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RESOLUTION # 004-2012

Resolution offered by Finance & Insurance Committee.

Resolved by the Board of Supervisors of Oneida County, Wisconsin:

WHEREAS, representatives of Barron, Florence, Forest, Lincoln, Marinette, Oneida, Price, Rusk and Vilas counties have been meeting since June of 2011 for the purposes of addressing a mutual concern over the quality and quantity of freight rail service to their businesses and communities; and

WHEREAS, through their deliberations, this county group has determined that creation of a formal multi-county rail transit commission is the most effective means to advance this mission: and

WHEREAS, rail transit commissions can apply for grants and other assistance from the Wisconsin Department of Transportation; and

WHEREAS, rail transit commissions can be formed by intergovernmental agreement under Wis. Stats. 66.0301; and

WHEREAS, the county group has drafted an intergovernmental agreement that creates a rail transit commission that maintains fiscal authority with the county boards;

NOW, THEREFORE, BE IT RESOLVED, that Oneida County hereby enters into a joint intergovernmental agreement under Wisconsin Statutes s.66.0301 to create the Northwoods Rail Transit Commission.

BE IT FURTHER RESOLVED, that Oneida County undertakes no financial obligation in creating the Northwoods Rail Transit Commission; may withdraw from the Northwoods Rail Transit Commission at any time.

Vote Required: Majority = _____ 2/3 Majority = _____ 3/4 Majority = _____

The County Board has the legal authority to adopt: Yes 38 No _____ as reviewed by the Corporation Counsel, [Signature], Date:

1/9/12

Approved by the Finance + Ins. this 9th day of January, 2012.

Offered and passage moved by:

[Signature]
Supervisor
[Signature]
Supervisor
[Signature]
Supervisor
[Signature]
Supervisor
[Signature]
Supervisor

_____ Ayes

_____ Nays

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_____ Absent

_____ Abstain

_____ Adopted

by the County Board of Supervisors this 17th day January, 2012.

_____ Defeated

Mary Bartelt, County Clerk

Ted Cushing, County Board Chair

CONTRACT CREATING A JOINT COMMISSION
PURSUANT TO SE. 66.0301, WIS. STATUTES
ALSO ACTING AS THE BYLAWS
OF THE
NORTHWOODS RAIL COMMISSION

Article I
MEMBERSHIP, OFFICERS AND REGULAR MEETING

SECTION 1. MEMBERSHIP. The Commission shall be governed by a Board of Commissioners consisting of two (2) individuals from each of the nine member counties; Barron, Forest, Marinette, Rusk, Price, Lincoln, Oneida, Vilas, and Florence. Commissioners from each of the nine member counties are appointed to the Commission by their respective County Board Chair. The initial term of one Commissioner from each County shall be for one year and the second Commissioner for two years, and shall expire on April 30th. Thereafter, the terms shall run for two (2) years and shall expire April 30th each year with Commissioners from each member county having a staggered term. Each following term shall run for two (2) years. Vacancies are to be filled by appointment of the member counties. Alternate Commissioners may be appointed by each member government to act in the absence of a regular Commissioner. Additional counties may join the Commission upon approval of all members. Any new member government shall appoint Commissioners as set forth above.

SECTION 2. OFFICERS. The Commission shall elect a Chair, Vice-Chair, Secretary, and Treasurer for a one (1) year term that will expire April 30th of each year. Each officer shall be elected from different counties.

THE CHAIR. The Chair shall have overall responsibility for implementing the policies of the Commission. He/she shall preside at meetings of the Board of Commissioners. The Chair may sign, with the Secretary or any other proper officer of the commission authorized by the Board of Commissioners, any deeds, mortgage, bonds, contracts, or other instruments which the Board of Commissioners has authorized to be executed. The Chair shall perform all duties incident of the office of the Chair and such other duties as may be prescribed by the Commission.

THE VICE-CHAIR. In the absence of the Chair or in the event of his/her inability or refusal to act, the Vice-Chair shall perform the duties of the Chair and when so acting, shall have all the powers of and be subject to other duties as may be assigned to him/her by the Chair or by the Board of Commissioners.

THE SECRETARY. The Secretary shall: (a) Keep or cause to be kept, the minutes of the Board of Commissioners' meetings in one or more books provided for that purpose, and keep a list of the term of each Commissioner; (b) See that all notices are duly given in accordance with the provisions of these by-laws or as required by law; (c) Be custodian of the Commission records.

THE TREASURER. The Treasurer shall: (a) Prepare or have prepared the annual Commission budget; (b) Have charge of and be responsible for all funds of the Commission; (c) An annual review/audit of the Treasurer's books shall be performed by a review/audit committee appointed by the Chair.

