

TOWN BOARD OF  
THE TOWN OF PHELPS, WISCONSIN

RESOLUTION NO. 2016-3

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**RESOLUTION CREATING  
THE COMMUNITY DEVELOPMENT AUTHORITY OF  
THE TOWN OF PHELPS, WISCONSIN**

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WHEREAS, Section 66.1335 of the Wisconsin Statutes (the "Act") provides that a Community Development Authority, functioning within a Town in which there exists substandard, deteriorating, deteriorated, insanitary, slum and blighted areas, consists of a more effective and efficient means for preventing and eliminating slums or blighted areas in the Town and preventing the recurrence thereof; and

WHEREAS, the Town Board of the Town of Phelps, Wisconsin (the "Town"), has determined that there exists within the Town substandard, deteriorating, deteriorated, insanitary, slum and/or blighted areas; and

WHEREAS, the Town Board has determined that the formation of a Community Development Authority would constitute an effective and efficient means for preventing and eliminating blighted areas in the Town and preventing the recurrence thereof; and

WHEREAS, the Town Board has determined to create a Community Development Authority within the Town for the purpose of carrying out blight elimination, slum clearance and urban renewal programs and projects and housing projects as set forth in the Act, together with all powers necessary or incidental to effect adequate and comprehensive blight elimination, slum clearance and urban renewal programs and projects and housing projects.

NOW, THEREFORE, BE IT RESOLVED:

1. Findings and Declaration of Necessity. It has been found and determined and is hereby declared that a need for blight elimination, slum clearance, urban renewal and/or community development programs and projects and housing projects exists in the Town, and that a Community Development Authority functioning within the Town constitutes an effective and efficient means for carrying out such programs and projects. The necessity in the public interest for the provisions of this resolution is also hereby declared as a matter of legislative determination.

2. Creation of Community Development Authority of the Town of Phelps, Wisconsin; Status as Public Body. Pursuant to the Act, there is hereby created a Community Development Authority, which shall be known as the "Community Development Authority of the Town of Phelps, Wisconsin" (the "Authority") for the purpose of carrying out blight elimination, slum clearance, urban

renewal and community development programs and projects and housing projects as set forth in the Act. The Authority is deemed to be a public body and a body corporate and politic, exercising necessary public powers, and having all the powers, duties and functions conferred on community development authorities by applicable law.

3. Composition of Governing Body, Powers Vested in Commissioners; Compensation. The Authority shall consist of seven (7) resident persons having sufficient ability and experience in the fields of urban renewal, community development and housing who shall serve as the governing body (the "Commissioners") of the Authority. The powers of the Authority shall be vested in, and exercised by the Commissioners in office from time to time. Commissioners shall receive no compensation for their services, but shall be entitled to reimbursement of their actual and necessary expenses, including local travel expenses, incurred in the discharge of their duties.

4. Appointment, Confirmation and Term of Commissioners; Vacancies. The Commissioners of the Authority shall be appointed by the Town Chairman and confirmed by the Town Board, as follows:

- (a) Two (2) of the Commissioners shall be members of the Town Board and shall serve during their term of office as members of the Town Board.
- (b) The first appointments of the five (5) non-Town Board Commissioners shall be made for the following terms: two (2) for terms of one year, one (1) for a term of two years, one (1) for a term of three years, and one (1) for a term of four years from the date of their appointment. Thereafter, all non-Town Board Commissioners shall be appointed for terms of four (4) years. Commissioners shall hold office until his or her successor has been appointed and qualified, unless such Commissioner's term is vacated earlier because of his or her change of residence, removal, resignation, incapacity or death.
- (c) After the appointments of the original seven (7) Commissioners have been made by the Town Chairman and confirmed by the Town Board, vacancies occurring during any term shall be filled for the unexpired portion of the term, and new appointments or reappointments of Commissioners shall be made in the same manner in which the original appointments were made.

5. Filing of Certificate of Appointment. A certificate of the appointment or reappointment of any Commissioner shall be filed with the Town Clerk. Such certificate shall be conclusive evidence of the due and proper appointment of the Commissioner if such Commissioner has been duly confirmed as herein provided and has duly taken and filed the official oath before entering upon his or her office.

