
BUSINESS IMPROVEMENT DISTRICT NO. 15
MILWAUKEE RIVERWALK
2013 OPERATING PLAN

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I. INTRODUCTION

On March 31, 1994 the Common Council of the City of Milwaukee (the "Common Council") approved the creation of Business Improvement District No. 15 (the "BID") and the initial Operating Plan for the BID. The objective of the initial Operating Plan was to establish a development scheme and funding mechanism for the construction of a series of riverwalks and related amenities along the Milwaukee River in downtown Milwaukee (the "Riverwalk System"). Subsequent to the creation of the BID, the BID and the City of Milwaukee entered into a Riverwalk Development Agreement dated as of May 23, 1994 (and the parties have subsequently entered into a series of amendments thereto) to further implement the development of the Riverwalk System consistent with the framework established in the initial Operating Plan. (The May 23, 1994 Riverwalk Development Agreement and all amendments thereto are collectively referred to as the "Development Agreement").

Section 66.1109(3)(b), Wisconsin Statutes, requires that a business improvement district board "shall annually consider and make changes to the operating plan.....the board shall then submit the operating plan to the local legislative body for approval." The board of the BID (the "Board") hereby submits this 2013 Operating Plan in fulfillment of its statutory requirement.

This Operating Plan proposes a continuation and expansion of the activities described in the initial BID Operating Plan. Therefore, it incorporates by reference the initial Operating Plan as adopted by the Common Council. In the interest of brevity, this Operating Plan emphasizes the elements which are required by section 66.1109, Wis. Stats., and does not repeat the background information that is contained in the initial Operating Plan.

II. DISTRICT BOUNDARIES

Boundaries of the BID are shown on Exhibit A of this Operating Plan. A listing of the properties included in the BID is provided in Exhibit B. Section 66.1109(1)(b), Wisconsin Statutes, provides that the boundaries of a business improvement district shall include parcels that are contiguous to the district but that were not included in the original boundaries of the district because the parcels were tax-exempt when the boundaries of the district were initially determined and such parcels subsequently became taxable. Two properties shown on Exhibit B fall into the category of properties described under section 66.1109(1)(b) and were added to the BID and assessed for the first time under the 2012 Operating Plan. Accordingly, the boundaries of the BID shown on Exhibit A vary from the boundaries of the BID shown in Operating Plans prior to the 2012 Operating Plan, when these two properties were added to the BID by operation of law. The two

properties that have were so added to the BID are (1) 1122 North Edison Street (Tax Parcel No. 392-1209-100); and (2) 1150 North Water Street (Tax Parcel No. 392-292-2000).

III. DEVELOPMENT OF PROPOSED OPERATING PLAN

A. Plan Objectives

The objective of the BID is to complete the improvements described in Exhibit C of this Operating Plan. These improvements will increase public access to the Milwaukee River and promote, attract, stimulate and revitalize commerce and industry within the City. In particular, these improvements will further the City policies identified in the initial Operating Plan for the BID.

B. Proposed Activities

A description of the improvements to be completed by the BID, including both those improvements already commenced or undertaken and those improvements that remain to be completed, is set forth in Exhibit C of this Operating Plan. Much of the work is dependent upon obtaining easements and/or other access rights from owners of property within the BID and upon the City agreeing to finance those portions of the Riverwalk System originally contemplated by the Development Agreement but not completed within the time frame set forth therein. Accordingly, the Board may alter the schedule of the work as it deems necessary or appropriate.

C. Financing Method

The actual and estimated costs for each of the BID's completed and proposed development activities are set forth on Exhibit C of this Operating Plan (the "Development Costs"). The BID and the City will share the Development Costs in accordance with the terms of the Development Agreement. The Board shall have the authority and responsibility to prioritize expenditures and to revise the budget as necessary to match the funds actually available.

The BID's share of the Development Costs will be obtained through the issuance of bonds and/or other sources. These funds will be loaned to the BID and the BID will repay the loan through annual assessments against the assessable properties within the BID. The assessments for Development Costs first commenced in 2000 in accordance with the BID's 2000

Operating Plan and appeared on the property tax bills of the assessable properties within the BID toward the end of 2000. Interest on funds advanced to the BID prior to commencement of the annual assessments for Development Costs has accrued. To the extent that certain Development Costs will be incurred in 2013 or later years, the assessments for such Development Costs will be deferred until completion of the construction to which such Development Costs are attributable. During such period of deferral, interest will accrue. The interest rate charged to the BID is the interest rate paid on the funds raised to finance the loan to the BID. If the City subsequently refinances all or parts of any funds it loans to the BID at a lower interest rate, such interest rate savings shall be passed through to the BID. The proposed terms of the City's loan to the BID, including the estimated annual payments due the City throughout the life of the loan, were set forth on Appendix F of the initial Operating Plan for the BID and were revised and restated on subsequent Operating Plans. The current repayment schedule that reflects the foregoing is attached to Exhibit D.

The loan from the City to the BID will constitute a long-term contractual obligation of the BID, necessitating the continuous existence of the BID for at least the term of the loan.

In addition to the assessments necessary to repay the funds borrowed by the BID, the BID will incur annual operating expenses for the administration of the BID and for operational, maintenance and repair costs (including energy costs and a maintenance/replacement reserve fund) of any elevator/lift components of the Riverwalk System that may be installed and located on privately owned project segments. Such elevator lift components shall remain the property of the BID. The estimated annual operating expenses for 2013 are \$84,845.00, to pay for the foregoing elevator lift costs and for accounting, administrative and legal expenses likely to be incurred in connection with the management and administration of the BID.

The Board may also make Improvement Loans or enter into Maintenance Agreements as provided in Article IV.B.1 of this Operating Plan. Any funds so expended for the benefit of specific property owners will be recouped (including any interest allocable thereto) from special assessments against such property owners in the year following expenditure and repaid to the lender.

Pursuant to the 11th and 12th Amendments to the Development Agreement, the City and the Board agreed to increase the Development Costs to make certain improvements benefiting the Riverwalk System as a whole. These

improvements include a new riverwalk segment linking the BID's Riverwalk System to the riverwalk system being developed by Business Improvement District No. 2 in the Historic Third Ward as well as the installation of a signage program and the construction of other amenities along various parts of the Riverwalk System (collectively, the "Upgrades and Amenities"). The total cost of the Upgrades and Amenities is set forth on Exhibit C. The BID's aggregate share of the cost for the Upgrades and Amenities is \$210,100 (\$45,100 for the connector segment to the Historic Third Ward Riverwalk System and \$165,000 for the additional amenities to the BID's Riverwalk System).

