

BUSINESS IMPROVEMENT DISTRICT NO. 2

2016 OPERATING PLAN

September 16, 2015

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Submitted by:

Historic Third Ward Association Inc.

219 North Milwaukee Street

Third Floor

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Table of Contents

I.	Introduction	4
A.	Background	4
B.	Physical Setting	4
II.	District Boundaries	5
III.	Proposed Operating Plan	5
A.	Plan Objectives	5
B.	Proposed Activities – Year 29	6
C.	Proposed 2016 Budget for Year 29	10
D.	Financing Method	10
E.	Organization of BID Board	10
F.	Relationship to Historic Third Ward Association	11
IV.	Method of Assessment and Disbursement	12
A.	Assessment Rate and Method	12
i.	General Assessment	12
ii.	Riverwalk Assessment	13
iii.	Dockwall Assessment	13
iv.	Riverwalk Maintenance Assessment	13
v.	Contingent Assessments	14
B.	Excluded and Exempt Property	14
V.	Relationships to the Comprehensive Plan and the Orderly Development of the City	15
A.	City Plans	15
B.	City Role	15
VI.	Plan Approval Process	16
A.	Public Review Process	16
i.	Changes to the Operating Plan	16
ii.	Annual appointment of BID-2 Board Members	16
VII.	Future Years Operating Plans	17
A.	Phased Development	17
B.	Amendment, Severability and Expansion	17
VIII.	APPENDICES	18
A.	Business Improvement District Statute	18
B.	Petition for Creation of BID District	18
C.	BID Boundaries (Map)	18
D.	Year 29 Assessment and Methodology	18
E.	Common council resolution Creating Business Improvement District No. 2	18
F.	BID-2 by-laws	18

G.	Statement of City Attorney	18
H.	Development of Riverwalk Project	18
I.	First Amendment to BID-2 1998 operating plan	18
J.	Riverwalk Development Agreement	18
K.	Second Amendment to BID-2 1998 operating plan	18
L.	Development of Water Street Parking Structure	18
M.	Third Amendment to BID-2 1998 Operating Plan	18
N.	Dockwall Development Loan Agreement	18
O.	2015 Fiscal Year Dockwall Assessments Per Property	18
P.	Fourth Amendment to Riverwalk Development Agreement, First Amendment to Dockwall Development Loan Agreement and Third Amendment to Cooperation Agreement	18
Q.	First Amendment to Riverwalk Development Agreement for MIAD and Fourth Amendment to Cooperation Agreement for 511 E. Menomonee and 151 N. Jackson St Blight Designation Project	18
R.	Fifth Amendment to Riverwalk Development Agreement	18
S.	Sixth Amendment to Riverwalk Development Agreement	18
T.	2016 Budget for Year 29	18
U.	Resolution Dissolving TID 11	18
V.	Third Ward Streetlight Agreement with the City	18
W.	Catalano Square and Erie Street Plaza Leases	19
X.	Third streetlight agreement with the city	19
Y.	Catalano Square and Erie Street Plaza Lease & First Amendment to Catalano Square Lease	19
Z.	Third Amendment to TID 56	20

I. INTRODUCTION

A. BACKGROUND

In 1984, the State of Wisconsin created 66.1109 (formerly S. 66.608) of the Statutes (Appendix, Exhibit A) enabling Cities to establish Business Improvement Districts (BIDs).

The purpose of the law is:

"...to allow businesses within those districts to develop, to manage and promote the districts and to establish an assessment method to fund these activities." (1983 Wis. Act. 184, Section 1, legislative declaration.)

The City of Milwaukee created Business Improvement District No. 2 ("BID-2") and approved its initial operating plan via Common Council Resolution No. 870501, adopted by reference October 6, 1987. (Appendix, Exhibit B)

Since 1988, BID-2 has submitted yearly-amended plans adding and modifying its plan objectives as part of its ongoing management and promotion of the district, including in some instances its financing arrangements and assessment methodologies. This amended Plan shall govern operation of BID-2 during calendar year 2016.

B. PHYSICAL SETTING

Business Improvement District No. 2 encompasses the Third Ward, which occupies a strategic location within the Milwaukee central business district (CBD). It is located adjacent to Interstate 794, just south of the downtown. The Third Ward is within 6 to 8 blocks of Downtown's primary retail shopping district, although separated from it by I-794, an elevated expressway. The importance and proximity of Interstate 794, with its connections to the north, south and west have taken on new significance in light of the recent redesign and rebuild of the Hoan Bridge and Lakefront Gateway projects. The Third Ward includes the Summerfest grounds and is adjacent to the emerging Milwaukee Lakeshore State Park. The Third Ward also occupies frontage along the Milwaukee River to the west and south.

The Third Ward also contains a large concentration of historic late 19th and early 20th century industrial and warehouse buildings, and is one of the last remaining intact warehouse districts in the country. In 1984 the National Register of Historic Places accepted 70 buildings spanning approximately 10 square blocks as "The Historic Third Ward District." While several individual buildings are outstanding architecturally, it is the overall "ensemble" which gives the Third Ward its special identity. The large number of older multistory buildings, located in close proximity, and the interrelationships between buildings and the overall environment give the Third Ward a character unique within the region.

The Third Ward's strategic central location and its physical qualities help support its future role as a high-value commercial and residential area. Wholesaling or other low density light-industrial uses might best be either selectively maintained or eventually phased out, given the area's higher density development potential.

A primary objective of the Plan is to reinforce and enhance the historic image and character of the area through the renovation, rehabilitation and adaptive reuse of existing historic buildings and the encouragement of appropriate infill and new construction.

The City of Milwaukee worked with the Historic Third Ward in 1988 to create the first Tax Incremental Financing District within the boundaries of the Third Ward ("TID No. 11") to finance construction of substantial physical public improvements within the Third Ward (the "TID improvements"). In 1998 the City of Milwaukee authorized the creation of a second Tax Incremental Financing District within the Third Ward ("TID No. 34") to assist with the financing of the Riverwalk Project (as hereinafter described). In 2002 the project scope of TID No. 34 was amended to provide additional funds for the Riverwalk Project (as hereinafter described). In 2002 the City transferred a parcel of land at the northeast corner of North Water and St Paul Ave. to BID-2 as part of its commitment towards creating a Milwaukee Public Market. The City has also, through its Redevelopment Authority, authorized a conduit borrowing mechanism, which allowed BID-2 to initiate and complete the Third Ward Water Street Parking Structure (as hereinafter described). In April 2006 TID No. 11 was retired. In 2011 the City signed a lease agreement with BID-2 to manage and maintain both Catalano Square and Erie Street Plaza. In 2014 the City of Milwaukee authorized Amendment 3 to TID No. 56 to finance public improvements to North Milwaukee Street and East Corcoran Avenue.

II. DISTRICT BOUNDARIES

The Business Improvement District is illustrated by Appendix, Exhibit C. It includes 171 taxable parcels and 36 exempt parcels, either, city, county, state, or otherwise exempt. Total (including exempt property) floor area within the district is 4,683,044 square feet and total land area is 7,527,195 square feet. (Residential is listed on the assessment sheet not included in above totals). The boundaries were established after numerous meetings with District property owners. The boundaries of the District shall be as follows: The eastern boundary shall be the western edge of Lake Michigan; the southern and southwestern boundary shall be the northern and northeastern edge of the Milwaukee River; and the northern and western boundary shall be an irregular line described as follows: commencing on the northern edge of the Milwaukee River and the eastern line of the right-of-way of North 2nd Street, extended; thence north along the eastern line of the right of way of North 2nd Street, extended, to the northern edge of the right-of-way of St. Paul Avenue; thence east along the northern edge of the right-of-way of St. Paul Avenue to a point on the eastern line of the right-of-way of N. Plankinton Avenue; thence north along the eastern line of the right-of-way line of Interstate Highway 794; thence east along the south and southwest right-of-way line of Interstate Highway 794 to the western edge of the Milwaukee River; thence northeasterly along the western edge of the Milwaukee River to a point on the southern right-of-way line of E. Clybourn Street; thence easterly on E. Clybourn Street to the edge of Lake Michigan. All area and assessment figures stated above are based on City of Milwaukee (DCD) Records dated August 2015 and the City of Milwaukee Website.

III. PROPOSED OPERATING PLAN

A. PLAN OBJECTIVES

The specific objective of BID-2 is to develop, redevelop, maintain, operate, promote, and advertise the area of the Historic Third Ward, identified herein as the "District." It is intended that the Board of BID-2 shall have all powers authorized by law, and by this Plan including, but not limited to the following powers in carrying out its objectives:

B. PROPOSED ACTIVITIES – YEAR 29

1. To undertake on its own account public improvements and/or to assist in development, underwriting or guaranteeing public improvements within the District.
2. To acquire, improve, lease and sell properties within the District, and otherwise deal in real estate as necessary to promote the economic development of the District and specifically those projects enumerated in the plan objectives as submitted.
3. To plan, implement, operate, maintain and finance a Streetscape improvements plan within the District (the "Streetscape Plan").
4. To plan, finance, construct, operate and maintain a Parking Structure on the northwest corner of North Milwaukee and East Chicago Streets (the "Third Ward Milwaukee Street Parking Structure").
5. To plan, finance, construct, operate and maintain a Parking Structure on the southeast corner of North Water and East Chicago Streets (the "Third Ward Water Street Parking Structure").
6. To plan, finance, construct, operate and maintain a riverwalk system through the District along the Milwaukee River (the "Riverwalk Project").
7. To help plan, finance, construct, operate and maintain the portion of the riverwalk that connects the Riverwalk Project to the Downtown Riverwalk ("Riverwalk Connector")
8. To plan, finance, construct, operate and maintain and/or assist in the creation of a public market on the north side of St. Paul Ave. between N. Water and N. Broadway (the "Milwaukee Public Market").
9. To plan, finance, construct, operate and maintain and/or assist in the creation of a public market annex at 346 N Broadway (Milwaukee Public Market Annex").
10. To enter into management agreements to have others manage the Public Market.
11. To enter into such agreements and extend such guarantees as necessary to acquire interests in land and property, borrow funds, design, develop and construct the Riverwalk Project.
12. To enter into agreements to refinance existing debt.
13. To assess against property in the TID No. 34 area, per the formula described hereafter, those amounts necessary to finance the debt service coming due from time to time under the bonds for the TID Improvements.
14. To enter into loan agreements as necessary with individual Riverwalk property owners on terms agreed upon to finance Riverwalk improvements necessary to the construction of the Riverwalk.
15. To enter into easement agreements as necessary with individual Riverwalk property owners on terms agreed upon as necessary to construct the Riverwalk.
16. To enter into a loan agreement, or agreements, with the City for funds necessary to finance the Riverwalk and/or Riverwalk improvements.
17. To assess against property in the District those amounts necessary to finance the loans and construction costs as described hereafter connected with the creation of the Riverwalk.
18. To use current and accumulated ramp revenues, as described in the Parking Ramp Cooperation and Development Agreement dated 6/13/94, to first pay normal and customary operation and maintenance costs of the structure, second fund repayment of City of Milwaukee Redevelopment Authority Bonds, issued for the Historic Third Ward Parking Facility Project, third, fund an interest rate stabilization reserve, fourth pay such normal and necessary borrowing expenses such as letter of credit fees, remarketing fees and bank trustee fees.
19. To enter into such agreements and to extend such guarantees as necessary to acquire interests in land and property, borrow funds, design, develop and construct the Water Street Parking

Structure, the Milwaukee Street Parking Structure, the Third Ward Streetscapes, the Third Ward Riverwalk, the Riverwalk Connector, the Public Market, the Public Market District, Public Market Annex and such other projects enumerated in the plan objectives.

