

PILOT AGREEMENT

Document Number

Document Title

**PAYMENT IN LIEU
OF TAXES AGREEMENT**

(Wisconsin Center Expansion Project)

Recording Area

Name and Return Address

Jeremy McKenzie
Assistant City Attorney
Office of the City Attorney
200 East Wells Street, Suite 800
Milwaukee, WI 53202

Parcel Identification Number (PIN)
See Exhibit A

This PILOT AGREEMENT for payments in lieu of taxes ("PILOT Payments"), is made by and between the Wisconsin Center District, a unit of government and a body corporate and politic created and existing under the laws of the State of Wisconsin ("DISTRICT"), and the City of Milwaukee, a Wisconsin municipal corporation ("CITY"), as of the 1st day of August, 2020.

RECITALS

WHEREAS, DISTRICT is the owner of the Wisconsin Center located at 400 West Wisconsin Avenue, which real property is legally described on the attached **Exhibit A** (the "WISCONSIN CENTER"); and

WHEREAS, DISTRICT recognizes that, notwithstanding the fact that the WISCONSIN CENTER qualifies for tax-exempt status, valuable City of Milwaukee government services and benefits will be provided to it and the WISCONSIN CENTER, which services and benefits directly or indirectly relate to the public health, safety, and welfare, and which include, but are not limited to: fire and police protection; paved streets and streetlights; snow removal; benefits associated with living in an organized community; and

WHEREAS, The WISCONSIN CENTER includes all of the land included in the proposed expansion of the existing convention center (the "PROJECT"); and

WHEREAS, DISTRICT agrees for itself and its successors and assigns to make PILOT Payments to CITY in recognition of CITY's support of the PROJECT and the services and benefits referred to herein; and

WHEREAS, it is the intent of this PILOT AGREEMENT to have DISTRICT and all future owners of the WISCONSIN CENTER make all PILOT Payments in accordance with the terms and conditions set forth herein; and

WHEREAS, the Board of Directors of DISTRICT authorized the execution of this PILOT AGREEMENT on April 2, 2020; and

WHEREAS, the Common Council of CITY authorized the execution of this PILOT AGREEMENT by the adoption of Common Council File No. 191960 on April 14, 2020.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

1. INCORPORATION OF RECITALS.

The parties hereby acknowledge that the above Recital clauses are part of this PILOT AGREEMENT.

2. CITY SERVICES.

A. Services Typically Covered by Property Tax.

CITY agrees to continue to furnish City of Milwaukee governmental services and benefits to the WISCONSIN CENTER and the DISTRICT of the same type, and to the extent, as are furnished from time to time, without cost or charge (except by means of property tax and authorized fees and charges), to other similarly situated public buildings and projects in CITY. Nothing in this PILOT AGREEMENT shall be construed to give DISTRICT or its successors and assigns a contractual right to specific governmental services, or obligations which are not expressly set forth in this PILOT AGREEMENT or to impose upon CITY any additional duties, it being the parties' intent that CITY provide public services to the WISCONSIN CENTER and DISTRICT subject to the same terms and conditions as apply to properties owned by citizens or the public generally. Such services and benefits include, but are not limited by specific enumeration herein, those typically covered by the property tax such as fire and police protection, and on public streets, snow removal, and street lighting. CITY shall not have breached its obligations hereunder if it is prevented from providing benefits and/or services to the WISCONSIN CENTER or DISTRICT because of typical *force majeure* reasons (e.g. war, flood, fire, labor dispute, supply shortage, act of God, natural disaster, etc.), because of budgetary constraints, or because any person or entity shall assert a right which prevents delivery of such benefits and/or services.

B. Special Assessments, Special Charges and Fees.

Notwithstanding paragraph 2.A., or the tax-exempt status of the WISCONSIN CENTER, DISTRICT understands that the WISCONSIN CENTER may be subject to applicable special assessments, special charges, and special taxes as defined in §74.01, Wis. Stats. (and as also

referred to in Ch. 66, Wis. Stats.) and fees charged by CITY in the same manner that such special assessments, special charges, special taxes, and fees are charged for similar services and/or undertakings to similarly situated public buildings within CITY. This provision shall not affect CITY's powers, consistent with the law, to determine the services and benefits (other than those typically covered by the property tax) that shall be provided to the WISCONSIN CENTER and the DISTRICT and/or similarly situated public buildings pursuant to this paragraph 2.B. Nothing contained herein shall preclude DISTRICT or its successors and assigns from appealing, as provided by law, the imposition of any such special assessments, special charges, special taxes, or fees by CITY.

3. PILOT Payments.

A. Calculations.

In recognition of those services and benefits covered by paragraph 2.A. of this PILOT AGREEMENT, beginning in 2025 and during the remaining term of this PILOT AGREEMENT, and so long as the WISCONSIN CENTER continues to be exempt under § 70.11, Wis. Stats., DISTRICT or its successors and assigns shall pay CITY an annual PILOT Payment for the WISCONSIN CENTER for each calendar year. Certain words and terms used in this PILOT AGREEMENT are defined on the attached **Exhibit B**.

Each year, DISTRICT will pay to CITY the amount of one million dollars (\$1,000,000) for the first thirty million dollars (\$30,000,000) of Net Income achieved in the prior DISTRICT fiscal year. For each additional ten million dollars (\$10,000,000) of Net Income in the prior fiscal year, DISTRICT will pay CITY an additional one million dollars (\$1,000,000).

By example, Net Income of \$1,000,000 to \$30,000,000, DISTRICT will pay CITY \$1,000,000. Net Income of between \$30,000,001 to \$40,000,000 in the prior fiscal year,

DISTRICT will pay CITY \$2,000,000. Net Income of between \$40,000,001 to \$50,000,000 in the prior fiscal year, DISTRICT will pay CITY \$3,000,000.

B. Payment Due Date.

PILOT Payments shall be due and payable starting on May 31, 2025 and on each May 31 in subsequent years or within thirty (30) days following DISTRICT's receipt of audited financial statements for the prior fiscal year, whichever is later. Each year DISTRICT shall complete and submit to CITY a Report Form, in substantially the form attached as Exhibit D, in order to confirm the amount of the payment due. In addition to the Report Form, District shall provide CITY a copy of its audited financial statements and other financial information reasonably necessary to validate the computation of the DISTRICT's Net Income for the prior fiscal year. No PILOT Payments shall be due in any year when DISTRICT's audited financial statement demonstrates that DISTRICT did not generate Net Income of at least \$1,000,000 in the prior fiscal year. In addition, no PILOT Payments shall be due for any year prior to the year in which the Effective Date occurs.

C. Fixed PILOT Payments.

DISTRICT shall remit to City Fixed PILOT Payments in the amounts of \$250,000 in 2022; \$500,000 in 2023; and \$750,000 in 2024. Such Fixed PILOT Payments shall be due and payable on May 31 or within thirty (30) days following DISTRICT's receipt of audited financial statements for the prior fiscal year, whichever is later. Each year DISTRICT shall complete and submit to City a Report Form, in substantially the form attached as Exhibit D, in order to confirm the amount of the payment. No Fixed PILOT Payments shall be due in any year when DISTRICT's audited financial statement demonstrates that DISTRICT did not generate Net

Income of at least \$1,000,000 in the prior fiscal year. In addition, no Fixed PILOT Payments shall be due for any year prior to the year in which the Effective Date occurs.

D. Use.

CITY may use and expend PILOT Payments and Fixed PILOT Payments hereunder in such manner and for such purposes as CITY desires.

E. Mandatory Payment for Services to Offset PILOT Payment.

Notwithstanding anything herein to the contrary, if the State of Wisconsin enacts a mandatory payment for municipal services to be paid by owners of property exempt from general property tax or similarly situated owners of exempt property, PILOT Payments shall be reduced dollar for dollar by any such mandatory payment paid by DISTRICT or its successors or assigns to CITY.

4. CITY COMMITMENTS.

A. Permit Fees. CITY expresses its intent and agrees to calculate all permit fees for the Project consistent with the methodology used for any other public facility expansion/new construction in place when Project permits are applied for, and will follow the same review and approval process consistent with other such projects in the City of Milwaukee.

B. DISTRICT Revenue Sources. CITY expresses its intent not to and agrees that City will not, pursue or seek claim to all or any portion of any existing DISTRICT revenue sources.

C. Fees. CITY expresses its intent and agrees not to levy any new fees or increase any existing fees on any DISTRICT or WISCONSIN CENTER properties that are not also levied or charged to all other public and/or not-for-profit entities, organizations or properties, unless mandated by state or federal law.

D. Non-Building Permits. CITY shall follow past practices for the approval and cost of all CITY permits other than building permits.