Pursuant to the 14th Amendment to the Development Agreement, the City and the Board agreed to increase the Development Costs to fund a series of accessibility improvements throughout the Riverwalk System (the "Accessibility Improvements"). As shown on Exhibit C, the total budget for the Accessibility Improvements is \$4,797,473, of which the BID's share is \$910,714.00.

The method of assessing the BID's share of the Development Costs, the BID's share of the Upgrades and Amenities, the BID's share of the Accessibility Improvements, the Improvement Loans, the costs incurred under Maintenance Agreements and annual operating expenses against properties located within the BID is set forth in Article IV of this Operating Plan. Subsequent revisions to this Operating Plan will specify any additional categories and amounts for operating expenses.

D. Organization of BID Board

Upon creation of the BID, the Mayor appointed members to the Board. The Board's primary responsibility is implementation of this Operating Plan. This requires the Board to negotiate with providers of services and materials to carry out this Operating Plan; to enter into various contracts; to monitor development activity; to periodically revise this Operating Plan; to ensure compliance with the provisions of applicable statutes and regulations; and to make reimbursements for any overpayments of BID assessments.

State law requires that the Board be composed of at least five members and that a majority of the Board members be owners or occupants of property within the BID.

The Board is structured and operates as follows:

1. Board size - Seven.
 2. Composition - At least four members shall be owners or occupants of property within the BID. Any nonowner or nonoccupant appointed to the Board shall be a resident of the City of Milwaukee. The Board shall elect its Chairperson from among its members.
 3. Term - Appointments to the Board shall be for a period of three years.
 4. Compensation - None.

 5. Meetings - All meetings of the Board shall be governed by the Wisconsin Open Meetings Law.
 6. Record Keeping - Files and records of the Board's affairs shall be kept pursuant to public records requirements.
 7. Staffing - The Board may employ staff and/or contract for staffing services pursuant to this Plan and subsequent modifications thereof.
 8. Meetings - The Board shall meet regularly, at least twice each year. The Board shall adopt rules of order to govern the conduct of its meetings.
- E. Relationship to the Milwaukee Riverwalk District, Inc.

The BID is a separate entity from the Milwaukee Riverwalk District, Inc., a private, not for profit corporation exempt from taxation under section 501(c)(3) of the Internal Revenue Code, notwithstanding the fact that members, officers and directors of each may be shared. The Milwaukee Riverwalk District, Inc. shall remain a private organization, not subject to the open meeting law, and not subject to the public records law except for its records generated in connection with the Board. The Milwaukee Riverwalk District, Inc. has contracted with the BID to provide services to the BID, in accordance with this Operating Plan.

IV. METHOD OF ASSESSMENT

A. Annual Assessment Rate and Method

The general principle behind the assessment methodology for this BID is that each property should contribute to the BID in proportion to the benefit derived from the BID. After due consideration, it was determined that the following assessment methods will be applied:

1. The annual assessment for repayment of all of the Development Costs other than the Upgrades and Amenities and Accessibility Improvements identified in subparagraph 3, below, will be levied against each property within the BID in proportion to the current assessed value of each property for real property tax purposes (thus, the amount of a special assessment against a particular property may change from year to year if that property's assessed value changes relative to other properties within the BID), and subject to the following conditions:
 - a. For purposes of this subsection 1, there shall be two categories of properties within the BID.
 - (i) Class 1 Properties. These properties either (i) are not located on the Milwaukee River; or (ii) are located on the Milwaukee River but will not have new riverwalks constructed on their river frontage as part of the BID Operating Plan.
 - (ii) Class 6 Properties. These properties are located on or near the Milwaukee River and will have new riverwalks and/or related amenities constructed on their river frontage or directly benefiting their properties as part of the BID Operating Plan.
 - b. The minimum annual assessment under this subsection 1 for all properties within the BID for the calendar years 2005-2019 shall be as follows:

2005 through 2009	\$485
2010 through 2014	\$510
2015 through 2019	\$535

- c. The maximum annual assessment under this subsection 1 for Class 1 Properties within the BID for the calendar years 2005-2019 shall be as follows:

2005 through 2009	\$6,825
2010 through 2014	\$7,150
2015 through 2019	\$7,425

There is no maximum assessment for Class 6 Properties.

- d. Subject to the minimum and maximum assessments set forth in subparagraphs b and c, above, and adjustments necessitated thereby, Class 1 Properties shall be assessed at approximately 1/6 the rate of Class 6 Properties.

Exhibit B identifies each property included in the BID by category and shows the estimated 2013 Development Costs assessment for each property under this subsection.

2. The annual assessment for BID operating expenses will be levied against each property within the BID in proportion to the current assessed value of each property for real property tax purposes (thus, the percentage of annual assessments for operating expenses allocable to a particular property may change from year to year if that property's assessed value changes relative to other properties within the BID). Exhibit B shows the estimated 2013 assessment for operating expenses for each property within the BID.
3. The annual assessment for the BID's share of the Upgrades and Amenities and the Accessibility Improvements will be levied against each property in the same manner as the annual assessments for BID operating expenses. Exhibit B shows the estimated 2013 Upgrades and Amenities assessment and Accessibility Improvements assessment for each property within the BID.
4. The annual assessments under Maintenance Agreements and Improvement Loans (as such terms are defined in Article IV.B., herein) shall be levied directly against the property benefited by such agreement or loan. The amount of such assessment shall match the actual annual costs of the BID in providing services or funds; thus, the amount of the assessment will not vary as a result of changes in the benefited property's assessed value. Exhibit B shows the

estimated 2013 Maintenance Agreement and Improvement Loan assessments for each property that may be subject to same.

5. As was explained in the 2003 Operating Plan (for calendar year 2002), the annual BID assessments for 2002 were calculated and fixed based upon the City of Milwaukee real property assessments as of August 1 of such year. As was also explained in the 2003 Operating Plan, for calendar year 2003 and subsequent years, the annual BID assessments shall be calculated and fixed based upon the City of Milwaukee real property assessments as of June 1 of such year. No BID assessment for a given year shall be modified for such year as a result of an increase or decrease in the assessed value of a property for such year that occurs after June 1 of the year in which such BID assessment has been levied. However, as noted in subsections 1, 2 and 3, above, the amount of some BID assessments levied against a particular property may change from year to year to the extent that the property's assessed value changes in relation to the assessed values of other properties within the BID.