20. To assess against property in BID-2 area, pursuant to the assessment formulas referred to herein, amounts necessary to meet any obligations entered into to acquire interest in land and/or property, borrow funds, design, develop, construct, operate and maintain the Water Street Parking Structure, the Milwaukee Street Parking Structure, the Third Ward Streetscapes, the Third Ward Riverwalk, the Riverwalk Connector, the Public Market, Public Market Annex, the Public Market District and such other projects enumerated in the plan objectives.
21. To take whatever action necessary to protect and maintain its status as a non-taxable governmental entity. As a BID, BID-2 is a quasi-governmental entity authorized by state statute; created, governed and appointed by the City through its legislative process, and as such, is for legal and tax purposes, an integral part of the creating municipality, both in terms of its structure and endeavors.
22. To OPERATE, MAINTAIN, LEASE and hold a SPECIAL PRIVILEGE for the ongoing financial and physical obligations of caring for and programming of the TID No. 11-funded Streetscape project.
23. To OPERATE, MAINTAIN, LEASE and hold a SPECIAL PRIVILEGE for a Parking Structure located at 212 North Milwaukee Street.
24. To OPERATE, MAINTAIN, LEASE and hold a SPECIAL PRIVILEGE for a Parking Structure located at 225 East Chicago Street.
25. To OPERATE, MAINTAIN, LEASE and hold a SPECIAL PRIVILEGE for the ongoing financial and physical obligations of caring for and programming of the Riverwalk Project.
26. To OPERATE, MAINTAIN, LEASE and hold a SPECIAL PRIVILEGE for the ongoing financial and physical obligations of caring for and programming of the Milwaukee Public Market and Annex
27. To promote new investment and appreciation in the value of existing investments of property in the District.
28. To develop, advertise and promote the existing and potential benefits of the District.
29. To manage the affairs of the District.
30. To apply for, accept and use grants and gifts for these purposes.
31. To contract with the Historic Third Ward Association, Inc., and others as necessary to carry out these goals.
32. To elect officers, hire employees and contract out work as are necessary to carry out these goals.
33. To increase police protection and add to the security of the District.
34. To make reimbursements, if necessary, out of its contingency fund for overpayments of BID-2 Assessments.
35. Maintain the appearance of the neighborhood by working to insure its safety and cleanliness.
36. Develop and implement a master operation and maintenance plan for the two Parking Structures, the Streetscapes and the Riverwalk Improvements.
37. Review additional possible funding instruments for Third Ward development.
38. Remit to the City the twelfth payment toward the Riverwalk loan in the amount of \$47,209 and the eighth payment of the Dockwall loan in the amount of \$36,522.40 for a total of \$83,731.40.

39. With the completion of the Riverwalk Connector, the City has requested that BID-2 take over the maintenance component of this project. This portion of the Riverwalk extends from the Clybourn St. Bridge to the Chase Bank building and is outside the area of BID-2. In return, the City will include a yearly Riverwalk Connector Maintenance Contribution to BID-2. For 2016 the amount shall be \$18,000.
40. Comply with reporting and notice requirements of public records law and open meeting law.
41. Enter into leases or other agreements with WISDOT or other entities as necessary to mitigate parking problems related to freeway reconstruction and other public improvements.
42. Enter into leases or other agreements with the City of Milwaukee or others to operate and maintain "pocket" parks and other publicly accessible areas to enhance the live, work and play quality of the area. (Appendix W)
43. Enter into leases or other agreements with the City of Milwaukee or others to develop, operate and maintain the north extension of Riverwalk Park located east of river, west of Water Street from St. Paul Avenue to Clybourn Street.
44. To enter into agreements to complete public improvements as approved in the Third Amendment of TID 56 involving North Milwaukee Street and East Corcoran Street.
45. In addition, the Business Improvement District has agreements that the Historic Third Ward Association (HTWA) will do the following in 2016:
 - Continue to carry out HTWA strategic plan that was updated in January 2002.
 - Update the Strategic Plan of 2002 taking in consideration the changes within the District during the last 14 years.
 - Continue to participate in the implementation of the City of Milwaukee's Master Plan.
 - Continue the Graffiti Removal Program. Submit an application for a City of Milwaukee grant, if available.
 - Continue to use the "Space Available Listing" as a means of marketing available property in the Third Ward. The "listing" is available on both hard copy and on the HTWA website.
 - Continue to promote the Seasonal Trolley system.
 - Maintain the in-house bookkeeping, payroll and monthly financial reporting system that began in 1997.
 - Continue to enhance HTWA benefits of membership.
 - Support the efforts of the "Third Ward Arts Committee" which was formed in 2000. Members include Third Ward theater groups, dance companies, galleries, artists, and MIAD. Their goal is to promote the Ward as a destination spot for the Arts and have the support of not only the Historic Third Ward Association but also including the Wisconsin Department of Tourism and the United Performing Arts Fund.
 - Coordinate events, promotion and advertising. Special events will be Christmas in the Ward, (4) Gallery Nights, *Artscape – A Third Ward Sculpture Walk*; and the Third Ward Art Festival. Sizzlin Saturdays has moved to the Milwaukee Public Market. Summer Sizzle Jazz Festival is on hiatus until further notice.
 - Continue to offer the merchant/business coupon validation program and the monthly parking rates at both the Milwaukee and Water Street Parking Structures.
 - Coordinate rental of parks and maintain yearly calendar.
 - In cooperation with Milwaukee World Festival, Inc., continue to address issues including crowd control, traffic, crime and clean up during events, especially during Summerfest.

- Extend the banner program to include Harbor Drive. All Third Ward banners shall be 30" x 80", other than those located at the ICC, which shall be 24" x 48".
- Continue to hang "Third Ward Art District" banners on existing hardware throughout the Ward, a promotional effort that began in 2000.
- Maintain ongoing involvement with the Collaborative Downtown Association to develop retail and marketing strategies.
- Maintain a position on Board of the Alliance for Downtown Parking and Transportation to develop transportation strategies. These include redesign issues of the Park East Freeway and Marquette Interchange, on and off street parking, the connector study, mass transit, etc.
- Maintain ongoing involvement with the Friends of Lakeshore State Park.
- Continue efforts of our street beautification program with the intent of making the Third Ward the downtown "Flower District." Increase the hanging flower basket program utilizing 216 baskets on 108 poles.
- Continue to plant flowers in the 22 garbage cans-turned flower containers and the flowers boxes around the mid-block parks, as well as 6 planters on Buffalo Street stub end. Continue the Snow Removal Program for properties in the historic area.
- Enter into leases or other agreements with the BID No. 2 or others to operate and maintain "pocket" parks and other publicly accessible areas to enhance the live, work and play quality of the area. (Appendix W)
- Accept donations and grants on behalf of the Milwaukee Public Market project.
- Enter into such agreements as necessary to manage and operate the Milwaukee Public Market
- Continue operation of an office for the District to promote new development, including the following services:
 - Maintain the current Space Available web listing and fax program. Respond to questions about available space for leasing or purchase.
 - Promote publicity and media coverage of District activities.
 - Arrange for security and increased police protection, especially during the festival season.
 - Revise, publish and distribute business-to-business directories, brochures, and other promotional materials.
 - Plan and coordinate special events.
 - Prepare the quarterly e-wire *E-Scapes*, introducing new businesses and providing information to all members and constituents.
 - Continue to promote the Third Ward Sidewalk Sale and Small Business Saturday (formerly known as Black Friday Shopping) and Diva Night for Third Ward merchants.
 - Continue to hold Security meetings for all businesses, property owners and residents. Held quarterly on the second Tuesday, it brings awareness of the crime that is happening in our neighborhood and surrounding areas. The MPD is represented by the crime prevention officer and at times the Captain of the First District.
 - Continue to update the Website on an as-needed basis ensuring all posted information is accurate and up-to-date. Continue doing mass-emails to all Third Ward businesses for announcing neighborhood news and events.

- Promote all events, sales, promotion and activities on Social Media using Facebook and Twitter.
- Continue to provide all necessary support for the Public Market and Public Market District Projects, act as a fiscal agent for contributions, buying, leasing or otherwise dealing in land when necessary, act as agent for contracted services, apply for and accept on behalf of the Public Market public and/or private grants and/or loans and whatever else is necessary to complete these projects.
- Green Space Initiative: Continue and expand efforts to identify and support the development of public green space. This may be accomplished by independent action, or preferably in conjunction with nearby or other stakeholders. Administrative and operational support may be provided. Act as an agent for contracted services, apply for and accept public and/or private grants and/or loans and whatever else is necessary to complete these projects.
- Continue to work with the City regarding Third Ward Street lighting issues.

C. PROPOSED 2016 BUDGET FOR YEAR TWENTY NINE

See Appendix, Exhibit T attached hereto and incorporated herein.

D. FINANCING METHOD

The proposed expenditures will be financed from revenues collected from general BID and Private Property assessments for Operating, Riverwalk Construction, Riverwalk Maintenance, and Special Assessments. It is estimated that the budget will raise \$573,030 through these assessments detailed on Appendix, Exhibit D, attached hereto and incorporated herein. Separately from this plan, as part of the City budget process, the City of Milwaukee shall contribute \$18,000 in support of the District and \$18,000 to maintain the Riverwalk Connector (a partnership including the City, Downtown Riverwalk District, and BID 2) portion of the Riverwalk. If for any reason, the City does not authorize in its budget process the contribution of \$18,000 for the maintenance of the Riverwalk Connector, the City will take over the full responsibility of maintaining it.

E. ORGANIZATION OF BID BOARD

The Board of BID-2 (Board) primary responsibility will be the implementation of the District Operating Plan. This will require the Board to negotiate with providers of services and materials to carry out the plan; to enter into various contracts; to monitor development activity; to revise periodically the District plan and to ensure District compliance with the provisions, applicable statutes and regulations.

State law requires that the Board is composed of at least 5 members and that a majority of the Board members be owners or occupants of property within the District.

BID-2 Board has been structured and is operating as follows:

- Board size - 9 members.
- Composition – at least seven members are owners or occupants of property within the District. Any non-owner or non-occupant appointed to the Board shall be a resident of the City of Milwaukee.

- Term - Appointments to the Board are for a period of 3 years except that initially 3 members were appointed for a period of 2 years, and 3 members were appointed for a period of 1 year, each term ending on March 22 of the applicable year.
- Compensation - None.
- Meetings - All meetings of the Board shall be governed by the Wisconsin Open Meetings law.
- Record Keeping - Files and records of the Board's affairs shall be kept pursuant to public record requirements.
- Staffing - The Board may employ staff and/or contract for staffing services pursuant to this Plan and subsequent modifications thereof.
- Meetings – The Board shall meet regularly, at least annually, in keeping with the by-laws as stated in Appendix, Exhibit F. The Board shall adopt rules of order to govern the conduct of its meetings.
- The Board shall submit to the City the results of its annual audit, which shall be conducted by a qualified certified public accountant.

The following have been appointed by the Mayor to the Board and are currently serving as members:

Kendall Bruenig
Marianne Burish
Michael Gardner
Robert Joseph
Robert Monnat
Ann Pieper Eisenbrown
Ronald San Felippo
Greg Uhen

F. RELATIONSHIP TO HISTORIC THIRD WARD ASSOCIATION

BID-2 shall be a separate entity from the Historic Third Ward Association, Inc. (HTWA) notwithstanding the fact, that members, officers and directors of each may be on each board. The HTWA whose board consists of 24 members 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 its contact with the BID-2 Board, and may, and it is intended, shall, contract with BID-2 to provide services to BID-2, in accordance with BID-2's operating plan. Any contracting with HTWA to provide services to BID shall be exempt from the requirements of 62.15, Wis. Statutes because such contracts shall not be for the construction of improvements or provision of materials. If BID-2 does contract for the construction of improvements or provision of materials, it shall follow the requirements of such statutes to the extent applicable. Further, the annual accounting required under 66.1109 (3)(c), Wis. Statutes, shall be deemed to fulfill the requirements for 62.15(14) Wis. Statutes. BID-2 Board and the City shall comply with the provisions of 66.1109 Wis. Statutes, before the City inserts assessments for this BID plan onto the tax bills for the parcels assessed hereunder, only to the extent required by law, to create a lien on the parcels assessed.

IV. METHOD OF ASSESSMENT AND DISBURSEMENT

BID-2 voted on September 10, 2003 to change its Assessment Formula to a value based method that uses the City's Assessed Valuation, as on Jan 1, of the same year, as the determination factor to assess individual property owners of their share of the Assessments.