5. DISTRICT COMMITMENTS.

As part of the implementation of the PROJECT, DISTRICT will implement the DISTRICT'S Inclusion Plan (attached as **Exhibit C.**) for construction of the PROJECT. The Inclusion Plan, shall require contractors and subcontractors working on the PROJECT to comply with CITY's Residents Preference Program ("RPP") requiring at least 40% of onsite construction labor hours on the PROJECT to be performed by construction trade workers residing in the City of Milwaukee and/or certified through the RPP. DISTRICT shall provide or cause to be provided comparable compliance reports at the similar timing as was followed during construction of Fiserv Forum.

6. EXEMPT STATUS.

NOTHING IN THIS PILOT AGREEMENT SHALL BE CONSTRUED AS GRANTING TAX-EXEMPT STATUS ON DISTRICT OR THE WISCONSIN CENTER.

7. TERM.

The term of this PILOT AGREEMENT shall commence on the date first above written and shall terminate on December 31 of the year in which the final maturity date of the Project Bonds occurs. Notwithstanding the foregoing, in the event that the Effective Date does not occur prior to December 31, 2021, the Effective Date shall be extended as set forth in paragraph 11.

8. AMENDMENT.

This PILOT AGREEMENT may be modified and amended from time to time as CITY and DISTRICT shall mutually agree in writing.

9. SEVERABILITY; GOVERNING LAW.

If any provision hereof is duly held by a court of competent jurisdiction to be invalid with respect to any circumstance or otherwise, the remainder of this PILOT AGREEMENT and/or the application of the PILOT AGREEMENT to any other circumstance, shall not be affected thereby. The parties intend that the laws of the State of Wisconsin and ordinances and regulations of the City of Milwaukee shall be the governing law with respect to this PILOT AGREEMENT.

10. BINDING EFFECT/NOTICE.

This PILOT AGREEMENT shall be binding upon and inure to the benefit of the parties hereto and their successors and assigns. Successors and assigns referred to in this PILOT AGREEMENT include any owner of any portion of the WISCONSIN CENTER or improvements thereon.

11. PROJECT BONDS/TIMING.

The parties acknowledge that this PILOT AGREEMENT is expressly subject to the closing on the issuance of the Project Bonds and the occurrence of the Effective Date by December 31, 2021, unless the DISTRICT is able to obtain an extension to the December 31, 2021 deadline from the Wisconsin State Legislature as reflected in an amendment to Wis. Stat. 229.50 (1) (e). The Authorizing Resolution adopted by the DISTRICT Board of Directors on April 2, 2020, authorized the issuance of Project Bonds in an amount not to exceed \$525,000,000 upon certain conditions, including a condition that such bonds shall not be issued until DISTRICT's Governance Committee has approved the financing plan related to their issuance. In the event that the closing on the issuance of the Project Bonds is delayed beyond December 31, 2021, then this PILOT AGREEMENT shall be extended the same length of time as the

extension granted to the DISTRICT by the Wisconsin State Legislature as reflected in an amendment to Wis. Stat. 229.50 (1) (e).

12. DEFAULT PROVISIONS.

If either party shall default in the performance or observance of any of the covenants, agreements or conditions on the part of such party set forth in this PILOT AGREEMENT and the continuance thereof for thirty (30) days following receipt of written notice from the other party specifying such default and requesting that it be corrected; it is hereby defined as and declared to be and to constitute an "Event of Default" under and for purposes of this PILOT AGREEMENT.

13. REMEDIES.

If an Event of Default shall occur, and after notice and the applicable period to cure as provided in this PILOT AGREEMENT, if any, the aggrieved party, may pursue any available remedy, either at law or in equity; against the party in default, including but not limited to withholding disbursement of payments provided for in this PILOT AGREEMENT.

14. AUTHORITY.

DISTRICT represents and warrants to CITY that its officers executing this PILOT AGREEMENT have been duly authorized to so execute and to cause DISTRICT to enter this PILOT AGREEMENT, and that DISTRICT has obtained all requisite consents and approvals concerning the same.

15. RECORDING.

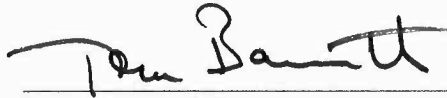
CITY shall cause this PILOT AGREEMENT or a memorandum of this PILOT AGREEMENT to be recorded with the Milwaukee County Register of Deeds and deliver a copy of the recorded PILOT AGREEMENT to DISTRICT.

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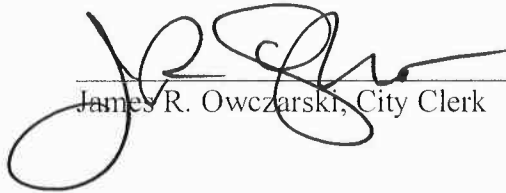
IN WITNESS WHEREOF, the parties hereto have caused this PILOT AGREEMENT to be executed by duly authorized representatives as of the date and year first written above.

CITY:

CITY OF MILWAUKEE





Tom Barrett, Mayor




James R. Owczarski, City Clerk

COUNTERSIGNED:

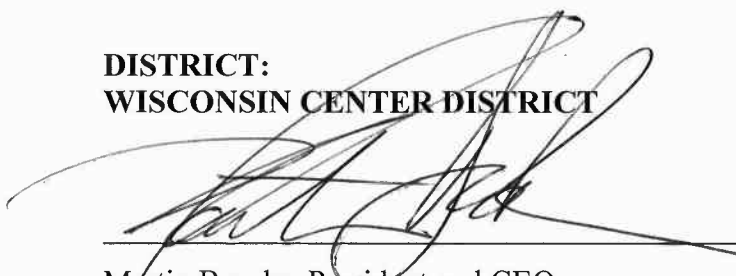

for Aycha Sawa, Comptroller 

Signatures of Tom Barrett, Mayor and James R. Owczarski, City Clerk, and Aycha Sawa, Comptroller, authenticated this 14 day of August, 2020.


Jeremy McKenzie, Assistant City Attorney
State Bar No. 651310

[City Signature Page to PILOT AGREEMENT]

**DISTRICT:
WISCONSIN CENTER DISTRICT**



Martin Brooks, President and CEO

STATE OF WISCONSIN)
) SS.
MILWAUKEE COUNTY)

Personally came before me this 17th day of July, 2020,
Martin Brooks, the President and CEO of the above-named
Wisconsin Center District, to me known to be the person who executed the foregoing instrument
and to me known to be such President-CEO of such Wisconsin Center District and
acknowledged that he/she executed the foregoing instrument as such officer.

* 209632
Name: Jerome D. Cota
Notary Public, State of Wisconsin
My Commission: 7-10-23

Prepared by:
Thomas O. Gartner, Esq.
Michael Best & Friedrich LLP

[District Signature Page to PILOT AGREEMENT]

EXHIBIT A

LEGAL DESCRIPTION OF THE PROPERTY

WI Center:

Parcel 1 of Certified Survey Map No. 6234, recorded in the office of the Register of Deeds for Milwaukee County, Wisconsin on June 14, 1996, Reel 3820, Image 1450, as Document No. 7230936, being a division of Block 63 in Plat of the East Half, all of Blocks 62 and 63 in the Plat of the Town of Milwaukee on the West side of the River together with the vacated alleys in said Blocks, and vacated North 5th Street lying between said Blocks, all being in the Southeast 1/4 of the Northwest 1/4 and the Southwest 1/4 of the Northeast 1/4 of Section 29, Township 7 North, Range 22 East, in the City of Milwaukee, Milwaukee County, Wisconsin.

Tax Parcel No.: 392-2451-000

WI Center Parking Lot:

Parcel 1 of Certified Survey Map No. 6244, recorded in the office of the Register of Deeds for Milwaukee County, Wisconsin on July 23, 1996, Reel 3841, Image 1500, as Document No. 7246283, being a division of that part of Block 53 in Plat of the East Half, that part of Blocks 53 and 54 in the Plat of the Town of Milwaukee on the West side of the River together with the vacated alleys lying in said Blocks, and vacated North 5th Street lying between said Blocks, all being in the Southeast 1/4 of the Northwest 1/4 and the Southwest 1/4 of the Northeast 1/4 of Section 29, Township 7 North, Range 22 East, in the City of Milwaukee, Milwaukee County, Wisconsin.

Tax Parcel No.: 392-2461-000

EXHIBIT B

DEFINITIONS

“DISTRICT Taxes” means the four taxes comprising the DISTRICT Taxes are: (i) a Local Food and Beverage Tax, (ii) a Local Rental Car Tax, (iii) a Basic Room Tax, and (iv) an Additional Room Tax.

“Effective Date” means the date of closing upon issuance of the Project Bonds.

“Fixed PILOT Payments” means the payments referenced in Section 3.C. of this PILOT AGREEMENT.

“General Resolution” means a general resolution adopted by DISTRICT’s Board of Directors on December 20, 1995, as amended from time to time.