6. Removal of Commissioners. A Commissioner may be removed from office by the Town Chairman for incompetency, inefficiency, neglect of duty or misconduct in office, but such Commissioner shall be removed only after he or she shall have been given a copy of the charges at least ten (10) days prior to the hearing thereon and had an opportunity to be heard in person or by counsel. In the event of the removal of any Commissioner, a record of the proceedings, together with



the charges and findings thereon, shall be filed in the office of the Town Clerk. To the extent applicable, the provisions of Section 17.16 of the Wisconsin Statutes relating to removal for cause shall apply to any such removal.

7. Meetings; Quorum; Bylaws. All meetings of the Authority shall be held in compliance with the provisions of Subchapter V of Chapter 19 of the Wisconsin Statutes. Four (4) Commissioners shall constitute a quorum of the Authority for the purpose of conducting its business and exercising its powers and for all other purposes. Action may be taken by the Authority upon the affirmative vote of a majority of the Commissioners present at any meeting of the Authority at which a quorum is present, unless a higher vote is required by statute. No vacancy in the membership of the Authority shall impair the right of a quorum to exercise the powers and perform the functions of the Authority. The Authority may adopt and from time to time amend or repeal such Bylaws and other rules and regulations not inconsistent with applicable law as it deems necessary in the performance of its functions.

8. Selection of Officers, Agents and Employees.

- (a) The Authority shall annually elect a Chairperson and Vice Chairperson from among the Commissioners. Vacancies occurring in the office of Chairperson or Vice Chairperson shall be filled from among the Commissioners for the unexpired portion of the term.
- (b) The Authority shall appoint a Secretary, who shall not be a Commissioner of the Authority and whose qualifications shall be determined by the Authority. The Secretary shall hold office at the pleasure of the Authority and receive such compensation as shall be determined by the Authority, within the limit of its funds available for such purpose. The Secretary shall be the chief administrative officer of the Authority and shall direct, manage and supervise the Authority's administrative operations and technical activities in accordance with the directives of the Authority. The Secretary shall also act as Executive Director of the Authority and shall perform such other duties and have such other powers and responsibilities as may from time to time be delegated to him or her by the Authority.
- (c) The Authority may employ technical experts and such other officers, agents and employees, permanent and temporary, as it may require from time to time in the performance of its duties and functions, within the limits of its funds available for such purpose. The Authority may delegate to one or more of its agents or employees such powers or duties as it may deem proper.
- (d) The Authority may call upon the Town Attorney for such legal services as it may require, and may also retain specialists to render legal services as required by the Authority from time to time, within the limit of its funds available for such purpose. The Authority may also contract with the Town or any other agency or entity public or private for the provision of any necessary staff

services associated with or required by the Authority in the performance of its duties and functions which could be performed by the staff of the Authority.

9. Town Assistance to the Authority. The Authority is authorized to call upon any department, board, commission or agency of the Town for assistance and cooperation in the performance of the Authority's duties and functions. All Town departments, boards, commissions and agencies are hereby authorized and directed to cooperate with, and furnish assistance to the Authority in the performance of the Authority's duties and functions to the extent that such cooperation does not interfere with or disrupt the priorities and work programs of the Town agency.

In the event that any department, commission or agency shall have good cause for failing to comply with the request of the Authority for assistance, the matter shall be referred to the Town Chairman's office and, if deemed necessary, to the Town Board for adjudication.

In addition, the Authority may contract with the Town for performance of such services as may be required by the Authority in the performance of its functions. In the event assistance is provided by the department, board, commission or agency of the Town, whether by contract or not, the Authority shall agree to compensate the Town for all services rendered to the Authority. Services provided shall be coordinated through the Executive Director of the Authority.

10. Interested Commissioners or Employees. No Commissioner or employee of the Authority shall acquire any direct or indirect interest in any redevelopment, urban renewal community development or housing project or any property included or planned to be included in any such project, nor shall he or she have any direct or indirect interest in any contract or proposed contract for insurance, materials or services to be furnished or used in any such project. If any Commissioner or employee of the Authority owns or controls a direct or indirect interest in any property included or planned to be included in any such project, he or she shall immediately disclose the same in writing to the Authority, and such disclosure shall be entered upon the minutes of the Authority, and such Commissioner or employee shall not participate in any action by the Authority relating to such property. Failure to so disclose such interest shall constitute misconduct in office.

