

Polk County Board of Supervisors  
Resolution No. 35 -14

1 Resolution to Approve of Dissolution of Northwest Long Term Care District Pursuant to  
2 Wis. Stat. § 46.2895(13) Upon Satisfaction of Conditions

3 TO THE HONORABLE MEMBERS OF THE POLK COUNTY BOARD OF SUPERVISORS:

4 Lady and Gentlemen:

5 WHEREAS, Iron County, Ashland County, Bayfield County, Douglas County, Burnett  
6 County, Washburn County, Sawyer County, Price County, Rusk County, Barron County and  
7 Polk County adopted resolutions creating the Northwest Long Term Care District d/b/a Northern  
8 Bridges (“Northern Bridges”) pursuant to Wis. Stat § 46.2895; and

9 WHEREAS, since 2009, Northern Bridges has provided family care services to eligible  
10 residents within the 11-county region comprising Northern Bridges commonly known as GSR-7;  
11 and

12 WHEREAS, the State Department of Health Services (“DHS”) awarded the contract to  
13 provide family care services in GSR-7 to an entity other than Northern Bridges commencing  
14 January 1, 2014; and

15 WHEREAS, DHS’s award of the family care contract for GSR-7 to an entity other than  
16 Northern Bridges has resulted in Northern Bridges being required to expend significant resources  
17 outside the course of Northern Bridges’ ordinary course of business related to payment of claims  
18 incurred prior to closure but not reported until after closure, closure of offices, retention of  
19 member records (electronic and paper) and adjustment of long-term liabilities; and

20 WHEREAS, given the outstanding planned obligations and liabilities, coupled with the  
21 loss of all revenue, Northern Bridges will have insufficient funds to meet its obligations to all  
22 existing and potential creditors; and

23 WHEREAS, in an effort to provide for the orderly wind-down of Northern Bridges’  
24 affairs and payment of outstanding Northern Bridges’ creditors, in part or in full, Northern  
25 Bridges filed a lawsuit, Case No. 2014CV000011 (“Lawsuit”) in Sawyer County Circuit Court  
26 (“Court”) requesting, in significant part, that the Court appoint a receiver over Northern Bridges’  
27 financial and operational affairs pursuant to Wis. Stats. Chap. 813; and

28 WHEREAS, Northern Bridges has no continuing business operations and undertakes no  
29 activities related to the purpose for which it was formed, which was to contract with DHS for the  
30 provision of family care services;

31 WHEREAS, once the receiver’s work is done and the Court discharges the receiver, there  
32 will be no further reason for Northern Bridges to exist as an entity; and

33 WHEREAS, Wis. Stat. § 46.2895(13) provides that the following process is required in  
34 order to dissolve Northern Bridges:

35 Subject to the performance of the contractual obligations of a long-  
36 term care district and if first approved by the secretary of the  
37 department, the long-term care district may be dissolved by the  
38 joint action of the long-term care district board and each county or  
39 tribe or band that created the long-term care district and has not  
40 withdrawn or been removed from the district under sub. (14). If a  
41 long-term care district that is created by one county or tribe or  
42 band is dissolved, the property of the district shall be transferred to  
43 the county or tribe or band that created it. If a long-term care  
44 district is created by more than one county or tribe or band, all of  
45 the counties or tribes or bands that created the district and that have  
46 not withdrawn or been removed from the district under sub. (14)  
47 shall agree on the apportioning of the long-term care district's  
48 property before the district may be dissolved. If the long-term care  
49 district operates a care management organization under s. 46.284,  
50 disposition of any remaining funds in the risk reserve under s.  
51 46.284 (5) (e) shall be made under the terms of the district's  
52 contract with the department.