“Net Income” means Net Revenue less expenses and deducting capital expenditures, grants, bond premiums, amortization and before deducting depreciation.

“Net Revenue” means all DISTRICT revenue except: DISTRICT Taxes and other funds retained by the Trustee pursuant to the General Resolution or a separate trust indenture for debt service payments, to fund accounts maintained by the Trustee, and for fees and other charges for outstanding bonds, including funds appropriated by the State of Wisconsin to pay debt service on DISTRICT’s Appropriation Revenue Bonds, Series 2016 or any bond issued as part of a refunding or reissuance of such bonds as well as any future State or federal appropriations.

“Project” means the planning, developing, programming, designing and construction of an expansion and renovation to the Wisconsin Center.

“Project Bonds” means DISTRICT’s Dedicated Tax Revenue Bonds, Series 2020/21, issued pursuant to Authorizing Resolution adopted by the DISTRICT’s Board of Directors on April 2, 2020, which have received the State of Wisconsin’s moral obligation of \$300,000,000.

“Report Form” means a form for submission to CITY each year for the purpose of calculating the amount of PILOT or Fixed PILOT Payments due in such year. The Report Form is attached as Exhibit D.

EXHIBIT C

INCLUSION PLAN



Expansion Project
Business and Workforce
Inclusion Plan

May 28, 2020

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ABOUT THE WISCONSIN CENTER DISTRICT

The Wisconsin Center District (The "District" or "WCD") is a government body created under 1993 Wisconsin Act 263 for the purpose of developing, owning and operating the Wisconsin Center in downtown Milwaukee and to operate the existing venues now called the UW Milwaukee Panther Arena and Miller High Life Theatre.

In 2015, under a new State Statute, the Wisconsin Center District was authorized to own and issue bonds for a new basketball arena for the Milwaukee Bucks. Today WCD owns the Fiserv Forum, but the facility is operated, maintained and managed by the Bucks organization.

Not a unit of state, county or city government, WCD is instead a semi-autonomous municipality called a "district," meaning its leaders are appointed by elected officials, and it can issue bonds and collect taxes within strict limits established by statute.

The Wisconsin Legislature amended the original statute in 2019 in support of a long-anticipated expansion of the facility (the "Project").

PROJECT DESCRIPTION

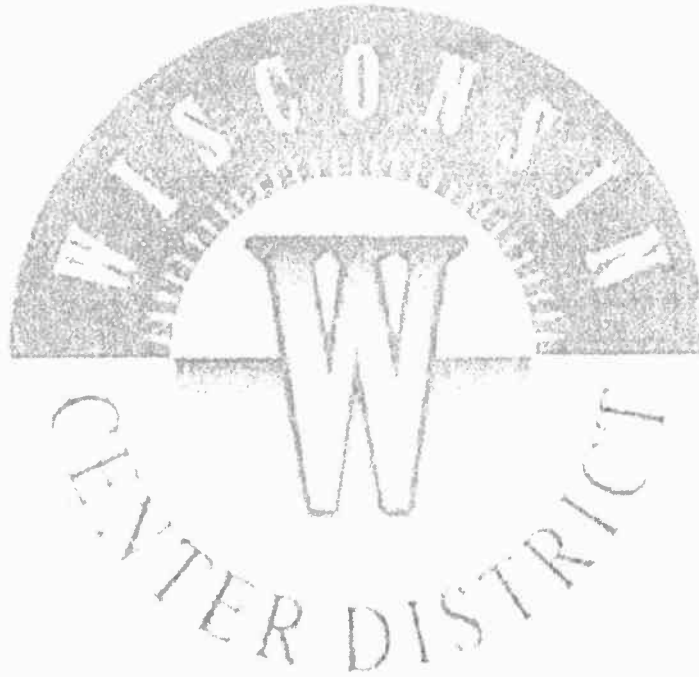
The District commissioned a feasibility study outlining its competitive needs and proposed a modest expansion of new exhibit space, a junior ballroom, and additional meeting rooms, resulting in expanding the Convention Center facilities north to Kilbourn Avenue.

The current project plan does not depend upon any direct funding from the City of Milwaukee, County or State, but is backed by the financial strength of the State of Wisconsin.

CAA ICON has been selected as the Owner's Representative. Architects for the expansion are Eppstein Uhen Architects and tvsdesign. The team of Gilbane Building Company and CD Smith will serve as Construction Managers. Construction groundbreaking is scheduled for early 2021.

COMMITMENT TO DIVERSITY & INCLUSION

Dating back to its inception, The District has had a progressive policy of ensuring maximum economic participation of underutilized persons and businesses, including minority and women-owned business enterprises for professional services, for development and construction of facilities. In the mid 1990's, this policy was the strongest such commitment in the history of publicly owned projects in Wisconsin and now 25 years later, the District renews and expands its intentional inclusion efforts by adding a Disabled Veteran owned business clause in its stated inclusion objectives.



Expansion Project Business Inclusion Plan

PREPARED BY: CROSS MANAGEMENT SERVICES, INC.

Wisconsin Center District Expansion Project Business Inclusion Plan

SECTION ONE: INCLUSION REQUIREMENTS

The Wisconsin Center District Expansion Project is subject to Wisconsin Statutes Chapter 229.46, which establishes minority, women and disabled veteran business contracting requirements. The District has expanded those requirements and established the following business contracting requirements:

1. 25% of the contract dollar value shall be awarded to Minority Business Enterprise (MBE).
2. 5% of the contract dollar value shall be awarded to Women Business Enterprise (WBE), and
3. 1% of the contract dollar value shall be awarded to Disabled Veteran-owned Business (DVB)
4. If an MBE, WBE or DVB is unavailable, then an award to a Small Business Enterprise (SBE) will be acceptable.

These business contracting requirements apply to contracts issued by the Wisconsin Center District for professional service, bond underwriting, construction, and other service, hereinafter referred to as Service Provider.

This Inclusion Plan may be amended from time to time. Service Providers should be sure to review the terms of their contracts and ensure that they are reviewing and adhering to the latest version of the Inclusion Plan.

SECTION TWO: DEFINITIONS

The following terms (whether used in singular or plural tense) shall have the meanings identified below:

1. **Acceptable Certifications** a certification issued by the any of the following agencies:

Certification	Issued By
DBE	A minority or women business certified by the Wisconsin Unified Certification Program
DVB	Wisconsin Department of Administration
EDWOSB*	Small Business Administration
MBE*	National Minority Supplier Development Council or affiliate
MBE	Wisconsin Department of Administration
SBE	City of Milwaukee or Milwaukee County
SDVOSB*	U.S. Department of Veterans Affairs
WBE	Wisconsin Department of Administration
WBE*	Women Business Enterprise National Council
WOSB*	Small Business Administration

*The principal place of business for an entity with this certification must be located in Wisconsin.

2. **Bond Underwriter** means the party making an agreement with the Bond Issuer to conduct a Public Offering of Bonds on behalf of the Bond Issuer and making payments to the Bond Issuer under the Bond Underwriting Agreement.

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Wisconsin Center District Expansion Project Business Inclusion Plan

3. **Business Inclusion Monitor** means the entity, Cross Management Services, Inc., retained to assist with the implementation of and compliance with the Business Inclusion Plan.
4. **Certified Firm** means a business that holds an acceptable certification.
5. **Commercially Useful Function or CUF** means that a certified firm is responsible for execution of the work of its contract or a distinct element of the work by actually performing, managing, and supervising the work involved. In evaluating whether a certified firm is performing a Commercially Useful Function, the following non-exhaustive list of factors will be considered:
 - Whether the amount the certified firm is paid is commensurate with the work that is actually being performed.
 - When a certified firm furnishes materials, the certified firm must be responsible for negotiating the price, determining the quality and quantity of the material, ordering the material, and paying for it.
 - As a Contractor, a certified firm should be hired to both furnish material and install it with its own labor force.
 - Whether the certified firm's role is limited to that of an extra participant in a transaction, contract, or project through which funds are passed in order to obtain the appearance of certified firm participation. In essence, was the role merely a contrived arrangement for the purpose of meeting the inclusion requirements?
6. **Construction Services** means providing construction labor, administrative, managerial and other services pertaining to construction of this Project.
7. **Disabled Veteran** means a person who is verified by the Wisconsin Department of Administration as being a veteran, resident of Wisconsin, and in receipt of an award from the U.S. Wisconsin Department of Veterans Affairs of a service-connected disability rating under 38 USC 1114 or 1134.
8. **Disabled Veteran Business ("DVB")** means a business certified by the Wisconsin Department of Administration and includes a sole proprietorship, partnership, joint venture or corporation that is at least 51% owned, controlled and actively managed by one or more disabled veterans, currently performing a commercial useful function, and meets the certification criteria.
9. **Disadvantaged Business Enterprise ("DBE")** means a minority or woman owned business concern that is owned, operated, and controlled by one or more Disadvantaged Individuals and is certified as a DBE by a member of the Wisconsin Unified Certification Program ("Wisconsin UCP").
10. **Disadvantaged Individual** means a person certified as owning a Disadvantaged Business Enterprise by a member of the Wisconsin UCP.