A. ASSESSMENT RATE AND METHOD

i. THE GENERAL ASSESSMENT

The variables used to determine the regular annual General Assessments are:

1. Value of the property as of January 1, of the year the Assessment is calculated, as determined by the City Assessors' Office.
2. The Gross amount of the assessment.

The assessment methodology will work as follows:

Step 1.

Add up the value of all property subject to BID-2 Assessment.

Step 2.

Divide the amount of the assessment by the total value of the property (see 1 above) to create a valuation factor or mil rate.

Step 3.

Multiply the valuation factor times the assessed value of the property to determine each BID-2 Assessment on a property by property basis.

Step 4.

After compliance with the provision of Article IV, herein, the amount of regular assessment and contingent assessment for each parcel shall be submitted to the City of Milwaukee which shall include it as a separate line item on the real estate tax bill for that parcel next issued. The City shall collect such assessment with the taxes as a special charge, and in the same manner as such taxes, and shall turn over all monies so collected to BID-2 Board for distribution in accordance with BID-2 Plan by the 15th day of the month following such collection. All BID-2 Assessments shall be held by the City in a segregated account until it is released to BID-2 Board as provided herein.

As of January 1, 2015, the property in the District had a total assessed value of over \$289,953,800. This plan proposed to assess the property in the district at a rate of \$1.72 per \$1,000 of assessable value. This does not include special assessments agreed to by specific parcels.

Appendix Exhibit D lists the total amount to be raised through assessments in 2016 (Year Twenty Nine) and the projected assessment for each parcel within BID-2. These assessment figures are estimates. They are based upon the following assumptions:

1. The budget contained herein is adopted.
2. Assessed values within the District are not changed from the Tax Commissioner's August 2015 figures.

3. The total number of parcels assessed under the Plan are parcels identified in Appendix, Exhibit D.

Assessments will vary if any or all of these assumptions prove incorrect. However, it is unlikely that actual costs, floor areas, land areas, assessed values and bonding factors will vary enough from assumed conditions to produce significant changes in projected assessments.

Assessments for individual parcels within BID-2 will be established each year over the life of the District. Thus, as parcels increase or decrease in value, their assessment obligations will change.

The assessment method is designed to reflect changing conditions with BID-2. If potential benefits increase for a particular parcel (e.g., if floor area is added or new construction takes place), the assessment value relative to other parcels will increase. If potential benefits decrease (e.g., if a building is demolished), the assessment value relative to other parcels will decrease. Any BID-2 Assessments collected by the City before or after the plan year for which the Assessments were made, shall be delivered to BID-2 Board by the 15th of the month following the month during which such sums were collected, and are to be used by BID-2 Board in the same manner as if received during the applicable Plan Year. This provision is intended to govern BID Assessments prepaid in December prior to the applicable Plan Year, as well as to delinquent and late payments made after the Plan Year.

The Board shall prepare and make available to the public and the City annual reports describing the current status of BID-2, including expenditures and revenues, at the same time it submits its amended Plan to the City for the following year. This report shall include an independent certified audit of the implementation of the Plan, which shall be forwarded to the City, and which shall be paid for out of BID-2's budget.

The presentation of this Plan to the City shall be deemed a standing order of the Board under Sec. 66.1109(4) Wis. Statutes to disburse BID-2 Assessments without necessity of an additional disbursement agreement, disbursement method, or accounting method.

Disbursements made under this Plan shall be shown in the City's Budget as a line item. Disbursement procedures shall be as follows: the City shall forward a check for the full amount of the assessment minus that which is assessed for replenishing the Bond Reserves for the Water Street Parking Structure, if any is due, to the offices of BID-2.

ii. THE RIVERWALK ASSESSMENT

Those properties identified in Appendix, Exhibit J "Riverwalk Development Agreement", which are operational, will be assessed per the methodology outlined in BID-2 No. 2 First Amendment to 1998 Operating Plan, incorporated herein as Appendix, Exhibit I beginning in 2004 (Plan Year 17).

iii. THE DOCKWALL ASSESSMENT

Those properties whose dock walls have been completed and which are identified in Appendix, Exhibits O(1) through O(6) will be assessed per their agreements with BID-2.

iv. RIVERWALK MAINTENANCE ASSESSMENT

Those properties identified in Exhibit J "Riverwalk Development Agreement", which were operational, were assessed per the methodology outlined in BID-2 No. 2 First Amendment to 1998 Operating Plan, and such additional Amendments as have succeeded it, incorporated herein as Appendix, Exhibit I, beginning in 2004 (Plan Year 17).

With the addition of the Riverwalk Connector Project identified in Appendix, Exhibit R "Fifth Amendment to Riverwalk Development Agreement" and Appendix, Exhibit S "Sixth Amendment to the Riverwalk Development Agreement," the City has agreed to fund BID-2 with an \$18,000 City Contribution toward maintaining this publicly owned portion, beginning in 2006 (Plan Year 19). In the event the \$18,000 is not allocated in the budget to BID-2 then the responsibility for maintaining the Riverwalk Connector shall be the City's.

With the addition of the Riverwalk Connector between MIAD and River Renaissance the City has asked BID No.2 to take on the annual cost of approximately \$200 to power three 70watt HPS lights and to replace as necessary. MIAD has agreed to connect the lights to their power source and will be reimbursed annually by BID No.2 before the end of each fiscal year, on or before May 31st. The City is responsible for all other maintenance of this Connector portion.

v. CONTINGENT ASSESSMENTS

To guarantee the repayment of bond interest for monies borrowed through RACM, to finance the construction of the Third Ward Water Street Parking Structure, BID-2 pledged to assess for any shortfall in the debt service reserve account, as described in BID-2 Third Amendment to 1998 Operating Plan, attached hereto as Appendix, Exhibit M. Any contingent assessment for this purpose shall be paid based on the General BID Assessment methodology.

The actual yearly assessment for each parcel will be established when the Common Council adopts the annual operating plan update. Appendix, Exhibit D shows the percentage of payment allocated to each parcel in BID-2 using the City's August, 2015 figures.

B. EXCLUDED AND EXEMPT PROPERTY

The Business Improvement District law requires the plan to include several specific statements:

1. Wis. Stats. 66.1109 (1)(f)(1m): the District 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 standard formula, because it is assumed that they will benefit from development in the District.
2. Wis. Stats. 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 Appendix, Exhibit D, as revised each year.
3. Wis. Stats. 66.1109 (1)(f)(5): A legal Opinion from the City of Milwaukee Attorney indicating that the plan complies with all applicable provisions of State law is attached to this section as Appendix, Exhibit G.
4. This Plan relies on the procedures adopted by the Common Council (Appendix, Exhibit E) and the City Attorney to review and express an opinion as to its legal sufficiency prior to action by the Common Council to adopt this plan as part of its budget.

Any property status change, after the submittal of the operation plan, that results in a refund of BID fees will be refunded and paid out of the 2016 budget.

V. RELATIONSHIPS TO THE COMPREHENSIVE PLAN AND THE ORDERLY DEVELOPMENT OF THE CITY

A. CITY PLANS

Historic building development became an important component of the City's overall downtown revitalization efforts beginning with the Grand Avenue Mall project. A "Master Plan" of Urban Design and Development Potentials for the Historic Third Ward was prepared with Milwaukee Department of City Development, in September of 1986. This Master Plan identified the need for and potentials of development in the Third Ward, and suggested BID-2 method for accomplishing such goals. This Plan is an outgrowth of these recommendations. The City has subsequently undertaken a number of planning studies involving the District, including a Downtown Master Plan, the development of Architectural Review Design Guidelines and the Third Ward Neighborhood Comprehensive Plan. These build on the original Third Ward Master Plan by putting the District in context with the City's Downtown and setting up standards, which promote the goals identified in the original Master Plan.

Creation of a Business Improvement District to facilitate District development is consistent with the City's plans and promotes the orderly development of the City in general and the Downtown area in particular.

B. CITY ROLE

The City of Milwaukee is committed to helping private property owners in the District promote its development. To this end, the City intends to play a significant role in the creation of the District and in the implementation of the development plan. In particular, the City will:

1. Pay the contribution adopted by the City in its budget process, referenced in IV, above, applied against the following parcels of public land:

3610926111		3921732000	3970115111
3920623110	3921479100	3921734000	3970115112
3920624110	3921481000	3921735000	3978003000
3920631111	3921486210	3921736000	3978004000
3920636111	3921489100	3922167100	3978007000
3920757111	3921490111		4290124111
3920778100	3921492110	3922178120	4290124200
3920860100	3921493111	3922187113	4298001000
3920879110	3921727100	3922187114	4299998000
3920964000	3921728000	3960001100	4299999000

2. Act as staff to the District through adoption of this plan and provide assistance as appropriate thereafter.
3. Monitor, and when appropriate, apply for outside funds that could be used in support of the District.
4. Collect assessments, maintain in a segregated account and disburse the revenues of the District to BID-2, along with identification of those BID-2 assessments included in the disbursement.
5. Review annual audits as required per 66.1109(3) (c) of the BID Statute.
6. Provide the Board, through the Tax Commissioner's Office, on or before September 1 of each plan year, the official City records on assessed value and land area and building square footage

for each tax key number within the District, as of January 1 of each plan year, for the purpose of calculating BID-2 assessments.

7. Encourage the County, State, and Federal Governments to support the activities of the District.

VI. PLAN APPROVAL PROCESS

A. PUBLIC REVIEW PROCESS

The Wisconsin Business Improvement District law establishes a specific process for reviewing and approving the creation and operation of BID's. In addition to being subject to the open meetings law a BID is required to provide annual audited financial statements to the City. Additions or amendments to a BID's Operating Plan must be passed as by the municipality's legislative process. All appointments to a BID board must be nominated by the chief municipal officer and approved by the governing body.

All of the statutory requirements to create BID-2 were followed and are on file with the City's Legislative Reference Bureau.

i. Changes to the Operating Plan

Specifically the statute allows BID-2 to change its Operating Plan annually or at other times by amendment, in both cases the process follows the same procedure.

- The Economic Development Committee of the Common Council reviews the proposed changes to BID-2 Operating Plan at a public meeting and makes a recommendation to the full Council.
- If the Common Council approves it is forwarded to the Mayor for final approval.

ii. Annual appointment of BID-2 Board Members

Appointment of BID Board members is provided for under 66.1109 (3)(a) Wis. Statutes. The responsibility of the Board shall be as follows:

1. The nominating committee of BID Board No. 2 will forward, as board members terms expire or vacancies occur, a list of potential board members to the office of the Mayor 60 days prior to the expiration of such board member's term or as vacancies occur.
2. The Mayor will appoint members to the District Board with expiring terms at least 30 days prior to the expiration of such board member's term.
3. The Economic Development Committee of the Common Council will review the Mayor's nomination at a public meeting and will make a recommendation to the full Common Council.
4. The Council will act on said recommendation.

VII. FUTURE YEARS OPERATING PLANS

A. PHASED DEVELOPMENT

It was anticipated that BID-2 would continue to revise and develop its operating plan annually, in response to changing development needs and opportunities within the District, subject to the purposes and objectives defined herein.

Section 66.1109(3)(b) of the Business Improvement District law permits the Board to annually review and make changes as appropriate in the District operating plan. Therefore, while this document outlines in general terms the complete development program, it focuses on Year Twenty Nine activities for calendar year 2016 (Plan Year), and information on specific land areas, building square footage, assessed values, budget amounts and assessment amounts.

This 2016 BID-2 Operating Plan will continue to apply the assessment formula against the assessed value as determined by the City as of January 1, 2015, to raise funds to meet the 2016 annual budget. The method of assessing shall not be materially altered except with the consent of the City as approved in the Operating Plan.

B. AMENDMENT, SEVERABILITY AND EXPANSION

This Business Improvement District 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 said decision will not invalidate or terminate the Business Improvement District and this Business Improvement District Plan should 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 Business Improvement District so as amongst other things to exclude or include as assessable properties, a certain class or classes of properties, then this BID plan may be amended by the Common Council of the City of Milwaukee as and when it conducts its annual budget approval and without necessity to undertake any other act. All of the above is specifically authorized under Section 66.1109(3) (b).

