

Central Mississippi River Partnership
Initial Meeting of Incorporators
January 23, 2025

Minutes of the first meeting of the Incorporators named in the Certificate of Incorporation of the Central Mississippi River Partnership, a nonprofit corporation under the laws of the State of Minnesota, which was held at the Sherburne County Government Center located at 13880 Business Center Dr. NW, Elk River, MN 55330.

1. Call to Order.

The meeting was called to order at 8:17am on Thursday, January 23, 2025 by Incorporator Raeanne Danielowski.

2. Attendance.

Present at the meeting constituting a quorum of the incorporators were:

Darek Vetsch, Commissioner, Wright County

Raeanne Danielowski, Commissioner, Sherburne County*

Dean Brenteson, Supervisor, Big Lake Township

Also present at the meeting were:

Dan Weber, Assistant County Administrator, Sherburne County

Clay Wilfahrt, Assistant County Administrator, Wright County

Lloyd Hilgart, Mayor, City of Monticello

Ken Geroux, Councilmember, City of Big Lake

Shane Zahrt, Attorney/Lobbyist, Flaherty & Hood, P.A.

Emma Nelson, Government Relations Practice Coordinator, Flaherty & Hood, P.A.

**Presiding Officer*

Incorporator Tracy Bertram was not present at the meeting.

3. Waiver of Notice.

Incorporator Raeanne Danielowski announced that the meeting was held pursuant to a written waiver of notice thereof and consent thereto signed by all of the incorporators named as such in the Articles of Incorporation; such waiver and consent was presented to the meeting and on motion duly made by Darek Vetsch, seconded by Dean Brenteson, and unanimously carried was made part of the records of the meeting.

4. Election of Temporary Officers

Incorporator Raeanne Danielowski announced that in order to conduct the business of the meeting, a temporary chairperson and secretary would need to be appointed.

On motion duly made by Darek Vetsch, seconded by Dean Brenteson, and approved, Raeanne Danielowski was elected temporary chairperson of this meeting.

On motion duly made by Raeanne Danielowski, seconded by Darek Vetsch, and approved, Dean Brenteson was elected temporary secretary of the meeting.

5. Filing of Certificate of Incorporation.

The temporary chairperson Raeanne Danielowski reported that the original Articles of Incorporation for the Central Mississippi River Partnership were filed with the Minnesota Secretary of State on January 22, 2025. The temporary chairperson presented to the meeting a certified copy of the Articles of Incorporation, showing the filing as stated. On motion duly made by Darek Vetsch, seconded by Dean Brenteson, and unanimously carried, the temporary secretary was directed to insert the copy in the book of minutes of this corporation and to see that a copy of the Articles of Incorporation, similarly certified, is kept at the principal office for the transaction of business of this corporation.

6. Bylaws.

The temporary chairperson Raeanne Danielowski announced that the matter of the adoption of bylaws for the regulation of the corporation would be considered. The temporary secretary presented to those present at the meeting a form of proposed bylaws that were duly considered and discussed.

Upon motion duly made by Dean Brenteson, seconded by Darek Vetsch, and approved, the proposed bylaws as presented were put in front of the Incorporators for consideration.

Upon motion duly made by Darek Vetsch, seconded by Dean Brenteson, and approved, the bylaws as presented were approved and adopted.

7. Appointment of Initial Board

Consistent with the bylaws just adopted by the Incorporators, the Board of Directors for the Central Mississippi River Partnership will be composed of one appointee representing each Government Partner of the organization. Board members appointed today are appointed as individuals based on the indication of intent to join the Central Mississippi River Partnership by the organization they represent, except that Board members may be replaced on the Board by their appointing Government Partner, or removed by the Board for the failure of the organization they represent to join the Central Mississippi River Partnership. Upon motion duly made by Darek Vetsch, seconded by Dean Brenteson, and approved, the following individuals were appointed to the initial Board of Directors for the Central Mississippi River Partnership representing the organizations indicated after their name:

Mark Kolbinger, City of Becker

Brian Kolbinger, Becker Township

Ken Geroux, City of Big Lake

Dean Brenteson, Big Lake Township

Lloyd Hilgart, City of Monticello

Raeanne Danielowski, Sherburne County

Chris Newman, Silver Creek Township

Darek Vetsch, Wright County

8. Election of Officers

Raeanne Danielowski announced that in order to conduct business, the organization will elect an initial slate of officers pursuant to the bylaws just adopted. The initial slate of officers will include a Chair of the Board, Vice Chair, Secretary, and Treasurer. Once elected, officers assume their roles for the remainder of this meeting.

