

**Westown
BUSINESS IMPROVEMENT
DISTRICT #5**

2005 OPERATING PLAN

To be submitted: September 8, 2004

To: City of Milwaukee, Department of City Development

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Westown Business Improvement District #5 2005 Operating Plan

I. INTRODUCTION

In 1984, the Wisconsin legislature created s. 66.608 of the Statutes enabling cities to establish Business Improvement Districts (BIDs) upon the petition of at least one property owner within the proposed district. 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." Upon petition from property owners within the Westown business district, the Common Council of the City of Milwaukee, on November 14, 1989, by Resolution File Number 890817, created BID No. 5 (Westown) and adopted its initial operating plan.

Section 66.608 (3) (b), Wisconsin Statutes, requires that a BID board "shall annually consider and make changes to the operating plan. . . .the board shall then submit the operating plan to the local legislative body for approval." The Board of BID No. 5 (Westown) submits this 2005 Operating Plan in fulfillment of the statutory requirement.

This plan proposes the continuation and expansion of the activities described in the initial (August 1989) and subsequent BID operating plans. Therefore, it incorporates by reference the earlier plan as adopted by the Common Council. In the interest of brevity, this plan emphasizes the elements that are required by sec. 66.608, Wis. Stats., the proposed changes for 2005, and does not repeat the background information that is contained in the earlier plans.

II. DISTRICT BOUNDARIES

Boundaries of the district are shown on the map in Appendix A. Properties included in BID #5 are listed in Appendix C.

III. PROPOSED OPERATING PLAN

A. Mission: Westown Business Improvement District #5 promotes development of the western portion of Milwaukee's Central Business District as a vibrant commercial area and as an exciting place to live, learn, work and play through collaborative efforts with area businesses, public and private institutions, property owners and residents.

B. Strategic Vision: Milwaukee's downtown will be a vibrant, diverse, clean, safe, premier destination with increased economic vitality. This will be achieved through Westown's leadership and involvement in broad-based collaborative efforts.

Westown, BID #5 will achieve this by:

- 4 Promoting the area's assets;
- 5 Facilitating board and member involvement in downtown improvement decisions;
- 6 Strengthening ties with small business and area residents; and
- 7 Expanding and diversifying the organization's funding base.

C. Proposed Projects - Year Sixteen (2005): Each year, Westown, BID #5, engages in principal activities to achieve the mission and vision outlined above. In 2001, the Board of Directors participated in a strategic planning session that reestablished the goals and strategies for Westown. The board will reconvene at the beginning of 2005 for its annual strategic planning session to re-evaluate these goals and make necessary modifications for year Sixteen. The goals and strategies proposed for 2005 are outlined below.

GOALS AND STRATEGIES

Goal 1: Increase the Economic Vibrancy of the Westown Area

- (1A) Attract new businesses. BID #5 will work with the Department of City Development (DCD) and Milwaukee Downtown, BID 21 to market available retail space and link business owners interested in Westown locations with property owners.
- (1B) Retain existing businesses. BID #5 will continue to work with Westown restaurants for prepared food sales at the Westown Farmer's Market, River Rhythms, River Flicks and the St. Patrick's Day Parade. Their participation in these events increases their visibility, marketing and sales during their off-peak season.
- (1C) Increase business activity. BID #5 will encourage Westown businesses to access DCD's Façade Grants to improve their exterior appeal and increase business activity.
- (1D) Coordinate plans with other business and neighborhood associations. BID #5 will continue to actively participate in the Milwaukee Downtown Collaborative Marketing Group and other joint efforts.
- (1E) Encourage new development, including housing that is consistent with the recommendations in the Downtown Master Plan.
- (1F) Ensure that new physical developments and additions to properties in Westown are compatible with the aesthetic and economic development goals of Westown. BID #5 will work with the City of Milwaukee to encourage the incorporation of the Westown Design Guidelines into the new Downtown Zoning Ordinance.

Goal 2: Increase Westown's Leadership Role in Leveraging Downtown Development

- (2A) Compile and maintain data that profiles the economic base, demographic, and spending behaviors of residents and visitors as customers of existing or potential Westown businesses.
- (2B) Advocate for development that reflects Westown's vision of downtown...keeping in mind current and future projects.
- (2C) Coordinate Westown's efforts with other businesses and neighborhood associations.

- (2D) Continue to actively participate on committees of Milwaukee Downtown, BID 21 and coordinate with the activities and strategies to collaboratively meet the objectives of each organization.
- (2E) Work collaboratively with the City of Milwaukee and numerous downtown partners to keep businesses and property owners involved in the Pedestrian Corridors Project (Wisconsin Avenue Streetscaping) and the redevelopment of the Park East corridor.

Goal 3: Enhance the Perception of Westown & Promote Assets

- (3A) Create a consistent and positive image of Westown. BID #5 will continue to participate in the Collaborative Downtown Marketing Group to aid in the consistent and positive “branding” of Milwaukee’s downtown. BID #5 will publish a monthly electronic newsletter and maintain a presence on the World Wide Web to increase the awareness of Westown.
- (3B) Promote Westown as a safe, clean and secure environment integral to the growth of the central business district. Westown will continue to coordinate successful image-building events including the Westown Farmer’s Market, River Rhythms, River Flicks and the St. Patrick’s Day Parade. These events draw thousands of visitors to downtown, resulting in increased pedestrian traffic and improved sales for local businesses. Strategic event plans will be used to increase attendance and improve Westown’s image as a clean, safe and friendly destination.
- (3C) Work with the Collaborative Downtown Associations on related efforts. Westown will continue to be a leader in the Downtown Trolley Loop Group.

