



Department of City Development

Housing Authority
Redevelopment Authority
City Plan Commission
Historic Preservation Commission
NIDC

Rocky Marcoux
Commissioner

Martha L. Brown
Deputy Commissioner

April 23, 2007


Mr. Ronald D. Leonhardt
City Clerk
City Hall, Room 205
Milwaukee, WI 53202

Dear Mr. Leonhardt:

Enclosed is a fully executed original of Amendment No. 13 to Contract No. 94-170 (CM), dated September 23, 2004, between the Board of Business Improvement District No. 15 and the City of Milwaukee. This pertains to the Riverwalk Development Agreement.

Please insert this agreement into Common Council Resolution File No.051694, adopted May 9, 2006.

Sincerely,


for Rocky Marcoux
Commissioner

Enclosure

BID

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

THIS THIRTEENTH AMENDMENT TO RIVERWALK
DEVELOPMENT AGREEMENT is made this 11th day of
April, 2006, by and between the City of Milwaukee ("City")
and the Board of Business Improvement District No. 15 ("Board").

RECITALS

The City and the Board acknowledge the following:

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

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

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

D. Subsequent to receipt of the DOJ's correspondence the Board and the City engaged a consultant to analyze the DOJ's allegations and entered into discussions with the DOJ regarding the DOJ's investigation. As a result of such analysis and discussions, the Board and the City entered into a Settlement Agreement with the DOJ dated as of April 11, 2006 pursuant to which the Board and the City agreed to undertake certain additional improvements to the Riverwalk System (the "Accessibility Improvements").

E. The Board and the City desire to enter into this Thirteenth Amendment so as to provide for the funding and development of the Accessibility Improvements.

F. The City has, via Resolution #051694, approved this Thirteenth Amendment and authorized the proper City officers to execute the same on the City's behalf.

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

AGREEMENTS

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

1. The cost of the Accessibility Improvements is budgeted at \$1,500,000 and the Board's share of such cost is budgeted at \$330,000. A revised Exhibit C to the Development Agreement is attached hereto. Such revised Exhibit identifies the Accessibility Improvements and increases the overall budget for the Riverwalk System by \$1,500,000.

2. The Board shall carry out the Accessibility Improvements following the same procedures set forth in the Development Agreement applicable to all other work performed by the Board; provided, however, that the City contemplates authorizing the funding for ADA Improvements over a three-year period. Accordingly, the Board's obligation to carry out the Accessibility Improvements is contingent upon the availability of the necessary funding from the City.

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

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

IN THE PRESENCE OF:

Kimberly Rhoads

Kathleen H. Mollica

Deanne M. Hasek

CITY OF MILWAUKEE

Lee Dornell, Mayor

Ronald Deonhardt, City Clerk

COUNTERSIGNED:

Michael J. [Signature]
DEPUTY, Comptroller

IN THE PRESENCE OF:

Brian Block

BUSINESS IMPROVEMENT
DISTRICT BOARD NO. 15

J. Michael [Signature]

Approved as to content this
22 day of Feb, 2006.

[Signature]
Special Deputy City Attorney
Asst

Approved as to form and execution
this 22 day of Feb, 2006.

[Signature]
Special Deputy City Attorney
Asst

EXHIBIT "C"

