

RESOLUTION NO. 2019-0307-01

**A RESOLUTION TO RECOMMEND INCORPORATION OF A NEW LEGAL ENTITY TO GUIDE
IMPLEMENTATION OF THE KINNICKINNIC RIVER CORRIDOR PLAN**

1. **WHEREAS**, the River Falls City Council (**City Council**) adopted Resolution No. 6234 on February 27, 2018 including the finding *“that the future of the Kinnickinnic River Corridor should be based on a long-term vision of a free flowing Kinnickinnic River, including associated ecological restoration, to maintain the current classification as a Class I trout stream, an Outstanding Resource Water above State Trunk Highway (STH) 35 and an Exceptional Resource Water below STH 35 as defined by the WDNR”*; and
2. **WHEREAS**, the City of River Falls (**City**) has prepared the Kinnickinnic River Corridor Master Plan (**KRCP**) to guide the restoration of the Kinnickinnic River to free flowing through the rural and urban corridor within the Kinnickinnic River Master Plan Boundary as shown in the map in Figure 1.1 of the KRCP; and
3. **WHEREAS**, the City Council adopted the KRCP on January 22, 2019 and the plan’s stated purpose is to provide a vision and framework for the future of the Kinnickinnic River corridor, including tributaries named and unnamed, within the Kinnickinnic River Master Plan Boundary; and
4. **WHEREAS**, throughout the City’s four-year preparation of the KRCP, there has been active public outreach, diverse community participation and inclusion of stakeholder groups and public input, the result provides a development framework to guide action by the City in partnership with public and private-sector organizations, community action groups, neighborhood groups, landowners and individual community members for the future development of the Kinnickinnic River corridor within the Kinnickinnic River Master Plan Boundary; and
5. **WHEREAS**, the KRCP was developed using planning principles intended to enhance the quality of life in River Falls and the surrounding region by ensuring that development, physical growth, infrastructure improvement, and natural resource conservation and protection are balanced; and
6. **WHEREAS**, the KRCP implementation projects and prioritization have been shaped by public meetings and the KRCP is intended to inform the update of the City’s Comprehensive Plan dated 2005, including plans for land use and redevelopment, transportation, parks, trails and public infrastructure that the City will create; and
7. **WHEREAS**, the KRCP would supersede and amend relevant sections of adopted plans of the City, including the Downtown Design Plan dated 2002 and the Bicycle and Pedestrian Plan dated 1995, and KRCP will need to be incorporated and reflected in any revisions or updates of such plans and in the Business Improvement District; and

8. **WHEREAS**, the KRCP implementation has a dependency on the City implementing the City of River Falls Glen Park Master Plan dated June 2015; and
9. **WHEREAS**, the KRCP implementation has a dependency on the City developing and implementing a Lake George Area Stormwater Treatment Concept Plan including comprehensive stormwater strategies within the Kinnickinnic River watershed and contributing sub-watersheds for named and unnamed tributaries; and
10. **WHEREAS**, the KRCP has a dependency on the City developing and implementing additional policies to minimize the thermal and pollutant impact on the Kinnickinnic River and address land use development impacts in the upper Kinnickinnic River Watershed that would diminish the quantity and quality of future groundwater sources that contribute to the Kinnickinnic River and its current thermal condition above the City, as provided in Resolution No. 6234 and adopted plans or resolutions; and
11. **WHEREAS**, the implementation of the KRCP has a dependency on the Federal Energy Regulatory Commission (FERC) Integrated Licensing Process (ILP) for **Hydroelectric Project (P-10489)** license surrender and decommissioning of the Powell Falls hydroelectric facility with the current license expiration as of August 31, 2023; and
12. **WHEREAS**, the implementation of the KRCP has a dependency on the City planning and completing FERC Hydroelectric Project (P-10489) relicensing for Junction Falls hydro facilities through the ILP initiated August 31, 2018 with the Notice of Intent (NOI) and Pre-Application Document (PAD) filing; and
13. **WHEREAS**, the implementation of the KRCP has a dependency on the City of River Falls planning and completing Hydroelectric Project (P-10489) license surrender and decommissioning for Junction Falls hydro facilities with complete associated stream restoration targeting a time period from 2035 to 2040, unless, as established in Resolution No. 6234, the trend in ecological conditions on the Kinnickinnic River degrade to a point where the need for an earlier decommissioning and removal becomes more immediate; and
14. **WHEREAS**, Resolution No. 6234 included a policy framework that the City establish a fiscally responsible financing plan to implement the recommendations of the KRCP, including ultimate dam removal and stream restoration with the understanding that *“responsible financing means no use of local general property tax levy”*; and
15. **WHEREAS**, Resolution No. 6234 included a policy framework that the City and form a public-private partnership to seek funds for projects and plans outlined in the KRCP, including removal of Powell Falls hydro facilities and associated stream restoration by 2026 and removal of Junction Falls hydro facilities and associated stream restoration, and address hydro project revenue loss from accelerated Junction Falls dam removal if it is feasible or necessary prior to 2035; and

