

 <p style="text-align: center;">RESOLUTION # <u>88-1/08</u></p> <p>TO: HONORABLE MEMBERS OF THE LA CROSSE COUNTY BOARD OF SUPERVISORS</p>	<p>ITEM # <u>13/1</u></p> <p>BOARD ACTION</p> <p>Adopted: <input checked="" type="checkbox"/></p> <p>For: <u>UNAN.</u></p> <p>Against: _____</p> <p>Abs/Excd: <u>5</u></p> <p>Vote Req: _____</p> <p>Other Action: _____</p>	<p>AGING & LONG TERM CARE COMMITTEE ACTION</p> <p>Adopted: <u>1-9-08</u></p> <p>For: <u>8</u></p> <p>Against: _____</p> <p>Abs/Excd: _____</p>	<p>EXECUTIVE COMMITTEE ACTION</p> <p>Adopted: <u>1-7-08</u></p> <p>For: <u>8</u></p> <p>Against: _____</p> <p>Abs/Excd: _____</p>
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RE: APPROVAL OF INTERGOVERNMENTAL CHARTER - CONTRACT

WHEREAS, La Crosse County and nine other counties have studied the possibility of creating a non profit Corporation to be known as Mississippi Valley Health Services, Inc. (hereinafter referred to as the "Corporation"); and,

WHEREAS, the legal authority and goals of the Corporation are set forth in the attached "Intergovernmental Charter-Contract"; and,

WHEREAS, in accordance with the provisions of the Intergovernmental Charter-Contract, La Crosse County shall contract with the Corporation for the purposes of (1) leasing a portion of Lakeview Health Center to the Corporation and, (2) providing for the administration, maintenance and operation of the leased portion of Lakeview Health Center; and,

WHEREAS, the goals of the Corporation as set forth in the Intergovernmental Charter-Contract are in accordance with the philosophy and public policy objectives of La Crosse County.

NOW THEREFORE BE IT RESOLVED, that the La Crosse County Board does hereby approve the Intergovernmental Charter-Contract and authorizes the County Board Chair to sign such document after approval of Corporation Counsel.

FURTHER BE IT RESOLVED, that La Crosse County is authorized to enter into the necessary leases, contracts, or other supplemental agreements with the Corporation to lease, operate and maintain a portion of Lakeview Health Center described as the nursing home and facility for the developmentally disabled and offer other specialized services to the Corporation as may be developed.

FURTHER BE IT RESOLVED, that the County Board Chair is authorized to sign any such leases, contracts or other supplemental agreements with the Corporation after approval by the Corporation Counsel.

FURTHER BE IT RESOLVED, that the initial membership fee \$5,000 shall be paid to the Corporation from the Human Services Department Budget and the Finance Department is authorized to make any such changes to carry out the intent of this resolution.

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FISCAL NOTE: Revenue in the amount of \$250,000 from other counties has been included in the 2008 budget. The initial membership fee of \$5,000 shall be paid from the Human Services Budget as follows: Clinical Services – Mental Health Org. 9212, Inpatient Account #64046.

Date: 1-7-08

R. Plush
AGING & LONG TERM CARE
COMMITTEE CHAIR

Cheryl A. Stephen
RECORDING CLERK

Date: January 9, 2008

[Signature]
EXECUTIVE COMMITTEE CHAIR

Cheryl A. Stephen
RECORDING CLERK

Approved Not Approved
C/A: 50 1/2/08
F/D: 61 12-27-07

Requested By: Pam Semb
Date Requested: December 6, 2007
Drafted By: Corporation Counsel

Adopted by the La Crosse County Board This 17 Day of January, 2008.

STATE OF WISCONSIN
COUNTY OF LA CROSSE

I, Marion I. Naegle, County Clerk of La Crosse County do hereby certify that this document is a true and correct copy of the original resolution required by law to be in my custody and which the County Board of Supervisors of La Crosse County adopted at a meeting held on the 17th day of January 2008.

Marion I. Naegle
Marion I. Naegle, La Crosse County Clerk

INTERGOVERNMENTAL CHARTER - CONTRACT

This Charter-Contract is effective as of January 1, 2008 pursuant to the intergovernmental provisions of the Wisconsin Statutes and particularly ss. 59.52(7) and 66.0301(2) Wis. Stats. by, among and between the Counties of La Crosse, Monroe, Vernon, Crawford, Juneau, Sauk, Richland, Chippewa, Marinette, Rock, and Trempealeau each a duly organized and existing county of the State of Wisconsin (hereinafter collectively referred to as the "Initial Members") and each county which may hereafter enter into the Charter-Contract in the manner hereinafter described (hereinafter collectively referred to as the "Additional Members" and together with the Initial Members, as the "Members").