B. Unique Assessment Categories and Methods

1. The Development Agreement between the City and the BID requires those property owners who will have new improvements constructed on their river frontage or for their benefit to maintain such improvements to a standard acceptable to the City and the Board. If any property owner fails to so maintain its improvements (after expiration of all applicable cure periods), either the City or the BID may perform any necessary work on such improvements and the cost therefor shall be specially assessed directly (and exclusively) against such property owner. Further, one or more of such property owners may elect to enter into an agreement with the BID pursuant to which the BID shall be responsible for certain maintenance activities (such as cleaning, landscaping, watering of plants) on their respective improvements (a "Maintenance Agreement") or request that the BID make a loan to fund certain upgrades or modifications to their respective improvements (an "Improvement Loan"). If the Board agrees to enter into a Maintenance Agreement or to make an Improvement Loan, the maintenance costs and/or loan repayment shall be specially assessed directly against the property owners who have requested such services or received such loan.

2. Any improvements made by property owners within the BID to their properties that will increase access to and use of the Riverwalk System will further the public purposes and objectives set forth in Article III.A. of this Operating Plan. Accordingly, future loans from the City may be available to or through the BID for owners of property located within the BID and adjacent to riverwalks for improvements that enhance the use and enjoyment of the Riverwalk System. In the event such loans become available from the City, the BID may lend such funds to individual property owners who shall repay such funds through special assessments incorporating such terms and conditions as the City requires.

C. Excluded and Exempt Property

The BID law requires specific consideration of certain classes of property. In compliance with the law the following statements are provided:

1. State Statute 66.1109(1)(f)lm: The BID will contain property used exclusively for manufacturing purposes, as well as properties used in part for manufacturing. These properties will be assessed according to the method set forth in this Operating Plan because it is assumed that they will benefit from development in the BID.
2. State Statute 66.1109(5)(a): Property known to be used exclusively for residential purposes will not be assessed; such properties will be identified as BID Exempt Properties in Exhibit B, as revised each year.
3. In accordance with the interpretation of the City Attorney regarding State Statute 66.1109(1)(b), property exempt from general real estate taxes at the time of creation of the BID has been excluded from the BID. (Such property may subsequently become part of the BID at such time as it becomes taxable.) Privately owned, tax exempt property adjoining the BID and which is expected to benefit from BID activities may be asked to make a financial contribution to the BID on a voluntary basis.

D. Prepayment and Acceleration of Assessments

1. Any property owner shall be entitled to prepay at any time either:
 - (a) the then outstanding principal portion (together with accrued interest) of the general BID assessment (i.e., the assessment for

Development Costs, including the Upgrades and Amenities and Accessibility Improvements) allocable to such owner's property (with such allocation to be determined by the Board); or (b) as to a recipient of an Improvement Loan, the principal amount (together with accrued interest) of the Improvement Loan. For administrative convenience, no partial prepayments shall be permitted. Any interested owner of property that is subject to general BID assessments may make a written request to the Board for a statement of the outstanding principal portion (together with accrued interest) of the general BID assessment allocable to such property. Upon receipt from a property owner of payment of all principal and accrued interest for either category of assessments identified above, the Board shall prepare and deliver to the respective property owner a written confirmation of payment and satisfaction of assessment in recordable form. The released property shall continue to be assessed for annual BID operating expenses and for any subsequent expenses (capital or otherwise) incurred by the Board pursuant to future operating plans. A schedule of the principal portion, and accrued interest, of the BID's assessment for Development Costs allocable to each assessable property is attached hereto as Exhibit B. The allocations set forth on Exhibit B are effective only for calendar year 2012, and will be revised, at the discretion of the Board, in subsequent operating plans.

2. The entire outstanding principal portion (together with accrued interest) of the general BID assessment (i.e., the assessment for Development Costs, inclusive of the Upgrades and Amenities and Accessibility Improvements) allocable to a particular property (as determined by the Board) and, if applicable, the entire outstanding principal amount (together with accrued interest) of any separate assessment allocable to a particular property shall become immediately due and payable in full in either of the following events: (a) if the particular property or any portion thereof becomes wholly residential such that the property in its entirety or any portion thereof would not be assessable under subsequent operating plans pursuant to Chapter 66.1109, Wis. Stat.; or (b) if the particular property becomes exempt from general real estate taxes. If either of such accelerated assessments is not paid in full within 15 days following the event giving rise to such acceleration, the Board may commence any action it deems appropriate to collect same, including initiation of proceedings to foreclose the statutory lien securing such assessments.

V. RELATIONSHIP TO MILWAUKEE COMPREHENSIVE PLAN AND ORDERLY DEVELOPMENT OF THE CITY

A. City Plans

In February 1978, the Common Council of the City of Milwaukee adopted a Preservation Policy as the policy basis for its Comprehensive Plan and as a guide for its planning, programming and budgeting decisions. The Common Council reaffirmed and expanded the Preservation Policy in Resolution File Number 881978, adopted January 24, 1989.

The Preservation Policy emphasizes maintaining Milwaukee's present housing, jobs, neighborhoods, services, and tax base rather than passively accepting loss of jobs and population, or emphasizing massive new development. In its January 1989 reaffirmation of the policy, the Common Council gave new emphasis to forging new public and private partnerships as a means to accomplish preservation.

This BID is a means of formalizing and funding the public-private partnership between the City and property owners in the River Walk Corridor area and for furthering preservation and redevelopment in this portion of the City of Milwaukee. Therefore, it is fully consistent with the City's Comprehensive Plan and Preservation Policy.

The BID is also compatible with, and intends to follow, the recommendations in applicable comprehensive planning studies such as:

Historic Preservation Planning Recommendations for Milwaukee's Central Business District, September 1993;

Milwaukee Riverlink Guidelines, March 1992;

A Planning Guide for the Middle and Upper Portions of the Milwaukee River, June 1988; and

Planning and Zoning Concepts for Downtown Milwaukee, Spring 1985.