11. Powers and Duties of the Authority.

- (a) The Authority shall have all the powers, duties and functions of a Community Development Authority as set forth in Section 66.1335 of the Wisconsin Statutes, and all projects relating to blight elimination, slum clearance, urban renewal and redevelopment programs initiated by the Authority and approved by the Town Board shall be undertaken and carried out pursuant to Sections 66.1105, 66.1301 to 66.1329, 66.1331, 66.1333 or 66.1337 of the Wisconsin Statutes, and all housing projects initiated by the Authority and approved by the Town Board shall be undertaken and carried out pursuant to Section 66.1201 of the Wisconsin Statutes, as determined appropriate by the Town Board on a project by project basis.



- (b) The Authority may, upon the direction of the Town Board, act as agent of the Town in performing any or all acts, except the development of the general plan of the Town, which may otherwise be performed by the Town plan commission under Sections 66.1105, 66.1301 to 66.1329, 66.1331 or 66.1337 of the Wisconsin Statutes.
- (c) In addition to the foregoing powers, duties and functions, the Authority shall have such other powers, duties and functions related to carrying out blight elimination, slum clearance, urban renewal community development and housing programs and projects as are conferred on it by the Town Board from time to time.

12. Evidence of Authority. A certified copy of this resolution shall be filed with the Town Clerk/Treasurer and shall be prima facie evidence of the Authority's right to transact business, and such resolution shall not be subject to challenge because of any technicality. In any suit, action or proceeding commenced against the Authority, a certified copy of such resolution shall be deemed conclusive evidence that the Authority is established and authorized to transact business and exercise its powers under and pursuant to Section 66.1335 of the Wisconsin Statutes.

13. Severability. If any section, subsection, sentence, clause, phrase or portion of this resolution is for any reason held invalid or unconstitutional by any court of competent jurisdiction, such portion shall be deemed a separate, distinct and independent provision and such holding shall not affect the validity of the remaining portions of this resolution.

14. Contravening Resolutions Repealed. All resolutions or parts of resolutions contravening the provisions of this resolution are hereby repealed.

15. Construction. All powers, duties and functions of a Community Development Authority, as set forth in Section 66.1335 of the Wisconsin Statutes, are deemed to have been granted to the Authority as though set forth in this resolution except as those powers, duties and functions which are subject to further authorization and direction of the Town Board, as set forth herein. This resolution and the powers granted hereunder shall be construed liberally to effectuate its purpose.

16. Effective Date of Resolution. This resolution shall take effect and be in force from and after its passage and publication.

Dated: May 4, 2016

**TOWN OF PHELPS, WISCONSIN**

By: Steve Doyen  
Steve Doyen, Town Chairman

By: Marjorie Hiller  
Marjorie Hiller, Town Clerk/Treasurer

**EXHIBIT A**  
**BYLAWS OF THE  
COMMUNITY DEVELOPMENT AUTHORITY OF THE  
TOWN OF PHELPS, WISCONSIN**

Adopted May 4, 2016

Effective May 6, 2016

**ARTICLE I  
THE AUTHORITY**

Section 1      Name of Authority. The name of the Authority shall be Community Development Authority of the Town of Phelps, Wisconsin.

Section 2      Seal of Authority. The Authority shall have no seal.

Section 3      Offices of the Authority. The principal offices of the Authority shall be at 4495 Town Hall Road, Phelps, Wisconsin. In addition, the Authority may from time to time have offices at such other place or places as it deems necessary. The location of the Authority's principal offices may be changed by appropriate resolution of the Authority.

**ARTICLE II  
OFFICERS**

Section 1      Officers. The officers of the Authority shall be a Chairperson, a Vice-Chairperson and a Secretary (who shall be Executive Director) who shall be elected or appointed as hereinafter set forth.

Section 2      Chairperson. The Chairperson shall preside at all meetings of the Authority. The Chairperson and Executive Director are authorized to execute on behalf of the Authority all contracts, deeds, notes and other forms of obligations or instruments when duly authorized by the Commissioners of the Authority to do so. At each meeting the Chairperson shall submit such recommendations and information as the Chairperson may consider proper concerning the business, affairs, and policies of the Authority.

