City of Whitewater shall be exercisable and cast by the action of the Common Council of the City of Whitewater. Each owner, with the exception of the City of Whitewater, shall be limited to a maximum of one (1) vote.

19. ENFORCEMENT OF COVENANTS.

Any disputes involving these covenants shall be decided by the City of Whitewater Architectural Review Committee. The enforcement of the restrictions and covenants contained in this Declaration of Restrictions shall be by proceedings of law or in equity against any person or persons violating or attempting to violate any covenants, either to restrain violation or to recover damages with such election at the option of the enforcing party. Such proceedings may be commenced by any owner or owners of parcels then subject to these restrictions and covenants or by the City of Whitewater.

20. AMENDMENT OF DECLARATION OF RESTRICTIONS AND COVENANTS.

Except as hereinafter provided, the within restrictions and covenants may be amended by a written instrument executed by the then current owners of lots or parcels then subject to these restrictions holding a majority of votes as determined under the provisions of paragraph 18 hereof and approved by the Common Council of the City of Whitewater. Notwithstanding the foregoing, any amendment or modification of the provisions of paragraph 1 of these covenants and restrictions which would result in said provisions being less restrictive shall require that said written instrument be executed by 100% of the owners of the lands then subject to these restrictions who would be entitled to vote under the terms of paragraph 18. Any such amendment shall be effective upon the recording of such amendment in the Office or Offices of the Register of Deeds for the county or counties in which the real estate which is then subject to these restrictions is located.

21. VARIANCES.

Where, in the judgment of the Architectural Review Committee, it would be inappropriate to apply literally the provisions of these restrictions and covenants because of unusual circumstances or because exceptional or undue hardship would result, the Architectural Review Committee may waive or modify any requirements of sections 2 through 15, subject, however, to the following: (a) Not less than ten (10) days prior to the date of consideration of such waiver or modification by the Architectural Review Committee, written notice specifying the proposed waiver or modification and the time, date and place when the Architectural Review Committee will consider such proposed waiver or modification shall be mailed to the then current owners of all of the lots or parcels then subject to these covenants and restrictions who would be entitled to vote under the terms of paragraph 18, utilizing for such mailing purposes the most recent addresses for such owners contained in the assessment rolls of the City of Whitewater; (b) In the event written objections to such proposed modification or waiver executed by a majority of the owners who would be entitled to

vote under the terms of paragraph 18 are delivered to the City Clerk of the City of Whitewater prior to the time and date of the meeting at which the Architectural Review Committee is to consider such waiver or modification, such waiver or modification may not be approved or granted by the Architectural Review Committee.

22. EXPANSION OF LANDS SUBJECT TO THESE COVENANTS AND RESTRICTIONS.

The City of Whitewater reserves the right to subject additional lots and parcels of land to these covenants and restrictions by written instrument specifying that such additional lots or parcels are so subjected hereto. In the event any additional lots or parcels are so subjected to these covenants and restrictions, such additional lands shall then be deemed to be parcels or lots subject to these restrictions and, thereafter, the then current owners of such additional lots or parcels shall have the same rights and obligations as the owners of the lots or parcels initially subjected to these restrictions and covenants.

23. SEVERABILITY AND INVALIDATION.

Invalidation of any of the covenants or restrictions herein set forth, or as hereafter existing by way of amendment or modification as herein provided, by judgment or court order, shall in no way affect any of the other provisions hereof, which shall remain in full force and effect, nor shall any such judgment or court order render inapplicable the provisions of these covenants and restrictions to persons or circumstances other than those held invalid by such judgment or court order.

IN WITNESS WHEREOF, the City of Whitewater has caused these presents to be signed by its City Manager and counter-signed by its City Clerk at Whitewater, Wisconsin, and its corporate seal to be hereunto affixed this _____ day of September, 2009.