B. City Role in District Operations

The City of Milwaukee has committed to helping private property owners in the BID promote its development. To this end, the City has played a

significant role in the creation of the BID and in the implementation of the initial Operating Plan. In furtherance of its commitment, the City will:

1. Provide technical assistance to the BID in the adoption of this and subsequent Operating Plans, and provide such other assistance as may be appropriate.
 2. Monitor and, when appropriate, apply for outside funds which could be used in support of the BID.
 3. Collect assessments, maintain same in a segregated account, and disburse the monies of the BID.
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4. Receive annual audits as required per Section 66.1109(3)(c) of the BID law.
 5. Provide the Board, through the Office of Assessment on or before June 1st of each plan year, with the official City records on the assessed value of each tax key number within the BID, as of January 1st of each plan year, for purposes of calculating the BID assessments.
 6. Encourage the State of Wisconsin, Milwaukee County and other units of government to support the activities of the BID.

VI. FUTURE YEARS OPERATING PLANS

A. Phased Development

It is anticipated that the BID will continue to revise and develop this Operating Plan annually, in response to changing development needs and opportunities in the BID, in accordance with the purposes and objectives defined in this Operating Plan.

Section 66.11.09(3)(b) of the BID law requires the Board and the City to annually review and make changes as appropriate in the Operating Plan. Therefore, while this document outlines in general terms the development program, information on specific assessed values, budget amounts and assessment amounts are based solely upon current conditions. Greater detail about subsequent years' activities will be provided in the required annual plan updates, and approval by the Common Council of such plan

updates shall be conclusive evidence of compliance with this Operating Plan and the BID law.

In later years, the BID Operating Plan will continue to apply the assessment formula, as adjusted, to raise funds to meet the next annual budget. However, the method of assessing shall not be materially altered, except with the consent of the City of Milwaukee.

B. Amendment, Severability and Expansion

This BID has been created under authority of Section 66.1109 of the Statutes of the State of Wisconsin. Should any court find any portion of this Statute invalid or unconstitutional its decision will not invalidate or terminate the BID and this Operating Plan shall be amended to conform to the law without need of re-establishment.

Should the legislature amend the Statute to narrow or broaden the process of a BID so as to exclude or include as assessable properties a certain class or classes of properties, then this Operating Plan may be amended by the Common Council of the City of Milwaukee as and when it conducts its annual Operating Plan approval and without necessity to undertake any other act. This is specifically authorized under Section 66.1109(3)(b).

EXHIBIT A



EXHIBIT B

CITY OF MILWAUKEE BID #15

Calculation of the 2012 Riverwalk Capital Assessment

Proposed Assessments:
 Minimum Payment \$510
 Max Class 1 Pynt \$7,150
 Annual Debt Svc. \$297,120
 Annual Connector Seg \$4,419
 Annual Operating Cost \$84,845

Taxkey	Chk Dgt	Assessment Factor	Property Address	Owner Name	Current Assessment	Assessment/ Agreement Class 1 ratio of 6 to 1 0.16667	Proposed Debt Assessments Base Debt	Proposed Operating Assessments	Debt Payments Upgrades & Amenities Debt	Final Proposed Assessments	Individual Loan Payments Base Debt	Amount of Total Debt Payment In Full
3,610,184,112	4	1	1505 N RIVERCENTER	SCHLITZ RIVERCENTER LLC	32,675,000	5,445,833	7,150	4,347	226	11,723	0	48,955
3,921,197,000	x	1	1127 N WATER	1127 N WATER STREET LLC	398,000	66,333	510	43	3	566	0	3,405
3,921,200,000	4	1	1119 N WATER	WATER STREET DESIGN CENTER LLC	1,909,000	318,167	1,398	254	13	1,666	0	9,378
3,922,682,100	3	1	1101 N MARKET	SSG PROPERTIES LLC	3,644,000	590,667	2,160	471	25	2,656	0	14,508
3,921,206,000	8	1	1101 N WATER	ROBERT C. SCHMIDT JR	1,670,000	278,333	1,287	222	12	1,521	0	8,628
3,921,194,100	x	1	1135 N WATER	D & D REALTY ON WATER LLC	1,174,000	195,667	510	116	8	674	0	3,441
3,922,572,100	2	1	1114 N WATER	SSG PROPERTIES LLC	1,287,000	214,500	510	111	9	680	0	3,446
3,922,096,112	9	1	1303 N BROADWAY	BMO HARRIS BANK NA	1,091,000	181,833	510	145	8	663	0	3,437
3,922,127,100	2	1	1214 N WATER	BMO HARRIS BANK NA	2,097,000	349,500	1,486	279	15	1,780	0	9,968
3,922,131,000	8	1	1245 N WATER	PAGET ON WATER LLC	992,000	165,333	510	152	7	649	0	3,433
3,921,196,000	4	1	1128 N WATER	WATER STREET INVESTMENTS LTD P	612,000	102,000	510	81	4	596	0	3,416
3,921,189,100	2	1	145 E JUNEAU	D & D REALTY ON WATER LLC	35,400	5,900	510	5	0	515	0	3,390
3,921,192,000	2	1	1138 N WATER	D & D REALTY ON WATER LLC	289,000	49,833	510	40	2	552	0	3,402
3,922,133,100	5	1	1233 N WATER	PAGET ON WATER LLC	342,000	57,000	510	45	2	558	0	3,404
3,920,203,000	2	1	840 N OLD WORLD THIRD	EARL & JOANNE CHARLTON REVOC L	688,000	114,667	510	52	5	606	0	3,419
3,920,302,000	0	1	104 E MASON	CITY HALL SQUARE LLC	6,070,000	1,011,667	3,336	817	42	4,186	0	22,434
3,920,491,110	2	1	789 N WATER	K&K WICKINNEY PROPERTIES LLC	10,480,000	1,748,333	5,394	1,335	73	6,862	0	36,302
3,920,411,000	3	1	753 N WATER	DERMOND ASSOCIATES LLC	908,000	151,333	510	111	6	637	0	3,429
3,920,604,110	6	1	100 E WISCONSIN	CW WISCONSIN AVENUE LLC	73,821,000	12,270,167	7,150	9,764	510	17,454	0	50,769
3,922,932,000	7	1	731 N WATER	COMPASS PROPERTIES 731 NORTH V	7,867,000	1,311,167	4,173	1,047	55	5,274	0	28,072
3,921,187,110	9	1	1128 N EDISON	1144 EDISON LLC	1,748,000	291,333	1,324	213	12	1,568	0	8,873
3,920,605,111	x	1	111 E WISCONSIN	BREOF BNK MIDWEST LLC	22,211,000	3,702,833	7,150	2,916	154	10,259	0	46,491
3,920,707,111	4	1	776 N WATER	BMO HARRIS BANK NA	22,000,000	3,668,667	7,150	2,927	152	10,229	0	46,481
3,921,183,100	x	1	113 E JUNEAU	113 IRISH LLC	444,000	74,000	510	39	3	572	0	3,408
3,922,132,000	3	1	1241 N WATER	DOUGLAS J WIED & SHIRLEY M WIED,	157,000	28,167	510	21	1	532	0	3,395
3,922,137,000	0	1	1217 N WATER	SURVIVORS TRUST C/UT THOMAS DE	93,900	15,650	510	12	1	523	0	3,393
3,922,136,000	5	1	1221 N WATER	WARD & KENNEDY CO	1,144,000	190,667	510	132	8	670	0	3,439
3,922,613,000	4	1	761 N WATER	TAP PROPERTIES LLC	461,000	76,833	510	61	3	575	0	3,409
3,922,431,000	9	1	740 N PLANKINTON	RIVER BANK PLAZA LLC	3,885,000	647,500	2,319	517	27	16,221	15,358	117,621
3,922,441,000	3	1	123 E WELLS	CITY HALL SQUARE LLC	3,443,000	573,833	2,113	488	24	2,595	0	14,191
3,922,511,000	3	1	767 N WATER	PACHEFSKY PROP LLC	346,000	57,667	510	46	2	558	0	3,404
3,922,512,000	9	1	765 N WATER	DAVID D VOIGHT	188,000	31,333	510	25	1	536	0	3,397
3,922,531,000	2	1	771 N WATER	WATER STREET ASSOCIATES LLC	998,000	166,333	510	113	7	850	0	3,433