Section 3      Vice-Chairperson. The Vice-Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson, and in case of the resignation or death of Chairperson, the Vice-Chairperson shall perform such duties as are imposed on the Chairperson until such time as the Authority shall appoint a new Chairperson.

Section 4      Secretary. The Secretary shall keep the records of the Authority, shall act as Secretary of the meetings of the Authority and record all votes, and shall keep a record of the proceedings of the Authority in a journal of proceedings to be kept for such purpose, and shall



perform all duties incident to the office. The Secretary shall keep in safe custody the seal, if any, of the Authority and shall have power to affix such seal to all contracts and instruments authorized to be executed by the Authority.

The Secretary shall have the care and custody of all funds of the Authority and shall deposit the same in the name of the Authority in such bank or banks as the Authority may select. The Secretary shall sign all orders and checks for the payment of money and shall pay out and disburse such monies under the direction of the Authority. Except as otherwise authorized by resolution of the Authority, all such orders and checks shall be countersigned by the Chairperson. The Secretary shall keep regular books or accounts showing receipts and expenditures and shall render to the Authority, at least quarterly (or oftener when requested), an account of the Authority's transactions and also of the financial condition of the Authority. The Secretary shall give such bond for the faithful performance of the Secretary's duties as the Authority may determine.

Section 5      Executive Director. The Authority shall appoint an Executive Director, who shall not be a Commissioner of the Authority, by majority vote. The Executive Director shall serve as Secretary to the Authority and shall be the chief administrative officer of the Authority and shall direct, manage and supervise the Authority's administrative operation and technical activities in accordance with and subject to the direction of the Authority.

Section 6      Deputy Executive Director. The Authority may appoint a Deputy Executive Director by majority vote. The Deputy Executive Director shall serve as the Deputy Secretary to the Authority and shall perform the duties of the Executive Director and Secretary in the Executive Director's absence.

Section 7      Additional Duties. The officers of the Authority shall perform such other duties and functions as may from time-to-time be required by the Authority or by the bylaws or rules and regulations of the Authority.

Section 8      Election or Appointment. The Chairperson and Vice-Chairperson shall be elected from among the Commissioners of the Authority immediately following adoption of these bylaws and thereafter at the first regular or special meeting of the Authority held in the month of June in each calendar year and shall hold office until the next succeeding first day of July, or until their successors are elected and qualified.

The Executive Director and Deputy Executive Director (if any) shall be appointed by the Authority. Any persons appointed to fill the office of Executive Director or Deputy Executive Director, or any vacancy therein, shall have such term as the Authority fixes.

Section 9      Vacancies. Should the offices of Chairperson or Vice-Chairperson become vacant, the Authority shall elect a successor from its membership at the next regular meeting, and such election shall be for the unexpired term of said office. When the office of Secretary becomes vacant, the Authority shall appoint a successor, as aforesaid.



## ARTICLE III MEETINGS

Section 1      Meetings. The Chairperson of the Authority may call all meetings when he/she deems it expedient. All regular and special meetings of the Authority shall be held at 4495 Town Hall Road, Phelps, Wisconsin, or in such other public place as the Authority deems appropriate and is physically accessible to persons with disabilities. All regular and special meetings, hearings, records and accounts of the Authority shall be open to the public and in compliance with the ordinances of the Town of Phelps, Wisconsin.

Section 2      Special Meetings. The Chairperson of the Authority shall call a special meeting upon the request of two members of the Authority or the Chairperson for the purpose of transacting any business designated in the call. The call for a special meeting may be delivered to each member of the Authority or may be mailed to the business or home address of each member of the Authority at least forty-eight hours prior to the date of such special meeting. At such special meeting, no business shall be considered other than as designated in the call.

Section 3      Order of Business - Agenda. The Secretary shall prepare an agenda for each meeting. The order of business shall generally be as follows:

- I.      ROLL CALL - (RECOGNITION OF GUESTS OPTIONAL)
- II.     APPROVAL OF MINUTES
- III.    COMMUNICATIONS AND PUBLIC APPEARANCES
- IV.    ROUTINE BUSINESS
- V.     DETAILED BUSINESS
- VI.    BUSINESS BY THE COMMISSIONERS
- VII.   SECRETARY'S REPORT

Section 4      Motions. The name of the maker of the motion and the second to the motion shall be duly recorded in the minutes of the meeting.

