PROJECT PLAN FOR TAX INCREMENTAL FINANCING DISTRICT NO. 80 (Posner Building)

CITY OF MILWAUKEE

Public Hearing Held: May 15, 2014

Redevelopment Authority Adopted: May 15, 2014

Common Council Adopted:

Joint Review Board Adopted:

I. DESCRIPTION OF THE PROJECT

A. Introduction

Section 66.1105(4)(d), Wisconsin Statutes, requires the "preparation and adoption...of a proposed project plan for each tax incremental district." This Project Plan is submitted in fulfillment of this requirement and the related provisions of section 66.1105, Wisconsin Statutes.

B. District Boundaries and Compliance with Statutory Eligibility Criteria

The Posner Building Tax Incremental District ("District" or "TID") is comprised of two properties at 152 West Wisconsin Avenue (taxkey: 361-0648-000) and 725 North Plankinton Avenue (taxkey: 361-0647-000) totaling 20,286 SF (collectively, the "Property"). The District is shown in **Map No. 1**, "Boundary and Existing Land Use," and described more precisely in Exhibit 1, "Boundary Description." 100% of the real property located within the District was found to be in need of rehabilitation or conservation work within the meaning of Section 66.1105(4)(gm) of the Wisconsin Statutes. Exhibit 2, "Property Characteristics," illustrates how the property in the District meets the statutory criteria for Tax Incremental Districts.

C. Project Plan Goals and Objectives

The Posner Building ("Posner") is a 7-story building at the highly visible northwest corner of West Wisconsin Avenue and North Plankinton Avenue in downtown Milwaukee. The historic and iconic building, constructed in 1908 and 1914, was originally an office building with first floor retail space. Currently, the 134,684 SF building only has one retail tenant, Mo's Irish Pub. The upper floors of the Posner have been vacant since at least 2005 and the remaining retail space vacant since 2009.

Due to the vacant retail space, condition of the exterior of the Posner and the lack of activity on the upper floors, the Posner has been a blighting influence of West Wisconsin Avenue and downtown Milwaukee. Over the past decade, several plans to redevelop the Posner into a hotel or apartments have failed due to extraordinary issues with the building and the economic climate at the time.

In 2010, the City of Milwaukee updated its Downtown Area Plan. One of the catalytic projects listed in the plan was a Wisconsin Avenue Strategy, with the goal of revitalizing Wisconsin Avenue east and west of the Milwaukee River. In particular, it identified the Posner as a building in need of attention and one that should be redeveloped into an asset for Wisconsin Avenue and downtown Milwaukee. Another recommendation of the Downtown Area Plan was to increase the residential population in downtown Milwaukee, in part, by converting obsolete Class B and C office space into residential units. The increased residential density will then encourage more retail and first-floor businesses to locate on or near West Wisconsin Avenue.

In 2011, building on the Downtown Area Plan's recommendations, Mayor Tom Barrett created the West Wisconsin Avenue Task Force to align the public and private sectors in a coordinated effort to revitalize West Wisconsin Avenue. That task force led to the creation of WAM-DC (Wisconsin Avenue Milwaukee - Development Corporation) and, through a series of workshops, identified the redevelopment of the Posner as a top priority.

HKS Holdings, LLC (the "Developer") is proposing to redevelop the Posner into 105 apartments, restore the historical features of the façade and renovate the vacant first floor retail space (apr. 11,500 SF of the total 20,000 SF) for new retail tenants (the "Project"), as shown in **Map No. 3, "Proposed Uses and Improvements."** The extraordinary costs associated with rehabilitating the façade of the

building to historic standards, improving the storefront facades and whiteboxing the first floor retail space are estimated at \$2,500,000.

More detailed objectives of this Project Plan are to:

- Eliminate a blighting influence on West Wisconsin Avenue and downtown Milwaukee
- Restore a historic and iconic building in downtown Milwaukee
- Increase the tax base of the City by developing a property in need of rehabilitation or conservation in downtown Milwaukee.
- Implement a catalytic project, as set forth in the Downtown Area Plan 2010 Update, which called for a Wisconsin Avenue Strategy and increased residential population.