APPENDICES

The following are the Appendices of the current and previous Business Improvement District No. 2 Operating Plans, and are incorporated herein by reference, unless amended by this document:

- C. BUSINESS IMPROVEMENT DISTRICT STATUTE**
- D. PETITION FOR CREATION OF BID DISTRICT**
- E. BID BOUNDARIES (MAP)**
- F. YEAR 29 ASSESSMENT AND METHODOLOGY**
- G. COMMON COUNCIL RESOLUTION CREATING BUSINESS IMPROVEMENT DISTRICT NO. 2**
- H. BID NO. 2 BY-LAWS**
- I. STATEMENT OF CITY ATTORNEY**
- J. DEVELOPMENT OF RIVERWALK PROJECT**
- K. FIRST AMENDMENT TO BID NO. 2 1998 OPERATING PLAN**
- L. RIVERWALK DEVELOPMENT AGREEMENT**
 - (a) Description and Timetable for Completion of all Project Segments
 - (b) Estimate Schedule of Repayments
 - (c) Estimated 2nd Year Riverwalk Project Assessments Per Property
 - (d) Estimated Riverwalk Project Budget
- M. SECOND AMENDMENT TO BID NO. 2 1998 OPERATING PLAN**
- N. DEVELOPMENT OF WATER STREET PARKING STRUCTURE**
- O. THIRD AMENDMENT TO BID NO. 2 1998 OPERATING PLAN**
- P. DOCKWALL DEVELOPMENT LOAN AGREEMENT**
- Q. 2016 FISCAL YEAR DOCKWALL ASSESSMENTS PER PROPERTY**
 - (1) 301 North Water
 - (2) 333 North Water
 - (3) 105 North Water
 - (4) 225 North Water
 - (5) 223 North Water
 - (6) 233 North Water
- R. FOURTH AMENDMENT TO RIVERWALK DEVELOPMENT AGREEMENT, FIRST AMENDMENT TO DOCKWALL DEVELOPMENT LOAN AGREEMENT AND THIRD AMENDMENT TO COOPERATION AGREEMENT**
- S. FIRST AMENDMENT TO RIVERWALK DEVELOPMENT AGREEMENT FOR MIAD AND FOURTH AMENDMENT TO COOPERATION AGREEMENT FOR 511 E. MENOMONEE AND 151 N. JACKSON ST BLIGHT DESIGNATION PROJECT**
- T. FIFTH AMENDMENT TO RIVERWALK DEVELOPMENT AGREEMENT**
- U. SIXTH AMENDMENT TO RIVERWALK DEVELOPMENT AGREEMENT**
- V. 2016 BUDGET FOR YEAR 29**
- W. RESOLUTION DISSOLVING TID 11**
- X. THIRD WARD STREETLIGHT AGREEMENT WITH THE CITY**
- Y. CATALANO SQUARE AND ERIE STREET PLAZA LEASE AND 1ST AMENDMENT TO CATALANO SQUARE LEASE**

Z. THIRD AMENDMENT TO TID 56

2016 Business Improvement District No. 2 Property Assessments

The Key No.	Property Class	Address	Unit	Street	Owner	Gross Land Area Sq. Ft.	Gross Bldg. Area Sq. Ft.	Total Gross Area Sq. Ft.	Assessed Valuation	BID - 2 Assessment	BID-2 Assessment Breakdown	Special Assessment	Driveway Assessment	Riverwalk Construction	Riverwalk Maintenance	Total Assessment
		Number			Totals				Land	Improvements	Total		RW Const	RW Maint		
36103231000-7	SME	412 N.	-	420 N.	Walker's Landing Assoc	18,400	18,840	37,240	\$ 65,200	\$ 221,915,000	\$ 289,583,800	\$ 500,000	\$ 30,251	\$ 30,497	\$ 10,800	\$ 594,793.73
3920231100-1	MFG	125 N.	-	128 N.	Hent Hoffman Co Inc	14,375	33,300	47,675	\$ 387,700	\$ 377,300	\$ 765,000	\$ 2,699.23	\$ 98.97	\$ 99.45		\$ 974.64
3920232000-0	MER	105 N.	-	108 N.	Line Real Estate Serv LLC	9,500	5,807	15,307	\$ 287,700	\$ 372,300	\$ 660,000	\$ 1,138.12	\$ 68.84	\$ 69.42		\$ 2,699.23
3920232100-1	MER	317 N.	-	320 N.	ML Acquisitions LLC	2,688	7,852	10,540	\$ 85,000	\$ 845,000	\$ 930,000	\$ 1,292.27	\$ 76.37	\$ 76.39		\$ 1,650.00
3920232200-7	MER	321 N.	-	324 N.	321 N Broadway Subj(Ghee)	2,878	7,415	10,294	\$ 85,000	\$ 845,000	\$ 930,000	\$ 1,292.27	\$ 76.37	\$ 76.39		\$ 1,650.00
3920240000-5	MER	400 N.	-	403 N.	HTVA (Merlet)	23,294	32,305	55,599	\$ 696,800	\$ 1,756,200	\$ 2,453,000	\$ 4,198.94	\$ 53.73	\$ 54.17		\$ 888.08
3920244000-7	MER	333 N.	-	336 N.	Palmy & Paul, Inc	34,400	34,400	68,800	\$ 1,207,500	\$ 2,720,000	\$ 3,927,500	\$ 12,667.53	\$ 254.04	\$ 256.11		\$ 1,980.00
3920248000-3	MER	301 N.	-	304 N.	DCC-309 Renaissance LLC	18,250	132,480	150,730	\$ 447,500	\$ 6,798,500	\$ 7,246,000	\$ 12,667.53	\$ 11,298.48	\$ 11,298.48		\$ 23,430.34
3920249000-9	MER	245 N.	-	248 N.	River View Lfcs LLC	6,984	31,957	38,941	\$ 205,500	\$ 2,980,500	\$ 3,186,000	\$ 3,308.43	\$ 322.38	\$ 325.00		\$ 6,144.43
3920250000-4	MER	235 N.	-	238 N.	The Saddle LLP	12,144	73,920	86,064	\$ 364,300	\$ 3,726,700	\$ 4,091,000	\$ 7,058.02	\$ 427.02	\$ 430.50		\$ 14,002.02
3920251000-5	MER	223 N.	-	226 N.	LOPS LLC	7,392	32,000	39,392	\$ 215,900	\$ 2,074,100	\$ 2,290,000	\$ 3,957.53	\$ 239.44	\$ 241.39		\$ 5,466.00
3920252000-0	MER	221 N.	-	224 N.	Demco Wisconsin 4 LLC	7,260	19,440	26,700	\$ 111,800	\$ 1,756,200	\$ 1,868,000	\$ 3,221.20	\$ 184.89	\$ 186.47		\$ 7,622.20
3920253000-0	MER	217 N.	-	220 N.	Holmfort Properties, Inc	2,760	7,200	9,960	\$ 82,800	\$ 392,200	\$ 475,000	\$ 819.10	\$ 719.58	\$ 749.56		\$ 1,819.10
3920254000-6	MER	215 N.	-	218 N.	Holmfort Properties, Inc	2,760	7,200	9,960	\$ 82,800	\$ 392,200	\$ 475,000	\$ 819.10	\$ 719.58	\$ 749.56		\$ 1,819.10
3920255000-1	MER	213 N.	-	216 N.	WT 215 N. Water LLC	5,520	27,520	33,040	\$ 165,600	\$ 2,919,400	\$ 3,085,000	\$ 5,318.82	\$ 321.66	\$ 324.48		\$ 5,719.82
3920256000-X	MER	239 E.	-	242 E.	233 LLC (Park Lot on River)	4,680	-	4,680	\$ 162,900	\$ 4,200	\$ 167,100	\$ 288.15	\$ 17.43	\$ 17.58		\$ 288.15
3920256000-1	MER	177 N.	-	180 N.	Holmfort Properties, Inc(Park Lot)	4,620	-	4,620	\$ 160,800	\$ 6,200	\$ 167,000	\$ 287.97	\$ 17.42	\$ 17.56		\$ 287.97
3920256000-5	MER	177 N.	-	180 N.	Rosenblatt Prop Exchange LLC	7,200	21,600	28,800	\$ 216,000	\$ 1,485,000	\$ 1,701,000	\$ 2,933.23	\$ 177.47	\$ 178.91		\$ 2,933.23
3920257000-7	MER	167 N.	-	170 N.	173 Broadway LLC (M.Burish)	7,200	12,000	19,200	\$ 216,000	\$ 1,134,000	\$ 1,350,000	\$ 2,327.86	\$ 140.85	\$ 141.99		\$ 2,227.86
3920258000-2	MER	159 N.	-	162 N.	Alder Bldg. SC	7,200	14,840	22,040	\$ 216,000	\$ 815,000	\$ 1,031,000	\$ 1,429.88	\$ 96.70	\$ 97.40		\$ 1,429.88