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Wisconsin Center District Expansion Project Business Inclusion Plan

11. **Economically Disadvantaged Woman Owned Small Business ("EDWOSB")** means a small business concern certified by the Small Business Administration that is at least 51 percent directly and unconditionally owned and controlled by one or more women who are citizens of the United States and who are economically disadvantaged. The EDWOSB principal place of business must be located in Wisconsin.
12. **Inclusion Requirement** shall mean the percentage of qualifying expenditures that are incurred by certified firms as part of the overall of the project. The Inclusion Requirement for the project is 31% of qualifying expenditures, which Requirement is to be pursued by professional service firms, bond underwriters, and construction manager. In calculating the Inclusion Requirement, the value of contracts or materials for which certified firms are not available shall be excluded from the calculation of the level of inclusion achieved.
13. **Joint Venture** means an association of two or more businesses or persons to carry out a single business enterprise for profit for which purpose they combine their property, capital, efforts, skills, and knowledge.
 - Should a certified firm partner have 51% or greater interest in the Joint Venture, the Joint Venture must meet the certification requirement as defined herein to be counted fully toward compliance of Inclusion Requirements.
 - Should a certified firm partner not have a majority interest in the Joint Venture and, therefore, the Joint Venture would not be certifiable, the Joint Venture shall provide a copy of the Joint Venture Agreement to be reviewed by Business Inclusion Monitor to determine the Inclusion credit that will be allowed.
14. **Minority Business Enterprise ("MBE")** means (1) a business certified by the State of Wisconsin Department of Administration, or (2) a business with its principal place of business in Wisconsin and certified by the National Minority Supplier Development Council or an affiliate, as a Minority Business Enterprise (MBE), and includes a sole proprietorship, partnership, joint venture or corporation that fulfills the following requirements:
 - It is at least 51% owned, controlled and actively managed by minority group members who are United States citizens or persons lawfully admitted to the United States for permanent residence, as described under 8 USC 1101(a) (20); and
 - It is currently performing a commercial useful function
15. **Minority Group Member** means a person, as defined in Wis. Stats §560.036(a)(f), including any of the following:
 - An African-American
 - A Hispanic
 - An American Indian
 - An Eskimo
 - An Aleut

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Wisconsin Center District Expansion Project Business Inclusion Plan

- A native Hawaiian
 - An Asian Indian
 - A person of Asian-Pacific origin
16. **Professional services** mean occupations requiring special training in the arts or sciences and may require holding professional licenses such as architects, accountants, engineers, attorney, surveyors, consultants, etc.
17. **Project** means the Wisconsin Center District Expansion Project.
18. **Service Provider** means any bond underwriter, contractor, construction manager, architect, engineer, surveyor, environmental consultant, developer, project manager, attorney, accountant, project manager, Consultant or others retained to perform services related to the Project or any entity which leases equipment or other materials for Project operations.
19. **Service-Disabled Veteran Owned Small Business ("SDVOSB")** means a small business that is 51% owned, controlled and actively managed by one or more service-disabled veterans, currently performing a commercial useful function, and verified by the VA Center for Verification and Evaluation.
20. **Small Business Enterprise ("SBE")** means a small business concern, consisting of a sole proprietorship, partnership, joint venture, corporation or other legal entity that is certified as a Small Business Enterprise by the City of Milwaukee Office of Small Business Development ("OSBD") or Milwaukee County Community Business Development Partners ("CBDP").
21. **Wisconsin Unified Certification Program ("UCP")** is a cooperative of 24 different Wisconsin cities, counties, airport authorities and other government agencies that benefit from USDOT funding. Four of these agencies (The State of Wisconsin Department of Transportation, Milwaukee County, Dane County and the City of Madison) certify minority and women owned enterprises as Disadvantaged Business Enterprise.
22. **Women's Business Enterprise ("WBE")** means (1) a business certified by the State of Wisconsin Department of Administration, or (2) a business with its principal place of business in Wisconsin and certified by the Women business Enterprise National Council, as a Women Business Enterprise, and includes a sole proprietorship, partnership, joint venture or corporation that is at least 51% owned, controlled and actively managed by women, currently performing a useful business function, and meets the certification as defined herein.
23. **Woman Owned Small Business ("WOSB")** means a small business concern certified by the Small Business Administration that is at least 51 percent directly and unconditionally owned and controlled by one or more women who are citizens of the United States. The WOSB principal place of business must be located in Wisconsin.

Wisconsin Center District Expansion Project Business Inclusion Plan

SECTION THREE: BUSINESS INCLUSION

A. Inclusion Requirement:

1. 25% of the contract dollar value shall be awarded to MBE,
2. 5% of the contract dollar value shall be awarded to WBE, and
3. 1% of the contract dollar value shall be awarded to DVB
4. If an MBE, WBE or DVB is unavailable, then an award to a Small Business Enterprise (SBE) will be acceptable.

B. Inclusion Plan – Form B - Affidavit of Inclusion Plan must be completed as part of the submission with your bid. The Inclusion Plan will include:

1. The name and address of all firms to which the Bidder will issue a contract or purchase order
2. The certification status of each firm
3. The specific type of work to be performed and/or materials supplied
4. The agreed upon dollar value for work to be performed
5. The calculated percentage of the total contract value for the firm

A new Form B - Affidavit of Inclusion Plan must be submitted whenever there is a significant change in proposed Inclusion Plan. That change may relate to a significant increase or decrease in the Inclusion value for any reason including change orders to your firm and/or if you receive a change order relative to any certified firm used under your contract. Form B - Affidavit of Inclusion Plan will require resubmission if a certified firm is determined to be ineligible or loses eligibility. As part of the Form B - Affidavit of Inclusion Plan, a breakdown of all goods and services potentially contained within the scope of work for the service provider may be required. This will be used to look for other opportunities for certified firm inclusion.

C. Pre-approval - Submission of the completed Form B - Affidavit of Inclusion Plan form will be the initial document indicating which certified firms will be used on the Project. If there is a change or an addition to the list of such firms to be used, those changes and/or additions must be approved by the Business Inclusion Monitor prior to utilization of the firm(s).

D. Inclusion Levels - An Inclusion Level refers to the contractual relationship between the Service Provider and sub-contractor's various labor and material suppliers. "First Tier" refers to the relationship between the Service Provider and the sub-contractor with whom a primary contract is written. "Second Tier" refers to the contractual relationship between labor, material, or labor and material suppliers who provide goods and services to the sub-contractor in support of sub-contractor's fulfillment of responsibilities under its contract with the Service Provider. "Third Tier" etc. refer to similar subordinate contractual relationships, all of which accumulate, along with self-performed work and self-provided materials of the subcontractor, to equal the total contract amount as written between the Service Provider and sub-contractor. Any

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Wisconsin Center District Expansion Project Business Inclusion Plan

relationship that is a part of a First-Tier contractual agreement may also be referred to as a "lower tier" relationship.

- E. Reporting – Service Providers participating on this Project must submit "Form C - Affidavit of Subcontractor Payment" to identify subcontractors and vendors that are included in their invoice or Application for Payment. The Form C - Affidavit of Subcontractor Payment provides information on the amount of payment to be made to all subcontractors and vendors. Each certified firm must submit Form D – Certified Firm Payment Verification to report the payment received each month.
- F. Measuring - The following criteria will be used to calculate inclusion value:
 - 1. **SELF PERFORMED WORK.** One hundred percent (100%) of the value of performed labor and materials will be counted for work self-performed where the prime contractor is a certified firm. Certified firm at the first tier are encouraged to subcontract with other certified firm as subcontractors and material providers.
 - 2. **COMMERCIALLY USEFUL FUNCTION ("CUF").** One hundred percent (100%) of the value of all contracts and purchase orders awarded to certified firm if the identified scope of work has a Commercially Useful Function in the actual work of the contract and is performed directly by the certified firm with its own workforce. The Business Inclusion Monitor(s) shall evaluate the scope of work proposed or performed by each certified firm and make an initial assessment of whether the firm is performing a CUF.
 - a) To determine whether a firm is performing a commercially useful function, the Business Inclusion Monitor may evaluate the amount of work subcontracted, reasonable and customary industry practices, and other relevant factors. The inclusion value allowed shall be based upon an analysis by the Business Inclusion Monitor of the specific duties that will be performed by the certified firm. Each certified firm shall be expected to manage and supervise the work contemplated for it by any subcontract or agreement through the use of its own employees and equipment and shall perform that portion of the actual work which is reasonable and customary within their industry.
 - b) The Business Inclusion Monitor reserves the right to deny or limit the Inclusion value where any certified firm is found to be engaged in subcontracting without prior approval. Each certified firm must be independent business.
 - 3. One hundred percent (100%) of the value of contracts held with lower tier certified firm subcontracts performing work with its own workforce.
 - 4. One hundred percent (100%) of the value of contracts held with lower tier certified firm subcontracts who subcontract with other certified firms. If the certified firm further subcontracts a portion of its work to another firm, the value of the subcontracted work will be counted towards the inclusion requirement only if the work is performed by another certified firm.
 - 5. One hundred percent (100%) of the value of the cost of all materials and supplies purchased and installed by the certified firm for the work on the project, including the cost of leasing equipment provided by the certified firm as an integral part of its performance of its contract. The

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Wisconsin Center District Expansion Project Business Inclusion Plan

certified firm subcontractor may not lease the equipment from the prime contractor, construction manager or affiliates thereof to meet the Inclusion Requirements

6. One hundred percent (100%) of the value of all purchases for materials or supplies from **manufacturers or fabricators that are a certified firm**. A **certified firm** manufacturer or fabricator is a firm that operates or maintains a factory or establishment that produces on the premise goods from raw materials or substantially alters the materials or supplies obtained by the contractor.