Construction Budget

Project Segment	Budget (note #9)	Private/BID Share	City Share	City Source
1. Sidewalk (Highland to Edison)	\$ 45,927.00	\$ 10,000.00	\$ 35,927.00	Dwntwn Fund
2. Highland Plaza East	\$ 560,810.00 (note #1)	\$ 183,000.00	\$ 377,810.00 (note #1)	Dwntwn Fund
3. Highland to State - East Side (Rojan)	\$ 596,611.00	\$ 164,000.00	\$ 432,611.00	Dwntwn Fund
4. Highland Pedestrian Bridge	\$ 3,611,883.00 (note #13) (note #14)	\$ 545,000.00	\$ 3,066,883.00	TID 13 Dwntwn Fund & Bridge Fund
5a. Michigan to Clybourn - Eastside (Bank One Parking)	\$ 519,533.00	\$ 155,000.00	\$ 364,533.00	Dwntwn Fund
5b. Michigan to Clybourn - Eastside (connection to 3rd Ward)	\$ 660,000.00 (note #15)	\$ 90,200.00 (note #16)	\$ 569,800.00	Stewardship Grant, Devel. Fund
6. Wisconsin to Riverbank Plaza - West side (Empire)	\$ 659,368.00	\$ -	\$ 659,368.00	TID 9
7. Wells to Kilbourn - West side (Multi Owner)	\$ 1,790,158.00 (note #10)	\$ 1,080,567.00	\$ 709,591.00	Dwntwn Fund
8. State to Highland - West side (Usinger)	\$ 762,362.00 (note #5)	\$ 302,000.00 (note #5)	\$ 460,362.00	Dwntwn Fund
9. Highland Plaza West	\$ 298,765.00 (note #1)	\$ 86,000.00	\$ 212,765.00 (note #1)	Dwntwn Fund & Bridge Fund
10a. Commerce Street Park & Riverwalk (Perimeter lighting)	\$ 343,381.00 (note #2)	\$ -	\$ 343,381.00	TID 13
10b. Commerce Street Park & Riverwalk (Warner Cable Segment)	\$ 2,407,916.00 (note #12)	\$ 529,742.00 (note #12)	\$ 1,878,174.00 (note #12)	TID 41
10c. Commerce Street Park & Riverwalk (Harley Segment)	\$ 1,635,979.00 (note #12)	\$ 359,915.00 (note #12)	\$ 1,276,064.00 (note #12)	TID 41
10d. Commerce Street Park & Riverwalk (Infill Segment)	unknown	unknown	unknown	unknown
11. Crosswalk Connections	\$ 362,000.00	\$ 80,000.00	\$ 282,000.00	TID 9 & Dwntwn Fund
12. Mason Street Plaza	\$ 573,565.00	\$ 159,000.00	\$ 414,565.00	Dwntwn Fund
13. Pedestrian Alley - 3rd to 4th Street	\$ 64,889.00	\$ 17,000.00	\$ 47,889.00	Dwntwn Fund
14. Kilbourn to State - West Side (Pere Marquette Park)	\$ 896,152.00	\$ 100,000.00	\$ 796,152.00	Dwntwn Fund
SUBTOTALS	\$ 15,789,299.00	\$ 3,861,424.00	\$ 11,927,875.00	
15. Wells to Kilbourn - East Side (Milwaukee Ctr. Enhancements)	\$ 37,527.00	\$ 22,400.00	\$ 15,127.00	Dwntwn Fund
16. Wisconsin to Michigan - East Side (Bank One Enhancements)	\$ 16,600.00	\$ 16,600.00	\$ -	Dwntwn Fund
17. Clybourn to Michigan - West Side (Towne Garage Enhance.)	\$ 345,665.00	\$ 67,000.00	\$ 278,665.00	Dwntwn Fund
18. Michigan to Wisconsin - West Side (Marshall Fields Enhance.)	\$ 141,113.00	\$ 51,000.00	\$ 90,113.00	Dwntwn Fund
19. Highland to Juneau - West Side (Weissgerber Enhancements)	\$ 128,658.00	\$ 39,000.00	\$ 89,658.00	Dwntwn Fund
20. Wells South - West Side (Riverbank Plaza Enhancements)	\$ 292,000.00 (note #3)	\$ 209,000.00 (note #3)	\$ 83,000.00	Dwntwn Fund
21. Kilbourn to State - East Side (PAC Enhancements)	\$ 14,459.00	\$ 8,000.00	\$ 6,459.00	Dwntwn Fund
22. Fine Arts Building Enhancements	\$ 438,302.00 (note #4)	\$ 205,414.00 (note #4)	\$ 232,888.00	Dwntwn Fund
23. Empire Building & Towne Garage Enhancements	\$ 55,000.00 (note #7)	\$ 55,000.00 (note #7)	\$ -	Dwntwn Fund
SUBTOTALS	\$ 1,469,324.00	\$ 673,414.00	\$ 795,910.00	
24. Monitoring & Inspections (DPW Engineers)	\$ 181,000.00	\$ 42,000.00	\$ 139,000.00	Dwntwn Fund
25. System Upgrades	\$ 750,000.00 (note #17)	\$ 165,000.00	\$ 585,000.00	Development Fund
26. ADA Improvements (note #18)	\$ 1,500,000.00	\$ 330,000.00	\$ 1,170,000.00	Development Fund
27. Building Amenities (Signage, etc.) (note #6)	\$ 238,574.00 (note #11)	\$ 57,000.00	\$ 181,574.00	Dwntwn Fund & Dev. Opp Fund
SUBTOTALS	\$ 2,669,574.00	\$ 594,000.00	\$ 2,075,574.00	
GRAND TOTALS	\$ 19,928,197.00	\$ 5,128,838.00	\$ 14,799,359.00	