D. Existing Land Uses and Conditions in the District

The District is currently comprised of the Posner Building, a 7-story, 134,684 SF building built in 1908 and 1914. The building is completely vacant except a restaurant/pub that occupies a portion of the 1st and 2nd floors. It is currently assessed at \$3,425,000. The entire District is zoned C9E.

II. PLAN PROPOSALS

The following statements, maps and exhibits are provided in compliance with Section 66.1105(4)(f) of the Wisconsin Statutes.

A. "Statement of the Kind, Number, and Location of All Proposed Public Works or Improvements."

Funds generated from the District will be used for providing an annual grant to Developer to offset extraordinary costs associated with the Project. Developer will advance all costs for the Project. City will make payments to Developer equal to 100% of the incremental taxes collected in the District from real and personal property, less an annual administration charge, until such time as \$2,500,000 is repaid by the payments at an interest rate of 4.5%, over a period not to exceed 20 years (the "Monetary Obligation"). See the Term Sheet, attached as **Exhibit 4, "Term Sheet."**

B. "Detailed List of Estimated Project Costs."

The costs included in this subsection and detailed in Table B which follows are, without limitation because of enumeration, eligible project costs as defined under Section 66.1105(2)(f) and, if appropriate, in any cooperation agreement(s) entered into by and between the City of Milwaukee and eligible designated developer(s), provided further that such expenditures are necessitated by this Project Plan.

These costs and costs estimates are more fully described as follows:

Capital Costs

The City shall fund an estimated \$2,500,000 in the form of TID Capital Project Costs enumerated in further detail in **Table A** of this Plan.

TABLE A: TID Capital Project Costs			
Grant to Project (Monetary Obligation to Developer) \$2,500,000			
TOTAL Capital Project Costs	\$2,500,000		

The allocation of these funds will be as set forth in the Term Sheet, attached as **Exhibit 4**, "**Term Sheet**."

Other Costs

This category of Project Costs includes estimates for administrative, professional, organizational and legal costs.

Financing Costs

Financing costs include estimated gross interest expenses on the Monetary Obligation to repay Developer. Estimates of interest are based on interest rates as set forth in the Economic Feasibility Analysis, attached as **Exhibit 5**, "**Feasibility Study.**" The City reserves the right to prepay the Monetary Obligation to Developer, which could require issuance of general obligation debt, as described in the Term Sheet, attached as **Exhibit 4**, "**Term Sheet.**"

TABLE B: Lists of Estimated Project Costs

Capital:	
Grant to Project (Monetary Obligation to Developer)	\$2,500,000
Other:	
Administration (\$7,500/year for up to 20 years)	\$150,000
Total Estimated Project Costs, excluding financing	\$2,650,000
Financing:	
Interest	\$1,500,000

C. "Description of Timing and Methods of Financing."

All expenditures are expected to be incurred during the period from 2014-2034.

The annual payments to Developer will be repaid pursuant to the Monetary Obligation, using incremental taxes generated annually in the District.

D. "Economic Feasibility Study."

The Economic Feasibility Study for this District is attached to this Project Plan as **Exhibit 5**, **"Feasibility Study."** The study establishes the dollar value of the Project costs which, based on certain general assumptions and a reasonable margin of safety, can be financed with the revenues projected to be generated by the District.

Based upon the anticipated tax incremental revenue to be generated by the District, the District is financially feasible and is likely to be retired on or before year 17. Should incremental revenues be generated in excess of those currently anticipated, they may be used to more rapidly repay the Monetary Obligation for the Project.

E. "Map Showing Existing Uses and Conditions."

Please refer to Map No. 1, "Boundary and Existing Land Use," and Map No. 2, "Structure Condition" and Exhibit 3, "Parcel Owners" in the Exhibits Section which follows.

F. "Map Showing Proposed Uses and Improvements."

Please refer to **Map No. 3, "Proposed Uses and Improvements"** in the Exhibits Section which follows.

