

NOTICE OF MEETING

ROCKY KNOLL HEALTH CARE CENTER FOUNDATION MEETING

April 28, 2025 2:00 PM

Rocky Knoll Health Care Center
N7135 Rocky Knoll Parkway
Plymouth, WI 53073
Administration Conference Room, C Building

AGENDA

Call to Order

Certification of Compliance with Open Meeting Law

Approval of Minutes of prior meeting

Financial Statement

Consideration of resolution to dissolve the Rocky Knoll foundation

Adjournment

Prepared by:
Diane Spiro
Recording Secretary

Approved by:
Charles Conrardy, President
Rocky Knoll Health Care Center Foundation

NOTE: Persons with disabilities needing assistance to attend or participate are asked to notify the Recording Secretary, 920-449-1236 prior to the meeting so that accommodations may be arranged. A majority of the members of the County Board of Supervisors or any of its committees may be present at this meeting to listen, observe and participate. If a majority of any such body is present, their presence constitutes a "meeting" under the Open Meeting Law as interpreted in *State ex rel. Badke v. Greendale Village Board*, 173 Wis. 2d 553 (1993), even though the visiting body will take no action at this meeting

Posted 04/23/2025 @ 3:15PM

ROCKY KNOLL HEALTH CARE CENTER FOUNDATION MINUTES

Rocky Knoll Health Care Center
N7135 Rocky Knoll Parkway
Plymouth, WI 53073
Administration Conference Room, C Building

February 24, 2025

Called to Order: 2:00 PM

Adjourned: 2:50 PM

MEMBERS PRESENT: Charlie Conrardy (President), Dale Pauls, Marilyn Montemeyor, Jackie Veldman, Kayla Clinton (Rocky Knoll Administrator)

MEMBERS ABSENT: Liz Abler

ALSO PRESENT Steve Hatton, Sheboygan County Finance Director (by phone)
Katie Atkinson - Rocky Knoll Staff Accountant
Diane Spiro, Recording Secretary

Chairperson Charlie Conrardy called the meeting to order at 2:00 PM.

The Chairman certified compliance with the open meeting law. The notice was posted at 1:25 PM on February 20, 2025.

A motion was made by Marilyn Montemeyor to approve the minutes of the meeting held on November 11, 2024. Dale Pauls seconded the motion. Motion carried.

Katie Atkinson presented the Statement of Financial Position. A motion was made by Marilyn Montemeyor to approve the Statement. Jackie Veldman seconded the motion. Motion carried.

No response was received from the letter sent out in November 2024 to potential local businesses to fund an updated VibeTech machine for Rocky Knoll residents. It was suggested that the Foundation pay for this. Kayla Clinton will meet with Rocky Knoll departments regarding Foundation funds to determine if there are any other needs of the residents. Kayla will also approach VibeTech for a possible reduction in price. This issue was tabled to be discussed at the next meeting. A motion to table the issue was made by Jackie Veldman, Marilyn Montemeyor seconded the motion. Motion carried.

A discussion took place regarding the possible dissolution of the Sheboygan County Health Care Foundation. Corporation Counsel will provide additional information and a resolution to dissolve the foundation at the next meeting.

Motion made by Dale Pauls to adjourn the meeting and seconded by Marilyn Montemeyor. Motion carried. Meeting adjourned at 2:50 PM. Next Meeting: April 28, 2025 at 2:00 PM.

Diane Spiro
Recording Secretary

Resolution of the Rocky Knoll Health Care Center Foundation
(formerly Sheboygan County Health Care Center Foundation)

Re: **Terminating the Rocky Knoll Health Care Center Foundation**

WHEREAS, the Declaration of Trust creating the Sheboygan County Health Care Center Foundation (the "Foundation") was enacted on or about September 26, 2000 for the purpose of raising, investing and reinvesting money and devoting the principal and income for purposes which benefited the Sheboygan County Health Care Centers; and

WHEREAS, on August 20, 2007, the trustees of the Foundation created the bylaws of the Sheboygan County Health Care Center Foundation to govern the Foundation; and

WHEREAS, since the creation of the Foundation several significant structural changes have occurred, including the sale of Sunny Ridge Health and Rehabilitation Center, one of the Foundation's beneficiaries, leaving Rocky Knoll Health Care Center as the sole beneficiary of the Foundation; and

WHEREAS, the Trustees of the Foundation have determined that dissolving the Foundation and transferring management of the remaining funds to Sheboygan County for the benefit of Rocky Knoll Health Care Center is in the Foundation's best interest; and

WHEREAS, pursuant to Section II of the Bylaws of the Foundation, the Board of Trustees has authority to dispose of the Trust assets exclusively for the purposes of the Trust in the manner it so determines; and

WHEREAS, pursuant to section 13 of the Declaration of Trust, termination of the Trust shall require approval of two-thirds of the Board of Trustees and a majority of the Health Care Center Committee of the Sheboygan County Board of Supervisors.

NOW, THEREFORE, BE IT RESOLVED, the Board of Trustees of the Rocky Knoll Health Care Center Foundation (formerly the Sheboygan County Health Care Center Foundation) hereby terminates the Foundation effective November 1, 2025; and

BE IT FURTHER RESOLVED, after payment or other disposition of any Foundation liabilities, the remaining Trust assets shall be transferred to Sheboygan County and held in a segregated account to be used in a manner consistent with the purposes of the Foundation.

BE IT FURTHER RESOLVED, the Administrator of Rocky Knoll or County Administrator are hereby authorized to execute any documents necessary to effectuate the termination as outlined herein.

Adopted this _____ day of _____, 2025.

Rocky Knoll Health Care Center Foundation

Trustee

Trustee

Trustee

Trustee

Trustee

Trustee

Trustee

Trustee

Trustee

Trustee

Trustee

Trustee

Health Care Center Committee Approval

The Health Care Center Committee of the County Board has approved this resolution terminating the Trust.

Adopted this _____ day of _____, 2025.

Marilyn Montemayor, Chairperson

Jacqueline Veldman, ViceChairperson

Suzanne Speltz, Secretary

Carl Nonhof

Christian Ellis

C:8455\311818

4/23/2025, draft