CITY OF MILWAUKEE BID #15

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Riverwalk Capital Assessment

Proposed Assessments
Minimum Payment \$510
Max Class 1 Pymt \$7,150
Annual Debt Svc. \$237,120
Annual Connector Seg \$4,419
Annual Operating Cost \$84,845

Taxkey	Chk Dgt	Assessment Factor	Property Address	Owner Name	Current Assessment	Assessment/Agreement Class 1 ratio of 6 to 1 0.16667	Proposed Debt Assessments Base Debt	Proposed Operating Assessments	Debt Payments Upgrades & Amenities	Final Proposed Payments Base Debt	Individual Loan Payments	Amount of Total Debt Payment In Full
3,922,514,000	x	1	759 N WATER	DEAN N JENSEN	303,000	50,500	510	40	2	552	0	3,402
3,922,423,000	5	1	1010 N WATER	BEVERLY HILLS PROPERTIES I MODE	1,282,000	213,667	510	171	9	669	0	3,445
3,970,331,000	5	1	101 W WISCONSIN	IVORY RETAIL OFFICE INVESTORS LL	873,000	95,500	510	76	4	590	0	3,414
3,970,332,000	0	1	101 W WISCONSIN	IVORY RETAIL OFFICE INVESTORS LL	4,867,000	727,833	2,543	581	30	3,154	0	17,091
3,970,333,000	6	1	101 W WISCONSIN	HISTORIC HOTEL MILWAUKEE LLC	17,000,000	2,853,333	7,150	2,281	118	9,529	0	48,259
3,970,334,000	1	1	101 W WISCONSIN	AMERICAN SOCIETY FOR QUALITY IN-	10,032,000	1,672,000	5,181	1,335	70	6,585	0	34,865
3,922,424,000	0	1	1000 N WATER	AA P PROPERTIES LLC	28,655,000	4,775,833	7,150	3,812	199	11,160	0	48,776
3,922,401,000	5	1	815 N WATER	HALES CORNERS DEV CORP	3,428,000	571,333	2,106	456	24	2,586	0	14,144
3,922,138,000	6	1	1215 N WATER	SURVIVOR'S TRUST CAUT THOMAS DI	200,000	33,333	510	27	1	538	0	3,397
3,922,143,000	3	1	144 E JUNEAU	CHARLOTTE D VOLK TRUST DTD 12/0	291,000	48,500	510	39	2	551	0	3,401
3,922,139,000	1	1	1213 N WATER	FORTNEY FORTNEY & FORTNEY LLC	496,000	82,667	510	46	3	579	0	3,411
3,922,140,000	7	1	1209 N WATER	FORTNEY FORTNEY & FORTNEY LLC	428,000	71,333	510	57	3	570	0	3,408
3,922,141,000	2	1	1207 N WATER	C/O BECK MANAGEMENT INC	758,000	126,333	510	101	5	616	0	3,422
3,922,142,000	8	1	146 E JUNEAU	CHARLOTTE VOLK TRUST U/A D12-02-	239,000	38,333	510	31	2	542	0	3,399
3,922,149,111	8	1	1232 N EDISON	1232 NORTH EDISON LLC	694,000	115,667	510	12	5	607	0	3,419
3,922,146,100	6	1	134 E JUNEAU	ROSSI & ROSSI LLC	504,000	84,000	510	87	3	581	0	3,411
3,922,361,000	9	1	107 E KILBOURN	HUB MILW/CENTER PROPERTIES LLC	49,202,000	8,200,333	7,150	6,845	341	14,036	0	49,687
3,922,150,111	3	1	1201 N EDISON	1201 NORTH EDISON LLC	841,900	140,317	510	112	6	628	0	3,426
3,922,391,100	8	1	250 E KILBOURN	MORTGAGE GUARANTY INSURANCE I	25,207,000	4,201,167	7,150	3,333	175	10,678	0	46,623
3,922,352,000	x	1	135 E KILBOURN	MARCUS W LLC	13,000,000	2,166,867	6,562	1,739	90	8,382	0	44,178
3,611,992,000	5	1	201 W CHERRY	RIVERBEND PLACE LLC	55,887,000	9,281,167	7,150	7,438	386	14,944	0	49,974
3,870,335,000	7	1	101 W WISCONSIN	IVORY RETAIL/OFFICE INVESTORS LL	5,690,000	948,333	3,159	767	39	3,955	0	21,242
3,610,523,000	6	1	1023 N OLD WORLD THIRD	1023 OLD WORLD ENTERPRISE	1,211,000	201,833	510	161	8	679	0	3,442
3,610,437,000	9	1	1103 N OLD WORLD THIRD	OLD WORLD DEV LLC	1,300,000	216,667	510	173	9	692	0	3,446
3,610,438,000	4	1	316 W HIGHLAND	FRED USINGER, INC	96,100	16,017	510	13	1	523	0	3,393
3,610,519,100	0	1	1037 N OLD WORLD THIRD	G VICTOR MADER & MARIE A MADER	1,539,000	256,500	1,227	205	11	1,442	0	8,217
3,610,521,000	5	1	1033 N OLD WORLD THIRD	1033 OLD WORLD 3RD LLC	1,297,000	216,167	510	173	9	692	0	3,446
3,610,522,000	0	1	1029 N OLD WORLD THIRD	TOM AND PATTY LLC	514,000	85,667	510	68	4	582	0	3,411
3,610,524,000	1	1	1021 N OLD WORLD THIRD	RICHARD WAGNER	238,000	39,667	510	32	2	543	0	3,399
3,610,431,000	6	1	1109 N OLD WORLD THIRD	MCNUITY HOLDINGS LLC	358,000	59,667	510	48	2	560	0	3,404
3,610,527,000	8	1	1015 N OLD WORLD THIRD	BUCK BRADLEY LLC	1,519,000	253,167	1,217	202	11	1,430	0	8,155
3,610,528,100	3	1	1013 N OLD WORLD THIRD	THOMAS P EHR & YVETTE R EHR IRRI	244,000	40,667	510	32	2	544	0	3,399
3,610,529,000	9	1	1009 N OLD WORLD THIRD	LENRAK LLC	410,000	68,333	510	35	3	567	0	3,407