G. "Proposed Change of Zoning Ordinances, Master Plan, Building Codes and City Ordinances."

Please refer to **Map No. 4, "Existing Zoning,"** in the Exhibits Section which follows. The proposed Project is consistent with the existing zoning, which is C9E (Downtown District – Major Retail). The proposed Project is in accordance with the existing master plan, map, building codes, and other city ordinances. The Project should not require amendments to their provisions, but such amendments could be made if necessary without further amendment to this Project Plan.

H. "List of Estimated Non-Project Costs."

New Commercial/Residential Development

\$23.5 million

I. "Proposed Method for Relocation."

This Project Plan does not anticipate the acquisition of property by the City of Milwaukee. Accordingly, no relocation activities or expenditures for relocation payments or services are provided herein. Should the acquisition of property by condemnation and requiring relocation be necessary, the cost and method of relocation will be included in a redevelopment plan and associated relocation plan prepared in cooperation with the Redevelopment Authority, pursuant to Section 66.1333 and Section 32.05, Wis. Stats. The costs of such activities will be eligible for reimbursement through tax increment revenues should such revenues be generated during the statutory life of the District.

J. "Statement Indicating How District Creation Promotes Orderly City Development."

The creation of the District will provide a means to continue the revitalization of downtown Milwaukee, and more specifically, West Wisconsin Avenue. The District is consistent with the objectives of the Downtown Area Plan, updated in 2010, which identifies the District as part of the Wisconsin Avenue Strategy catalytic project and the Posner Building as a building in need of attention. It will facilitate the development of a property in need of rehabilitation or conservation, job creation and the continued increase in downtown residential population. The Downtown Area Plan sets forth the following objectives for the Wisconsin Avenue Strategy, which will be accomplished, in part, by the District: improved storefront appearances of both vacant and occupied spaces, converting vacant buildings to residential use and increasing the residential density in downtown Milwaukee.

K. "Opinion of the City Attorney."

Please refer to Exhibit 6, "Letter from the City Attorney."

EXHIBIT 1 Boundary Description

Beginning at a point at the intersection of the north line of West Wisconsin Avenue and the west line of North Plankinton Avenue;

Thence, west along the north line of West Wisconsin Avenue to the intersection with the west line of 152 West Wisconsin Avenue;

Thence, north along the west line of 152 West Wisconsin Avenue to the intersection with the north line of 725 North Plankinton Avenue;

Thence, east and northeast along the north line of 725 North Plankinton Avenue to the intersection with the west line of North Plankinton Avenue;

Thence, southeast along the west line of North Plankinton Avenue to the point of beginning and more particularly depicted in Map 1 of this Project Plan.

EXHIBIT 2 Property Characteristics

Findings substantiating that not less than 50%, by area, of the real property within the proposed district in need of conservation within the meaning of Section 66.1105(4)(gm)4.a. Wisconsin Statutes.

Parcel No.	Taxkey	Owner Name	Land Assessment	Improvement Assessment	Total Assessment	Lot SF	In Need of Rehabilitation or Conservation (SF)	Area Vacant (SF)	Contaminated by Environmental Pollution (SF)
1	361-0648-000	MOSTREET LLC	\$673,700	\$2,226,300	\$2,900,000	16,843	16,843	0	0
2	361-0647-000	MOSTREET LLC	\$205,500	\$319,500	\$525,000	3,425	3,425	0	0

Total	\$879,200	\$2,545,800	\$3,425,000	20,268	20,268	0	0
Percentage					100%	0%	0%

EXHIBIT 3 Parcel Owners

Parcel No.	Taxkey	Address				Owner Name
1	361-0648-000	152	W	WISCONSIN	AV	MOSTREET LLC
2	361-0647-000	725	N	PLANKINTON	AV	MOSTREET LLC

EXHIBIT 4

TERM SHEET

(Posner Building – TID No. 80)

Project

HKS Holdings, LLC (the "Developer") proposes to redevelop the existing Posner Building located at 152 West Wisconsin Avenue and 725 North Plankinton Avenue on the highly visible northwest corner of West Wisconsin Avenue and Plankinton Avenue in Milwaukee, WI. The historic and iconic building, constructed in 1908 and 1914, was originally an office building with first floor retail space. Currently, the 134,684 SF building only has one retail tenant, Mo's Irish Pub. The upper floors of the Posner have been vacant since at least 2005 and the remaining retail space vacant since 2009. The proposed project will be a mixed use development, consisting of approximately 105 residential units and approximately 20,000 square feet of commercial space (the "Project").