On motion duly made by Darek Vetsch and seconded by Dean Brenteson, the following slate of officers were elected to the offices indicated before their names:

Chair: Raeanne Danielowski

Vice Chair: Darek Vetsch

Secretary: Lloyd Hilgart

Treasurer: Dean Brenteson

Each officer so elected, being present, accepted his or her office, and thereafter the chairperson presided over the meeting as Chair, and the secretary acted as secretary of the meeting.

9. Principal Office Location.

After discussion, the location of the principal office of the corporation for the transaction of business of the corporation was fixed pursuant to the following resolution, unanimously adopted, on motion duly made by Darek Vetsch and seconded by Dean Brenteson:

RESOLVED, that the principal office of the corporation is hereby designated as 13880 Business Center Dr. NW, Elk River, MN 55330. This location shall serve as the principal office for the transaction of the business of this corporation until changed by subsequent resolution of this Board.

10. Authorization of Staff/Consultant to Apply for Employer Identification Number

On motion duly made by Darek Vetsch, seconded by Dean Brenteson, and approved, the Treasurer was authorized to work with staff to apply to the Internal Revenue Service to obtain an Employer Identification Number for the Central Mississippi River Partnership.

11. Authorization of Bank Account

On motion duly made by Darek Vetsch, seconded by Dean Brenteson, and approved, the Board authorized the Central Mississippi River Partnership Treasurer, staff, and/or consultants to establish a bank account for the organization.

12. Authorization of Affiliate Membership Tier

The Chair called for consideration of the creation of an affiliate membership tier pursuant to the bylaws adopted. Upon motion duly made by Darek Vetsch, seconded by Dean Brenteson, and approved, an affiliate member tier was established as defined in the bylaws.

13. Adoption of Dues Schedule for Government Partners

A copy of the proposed membership dues schedule for Government Partners was presented by the Chair. Upon motion duly made by Darek Vetsch and seconded by Dean Brenteson, the membership dues schedule for Government Partners was unanimously adopted as presented. The secretary was instructed to include a copy of the membership dues as part of the minutes of this meeting.

14. Authorization of Application for Tax Exemption.

The Chair explained that federal tax exemption status is available to nonprofit corporations. On motion duly made by Darek Vetsch, seconded by Dean Brenteson, and approved, the organization was authorized to seek tax-exempt status as a 501(c)(4) tax-exempt organization. This work will be carried out by Flaherty & Hood, P.A. under the direction of the Chair.

15. Authorization of Chair to Negotiate Contract for Management Services

The Chair explained that the interests of the organization would be served by engaging a firm or firms for professional services. On motion duly made by Dean Brenteson, seconded by Darek Vetsch, and approved, the Chair is authorized to engage Flaherty & Hood, P.A. in negotiations to provide legal, organizational management, and government relations services to the corporation. Such contracts will be subject to approval by the Board.

16. Adjournment.

There being no further business, on motion duly made by Darek Vetsch, seconded by Dean Brenteson and unanimously carried, the meeting was adjourned by the Chair at 8:33am on Thursday, January 23, 2025.

Minutes prepared by:

Emma Nelson, Government Relations Practice Coordinator, Flaherty & Hood, P.A.

Approved by:


Lloyd Hilgart (Mar 27, 2025 11:59 CDT)

Lloyd Hilgart, Secretary

Dated: 03/27/2025


Raeanne Danielowski (Mar 27, 2025 13:06 CDT)

Raeanne Danielowski, Chair

Dated: 03/27/2025



Emma Nelson, Staff

Dated: 04/04/2025

CMRP Meeting Minutes 1.23.25 for approval

Final Audit Report

2025-04-04

Created:	2025-03-27
By:	Emma Nelson (ennelson@flaherty-hood.com)
Status:	Signed
Transaction ID:	CBJCHBCAABAA7De32zAEUjSg8djnuNM_TRQsyY1JeY

"CMRP Meeting Minutes 1.23.25 for approval" History

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2025-03-27 - 3:16:32 PM GMT
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2025-03-27 - 3:50:01 PM GMT
-  Email viewed by Lloyd Hilgart (lloyd.hilgart@ci.monticello.mn.us)
2025-03-27 - 4:58:35 PM GMT
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Signature Date: 2025-03-27 - 4:59:19 PM GMT - Time Source: server
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Signature Date: 2025-03-27 - 6:06:32 PM GMT - Time Source: server
-  Email viewed by Emma Nelson (ennelson@flaherty-hood.com)
2025-04-04 - 2:43:02 PM GMT
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