CITY OF MILWAUKEE BID #15

Calculation of the 2012
Riverwalk Capital Assessment

Proposed Assessments
Minimum Payment \$510
Max Class 1 Dymt \$7,150
Annual Debt Svc. \$297,120
Annual Conector Seg \$4,419
Annual Operating Cost \$84,845

Taxkey	Chk Dgt	Assessment Factor	Property Address	Owner Name	Current Assessment	Assessment/ Agreement Class 1 ratio of 6 to 1 0.16667	Proposed Debt Assessments Base Debt	Proposed Operating Assessments	Debt Payments Upgrades & Amenities Debt	Final Proposed Assessments Base Debt	Individual Loan Payments	Amount of Total Debt Payment In Full
3,610,530,000	4	1	1005 N OLD WORLD THIRD	TAIRI PULLUM	295,000	49,167	510	510	19	551	0	3,402
3,610,531,110	3	1	332 W STATE	JOURNAL COMMUNICATIONS INC	950,000	158,333	510	510	126	643	0	3,431
3,610,432,000	1	1	1105 N OLD WORLD THIRD	CARMELINO CAPATI & CONCEPCION I	261,000	43,500	510	510	15	547	0	3,400
3,610,430,000	0	1	1113 N OLD WORLD THIRD	HIGHLAND BEACH SURFERS INC	103,000	17,167	510	510	14	9,057	8,532	60,084
3,611,844,000	x	1	101 W PLEASANT	101 WEST PLEASANT LLC	6,046,000	1,008,000	3,326	8,515	42	4,172	0	22,365
3,610,409,100	2	1	300 W JUNEAU	SH ACQUISITION LLC	516,400	86,067	510	510	69	562	0	3,411
3,610,429,000	5	1	1117 N OLD WORLD THIRD	FRED USINGER, INC	103,000	17,167	510	510	14	524	0	3,383
3,610,421,000	1	1	1137 N OLD WORLD THIRD	RRD REAL EST HOLDINGS I LLC	341,000	56,833	510	510	45	558	0	3,404
3,610,425,000	3	1	1129 N OLD WORLD THIRD	MILW RIVER HOTEL-P LLC	294,000	49,000	510	510	39	551	0	3,402
3,610,426,000	9	1	1125 N OLD WORLD THIRD	CARMELINO CAPATI JR & CONCEPCIO	369,000	61,500	510	510	49	562	0	3,405
3,610,427,000	4	1	1121 N OLD WORLD THIRD	FRED USINGER INC	90,000	15,000	510	510	12	523	0	3,393
3,610,534,000	6	1	324 W STATE	BRIAN E O'LEARY	110,000	18,333	510	510	15	525	0	3,393
3,610,535,000	1	1	322 W STATE	SANDRA STONE RUFFALO	716,000	119,667	510	510	46	610	0	3,420
3,610,536,000	7	1	316 W STATE	JOHN HINKEL BUILDING LLC	62,200	10,367	510	510	8	519	0	3,391
3,610,537,000	2	1	1001 N OLD WORLD THIRD	JOHN HINKEL BUILDING LLC	696,000	116,000	510	510	43	607	0	3,419
3,610,776,114	9	1	105 W MICHIGAN	TOWNE REALTY INC	15,344,000	2,597,333	7,150	2,041	106	12,568	3,370	70,579
3,610,538,000	8	1	1002 N OLD WORLD THIRD	TAIRI PULLUM	196,000	33,000	510	510	26	538	0	3,397
3,610,631,000	3	1	830 N PLANKINTON	ROBERT E JOHN	196,000	33,000	510	510	26	538	0	3,397
3,610,635,000	5	1	809 N PLANKINTON	ROBERT E JOHN	414,000	69,000	510	510	35	568	0	3,407
3,611,801,110	9	1	1104 N OLD WORLD THIRD	RFP OFFICE LLC	7,646,000	1,274,333	4,070	1,017	53	5,140	0	27,379
3,610,625,000	0	1	206 W WELLS	LOTS OF LUCK LLC	656,000	109,667	510	510	48	602	0	3,418
3,612,001,000	4	1	235 W GALENA	BREWERY WORKS INC	1,040,000	173,333	510	510	138	656	0	3,435
3,611,841,110	7	1	1610 N 2ND	1610 N 2ND STREET LLC	8,361,000	1,393,500	4,403	1,112	58	5,573	0	29,622
3,611,842,000	9	1	111 W PLEASANT	SCHULTZ PARK ASSOCIATES I	5,527,000	921,167	3,083	7,150	38	3,857	0	20,730
3,610,629,000	2	1	840 N PLANKINTON	GAZEK INVESTMENTS LLC	1,439,000	239,833	1,180	181	10	1,391	0	7,904
3,610,630,000	8	1	834 N PLANKINTON	ROBERT E JOHN	551,000	91,833	510	510	73	587	0	3,413
3,610,624,000	5	1	808 N OLD WORLD THIRD	SIXTH PROPERTY LLC	447,867	74,811	510	510	37	2,136	0	11,816
3,610,622,000	4	1	823 N 2ND	CHALET AT THE RIVER LLC	5,835,000	972,500	3,227	776	40	4,043	0	21,697
3,610,571,100	4	1	330 W KILBOURN	JOURNAL COMMUNICATIONS INC	1,131,000	188,500	510	510	140	668	0	3,439
3,610,620,000	3	1	830 N OLD WORLD THIRD	AMARAWAN PHOUNGPHOL 2008 REV	1,229,000	204,833	510	510	163	92	0	3,443
3,610,619,000	8	1	836 N OLD WORLD THIRD	ANAT CHONGVATANA BANDIT & DARA	256,000	42,667	510	510	34	546	0	3,400
3,610,621,100	5	1	822 N OLD WORLD THIRD	AMARAWAN PHOUNGPHOL 2008 REV	462,000	77,000	510	510	61	3	575	0
3,610,618,115	7	1	302 W WELLS	NOBLE I MILWAUKEE, LLC 1100 MONA	626,100	104,350	510	510	83	4	598	0

