

BUSINESS IMPROVEMENT DISTRICT NO. 2

2017 OPERATING PLAN

September 21, 2016

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Submitted by:

Historic Third Ward Association Inc.

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Third Floor

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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 2017.

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 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 170 taxable parcels and 37 exempt parcels, either, city, county, state, or otherwise exempt. Total (not including exempt property) floor area within the district is 4,376,952 square feet and total land area is 7,265,742 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 2016 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 30

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 (the "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 (the "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 promote new investment and appreciation in the value of existing investments of property in the District.
23. To develop, advertise and promote the existing and potential benefits of the District.
24. To manage the affairs of the District.
25. To apply for, accept and use grants and gifts for these purposes.
26. To contract with the Historic Third Ward Association, Inc., and others as necessary to carry out these goals.
27. To elect officers, hire employees and contract out work as are necessary to carry out these goals.
28. To increase police protection and add to the security of the District.
29. To make reimbursements, if necessary, out of its contingency fund for overpayments of BID-2 Assessments.
30. Maintain the appearance of the neighborhood by working to insure its safety and cleanliness.
31. Develop and implement a master operation and maintenance plan for the two Parking Structures, the Streetscapes and the Riverwalk Improvements.
32. Review additional possible funding instruments for Third Ward development.
33. Remit to the City the thirteenth payment toward the Riverwalk loan in the amount of \$47,209 and the ninth payment of the Dockwall loan in the amount of \$36,522.40 for a total of \$83,731.40.
34. 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 2017 the amount shall be \$18,000.
35. Comply with reporting and notice requirements of public records law and open meeting law.
36. 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.
37. 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)
38. 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.

39. 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.
40. In addition, the Business Improvement District has agreements that the Historic Third Ward Association (HTWA) will do the following in 2017:
 - Update the Strategic Plan of 2002 taking in consideration the changes within the District during the last 15 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.
 - Maintain the in-house bookkeeping, payroll and monthly financial reporting system that began in 1997.
 - Continue to enhance HTWA benefits of membership.
 - Coordinate events, promotion and advertising. Special events such as Christmas in the Ward, Gallery Nights (Quarterly), the Third Ward Art Festival and Small Business Saturday.
 - Continue to offer the 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.
 - Maintain the banner program throughout the Historic District. All Third Ward banners shall be 30" x 80", other than those located at the ICC, which shall be 24" x 48".
 - Maintain ongoing involvement with the Collaborative Downtown Association to develop retail and marketing strategies.
 - 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 flower boxes around the mid-block parks, as well as 6 planters on Buffalo Street stub end.
 - Continue the Snow control 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 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.
- 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 2017 BUDGET FOR YEAR THIRTY

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
Michael DeMichele
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 18 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, 2016, 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 2017 (Year Thirty) 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 Final Report in October 2016.
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 Final Report .

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 operating plan, that results in a refund of BID fees will be refunded and paid out of the 2017 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, Third Ward Neighborhood Comprehensive and Plan Lakefront Gateway Project. 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 Thirty activities for calendar year 2017 (Plan Year), and information on specific land areas, building square footage, assessed values, budget amounts and assessment amounts.

This 2017 BID-2 Operating Plan will continue to apply the assessment formula against the assessed value as determined by the City as of January 1, 2016, to raise funds to meet the 2017 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 30 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. 2017 FISCAL YEAR DOCKWALL ASSESSMENTS PER PROPERTY
 - (a) 301 North Water
 - (b) 333 North Water
 - (c) 105 North Water
 - (d) 225 North Water
 - (e) 223 North Water
 - (f) 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. 2017 BUDGET FOR YEAR 30
- W. RESOLUTION DISSOLVING TID 11
- X. THIRD WARD STREETLIGHT AGREEMENT WITH THE CITY

Y. CATALANO SQUARE AND ERIE STREET PLAZA LEASE

Z. THIRD AMENDMENT TO TID 56

President's Message

This year the Historic Third Ward turns 40 years old! In the mid-1970s, a city alderman wanted to turn the neighborhood into a red light district causing the formation of the Historic Third Ward Association in 1976. Needless to say, the City lost that fight. From that humble beginning, the Historic Third Ward has grown to what it is today.