In 2010, the City of Milwaukee updated its Downtown Area Plan. One of the catalytic elements listed in the plan was a Wisconsin Avenue Strategy, with the goal of revitalizing Wisconsin Avenue east and west of the Milwaukee River. It set forth the following objectives for the Wisconsin Avenue Strategy: improved storefront appearances of both vacant and occupied spaces, converting vacant buildings to residential use and increasing the residential density in downtown Milwaukee. In particular, it identified the Posner as a building in need of attention and one that should be redeveloped into an asset for Wisconsin Avenue and downtown Milwaukee.

In 2011, building on the Downtown Area Plan's recommendations, Mayor Tom Barrett created the West Wisconsin Avenue Task Force to align the public and private sectors in a coordinated effort to revitalize West Wisconsin Avenue. That task force led to the creation of WAM-DC (Wisconsin Avenue Milwaukee - Development Corporation) and, through a series of workshops, identified the redevelopment of the Posner as a top priority.

Development Schedule

Construction of the Project shall commence by October 31, 2014 and the Project shall be substantially completed within 24 months following commencement of construction.

Parties

City, HKS Holdings, LLC; Mostreet, LLC; and an entity to be formed consisting of HKS, Mostreet and the Historic Tax Credit investor.

Project Budget

Total Project budget is \$23,482,847. Estimated total sources include:

•	WHEDA First Mortgage	\$ 13,750,000
•	Historic Tax Credits	\$ 5,331,212
•	Owner Equity	\$ 1,401,635
•	City Tax Incremental District	\$ 2,500,000
•	WEDC Grant	\$ 500,000

Tax Incremental District

City intends to create a Tax Incremental District ("TID No. 80") to assist in funding certain additional costs of the Project as set forth in the Project Plan.

Funding

Developer shall advance up to \$2,500,000 of costs related to the Project and shall be repaid through the Monetary Obligation.

Prior to substantial completion of the Project, City will deposit an amount equal to 100% of the tax incremental revenue actually received by City from TID No. 80, less Annual Expenses into a special fund established for TID No. 80. Upon substantial completion of the Project such amount shall be disbursed to Developer and applied to reduce the principal balance of the Monetary Obligation.

Subsequent to substantial completion of the Project, following the deduction of Annual Expenses, 100% of incremental tax revenue collected from TID No. 80 will be allocated to repay Developer for costs incurred for the Project through payments on the Monetary Obligation.

All City payments of tax incremental revenue received by City from TID No. 80 shall be subject to annual appropriation. If not appropriated, City shall not expend such tax increments for any other TID No. 80 project costs.

Monetary Obligation

The Monetary Obligation consists of a limited and conditional obligation to repay Developer an amount up to \$2,500,000, plus interest on the outstanding balance of the Monetary Obligation at 4.5% per year. Payments on the Monetary Obligation are to be made annually following substantial completion of the Project and in an amount equal to 100% of tax incremental revenue actually received by the City from TID No. 80, less Annual Expenses. Interest on the Monetary Obligation shall not begin to accrue until construction of the Project has commenced. City may, at any time or from time to time, without notice, penalty, or fee, prepay all or any portion of the Monetary Obligation. In the event that City prepays a portion of the Monetary Obligation the 100% of tax

incremental revenue allocated to payment of the Monetary Obligation shall be proportionately reduced to reflect such prepayment. Tax incremental revenue will not be pledged to the payment of the Monetary Obligation, and the Monetary Obligation shall not constitute a general obligation of City or count against its statutory debt limits.

Monetary Obligation Earned

Upon substantial completion of the Project (including whiteboxing of the first floor commercial space and certificate of occupancy for the residential portion of the Project), Developer shall submit a certification detailing Project costs theretofore incurred (together with copies of records, invoices and/or AIA documentation, in a form reasonably acceptable to the Commissioner of the Department of City Development, evidencing such expenditures). The amount of the Monetary Obligation shall be deemed earned upon approval of such certification by the Commissioner.