16. **WHEREAS**, the City invited the general public and stakeholder representatives to form the ad hoc Kinni Corridor Project Implementation Committee (**Committee**) on December 13, 2018 with the purpose to create a framework and inform the recommendations for the establishment of the public-private partnership approach through the Committee's due diligence activities; and
17. **WHEREAS**, on January 24, 2019 the Committee reviewed the best practices and considerations for formation of public-private partnerships and a special purpose entity based on resources provided by the Urban Land Institute and National Council for Public Private Partnerships, and community engagement concepts described by Mosaic Urban Partners and Calvin Gladney; and
18. **WHEREAS**, on February 21, 2019 the Committee evaluated a range of legal entity structures available under Wisconsin Statutes, with reference to approaches used by other communities to effectively implement stream and waterfront restoration and redevelopment, and developed a **Proposed Plan of Incorporation (Attachment A)** outlining the key elements required by the State of Wisconsin Nonstock Corporation Law and Wisconsin Chapter 181; and
19. **WHEREAS**, the Committee developed a **Plan for Funding (Attachment B)** to support the formation and operation of a new legal entity ensuring a viable and sustainable entity overtime, with the expectation that the founding Board of Directors will develop funding sources and annual budgets as part of the normal operation of the new legal entity after the effective date of incorporation;
20. **NOW, THEREFORE, BE IT RESOLVED** that a new legal entity must be incorporated and a founding Board of Directors appointed to negotiate the final terms of a **Memorandum of Understanding (MOU)** with the City to include the mandate, operating agreements, funding of the new legal entity and such MOU may include joint or delegated powers, shared staff or administrative support and other relevant terms necessary and beneficial to implementing the KRCP within Kinnickinnic River Master Plan Boundary through a public-private partnership; and
21. **BE IT FURTHER RESOLVED** that the Committee authorizes the establishment of a Wisconsin nonstock, not-for-profit legal entity in accordance with the Proposed Plan of Incorporation; and
22. **BE IT FURTHER RESOLVED** that the Committee establishes the **Vision (Attachment C)** for the new legal entity reflecting the aspirations and expectations of our community as the KRCP is implemented; and

23. **BE IT FURTHER RESOLVED** that the Committee directed Steve Goff to reserve the name of the legal entity with the Wisconsin Secretary of State on February 19, 2019 as **Kinni Corridor Collaborative, Inc.** and the Committee recommends its purpose be **to work collaboratively with public and private organizations and individuals to assemble the technical and financial resources needed to implement the current Kinnickinnic River Corridor Plan while preserving the ecology and beauty of the Kinnickinnic River;** and
24. **BE IT FURTHER RESOLVED** that the Committee appoints **Judie F. Babcock** and **Alison Page** as the **Incorporators** of the Kinni Corridor Collaborative, Inc. and the date of incorporation shall be by or before July 1, 2019; and
25. **BE IT FURTHER RESOLVED** that the Committee authorizes the Incorporators to immediately file the **Nonstock Articles of Incorporation (Attachment D)** and any required forms with the State of Wisconsin and Federal government to establish Kinni Corridor Collaborative, Inc. as a legal entity and to obtain Federal and State identification numbers in preparation to operate, and the Committee authorizes reimbursement of any necessary expenses incurred by the Incorporators subject to review and approval by the founding Board of Directors of Kinni Corridor Collaborative, Inc.; and
26. **BE IT FURTHER RESOLVED** that the Committee recommends the draft **bylaws (Attachment E)** as the working bylaws at the date of incorporation, subject to review and adoption by the founding Board of Directors of Kinni Corridor Collaborative, Inc. at their first meeting; and
27. **BE IT FURTHER RESOLVED** that the Committee developed a **Board of Directors role and duties description (Attachment F)** and will seek qualified candidates, with a mix of skills and experience and reflecting the diversity of our community, to submit a volunteer Director application; and
28. **BE IT FURTHER RESOLVED** that the Committee charters an ad hoc **Nominating Committee (Attachment G)** and appoints five (5) members to evaluate candidates for the founding Board of Directors with the expectations that the Nominating Committee will provide the Committee a recommended slate of founding Board of Director candidates and initial terms of service, including Chair and Vice-Chair; and
29. **BE IT FURTHER RESOLVED** that the Committee shall elect the founding Board of Directors such volunteer Directors shall be seated within 30 days of July 1, 2019.