3920259000-8	MER	151 N.	-	154 N.	Stuart Fishery Trust (Park Lot)	7,200	-	7,200	\$ 251,600	\$ 1,000	\$ 252,600	\$ 436.58	\$ 26.35	\$ 26.57		\$ 436.58
3920260000-0	MER	141 E.	-	144 E.	222 East Erie Assol(Greywolf)	22,160	88,810	110,970	\$ 665,500	\$ 6,262,500	\$ 6,928,000	\$ 11,946.73	\$ 722.80	\$ 726.68		\$ 11,946.73
3920261000-X	MER	124 N.	-	127 N.	124 N Water LLC	8,691	4,607	13,298	\$ 260,700	\$ 883,300	\$ 1,144,000	\$ 1,627.85	\$ 143.07	\$ 144.95		\$ 1,627.85
3920261000-2	MER	130 N.	-	133 N.	Bld No. 2 (Water St. Structure)	28,532	151,090	179,622	\$ 859,400	\$ 3,277,000	\$ 4,136,400	\$ 6,265.64	\$ 451.51	\$ 453.02		\$ 7,132.17
3920261000-3	MER	241 N.	-	244 N.	Childe Place LLC	14,817	11,850	26,667	\$ 44,500	\$ 866,500	\$ 911,000	\$ 1,812.35	\$ 103.55	\$ 103.54		\$ 1,915.89
3920262000-8	MER	217 N.	-	220 N.	241 North Broadway Holdings LLC	19,662	99,450	119,112	\$ 599,900	\$ 8,475,100	\$ 9,075,000	\$ 15,631.81	\$ 945.78	\$ 953.45		\$ 15,631.81
3920263000-5	MER	217 N.	-	220 N.	Island Investment Holdings	5,538	5,520	11,058	\$ 166,100	\$ 81,900	\$ 248,000	\$ 427.82	\$ 86.39	\$ 87.08		\$ 427.82
3920264000-5	MER	217 N.	-	220 N.	The Design Workshop LLC	3,600	10,680	14,280	\$ 108,000	\$ 811,000	\$ 919,000	\$ 1,584.74	\$ 139.20	\$ 140.85		\$ 1,584.74
3920264000-X	MER	203 N.	-	206 N.	213 LLC c/o Margaret Marlin	7,200	28,800	36,000	\$ 216,000	\$ 727,000	\$ 943,000	\$ 1,626.11	\$ 99.38	\$ 99.38		\$ 1,626.11
3920265000-5	MER	224 N.	-	227 N.	Rudolf Real Estate Trust (Ona Tru)	7,200	14,400	21,600	\$ 216,000	\$ 138,000	\$ 354,000	\$ 610.44	\$ 36.53	\$ 37.23		\$ 610.44
3920266000-1	MER	218 N.	-	221 N.	Rubin 224 East Chicago LLC	31,025	113,758	144,783	\$ 948,900	\$ 6,785,200	\$ 7,734,100	\$ 13,336.60	\$ 803.89	\$ 813.45		\$ 13,336.60
3920267000-6	MER	218 N.	-	221 N.	SD Real Est Group LP	3,480	12,700	16,180	\$ 102,000	\$ 1,845,000	\$ 1,947,000	\$ 1,510.59	\$ 91.39	\$ 92.14		\$ 1,510.59
3920268000-7	MER	230 N.	-	233 N.	Jerry A. Mitchell	10,193	39,450	49,643	\$ 306,100	\$ 742,900	\$ 1,049,000	\$ 1,868.90	\$ 106.44	\$ 110.33		\$ 1,868.90
3920269000-8	MER	230 N.	-	233 N.	George Beck & Joseph Bernstein	7,590	-	7,590	\$ 277,700	\$ 1,300	\$ 279,000	\$ 481.11	\$ 29.11	\$ 29.34		\$ 481.11
3920270000-3	MER	221 E.	-	224 E.	George Beck & Joseph Bernstein	15,897	121,334	137,231	\$ 470,500	\$ 4,497,100	\$ 4,967,600	\$ 8,049.55	\$ 483.01	\$ 489.97		\$ 8,049.55
3920271000-4	MER	221 E.	-	224 E.	Libert Properties LLC	9,302	29,853	39,155	\$ 279,100	\$ 515,900	\$ 795,000	\$ 1,370.91	\$ 82.94	\$ 83.82		\$ 1,370.91
3920272000-9	MER	231 E.	-	234 E.	231 East Bridge Partners	9,000	37,500	46,500	\$ 270,000	\$ 1,845,000	\$ 2,115,000	\$ 3,647.13	\$ 220.65	\$ 222.45		\$ 3,647.13
3920273000-4	MER	343 N.	-	346 N.	Nelson Development Corporation	7,200	27,666	34,866	\$ 216,000	\$ 1,071,000	\$ 1,287,000	\$ 2,219.32	\$ 134.27	\$ 135.37		\$ 2,219.32
3920274000-X	MER	339 N.	-	342 N.	Jennaro Bros. Inc (339)	3,300	6,466	9,766	\$ 98,000	\$ 135,000	\$ 233,000	\$ 403.51	\$ 24.41	\$ 24.61		\$ 403.51
3920275000-5	MER	339 N.	-	342 N.	Shenwood Manor V LLC (3217)	3,300	8,486	11,786	\$ 98,000	\$ 455,000	\$ 553,000	\$ 955.33	\$ 57.80	\$ 58.27		\$ 955.33
3920276000-0	MER	331 N.	-	334 N.	Jennaro Bros. Inc (331)	2,866	7,415	10,281	\$ 86,800	\$ 117,400	\$ 204,200	\$ 351.78	\$ 21.28	\$ 21.46		\$ 351.78
3920277000-1	MER	328 N.	-	331 N.	Commission Properties	14,800	48,723	63,523	\$ 428,400	\$ 6,097,000	\$ 6,525,400	\$ 11,263.52	\$ 680.85	\$ 686.40		\$ 11,263.52
3920278000-0	MER	328 N.	-	331 N.	Genex Properties	4,897	8,250	13,147	\$ 148,500	\$ 454,100	\$ 602,600	\$ 1,036.37	\$ 62.70	\$ 63.21		\$ 1,036.37
3920279000-5	MER	330 N.	-	333 N.	George Beck & Joseph Bernstein	24,312	112,528	136,840	\$ 724,400	\$ 3,466,600	\$ 4,191,000	\$ 6,516.55	\$ 423.71	\$ 428.85		\$ 6,516.55
3920280000-7	MER	341 N.	-	344 N.	342 North Water LLC	7,200	43,200	50,400	\$ 216,000	\$ 3,885,000	\$ 4,101,000	\$ 6,726.53	\$ 405.99	\$ 410.30		\$ 6,726.53
3920281000-2	MER	341 N.	-	344 N.	SLH Properties LLC (Aveah)	7,200	43,200	50,400	\$ 216,000	\$ 3,885,000	\$ 4,101,000	\$ 6,726.53	\$ 405.99	\$ 410.30		\$ 6,726.53
3920282000-0	MER	341 N.	-	344 N.	Jennaro Bros. Inc (Bldg Bldg)	7,200	26,400	33,600	\$ 216,000	\$ 822,000	\$ 1,038,000	\$ 1,462.30	\$ 86.47	\$ 86.99		\$ 1,462.30
3920283000-2	MER	341 N.	-	344 N.	BID 106. 2 (Bendish)	7,200	6,084	13,284	\$ 216,000	\$ 681,000	\$ 897,000	\$ 1,546.60	\$ 93.59	\$ 94.35		\$ 1,546.60
3920284000-3	MER	219 N.	-	222 N.	Budger Investments LLC	12,000	-	12,000	\$ 418,400	\$ 1,000	\$ 419,400	\$ 724.55	\$ 43.66	\$ 44.22		\$ 724.55
3920285000-0	MER	219 N.	-	222 N.	Budger Investments LLC	24,000	135,100	159,100	\$ 720,000	\$ 3,597,000	\$ 4,317,000	\$ 7,444.29	\$ 450.39	\$ 454.06		\$ 7,444.29
3920286000-7	MER	341 N.	-	344 N.	Chicago Street Holdings(Hotel)	16,800	-	16,800	\$ 587,200	\$ 1,000	\$ 588,200	\$ 1,014.31	\$ 61.37	\$ 61.87		\$ 1,014.31
3920287000-0	MER	341 N.	-	344 N.	Monarch Partners LLC	7,200	36,800	44,000	\$ 216,000	\$ 2,338,000	\$ 2,554,000	\$ 4,923.05	\$ 297.26	\$ 300.29		\$ 4,923.05
3920288000-5	MER	339 E.	-	342 E.	Chicago Street	7,200	43,200	50,400	\$ 216,000	\$ 3,360,000	\$ 3,576,000	\$ 5,994.05	\$ 362.65	\$ 365.60		\$ 5,994.05
3920289000-9	MER	153 N.	-	156 N.	153 North Milwaukee LP	28,800	35,810	64,610	\$ 864,000	\$ 2,669,000	\$ 3,533,000	\$ 6,333.77	\$ 393.21	\$ 396.32		\$ 6,333.77
3920290000-X	MER	159 N.	-	162 N.	Skylight Opera Theatre Corp.	14,400	56,334	70,734	\$ 34,600	\$ 284,400	\$ 319,000	\$ 550.08	\$ 40.25	\$ 40.25		\$ 550.08
3920291000-0	MER	170 N.	-	173 N.	Chicago Street Holdings(Park Lot)	7,200	-	7,200	\$ 252,100	\$ 37,800	\$ 289,900	\$ 498.91	\$ 30.25	\$ 30.45		\$ 498.91