In 1988, the HTWA and City formed the second Business Improvement District in Milwaukee. At that time, the total value of the area was \$58 million (in 2016 dollars); today the value is almost ten times that at \$560 million. This growth is a direct result of the master plan originally developed 30 years ago. No one could have conceived the long term success that the Historic Third Ward has experienced.

The first president Jack Gardner believed that all the development in the neighborhood would be commercial and that the BID would never place a burden on the school district. His thought was no one would want to live here. Today we have over 1,400 living units within the District. Jack may be still correct regarding the school district, but everyone wants to live here now.

Over the years, we have held some great parties in the neighborhood. It started with the BEST BLOCK PARTY held with Milwaukee Magazine and their BEST Issue. This event was held from 1987 through 1994 when we "burned down" Broadway Central. We had the BIG EASY BOOGIE while the Harleys were in town for the 95th. The SUMMER SIZZLE started in 1999, lasted for ten years and would draw crowds of over 20,000 for the two days. Currently we have the Third Ward Art Festival over Labor Day weekend and Christmas in the Ward is still going strong after 27 years.

When it comes to work, there is no lack of it. While doing all the Association's requirements of marketing, customer service and administration, the HTWA also supports the BID No. 2 assets such as:

- Streetscaping of the historic portion of District – constructed in 1992
- Milwaukee Street Parking Structure – opened in 1995
- Water Street Parking Structure – opened in 2000
- Third Ward Riverwalk – finished construction in 2004
- Milwaukee Public Market – opened in 2005
- Broadway Streetscapes – constructed in 2008
- Milwaukee Additional Streetscapes – started construction in 2014

I need to recognize all the previous people that without their foresight and dedication, we would not have the success we currently enjoy:

Past Presidents: Jack Gardner, Jeff Posner, Marlene Hecht, John Stern, Einar Tangen and Ron San Felippo

Past BID Chairs: Jeff Posner, Jack Gardner, Tom Wamser, Einar Tangen and Ron San Felippo (Current)

Past Executive Directors: Ann Krautner, Kathy Baillargeon, Joan Zepecki, Sallie Alefsen and Nancy O'Keefe (current, 20 years and counting)

What will the future bring? Exciting new developments and change! Some of the developments have been announced, others are still on drawing board and others still a concept in someone's mind. Change will be coming very soon to the HTWA office. After 18 years, Jodi is leaving us to spend time with her kids and, after two years, Ellen has decided to attend graduate school in Madison. So this year several new faces will be in the HTWA offices and we will be making plans for the next 40 years.

Lastly, Nancy and her staff have done another great job getting thing done in the office, parking structures, and Streetscapes.

Michael Gardner
President, Historic Third Ward Association

BID No. 2 in 2015

Well, what can we say about this last year:

With everything that we learned during the first phase of construction, and with the continued great cooperation and coordination from WIDOT and DPW, the second and final phase of the freeway replacement went extremely well and we should be good for another 40 or 50 years. Wonder if our successors then will look back and speculate on how those old guys/gals way back in 2014-2015 managed back when people had to drive their own cars...or if there will even be cars...

Our Milwaukee Public Market had another banner year, again setting sales and attendance records. The minor vendor changes that we made last year have all been very successful, with our Market considered to be one of the best in the country. If our first quarter experience continues, 2016 will again be outstanding.

We completed the installation of the median on Milwaukee Street between St Paul and our park. Another nice addition to all of the things that go together to create everything that is THE neighborhood where living, working and playing really works. Nancy is finalizing the planting plan and soon the median will be spectacular with color and green. She also plans a couple of little tweaks on the more than 400 hanging baskets coming soon.

With WIDOT/DPW, we're also working on making the area under the freeway along the river on Water Street between our Watershed area and Clybourn an attractive place to relax, play and watch the river. Lights, seating areas and maybe even some artificial turf are in our future there. Another nice addition to our green areas program.

Active evaluation of the possibility of adding two floors onto our Milwaukee Street parking ramp continues, as does planning for necessary expansion of our "Third Ward Bus Company" parking shuttle program. Parking continues to be a major issue in the ongoing development of the Ward. We do have lots of it, just not where we'd like it, which is where our shuttles come in. Stay tuned.

Congratulations to Mayor Barrett and Alderman Baumann on their reelection. Both have been great partners in our activities. We look forward to many more years of working together. Bob also does double duty as the very capable chair of our ARB.

As usual, Nancy and all of our staff did their normal outstanding job in carrying out the BID objectives and Operating Plan initiatives. By now you know that Jodi will be leaving us after 18 years of hard work. We wish her well and will miss her attention to detail.