- **CERTIFICATION ALONE IS NOT ACCEPTABLE.** Contractors should submit a copy of the official and legal wholesale distributor agreements(s) between the supplier and manufacturer for all brands to be supplied by the wholesaler. If legal agreements are not provided, products supplied by the wholesaler may not be counted for Inclusion, or at best, credit towards achievement of the Inclusion Requirement will be limited to the amount of profit actually realized by the supplier.

7. One Hundred percent (100%) of the value of expenditures for materials or supplies purchased from a **certified firm** that is a "**Regular Dealer**." A Regular Dealer is a firm that owns, operates or maintains a store, warehouse, or other establishment in which the materials or supplies are kept in stock, and regularly sold to the public in the usual course of business. A Regular Dealer in such bulk items as steel, cement, gravel, stone and petroleum products need not keep such products in stock, if it owns and operates distribution equipment.

Brokers, packagers and manufacturers' representatives or other persons who arrange or expedite transfers are not regarded as Regular Dealers. A **certified firm** may be utilized to assist in the procurement of materials and supplies, but inclusion value will be allowed only for the amount of fees or commissions realized by the **certified firm** and not the full price of the merchandise provided.

8. One hundred percent (100%) of the value of **fees or transportation charges** for the delivery of materials or supplies by a **certified firm** to a job site, provided the Business Inclusion Monitor determines that the fee is reasonable and not excessive as compared with fees customarily allowed for similar services. The cost of the materials and supplies transported under this provision will not be considered towards **certified firm** inclusion unless the materials or supplies are from **certified** manufacturers as covered elsewhere in this document.
9. One hundred percent (100%) of the value of **transportation expenditures with certified trucking firms** provided the **certified trucking firms** are responsible for the management and supervision of the entire trucking operation for which it is contracted. The **certified trucking firm** must also use trucks it owns, insures and operates using drivers it employs. The **certified trucking firm** may lease trucks from another **certified trucking firm**, including an owner-operator who is certified. The **certified trucking firm** who leases trucks from another **certified trucking firm** receives credit for the total value of the transportation services the lessee **certified trucking firm** provides on the contract. The **certified trucking firm** may also lease trucks from a non- **certified trucking firm**, including an owner-operator. However, the **certified trucking firm** who leases trucks from a non- **certified trucking firm** is entitled to credit only for the fee or commission it received as a result of the lease agreement. The **certified trucking firm** does not receive credit for the total value of the transportation services provided by the lessee, since

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these services are not provided by a **certified trucking firm**. (Concrete ready-mix operators may not get credit for leased concrete delivery trucks from non-**certified trucking firm**).

10. **Certified firm** inclusion value will be affected proportionately by approved change orders. On change orders, Service Providers shall be expected to achieve the level of inclusion for the change order segment of work in the contract documents, i.e., if a scope of work is contracted at 25% to a **certified firm**, then change orders for that scope of work shall also give at least 25% to the **certified firm**. This applies equally to professional services, bond underwriting, construction and service contracts.
11. Prorated inclusion value will be counted for contracts where the Service Provider is a legal joint venture. The inclusion value of **certified firm** as joint venture partners shall be based upon an analysis of the duties, responsibilities and risks undertaken by the **certified firm** as specified by the joint venture's executed joint venture agreement. Business Inclusion Monitor reserves the right to deny or limit **certified firm** inclusion value to the Service Provider where any **certified firm** joint venture partner is found to have duties, responsibilities, risks of loss and management control over the joint venture that are not commensurate with or in proportion to its joint venture ownership percentage.

A bidder or Service Provider shall promptly furnish, additional information to Business Inclusion Monitor to assist in the making of an inclusion credit determination, including, without limitation: (a) specific information concerning any supplier's broker fees, mark-up, and/or commissions; (b) intended suppliers or other sources of labor, equipment, materials and/or services; (c) specific financial or other risks to be assumed by the **certified firm**; and (d) identification of employees and supervisory personnel assigned to perform the project.

SECTION FOUR: CERTIFIED FIRMS

A. A list of certified firms may be obtained at:

Certification	Agency	Business Search Website
DBE	Milwaukee County	https://mke.diversitycompliance.com/
DVB	Wisconsin Department of Administration	https://wisdp.wi.gov/Search.aspx
EDWOSB	System for Award Management	https://sam.gov/SAM/pages/public/searchRecords/search.jsf
MBE	Wisconsin Department of Administration	https://wisdp.wi.gov/Search.aspx
SBE	City of Milwaukee Milwaukee County	https://milwaukee.diversitycompliance.com/ https://mke.diversitycompliance.com/
SDVOSB	U.S. Department of Veterans Affairs	https://www.vip.vetbiz.va.gov/Search/AdvancedSearchForm
WBE	Wisconsin Department of Administration	https://wisdp.wi.gov/Search.aspx
WOSB	System for Award Management	https://sam.gov/SAM/pages/public/searchRecords/search.jsf

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Firms must be certified prior to being awarded a contract for purposes of Inclusion Credit. It is the bidding firm's responsibility to assure that firms utilized for Inclusion Credit are either certified or certifiable. Should a Service Provider require assistance in obtaining verification of certification, please contact the Business Inclusion Monitor.

- B. Certification Agencies. A Firm must be currently certified by one of the agencies listed below. Firms that do not have current certification should contact the following agencies:

Certification	Agency	Applying for Certification Website
DBE	Dane County 608 266 4131	https://www.danepurchasing.com/
	City of Madison 608 266 4910	http://www.cityofmadison.com/contracts/contractdir.cfm
	Milwaukee County 414 278 4747	http://county.milwaukee.gov/oddp/CertificationServices.htm
	State of Wisconsin, DOT 608 267 3849	http://wisconsin.dot.gov/Pages/doing-business/civil-rights/dbe/default.aspx
DVB	State of Wisconsin, DOA 608 267 9550	https://wisdp.wi.gov/Register.aspx
EDWOSB	Small Business Administration	https://certify.sba.gov/
MBE	State of Wisconsin, DOA 608 267 9550	https://wisdp.wi.gov/Register.aspx
SBE	City of Milwaukee 414 286 5553	https://city.milwaukee.gov/OSBD#.XlkW3KhKhPY
	Milwaukee County 414 278 4747	http://county.milwaukee.gov/oddp/CertificationServices.htm
SDVOSB	Center for Verification and Evaluation	https://www.va.gov/osdbu/verification/
WBE	State of Wisconsin, DOA 608 267 9550	https://wisdp.wi.gov/Register.aspx
WOSB	Small Business Administration	https://certify.sba.gov/

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- C. Out-of-State MBE or WBE firms must have equivalent certification from an acceptable and recognizable governmental agency in their home state. The firm must submit a copy of the letter or official document of MBE/WBE certification from a governmental agency in the state which the firm is incorporated or has its principal place of business to: WISDPWebApplication@wisconsin.gov

- D. Maintaining Certification. The certified firm participating on the Project must maintain its certification through the Certification agency used and accepted by the Project at the time of bid, during the entire term of their contract on the Project, unless approved in writing by the Business Inclusion Monitor.

Should a certified firm lose its certification during the performance of any contract on this Project, the Business Inclusion Monitor shall be immediately notified, and expedient and diligent efforts shall be made by the certified firm to meet all requirements for reinstatement. Should this not be possible or in the case of termination or bankruptcy of a certified firm, the Service Provider shall make immediate and diligent efforts to obtain additional certified firm inclusion to the extent required to meet or exceed the stated Requirements.