Tax Key No.	Property Class	Address	Unit	Street	Owner	Gross Land	Gross Bldg.	Total Gross	ASSESSED VALUATION				BID -2	BID-2 Assessment Breakdown				Special	Dockwall	Riverwalk	Riverwalk	Total
						Area Sq. Ft.	Area Sq. Ft.	Area Sq. Ft.	Land	Improvements	Total	Assessment		Core	RW Cond.	RW Maint.		Assessment	Construction	Maintenance	Assessment	
392104111-2	MER	417 E		Chicago Street	417 East Chicago LLC	91,440	42,141	133,581	\$ 2,743,500	\$ 4,112,800	\$ 6,856,300	1,822.58		10,386.18	7715.29	721.11						11,922.53
392106211-7	MER	240 N.		Michigan St	Two Forty Corporation	37,560	38,200	75,760	\$ 1,126,800	\$ 1,034,200	\$ 2,161,000	3,776.48		3,776.48	225.46	227.29						3,726.46
3921071110-4	MER	212 N.		Michigan St	JCI (Milwaukee St. Structure)	55,887	192,594	248,481	\$ 1,676,800	\$ 3,776,300	\$ 5,453,100	8,183.36		8,183.36	568.17	568.17						9,316.11
392108101-3	MER	431 E.		St Paul Ave	George Beck & Jos. Berni (Park lot)	17,400	-	17,400	\$ 608,100	\$ 1,000	\$ 609,100	1,050.34		922.73	63.55	64.05						1,050.34
392108100-2	MER	419 E.		St Paul Ave	Sycamore Building & Inv. (Park lot)	4,200	-	4,200	\$ 146,300	\$ 1,000	\$ 147,300	253.83		222.99	15.36	15.49						253.83
392109000-0	MER	317 N.		Jefferson St	Jefferson 315 LLC (Park lot)	7,200	-	7,200	\$ 251,300	\$ 1,000	\$ 252,300	434.90		382.06	26.31	26.53						434.90
392109101-0	MER	315 N.		Jefferson St	George Beck & Jos. Berni (Park lot)	7,200	-	7,200	\$ 251,300	\$ 1,000	\$ 252,300	434.90		382.06	26.31	26.53						434.90
392110100-7	MER	301 N.		Michigan St	Mark & Gail Miller	7,200	-	7,200	\$ 251,300	\$ 1,000	\$ 252,300	434.90		382.06	26.31	26.53						434.90
392110100-6	MER	306 N.		Michigan St	George Beck & Joseph Berni	7,200	36,000	43,200	\$ 217,300	\$ 2,586,800	\$ 2,804,100	2,510.76		382.06	26.31	26.53						2,510.76
392110200-1	MER	316 N.		Michigan St	332 Milwaukee LLC	17,960	100,315	118,275	\$ 518,000	\$ 2,871,200	\$ 3,410,000	5,800.25		5,165.82	365.77	358.66						5,860.25
392110300-3	MER	332 N.		Michigan St	Sycamore Building & Inv. Co	12,000	49,340	61,340	\$ 380,000	\$ 1,496,000	\$ 1,876,000	3,200.51		2,911.66	193.64	195.21						3,200.51
392110500-4	MER	338 N.		Michigan St	Jefferson 300 LLC	182,040	189,287	371,327	\$ 3,642,800	\$ 3,318,000	\$ 6,960,800	8,554.81		7,515.44	517.58	521.79						8,554.81
39211101-3-0	MER	300 N.		Jefferson St	ATD Investments LLP	12,000	12,612	24,612	\$ 360,000	\$ 925,000	\$ 1,285,000	2,215.86		1,946.65	134.05	135.15						2,215.86
3921150100-5	MER	200 N.		Jefferson St	HBL of Wisconsin LLC	7,200	3,673	10,873	\$ 216,000	\$ 226,000	\$ 442,000	782.19		689.59	46.11	46.49						762.19
392115300-3	MER	212 N.		Jefferson St	Robert & Lora Wiese	36,320	31,430	67,750	\$ 1,143,500	\$ 491,000	\$ 1,634,500	2,029.77		2,485.86	171.21	172.60						2,629.77
392116101-0	MER	511 E.		Chicago	Alpha Realty LLC	15,230	13,378	28,618	\$ 457,200	\$ 715,500	\$ 1,172,700	2,022.73		1,776.98	122.58	123.37						2,022.73
392116101-0	MER	625 E.		St Paul Avenue	Buffalo Van Buren Pln (Park lot)	68,692	-	68,692	\$ 1,351,500	\$ 379,500	\$ 1,731,000	2,385.20		2,194.20	144.81	146.09						2,385.20
392146001-6	MER	630 E.		Jefferson St	W W Granger, Inc	62,273	14,485	76,758	\$ 78,700	\$ 103,300	\$ 182,000	317.29		278.74	19.20	19.35						2,803.89
392173400-8	MER	266 E.		Eric Street	Joseph/GenCap Tri (Wick Road)	2,624	4,460	7,084	\$ 48,000	\$ 387,000	\$ 435,000	767.38		674.13	46.43	46.80						767.38
392173500-3	MER	143 N.		Broadway	Joseph/GenCap Tri (Cale Merche)	1,600	4,740	6,340	\$ 48,000	\$ 387,000	\$ 435,000	767.38		674.13	46.43	46.80						767.38
392173600-9	MER	139 N.		Broadway	Joseph/GenCap Tri (Park lot)	1,600	-	1,600	\$ 48,000	\$ 387,000	\$ 435,000	767.38		674.13	46.43	46.80						767.38
392183000-4	MER	143 N.		Michigan St	Babcock Automobile Spring Co	14,950	15,387	29,897	\$ 436,000	\$ 85,200	\$ 521,200	900.14		790.78	54.46	54.90						900.14
392183000-3	MER	119 N.		Michigan St	Play & Paul, Inc	9,552	8,678	18,271	\$ 287,800	\$ 95,200	\$ 383,000	600.45		580.21	39.56	40.28						600.45
392183000-3	MER	119 N.		Michigan St	Play & Paul, Inc	9,552	8,678	18,271	\$ 287,800	\$ 95,200	\$ 383,000	600.45		580.21	39.56	40.28						600.45
392183000-3	MER	119 N.		Michigan St	Play & Paul, Inc	9,552	8,678	18,271	\$ 287,800	\$ 95,200	\$ 383,000	600.45		580.21	39.56	40.28						600.45
392183000-3	MER	119 N.		Michigan St	Play & Paul, Inc	9,552	8,678	18,271	\$ 287,800	\$ 95,200	\$ 383,000	600.45		580.21	39.56	40.28						600.45
392183000-3	MER	119 N.		Michigan St	Play & Paul, Inc	9,552	8,678	18,271	\$ 287,800	\$ 95,200	\$ 383,000	600.45		580.21	39.56	40.28						600.45
392183000-3	MER	119 N.		Michigan St	Play & Paul, Inc	9,552	8,678	18,271	\$ 287,800	\$ 95,200	\$ 383,000	600.45		580.21	39.56	40.28						600.45
392183000-3	MER	119 N.		Michigan St	Play & Paul, Inc	9,552	8,678	18,271	\$ 287,800	\$ 95,200	\$ 383,000	600.45		580.21	39.56	40.28						600.45
392183000-3	MER	119 N.		Michigan St	Play & Paul, Inc	9,552	8,678	18,271	\$ 287,800	\$ 95,200	\$ 383,000	600.45		580.21	39.56	40.28						600.45
392183000-3	MER	119 N.		Michigan St	Play & Paul, Inc	9,552	8,678	18,271	\$ 287,800	\$ 95,200	\$ 383,000	600.45		580.21	39.56	40.28						600.45
392183000-3	MER	119 N.		Michigan St	Play & Paul, Inc	9,552	8,678	18,271	\$ 287,800	\$ 95,200	\$ 383,000	600.45		580.21	39.56	40.28						600.45
392183000-3	MER	119 N.		Michigan St	Play & Paul, Inc	9,552	8,678	18,271	\$ 287,800	\$ 95,200	\$ 383,000	600.45		580.21	39.56	40.28						600.45
392183000-3	MER	119 N.		Michigan St	Play & Paul, Inc	9,552	8,678	18,271	\$ 287,800	\$ 95,200	\$ 383,000	600.45		580.21	39.56	40.28						600.45
392183000-3	MER	119 N.		Michigan St	Play & Paul, Inc	9,552	8,678	18,271	\$ 287,800	\$ 95,200	\$ 383,000	600.45		580.21	39.56	40.28						600.45
392183000-3	MER	119 N.		Michigan St	Play & Paul, Inc	9,552	8,678	18,271	\$ 287,800	\$ 95,200	\$ 383,000	600.45		580.21	39.56	40.28						600.45
392183000-3	MER	119 N.		Michigan St	Play & Paul, Inc	9,552	8,678	18,271	\$ 287,800	\$ 95,200	\$ 383,000	600.45		580.21	39.56	40.28						600.45
392183000-3	MER	119 N.		Michigan St	Play & Paul, Inc	9,552	8,678	18,271	\$ 287,800	\$ 95,200	\$ 383,000	600.45		580.21	39.56	40.28						600.45
392183000-3	MER	119 N.		Michigan St	Play & Paul, Inc	9,552	8,678	18,271	\$ 287,800	\$ 95,200	\$ 383,000	600.45		580.21	39.56	40.28						600.45
392183000-3	MER	119 N.		Michigan St	Play & Paul, Inc	9,552	8,678	18,271	\$ 287,800	\$ 95,200	\$ 383,000	600.45		580.21	39.56	40.28						600.45
392183000-3	MER	119 N.		Michigan St	Play & Paul, Inc	9,552	8,678	18,271	\$ 287,800	\$ 95,200	\$ 383,000	600.45		580.21	39.56	40.28						600.45
392183000-3	MER	119 N.		Michigan St	Play & Paul, Inc	9,552	8,678	18,271	\$ 287,800	\$ 95,200	\$ 383,000	600.45		580.21	39.56	40.28						600.45
392183000-3	MER	119 N.		Michigan St	Play & Paul, Inc	9,552	8,678	18,271	\$ 287,800	\$ 95,200	\$ 383,000	600.45		580.21	39.56	40.28						600.45
392183000-3	MER	119 N.		Michigan St	Play & Paul, Inc	9,552	8,678	18,271	\$ 287,800	\$ 95,200	\$ 383,000	600.45		580.21	39.56	40.28						600.45
392183000-3	MER	119 N.		Michigan St	Play & Paul, Inc	9,552	8,678	18,271	\$ 287,800	\$ 95,200	\$ 383,000	600.45		580.21	39.56	40.28						600.45
392183000-3	MER	119 N.		Michigan St	Play & Paul, Inc	9,552	8,678	18,271	\$ 287,800	\$ 95,200	\$ 383,000	600.45		580.21	39.56	40.28						600.45
392183000-3	MER	119 N.		Michigan St	Play & Paul, Inc	9,552	8,678	18,271	\$ 287,800	\$ 95,200	\$ 383,000	600.45		580.21	39.56	40.28						600.45
392183000-3	MER	119 N.		Michigan St	Play & Paul, Inc	9,552	8,678	18,271	\$ 287,800	\$ 95,200	\$ 383,000	600.45		580.21	39.56	40.28						600.45
392183000-3	MER	119 N.		Michigan St	Play & Paul, Inc	9,552	8,678	18,271	\$ 287,800	\$ 95,200	\$ 383,000	600.45		580.21	39.56	40.28						600.45
392183000-3	MER	119 N.		Michigan St	Play & Paul, Inc	9,552	8,678	18,271	\$ 287,800	\$ 95,200	\$ 383,000	600.45		580.21	39.56	40.28						600.45
392183000-3	MER	119 N.		Michigan St	Play & Paul, Inc	9,552	8,678	18,271	\$ 287,800	\$ 95,200	\$ 383,000	600.45		580.21	39.56	40.28						600.45
392183000-3	MER	119 N.		Michigan St	Play & Paul, Inc	9,552	8,678	18,271	\$ 287,800	\$ 95,200	\$ 383,000	600.45		580.21	39.56	40.28						600.45
392183000-3	MER	119 N.		Michigan St	Play & Paul, Inc	9,552	8,678	18,271	\$ 287,800	\$ 95,200	\$ 383,000	600.45		580.21	39.56	40.28						600.45
392183000-3	MER	119 N.		Michigan St	Play & Paul, Inc	9,552	8,678	18,271	\$ 287,800	\$ 95,200	\$ 383,000	600.45		580.21	39.56	40.28						600.45
392183000-3	MER	119 N.		Michigan St	Play & Paul, Inc	9,552	8,678	18,271	\$ 287,800	\$ 95,200	\$ 383,000	600.45		580.21	39.56	40.28						600.45
392183000-3	MER	119 N.		Michigan St	Play & Paul, Inc	9,552	8,678	18,271	\$ 287,800	\$ 95,200	\$ 383,000	600.45		580.21	39.56	40.28						600.45
392183000-3	MER	119 N.		Michigan St	Play & Paul, Inc	9,552	8,678	18,271	\$ 287,800	\$ 95,200	\$ 383,000	600.45		580.21	39.56	40.28						600.45
392183000-3	MER	119 N.		Michigan St	Play & Paul, Inc	9,552	8,678	18,271</														