Section 5      Voting. The voting on all questions coming before the Authority shall be by a roll call vote.

Section 6      Parliamentary Procedure. The parliamentary procedure in Authority meetings shall be governed by Roberts Rules of Order.

## ARTICLE IV SUBCOMMITTEES

Section 1      Subcommittees. The Authority may establish standing subcommittees of the Authority which shall make recommendations to the Authority on matters referred to the subcommittees by the Authority.

Section 2      Appointments. Appointments to any standing subcommittee shall be made by the Chairperson of the Authority at the first regular or special meeting of the Authority held in the month of June in each calendar year. The Chairperson of the Authority shall designate the Chairperson of each of the standing subcommittees at the time of appointment. Standing subcommittee members shall hold office until the next succeeding first day of July, or until their successors are appointed.

Section 3      Other Subcommittees. The Authority may establish other subcommittees as may be required from time to time. Appointments to additional subcommittees shall be made by the Chairperson of the Authority and shall have such term of office as the Authority fixes.

## ARTICLE V AMENDMENTS

Section 1      Amendments to Bylaws. The bylaws of the Authority may be amended after an amendment has been introduced at any regular meeting or special meeting and referred to the next regular special meeting. Adoption of an amendment shall be by a two-thirds vote of the members of the Authority, provided, however that the Town Board must also approve any amendment by 2/3 vote.

## ARTICLE VI MISCELLANEOUS

Section 1      Suspension of Rules. The Authority by unanimous vote may suspend any of its rules or bylaws except for those set forth in Article VI Section 2 below and as otherwise provided under the ordinances of the Town of Phelps, Wisconsin or other applicable state or local law.

Section 2      Prior Approval of Town Board. The prior approval of the Town Board shall be required for any of the following actions by the Authority:

- (a)      Bonds. The issuance of bonds, notes or other debt obligations of the Authority;
- (b)      Acquisition of Land. The acquisition of real property or land, whether by eminent domain or negotiated purchase;
- (c)      Hiring of Staff. The hiring or retention of staff or employees;
- (d)      Expenditures in Excess of \$10,000. The expenditure of funds in excess of \$10,000; and
- (e)      Bylaw Amendments. The amendment of these bylaws.



CERTIFICATION BY TOWN CLERK/TREASURER

I, Marjorie Hiller, being first duly sworn, do hereby depose and certify that I am the duly qualified and acting Town Clerk/Treasurer of the Town of Phelps, Wisconsin, and as such I have in my possession, or have access to, the complete corporate records of said Town and of its Town Board; that I have carefully compared the transcript hereto attached with the aforesaid records; that said transcript hereto attached is a true, correct, and complete copy of all the records in relation to the adoption of Resolution No. 2016-3 entitled:

RESOLUTION CREATING THE COMMUNITY DEVELOPMENT AUTHORITY  
OF THE TOWN OF PHELPS, WISCONSIN

I do hereby further depose and certify as follows:

1. Said Resolution was considered for adoption by the Town Board at a meeting held at the Phelps Accelerator Business Building, 2429 STH 17, Phelps, Wisconsin, at 6:30 p.m. on May 4, 2016. Said meeting was a special meeting of the Town Board and was held in open session.

2. Said Resolution was on the agenda for said meeting and public notice thereof was given not less than twenty-four (24) hours prior to the commencement of said meeting in compliance with Section 19.84 of the Wisconsin Statutes, including, without limitation, by posting on the bulletin board in Town Hall, by notice to those news media who have filed a written request for notice of meetings, and by notice to the official newspaper of the Town.

3. Said meeting was called to order by Steve Doyen, who chaired the meeting. Upon roll, I noted and recorded that the following supervisors were present:

\_\_\_\_\_  
Mike Duquaine

\_\_\_\_\_  
Dorothy Kimmerling

\_\_\_\_\_  
Eugene McCaslin

\_\_\_\_\_  
Steve Waier

and that the following supervisors were absent:

\_\_\_\_\_  
(None)