53 WHEREAS, upon termination of the Litigation, Northern Bridges will have performed  
54 all obligations required of the contract between DHS and Northern Bridges related to the  
55 provision of family care services; and

56 WHEREAS, this Resolution is intended to act as Polk County's official action  
57 authorizing the dissolution of Northern Bridges provided that the dissolution does not occur until  
58 such time as the Court discharges the receiver and the Court enters final judgment in the  
59 Lawsuit; and

60 WHEREAS, on May 22, 2014, the Northern Bridges Board of Directors had authorized  
61 dissolution of Northern Bridges by resolution, a copy of which is attached hereto and labeled  
62 Exhibit A and incorporated by reference herein; and

63 WHEREAS, Northern Bridges' counsel has prepared the Articles of Dissolution  
64 officially dissolving Northern Bridges, a copy of which is attached hereto and labeled Exhibit B;  
65 and

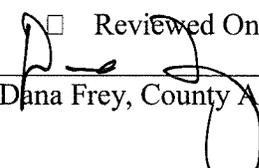
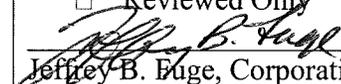
66 WHEREAS, the Articles of Dissolution will not be filed until the conditions set forth in  
67 this Resolution and the Northern Bridges Board resolution have been satisfied; and

68 WHEREAS, the Secretary of DHS may rely on this Resolution as action on the part of  
69 Polk County authorizing dissolution of Northern Bridges consistent with the terms contained in  
70 this Resolution.

71 NOW, THEREFORE, BE IT RESOLVED, that the Polk County Board of Supervisors:

- 72 1. Polk County hereby authorizes dissolution of Northern Bridges pursuant to Wis.  
73 Stat. § 46.2895(13) provided, however, that this Resolution and any action  
74 authorized by this Resolution, including, without limitation, the filing of the  
75 Articles of Dissolution, shall not be effective until the following events have  
76 occurred: (a) the Court discharges the receiver in the Litigation; (b) the Court  
77 enters a final judgment in the Litigation; (c) all eleven (11) county boards that  
78 formed Northern Bridges act to authorize dissolution of Northern Bridges by  
79 adopting a resolution substantially similar to this Resolution; and (d) the Secretary  
80 of DHS authorizes the dissolution of Northern Bridges; and
- 81 2. The county boards of the ten (10) other counties that formed Northern Bridges  
82 and the Secretary of DHS are entitled to rely upon this Resolution as official  
83 action on the part of Polk County authorizing the dissolution of Northern Bridges  
84 consistent with the terms contained herein. Upon satisfaction of the terms and  
85 conditions set forth in Paragraph 1, no further action on the part of Polk County  
86 shall be necessary in order to authorize the dissolution of Northern Bridges; and
- 87 3. Northern Bridges' counsel is authorized to file the Articles of Dissolution upon  
88 satisfaction of the terms and conditions set forth in Paragraph 1 and the terms and  
89 conditions set forth in the Northern Bridges resolution; and
- 90 4. To the extent any assets of Northern Bridges remain following dissolution, such  
91 assets shall be returned pro-rata to the eleven (11) counties that formed Northern  
92 Bridges.

Funding Source/ Funding Amount:	Not Applicable.
Date Reviewed as to Appropriations:	Not Applicable
Committee Recommendation as To Appropriation:	Not Applicable
Effective Date:	Upon Passage
Dated Submitted To County Board	September 16, 2014
Submitted By:	 <hr/> <hr/> <hr/> Dana Frey, County Administrator

Review By County Administrator: <input checked="" type="checkbox"/> Recommended <input type="checkbox"/> Not Recommended <input type="checkbox"/> Reviewed Only   _____ Dana Frey, County Administrator	Review By Corporation Counsel: <input checked="" type="checkbox"/> Approved as to Form <input checked="" type="checkbox"/> Recommended <input type="checkbox"/> Not Recommended <input type="checkbox"/> Reviewed Only   _____ Jeffrey B. Euge, Corporation Counsel
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Acknowledgement of County Board Action

Mark As Appropriate:

At its regular business meeting on, the 16<sup>th</sup> of September, the Polk County Board of Supervisors considered and acted on the above resolution, Resolution No. 35-14: Resolution to Approve of Dissolution of Northwest Long Term Care District Pursuant to Wis. Stat. § 46.2895(13) Upon Satisfaction of Conditions, as follows:

- Adopted by a vote of \_\_\_\_\_ in favor and \_\_\_\_\_ against.
- Adopted by majority voice vote.
- Defeated by a vote of \_\_\_\_\_ in favor and \_\_\_\_\_ against.
- Defeated by majority voice vote
- Action Deferred by Procedural Action, as follows: \_\_\_\_\_

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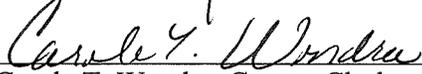
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SIGNED BY:

  
\_\_\_\_\_  
William F. Johnson, IV, County Board Chairperson

Attest:   
\_\_\_\_\_  
Carole T. Wondra, County Clerk

Clerks Certification: I, Carole T. Wondra, County Clerk of the County of Polk, do hereby certify that the above Resolution is a true, correct and complete copy of the Resolution duly and regularly adopted by Polk County Board of Supervisors on the 16<sup>th</sup> day of September 2014, and that said Resolution is in full force and effect.