ACKNOWLEDGMENT

We, the members of the **Kinni Corridor Project Implementation Committee**, hereby certify that the foregoing Resolution was duly adopted by an affirmative majority of the Committee members present and voting, representing a quorum, on the 7th day of March 2019.

Committee Member Name (printed)	Signature	Yes / No
Judie F. Babcock	Judie F. Babcock	yes
Gareth Horvath	Gareth Horvath	Yes
Steve W Dodge	Steve W Dodge	YES
Michael Page	Michael Page, DDS	Yes.
Amanda Hansen	Amanda Hansen	yes
Eric Macbeth	Eric Macbeth	Yes
Lisa Moody	Lisa Moody	yes
Michelle M. Maher	Michelle M. Maher	Yes
Rose A. Rude	Rose A. Rude	yes
Alison H. Page	Alison H. Page	Yes
Christophe Holtkamp	Christophe Holtkamp	Yes

ATTACHMENT A TO RESOLUTION 2019-01
KINNI CORRIDOR COLLABORTIVE, INC.
PROPOSED PLAN OF INCORPORATION

ATTACHMENT B TO RESOLUTION 2019-01
KINNI CORRIDOR COLLABORTIVE, INC.
PLAN FOR FUNDING

ATTACHMENT C TO RESOLUTION 2019-01
KINNI CORRIDOR COLLABORTIVE, INC.
VISION

As we look to the future of:

The Kinni, we see an enhanced river corridor in the heart of the community with a free flowing, cold-water stream and habitat that everyone can access and enjoy; and

Our community, we see a network of partners, private and public landowners, and passionate, engaged citizens acting to create sustainable development, educational, recreational and public spaces that attract economic, public and private investment.

ATTACHMENT D TO RESOLUTION 2019-01
KINNI CORRIDOR COLLABORTIVE, INC.
NONSTOCK ARTICLES OF INCORPORATION

ATTACHMENT E TO RESOLUTION 2019-01
KINNI CORRIDOR COLLABORTIVE, INC.
DRAFT BYLAWS

ATTACHMENT F TO RESOLUTION 2019-01
KINNI CORRIDOR COLLABORTIVE, INC.
BOARD OF DIRECTORS – ROLE AND DUTIES

ATTACHMENT G TO RESOLUTION 2019-01
 KINNI CORRIDOR COLLABORTIVE, INC.
NOMINATING COMMITTEE CHARTER

The ad hoc Nominating Committee is chartered to recruit and evaluate candidates for the founding Board of Directors. Nonprofit boards function best when the Board of Directors is filled with new and engaging ideas, vibrant personalities, and a variety of personal and business experiences.

Candidate Application period: Candidate shall complete and submit the volunteer Director application form, either on-line (link) or by email to info@kinniCC.org. Each candidate will be provided with a copy of this adopted resolution and attachments. They will also be directed to the [Kinni Corridor Project](#) page of the City of River Falls website for background and history.

Responsibilities: The Nominating Committee will refer to the list of skills and abilities desired on the KinniCC Board when evaluating candidates. The Nominating Committee will assess how well each candidate’s experience and knowledge align to form a cohesive, high functioning Board to fulfil the mission of KinniCC. The Nominating Committee shall determine the period for accepting and evaluating applications for founding board of director candidates.

Authority: To the extent possible, the Nominating Committee shall operate in accordance with the draft bylaws of the Kinni Corridor Collaborative, Inc. The Nominating Committee shall recommend a slate of volunteer Director candidates and terms of service. The right to elect the founding Board of Directors is reserved to the Kinni Corridor Project Implementation Committee.

Termination: The ad hoc Nominating Committee shall be dissolved immediately after the election of the founding Board of Directors.

NOMINATING COMMITTEE MEMBERS

Role	Name (Printed)	Email
Chair	Chris Holtkamp	christopher.holtkamp@uwrf.edu
Co-Chair	Alison Page	alison.page@wwhealth.org
Member	Gary Horvath	magshorvath@comcast.net
Member	Joel Palmquist	jkponthehouse@hotmail.com
Member	Lisa Moody	emmoody2@yahoo.com