

FOURTEENTH AMENDMENT TO RIVERWALK  
DEVELOPMENT AGREEMENT FOR BUSINESS  
IMPROVEMENT DISTRICT NO. 15

THIS FOURTEENTH AMENDMENT TO RIVERWALK DEVELOPMENT AGREEMENT is made the \_\_\_\_\_ day of \_\_\_\_\_, 2009, by and between the City of Milwaukee (“City”) and the Board of Business Improvement District No. 15 (“Board”).

RECITALS

The City and the Board acknowledge the following:

A. The City and the Board entered into a Riverwalk Development Agreement for Business Improvement District No. 15 dated as of May 23, 1994, and have subsequently amended same thirteen times. (The initial Riverwalk Development Agreement and all amendments thereto are collectively referred to as the “Development Agreement”).

B. The Development Agreement provides for the construction and development of a Riverwalk system along the Milwaukee River in downtown Milwaukee (the “Riverwalk System”).

C. In August, 2003 the City and the Board received correspondence from the United States Department of Justice (“DOJ”) stating that the United States Attorney for the Eastern District of Wisconsin had opened an investigation into a complaint filed with the DOJ alleging that the Riverwalk System failed to comply with the requirements of the Americans with Disabilities Act of 1990 (“ADA”). Such correspondence identified various components of the Riverwalk System that allegedly violated the ADA.

D. Subsequent to receipt of the DOJ’s correspondence the Board and the City engaged a consultant to analyze the DOJ’s allegations and entered into discussions with the DOJ regarding the DOJ’s investigation. As a result of such analysis and discussions, the Board and the City entered into a Settlement Agreement with the DOJ dated as of July 6, 2006 pursuant to which the Board and the City agreed to undertake certain additional improvements to the Riverwalk System (the “Accessibility Improvements”).

E. This Fourteenth Amendment amends, restates, replaces and supersedes that certain Thirteenth Amendment dated April 11, 2006.

F. The Board and the City are in the process of seeking approval by the DOJ of a modification to the Settlement Agreement which would provide for an enhancement of the Accessibility Improvements and lengthen the period of time to effect the same.

G. The Board and the City desire to enter into this Fourteenth Amendment so as to provide for the partial funding and development of the Accessibility Improvements, as modified.

H. The City has, via Resolution \_\_\_\_\_, approved this Fourteenth Amendment and authorized the proper City officers to execute the same on the City's behalf.

I. The Board has approved this Fourteenth Amendment and authorized its Chair to execute same on its behalf.

## AGREEMENTS

Now, therefore, in consideration of the Recitals and the mutual promises and undertakings hereinafter contained, the parties mutually agree and covenant as follows:

1. The cost of the Accessibility Improvements is budgeted at \$4,797,473 and the Board's share of such cost is budgeted at \$910,714.00. A revised Exhibit C to the Development Agreement is attached hereto.

2. The Board shall carry out the Accessibility Improvements following the same procedures set forth in the Development Agreement applicable to all other work performed by the Board; provided, however, that the City contemplates authorizing the funding for Accessibility Improvements over a period not to exceed five years. Accordingly, the Board's obligation to carry out the Accessibility Improvements is contingent upon the availability of the necessary funding from the City. The Board acknowledges that the funding for constructing Accessibility Improvements in 2010 and the years following is conditioned upon and subject to Common Council appropriations with respect thereto.

3. Certain of the Accessibility Improvements are described, and the locations thereof set forth, on the attached Exhibits A & B and the Board shall construct such Accessibility Improvements in accordance therewith.

4. All other terms and conditions of the Development Agreement not inconsistent with the terms of the Fourteenth Amendment shall remain in full force and effect.

In Witness Whereof, the City and the Board have executed this Fourteenth Amendment as of the day and year first above written.

**CITY OF MILWAUKEE**

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Tom Barrett, Mayor

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Ronald Leonard, City Clerk

**COUNTERSIGNED:**

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Martin Morics, Comptroller

**BUSINESS IMPROVEMENT DISTRICT  
BOARD NO. 15**

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Approved as to form and execution this  
\_\_\_\_\_ day of \_\_\_\_\_, 2009

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KEVIN P. SULLIVAN  
Assistant City Attorney