Dated this 17<sup>th</sup> day of September 2014.

  
\_\_\_\_\_  
Carole T. Wondra, County Clerk

SEAL

A

**NorthernBridges Resolution No. 2014-1**  
**Board Action Authorizing Dissolution of Northwest Long Term Care District Pursuant to**  
**Wis. Stat. § 46.2895(13) Upon Satisfaction of Conditions**

**WHEREAS**, Northwest Long Term Care District d/b/a NorthernBridges (“NorthernBridges”) is organized as a long-term care district pursuant to Wis. Stat § 46.2895 and, since 2009, has provided family care services to eligible residents within the 11-county region comprising NorthernBridges commonly known as GSR-7; and

**WHEREAS**, the State Department of Health Services (“DHS”) awarded the contract to provide family care services in GSR-7 to an entity other than NorthernBridges commencing January 1, 2014; and

**WHEREAS**, DHS’s award of the family care contract for GSR-7 to an entity other than NorthernBridges has resulted in NorthernBridges being required to expend significant resources outside the course of NorthernBridges’ ordinary course of business related to payment of claims incurred prior to closure but not reported until after closure, closure of offices, retention of member records (electronic and paper) and adjustment of long-term liabilities; and

**WHEREAS**, given the outstanding planned obligations and liabilities, coupled with the loss of all revenue, NorthernBridges will have insufficient funds to meet its obligations to all existing and potential creditors; and

**WHEREAS**, in an effort to provide for the orderly wind-down of NorthernBridges’ affairs and payment of outstanding NorthernBridges’ creditors, in part or in full, NorthernBridges filed a lawsuit, Case No. 2014CV000011 (“Lawsuit”) in Sawyer County Circuit Court (“Court”) requesting, in significant part, that the Court appoint a receiver over NorthernBridges’ financial and operational affairs pursuant to Wis. Stats. Chap. 813; and

**WHEREAS**, NorthernBridges has no continuing business operations and undertakes no activities related to the purpose for which it was formed, which was to contract with DHS for the provision of family care services;

**WHEREAS**, once the receiver’s work is done and the Court discharges the receiver, there will be no further reason for NorthernBridges to exist as an entity; and

**WHEREAS**, Wis. Stat. § 46.2895(13) provides that the following process is required in order to dissolve NorthernBridges:

Subject to the performance of the contractual obligations of a long-term care district and if first approved by the secretary of the department, the long-term care district may be dissolved by the joint action of the long-term care district board and each county or tribe or band that created the long-term care district and has not withdrawn or been removed from the district under sub. (14). If a long-term care district that is created by one county or tribe or band is dissolved, the property of the district shall be transferred to the county or tribe or band that created it. If a long-term care

district is created by more than one county or tribe or band, all of the counties or tribes or bands that created the district and that have not withdrawn or been removed from the district under sub. (14) shall agree on the apportioning of the long-term care district's property before the district may be dissolved. If the long-term care district operates a care management organization under s. 46.284, disposition of any remaining funds in the risk reserve under s. 46.284 (5) (e) shall be made under the terms of the district's contract with the department.