WHEREAS, section 66.0301(2) Wis. Stats., authorizes municipalities to contract with other municipalities for the receipt or furnishing of services or the joint exercise of any power or duty required or authorized by law; and,

WHEREAS, section 59.52(7) Wis. Stats., authorizes county boards to join with other counties and municipalities in a cooperative arrangement as provided in s. 66.0301 Wis. Stats., including the acquisition, development, remodeling, construction, equipment, operation and maintenance of land, buildings and facilities for regional projects, whether or not such projects are located within the county; and,

WHEREAS, every county may exercise any organizational or administrative power, subject only to the constitution and to any enactment of the legislature which is of statewide concern and which uniformly affects every county pursuant to s. 59.03 Wis. Stats.; and,

WHEREAS, to give counties the largest measure of self government under the administrative home rule granted to counties in s. 59.03(1), Chapter 59 of the Wisconsin Statutes shall be liberally construed in favor of the rights, powers and privileges of counties to exercise any organizational or administrative power; and,

WHEREAS, section 59.01 Wis. Stats., authorizes each county as a body corporate to make such contracts and to do such other acts as are necessary and proper to the exercise of the powers and privileges granted and the performance of the legal duties charged upon it; and,

WHEREAS, section 59.51(1) Wis. Stats., provides that a county board may exercise any organizational or administrative power under Chapter 59 without limitation because of enumeration, and these powers shall be broadly and liberally construed and limited only by express language; and,

WHEREAS, counties within the State of Wisconsin have found it increasingly difficult to find nursing home placements for their residents that have specialized physical and mental health needs that are complicated by the residents' challenging behaviors; and,

WHEREAS, La Crosse County owns a facility known as Lakeview Health Center that is licensed to operate a nursing home and a facility for the developmentally disabled ("FDD") and,

WHEREAS, a number of counties have studied the possibility of creating a nonprofit corporation that would lease a facility and contract with another entity for the administration, maintenance and operation of the facility to provide placements for the residents of each member county that are in need of such specialized services; and,

WHEREAS, the Members desire to obtain the availability of placements for its residents that have specialized physical and mental health needs as economically as possible, and have found and determined that, through intergovernmental cooperation and associating together, they can obtain placement of such individuals in an existing nursing home more economically than by acting separately; and,

WHEREAS, La Crosse County is interested in allowing a collaboration of counties to lease a portion of Lakeview Health Center to allow the other counties to place their residents within the facility; and,

WHEREAS, La Crosse County is interested in contracting with the collaboration of counties for purposes of administering, maintaining and operating the portion of Lakeview Health Center that would be leased; and,

WHEREAS, the Initial Members are interested in contracting with La Crosse County for purposes of (1) leasing a portion of Lakeview Health Center and (2) providing for the administration, maintenance and operation of the leased portion of Lakeview Health Center; and,

WHEREAS, the Initial Members have determined that there is a substantial need for counties to collaborate to provide specialized services to its residents and that it is to their common good and welfare to establish the intergovernmental nonprofit corporation created hereby (the "Corporation"); and,

WHEREAS, Additional Members who agree to enter into this Charter-Contract may be accepted for membership in the Corporation by a unanimous vote of the existing Members upon such other terms and conditions as the Corporation may establish from time to time; and,

WHEREAS, the Members acknowledge that the concept of collaboration to make available nursing home placements for their residents having specialized physical and mental health needs requires each Member to assume the obligation to cover the costs associated with leasing the facility and administering, maintaining and operating the facility based on a measurable utilization of services by the Member; and,

WHEREAS, the Initial Members of the Corporation agree to pay a one-time membership fee of \$5,000 to the Corporation, which is non-refundable, together with any such other and further fees and costs associated with the maintenance and operation of the Corporation as may be assessed from time to time; and,

WHEREAS, the Corporation is authorized to enter into the necessary leases, contracts or other supplemental agreements with La Crosse County to operate and maintain a nursing home and

FDD and other specialized services as may be developed and that such services and placements shall be available to all Members on a fair and equitable basis; and,

WHEREAS, the governing body of each Member has reviewed this Charter-Contract and found that the goals of the Corporation are in accordance with the philosophy and public policy objectives of such Member.

NOW, THEREFORE, THE PARTIES DO HEREBY AGREE AS FOLLOWS:

1. There is hereby created the Mississippi Valley Health Services, Inc. pursuant to the Articles of Incorporation attached hereto as Exhibit A and By-Laws attached hereto as Exhibit B which are hereby incorporated by reference into this Charter-Contract, and which shall, together with the terms and conditions set forth herein, constitute a contract among the Members of the Corporation. Execution hereof by a Member shall indicate approval and acceptance of, and adherence to, such By-Laws, which may be amended from time to time as set forth therein.
2. The Initial Members hereby designate Andrew T. Phillips to act as the Incorporator of the Corporation for purposes of Chapter 181, Wisconsin Statutes.
3. The Initial Members hereby authorize the Members of the Corporation and Board of Directors of the Corporation to approve and authorize the signing of any and all contracts, leases and other documents with La Crosse County that are necessary to commence the operation of this Corporation including, but not limited to, the Initial Resolutions.
4. The Initial Members hereby authorize the payment of the initial membership fee of \$5,000 associated with the Corporation.
5. The Initial Members authorize an effective date of January 1, 2008 for any and all documents related to the Mississippi Valley Health Services, Inc.

IN WITNESS WHEREOF, the parties have executed this Charter-Contract effective as of the day and year first written above.

On behalf of LA CROSSE COUNTY:

By: _____
Its: _____

On behalf of MONROE COUNTY:

By: _____
Its: _____

On behalf of SAUK COUNTY:

By: _____
Its: _____

On behalf of RICHLAND COUNTY:

By: _____
Its: _____

On behalf of VERNON COUNTY:

By: _____
Its: _____

On behalf of CHIPPEWA COUNTY:

By: _____
Its: _____

On behalf of CRAWFORD COUNTY:

By: _____
Its: _____

On behalf of MARINETTE COUNTY:

By: _____
Its: _____

On behalf of JUNEAU COUNTY:

By: _____
Its: _____

On behalf of ROCK COUNTY:

By: _____
Its: _____

On behalf of TREMPLEAU COUNTY:

By: _____
Its: _____