EXHIBIT D

Tax Key No.	Property Class	Address	Unit	Street	Owner	Gross Land Area Sq. Ft.	Gross Bldg. Area Sq. Ft.	Total Gross Area Sq. Ft.	Assessed Valuation	BID-2 Assessment	BID-2 Assessment Breakdown	Special Assessment	Dockwall Assessment	Riverwalk Construction	Riverwalk Maintenance	Total Assessment
			Number						Land	Improvements	Total					
396028000-7	MER	330 E		9 Buffalo Street	Gardner Group LLC	17,020	-	-	\$ 65,800	\$ 1,636,200	\$ 1,702,000	2,934.95	2,978.37	177.57	172.01	2,934.95
3960344000-9	MER	330 E		11 Buffalo Street	Michael J. Gardner Trust	-	-	-	-	\$ 604,000	\$ 604,000	1,041.55	915.00	63.02	63.53	1,041.55
3960351000-7	MER	330 E		11 Broadway	DJ-RJ LLC	14,431	-	14,431	\$ 503,500	\$ 1,000	\$ 504,500	869.96	764.27	52.63	52.63	869.96
3960352000-2	MER	331 N		11 Milwaukee St	DI-RJ LLC	14,281	-	14,281	\$ 498,600	\$ 1,000	\$ 499,600	861.52	756.85	52.12	52.55	861.52
3960361100-8	MER	528 E		925 Chicago Street	525 Chicago LLC	822	1,836	2,658	\$ 18,700	\$ 132,300	\$ 151,000	260.38	228.75	15.75	15.88	260.38
3960362000-7	MER	528 E		925 Chicago Street	525 Chicago LLC	1,466	2,906	4,372	\$ 44,000	\$ 257,000	\$ 301,000	519.05	465.39	31.40	31.66	519.05
3960391100-1	MER	311 E		Chicago Street	Beck Retail LLC	1,356	4,459	5,815	\$ 40,700	\$ 476,300	\$ 517,000	864.53	763.21	53.94	54.38	864.53
3960392100-2	MER	311 E		Chicago Street	Beck Retail LLC	2,105	7,018	9,123	\$ 64,100	\$ 578,900	\$ 643,000	1,067.79	974.08	67.08	67.83	1,067.79
3960393100-2	MER	311 E		Chicago Street	Beck Retail LLC	834	3,069	4,003	\$ 28,000	\$ 357,000	\$ 375,000	655.55	574.16	38.54	38.86	655.55
3960394100-8	MER	311 E		Chicago Street	GP 311 Chicago LLC	831	2,731	3,562	\$ 24,500	\$ 324,100	\$ 348,600	601.82	528.70	36.41	36.71	601.82
3960395100-4	MER	311 E		Chicago Street	GP 311 Chicago LLC	588	1,866	2,454	\$ 17,000	\$ 188,000	\$ 205,000	353.51	310.95	21.39	21.56	353.51
3960397100-4	MER	311 E		Chicago Street	Niomi LLC	1,772	5,931	7,703	\$ 53,200	\$ 628,800	\$ 682,000	1,176.04	1,033.16	71.15	71.73	1,176.04
3960398100-4	MER	311 E		Chicago Street	Zion Properties LLC	1,530	5,031	6,561	\$ 45,900	\$ 506,100	\$ 552,000	951.88	836.23	57.59	58.08	951.88
3960399100-5	MER	311 E		Chicago Street	Zion Properties LLC	557	1,632	2,189	\$ 16,700	\$ 184,300	\$ 201,000	346.81	304.50	20.97	21.14	346.81
3960401000-9	MER	311 E		Chicago Street	Niomi LLC	1,774	5,831	7,605	\$ 53,200	\$ 650,800	\$ 704,000	1,213.99	1,066.49	73.45	74.05	1,213.99
3960401110-1	MER	311 E		Chicago Street	B & R Ventures LLC	2,266	7,446	9,712	\$ 68,000	\$ 862,000	\$ 930,000	1,603.71	1,408.89	97.63	97.82	1,603.71
3960402100-7	MER	311 E		Chicago Street	PL & RW Enterprises	1,659	6,109	7,768	\$ 55,800	\$ 657,200	\$ 713,000	1,229.51	1,080.13	74.36	74.99	1,229.51
3960403100-5	MER	311 E		Chicago Street	B & R Ventures LLC	2,264	7,442	9,706	\$ 67,900	\$ 868,100	\$ 936,000	1,650.26	1,449.76	95.84	96.55	1,650.26
3960404100-9	MER	311 E		Chicago Street	Beck Retail LLC	818	2,687	3,505	\$ 24,500	\$ 281,500	\$ 306,000	527.67	463.58	31.53	32.18	527.67
3960405100-5	MER	311 E		Chicago Street	HS Franchise LLC	768	2,579	3,347	\$ 23,600	\$ 233,400	\$ 257,000	446.17	389.33	26.81	27.03	446.17
3960406100-2	MER	311 E		Chicago Street	Weas Franchise LLC	786	2,993	3,779	\$ 23,600	\$ 276,400	\$ 300,000	517.32	464.47	31.30	31.55	517.32
3960407100-4	MER	311 E		Chicago Street	Chivida Plaza LLC	2,913	14,260	17,173	\$ 87,400	\$ 885,600	\$ 973,000	1,332.97	1,171.02	80.65	81.30	1,332.97
3960408100-2	MER	239 E		Planition Ave	Pridalff Redevelopment LLC	90,700	270,395	361,095	\$ 493,500	\$ 4,075,500	\$ 4,569,000	7,808.86	6,894.00	427.51	473.35	7,808.86
3960409100-4	SME	333 N		Planition Ave	Volcom Milwaukee (BP)	21,337	3,480	25,117	\$ 848,100	\$ 450,900	\$ 1,300,000	1,866.85	1,147.78	114.78	115.70	1,866.85
3960410100-1	SME	360 N		Planition Ave	Volcom Milwaukee (BP)	92,729	92,129	184,858	\$ 1,834,700	\$ -	\$ 1,834,700	3,335.22	2,530.88	207.85	203.49	3,335.22
3960411100-2	SME	324 N		Walter Street	Schery & Henry Realty & Julie	1,469	3,802	5,270	\$ 44,000	\$ 496,000	\$ 540,000	927.72	727.15	50.08	50.49	927.72
3960412100-6	MER	201 N		Walter Street	Broadcast Realty/Node Saloon	691	2,265	2,956	\$ 25,900	\$ 241,200	\$ 267,100	460.42	404.48	27.66	28.08	460.42
3960413100-9	MER	239 N		Walter Street	Al Walcott Handwritten Pop	1,569	3,813	5,382	\$ 47,100	\$ 402,900	\$ 450,000	775.99	681.71	46.95	47.33	775.99
3960414100-3	MER	316 N		Walter Street	236 North Water Street LLC (Sue)	31,555	50,400	81,955	\$ 934,700	\$ 3,951,300	\$ 4,886,000	6,942.46	6,093.00	420.03	434.46	6,942.46
3960415100-6	MER	312 N		Walter Street	Crossville LLC (Hanson Dodge)	539	2,811	3,350	\$ 15,900	\$ 263,100	\$ 279,000	481.11	422.66	28.11	28.34	481.11
3960416100-1	MER	211 E		Walter Street	Bucky Water St (Comm Unit)	307	1,632	1,939	\$ 9,200	\$ 178,800	\$ 188,000	324.18	284.80	19.61	19.77	324.18
3960417100-7	MER	102 N		Walter Street	Bucky Water St (Comm Unit)	513	2,725	3,238	\$ 15,400	\$ 307,600	\$ 323,000	556.58	499.31	33.70	33.97	556.58
3960418100-2	MER	102 N		Walter Street	Bucky Water St (Comm Unit)	1,811	8,562	10,373	\$ 48,300	\$ 909,700	\$ 958,000	1,651.99	1,451.28	99.85	100.76	1,651.99
3960419100-9	MER	325 N		Walter Street	Bucky Water St (Comm Unit)	5,668	16,665	22,333	\$ 184,600	\$ 284,400	\$ 469,000	791.51	695.34	47.89	48.28	791.51
3960420100-X	MER	117 N		Jefferson Street	Hidaco Third Ward Dev LLC	41,952	28,758	70,710	\$ 1,340,600	\$ 2,369,400	\$ 3,710,000	6,276.86	5,514.25	379.76	382.85	6,276.86
396042100-5	MER	111 N		Jefferson Street	Gas Light Building LLC	9,468	-	9,468	\$ 199,900	\$ -	\$ 199,900	344.72	302.83	20.66	21.03	344.72
3960422100-6	MER	120 N		Jefferson Street	Wisconsin Gas LLC	890	3,733	4,623	\$ 26,400	\$ 312,600	\$ 339,000	584.58	513.35	35.37	35.68	584.58
3960423100-3	MER	643 E		Jefferson Street	Geallight Square Apartments II LLC	17,653	9,854	27,507	\$ 51,600	\$ 579,400	\$ 631,000	1,881.33	1,592.78	113.62	114.75	1,881.33
3960424100-8	MER	565 E		Jefferson Street	Harbor Front Marine LLC	620	3,244	3,864	\$ 20,100	\$ 202,900	\$ 223,000	384.54	337.82	23.27	23.45	384.54
3960425100-9	MER	571 E		Jefferson Street	Frontage LLC	670	2,850	3,520	\$ 20,100	\$ 202,900	\$ 223,000	384.54	337.82	23.27	23.45	384.54
3960426100-4	MER	541 E		Jefferson Street	Frontage LLC	670	1,812	2,482	\$ 20,100	\$ 199,900	\$ 219,000	366.03	324.18	22.33	22.51	366.03
3960427100-9	MER	509 E		Jefferson Street	Frontage LLC	670	857	1,527	\$ 20,100	\$ 199,900	\$ 219,000	366.03	324.18	22.33	22.51	366.03
3960428100-4	MER	541 E		Jefferson Street	Frontage LLC	670	857	1,527	\$ 20,100	\$ 199,900	\$ 219,000	366.03	324.18	22.33	22.51	366.03
3960429100-9	MER	509 E		Jefferson Street	Frontage LLC	670	857	1,527	\$ 20,100	\$ 199,900	\$ 219,000	366.03	324.18	22.33	22.51	366.03
3960430100-4	MER	541 E		Jefferson Street	Frontage LLC	670	857	1,527	\$ 20,100	\$ 199,900	\$ 219,000	366.03	324.18	22.33	22.51	366.03
3960431100-9	MER	509 E		Jefferson Street	Frontage LLC	670	857	1,527	\$ 20,100	\$ 199,900	\$ 219,000	366.03	324.18	22.33	22.51	366.03
3960432100-2	MER	533 E		Jefferson Street	Frontage LLC	670	857	1,527	\$ 20,100	\$ 199,900	\$ 219,000	366.03	324.18	22.33	22.51	366.03
3960433100-X	MAP	240 E		Menomonee	252 LLC	32,825	126,379	159,204	\$ 336,000	\$ 5,631,000	\$ 5,967,000	16,714.73	14,883.86	1,011.27	1,019.50	16,714.73
3960434100-3	MAP	200 E		Menomonee	Chicago Street Lolls	11,035	49,937	60,972	\$ 336,000	\$ 5,631,000	\$ 5,967,000	16,714.73	14,883.86	1,011.27	1,019.50	16,714.73
3960435100-8	MAP	150 N		Jefferson St	Jackson Square LLC	45,600	114,530	160,130	\$ 336,000	\$ 5,631,000	\$ 5,967,000	16,714.73	14,883.86	1,011.27	1,019.50	16,714.73
3960436111-1	MAP	144 N		Jefferson St	Jackson Square LLC	45,600	114,530	160,130	\$ 336,000	\$ 5,631,000	\$ 5,967,000	16,714.73	14,883.86	1,011.27	1,019.50	16,714.73
3960437111-1	MAP	311 E		Chicago Street	Jefferson Blvd LLC	106,380	280,000	386,380	\$ 336,000	\$ 5,631,000	\$ 5,967,000	16,714.73	14,883.86	1,011.27	1,019.50	16,714.73
3960438111-1	MAP	311 E		Chicago Street	Chicago Street Holdings, LLC	1,530	5,027	6,557	\$ 45,900	\$ 570,100	\$ 616,000	1,062.24	933.18	64.27	64.79	1,062.24
3960439111-1	MAP	311 E		Chicago Street	311 Chicago LLC (Franking)	-	-	-	\$ -	\$ 135,000	\$ 135,000	232.79	204.51	14.08	14.20	232.79
3960440111-1	MAP	311 E		Chicago Street	Frontage LLC	670	3,823	4,493	\$ 20,100	\$ 203,900	\$ 224,000	366.27	339.34	23.37	23.55	366.27
3960441111-9	MER	411 E		Chicago Street	Geallight Square Apartments LLC	2,108	5,980	7,788	\$ 60,200	\$ 608,800	\$ 669,000	1,153.63	1,013.47	69.80	70.35	1,153.63
Commercial Tax Exempt																
3960461111-9	EXM	409 N		Planition Avenue	Redw. Authority of Milwaukee	5,461	-	5,461	\$ -	\$ -	\$ -	-	-	-	-	8,150.00
3960462111-9	EXM	447 N		Walter Street	City of Milwaukee	2,808	-	2,808	\$ -	\$ -	\$ -	-	-	-	-	-
3960463111-9	EXM	423 N		Walter Street	Wauwatosa County	43,129	-	43,129	\$ -	\$ -	\$ -	-	-	-	-	-
3960464111-9	EXM	407 N		Walter Street	City of Milwaukee	13,886	-	13,886	\$ -	\$ -	\$ -	-	-	-	-	-
3960465111-9	EXM	445 N		Brooklyn	Wauwatosa County X-Way	58,216	-	58,216	\$ -	\$ -	\$ -	-	-	-	-	-