CITY OF WHITEWATER

By:

Kevin Brunner, City Manager

By:

Michele R. Smith, City Clerk

ACKNOWLEDGMENT

STATE OF WISCONSIN)
) SS:
 WALWORTH COUNTY)

Personally came before me this ____ day of September, 2009, the above named Kevin Brunner, City Manager, and Michele R. Smith, City Clerk of the City of Whitewater, Wisconsin, to me known to be the City Manager and City Clerk of the City of Whitewater, Wisconsin, and to me known to be the persons who executed the foregoing instrument and acknowledge that they executed the same on behalf of the City of Whitewater as the duly-authorized act and deed of the city of Whitewater.

Notary Public, State of Wisconsin
 My commission expires:

This document was drafted by:

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Chapter 19.38 WHITEWATER UNIVERSITY TECHNOLOGY PARK DISTRICT (WUTP DISTRICT)

19.38.010 Purpose.

The WUTP district is established to provide an aesthetically attractive working environment exclusively for and conducive to the development and protection of offices; research, testing, and development institutions; and certain specialized manufacturing establishments compatible with an office and research setting, all of a nonnuisance-type and public parks. The essential purpose of this district is to achieve development which is practical, feasible and economical and an asset to the owners, neighbors and the community and to promote and maintain desirable economic development activities in a park like setting with well designed sites and buildings.

(Ord. No. 1914A, 2-18-2016)

19.38.020 Creation of architectural review committee.

- Upon the mapping of any WUTP district, there shall be established an architectural review committee for the district.
- No building or improvements shall be erected, placed or altered on any building site in the technology park until the plans and use for such building or improvements, including site plans, landscaping plans, building plans, and specifications have been approved by the WUTP architectural review committee (ARC).
- Zoning permit applicants in the WUTP district are subject to all plan review requirements set forth in Chapter 19.63 of the Whitewater Municipal Code.
- The plan and architectural review commission's functions under Chapter 19.63 shall be delegated to the architectural review commission.
- The ARC shall consist of one city council member, a member of the plan and architectural review commission to be appointed annually by the plan commission, the city manager, the chancellor of the University of Wisconsin-Whitewater, two members appointed by the chancellor of the University of Wisconsin-Whitewater, two citizens of the city of Whitewater appointed by the city council, and one member of the community development authority of the city of Whitewater to be appointed by the CDA.
- The ARC shall organize and adopt rules for its own governance. Officers shall be elected from the membership for terms of one year.
- Meetings shall be open to the public unless closed for appropriate legal reasons, and shall be held at the call of the chairman.
- Minutes shall be kept showing actions taken and shall be a public record.
- Quorum shall be five members, and all actions shall require the concurring vote of at least five members.
- In cases where the ARC has not been formed or is unable to act on the matter, all actions normally assigned to the ARC shall be reassigned to the plan and architectural review commission. The plan and architectural review commission shall retain the exclusive authority to grant and review or deny conditional use permits in the WUTP district, where required.

(Ord. No. 1914A, 2-18-2016)

19.38.030 Permitted uses.

Permitted uses in the WUTP district include:

1. Production, or processing, cleaning, servicing, testing or repair of materials, goods or products, limited to the following uses, products, components, or circumstances:
 - a. Electronic and electrical products and instruments, such as transistors, semiconductors, small computers, scanners, monitors and compact communication devices.
 - b. High technology products related to the fields of physics, oceanography, astrophysics, metallurgy, chemistry, biology, or other scientific field offered for study at the University of Wisconsin-Whitewater.
 - c. Laser technology, radiology, X-ray and ultrasound products, manufacturing and assembly.
 - d. Medical and dental supplies.
 - e. Optical, fiber optical and photographic products and equipment.
 - f. Orthopedic and medical appliances, such as artificial limbs, brace supports and stretchers.
 - g. Products related to process design, process simulation, computer hardware and software development, and safety engineering.
 - h. Scientific and precision instruments and components, including robotics.
2. Research, development and testing laboratories, including testing facilities and equipment.
3. Business and professional offices.
4. Pilot plants or other facilities for the testing of manufacturing, processing or fabrication methods, or for the testing of products or materials.
5. Telecommunication centers (not including wireless telecommunication facilities as regulated in Section 19.55).
6. Accessory uses, (which shall be accessory uses to principal use on site), including the following:
 - a. Educational or training centers or institutions.
 - b. Nursery schools or day care centers for children of employees on the site.
 - c. Temporary buildings for construction purposes for a period not to exceed the duration of such construction.
 - d. Reproduction processes related to a primary function including printing, blueprinting, photostating, lithographing, engraving, stereotyping, publishing and bookbinding.
 - e. Wholesaling of goods and merchandise manufactured or produced on the premises.
 - f. The generation of power via a local energy system, with the primary purpose of supplying energy to the principal use being conducted on the lot.
 - g. The fabrication of products in conjunction with a research, development, or testing laboratory as the principal use.
 - h. Garages for storage of vehicles, equipment or materials in conjunction with operation of the principal use on the lot;
 - i. Off-street parking and loading areas, subject to landscaping and screening requirements where applicable;