**WHEREAS**, upon termination of the Litigation, NorthernBridges will have performed all obligations required of the contract between DHS and NorthernBridges related to the provision of family care services; and

**WHEREAS**, this Resolution is intended to act as the NorthernBridges Board's action authorizing the dissolution of NorthernBridges provided that the dissolution does not occur until such time as the Court discharges the receiver and the Court enters final judgment in the Lawsuit; and

**WHEREAS**, this Resolution is intended to authorize District Counsel to file the attached Articles of Dissolution with DHS upon satisfaction of the conditions precedent to dissolution; and

**WHEREAS**, it is the further intent of this Resolution to authorize all NorthernBridges officers and District Counsel to take any and all actions necessary to effectuate the intent of this Resolution; and

**WHEREAS**, the Secretary of DHS and each of the eleven (11) county boards that adopted resolutions forming NorthernBridges may rely on this Resolution as action on the part of the NorthernBridges Board of Directors authorizing dissolution of NorthernBridges consistent with the terms contained in this Resolution.

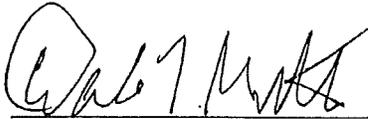
**NOW, THEREFORE, BE IT RESOLVED BY THE NORTHERNBRIDGES BOARD OF DIRECTORS:**

1. The NorthernBridges Board of Directors hereby authorize the dissolution of NorthernBridges pursuant to Wis. Stat. § 46.2895(13) upon the occurrence of the following events: (a) the Court discharges the receiver in the Litigation; (b) the Court enters a final judgment in the Litigation; (c) all eleven (11) county boards that formed NorthernBridges act to approve dissolution of NorthernBridges; and (d) the Secretary of DHS authorizes the dissolution of NorthernBridges; and
2. District Counsel is hereby authorized to file the attached Articles of Dissolution with DHS upon satisfaction of the conditions set forth in Paragraph 1; and
3. All officers of NorthernBridges and NorthernBridges' District Counsel are hereby authorized to take any and all action necessary to effectuate the dissolution of NorthernBridges in accordance with the intent of this Resolution; and

4. The county boards of the eleven (11) counties that formed NorthernBridges and the Secretary of DHS are entitled to rely upon this Resolution as official action on the part of the NorthernBridges Board of Directors authorizing the dissolution of NorthernBridges consistent with the terms contained herein. Upon satisfaction of the terms and conditions set forth in Paragraph 1, no further action on the part of the NorthernBridges Board of Directors shall be necessary in order to authorize the dissolution of NorthernBridges; and
5. To the extent any assets of NorthernBridges remain following dissolution, such assets shall be returned pro-rata to the eleven (11) counties that formed NorthernBridges.

I HEREBY CERTIFY that the foregoing Resolution is a true, correct and complete copy of the Resolution duly and regularly adopted by the above governing body on May 22, 2014, and that said Resolution is in full force and effect.

IN WITNESS WHEREOF, I have hereto set my hand in Sawyer County, Wisconsin on this the 22<sup>nd</sup> day of May, 2014.



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Dale Schleeter, NorthernBridges Board Vice-Chair

7. There is no further property of NorthernBridges that requires disposition.

8. A copy of these Articles of Dissolution shall be filed with the Secretary of the Department of Health Services, the Secretary of the Department of Revenue, the Secretary of the Department of Administration and the clerks of Iron County, Ashland County, Bayfield County, Douglas County, Burnett County, Washburn County, Sawyer County, Price County, Rusk County, Barron County and Polk County.

Based upon the foregoing, the undersigned counsel for NorthernBridges executes these Articles of Dissolution for purposes of acknowledging the formal dissolution of NorthernBridges as a long term care district under Wis. Stat. § 46.2895.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_.

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Andrew T. Phillips  
PHILLIPS BOROWSKI, S.C.  
10140 N. Port Washington Road  
Mequon, WI 53092  
(262) 241-7788

Attorneys for NorthernBridges.

**ARTICLES OF DISSOLUTION  
NORTHWEST LONG TERM CARE DISTRICT  
(WIS. STAT. § 46.2895)**

1. Northwest Long Term Care District d/b/a NorthernBridges ("NorthernBridges") is organized as a long-term care district pursuant to Wis. Stat § 46.2895. The eleven (11) counties that formed NorthernBridges by resolution are: Iron County, Ashland County, Bayfield County, Douglas County, Burnett County, Washburn County, Sawyer County, Price County, Rusk County, Barron County and Polk County.

