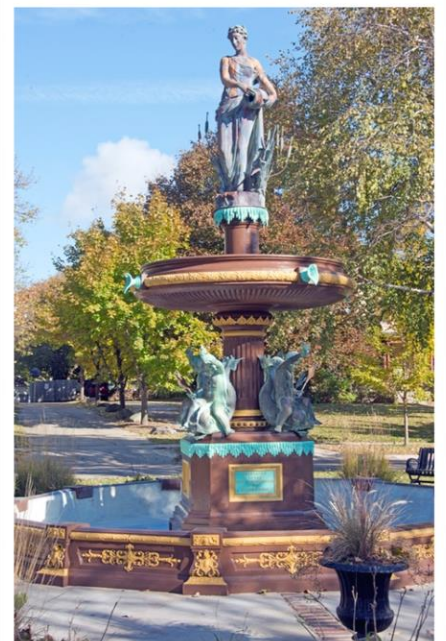
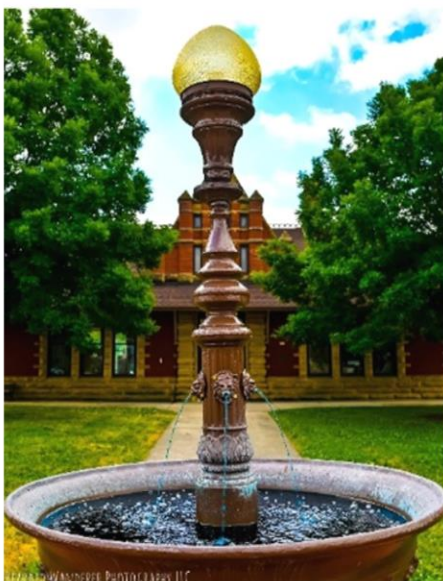


# Community Development Authority of the City of Whitewater



## Rules of Procedure

EST. 1972



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## **1. OVERVIEW OF COMMUNITY ECONOMIC DEVELOPMENT**

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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**

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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**

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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**

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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**

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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**

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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**

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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**

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**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

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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**

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**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

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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

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**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

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**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

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**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:

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- 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)

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**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

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Refer to Appendix F.

## 18. NON-DISCLOSURE AGREEMENT

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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)**

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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**

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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**

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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

**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

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**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**

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**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

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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

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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

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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**

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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**

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

## **29. OUTSIDE ASSISTANCE**

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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**

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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**

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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**

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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**

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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**

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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**

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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**

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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

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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

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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

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### 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)**

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**Created:** September 2020

**Reviewed:** September 2021

**Adopted:**

By the Whitewater Community Development Authority:

By the Whitewater City Council:

## REPOSITORY

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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

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**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**

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### **POLICY: RELATIONSHIP BETWEEN THE CDA AND THE INNOVATION CENTER**

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### **POLICY: FDIC RULES**

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### **POLICY: REPAYMENT OF 2021 CDBG CLOSEOUT PROGRAM FUNDS**

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### **POLICY: GRANTING CDA DIRECTOR ACCESS TO ALL FINANCIAL RECORDS**

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### **POLICY: REAL PROPERTY POLICY**

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## **CDA PROGRAMS**

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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

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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

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### 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).