Cost Savings

If total Project costs submitted are less than the \$23,482,847 estimated in the Project Budget, the principal amount of the Monetary Obligation will be reduced by 50% of the cost savings. For example, if the total Project costs are \$100,000 below the Project Budget, the Monetary Obligation would be reduced by \$50,000.

Terms of Payments

City payments on the Monetary Obligation will terminate: (i) at the time the Monetary Obligation is fully paid; or (ii) with the payment derived from the 2033 tax levy, payable in 2034, whichever occurs first.

Material Disturbance

If the Project is not Substantially Completed within 24 months following commencement of construction (unless caused in substantial part by an event of *Force Majeure*) (a "Material Disturbance"), then City shall have the right (but not the obligation) to terminate further payments on the Monetary Obligation, using the following procedure:

- (1) City shall give Developer notice of its intention to terminate further payments on the Monetary Obligation, and Developer shall have [180] days to eliminate the Material Disturbance, and
- (2) Thereafter, if Developer has not timely eliminated the Material Disturbance and if City still intends to terminate payments on the Monetary Obligation, City's Common Council shall adopt a resolution determining that the Material Disturbance prevents the substantial realization of the public benefits contemplated as a result of the Project and constitutes just cause for the termination of the Monetary Obligation.

City shall thereafter file a certificate with Developer (attaching the resolution of the Common Council) stating that City has elected to terminate payments on the Monetary Obligation. Upon City such filing of the certificate, the Monetary Obligation shall terminate.

Façade Easement

Upon substantial completion of the Project, the Developer will provide the City with a façade easement to ensure that the façade of the Posner Building is maintained during the life of the TID.

Zoning and Other Approvals

The parties will cooperate and use best efforts to apply for, initiate, and attempt to obtain all TID, zoning, and other governmental and third-party approvals and permits necessary or desirable for the construction of the Project.

Human Resources:

Developer and City will enter into a Human Resources Agreement in a form customary for projects subject to Ch. 355 of the Milwaukee Code of Ordinances. The Human Resources Agreement will provide for utilization of certified Small Business Enterprises for 25% of Project construction costs, 25% for purchase of goods and services, and 18% of amounts expended for the purchase of professional services deemed eligible pursuant to SBE Guidelines, utilization of unemployed and underemployed residents for no less than 40% of the total "worker hours" expended on "construction" of the Project, compliance with applicable state and municipal labor standards, utilization of apprentices and/or on-the-job trainees and participation in City's First-Source Employment Program.

PILOT Payments

The Development Agreement will require payments in lieu of taxes with respect to any portion of the Project that subsequently becomes exempt from real property taxes. This provision shall be incorporated into a covenant running with the land for the duration of the TID.

Report of Costs

Upon substantial completion of the Project, Developer shall provide City with an accounting of the costs incurred for the Project. Such accounting shall be in a form reasonably acceptable to City's Comptroller.

General

This Term Sheet does not constitute a binding agreement. The terms set forth herein and other provisions customary for a transaction of this sort, shall be incorporated in one or

more agreements, including a Cooperation and Development Agreement for TID No. 80 and a Human Resources Agreement, each between City and Developer. In recognition that there may be adjustments of the dates and descriptions herein as well as administrative approvals which will require the exercise of reasonable discretion on behalf of City, the Commissioner will be authorized under these agreements to exercise such discretion and grant such approvals.

Attachment 1

DEFINITIONS

"Annual Expenses" means \$7,500.

"Force Majeure" means circumstances under which any party is delayed or prevented from the performance of any act required by an agreement by reason of fire, earthquake, war, flood, riot, strikes, labor disputes, judicial orders, public emergency or regulations, or other causes beyond the reasonable control of the party obligated to perform, then performance of such act shall be excused for the period of such delay, and the time for the performance of any such act shall be extended for a period commensurate with the nature of such delay.

"Human Resources Agreement" means an agreement in a form customary for developer-funded tax incremental districts.

"Monetary Obligation" means a limited and conditional obligation to repay Developer an amount up to \$2,500,000, plus interest on the outstanding balance at 4.5% per year.