We continue to pay attention to those little things that individually might not be noticed, but collectively create an outstanding neighborhood in terms of cleanliness, attractiveness, repair and safety.

Finally, as usual, I'd like to point out that the BID (Business Improvement District #2) owns and, through contracts with the HTWA staff, operates two major parking ramps, the Public Market, the Riverwalk, the Streetscapes, and the various green space areas. The BID owns the equipment used to maintain all of the above as well as provide services such as our winter plowing and hanging flower basket program. It also supports the Architectural Review Board. BID Board members are not compensated for their efforts and provide an exceptional service toward making the Ward the great place that it is. Thanks for another year of help from everyone!

Ronald S. San Felippo
Chair, BID No. 2

Board Corner

Thank you Karen!

After serving ten years on the HTWA board, Karen Elert has resigned from the board because she has moved out of the Third Ward to be closer to family. Karen joined the board in 2005 as a representative of the Riverwalk Plaza Condominiums. She was an excellent board member; she always kept the residents up to date on Third Ward matters and volunteered at the Third Ward jazz festival. She also spent a lot of time in our office over the years helping with mailings. Thank you Karen!

In Memorium

Dawn Bloomfield passed away on October 20, 2015 at the age of 53 after a five year battle with cancer. Dawn served on the Third Ward Board of Directors from April 2010 until her death last year. Dawn was a resident and business owner in the Third Ward, where she and her husband Craig own Club Charlies. Dawn wanted Charlies to be the Third Ward "Cheers" – where everyone knew each other. She achieved that by offering a cozy and friendly atmosphere along with some of her catchy ideas like the Sunday All You Can Eat Pajama Party Brunch (yes, some people really come in their pjs!), Tuesday Trivia Night and the zany variety of Happy Hour drink specials. The Six Bucks Lunch was a great idea and a favorite of many! Dawn was the co-founder of Friends of Catalano Square, which is the non-profit organization that started the summer music series Ayre in the Square at the park each Thursday. Dawn loved this event as it drew Third Ward residents and businesses together. In her "spare" time, Dawn was a professional wedding photographer. She will be missed!

A Timeline of the Ward

1974-1975	City considers Third Ward as a "Red Light" District
1976	Association is formed and fights the designation. Wins!
1979	Dealt with issues such as Buffalo Bridge removal
1982	Third Ward Board becomes proactive - files for Historic District status
1983	Interior Department approves Historic Third Ward District
1984	Buffalo Building renovation (12 residential units) Posner Building renovation (4)
1985	DCD Block Grant \$30,000 to fund Parking & Traffic Study
1986	HTW funded Master Plan Study HTW receives 501c3 status
1987	1st Annual Best Block Party Broadway Apartments renovation (105) HTW Board limits tenure to 9 years
1988	HTW/City forms BID No. 2 1st Annual Christmas in the Ward
1990	HTWA funded Riverfront study
1991-1992	Streetscapes constructed
1991	Architectural Review Board formed
1993	Catalano Square Condo renovation (3)
1994	Last year of Best Block Party-Reinactment of Fire
1994-1995	Milwaukee Street Parking Structure built
1994	MIAD Dormitory renovation (72)
1995	Graffiti Removal program begins-matching grant with City
1996	HTWA funded Public Market Feasibility Study Lady Elgin Marker installed – celebration on St. Pat's 30 retailers and restaurants in the neighborhood
1997	Grant received – Walking Tour Brochure printed
1998	Big Easy Boogie – Block Party for Harley's 95th Snow Removal program begins
1999	Flower Beautification Program begins City Trash Cans painted and logo'd <i>Third Ward</i>
1999-2000	Water Street Parking Structure built - \$5.8 million
1999	1st Annual Summer Sizzle Jazz Festival
2000	Took over production of Gallery Night Riverwalk Plaza Condos renovation (76) Broadway Apts converted to Condos (105) Strauss Haus Condos renovation (3)

Timeline (cont.)

