



STATE OF WISCONSIN  
DEPARTMENT OF JUSTICE

PEGGY A. LAUTENSCHLAGER  
ATTORNEY GENERAL

114 East, State Capitol  
P.O. Box 7857  
Madison, WI 53707-7857

Daniel P. Bach  
Deputy Attorney General

March 13, 2006

Mr. James Kowalczyk  
Investigator  
Chippewa County Sheriff's Department  
32 East Spruce Street  
Chippewa Falls, WI 54729

Dear Mr. Kowalczyk:

You have asked my informal opinion whether a corporation named the Cornell Area Ambulance, Inc., is a quasi-governmental corporation subject to the open meetings law. In my informal opinion, the answer is "yes."

The definition of "governmental body" includes a "governmental or quasi-governmental corporation," except for the Bradley sports center corporation. Sec. 19.82(1), Wis. Stats. The term "governmental or quasi-governmental corporation" includes a corporation created directly by the state Legislature or by some other governmental body pursuant to specific statutory authorization or direction. 66 Op. Att'y Gen. 113, 115 (1977). Attorney General opinions issued soon after the 1977 revision of the open meetings law emphasized some of the more formal aspects of quasi-governmental bodies. *See* 66 Op. Att'y Gen. 113 (volunteer fire department created under chapter 181 of the Wisconsin Statutes is not a quasi-governmental corporation); *cf.* Correspondence, June 15, 1977 (volunteer fire department created by town ordinance is a "governmental body" subject to the open meetings law). *See also* 73 Op. Att'y Gen. 53 (1984) (Historic Sites Foundation created under chapter 181 is not a quasi-governmental corporation); 74 Op. Att'y Gen. 38 (1985) (chapter 181 corporation created to provide financial support to public radio and television stations is not a quasi-governmental corporation).

More recently, however, the Attorney General has concluded that the term "quasi-governmental corporation" also includes a corporation that closely resembles a governmental corporation in function, effect or status, even though the corporation was not created directly by a governmental body. 80 Op. Att'y Gen. 129, 135 (1991). The 1991 opinion concluded that "[w]hether a particular private corporation resembles a governmental corporation closely enough to be a 'quasi-governmental corporation' within the meaning of section 19.82(1) must be determined on a case by case basis, in light of all the relevant circumstances." 80 Op. Att'y Gen. at 136. The 1991 opinion determined that the Milwaukee Economic Development Corporation, a chapter 181 nonstock, nonprofit corporation, created by two private citizens and one city employee, fit the definition of a "quasi-governmental corporation." 80 Op. Att'y Gen. 129. The Attorney General considered the following non-exclusive factors in reaching this conclusion: (1) whether the corporation serves a public purpose; (2) the extent to

which the corporation receives public funding for its operation; (3) whether the bylaws of the corporation either reserve positions on the board of directors for governmental officials or employees, or give a government actor the power to appoint governmental officials and employees to the board of directors; (4) whether the government in fact appointed government employees or officials to the corporation's board of directors; (5) whether government employees served as officers of the corporation; and (6) the extent to which the corporation was housed in government offices, used government equipment and was staffed by government employees. 80 Op. Att'y Gen. at 136.

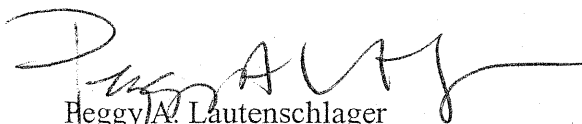
Sections 60.565 and 62.133 of the Wisconsin Statutes authorize towns and cities to enter into contracts for the provision of ambulance services for the conveyance of the sick and injured. Section 66.0301(2) authorizes towns and cities to contract with each other "for the receipt or furnishing of services or the joint exercise of any power or duty required or authorized by law." The September 18, 2003, Intergovernmental Cooperation Agreement Between the Towns of Arthur, Birch Creek, Cleveland, Colburn, Eagle Point, Estella, Lake Holcombe and Ruby and the City of Cornell to Create the Cornell Area Ambulance, Inc. ("ICA"), the November 13, 2003 Articles of Incorporation and the May 18, 2005, Cornell Area Ambulance, Inc. Municipal Member By-Laws ("MMB") you have provided to this office reflect that the towns and the city entered into an agreement pursuant to section 66.0301 to create a chapter 181 nonprofit corporation to provide ambulance services to the municipalities. ICA at 1, "whereas" clauses.

The ICA provides that the Cornell Area Ambulance, Inc. is to be managed by a board of directors made up of one elected official from each municipality represented in the corporation. ICA at 1, ¶ 2; ICA at 2, ¶ 7(a). The term of each director shall be the same as the term of their elected office. MMB at 2, art. 9, ¶ 1. The offices of president and vice president of the board are reserved for the corporation's directors. MMB at 5, art. 15. The offices of secretary and treasurer are not reserved for the corporation's directors. MMB at 5, art. 15. Each director has one vote on all matters except capital purchases, sales and related financing. ICA at 2, ¶ 7(b). As to those matters, votes are weighted by the proportion of each municipal member's population. ICA at 2, ¶ 7(b). The board of directors meets at least quarterly, and conducts its annual meeting in March of each year. ICA at 2, ¶ 7(c); ICA at 3, ¶ 7(d). Each director may be removed only by the municipality that appointed the director. ICA at 6, ¶ 20. Vacancies on the board of directors may be filled only by the municipality that appointed the director. ICA at 6, ¶ 21. The corporation directly bills residents for the costs of the services it provides. ICA at 3, ¶ 9. In addition, each municipality contributes toward the cost of the operation of the corporation on a per capita basis. ICA at 3, ¶ 10. If a municipality withdraws from the corporation, 80% of the municipality's share of the corporation's net worth will be distributed back to the municipality. ICA at 4, ¶ 12. If the corporation dissolves, the corporation's assets will be distributed to the corporation's municipal members or to some other public body to serve the public welfare of the community. ICA at 5, ¶ 16.

Mr. James Kowalczyk  
Page 3

Based on these facts, it is my informal opinion that a court presented with the question would very likely conclude that, in light of all of the relevant circumstances, the Cornell Area Ambulance, Inc., closely resembles a governmental corporation in function, effect and status. 80 Op. Att'y Gen. at 135. Thus, it is my informal opinion that the Cornell Area Ambulance, Inc., is a "quasi-governmental corporation" subject to the open meetings law. The corporation was authorized to be formed by the agreement of the governmental entities that are its members. It serves the public purpose of conveying the sick and injured that each of its municipal members is authorized to provide. It receives some share of its funding from the municipalities that are its members. The bylaws reserve to each member municipality the power to appoint and remove one of the corporation's directors. Only elected officials of the municipality are eligible to serve as directors of the corporation, and their period of eligibility is co-extensive with their terms of office. The bylaws reserve the offices of president and vice-president of the board of director for elected official members. Although it is not clear from the information you have provided whether the Cornell Area Ambulance, Inc., is housed in government offices, or whether the corporation is staffed by government employees, or whether a substantial portion of the corporation's budget is provided by municipalities, the withdrawal and dissolution provisions of the by-laws reflect that the corporation's assets are treated as if they were assets of the governmental entities that created the corporation.

Very truly yours,

  
Peggy A. Lautenschlager  
Attorney General

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