CITY OF MILWAUKEE BID #15

Calculation of the 2012

Riverwalk Capital Assessment

Proposed Assessments
 Minimum Payment \$510
 Max Class 1 Pymt \$7,150
 Annual Debt Svc. \$257,120
 Annual Connector Seg \$4,419
 Annual Operating Cost \$84,845

Taxkey	Chk Dgt	Assessment Factor	Property Address	Owner Name	Current Assessment	Assessment/Class 1 ratio of 8 to 1 0.1667	Proposed Debt Assessments Base Debt	Proposed Operating Assessments	Debt Payments Upgrades & Amenities Debt	Final Proposed Assessments	Individual Loan Payments Base Debt	Amount of Total Debt Payment In Full
3,610,603,116	3	1	333 W KILBOURN	NOBLE I MILWAUKEE, LLC 1100 MONA	27,000,000	4,500,000	7,150	3,522	187	10,929	0	48,703
3,610,559,111	4	1	333 W STATE	JOURNAL COMMUNICATIONS INC	9,740,400	1,623,400	5,045	1,295	67	6,408	0	33,951
3,820,202,000	7	1	843 N PLANKINTON	THANKS-A-Lot LLC	798,000	133,000	510	186	6	622	0	3,424
3,612,002,000	X	1	205 W GALENA	BREWERY WORKS INC (Prev #3611882)	350,000	58,333	510	47	2	559	0	3,404
3,611,954,100	8	1	215 W PLEASANT	SCHLITZ PARK ASSC. II LTD PARTNER	1,271,000	211,833	510	169	9	688	0	3,445
3,611,981,100	6	1	201 W PLEASANT	THE BREWERY WORKS INC (Prev #361)	1,180,700	196,783	510	157	8	675	0	3,441
3,611,962,000	1	1	1500 N 2ND	THE BREWERY WORKS INC	416,800	69,800	510	56	3	569	0	3,407
3,611,983,100	7	1	101 E PLEASANT	SCHLITZ PARK ASSC. LTD PTN (Prev #	1,939,600	321,767	1,409	247	13	1,679	0	9,446
3,611,994,100	2	1	1254 N MARTIN L KING JR	CLF TM MILWAUKEE LLC	26,254,000	4,375,667	7,150	3,443	182	10,824	0	48,670
3,611,993,000	0	1	1330 N MARTIN L KING JR	BREWERY WORKS INC	1,150,400	191,733	510	143	6	671	0	3,440
3,611,991,100	6	1	1420 N MARTIN L KING JR	COMMERCE POWER LLC	1,568,800	261,467	1,240	259	11	1,460	0	8,311
3,922,922,000	8	1	1150 N WATER	DOC MILWAUKEE LP	9,500,000	1,583,333	4,933	1,264	66	6,262	0	33,196
3,611,802,100	7	1	1124 N OLD WORLD THIRD	MILWAUKEE RIVER HOTEL-P LLC	1,933,300	322,217	1,410	257	13	1,661	0	9,455
3,620,472,000	7	1	1220 N OLD WORLD THIRD	MILWBLOCK 10 PROP LLC	12,800,000	2,133,333	6,469	1,703	89	8,261	0	43,550
3,611,852,121	2	1	1542 N 2ND	SCHLITZ PARK ASSOC II LP	268,000	44,667	510	36	2	548	0	3,400
3,612,101,000	8	1	1141 N OLD WORLD THIRD	MILWAUKEE MODERNE LLC	865,078	147,513	510	118	6	634	0	3,428
3,612,102,000	3	1	1141 N OLD WORLD THIRD	MILWAUKEE MODERNE LLC	865,078	147,513	510	118	6	634	0	3,428
3,921,209,100	1	1	1122 N EDISON ST	EDISON STREET PARTNERS	883,000	147,167	510	117	6	634	0	3,428
3,922,931,000	7	1	735 N WATER	COMPASS PROPERTIES NORTH WATI	16,178,000	2,696,333	7,150	2,152	112	9,414	0	48,223
3,922,941,000	1	1	1111 N WATER	PRETZEL BOYS LLC	709,000	118,167	510	84	5	609	0	3,420
					612,751,156	102,125,193	220,250	81,514	4,245	333,270	27,261	1,671,671

CITY OF MILWAUKEE BID #15

Calculation of the 2012
Riverwalk Capital Assessment

Proposed Assessments \$510
Minimum Payment \$7,150
Max Class 1 Pymt \$297,120
Annual Debt Svc. \$4,419
Annual Connector Seg \$84,845
Annual Operating Cost