Goal 4: Develop and Advocate for Transportation and Parking Plans That Will Enhance Downtown

- (4A) Conduct briefings with public and private sector leadership on downtown transportation and parking projects including the Marquette Interchange design, construction and mitigation of the negative impacts, Park East redevelopment, Milwaukee Connector, Intermodal Passenger Facility, MCTS bus and trolley service, and bicycle corridor development to ensure that all projects positively contribute to Westown’s development.
- (4B) Leverage membership to be a more influential player in city, county, regional and state transportation planning. BID #5 will hold monthly Transportation Committee meetings and continue to actively participate in the Alliance for Downtown Parking and Transportation to keep members informed of new developments.
- (4C) Advocate for comprehensive mass transit service downtown, including circulation within downtown (MCTS Trolley, Milwaukee Connector, parking shuttles, etc.).
- (4D) Advocate for expansion of skywalks, Riverwalks, and other pedestrian circulation

systems.

- (4E) Promote and update ParkMilwaukee.com, a comprehensive web site that directs visitors, residents and employees to downtown parking. Westown has expanded the marketing of the site and continues to work collaboratively with the City of Milwaukee, Milwaukee Downtown, East Town, and the Historic Third Ward to include all downtown parking.

Goal 5: Expand and Diversify our Funding Base

- (5A) More aggressive recruitment and retention of membership to help offset declining BID revenues.
- (5B) Increase membership through targeting non-property owner (i.e. tenants, residents) membership.
- (5C) Expand the base of sponsorship, grant and foundation support for events and special projects.
- (5D) Expand our use of skilled volunteers, particularly downtown residents.
- (5E) Identify and respond to member needs.
- (5F) Increase cash or in-kind contributions from tax-exempt properties.
- (5G) Communicate the mission, vision and accomplishments of Westown to constituents.
- (5H) Enhance profitability of Westown Association sponsored events (i.e. Westown Farmer's Market, River Rhythms, River Flicks & the St. Patrick's Day Parade).

SELECTION OF PROJECTS

It is beyond the capacity and resources of BID #5 to address every issue affecting Westown. As a result, the Westown BID #5 Board of Directors will identify priority projects from those listed above that demonstrate cost effectiveness, efficiency, and an ability to further the organization's goals. Selected projects will become incorporated into a work plan for 2005.

D. Proposed Expenditures - Year 14

Proposed Westown BID #5 Budget – 2005

Revenue	
BID Assessments	90,026
City Match	18,000
Membership Dues	19,000
Interest Income	3,000
Total Revenue	130,026
Expenses	
Gross Wages (pre-tax)	78,898
Employer Benefit Contribution (100% of health, dental, life)	4,896
Employer Taxes (Comp FICA + MCARE)	6,035
Payroll Expense: Paychex	979
Association Dues	2,125
Bank Charges	1,472
Business Meeting Costs	2,786
Insurance	2,902
Miscellaneous (parking, water)	2,823
Equipment Lease/Maintenance	3,384
Equipment Purchase	2,764
Office Supplies	1,977
Postage	3,215
Printing	2,470
Professional Services (Audit/Legal/Consulting)	4,532
Subscriptions	627
Telephone/Fax	2,462
Meetings / Conferences	3,804
Newsletter	1,875
Total Expenses	130,026

E. Financing Method - Proposed expenditures will be financed from revenue collected from the BID #5 assessments and voluntary contributions. Based on assessed valuation information provided by the City, it is estimated that \$90,026 or approximately 69 percent of the BID #5 budget will be raised through assessments.

As part of the City budget process, the City of Milwaukee has been requested to annually contribute \$18,000 or approximately 14 percent of the budget, in support of BID #5.

The Westown Association will solicit voluntary contributions, grants, dues and sponsorships from "exempt" property owners adjoining the boundaries of the District and from property owners, companies and foundations who will benefit from the improvements and actions proposed in this plan. BID #5 expects to raise \$19,000, or approximately 15 percent of the budget, through such efforts.

Westown projects that an additional \$3,000, or 2 percent of the total budget will be generated from interest on existing assets.

The BID #5 Board shall have the authority and responsibility to prioritize expenditures and to revise the budget during the year as necessary to match the funds actually available.

F. The BID #5 Board and Terms of Office – In 1992, the Board of Directors was reduced from twelve (12) members to ten (10) members. The Board is now composed of at least six (6) owners or occupants of property within the Westown BID #5 boundaries. Directors will serve terms of three (3) years. On July 13, 2004, the BID Board adopted new by-laws for itself as permitted under the initial operating plan. A copy of the by-laws is attached as Appendix D and the BID #5 Board is listed in Appendix E.