EXHIBIT D

Tax Key No.	Property Class	Address		Street	Owner	Gross Land		Gross Bldg.		Total Gross		ASSESSED VALUATION					BID -2		BID-2 Assessment Breakdown		Special Assessment	Dockwall Assessment	Rienwalk Construction	Rienwalk Maintenance	Total Assessment
		Number	Unit			Area Sq. Ft.	Area Sq. Ft.	Area Sq. Ft.	Area Sq. Ft.	Area Sq. Ft.	Area Sq. Ft.	Land	Improvements	Total	Assessment	Core	RW Contd.	RW Maint.							
392075711-7	EXM	319 E.		Glyburn Street	Milwaukee County	88,302	-	-	-	88,302	-	\$	\$	\$	-	-	-	-	-	-	-	-	-	-	-
3920775100-6	EXM	400 E.		St Paul Avenue	Milwaukee County	113,448	-	-	-	113,448	-	\$	\$	\$	-	-	-	-	-	-	-	-	-	-	-
392066100-1	EXM	418 N.		Jackson Street	Milwaukee County X-Way	86,307	-	-	-	86,307	-	\$	\$	\$	-	-	-	-	-	-	-	-	-	-	-
3920875100-2	EXM	428 N.		Jackson Street	Milwaukee County	91,753	-	-	-	91,753	-	\$	\$	\$	-	-	-	-	-	-	-	-	-	-	-
3920984000-0	EXM	273 E.		Eric Street	M.I.A.D.	52,644	241,200	-	-	293,844	-	\$	\$	\$	-	-	-	-	-	-	\$ 8,750	-	-	-	8,750.00
3921475100-9	EXM	324 N.		Jackson Street	Salvation Army	26,570	101,958	-	-	128,508	-	\$	\$	\$	-	-	-	-	-	-	-	-	-	-	-
3921482100-3	EXM	302 N.		Jackson Street	Planned Parenthood	11,280	26,710	-	-	36,990	-	\$	\$	\$	-	-	-	-	-	-	-	-	-	-	-
3921482100-4	EXM	205 N.		Jackson Street	State of Wisconsin	8,063	-	-	-	8,063	-	\$	\$	\$	-	-	-	-	-	-	-	-	-	-	-
3921485100-3	EXM	200 N.		Jackson Street	State of Wisconsin	78,736	-	-	-	78,736	-	\$	\$	\$	-	-	-	-	-	-	-	-	-	-	-
3921490111-4	EXM	300 N.		Van Buren Street	State of Wisconsin	104,905	-	-	-	104,905	-	\$	\$	\$	-	-	-	-	-	-	-	-	-	-	-
3921493110-7	EXM	727 E.		Glyburn Street	State of Wisconsin	72,774	-	-	-	72,774	-	\$	\$	\$	-	-	-	-	-	-	-	-	-	-	-
3921493111-0	EXM	420 N.		Van Buren Street	Milwaukee County	74,437	-	-	-	74,437	-	\$	\$	\$	-	-	-	-	-	-	-	-	-	-	-
3921727100-6	EXM	815 E.		Glyburn Street	State of Wisconsin	138,260	-	-	-	138,260	-	\$	\$	\$	-	-	-	-	-	-	-	-	-	-	-
3921728000-5	EXM	320 N.		Van Buren Street	State of Wisconsin	113,303	-	-	-	113,303	-	\$	\$	\$	-	-	-	-	-	-	-	-	-	-	-
3921732000-3	EXM	138 N.		Broadway	Calabrese Square	11,444	-	-	-	11,444	-	\$	\$	\$	-	-	-	-	-	-	-	-	-	-	-
3922167100-0	EXM	540 E.		Park Street	Italian Community Center	14,380	5,944	-	-	21,244	-	\$	\$	\$	-	-	-	-	-	-	-	-	-	-	-
3922178100-5	EXM	501 E.		Eric Street	City of Milwaukee	3,959	-	-	-	3,959	-	\$	\$	\$	-	-	-	-	-	-	-	-	-	-	-
3922183103-0	EXM	607 E.		Park Street	Milwaukee World Festival	185,740	140,192	-	-	325,932	-	\$	\$	\$	-	-	-	-	-	-	-	-	-	-	-
3922187101-7	EXM	639 E.		Park Street	Milwaukee World Festival	54,581	16,705	-	-	71,287	-	\$	\$	\$	-	-	-	-	-	-	-	-	-	-	-
3922192100-2	EXM	400 N.		Marshall Street	Milwaukee World Festival	28,750	-	-	-	28,750	-	\$	\$	\$	-	-	-	-	-	-	-	-	-	-	-
3960001100-4	EXM	328 N.		Van Buren Street	State of Wisconsin	7,793	-	-	-	7,793	-	\$	\$	\$	-	-	-	-	-	-	-	-	-	-	-
3970115111-2	EXM	210 N.		Plankinton	Soo Line Railroad Co.	16,473	-	-	-	16,473	-	\$	\$	\$	-	-	-	-	-	-	-	-	-	-	-
3970115112-0	EXM	200 N.		Plankinton	Soo Line Railroad Co.	4,562	-	-	-	4,562	-	\$	\$	\$	-	-	-	-	-	-	-	-	-	-	-
3970030000-7	EXM	101 N.		Clyburn Street	City of Milwaukee	1,656	-	-	-	1,656	-	\$	\$	\$	-	-	-	-	-	-	-	-	-	-	-
3978004000-2	EXM	101 N.		St Paul Avenue	City of Milwaukee	1,646	-	-	-	1,646	-	\$	\$	\$	-	-	-	-	-	-	-	-	-	-	-
3978007000-9	EXM	100 N.		Water Street	City of Milwaukee	1,537	-	-	-	1,537	-	\$	\$	\$	-	-	-	-	-	-	-	-	-	-	-
4290124111	EXM	642 E.		Eric Street	Eric Street Plaza	45,258	-	-	-	45,258	-	\$	\$	\$	-	-	-	-	-	-	-	-	-	-	-
4290124200	EXM	685 E.		Eric Street	Eric Street Plaza	-	-	-	-	-	-	\$	\$	\$	-	-	-	-	-	-	-	-	-	-	-
4298031000-1	EXM	101 N.		Broadway	City of Milwaukee	1,717	-	-	-	1,717	-	\$	\$	\$	-	-	-	-	-	-	-	-	-	-	-
4298980000-1	EXM	200 N.		Harbor Drive	City of Milwaukee	2,931,070	-	-	-	2,931,070	-	\$	\$	\$	-	-	-	-	-	-	-	-	-	-	-
4299590000-7	EXM	639 E.		Park Street	City of Milwaukee	84,155	-	-	-	84,155	-	\$	\$	\$	-	-	-	-	-	-	-	-	-	-	-
Totals						275,938	656,390	-	-	928,435	-	9,495,700	261,078,100	270,573,800	-	-	-	-	-	-	-	-	-	-	-
Grand Totals						7,803,133	5,338,434	-	-	13,136,568	-	78,134,500	482,393,100	560,527,600	499,999.97	439,232.02	30,250.96	30,496.98	8,750.00	34,417.76	19,088.00	-	10,860.00	-	573,029.73

(0.03)

0.02 (0.04)

0.02 (0.04)

0.17244%

0.15149%

0.01943%

0.01052%

\$ 1.724

\$ 1.515

\$ 0.104

\$ 0.105

Rate Per 1000

Difference

(0.27)

2016 Budget

Expenses	HTWA	BID Budget	General BID	Streetscapes	Riverwalk	ARB	MSPS	WSPS
Payroll	\$ 141,126	\$ 578,369	\$ 124,783	\$ 149,723	\$ 44,265	\$ -	\$ 122,207	\$ 137,391
General Administration	\$ 5,000	\$ 15,500	\$ 10,000	\$ -	\$ -	\$ 500	\$ 2,500	\$ 2,500
General Liability	\$ 1,800	\$ 30,000	\$ 30,000	\$ -	\$ -	\$ -	\$ -	\$ -
IT Service & Maintenance	\$ 4,400	\$ 2,500	\$ 2,500	\$ -	\$ -	\$ -	\$ -	\$ -
Accounting	\$ 9,000	\$ 13,000	\$ 13,000	\$ -	\$ -	\$ -	\$ -	\$ -
Legal Fees	\$ 2,000	\$ 4,000	\$ 4,000	\$ -	\$ -	\$ -	\$ -	\$ -
Rent & Office Utilities	\$ 42,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Telephone & Internet Access	\$ 5,000	\$ 18,300	\$ -	\$ 3,000	\$ -	\$ -	\$ 8,100	\$ 7,200
Office Supplies/Software	\$ 7,000	\$ 1,000	\$ -	\$ -	\$ -	\$ -	\$ 500	\$ 500
Photocopies & Supplies	\$ 3,700	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Printing & Stationary	\$ 1,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Postage	\$ 3,600	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Education & Seminars	\$ 500	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Dues & Subscriptions	\$ 3,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Travel	\$ 300	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Strategic Planning	\$ 20,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Programs	\$ 34,500	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Board & Member Events	\$ 5,500	\$ 1,000	\$ -	\$ -	\$ -	\$ 1,000	\$ -	\$ -
Trolley Program	\$ -	\$ 5,000	\$ -	\$ -	\$ -	\$ -	\$ 2,500	\$ 2,500
Real Est/Pers Prop Taxes	\$ 500	\$ 283,000	\$ -	\$ -	\$ -	\$ -	\$ 119,000	\$ 164,000
Beautification Program	\$ -	\$ 28,000	\$ -	\$ 28,000	\$ -	\$ -	\$ -	\$ -
Credit Card Fees	\$ -	\$ 42,000	\$ -	\$ -	\$ -	\$ -	\$ 21,000	\$ 21,000
ARB Coordinator	\$ -	\$ 15,000	\$ -	\$ -	\$ -	\$ 15,000	\$ -	\$ -
Admin Fee to HTWA	\$ -	\$ 120,000	\$ -	\$ -	\$ -	\$ -	\$ 60,000	\$ 60,000
Contribution to HTWA	\$ -	\$ 135,914	\$ 135,914	\$ -	\$ -	\$ -	\$ -	\$ -
Utilities	\$ -	\$ 75,000	\$ -	\$ 5,000	\$ 4,000	\$ -	\$ 35,000	\$ 31,000
Major Maintenance	\$ -	\$ 120,000	\$ -	\$ 70,000	\$ 26,000	\$ -	\$ 9,000	\$ 15,000
Maintenance & Supplies	\$ -	\$ 104,500	\$ -	\$ 37,500	\$ 15,000	\$ -	\$ 34,000	\$ 18,000
Security	\$ -	\$ 9,000	\$ 3,000	\$ -	\$ -	\$ -	\$ 3,000	\$ 3,000
Shuttle Program	\$ -	\$ 75,000	\$ 75,000	\$ -	\$ -	\$ -	\$ -	\$ -
Graffiti	\$ -	\$ 1,500	\$ -	\$ 1,500	\$ -	\$ -	\$ -	\$ -
Regulski Mortgage	\$ -	\$ 24,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 24,000
Sales & Use Tax	\$ -	\$ 90,152	\$ -	\$ -	\$ -	\$ -	\$ 42,424	\$ 47,727
Riverwalk Park Extension	\$ -	\$ 100,000	\$ -	\$ -	\$ 100,000	\$ -	\$ -	\$ -
Market Annex Loan Repayment	\$ -	\$ 70,000	\$ 70,000	\$ -	\$ -	\$ -	\$ -	\$ -
Riverwalk Loans	\$ -	\$ 83,732	\$ -	\$ -	\$ 83,732	\$ -	\$ -	\$ -
WSPS Bond Expenses	\$ -	\$ 260,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 260,000
Total	\$ 289,926	\$ 2,305,467	\$ 468,197	\$ 294,723	\$ 272,997	\$ 16,500	\$ 459,231	\$ 793,818
		\$ -						
Revenues	HTWA	BID Budget	General BID	Streetscapes	Riverwalk	ARB	MSPS	WSPS
BID Assessment	\$ -	\$ 439,252	\$ 439,252	\$ -	\$ -	\$ -	\$ -	\$ -
Special Assessments	\$ -	\$ 8,750	\$ 8,750	\$ -	\$ -	\$ -	\$ -	\$ -
BID Contribution-Riverwalk	\$ -	\$ 60,748	\$ 30,251	\$ -	\$ 30,497	\$ -	\$ -	\$ -
Spec. Assessment-Construction	\$ -	\$ 19,068	\$ -	\$ -	\$ 19,068	\$ -	\$ -	\$ -
Spec. Assessments-Dockwalls	\$ -	\$ 34,412	\$ -	\$ -	\$ 34,412	\$ -	\$ -	\$ -
Spec. Assessments-RW Maint	\$ -	\$ 10,800	\$ -	\$ -	\$ 10,800	\$ -	\$ -	\$ -
City Contr.-Connector Maint	\$ -	\$ 18,000	\$ -	\$ -	\$ 18,000	\$ -	\$ -	\$ -
Parking Revenues	\$ -	\$ 1,700,000	\$ -	\$ -	\$ -	\$ -	\$ 800,000	\$ 900,000
Parking Reserves	\$ -	\$ (124,909)	\$ -	\$ -	\$ -	\$ -	\$ (64,909)	\$ (60,000)
Rent Revenues	\$ -	\$ 65,692	\$ -	\$ -	\$ 1,000	\$ -	\$ 47,676	\$ 17,016
346 N. Broadway Rent	\$ -	\$ 70,254	\$ 70,254	\$ -	\$ -	\$ -	\$ -	\$ -
Shuttle Program	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
BID Contribution	\$ 135,914	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Interest	\$ 12	\$ 3,400	\$ 3,400	\$ -	\$ -	\$ -	\$ -	\$ -
HTWA Membership	\$ 34,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Allocation of BID Assessments	\$ 120,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total	\$ 289,926	\$ 2,305,467	\$ 551,907	\$ -	\$ 113,777	\$ -	\$ 782,767	\$ 857,016

BID #2 (Historic Third Ward) Board Member Sheet

Board Organization: 9 members; @ least 7 members are owners or occupants of property w/in district; Term = 3 years

<u>Board Member</u>	<u>Title</u>	<u>Start Date</u>	<u>End Date</u>
Ann Pieper Eisenbrown	Member	12/11/2013	12/11/2016
Greg Uhen	Member	1/8/2014	1/8/2017
Kendall Breunig	Member	2/13/2014	2/13/2017
Marianne Burish	Member	12/11/2013	12/11/2016
Michael Gardner	Member	12/17/2013	12/17/2016
Robert Joseph	Member	12/13/2013	12/13/2016
Robert Monat	Member	12/23/2013	12/23/2016
Ron San Felippo	Member	12/4/2013	12/4/2016
VACANCY			