- j. Trash dumpsters where located outside of the required yards in Section 19.38.070 of this chapter and enclosed by a decorative opaque fence, wall or landscaping designed to provide a total visual screen;
 - k. Outdoor seating for restaurants within designated areas;
 - l. Outdoor eating and recreation areas;
 - m. Essential services;
 - n. Health clubs, banks and other financial institutions, medical, dental and optical clinics, barbershops, beauty parlors, or similar retail establishments;
 - o. Conference centers.
- 7. Restaurants, without drive-up or drive-through service.
 - 8. Colleges and universities (not including housing or residential uses).
 - 9. Public parks and public recreation use facilities, including, but not limited to, Moraine View Park and the planned athletic facilities, trail and possible playground therein.

(Ord. No. 1914A, 2-18-2016)

19.38.040 Conditional uses.

Conditional uses in the WUTP district include:

- 1. Parking facilities, open and accessory, for the storage of private passenger automobiles only, when located elsewhere than on the same zoning lot as the principal use served.
- 2. Public utility and public service uses as follows:
 - a. Bus turnarounds (off-street), bus transfer points.
 - b. Electric substations.
 - c. Gas regulator stations, mixing stations and gate stations.
 - d. Radio, television, and telecommunication towers and wireless telecommunication facilities meeting the standards of Chapter 19.55.
 - e. Railroad passenger stations.
 - f. Railroad rights-of-way.
 - g. Sewerage system lift stations.
 - h. Telephone exchanges, microwave relay towers, telephone transmission equipment buildings and service yards.
 - i. Electric generator which serves a principal use located on the zoning lot and is capable of providing electricity for off-site use provided:
 - a) The electric output is less than three thousand kilowatts and said generator is operated no more than two hundred hours per year;
 - b) The location of every generator shall be not less than twenty feet from any zoning lot which permits residential uses; and
 - c) Said generator shall be located and screened so as to reduce the visual impact of the generator from neighboring property and to be compatible with neighboring structures

and the character of the community. This may include screening with materials similar in appearance to those used for the principal structure on the zoning lot, and landscaping or fencing as approved by the architectural review committee.

- j. Water pumping stations and reservoirs.
- 3. Any production, or processing, cleaning, servicing, testing or repair of materials, goods or products, limited to the following uses, products, components, or circumstances:
 - a. Cameras and other photographic equipment.
 - b. Ceramic products, such as pottery, figurines and small glazed tiles.
 - c. Cosmetics and toiletries, drugs, perfumes, and perfumed soaps.
 - d. Drugs and pharmaceutical products.
 - e. Electrical appliances, such as lighting fixtures, irons, fans and toasters.
 - f. Electrical equipment assembly, such as home radio and television receivers and home movie equipment, but not including electrical machinery.
 - g. Electrical supplies manufacturing and assembly, such as wire and cable assembly, switches, lamps, insulation and dry cell batteries.
 - h. Products from the following previously prepared materials: bone, canvas, cellophane, cloth, cork, feathers, felt, fiber, fur, glass, hair, horn, leather, paper, plastic, precious and semiprecious stones, rubber, shell, wood (but not including a planing mill) and yarn.
 - i. Products related to material research and development in such areas as prepared glass, ceramics, carbon fiber, metals, textiles, polymers, plastics, chemical foams and inorganic chemicals such as liquid crystals, and synthetic fuels.
 - j. Small-scale products (finished weight not exceeding fifty pounds) related to energy, environmental, telecommunications, or satellite applications.
 - k. Small-scale products (finished weight not exceeding fifty pounds) related to the resource industries of agriculture and food production, forestry, petrochemicals and mining.
 - l. Specific products not listed above but similar in intent and character and which may be defined as being produced or assembled manually or by a light industrial process by virtue of the use of only light machinery; being conducted entirely within enclosed substantially constructed buildings; in which the open area around such buildings is not used for storage of raw materials or manufactured products, or for any industrial purpose other than loading and unloading operations; which are not noxious or offensive by reason of emission of smoke, dust, fumes, odors, noise, or vibrations beyond the confines of the building.
- 4. Outside storage areas, subject to the development standards in Section 19.38.110.
- 5. Day care centers.
- 6. Other uses substantially consistent with or linked to the goals of the WUTP including retail sales and services and food and beverage sales and services.