1047-2008-1254:141533

## EXHIBIT A

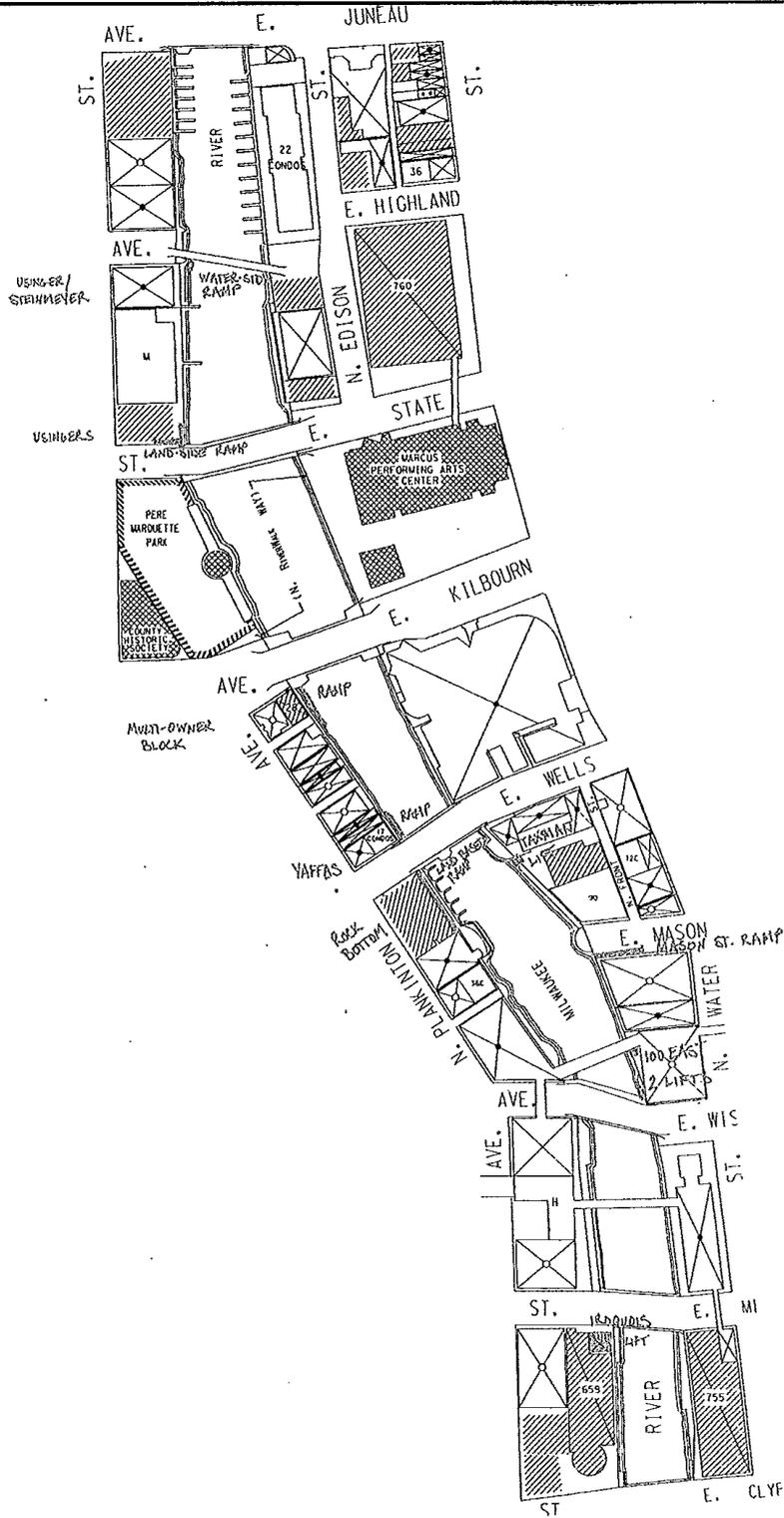
### Description of Accessibility Improvements

#### Exhibit A - Budget Estimate

	Usingers and Steinmeyer	Usingers	MOB	Rock Bottom	Yaffas	100 East	Iroquois	Mason Street	Taxman		
	<b>Section 2 Finding 3 Highland to State Street Water Side Ramp</b>	<b>Section 2 Finding 3 State Street 2-3aa Ramp</b>	<b>Section 4 Finding 7 Kilbourn Water-side Ramp</b>	<b>Section 5 Finding 8, 9, 10 Land-side Ramp</b>	<b>Section 4 Finding 7 Wells Street Water-side Ramp</b>	<b>Section 9 Finding 26 Wisconsin Ave. to Mason Street VPL Option</b>	<b>Section 6 Finding 20 Michigan St. VPL Option</b>	<b>Section 9B Finding 27 Mason Street Ramp</b>	<b>Section 10 Additional Findings VPL Option</b>	<b>5 Yr Duration Increase (Blended 6.2%)</b>	<b>Totals</b>
<b>Total Cost</b>	\$ 608,847	\$ 258,449	\$ 608,847	\$ 473,977	\$ 687,819	\$ 514,990	\$ 224,345	\$ 657,866	\$ 482,255	\$ 280,078	<b>\$4,797,473</b>
<b>BID #15 Share</b>	\$ 133,946	\$ 56,859	\$ 133,946	\$ 104,275	\$ 151,320	\$ 113,298	\$ 49,356	N/A	\$ 106,096	\$ 61,617	<b>\$ 910,714</b>
<b>City Share</b>	\$ 474,901	\$ 201,590	\$ 474,900	\$ 369,702	\$ 536,498	\$ 401,692	\$ 174,989	\$ 657,866	\$ 376,159	\$ 218,461	<b>\$3,886,759</b>