Taxkey	Chk Dgt	Assessment Factor	Property Address	Owner Name	Current Assessment	Assessment/ Agreement Class 1 ratio of 6 to 1	Proposed Debt Assessments Base Debt	Proposed Operating Assessments	Debt Payments Upgrades & Antennas Debt	Final Proposed Assessments Base Debt	Individual Loan Payments	Amount of Total Debt Payment In Full
3,610,539,110	7	6	1044 N OLD WORLD THIRD	HIGHLAND BEACH SURFER INC	2,184,000	2,184,000	6,811	291	15	6,916	0	44,020
3,610,540,111	0	6	1030 N OLD WORLD THIRD	FRED USINGER INC	3,240,300	3,240,300	9,561	431	22	10,015	0	65,672
3,610,642,111	5	6	710 N PLANKINTON	TOWNE REALTY INC	7,531,000	7,531,000	21,547	1,012	52	23,924	1,323	152,280
3,922,482,000	7	6	108 W WELLS	BARTELS LTD PARTNERSHIP	681,000	681,000	2,412	91	5	2,508	0	16,058
3,610,634,000	x	6	810 N PLANKINTON	PLANKINTON PROFESSIONAL BUILDI	361,000	361,000	1,518	48	3	4,542	2,973	29,856
3,610,633,000	4	6	814 N PLANKINTON	BARTELS LTD PTN	1,247,000	1,247,000	3,993	169	9	9,695	5,527	63,312
3,610,627,100	8	6	111 W KILBOURN	KILBOURN BRIDGE ASSOCIATES	1,456,000	1,456,000	4,577	194	10	4,781	0	30,476
3,922,481,000	1	6	108 W WELLS	BARTELS LTD PARTNERSHIP	78,900	78,900	510	10	1	18,445	17,924	122,480
3,922,442,000	9	6	107 E WELLS	FAB LLC	350,000	350,000	1,488	47	2	10,069	8,532	66,591
3,920,614,111	9	6	543 N WATER	BREFOF BNK MIDWEST LLC	5,362,000	5,362,000	15,488	713	37	16,239	0	103,145
3,611,901,000	9	6	730 N PLANKINTON	MOSTREET III LLC	296,000	296,000	1,337	19	2	1,378	0	8,895
3,610,632,000	9	6	825 N PLANKINTON	BARTELS LIMITED PARTNERSHIP II	1,326,000	1,326,000	4,214	176	9	12,845	8,545	84,834
3,921,178,100	2	6	1005 N EDISON	ROJAHN & MALANEY CO	697,000	697,000	2,457	43	5	2,555	0	16,356
3,921,175,100	8	6	100 E STATE	ROJAHN & MALANEY CO	231,000	231,000	1,155	31	2	1,168	0	7,886
					25,041,200	25,041,200	76,870	3,331	173	125,199	44,824	809,692
					637,792,356	127,166,393	297,120	84,845	4,419	455,469	72,065	2,481,333
					Annual Debt Svc	\$297,120						
					Debt Assessment Ratio	0.0023364664						
					Min Assessment	\$218,278						
					Annual Operating Costs	\$84,845						
					Annual Connector Segment Assessment	\$4,419						
					Debt - Connector Segment - Assessment Ratio*	0.000069282						
					Operating Assessment Ratio*	0.0001330292						
					*Based upon full assessment value of	637,792,356						

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)	\$ 545,000.00	\$ 3,066,883.00	TID 13 Dwntwn Fund & Bridge Fund
	(note #14)			
5a. Michigan to Clybourn - Eastside (Bank One Parking)	\$ 519,533.00	\$ 155,000.00	\$ 364,533.00	Dwntwn Fund
5b. Michigan to Clybourn - Eastside (connection to 3rd Ward)	\$ 660,000.00	\$ 90,200.00 (note #16)	\$ 569,800.00	Stewardship Grant, Development 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
SUBTOTALS	\$ 15,789,299.00	\$ 3,861,424.00	\$ 11,927,875.00	
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
SUBTOTALS	\$	1,469,324.00		\$	673,414.00		\$	795,910.00	
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
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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
SUBTOTALS	\$	<u>5,967,047.00</u>		\$	<u>1,174,714.00</u>		\$	<u>4,792,333.00</u>	
GRAND TOTALS	\$	23,225,670.00		\$	5,709,552.00		\$	17,516,118.00	

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.

EXHIBIT "D"

Updated
4/7/2008

Repayment schedules - BID 15

<u>Assessment Dates</u>	<u>Total Riverwalk</u> (per prior schedule)		<u>Connector Segment</u> (add new loan - 2005)		<u>New total loan payment</u> Due March 31,2006 & annually thereafter
Dec. 05	\$344,364	+	\$4,418.77	=	\$348,782.77
Dec. 06	\$347,807	+	\$4,418.77	=	\$352,225.77
Dec. 07	\$351,285	+	\$4,418.77	=	\$355,703.77
Dec. 08	\$354,798	+	\$4,418.77	=	\$359,216.77
Dec. 09	\$358,346	+	\$4,418.77	=	\$362,764.77
Dec. 10	\$361,930	+	\$4,418.77	=	\$366,348.77
Dec. 11	\$365,549	+	\$4,418.77	=	\$369,967.77
Dec. 12	\$369,205	+	\$4,418.77	=	\$373,623.77
Dec. 13	\$372,897	+	\$4,418.77	=	\$377,315.77
Dec. 14	\$376,626	+	\$4,418.77	=	\$381,044.77
Dec. 15	\$380,392	+	\$4,418.77	=	\$384,810.77
Dec. 16	\$384,196	+	\$4,418.77	=	\$388,614.77
Dec. 17	\$388,038	+	\$4,418.77	=	\$392,456.77
Dec. 18	\$391,918	+	\$4,418.77	=	\$396,336.77
Dec. 19	\$395,837	+	\$4,418.77	=	\$400,255.77

Note: Prior Riverwalk schedule prepared by Comptroller's Office provided for graduated payments.
The loan payments for the Time Warner segment of the Riverwalk are included in the above.

Assumptions for new Connector Segment are as follow:

Total loan amount:\$45,100

Interest rate based upon recent discussion with Richard Li regarding City's cost of borrowing
25 basis points added to rate for administrative costs

Interest during construction has not been capitalized as with other Riverwalk BID loans

Fixed annual payments

Maturity is to coincide with the term of the prior Riverwalk BID loan (March 31, 2020)