- E. Certification Assistance. The Business Inclusion Monitor will contact the certifying agency to assist a firm in obtaining DBE, DVB, EDWOSB, MBE, SBE, SDVOSB, WBE or WOSB certification. For questions on certification requirements, forms, or timing, please contact the certifying agency.

SECTION FIVE: BUSINESS INCLUSION MONITOR

Cross Management Services, Inc. ("CMSI") will serve as Business Inclusion Monitor for the Project to assist adherence to the Inclusion Plan and to provide assistance with understanding business inclusion-related matters. Service Providers are 100% responsible for their compliance with this Plan, the terms of their contracts, and are expected to comply with Business Inclusion Monitor requests to confirm compliance. Cross Management Services, Inc. can be reached at:

Carla Cross, Project Executive
414.877.3205(O) 414.449.3620(F) 414.807.5920(M)
ccross@cross-management.com

Valerie Jones, Project Manager
414.877.3304(O) 414.449.3620(F) 414.581.5352(M)
valwjones@cross-management.com

The Business Inclusion Monitor will participate in pre-bid meetings, preconstruction meetings, periodic contractor meetings and other meetings necessary to ensure compliance with this Business Inclusion Plan. Service Providers are expected to keep the Inclusion Monitor informed of any relevant meetings or communications that would impact achievement of the Project Business Inclusion Requirements.

Wisconsin Center District Expansion Project Business Inclusion Plan

SECTION SIX: BUSINESS REPORTING FORMS

All firms bidding on the Project or selected to work on the Project shall complete and submit the forms below.

- A. Form A - Affidavit of Compliance
Each Service Provider submitting bids for the Project will submit an Affidavit of Compliance outlining the Service Provider's Inclusion and acknowledging the Inclusion Requirements.
- B. Form B - Affidavit of Inclusion Plan
Each Service Provider submitting bids on this project will submit an "Affidavit of Inclusion Plan" which identifies each subcontractor and supplier, certified firm status, type of work to be performed or materials supplied and the estimated amount of their contract.
- C. Form B1 - Certified Firm Confirmation
For each contract issued to a certified firm, the certified firm must complete this form to confirm their inclusion on the project.
- D. Form C - Affidavit of Subcontractor Payment
Service Providers participating on the Project must submit an "Affidavit of Subcontractor Payment" to identify subcontractors and suppliers that are included in their Invoice or Application for Payment. The Affidavit of Subcontractor Payment provides information on the amount of payment to be made to all subcontractors and suppliers.
- E. Form D - Certified Firm Payment Verification
Each month a certified firm performing work on the Project must complete this form to report payments received during the month and total payments received.
- F. Form E - Certified Firm Payment Certification
At project completion, each certified firm shall complete this form to report the total amount paid for work performed or materials supplied on the project.

SECTION SEVEN: REPORTING FORMS GUIDE

The table below provides as a guide for filing the above-listed forms.

Form	Submit with/when	Submit to
Form A - Affidavit of Compliance	Bid	See Bid Form
Form B - Affidavit of Inclusion Plan	Bid	See Bid Form
Form B1 - Certified Firm Confirmation	After Contract/PO Execution	Cross Management Services
Form C - Affidavit of Subcontractor Payment	Monthly	Cross Management Services
Form D - Certified Firm Payment Verification	Monthly	Cross Management Services
Form E - Certified Firm Payment Certification	Project Completion	Cross Management Services

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Wisconsin Center District Expansion Project
Affidavit of Compliance

The bidder's inclusion commitment is:

Minority Business Enterprise (MBE) inclusion on this project is ____%.

Woman Business Enterprise (WBE) inclusion on this project is ____%.

Disabled Veteran Business Enterprise (DVB) inclusion on this project is ____%.

Small Business Enterprise (SBE) inclusion on this project is ____%.

The undersigned hereby states that he/she has not discriminated in any manner on the basis of race, sex, or national origin in any manner in the preparation of the attached bid or selection of subcontractors or material suppliers for such bid.

The undersigned acknowledges, understands, and agrees that submission of bid shall commit the bidder to comply with the Business Inclusion Plan to achieve the stated percentage requirements for MBE, WBE, DVB and SBE inclusion on this contract, including submission of the information required by the proposed schedule of subcontractors and/or suppliers.

The undersigned acknowledges, understands, and agrees that submission of a bid shall commit the bidder to comply with the Business Inclusion Plan on this contract.

The undersigned acknowledges, understands, and agrees that they have received and read the Business Inclusion Plan.

The undersigned also states that all the above information is true and correct to the best of his/her knowledge.

Scope of Work: _____

Service Provider: _____

Signature: _____ Print Name: _____

Title: _____ Date: _____

State of _____

Subscribed and sworn to before me this _____ day of _____, 20 _____

Signature of Notary Public

My Commission Expires _____

**Wisconsin Center District Expansion Project
AFFIDAVIT OF INCLUSION PLAN**

Service Provider _____ Scope of Work _____ Total Bid Amount \$ _____

Subconsultant, Subcontractor or Supplier	Address	Certification (check all that apply)								Type of Work	Contract Value	% of Total Contract
		D B E	D V B	E D W O S B	M B E	S B E	S D V O S B	W B E	W C S B			

I certify that the firm(s) identified the service and quoted the cost. If awarded this contract, our firm _____ intends to enter into a subcontract agreement with the firm (s) listed for the services specified. The information on this form is true and accurate to the best of my knowledge. I further understand that falsification, fraudulent statement or misrepresentation will result in appropriate sanctions under applicable Local, State or Federal laws.

Signature: _____

State of _____

Print Name: _____

Subscribed and sworn to before me this _____ day of _____, 20____

Title: _____

Signature of Notary Public _____

Date: _____

My Commission Expires: _____

Wisconsin Center District Expansion Project

Certified Firm Confirmation

Please provide the information below about your contract or purchase order awarded to perform services or supply materials to the above-referenced project.

Certified Firm: _____

Contact Person: _____

Phone: _____ Fax: _____

Email: _____

Certification (check all that apply): ☐ DBE ☐ DVB ☐ EDWOSB ☐ MBE ☐ SBE ☐ SDVOSB ☐ WBE ☐ WOSB

Contract / Purchase Order issued by: _____

Work performed / Materials supplied: _____

Contract / Purchase Order Amount: _____

Signature: _____

Print Name: _____

Title: _____

Date: _____

Return the completed form to ccross@cross-management.com
If you have any questions, please contact Carla Cross at 414-877-3205.

Form C

REPORT FOR MONTH OF	_____
PAY APPLICATION NO	_____
CONTRACT START DATE	_____
COMPLETION DATE	_____
PHASE	_____

PRIME'S TOTAL PAYMENTS TO DATE \$ 481,341.00

Report Prepared by _____

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Wisconsin Center District Expansion Project
 Certified Firm Payment Verification
 Monthly Report

Form D

CERTIFIED FIRM: _____
 ADDRESS: _____
 CITY: _____ COUNTY: _____ STATE: WI
 TELEPHONE: _____ SCOPE OF WORK: _____
 Email: _____

REPORT FOR MONTH OF: _____
 PAY APPLICATION NO: _____
 CONTRACT START DATE: _____
 COMPLETION DATE: _____

Enter requested information for each contract on this project.

Subcontractor of	Services Provided	Contract Amount	Payments Received During the Month	Total Payments Received Through End of Month	✓ If Paid in Full

Report Prepared by: _____ Title: _____ Date: _____

Please submit by the 5th of the month with via email to valwynes@cross-management.com.
 If you have any questions, please contact Valerie Jones at 414.877.3304.

WISCONSIN CENTER EXPANSION PROJECT

CERTIFIED FIRM PAYMENT CERTIFICATION

Certified Firm:

Subcontractor of or Supplier to:

Work Performed or Materials Supplied:

This certificate is to be signed by the certified firm that was utilized in connection with the project, either for service performed, and/or material supplied. Return via email to:

valwjones@cross-management.com

If you have any questions, please contact Valerie Jones at 414-877-3304.

I, _____ hereby certify that our firm, has received \$ _____
(Print Name)

for work performed and/or material supplied on the above-referenced project.