Footnotes

1. Includes \$125,000 for dockwall repairs authorized by Common Council Resolution No. 941733 and \$40,000 for additional enhancements authorized by Common Council Resolution No. 990128.
2. This figure includes installation of pedestrian lighting on North Martin Luther King, Jr. Drive and on West Cherry Street adjacent to the Commerce Street/WEPCO Power Plant block. It also includes design plans for dockwall improvements and a temporary riverwalk. This temporary riverwalk will not be constructed as part of the overall project.
3. Includes \$100,000 added by Common Council File No. 950603 to upgrade the Riverbank Plaza plus an additional \$80,000 added by File No. 960465.
4. Includes \$100,000 added by the Common Council (File No. 950603) to upgrade the Fine Arts Building portion of the riverwalk.
5. Includes \$100,000 for dockwall repairs added by Common Council File No. 941184.
6. This line includes funds for project signage, building amenities, water taxi stops not included with other segment improvements, and general project contingency funds.
7. Added by Common Council File No. 950957.
8. In addition to the budget shown, \$495,400 was previously approved for the segment per Common Council File No. 940926. Of this total, \$336,000 will be provided through a Federal Grant and \$159,400 will be provided by the City. The total budget for this segment is \$933,702.
9. The budget for each of the individual project components has been adjusted to reflect actual and expected costs as of September 1, 1997.
10. Includes \$1,278,000 added per amendment number 7 (Common Council File No. 970824). Of this amount, \$871,035 is for project up-grades to be paid back to the City by benefited property owners. The remaining \$406,965 reflects increases in base project costs and will be split 78% City and 22% BID15. The \$871,035 for project up-grades was subsequently reduced by \$200,000 (see footnote #13).

11. Includes \$75,000 added per amendment number 7 (Common Council File No. 970824). This \$75,000 addition will be used as a building amenity grant in the multi-owner block.
12. These funds were established per amendment number 9 (Common Council File No. 000690).
13. This figure includes \$200,000 transferred from the multi-owner block budget. The \$200,000 was allocated 78% City, 22% BID.
14. Includes \$62,000 added per amendment number 10 (Common Council File No. 011165). This \$62,000 will be used to fund Change Order #8 for the Highland Avenue bridge (pressure switches).
15. These funds were established per amendment number 11 (Common Council File No. 031225) and amendment number 12 (Common Council File No.040010). Included in the \$660,000 total is a \$250,000 State of Wisconsin Stewardship Grant.
16. The \$90,200 private share will be split equally between BID #15 (Downtown Riverwalk) and BID #2 (Historic Third Ward Riverwalk). The amount to be paid back to the City by BID #15 under the terms of this development agreement is \$45,100.
17. These funds were established per amendment number 11 (Common Council File No. 031225).
18. These funds were established per amendment number 13 (Common Council File No. 051694). The total of \$1,500,000 authorized by this file will be provided by the City with the BID repaying \$330,000 per the payback provisions of the Riverwalk Development Agreement.

BUDGET SUMMARY

<u>Project Category</u>	<u>Private</u>	<u>Public</u>	<u>% Private</u>
1. New Riverwalk Segments	\$3,445,424 ⁵	\$10,870,723 ⁶	24.1
2. Amenities & Monitoring	264,000 ⁸	905,574 ⁷	22.6
3. Pere Marquette Park	100,000	796,152	11.2
4. Upgrades to old segments	1,003,414 ³	1,965,910 ¹¹	33.8
5. Dockwall upgrades	<u>316,000¹</u>	<u>250,000²</u>	<u>55.8</u>
	\$5,128,838	\$14,799,359	25.7
 Total Project Cost:	 \$19,928,197		

City Source Summary

TID 9:	\$716,000
TID 13:	3,348,264
Downtown Fund:	5,149,857
Development Fund	2,025,000 ¹⁰
Bridge Program Fund:	156,000
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Private Source Summary

Private Contributions	\$ 143,703
BID 15:	4,940,035 ⁴
BID 2	<u>45,100⁹</u>
TOTAL	\$5,128,838

Stewardship Grant	250,000
TID 41:	<u>3,154,238</u>
TOTAL	\$14,799,359.