2002-2005	Historic Third Ward Riverwalk constructed
2002	73 retailers in the Ward
2003	Lofts on Broadway Condos renovation (60) Nelson Apartments renovation (4)
2004	1st Annual Outdoor Sculpture Walk "Artscape"
2004-2005	Milwaukee Public Market construction
2005	1st Annual Ice Sculpting Competition Purchased the building located at 346 N. Broadway Monthly Security meetings begin Jefferson Block Apartments – new construction (217) Gaslight Loft Apartments – new construction (138) Riverview Apartments - renovation (21) Commission House Condos renovation (18) Harbor Front Condos – new construction (80)
2006	Marine Terminal Lofts renovation (100) 525 E. Chicago Lofts renovation (22) Hanson's Landing Condos – new construction (80) 1st Annual World's Largest Coffee Break Milwaukee Public Market opens 88 retailers in the Third Ward Installed Security Cameras at MSPS
2007	Third Ward becomes known as the Arts and Fashion District Takes over Management of the MPM Leased 346 N. Broadway to Good Harvest Market New Victor Stanley Trash Cans for Streetscapes Installed Security Cameras at WSPS
2008	Streetscape improvements to 300 block of N. Broadway – end caps and angle parking LCPS Apartments open (22) plus 1st floor retail space Cityside Plaza condos open (56) plus 1st floor retail Paddlers Club formed at Watershed Building - Kayak storage
2009-2010	BID completes renovation of Streetscapes; painting, corners, parks, arches Jackson Square apartments open (87) plus 1st floor retail Corcoran Lofts apartments open (76) open – 1st floor retail
2011	Leased 346 N. Broadway to Benelux which opens with a rooftop restaurant Leases with the City to manage Catalano Square & Erie Street Plaza-added sculptures Lease with WE Energies to manage Gaslight Park - added Sculpture
2011-2012	Brighten the Passage – Competition for Brighter & Safer pedestrian experience
2012	1st Annual Third Ward Art Festival
2012-2015	Rebuild of 794 – we survived it!
2014	BID received \$539,000 TIF grant for Streetscaping at south end of Ward Three Dancers by artist Richard Edelman installed at Plankinton & St.Paul - State lease MIAD's Two50Two Apartments completed – houses 300 students Rooftop addition to be added to Eppstein Uhen building
2014-2015	Milwaukee Street Median constructed
2015	Dohmen moved in to their newly renovated building at 191 N. Milwaukee Mitchell Leather building sold and will be converted to apartments. 1st floor retail will be Royal Enfield, an iconic motorcycle manufacturer's showroom. Kimpton Hotel begins construction National retailers West Elm and Kit & Ace open in the Ward
2015-2016	Renovation of Showcase Awards building into 2 retail spaces & apartments (12)
2016	DOMUS Apartments – Under construction (61) Work to begin on new park underneath I-794 –part of Brighten the Passage. Restoration Hardware moved in to Rubin's building 161 Retailers and Restaurants in the neighborhood
2017	Add two more floor to MSPS – for 300 more parking spaces

() = Residential Units

What Will We Do Without You



Jodi Hanson

Jodi Hanson began her career with us in 1998. I actually hired her because she had a Journalism degree and I was terrible with punctuation! Back then it was only Jodi and I in the office – what a team we made. We had fun planning events and coming up with new programs. We'd work on Saturdays and late at night strategizing. Of course, as we grew, so did our work loads. Her job became more administrative and accounting oriented. Today, Jodi knows the ins and outs and has the working knowledge of everything we have built and projects we have overseen throughout the

past 18 years. You would never know she's not an accountant! She knows the who, what, when and where as far as the BID, HTVA and Public Market are concerned. We will not only miss her smiling face, but her institutional knowledge as well.

Eighteen years is a long time to work for one organization. It's amazing the memories that pop into your head when you find out someone is leaving. Like the jazz festival nine years ago. She was pregnant with her son and was due ANY DAY. She felt miserable and could hardly walk (we kept a chaise lounge upstairs for her to rest) but she was there. Jodi very seldom missed work. She had Nicholas two days later! Then there was the time she found a typo on the Public Market Plow Breaking Ceremony invite after they were mailed – oops it said "Pubic Market" – oh my gosh she was so embarrassed. We didn't let that one go for awhile. We have had so many great times, we could write a book!

We are sad to see her go, but happy that she will be taking time off to spend with her family over the summer. After that, she gets to decide what path she'll take for her next chapter in life!