2. Wis. Stat. § 46.2895(13) provides that the following process is required in order to dissolve NorthernBridges:

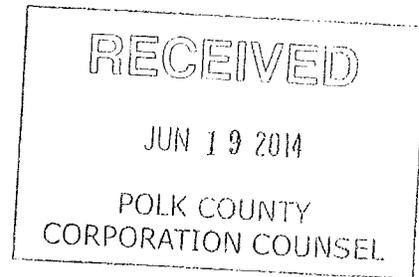
Subject to the performance of the contractual obligations of a long-term care district and if first approved by the secretary of the department, the long-term care district may be dissolved by the joint action of the long-term care district board and each county or tribe or band that created the long-term care district and has not withdrawn or been removed from the district under sub. (14). If a long-term care district that is created by one county or tribe or band is dissolved, the property of the district shall be transferred to the county or tribe or band that created it. If a long-term care district is created by more than one county or tribe or band, all of the counties or tribes or bands that created the district and that have not withdrawn or been removed from the district under sub. (14) shall agree on the apportioning of the long-term care district's property before the district may be dissolved. If the long-term care district operates a care management organization under s. 46.284, disposition of any remaining funds in the risk reserve under s. 46.284 (5) (e) shall be made under the terms of the district's contract with the department.

3. The NorthernBridges Board of Directors authorized dissolution of NorthernBridges by resolution on \_\_\_\_\_, 2014. A true and correct copy of the resolution authorizing dissolution is attached hereto and labeled Exhibit A.

4. Iron County, Ashland County, Bayfield County, Douglas County, Burnett County, Washburn County, Sawyer County, Price County, Rusk County, Barron County and Polk County have authorized dissolution of NorthernBridges by resolution. True and correct copies of the resolutions authorizing dissolution, which note the dates that each county authorized dissolution, are attached hereto and collectively labeled Exhibit B.

5. The Secretary of the Wisconsin Department of Health Services has authorized dissolution of NorthernBridges.

6. All contractual obligations of NorthernBridges have been performed.



June 13, 2014

Polk County  
William F. Johnson IV, Board Chair  
311 Polk Ave N  
Frederic, WI 54837  
william.johnson@co.polk.wi.us

Dana Frey, County Administrator  
100 Polk County Plaza, Ste 220  
Balsam Lake, WI 54810  
dana.frey@co.polk.wi.us

Carole Wondra, County Clerk  
100 Polk County Plaza, Ste 110  
Balsam Lake, WI 54810  
carole.wondra@co.polk.wi.us

Jeff Fuge, Corporation Counsel  
1005 W Main St, Ste 100  
Balsam Lake, WI 54810

Re: NorthernBridges' Dissolution

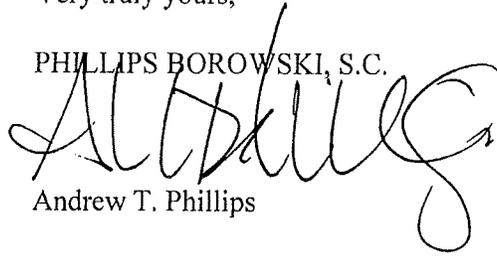
Dear County Officials:

We are the attorneys for NorthernBridges and write to you regarding NorthernBridges' dissolution as a long term care district. As you recall, NorthernBridges was created by resolution of eleven (11) counties, including you, to provide the family care benefit to eligible residents in Iron County, Ashland County, Bayfield County, Douglas County, Burnett County, Washburn County, Sawyer County, Price County, Rusk County, Barron County and Polk County. By now, you are aware that NorthernBridges is no longer the family care provider for the region. As a result, there is no reason for NorthernBridges to continue in existence as a long term care district. Please find enclosed a memorandum explaining the statutory dissolution process mandated by Wis. Stat. § 46.2895. Please also find enclosed a template resolution that we have prepared for your consideration that authorizes the dissolution.

If you have any questions surrounding the dissolution process, please do not hesitate to contact us. On behalf of NorthernBridges, we thank you for your cooperation in this process and, as well, for your historical support of NorthernBridges and its mission.

Very truly yours,

PHILLIPS BOROWSKI, S.C.

A handwritten signature in black ink, appearing to read "Andrew T. Phillips", written over the typed name.

Andrew T. Phillips

ATP/slf

Enclosures

cc. Sue Reinardy (w/enc.)  
Michael Polsky (w/enc.)