1. Reflects Common Council Resolution No. 941184 (Steinmeyer Building dockwall improvements) and Common Council File No. 970824 (multi owner block dockwall improvements).
2. Reflects Common Council Resolution No. 941733 (dockwalk repairs to City property in the vicinity of Highland Avenue).
3. Includes an additional \$335,000 per Common Council Resolutions Nos. 950603, 960465, and 950957 (Upgrades to the Riverbank Plaza, Fine Arts Building and the Empire Building). Also includes an additional \$330,000 per Common Council Resolution No. 051694 (ADA compliance upgrades).
4. Includes \$1,137,332 for private property upgrades to be assessed exclusively against the individual benefited property owners; an additional \$45,100 for the Michigan to Clybourn connection to the Third Ward; an additional \$165,000 for system upgrades; and an additional \$330,000 for ADA compliance upgrades.
5. Includes an additional \$105,414 per Common Council File No. 961445 for the Mason to Wells (east side) segment, an additional \$655,035 per Common Council File No. 970824 for the Wells to Kilbourn (west side) segment, an additional \$889,657 per Common Council file number 000690 for the Time Warner and the Harley Davidson segments, and an additional \$90,200 for the Michigan to Clybourn connection to the Third Ward per Common Council Files No. 031225 and 040010. The additional \$90,200 will be evenly split between BID 2 (Historic Third Ward) and BID 15.
6. Includes an additional \$232,888 per Common Council File No. 961445 for the Mason to Wells (east side) segment; an additional \$406,965 per Common Council File No. 970824 for the Wells to Kilbourn (west side) segment; an additional \$40,000 per Common Council File No. 990128 for Highland Plaza East; an additional \$3,154,238 per Common Council File No. 000690 for the Time Warner and the Harley Davidson segments; an additional \$62,000 per Common Council File No. 011165 for the Highland Avenue bridge; and an additional \$569,800 for the Michigan to Clybourn connection to the Third Ward per Common Council Files No. 031225 and
7. Includes an additional \$75,000 per Common Council File No. 970824 for building amenities in the multi-owner block and an additional \$585,000 for system upgrades per Common Council File No. 031225.
8. Includes an additional \$165,000 for system upgrades per Common Council File No. 031225.
9. This is the BID 2 (Historic Third Ward) share of the Michigan to Clybourn connection to the Third Ward.

10. Includes \$195,000 added as the City's share of the Michigan to Clybourn connection project; \$585,000 as the City's share of the system upgrades; and \$1,170,000 as the City's share of the ADA compliance upgrades.
11. Includes \$1,170,000 added as City's share of the ADA compliance upgrades per Common Council file No. 051694.

City of Milwaukee

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Maintain Purchase Order

Purchase Order

Unit: CIMIL

PO ID: C194170061

Copy From: [Dropdown]

*PO Date: 01/22/2007 Vendor Search

Vendor: BID #15-001 Vendor Details

*Vendor ID: 0001019671 TREASURER, BID#15

*Buyer: City of Milwaukee City of Milwaukee

PO Reference: PO Activities Add Ship To Comments

Header Details PO Defaults Document Status

Add Comments Requisitions

Add Items From Catalog Item Search Line: [] To: [] Retrieve

Select Lines To Display

PO Status: Approved Budget Status: Valid Hold From Further Processing

Doc Tol Status: Valid

Receipt Status: Not Recvd

*Dispatch Method: Print Dispatch

Amount Summary Merchandise: 500000.00

Freight/Tax/Misc.: 0.00 Calculate

Total Amount: 500000.00 USD

Line	Item	Description	Ship To/Due Date	Statuses	Item Information	Attributes	PO Qty	*UOM	Category	Price	Amount Status
1		ADA Riverwalk Contract					1.0000	SER	5001	390,000.00000	390,000.00 Active
2		ADA Riverwalk Contract					1.0000	SER	5001	110,000.00000	110,000.00 Active

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Maintain Purchase Order

Distributions for Schedule 1

Unit: CIMIL Vendor: BID #15-001
PO ID: C194170061 Item: ADA Riverwalk Contract

Line: 2 Status: Active

Sched: 1
*Distribute by: Amount 1.0000

SpeedChart: Multi-SpeedCharts
Schedule Qty: 1.0000
Merchandise Amt: 110000.00 USD
Doc. Base Amount: 110000.00 USD

Distribution		Details/Tax	Asset Information	Req Detail	Statuses	Fund	Dept	Program	Class	Bud Ref	Project
Dist Status	Percent	Amount	Currency	*GL Unit	*Account						
1 Open	100.0000	110000.00 USD	USD	CIMIL	635001	0339	1911	5750	R999	0000	UR03397602

OK Cancel Refresh