Nancy O'Keefe

Executive Director, Historic Third Ward Association

Staff Talk

Finding a replacement for Jodi was no easy task but we are happy to announce the hiring of Sarah Dwyer-Olson as our new Associate Director. Sarah comes to us from Core Tech, a firm that specializes in Computer and Technology Solutions. She brings with her a wealth of knowledge in both business and financial management. Core Tech is located in the Third Ward so Sarah already knows the neighborhood!

Ellen Faletti, our marketing, membership, social media and jack of all "office" trades is leaving us at the end of July to attend grad school. Ellen has been a great asset to our staff and we will miss her.



Ellen Faletti

Replacing Ellen will be Kristin Amenson. Kristen left us in 2013 when she moved to Arizona. Fortunately for us she is back in Milwaukee and ready to continue where she left off! Kristin's previous six years with the Association will help us with the transition of both Jodi and Ellen's departures.

Sad to see you go!

The Third Ward said goodbye to **6 businesses** throughout 2015 for various reasons. Some moved on, some were closed, and some reinvented. We will miss Blush Beauty, Elaine Erickson Gallery, Five Hearts, Rubin's Furniture, THE Fine Art Gallery and Tulip.

2016 Event Calendar

Jun 2-Sep 1	Jazz in the Park - Cathedral Square
Jun 3	Shepherd Express Street Eats
Jun 8-Aug 3	River Rhythms - Pere Marquette Park
Jun 10-12	Pridefest
Jun 11	Summerfest Rock 'N Sole Run
Jun 17-19	Polish Fest
Jun 17-19	Lakefront Festival of the Arts
Jun 29-Jul 3	Summerfest
Jul 5-10	Summerfest
Jul 14	Ayre in the Square - Max & the Invaders
Jul 14	Storm the Bastille Run
Jul 14-17	Bastille Days
Jul 19-22	Plein Air Painting Competition Around the Ward
Jul 21	Ayre in the Square - Kyle Megna & the Monsoons
Jul 22-23	Gallery Night & Day
Jul 22-24	Festa Italiana
Jul 26	World's Largest Coffee Break
Jul 28	Ayre in the Square - Space Raft
Jul 29-31	Germanfest
Aug 4	Ayre in the Square - Trapper Schoepf
Aug 11	Ayre in the Square - Rocket Paloma with Grasping at Straws
Aug 18	Ayre in the Square - Dead Horses
Aug 18-21	Irish Fest
Aug 20	Sensational Sidewalk Sale
Aug 25	Ayre in the Square - The Thriftness
Aug 26-28	Mexican Fiesta
Sep 1	Ayre in the Square - The Whiskeybelles
Sep 3-4	Third Ward Art Festival
Sep 9-11	Indian Summer
Sep 17-18	Doors Open - Historic Milwaukee
Oct 15	Milwaukee Public Market Harvest Festival
Oct 21-22	Gallery Night & Day
Nov 5-6	Milwaukee Running Festival
Nov 19	Downtown Holiday Parade-Firetruck
Nov 26	Small Business Saturday
Dec 2-3	Christmas in the Ward
Dec 9-10	Jolly's Gingerbread House
Dec 12	Holiday Party



The Outsider rooftop bar at the Kimpton Hotel

Open for Business

The Third Ward welcomed **23 businesses** in 2015.

adBidTise, Associated Bank, Attitude Nail Studio, Bent Tree Church, Carefree Boat Club, Cohen Fund Audit Services, Cornerstone Realtors, FORM Fine Goods & Floral, Free Bird

Boutique, Inspired, Kickapoo Coffee, Kit and Ace, Lucky Ginger, Mainstream Boutique, Nomad Art Gallery, Physicians Realty Trust, Resting Place Massage Therapy Center LLC, Save Milwaukee, SEH Architects, Treat Bake Shop, Versant, West Elm, Wisconsin Vision.

Great Neighborhood Events

The **12th Annual Sculptures on Ice** transformed Broadway and Catalano Square into a breathtaking exhibit. The ice carvers created "Superhero" themed sculptures!



The new **Third Ward Fashion Fest** was a night of fashion and glamour for the neighborhood. The night began with shopping and dining and ended with a Fashion Show at Evolution MKE.

The sun was out for the **9th Annual Shortest and Smallest St. Patrick's Day Parade!** People came for green beer and to march the 280 steps around Catalano Square.

Gallery Night and Day is Milwaukee's premier quarterly art event and continues to bring thousands of visitors and art lovers to the neighborhood and downtown.