Our firm is certified as a (check all that apply):

☐ DBE ☐ DVB ☐ EDWOSB ☐ MBE ☐ SBE ☐ SDVOSB ☐ WBE ☐ WOSB

Signature: _____ Date: _____

Print Name: _____ Title: _____



WORKFORCE INCLUSION PLAN

PREPARED BY: PRISM TECHNICAL

WISCONSIN CENTER DISTRICT EXPANSION PROJECT

WORKFORCE INCLUSION PLAN

SECTION 1: DEFINITIONS

1. **Apprentice** means a person who is engaged in learning a skilled trade from an Employer while participating in an apprenticeship, registered with the State of Wisconsin Bureau of Apprenticeship Standards, Department of Workforce Development.
2. **Certified RPP Worker** means an individual who has been approved as meeting the Residents Preference Program (RPP) requirements for the City of Milwaukee (see Form WCD-WF 03).
3. **Disabled Veteran-Owned Business Enterprise (DVB)** means a business certified by the State of Wisconsin Department of Administration. Please see doa.wi.gov for eligibility and directory of certified firms.
4. **Implementation Plan** – An electronic form, provided by the Workforce monitor, used to project month by month workforce.
5. **LCPtracker Payroll Reporting Software - "LCPtracker"** means a web-based software system for collecting, verifying, and managing certified payrolls and other labor compliance related programs required by the City of Milwaukee to monitor Target Workforce goals. Each contractor and every lower-tier subcontractor on a project with RPP requirements will be required to submit Residents Preference Program (RPP) documentation electronically. This includes payroll information for all workers on the project (including RPP and non-RPP workers), such as employee identification, labor classification, total hours worked on the project, and wages and benefits rates paid.
6. **Minority, or Minority group member** means a person, as defined in Wisconsin State Statute 16.287 (1) (f), including any of the following:
 - a. A Black.
 - b. A Hispanic.
 - c. An American Indian.
 - d. An Eskimo.
 - e. An Aleut.
 - f. A native Hawaiian.
 - g. An Asian-Indian.
 - h. A person of Asian-Pacific origin.
7. **Monitor** – See Workforce Inclusion Monitor

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WISCONSIN CENTER DISTRICT EXPANSION PROJECT

WORKFORCE INCLUSION PLAN

8. **Onsite Interviews** - Project Monitors will perform unannounced interviews of onsite workers to verify compliance with project requirements throughout the project. Workers may be asked to show some form of government Identification.
9. **Prism Technical Management & Marketing Services (Prism)** – See Workforce Inclusion Monitor.
“Resident” means a person who maintains his or her place of permanent abode within the City of Milwaukee. Domiciliary intent is required to establish that a person is maintaining his or her place of permanent abode in the City. Mere ownership of property is not sufficient to establish domiciliary intent. Evidence of domiciliary intent includes, without limitation, the location where the person votes, pays personal income taxes, or obtains a driver's license.
10. **Residents Preference Program (RPP)** - means a special program to provide jobs to unemployed and underemployed residents living within the City of Milwaukee.
11. **Special Impact Area** - – means Zip Codes (currently 53204, 53205, 53206, 53208, 53210, 53212, 53215 and 53233) designated by the City of Milwaukee as requiring the following, as part of the Residents Preference Program: 25% of required RPP hours must be worked by residents of the Special Impact Area zip codes – 25% of Apprentice hours must be worked by RPP certified Apprentices – 40% of Apprentice hours must be worked by RPP certified Apprentices residing in Special Impact Area zip codes
12. **Target Worker** – means a person certified under the City of Milwaukee’s Residents Preference Program (RPP), a minority group member, a woman, or an employee of a Disabled-Veteran-Owned Business. All Target workers need some form of verification of residency, race, gender; or in the case of an employee of a DVB – certified Payroll reports from a certified DVB. The Workforce Monitor may request additional proof of Target worker status through written documentation.
13. **“Unemployed or Underemployed”** - means a resident that has worked less than 1,200 hours in the preceding 12 months or has not worked in the preceding 30 days or, regardless of employment status, has household income at or below the federal poverty guidelines as adjusted by the Wisconsin Department of Public Instruction to define eligibility for reduced lunch in public schools. A resident will continue to qualify as unemployed or underemployed for 5 years from the date he or she first participated in a construction contract. If a resident becomes an apprentice for a contractor or becomes a participant in an on-the-job training program as determined by the City immediately after or in the

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WISCONSIN CENTER DISTRICT EXPANSION PROJECT
WORKFORCE INCLUSION PLAN

course of performing on a particular construction contract, he or she shall continue to qualify as unemployed or underemployed for a period not exceeding 5 years from the date the person became an apprentice or participant in such on-the-job training program.

14. **Workforce Inclusion Monitor** - Monitor or inclusion monitor means that entity, Prism Technical Management & Marketing Services, LLC (Prism) (and its employees), retained to assist the Wisconsin Center District in implementing the Workforce Inclusion Program.
15. **Workforce Inclusion Requirements** - The Inclusion Requirements of this Project are outlined herein, calling for specific percentages of construction workforce hours to be performed by various Target groups.
16. **Worker hours** - means total hours worked on a construction project by skilled and unskilled construction trade workers, where these workers are employed by the contractor or any subcontractor. In determining the total worker hours to be furnished at the construction site, the number of hours devoted to all tasks customarily performed on a construction site shall be included. If a contractor elects to perform work offsite, such as prefab or staging, contractor must obtain written approval from the workforce inclusion monitor in advance. Worker hours may include work performed by persons filling apprenticeships and participating in on-the-job training programs.

SECTION 2: WORKFORCE INCLUSION REQUIREMENTS

A. WORKFORCE INCLUSION PERCENTAGE REQUIREMENTS

The Wisconsin Center District has hired a Construction Manager that has committed to the project requirements. Workforce inclusion levels may be negotiated with individual contractors/ subcontractors by the Construction Manager, but the project as a whole must meet the following requirements.

1. **Minority Group Members** - At least 25% of the onsite construction labor hours will be performed by construction trade workers who identify as minority group members (see definitions).
2. **Women** - At least 5% of the onsite construction labor hours will be performed by construction trade workers who identify as women.
3. **Employees of Disabled-Veteran Owned Businesses** - At least 1% of the onsite construction labor

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WISCONSIN CENTER DISTRICT EXPANSION PROJECT

WORKFORCE INCLUSION PLAN

hours will be performed by construction trade workers who are employees of Disabled-Veteran-owned businesses (DVB).

4. **Residents Preference Program** - At least 40% of onsite construction labor hours will be performed by construction trade workers certified through the City of Milwaukee Residents Preference Program (RPP).

In addition, the Residents Preference Program signifies that certain zip codes require the following percentages: 25% of required RPP hours must be worked by residents of the Special Impact Area zip codes – 25% of Apprentice hours must be worked by RPP certified Apprentices – 40% of Apprentice hours must be worked by RPP certified Apprentices residing in Special Impact Area zip codes.

- a. **Inclusion Levels** – RPP workers may be utilized in all trades performing work on the Projects.
- b. **Certified RPP Participant** - An employee must be certified as a resident preference program participant for the hours to count towards the RPP goals. Employers may contact Celeste Jantz, City of Milwaukee, Department of Public Works at (414) 286-3309 or cjantz@milwaukee.gov, to verify if an employee is certified or certifiable as a RPP participant.

SECTION 3: ACHIEVING INCLUSION REQUIREMENTS

To ensure the utilization of minority, women, employees of Disabled Veteran-Owned Business, and RPP workers (collectively “Residents” or “Target Workers”), the Project will require successful bidders and all subcontractors – providing onsite trade labor – to project their planned Target Resident Inclusion prior to beginning work onsite, utilizing Prism’s proprietary Workforce Implementation Plan.™

Note: Contractor pay applications may be delayed or withheld if Contractors fail to comply.

The following entities and methods may be called upon to enhance the achievement of Workforce Inclusion Targets, including:

- **BIG STEP / WRTP**, for assisting with identifying potential labor pools, training, workforce certification and ensuring worker availability.
- **Employ Milwaukee**, for assisting with special workforce initiatives, sourcing of other workforce

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WORKFORCE INCLUSION PLAN

training providers or identifying additional individuals for office, site, or trade labor.

- Working with other community-based organizations and groups to identify talent.
- Utilizing all elements of the Milwaukee Code of Ordinances Chapter 370 RPP provisions to maximize workforce inclusion.
- City of Milwaukee Office of Small Business Development, for support and identification of firms with a notable history of achieving significant Target Resident Inclusion on City projects.
- MATC (Milwaukee Area Technical College).

SECTION 4: MEASURING WORKFORCE INCLUSION

A. Workforce Inclusion hours will be credited as follows. Required documentation must be submitted and approved for hours to be counted toward workforce inclusion requirements and goals.

1. Inclusion Levels – Target workers may be utilized in all trades performing work on the Project.
2. Minority group members, women and employees of Disabled-Veteran Owned Businesses will be measured at 25%, 5%, and 1%, respectively of total project hours.
3. RPP Certified workers will be measured as 40% of the total worker hours on the Project, including hours worked by apprentices and on-the-job training participants.

Inclusion Credit Examples

Example 1: Hours worked by a Hispanic male, who is RPP certified and works for a Disabled-Veteran Owned Business will receive credit in the following categories: minority, RPP, and employee of DVB.

Example 2: Hours worked by an African American female, who is RPP certified, will receive credit in the following categories: minority and RPP.