(Ord. No. 1914A, 2-18-2016)

19.38.050 Lot area and lot width requirements.

In the WUTP district, there shall be provided a lot area of not less than one acre and a lot width of not less than one hundred feet.

(Ord. No. 1914A, 2-18-2016)

19.38.060 Floor area ratio.

In the WUTP district, the floor area ratio shall not exceed 3.0.

(Ord. No. 1914A, 2-18-2016)

19.38.070 Yard requirements.

Minimum required yards for principal buildings, outside storage areas, parking lots, and dumpsters in the WUTP district are:

1. Front yard—twenty-five feet, except as indicated on the city's official map.
2. Side yard—each side, fifteen feet. On corner lots, twenty-five feet for side yard adjoining an arterial highway and twenty-five feet for side yard adjoining other streets.
3. Rear yard—thirty feet.
4. Environmental corridor or wetland yard adjacent to any mapped environmental corridor, as defined by the Southeastern Wisconsin Regional Planning Commission, or a delineated wetland as approved by the agency with jurisdiction—thirty feet.
5. Parking lots and associated circulation drive aisles may extend into normal interior side or rear yard setbacks, but not into front or street side yard setbacks.

(Ord. No. 1914A, 2-18-2016)

19.38.090 Lot coverage.

There is no maximum percentage lot coverage for buildings with the exception of the provisions needed for landscape, circulation, and other site planning considerations. Building size, coverage, and locations must still conform to the other regulations including stormwater management. Landscape and environmental features shall follow principles of sustainability and environmental quality and shall locate landscape elements in highly visible locations, especially in the fronts of buildings, and should include canopy trees, understory and/or evergreen trees, and shrubs.

(Ord. No. 1914A, 2-18-2016)

19.38.100 Building height.

Maximum building height in the WUTP district is one hundred feet, except as may be otherwise approved by the architectural review committee upon the finding that such increased height will not be detrimental to the character of the park or adjoining buildings and uses.

(Ord. No. 1914A, 2-18-2016)

19.38.110 Development standards.

In the WUTP district, the following development standards shall apply, in addition to any standards that may be required by covenant:

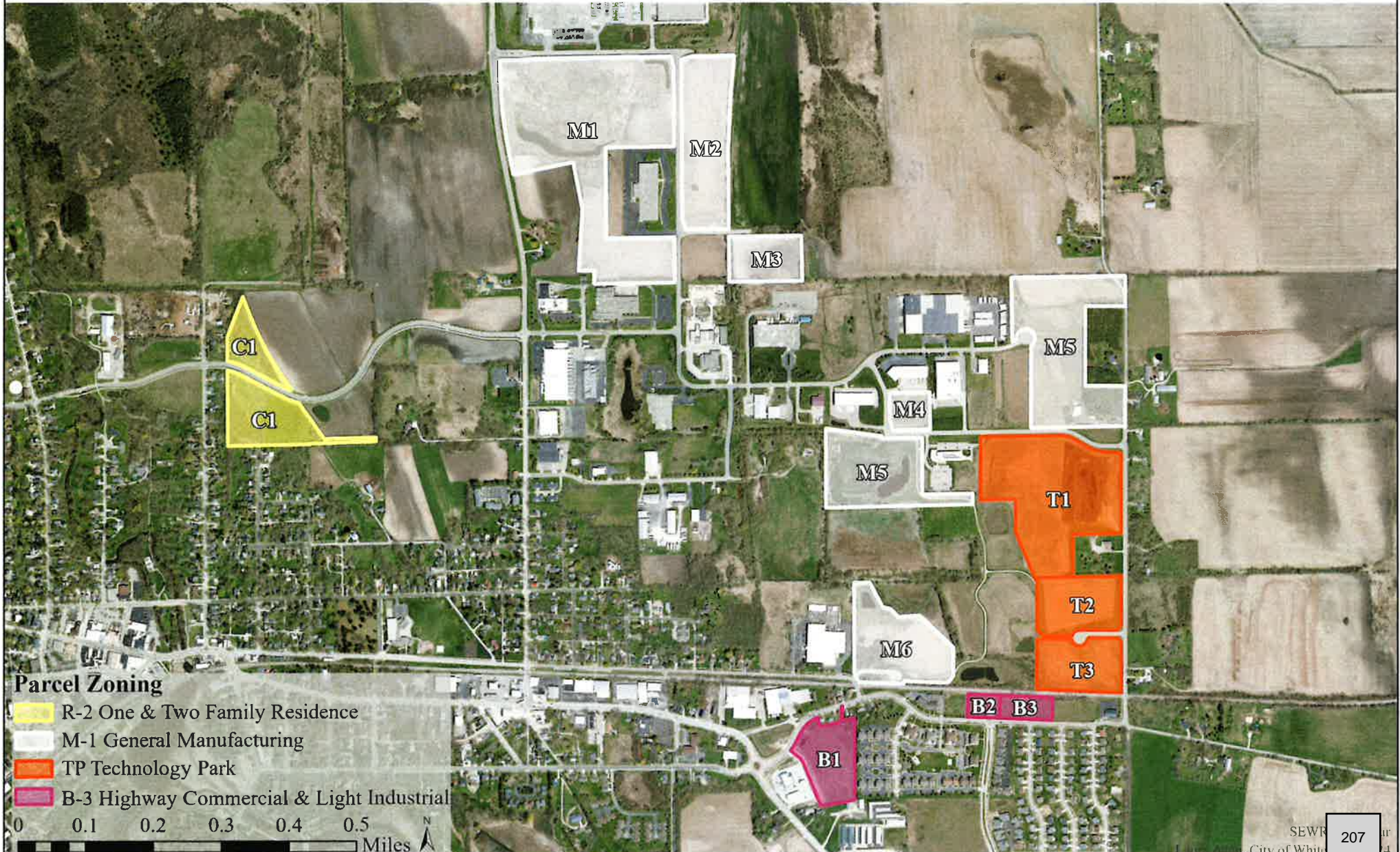
1. **Building Design and Materials.** The exterior appearance of any building constructed in this district shall be compatible with that of adjoining structures within the district, especially as it relates to rooflines and building materials. Permitted materials shall include masonry, concrete, stone, exterior insulation and finish system (EIFS), Dry-vit, glass, and decorative architectural grade metal as a design detail, except where other quality materials are also allowed by the architectural review committee.
2. **Accessory Off-Street Parking and Loading.** Accessory off-street parking lots, loading berths, and access driveways shall be located, designed and improved so as to provide for safe and convenient access from adjoining streets, safe and convenient circulation within the site, and an aesthetically pleasing site design. Parking lots and access driveways shall be designed and located so that such facilities do not provide a direct unlandscaped view from the street to the parking lot or access driveway.
3. **Landscaping and Site Development.** To provide a park-like setting, all lots shall be landscaped, including the provision of canopy-type shade trees. When adjacent, connected, or within thirty feet of an environmental corridor or environmental corridor buffer, all existing mature, healthy trees shall be retained and protected, where possible, during construction as per city of Whitewater forestry guidelines. All land areas not covered by buildings, structures, storage areas, parking lots, loading areas and driveways shall be landscaped and maintained. Landscaping shall mean decorative plazas, mounds, environmental preserves, enhancements of wetlands, stormwater features designed as landscape enhancements, features incorporated into the landscape for the purpose of improving sustainability of the site, pools or the planting of grass, shrubs, trees and other plant materials or other comparable surface cover.
4. **Storage Areas.** All storage, except for licensed motor vehicles in operable condition, shall be within completely enclosed buildings or effectively screened from adjoining properties and public rights-of-way by an opaque screening wall or fence with such wall or fence not less than six feet nor more than eight feet in height, and no materials stored shall exceed the height of such screening wall or fence. All outside storage areas shall be located to the rear of buildings and shall be limited to not more than five percent of the total lot area. Landscaping shall be required on the outside of the opaque screen wall or fence.
5. **Signs.** All signs shall meet applicable standards in Chapter 19.54, and the specific requirements set forth for the M-1 district in the table contained in Section 19.54.052.
 - a. No ground sign shall exceed a maximum height of eight feet and a maximum gross area of forty-eight square feet. All ground signs shall be incorporated in the landscape plan, including the provision of plant materials at the base of such signs.
6. **Prohibited Site Uses.** No use shall be so conducted as to cause the harmful discharge of any waste materials into or upon the ground, into or within any sanitary or storm sewer system, into or within any water system or water, or into the atmosphere. All uses shall be conducted in such a manner so as to preclude any nuisance, hazard, or commonly recognized offensive conditions or characteristics, including creation or emission of dust, gas, smoke, noise, fumes, odors, vibrations, particulate matter, chemical compounds, electrical disturbance, humidity, heat, cold, glare, or night illumination.
7. **Uses Required to be Enclosed.** All business, servicing, or processing shall be conducted within completely enclosed buildings, except for the following:
 - a. Off-street parking and off-street loading;