IV. METHOD OF ASSESSMENT

A. Assessment Rate and Method – The annual assessment for the BID #5 operating expenses will be levied against each property within the BID in direct proportion to the current assessed value of each property for real property tax purposes as of the date the BID holds its public hearing regarding its Year Sixteen Operating Plan (September 14, 2004). No owner of property within the BID shall be eligible to receive or be subject to any reductions or increases in its assessment as a result of a decrease or increase in the assessed value for their property occurring after such date. In addition, the amount of a special assessment against a particular property may change from year to year if that property's assessed value changes relative to other properties within the BID.

As of 2004 January 1, 2004 the property in the Westown district had a total assessed value of \$131,440,500. This plan proposes to assess the property in the district at a rate of \$.900 per \$1,000 of assessment for the purposes of the BID with a \$210 per parcel minimum assessment and a \$12,600 per parcel maximum assessment. Appendix C shows the projected BID assessment for each property included in the BID.

The principle behind the assessment methodology (Appendix B) is that each property should contribute to the BID in proportion to benefit derived from the BID. After consideration of other assessment methods, it was determined that assessed value of a property was the characteristic most directly related to the potential benefit provided by the BID. Therefore, a fixed assessment on the assessed value of the property was selected as the assessment methodology for this BID. It is assumed that development of the District will produce at least some minimum benefit for all parcels. Thus, a \$210 minimum assessment has been applied.

B. Excluded and Exempt Property - The BID law requires explicit consideration of certain classes of property. In compliance, the following statements are provided.

1. State Statute 66.608 (1) (f)lm: 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 method set forth in this plan because it is assumed that they will benefit from development in the District.
2. State Statute 66.608 (5) (a): Property known to be used exclusively for residential purposes will not be assessed; such properties are identified as BID Exempt Properties in Appendix C with no value assigned.
3. In accordance with the interpretation of the City Attorney regarding State Statute 66.608 (1) (b), property exempt from general real estate taxes has been excluded from the district boundaries. Tax exempt property adjoining the district and which is expected to benefit from district activities will be asked to make a financial contribution to the district on a voluntary basis.

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

A. City Role in District Operation - The City of Milwaukee has committed to helping private property owners to promote the District's development. To this end, the City has played a significant role in the creation of the Business Improvement District and in the implementation of its operating plan. In particular, the City will continue to:

1. Provide assistance as appropriate to the BID Board.
2. Monitor and, when appropriate, apply for outside funds which could be used in support of the District.
3. Collect assessments, maintain in a segregated account, and control the disbursement of these monies.
4. Obtain annual audits as required per Sec. 66.608 (3) (c) of the BID law.
5. Provide the Board, through the Tax Commissioner's Office on or before June 1st of each Plan year, with the official City records on the assessed value of each tax key number within the District, as of January 1st each plan year, for purposes of calculating the BID assessments.
6. Encourage the State of Wisconsin, Milwaukee County and other units of government to support the activities of the District.

The presentation of this plan to the City shall be deemed a standing order of the Board under Sec. 66.608 (4) Wis. Stats. to disburse the BID assessment, disbursement method, or accounting method. Disbursements made under this plan shall be shown in the City's budget as a line item, and shall not be included in the control of any department of the City.

VI. FUTURE OPERATING PLANS

Through an annual strategic planning process, the Westown, BID #5 Board will revise and develop the operating plan annually, in response to changing development needs and opportunities in the District, in accordance with the purposes and objectives defined in the initial operating plan.

Section 66.608 (3) (a) of the BID law requires the Board and the City to annually review and make changes as appropriate in the District plan. Therefore, this document focuses upon Year Sixteen (16) activities and information on specific assessed values, budget amounts and assessments amounts are based on Year Sixteen (16) conditions. Greater detail about subsequent year's activities will be provided in the required annual plan updates, and approval by the Common Council of such plan updates shall be conclusive evidence of compliance with this plan and the BID law.