Example 3: Hours worked by a Caucasian female, who is RPP certified, will receive credit in the following categories: Women, and RPP.

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WORKFORCE INCLUSION PLAN

Example 4: Hours worked by a Caucasian male, who is RPP certified and works for a Disabled-Veteran Owned Business will receive credit in the following categories: RPP and employee of DVB.

4. **Reporting** – Each contractor and subcontractor shall enter certified payroll data into LCPtracker weekly to report all worker hours.
5. **Obtaining RPP Certification** - Eligible individuals may obtain RPP certification by completing Form WCD WF-04 - Employee Affidavit Resident Preference Program Form and submitting it along with two (2) documents that verify the place of residence to one of the following agencies:
 - a. City of Milwaukee Department of Public Works ("DPW"),
city.milwaukee.gov/mpw/divisions/administrative/ContractAdministration | 841 North Broadway, Room 516, Milwaukee, WI 53202 | Contact: Celeste Jantz at (414) 286-3309 or cjantz@milwaukee.gov
 - b. W RTP/BIG STEP, www.wrtip.org/ | 3841 West Wisconsin Avenue, Milwaukee, WI 53208 | Contact: (414) 342-9787
 - c. Riverworks, www.riverworksmke.org/ | 526 E. Concordia, Milwaukee, WI 53212 | Contact: Debbie Powers at (414) 906-9650
 - d. Mindful Staffing Solutions, www.mindfulstaff.com | 3227 N. 31st Street, Milwaukee, WI 53216 | Contact: (414) 858-6163
- B. **Records** - Each contractor and subcontractor shall maintain personnel records listing the name, address, race and gender of all employees utilized for each construction contract and any records demonstrating that the employees utilized by the contractors and subcontractors used in conjunction with this project for the length required by the WCD or 7 years, whichever is greater.

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WORKFORCE INCLUSION PLAN

SECTION 5: PROPOSAL AND BID SUBMISSION RE: INCLUSION REQUIREMENTS

- A. At the time of submission of a proposal or bid for work on this project, submitting firms must:
Include the minimum level of and Target Workforce Participation Percentage each onsite contractor has committed to achieving and an estimate of each firm's total hours of work. Please see Form WCD WF-01.

SECTION 6: POST AWARD PROCESSES

A. DETAILED WORKFORCE PLAN AND TARGET FIRM SUBCONTRACTS

All Construction contractors selected for a potential contract are to provide a realistic projection of how they will achieve the project's workforce inclusion goals. This projection will be completed on a spreadsheet form, provided by the Workforce Inclusion Monitor, and is due within 30 days of notice of award or before mobilizing onsite, whichever comes first.

With the workforce plan, copies of all target firm subcontracts are to be forwarded to the workforce inclusion monitor.

B. EMPLOYER WORKFORCE REGISTRATION

All successful contractors providing a workforce projection on FORM WCD WF-02 will be forwarded an electronic employer workforce registration form to register members of the firm's workforce for the project.

C. WEEKLY WORKFORCE REPORTING

All service providers with construction trade labor onsite will be required to submit weekly payroll reports showing detailed workforce data for all onsite labor, via LCPtracker.

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D. MAINTAINING PARTICIPATION LEVELS

1. Replacing or Reducing Workforce Participation

It is understood that workers are hired onto the project for specific tasks and may not remain onsite throughout a Contractor's full Scope of Work; however Contractors should plan on exceeding Target workforce participation requirements rather than just barely meeting them as it is not acceptable for a contractor to release target workers from the project site and fail to achieve the target workforce goals.

SECTION 7: WORKFORCE FORMS

A. Form WCD WF-01 – Workforce Inclusion Commitment Form

This form must be submitted at time of Bid or Proposal submission indicating the estimated total number of workforce hours and minimum inclusion commitments for minority, women, DVB employees and RPP certified workers.

B. Form WCD WF-02 – Employer Registration Form

All successful contractors providing a workforce plan on FORM WCD WF-COM 01 will be forwarded an electronic employer workforce registration form to register members of the firm's workforce for the project. This registration form must be resubmitted with each certified payroll that contains a new employee.

C. Form WCD WF-03 – City of Milwaukee Form I

This form is provided as a sample only and is used to certify RPP workers. (Please see Section 4: A. 5). for details.

D. Form WCD WF-04 – Income Eligibility Guidelines

This form is used in conjunction with the City of Milwaukee Form I to determine RPP eligibility for certification.

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WISCONSIN CENTER DISTRICT EXPANSION PROJECT
WORKFORCE INCLUSION PLAN

FORM WCD WF-01

WORKFORCE INCLUSION COMMITMENT FORM

This Form must be submitted at time of Bid or proposal submission.

Table A: Minimum commitment required of Lead Service Provider

	Minimum participation requirements of WCD Contract holder			
	MINORITY %	WOMEN %	DVB %	RPP %
commitment >>	25%	5%	1%	40%

TABLE B: Your firm name:

	Minimum participation commitment if awarded a contract			
EST TOTAL WF HRS	MINORITY %	WOMEN %	DVB %	RPP %
Hours	%	%	%	%

SUBMITTED TO: _____
ORGANIZATION NAME

SUBMITTED BY: _____
Firm Name Person Submitting (Print Name)

Signature Title Date MMDDYY

Phone Number Email Address

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WISCONSIN CENTER DISTRICT EXPANSION PROJECT
WORKFORCE INCLUSION PLAN

FORM WCD WF-02

EMPLOYER WORKFORCE REGISTRATION FORM

This form will be provided in electronic format for completion.

Employer: _____ Date submitted: _____

	First Name	Last Name	Street Address	City	County	Zip	Race	Gender	RPP Cert?	Apor.?
1										
2										
3										
4										
5										
6										
7										
8										
9										
10										
11										
12										
13										
14										
15										
16										
17										
18										
19										
20										
21										
22										
23										
24										
25										

Email to wcd@prismtechnical.com or fax to 414.847.0992

From: (please enter your contact info below):

Person submitting

Phone number

Email address

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WISCONSIN CENTER DISTRICT EXPANSION PROJECT
WORKFORCE INCLUSION PLAN

SAMPLE

FORM WCD WF-03

FORM I (Rev. 3/28/00)

Contractor Name

DPW Contract No.

**Employee Affidavit
Residents Preference Program**

I certify that I maintain my permanent residence in the City of Milwaukee and that I vote, pay personal income tax, obtain my driver's license, etc. at

(Address)

Milwaukee, WI

(Zip Code)

Residency status:

To verify my resident status, attached please find the following (check two)

- ☐ Copy of my voter's certification form
- ☐ Copy of my last year's Form 1040
- ☐ Copy of my current Wisconsin Driver's License or State ID
- ☐ Copy of other (i.e., Utility bill, Lease, etc.)

AND

Unemployment status:

I certify that I have been unemployed as follows: (Check those that apply)

- ☐ I have worked less than 1,200 hours in the preceding 12 months.
- ☐ I have not worked in the preceding 15 days*

*this selection only applies to new hires or inactive employees

OR

Underemployed status:

I certify that based on the attached chart (Income Eligibility Guidelines), I am underemployed.

WORK HISTORY

Construction Skills: _____

Years of Experience: _____

Print Name

Sign Name

Social Security Number

Home Telephone Number

Subscribed and sworn to me this _____ day

Of _____ A D

My Commission Expires _____

Notary Public: Milwaukee County

please return completed form and signed attachments to:

Celeste Jantz | DPW Contracts Office | 841 S Broadway - Room 506 | Milwaukee, WI 53202

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WISCONSIN CENTER DISTRICT EXPANSION PROJECT
WORKFORCE INCLUSION PLAN

SAMPLE

FORM WCD WF-04

Income Eligibility Guidelines
July 1, 2020 to June 30, 2021

Eligibility determination is based on household size and income.
 Total income must be at or below the amounts in this table.

Household Size	Yearly	Monthly	Twice per month	Every 2 weeks	Weekly
1	23,606	1,968	984	908	454
2	31,894	2,658	1,329	1,227	614
3	40,182	3,349	1,675	1,546	773
4	48,470	4,040	2,020	1,865	933
5	56,758	4,730	2,365	2,183	1,092
6	65,046	5,421	2,711	2,502	1,251
7	73,334	6,112	3,056	2,821	1,411
8	81,622	6,802	3,401	3,140	1,570
For Each Additional Household Member Add	8,288	691	346	319	160

Source: Wisconsin Department of Public Instruction

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EXHIBIT D
REPORT FORM

<u>Line #</u>	<u>Description</u>	<u>Amount</u>
1.	Total Net Revenue	\$ _____
2.	Less: Total Expenses	- \$ _____
3.	Less: Capital Expenditures	- \$ _____
4.	Less: Grant Amortization	- \$ _____
5.	Net Income	= \$ _____