-
- b. Drive-up service windows for banks and other financial institutions.
 - 8. Truck Parking. Parking of trucks as an accessory use, when used in the operation of a permitted business, shall be limited to vehicles of not over one and one-half tons of capacity when located within one hundred fifty feet of a residential district boundary line.
- (Ord. No. 1914A, 2-18-2016)

Available Land within the City of Whitewater

C1: /WUP 00018D (± 12.73 acres)	T1: /A444300002 (± 2.76 acres)
M1: 292-0515-3432-000 (± 41.39 acres)	T2: /A444200002 (± 8.76 acres)
M2: 292-0515-3434-003 (± 14.60 acres)	T3: /A444200003 (± 7.76 acres)
M3: 292-0515-3434-002 (5.84 acres)	B1: /A405400001 (± 7.21 acres)
M4: /A455500001 (± 2.64 acres)	B2: /A503200001 (± 1.29 acres)
M5: /WUP 00322 (± 35.02 acres)	B3: /A503200002 (± 2.11 acres)
M6: /A444200001 (± 12.30 acres)	

Item 10.





CDA Agenda Item

Meeting Date:	July 18, 2024
Agenda Item:	Home Buying 101 Event
Staff Contact (name, email, phone):	Taylor Zeinert tzeinert@whitewater-wi.gov 262-473-1048

BACKGROUND

(Enter the who, what, when, where, why)

CDA Members have asked for staff to work towards educating the public about the Affordable Housing Fund Policy and resources available for home buyers. In order to educate the public, staff has put together a Home Buying 101 event.

This event will be held from 6:00 p.m. to 7:30 p.m. on Thursday, October 3, 2024 at the Community Engagement Center in Room 105. The event will feature two presentations about home buying resources for residents. The Office of Economic Development will be presenting information about the down payment assistance component of our Affordable Housing Fund Policy. Roxanne Witte from Jefferson County Economic Development Cooperation and Thrive ED will be presenting information about their housing assistance program.

After the presentations, attendees will migrate to the hallways where tables will be set up for local banks to provide information about their programs.

PREVIOUS ACTIONS – COMMITTEE RECOMMENDATIONS

(Dates, committees, action taken)

FINANCIAL IMPACT

(If none, state N/A)

N/A

STAFF RECOMMENDATION

Staff recommends that the Board support this event.