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

VII. THE WESTOWN ASSOCIATION OF MILWAUKEE, INC.

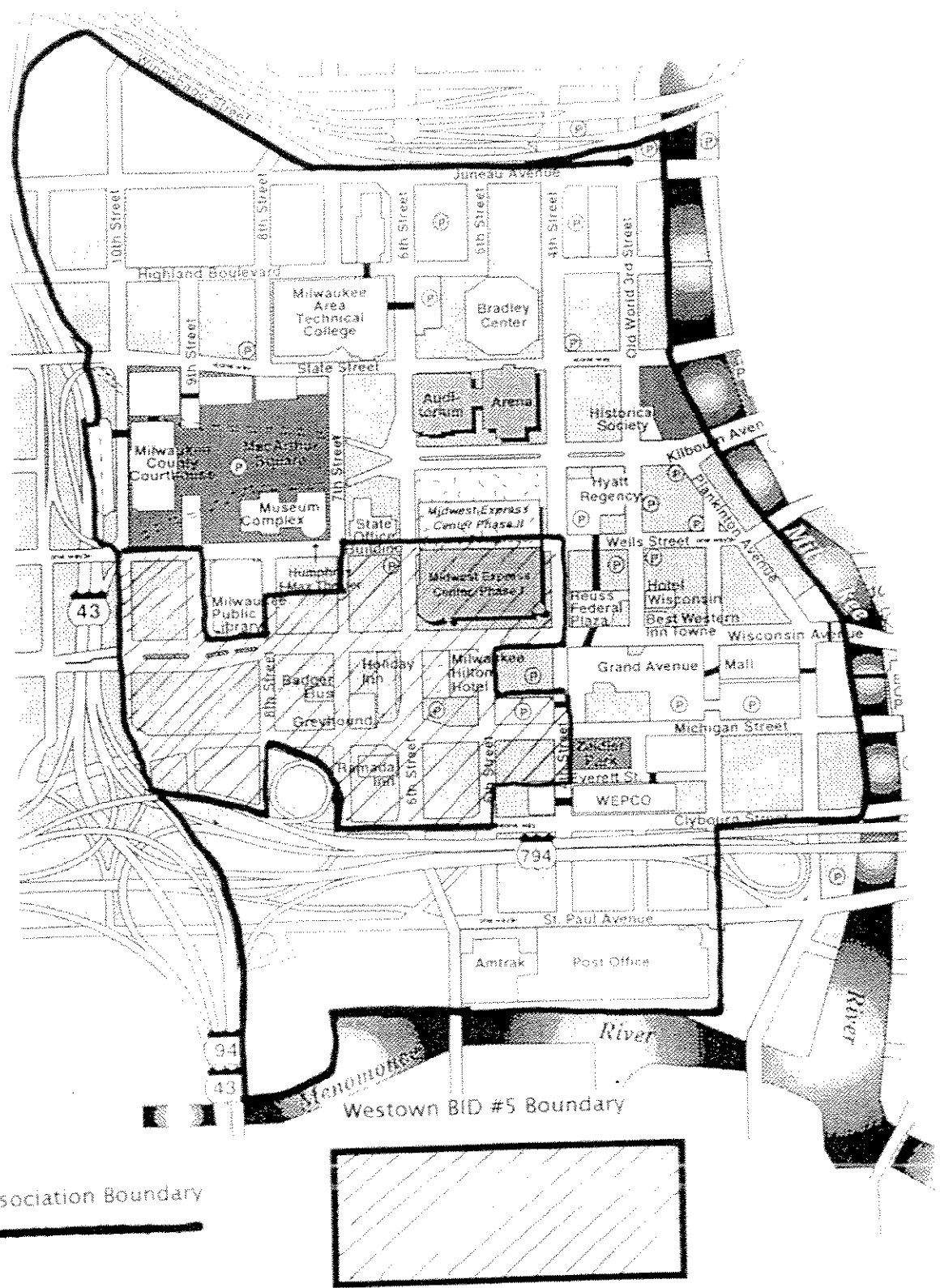
The Westown BID shall be a separate entity from the Westown Association of Milwaukee, Inc., notwithstanding the fact that members, officers and directors of each may be shared. The Westown Association of Milwaukee, Inc. shall remain a private organization not subject to the open meeting law and not subject to the public records law except for its records generated in connection with its contact with the BID Board and may, and it is intended, contract with the BID to provide services to the BID, in accordance with the Plan.

Any contracting with the Westown Association to provide services to the BID will be exempt from the requirements of Section 63.15 Stats., because such contracts shall not be for the construction or improvements or provisions of materials. If the BID does contract for the construction of improvements or provisions of materials, it shall follow the requirements of such statutes to the extent applicable.

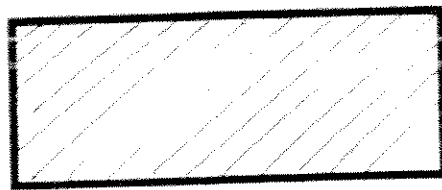
Further, the annual accounting required under Section 66.608 (3) (c) Stats., shall be deemed to fulfill the requirements of Section 62.15 (14) Stats. The BID Board and the City shall comply with the provisions of 66.60 before the City inserts assessments for this BID Plan onto the tax bills for the parcels assessed hereunder, only to the extent required by law, to create a lien on the parcels assessed.

Appendix A – MAP

WESTOWN ASSOCIATION BOUNDARY



Westown Association Boundary



**ASSESSMENT METHODOLOGY for BID #5 in YEAR Sixteen (2005)
ASSESSMENTS (2004)**

It is intended to assess all properties described in the plan equally, with the exception that there shall be a minimum assessment of \$210.00 and a maximum assessment of \$12,600.00 on all individual parcels. The rate for Year Sixteen will be \$0.900 per \$1,000.00 in assessed valuation.

EXAMPLES:

SHAFTON FAMILY LTD PARTNERSHIP, 641 N. James Lovell

Given that the total valuation of this property as of 1 January 2004 is ~~\$164,000.00~~; then dividing this by ~~\$1000~~ and then multiplying this valuation by ~~\$0.900~~ would result in an assessment of ~~\$147.60~~. Because this is below the \$210.00 minimum, the actual assessment for the BID should be **\$210.00**.

THE CLARK BUILDING JOINT VENTURE, 633 W. Wisconsin Ave.