SECTION 3. REGULAR MEETINGS. The Commission shall meet at least twice per year or meet as often as the Chairman or any three (3) members shall deem necessary. The Commission is not responsible for any expenses incurred by any individual Commissioner. Those expenses are the responsibility of each Commissioner's own county. All meetings will be held in accordance with open meeting laws.

SECTION 4. COMMITTEES. The Commission may authorize the Chair to create and appoint standing or ad hoc advisory committees for the purpose of accomplishing specified tasks or purposes of eliciting technical counsel/advise.

ARTICLE II
CONTRACTS, LOANS, CHECKS AND DEPOSITS.

SECTION 1. CONTRACTS. The Board of Commissioners may authorize any officer or officers to enter into, execute or deliver any instrument or contract previously approved by the Commission at a regular meeting thereof.

SECTION 2. LOANS. No loans shall be contracted on behalf of the Commission and no evidences of indebtedness shall be issued in its name unless authorized by a motion or resolution of the Board of Commissioners and subject to the provision of Article VI of this contract.

SECTION 3. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Commission shall be signed by two (2) of the following three (3): Chairman, Vice-Chairman and Treasurer.

SECTION 4. DEPOSITS. All funds of the Commission not otherwise employed shall be deposited in a timely manner to the credit of the Commission in such banks, trust companies or other depositories as the Board of Commissioners may select.

ARTICLE III BY-LAWS

Additional By-laws, not inconsistent herewith, may be created, altered, amended or repealed and new By-laws may be adopted by a majority vote of the Commissioners present at the meeting following the meeting at which the action is proposed.

ARTICLE IV RULES OF ORDER

Robert's "Rules of Order" (current edition) shall govern the proceedings of the Board of Commissioners except where they conflict with these By-laws and rules and order of business adopted by the Board of Commissioners.

ARTICLE V PURPOSE

The purpose of this Commission is to take what steps which may be necessary and desirable to insure freight rail service along the Canadian National rail line, or its successor if any, from Cameron, Wisconsin to the border of the Upper Peninsula of Michigan. This may involve the State acquiring portions of the line and the selection of a short line operator along with all the necessary negotiations, studies and legal actions that may be entailed.

This Commission is governed by Wisconsin State Statute 66.-0301. All major commitment of funds and other actions involving the purchase of the rail line or the hiring of any personnel other than contracted legal assistance shall have the approval of counties affected through action of its County Board.

ARTICLE VI ASSESSMENTS OR SUPPORT BY MEMBER COUNTIES

Costs of the operation of the Commission shall be divided equally between the counties based upon number of commissioners until such time as property is acquired or until other arrangements are made by mutual agreement of

the parties hereto. An initial appropriation shall be made by each county to cover the expense of the creation of the Commission and placing it in operation and other expenses. Requests for operating funds may be made to the members annually by the Commission as required.

It is hereby specifically provided that the Board of Commissioners may not commit the funds or taxes of any county which is a member of this Commission except with prior approval of such county by action of its governing body and that the counties which are members of this Commission shall not be liable for any debts or obligations of liabilities of this Commission except to the extent specific commitment is made by any county.

No tax shall be levied from the property of any member without the authorization of the governing body.

ARTICLE VI WITHDRAWAL AND DISSOLUTION

SECTION 1. Any member may withdraw from the Commission by action of its board. The withdrawing member is required to file a written notice of their intention to withdraw with the Secretary of the Commission not later than May 1st and the withdrawal shall become effective on the following April 1st.

SECTION 2. RIGHTS AND LIABILITIES UPON WITHDRAWAL. A withdrawing member shall remain responsible for all contracts or obligations entered into during membership. Unless released by the remaining members, a withdrawing member must pay all unpaid commitments before withdrawal.

SECTION 3. DISSOLUTION. The Commission may be dissolved by action of the governing bodies of the members of the Commission or the remaining members of the Commission or by the action of said governing bodies.

SECTION 4. DISTRIBUTION ON DISSOLUTION. If the Commission wishes to dissolve, a meeting shall be called for the purpose of adopting a plan of liquidation. The assets of the Commission shall first be used for the payment of obligations and debts of the Commission and remaining assets, if any, shall be distributed to the members in ratio to past contributions by each member. Past contributions shall include annual fees, assessments paid for operating expenses and special assessments, if any, previously paid. It is understood and agreed that a withdrawing member does not have a right to take any assets with them. However, if the Board of Commissioners determines in its discretion that this is not equitable to the withdrawing member, the Commissioners may make provisions to distribute assets to a withdrawing member or in the final dissolution may, in its discretion, make some distribution to a former withdrawing member if in its discretion determines it is equitable to do so.

ARTICLE VII SEVERABILITY

If any article, section, subsection, sentence, clause or provision of this contract is held invalid for any reason, the remainder of this contract shall not be affected.

Signed the _____ day of _____, 2012.