ATTACHMENT(S) INCLUDED

(If none, state N/A)

N/A



CDA Agenda Item

Meeting Date:	July 18, 2024
Agenda Item:	Developer Meet and Greet
Staff Contact (name, email, phone):	Taylor Zeinert tzeinert@whitewater-wi.gov 262-473-1048

BACKGROUND

(Enter the who, what, when, where, why)

CDA members asked that staff look into events designed to recruit developers to our area. Staff has researched effective programs that other municipalities have invested in. Based on that research, Staff has decided to pursue a Developer Meet N' Greet.

The event is scheduled to be held at the Innovation Center on Friday, November 1, 2024 from 10:00 a.m. to 1:00 p.m. The event will cover the project application process and approval by the Plan & Architectural Review Committee (PARC) and the Community Development Authority (CDA). It will feature presentations that walk developers through the permit process, including introductions to the building inspectors, city planner and other key staff members.

This event seeks to demonstrate to developers that there are a variety of opportunities for development in the City of Whitewater and that Staff is available to assist with the process to ensure that their development can be achieved.

PREVIOUS ACTIONS – COMMITTEE RECOMMENDATIONS

(Dates, committees, action taken)

N/A

FINANCIAL IMPACT

(If none, state N/A)

N/A

STAFF RECOMMENDATION

Staff recommends that the Board support the event.

ATTACHMENT(S) INCLUDED

(If none, state N/A)

N/A



CDA Agenda Item

Meeting Date:	July 18, 2024
Agenda Item:	Food Truck Fest
Staff Contact (name, email, phone):	Taylor Zeinert tzeinert@whitewater-wi.gov 262-473-1048

BACKGROUND

(Enter the who, what, when, where, why)

To date, the Office of Economic Development has completed 17 Business Recruitment and Expansion (BRE) visits. The information gathered has been helpful as to how the Office of Economic Development and the CDA can best support our business community.

A re-occurring comment and request staff has received is to increase foot traffic in our downtown area and draw the UW-Whitewater students out of the bubble of the University. In an attempt to address both of these concerns, the Office of Economic Development has decided to host a food truck fest.

This event is scheduled to be held on Saturday, September 14, 2024 from 11:00 a.m. to 7:00 p.m. at Cravath Lakefront Park. This event will feature several food trucks ranging from tacos, lumpia, grilled cheese, and so much more! We have seen a range of interest for this type of event from vendors in Whitewater, Madison, Milwaukee, and various communities in Illinois.

PREVIOUS ACTIONS – COMMITTEE RECOMMENDATIONS

(Dates, committees, action taken)

N/A

FINANCIAL IMPACT

(If none, state N/A)

N/A

STAFF RECOMMENDATION

Staff recommends that the CDA members support the event.

ATTACHMENT(S) INCLUDED

(If none, state N/A)

Food Truck Fest 2024 Flyer

FOOD TRUCK FESTIVAL

September
14th
11am-7pm

Cravath Lakefront Park

341 S Fremont St,
Whitewater, WI 53190

Free Entry!

Enjoy a variety of freshly made food
from local vendors





CDA Agenda Item

Meeting Date:	July 18, 2024
Agenda Item:	Wind Up Feedback
Staff Contact (name, email, phone):	Taylor Zeinert tzeinert@whitewater-wi.gov 262-473-1048

BACKGROUND

(Enter the who, what, when, where, why)

All contestants that participated in the WindUp event were encouraged to offer their feedback that can be considered going forward. The following is a list of recurring feedback or questions that were shared with me or submitted to the Office of Economic Development.

- Confusion between the role of Enactus and the City.
- Why were contestants required to make a Slide Deck?
- Two different Categories.
- The number of Judges, and who qualified as a Judge.
- The Amount of Finalist.
- Communication and Frequency of Communication.
- The Lack of vetting contestants prior to the finale.

There was some confusion from the contestants as to what role Enactus had with the competition. Enactus was supposed to act as a liaison between the contestants and their needs. Contestants were each assigned to an Enactus team. That team was asked to help assist contestants in any way that they could. Some groups helped contestants make logos, business cards, websites, business plans, pitch decks, etc.