# EXHIBIT B

## Location of Accessibility Improvements



## EXHIBIT "C"

### Construction Budget

Project Segment	Budget \$		Private/BID Share \$		City Share \$	City Source
1. Sidewalk (Highland to Edison)	45,927.00		10,000.00		35,927.00	Dwntwn Fund
2. Highland Plaza East	\$ 560,810.00	(note #1)	\$ 183,000.00		\$ 377,810.00	Dwntwn Fund
3. Highland to State - East Side (Rojan)	\$ 596,611.00		\$ 164,000.00		\$ 432,611.00	Dwntwn Fund
4. Highland Pedestrian Bridge	\$ 3,611,883.00	(note #13)  (note #14)	\$ 545,000.00		\$ 3,066,883.00	TID 13  Dwntwn Fund & Bridge Fund
5a. Michigan to Clybourn - Eastside (Bank One Parking)	\$ 519,533.00		\$ 155,000.00		\$ 364,533.00	Dwntwn Fund Stewardship Grant, Development Fund
5b. Michigan to Clybourn - Eastside (connection to 3rd Ward)	\$ 660,000.00		\$ 90,200.00	(note #16)	\$ 569,800.00	Dwntwn Fund
6. Wisconsin to Riverbank Plaza	\$ 659,368.00		x		\$ 659,368.00	TID 9
7. Wells to Kilbourn - West side (Multi-Owner)	\$ 1,790,158.00		\$ 1,080,567.00		\$ 709,591.00	Dwntwn Fund
8. State to Highland - West side (Usingers)	\$ 762,362.00	(note #5)	\$ 302,000.00	(note #5)	\$ 460,362.00	Dwntwn Fund
9. Highland Plaza West	\$ 298,765.00	(note #1)	\$ 86,000.00		\$ 212,765.00	Dwntwn Fund & Bridge Fund
10a. Commerce Street Park & Riverwalk (Perimeter lighting)	\$ 343,381.00	(note #2)			\$ 343,381.00	TID 13
10b. Commerce Street Park & Riverwalk (Warner Cable Segment)	\$ 2,407,916.00	(note #12)	\$ 529,742.00	(note #12)	\$ 1,878,174.00	TID 41
10c. Commerce Street Park & Riverwalk (Harley Segment)	\$ 1,635,979.00	(note #12)	\$ 359,915.00	(note #12)	\$ 1,276,064.00	TID 41
10d. Commerce Street Park & Riverwalk (Switch House)						TID 41
11. Crosswalk Connections	\$ 362,000.00		\$ 80,000.00		\$ 282,000.00	TID 9 & Dwntwn Fund
12. Mason Street Plaza	\$ 573,565.00		\$ 159,000.00		\$ 414,565.00	Dwntwn Fund
13. Pedestrian Alley - 3rd to 4th Street	\$ 64,889.00		\$ 17,000.00		\$ 47,889.00	Dwntwn Fund
14. Kilbourn to State - West Side (Pere Marquette Park)	\$ 896,152.00		\$ 100,000.00		\$ 796,152.00	Dwntwn Fund
<b>SUBTOTALS</b>	<b>\$ 15,789,299.00</b>		<b>\$ 3,861,424.00</b>		<b>\$ 11,927,875.00</b>	