The **Plein Air Painting Competition** was a huge success. This year's competition

brought 40 artists to the neighborhood and lots of visitors. The Hudson graciously hosted the event on Gallery Night and Day. The Milwaukee High School of the Arts received \$379 from the sales of the paintings.

Ayre in the Square, a 10-week concert series hosted by the Friends of Catalano Square, kicked off and featured various local and regional bands.



The **World's Largest Coffee Break** in Catalano Square featured free beverages and treats from 9 local coffee shops and restaurants.

Last year's **Third Ward Art Festival** was the largest show with 148 participants, and the sunny weather brought lots of visitors to the neighborhood! The Milwaukee Public Market sold wine and beer to raise money for the Wounded Warrior Project.

Small Business Saturday was even bigger than last year! Mayor Barrett, Beth Weirick of Milwaukee Downtown and Eric Ness, the Wisconsin District Director of the U.S. Small Business Association joined shoppers in support of local businesses that day.

Our beautiful tree lit up the neighborhood for the **27th Annual Christmas in the Ward**. Lots of people gathered for holiday fun and stunning fireworks. On Saturday, Tinker the Miniature Horse made an appearance during the Salvation Army's Sweaters in the Square.



Nineteen Third Ward retailers participated in the **Holiday Window Decorating Contest**. It was a tight competition, but Lucky Ginger took 1st Place! 2nd Place – SEVVA Salon & Nail Studio; and 3rd Place – The Barre Code.



ASSOCIATION STAFF

Nancy O'Keefe
Executive Director

Jodi Hanson
Associate Director

Shelley Radtke
Accountant

Ellen Faletti
Membership & Promotions Coordinator

BID STAFF

ARCHITECTURAL REVIEW BOARD

Chris Rute, ARB Coordinator

OPERATIONS / STREETSCAPES

David Lesky
Operations Manager

Paul Bugembe
Maintenance Team

Chris Coates
Maintenance Team

Walter Crawford
Maintenance Team

Ben Thimm
Maintenance Team

PARKING STRUCTURES

Cindy Lesky
Parking Manager

Grant Grismer
Parking Assistant

Goodie Goodlow
Parking Attendant

Ronald Dlugi
Parking Attendant

Daniel Jamieson
Parking Attendant

Clemel Hill
Security

Nancy's Notions

It's hard to believe that the Association is 40 years old and I've been here for 20 of them! So much has taken place over the years, and it took a lot of people to get here.

Let's all thank each other for being part of the Historic Third Ward Association and the BID No. 2. The businesses and residents who moved here and the commercial property owners who had the foresight to invest in the neighborhood. We also need to thank the City, the County and State for their involvement. Their help has allowed us to move forward and give us amenities we never thought we would have.

As we consider the last 40 years, we need also to look forward toward the next 40. This year, the Association and BID will be collaborating on a new strategic plan for our neighborhood. We didn't get here without the great planning of our past leaders and we need to give that gift to the Ward's future leaders. I look forward to that process!

MILWAUKEE PUBLIC MARKET STAFF

Paul Schwartz
Operation & Communications Manager

Ryan Litsheim
Senior Market Assistant

Alison Enders
Accounting Clerk

Ellen Kullerstrand
Senior Operation & Events Manager

Jan Barnard
Market/Events Assistant

Anya Moran
Market/Events Assistant

Jill Nickerson
Culinary Director

David Ware
Facility Manager

Steve Rivas
Facility Maintenance

Lucas Ribbink
Shuttle/Parking Lot

Beth Heinecamp
Shuttle/Parking Lot

SOCIAL MEDIA

Twitter

2015: 20,600
2016: 28,200

Facebook

2015: 7,532
2016: 8,675

Socialize with us!

facebook.com/HistoricThirdWard
twitter.com/ThirdWardMKE

BID #2 (Historic Third Ward) Board Member Sheet

Board Organization: 9 members, 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.

<u>Board Member</u>	<u>Title</u>	<u>Start Date</u>	<u>End Date</u>
Kendall Bruenig	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
Michael DeMichele	Member	11/12/2015	11/12/2018
Robert Joseph	Member	12/13/2013	12/13/2016
Robert Monnat	Member	12/23/2013	12/23/2016
Ann Pieper Eisenbrown	Member	12/11/2013	12/11/2016
Ronald San Felippo	Member	12/4/2013	12/4/2016
Greg Uhen	Member	1/8/2014	1/8/2017