Given that the total valuation of this property as of 1 January 2004 is ~~\$8,456,000.00~~; then dividing this by ~~\$1000~~ and multiplying this valuation by ~~\$0.900~~ would result in an assessment of ~~\$7610.40~~. Because this is not below the \$210.00 minimum and not above the \$12,600.00 maximum, the actual assessment for the BID would be **\$7610.00**

FORTIS HEALTH INSURANCE BUILDING, FORTIS INSURANCE COMPANY

501 W. Michigan Avenue

Given that the total valuation of this property as of 1 January 2004 is ~~\$25,350,000.00~~; then dividing this by ~~\$1000~~ and multiplying this valuation by ~~\$0.900~~ would result in an assessment of ~~\$22,815.00~~. Because this is above the \$12,600.00 maximum, the actual assessment for the BID would be **\$12,600.00**.

Complete tabulation of the assessment per parcel in the Westown BID #5 is in Appendix C.

2004 BID #5 Assessments										
Taxkey	Property Address	Class	Owner Names	Current Land	Current Improv.	Current Total	Land Sqft	Floor Area	Base BID Assessment	2004 BID Assessment
361-0701-000-3	625 W. Wisconsin	APT	St. James Court Historic Apartments Ltd Ptn	\$140,400	\$893,600.00	\$950,000.00			\$655.00	\$655.00
361-0702-000-9	815 W. Wisconsin	COMM	Towne Peterson LLC	\$86,600	\$28,800.00	\$91,400.00	4,576	4,576	\$97.66	\$210.00
361-0703-000-4	601 W. Wisconsin	COMM	Towne Peterson LLC	\$330,900	\$53,100.00	\$384,000.00	22,057	22,057	\$345.60	\$345.60
361-0707-110-X	735 W. Wisconsin	COMM	Towne Peterson LLC	\$1,098,000	\$1,960,000.00	\$2,958,000.00	63,050	111,169	\$2,671.20	\$2,671.20
361-0709-100-3	625 N. James Lovell	COMM	Towne Peterson LLC	\$67,300	\$97,100.00	\$97,100.00	7,275	7,275	\$87.39	\$210.00
361-0711-000-8	712 W. Michigan	COMM	7th & Michigan Associates LLC C/O SGMC	\$67,500	\$723,420.00	\$790,920.00	7,506	29,869	\$71.83	\$712.00
361-0712-000-3	700 W. Michigan	COMM	The Clark Building Joint Venture	\$135,000	\$95,080.00	\$730,080.00	15,000	27,802	\$657.07	\$657.07
361-0713-111-0	633 W. Wisconsin	COMM	The Clark Building Joint Venture	\$1,428,000	\$7,026,000.00	\$8,454,000.00	71,400	424,295	\$7,610.40	\$7,610.40
361-0714-111-6	611 W. Wisconsin	COMM	Downtown Ventures LLP	\$839,100	\$6,560,900.00	\$7,400,000.00	41,955	172,809	\$6,678.00	\$6,678.00
361-0719-111-3	503 W. Wisconsin	COMM	Mill City Center LLC	4,176,000.00	\$27,943,000.00	\$31,819,000.00	104,400.00	491,759.00	\$28,637.10	\$12,600.00
361-0724-100-5	518 W. Michigan	COMM	Mill City Center LLC	450,000.00	\$236,000.00	\$666,000.00	22,500.00	22,500.00	\$617.40	\$617.40
361-0726-120-1	615 N. 4th Street	COMM	Bosco LLC c/o Wispark LLC	\$1,440,000	\$1,307,000.00	\$2,747,000.00	48,000	28,972	\$2,472.30	\$2,472.30
361-0799-110-1	401 W. Michigan	COMM	1stair C/L : LP c/o Ielar Financial, Inc.	\$1,820,000.00	\$15,417,000.00	\$17,337,000.00	64,000.00	236,218.90	\$15,603.90	\$12,600.00
361-0814-122-5	501 W. Michigan	COMM	Time Insurance Company Attr Tan Deparime	\$2,873,700	\$22,476,300.00	\$25,350,000.00	127,718	370,160	\$22,815.00	\$12,600.00
361-0822-110-5	603 W. Michigan	COMM	Donald R. Dieriske c/o Robert Fitzshall	\$963,700	\$2,505,300.00	\$3,469,000.00	80,311	96,022	\$3,122.10	\$3,122.10
361-0825-123-9	545 N. 8th Street	COMM	Honeywell, Inc. Tax Dept MN12-4184	\$238,000	\$816,000.00	\$1,054,000.00	29,752	19,775	\$948.80	\$948.80
361-0834-210-7	545 N. James Lovell	COMM	7th & Michigan Associates c/o SGMC	\$13,800	\$79,200.00	\$113,000.00	5,625	5,625	\$101.70	\$210.00
361-0835-000-2	555 N. James Lovell	COMM	7th & Michigan Associates c/o SGMC	\$13,800	\$79,200.00	\$113,000.00	5,625	5,625	\$94.70	\$345.00
361-0840-111-1	603 W. Michigan	COMM	The Schettler Joint Revocable Trust D2-8-96	\$30,000	\$363,000.00	\$393,000.00	5,000	5,046	\$344.70	\$345.00
361-0849-100-5	531 N. 8th Street	COMM	Towne Realty Inc.	\$462,100	\$3,429,900.00	\$3,912,000.00	60,260	132,334	\$3,520.60	\$3,521.00
361-0850-110-8	521 N. 8th Street	COMM	Towne Realty Inc.	\$75,800	\$8,800.00	\$85,600.00	9,600	9,600	\$77.04	\$210.00
361-1713-100-3	601 West Wells	COMM	AlRight Corporation	\$73,200	\$171,800.00	\$245,000.00	9,146	7,200	\$220.50	\$221.00
361-1715-000-3	738 N. James Lovell	COMM	Mitchell Family Trust DB 10-90	\$40,000	\$210,000.00	\$250,000.00	2,000	188,916	\$4,500.00	\$4,500.00
361-1717-000-8	728 N. 6th Street	COMM	Sтивен M. Lechter & Mitchell H. Lechter	\$95,000	\$72,000.00	\$167,000.00	1,750	1,986	\$98.30	\$225.00
361-1718-100-0	723 N. 6th Street	COMM	Lowell Development LLC	\$900,000	\$200,000.00	\$500,000.00	15,000	45,000	\$150.00	\$150.00
361-1721-000-0	626 W. Wisconsin	COMM	The Central Marketplace Co % Robert A. Tej	\$245,000	\$133,000.00	\$378,000.00	12,000	12,000	\$395.70	\$395.70
361-1722-000-6	612 W. Wisconsin	APT	Wisconsin Avenue Property LLC	\$274,000	\$71,800.00	\$345,800.00	16,312	16,312	\$368.20	\$368.00
361-1723-000-1	606 W. Wisconsin	COMM	MJM Partnership James Zuber 1994 Trust	\$262,500	\$1,663,500.00	\$1,946,000.00	10,550	97,133	\$1,751.40	\$1,751.40
361-0101-000-0	900 W. Wisconsin	COMM	Partnership to Develop Westown Inc.	\$555,000	\$6,644,000.00	\$7,200,000.00	118,250	46,368	\$6,480.00	\$6,480.00
398-0015-000-8	543 N 4th Street	RES	Arnold J. Thomas	\$2,200	\$27,800.00	\$30,000.00			\$27.00	\$0.00
398-0116-000-3	539 N. 3th Street	COMM	Towne Realty Inc	\$26,800	\$10,400.00	\$39,200.00	3,600	3,600	\$35.28	\$213.00
398-0117-200-1	533 N. 5th Street	COMM	Towne Realty Inc.	\$26,800	\$10,400.00	\$39,200.00	3,600	3,600	\$35.28	\$35.28
398-1202-100-5	605 N. James Lovell	COMM	Badger Coaches, Inc.	\$240,000	\$157,000.00	\$397,000.00	12,000	8,750	\$367.30	\$367.00
398-1203-000-4	641 N. James Lovell	COMM	Shotton Family LTD Partnership	\$54,000	\$110,000.00	\$164,000.00	4,500	5,000	\$147.60	\$210.00
398-1204-000-X	701 W. Wisconsin	COMM	Shotton Family LTD Partnership	\$202,500	\$616,500.00	\$819,000.00	13,500	27,236	\$737.10	\$737.00
Totals				\$21,901,700	\$109,538,800.00	\$131,440,500.00	1,048,637	2,903,250	\$118,296.45	\$90,028.00