15. Wells to Kilbourn - East Side (Milwaukee Ctr. Enhancements)	\$ 37,527.00		\$ 22,400.00		\$ 15,127.00	Dwntwn Fund
16. Wisconsin to Michigan - East Side (Bank One Enhancements)	\$ 16,600.00		\$ 16,600.00			Dwntwn Fund
17. Clybourn to Michigan - West Side (Towne Garage Enhancements)	\$ 345,665.00		\$ 67,000.00		\$ 278,665.00	Dwntwn Fund
18. Michigan to Wisconsin - West Side (Marshall Fields Enhance.)	\$ 141,113.00		\$ 51,000.00		\$ 90,113.00	Dwntwn Fund
19. Highland to Juneau - West Side (Weissgerber Enhancements)	\$ 128,658.00		\$ 39,000.00		\$ 89,658.00	Dwntwn Fund
20. Wells South - West Side (Riverbank Plaza Enhancements)	\$ 292,000.00	(note #3)	\$ 209,000.00	(note #3)	\$ 83,000.00	Dwntwn Fund
21. Kilbourn to State - East Side (PAC Enhancements)	\$ 14,459.00		\$ 8,000.00		\$ 6,459.00	Dwntwn Fund
22. Fine Arts Building Enhancements	\$ 438,302.00	(note #4)	\$ 205,414.00	(note #4)	\$ 232,888.00	Dwntwn Fund
23. Empire Building & Towne Garage Enhancements	\$ 55,000.00	(note #7)	\$ 55,000.00	(note #7)	-	Dwntwn Fund
<b>SUBTOTALS</b>	<b>\$ 1,469,324.00</b>		<b>\$ 673,414.00</b>		<b>\$ 795,910.00</b>	
24. Monitoring & Inspections (DPW Engineers)	\$ 181,000.00		\$ 42,000.00		\$ 139,000.00	Dwntwn Fund
25. System Upgrades	\$ 750,000.00	(note #17)	\$ 165,000.00		\$ 585,000.00	Development Fund
26. ADA Improvements	\$ 4,797,473.00	(note #18) (note #19)	\$ 910,714.00		\$ 3,886,759.00	Development Fund, Contingent Borrowing
27. Building Amenities (Signage, etc) (note #6)	\$ 238,574.00	(note #11)	\$ 57,000.00		\$ 181,574.00	Dwntwn Fund & Dev. Opp Fund
<b>SUBTOTALS</b>	<b>\$ 5,967,047.00</b>		<b>\$ 1,174,714.00</b>		<b>\$ 4,792,333.00</b>	
<b>GRAND TOTALS</b>	<b>\$ 23,225,670.00</b>		<b>\$5,709,552.00</b>		<b>\$ 17,516,118.00</b>	

## Footnotes

1. Includes \$125,000 for dockwall repairs authorized by Common Council Resolution No. 941733 and \$40,000 for additional enhancements authorized by Common Council Resolution No. 990128
2. This figure includes installation of pedestrian lighting on North Martin Luther King Jr. Drive and on West Cherry Street adjacent to the commerce Street/WEPCO Power Plant block. It also includes design plans for dockwall improvement and a temporary Riverwalk. This temporary Riverwalk will not be constructed as part of the overall project.
3. Includes \$100,000 added by Common Council File No. 950603 to upgrade the Riverbank Plaza plus an additional \$80,000 added by File No. 960465.
4. Includes \$100,000 added by the Common Council File No. 950603 to upgrade the Fine Arts Building.
5. Includes \$100,000 for dockwall repairs added by Common Council File No. 941184.
6. This line includes funds for project signage, building amenities, water taxi stops not included with other segment improvements and general project contingency funds.
7. Added by Common Council File No. 950957.
8. In addition to the budget shown, \$495,400 was previously approved for the segment per Common Council File No. 940926. Of this total, \$336,000 will be provided through a Federal Grant and \$159,400 will be provided by the City. The total budget for this segment is \$933,702.
9. The budget for each of the individual project components has been adjusted to reflect actual and expected costs as of September 1, 1997.
10. Includes \$1,278,000 added per amendment number 7 (Common Council File No. 970824). Of this amount, \$871,035 is for project up-grades to be paid back to the City by benefited property owners. The remaining \$406,965 reflects increases in base project costs and will be split 78% City and 22% BID 15. The \$871,035 for project up-grades was subsequently reduced by \$200,000 (see footnote #13).
11. Includes \$75,000 added per amendment number 7 (Common Council File No. 970824). This \$75,000 addition will be used as a building amenity grant in the multi-owner block.
12. These funds were established per amendment number 9 (Common Council File No. 000690).

13. This figure includes \$200,000 transferred from the multi-owner block budget. The \$200,000 was allocated 78% City, 22% BID.
14. Includes \$62,000 added per amendment number 10 (Common Council File No. 011165). This \$62,000 will be used to fund Change Order #8 for the Highland Avenue Bridge (pressure switches).
15. These funds were established per amendment number 11 (Common Council File No. 031225) and amendment number 12 (Common Council File No. 040010). Included in the \$660,000 total is a \$250,000 State of Wisconsin Stewardship Grant.
16. The \$90,200 private share will be split equally between BID #15 (Downtown Riverwalk) and BID #2 (Historic Third Ward Riverwalk). The amount to be paid back to the City by BID #15 under the terms of this development agreement is \$45,100.
17. These funds were established per amendment number 11 (Common Council File No. 031225).
18. These funds were established per amendment number 13 (Common Council File No. 051694). Includes a total amount of \$1.5 million, with \$330,000 to be paid back to the City by BID #15 under the terms of this development agreement.
19. These funds were established per amendment number 14 (Common Council File No. ). Includes the \$1.5 million established per amendment number 13 (Common Council File No. 051694), with an additional \$3,297,473 for a total project amount of \$4,797,473. The total amount to be paid back to the City for this project by the BID #15 under the terms of this development agreement is \$910,714.