After interviewing the contestants, it was clear that this was not everyone's experience. One contestant cited that they specifically asked for help, and their Enactus group responded to them that they were not going to help them because the school year had ended.

Enactus students also asked that each contestant complete a slide deck about said business. City Staff was not aware that Enactus made this a requirement for contestants, and Enactus never shared these slide decks with City Staff. City Staff asked contestants to send any visual aids to the Economic Development Director the Friday prior to the finale. Some contestants choose to send visuals while others did not.

Having two different categories is a great idea. During the planning stages, City Staff were unsure if we would have enough contestants to have more than one category. If we are to do this event again, this is something staff would pursue.

The judges were chosen as representatives of the CDA, Common Council, Economic Development Specialists, Business Owners of various ages and backgrounds. The goal was to have a range of judges to resemble all parts of the community.

The finalists were chosen based on the Community vote. If any contestant received a 75% approval rating or higher they were pushed to the finale. Moving forward, we can decrease the number of finalists.

Staff communicated with contestants prominently via email, however, contestants shared that they would have liked to see more communication. This is something staff can address moving forward.

Staff did not vet contestants prior to this event, however, this is something that should be included in the process moving forward.

PREVIOUS ACTIONS – COMMITTEE RECOMMENDATIONS

(Dates, committees, action taken)

N/A

FINANCIAL IMPACT

(If none, state N/A)

N/A

STAFF RECOMMENDATION

N/A

ATTACHMENT(S) INCLUDED

(If none, state N/A)

N/A

Print**Whitewater WindUp Application - Submission #788****Date Submitted: 2/19/2024****Whitewater WindUp Application****Name of Contestant(s):***

Jessica Latella

Name of Business:*

The Wellnest Shop

Personal Address:*

214 n esterly Ave, Whitewater

Business Address (if Applicable):**Email Address:***

latellajl@gmail.com

Phone Number:*

+19203825003

I, ***agree to the following:**

Jessica Latella

- To complete all workshops prior to April 20, 2024;
- if I win, to share accurate and complete monthly financial report of my business with the City of Whitewater;
- Further, if I win, to meet with a business coach to review those financials on a monthly basis for 12 months after winning the Whitewater WindUp

Signed*

Jessica Latella

Dated*

2/19/24

Print

Whitewater WindUp Application - Submission #797

Date Submitted: 2/22/2024



Whitewater WindUp Application

Name of Contestant(s):*

Natalie A Serna

Name of Business:*

BaristaCats Cafe & Sanctuary for Wayward Cats Foundation

Personal Address:*

527 Autumn Dr. Delavan

Business Address (if Applicable):

135 W. Center St. Whitewater

Email Address:*

natalie@baristacatscafe.com

Phone Number:*

12628129515

I, *

agree to the following:

Natalie A. Serna

- To complete all workshops prior to April 20, 2024;
- if I win, to share accurate and complete monthly financial report of my business with the City of Whitewater;
- Further, if I win, to meet with a business coach to review those financials on a monthly basis for 12 months after winning the Whitewater WindUp

Signed*

Natalie A. Serna

Dated*

2/22/2024

Print**Whitewater WindUp Application - Submission #794****Date Submitted: 2/21/2024****Whitewater WindUp Application****Name of Contestant(s):***

Holly Barnett and Alyssa Dobbs

Name of Business:*

Stellar Vintage

Personal Address:*

180 W Main St, Apt 180A, Whitewater, WI 53190

Business Address (if Applicable):

112 S First St, Whitewater, WI 53190

Email Address:*

stellarvintageclothingwi@gmail.com

Phone Number:*

6082017113

I, ***agree to the following:**

Holly Barnett

- To complete all workshops prior to April 20, 2024;
- if I win, to share accurate and complete monthly financial report of my business with the City of Whitewater;
- Further, if I win, to meet with a business coach to review those financials on a monthly basis for 12 months after winning the Whitewater WindUp

Signed*

Holly Barnett

Dated*

2/21/24