WESTOWN ASSOCIATION
BY-LAWS
(last updated 7/13/2004)

ARTICLE I NAME AND GEOGRAPHIC AREA SERVED

- Section A. The name of the Corporation shall be the Westown Association, hereafter referred to as the "Association."
- Section B. The Association shall incorporate as a not-for-profit, tax-exempt organization according to the laws in the State of Wisconsin.
- Section C. The geographical area served by the Association shall be that portion of downtown Milwaukee bounded by Interstate-43 on the west, the Milwaukee River on the east, the Menomonee River on the south, and McKinley Boulevard on the north. Nothing in this section, however, shall be construed as meaning that the Association's interests are solely confined to this area.

ARTICLE II PURPOSE OF THE ASSOCIATION

- Section A. The purpose of the Association is to identify and publicize the advantages of the geographical area served by the Association, and to work on the economic and physical improvement of this area with private developers, investors and in cooperation with concerned public agencies. In addition, the Association will serve as liaison between its members and other organizations concerned with the economic development and improvement of downtown Milwaukee, and the greater Milwaukee area.
- Section B. The Association shall carry out its purpose by maintaining regular contact with its members, making potential investors and developers aware of the benefits of the area, serving as liaison with pertinent public and private agencies, initiating cooperative projects to physically improve the area and publicize its advantages, serving as liaison with organizations of similar purpose in Milwaukee.

ARTICLE III MEMBERSHIP

- Section A. An active member shall be defined as any individual, business or organization which resides or operates within the stated geographical area of the Association and has paid the appropriate membership fee.
- Section B. Affiliate members shall be defined as any individual, business or organization that shares the stated purposes of the Association and has paid the appropriate membership fee.

Section C All membership fees shall be determined by the Board of Directors. Fees may be waived by a ¾ vote of the Board of Directors in those instances they deem appropriate.

Section D No individual shall be denied membership in the Association based on the basis of race, religion, sex, income, age, sexual preference, disability, or national origins.

ARTICLE IV MEETINGS, VOTING PROCEDURES AND ELIGIBILITY

Section A There shall be at least two general membership meetings per year.

Section B The annual meeting of the Association shall be held on the date set forth by the Executive Committee.

Section C Every active member of the Association shall be entitled to vote one ballot at the annual meeting for the election of the Board of Directors, or on other business that may be brought before the membership.

Section D To be eligible to vote at the meeting, members shall be present at the meeting, and shall have paid their membership fees.

Section E The Board of Directors may make provisions for absentee ballots for the election of the Board of Directors.

ARTICLE V BOARD OF DIRECTORS, COMPOSITION, POWERS & DUTIES

Section A There shall be a maximum of 17 directors with responsibility for the management and governance of the Association.

Section B Any active or affiliate member of the Association may become a Director.

Section C At least five Directors shall be elected by the general members at each annual meeting of the Association.

Section D All elected Directors shall serve three-year terms, with the exception of the first Board of Directors, whose terms shall range from one to three years. No Director shall serve more than four consecutive three-year terms. This provision shall not pertain to those Directors elected immediately after an increase in the number of Board Members, whose length of term shall be determined by the Board Development Committee.

- Section E The President of the Board of Directors may appoint any qualified member to fill any vacancy on the Board, with the consent of a majority of the Board, for the balance of the unexpired term.
- Section F The Board of Directors shall 1. Provide leadership for the organization; 2. Manage the general affairs of the Association; 3. Provide direction to and receive recommendations for committees for action; 4. Amend the by-laws by 2/3rd vote of the Board Members; 5. Establish appropriate dues; 6. Develop and implement the Association's long-range plans for the improvement of Westown.
- Section G The Board of Directors shall meet at least four times a year, or at the call of the President or a majority of the Directors.
- Section H A quorum shall consist of a majority of the total Board Members. A Board member may appear in person or by duly authorized proxy.
- Section I An Executive Committee consisting of the Officers of the Association shall be empowered to conduct business on behalf of the Association between regularly scheduled board meetings.
- Section J Any Director who misses four consecutive Board meetings may be removed from the Board, by action of the Board.

ARTICLE VI OFFICERS

- Section A The Officers of the Association shall be: President, Vice-President, Secretary and Treasurer.
- Section B The Officers shall be elected by the Board of Directors at the first regularly scheduled meeting of the Board.
- Section C Duties of the Officers shall be as follows:
1. The President shall be the Executive Officer of the Association. S/he shall preside over all meetings; make interim appointments to the Board, subject to Board consent; and approve all contracts for the Association, subject to Board or Executive Committee approval for any contracts not within the scope of the current budget.
 2. The Vice President shall assume all duties of the President in the absence or disability of the President, and shall assume the office of President should it be vacated.
 3. The Secretary shall review all minutes and attendance records at the meetings of the Board of Directors, give notice of all meetings, and shall assume all duties of the office of President in the absence or disability of the President and Vice President.

4. The Treasurer shall review the receipt, deposit, and accounting of all monies of the Association, provide a written financial statement at regular intervals as determined by the Board of Directors, and at the annual meeting, disburse funds, and assume all duties of the President in the absence or disability of the President, Vice President, and Secretary.

ARTICLE VII COMMITTEES

- Section A There shall be Board committees including, but not limited to: Executive, Finance, Membership & Marketing, Board Development, Transportation, and Community & Economic Development.
- Section B The Executive Committee, composed of the Officers of the Association and the immediate Past President, shall conduct the business of the Association between Board meetings. All action taken shall be reported at the next Board meeting.
- Section C The Finance Committee shall be chaired by the Treasurer, and include the President as Ex-Officio member, together with two other Directors appointed by the President. The responsibilities of the Committee shall be to determine dues, develop long range financial plans, prepare an annual budget for the Board, review all grant proposals and recommend action by the Board, review all non-budgeted expenditures over \$500.00 and recommend action to the Board. They shall also arrange for an annual audit with submission to the Board.
- Section D The Board Development Committee shall be chaired by a Director and will be comprised of two other Directors appointed by the President. They shall be responsible for matters pertaining to Board of Director's recruitment, nominations, orientation, training, and evaluation of Board members.
- Section E The Membership and Marketing Committee shall be chaired by a Director and will be comprised of two other Directors appointed by the President. Their function shall be to plan events, membership recruitment efforts, advise the Finance Committee on dues, and the Board on dues waivers. In addition, the Committee shall plan the programs for the regular and annual membership meetings.
- Section F The Community and Economic Development Committee shall be chaired by a Director and will consist of other Directors and members appointed by the President. Their function shall be to lead and promote efforts that increase the social and economic vibrancy of the Westtown area.
- Section G The Transportation Committee shall be chaired by a Director and will consist of other Directors and members appointed by the President. Their function shall be

to lead and promote efforts that increase awareness and advocate for transportation programs that can enhance the Westown area.

Section H The President may appoint any special ad hoc Committees or task forces appropriate for the mission of the Association.

ARTICLE VIII AMENDMENT

Section A These by-laws may be amended by a two-thirds vote of the Board of Directors, provided advance written notice of the amendment was previously forwarded to each member of the Board, at least ten days before the meeting.

ARTICLE IX PARLIAMENTARY AUTHORITY

Section A All meetings of the Association and its Board shall be in accordance with Robert's Rules of Order, most recent edition, unless they are in conflict with these by-laws, in which case the by-laws shall prevail

ARTICLE X DISSOLUTION

Section A In the event of the dissolution of the Association by its membership, all assets, physical and/or financial, shall devolve to the Milwaukee Department of City Development, or its successor agency.

2004-2005

BUSINESS IMPROVEMENT DISTRICT #5 OFFICERS

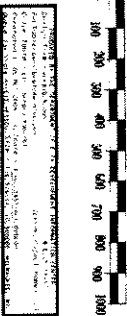
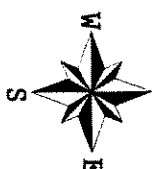
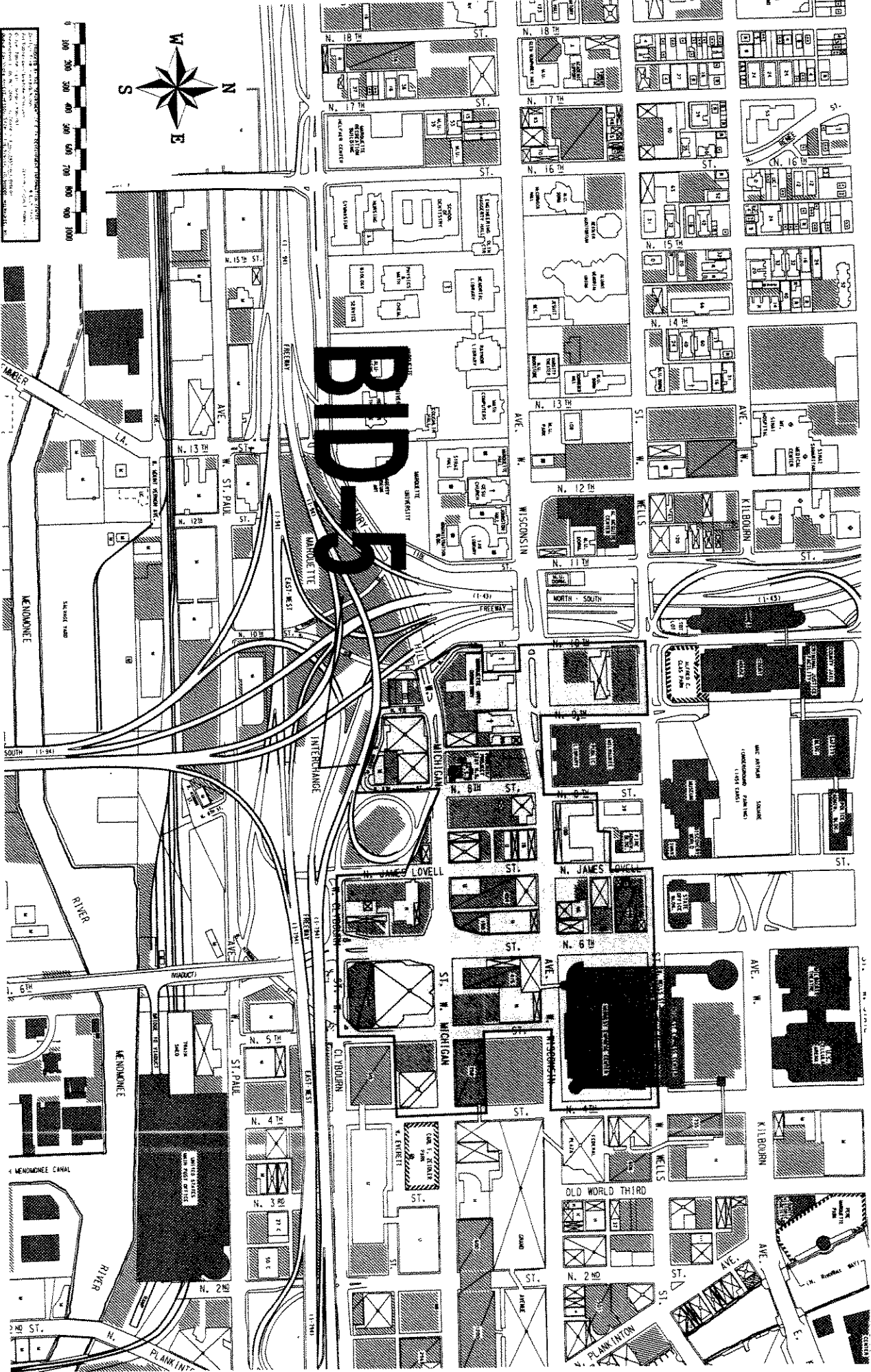
Debra Usinger	Chair
Ken A. Stein	Vice-Chairman
Joan Bartels Farrell	Secretary
Mike Kenney	Treasurer

BUSINESS IMPROVEMENT DISTRICT #5

BOARD MEMBER

TERM EXPIRES

Thomas G. Bernacchi	29 December 2006
Gerald Rappaport	29 December 2006
Mike Kenney	19 December 2006
Ken A. Stein	26 December 2006
Debra Usinger	2 March 2007
Joan Bartels Farrell	6 January 2007
Larry Stephens	November 2007
Eric Resch	4 February 2006
John Hennessy	10 March 2006
Mary Brown	21 May 2006



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