"Project Plan" means the Plan for Tax Incremental District No. 80 (Posner Building).

EXHIBIT 5

ECONOMIC FEASIBILITY STDY FOR THE POSNER BUILDING PROJECT

Background:

The City of Milwaukee is proposing to offset \$2,500,000 of costs incurred by HKS Holdings, LLC (the "Developer") in connection with its proposal to convert the Posner Building at 152 West Wisconsin Avenue and 725 North Plankinton Avenue into a mixed-use building with 105 apartment units and 20,000 SF of commercial/retail space (the "Project"). The total costs for the Project are estimated to be \$23.5 million.

Through a Development and Contribution Agreement, funds will be advanced by the Developer under a "pay-as-you-go" approach, and repaid, by the City, but only from future tax incremental revenue generated by the Project.

Current Property Valuation:

The assessment of the Posner Building as of 1/1/2014 was:

	Value
Land	\$879,200
Buildings	\$2,545,800
Total	\$3,425,000

This is the estimated base value of the proposed District.

Anticipated Future Value of the District and District Cash Flow:

As a "pay-as-you-go" District, the Developer is accepting the risk that the District will generate sufficient incremental value to recapture the \$2,500,000 of costs, plus 4.5% interest, through future incremental revenue.

Attached as Table 1 is a cash flow forecast for the proposed District. Basic parameters of this forecast are:

• Base Value: \$3,425,000

• Estimated Assessed Value Upon Completion: \$12,000,000

• Tax Rate: 3.00% in 2014, dropping to 2.5% in 2019

• Interest Rate on Payments to Developer: 4.5%

• Annual Appreciation: 2.00%

• Maximum Term of Payments: 20 years

As shown in the forecast, the District is able to amortize the Monetary Obligation for the Project in an estimated 17 years. Given this estimate, the proposed District is determined to be feasible and capable of amortizing the Project Costs within the statutory life of the proposed District.

<u>Table 1</u> Economic Feasibility Study for the Posner Building Project

TID		Projected		Incremental		Incremental	
Year	Year	Assessment	Base Value	Value	Tax Rate	Revenue	
1	2014	\$3,500,000	3,425,000	75,000	3.00%	\$2,250	
2	2015	\$6,000,000	3,425,000	2,575,000	2.90%	\$74,675	
3	2016	\$12,000,000	3,425,000	8,575,000	2.80%	\$240,100	
4	2017	\$12,240,000	3,425,000	8,815,000	2.70%	\$238,005	
5	2018	\$12,484,800	3,425,000	9,059,800	2.60%	\$235,555	
6	2019	\$12,734,496	3,425,000	9,309,496	2.50%	\$232,737	
7	2020	\$12,989,186	3,425,000	9,564,186	2.50%	\$239,105	
8	2021	\$13,248,970	3,425,000	9,823,970	2.50%	\$245,599	
9	2022	\$13,513,949	3,425,000	10,088,949	2.50%	\$252,224	
10	2023	\$13,784,228	3,425,000	10,359,228	2.50%	\$258,981	
11	2024	\$14,059,913	3,425,000	10,634,913	2.50%	\$265,873	
12	2025	\$14,341,111	3,425,000	10,916,111	2.50%	\$272,903	
13	2026	\$14,627,933	3,425,000	11,202,933	2.50%	\$280,073	
14	2027	\$14,920,492	3,425,000	11,495,492	2.50%	\$287,387	
15	2028	\$15,218,902	3,425,000	11,793,902	2.50%	\$294,848	
16	2029	\$15,523,280	3,425,000	12,098,280	2.50%	\$302,457	
17	2030	\$15,833,745	3,425,000	12,408,745	2.50%	\$310,219	
18	2031	\$16,150,420	3,425,000	12,725,420	2.50%	\$318,136	
19	2032	\$16,473,428	3,425,000	13,048,428	2.50%	\$326,211	
20	2033	\$16,802,897	3,425,000	13,377,897	2.50%	\$334,447	

Discount Rate: 4.50% Annual Value Increase: 2.00%

Base Value (2013 Assessment)

\$3,425,000

Estimated Assessed Value Upon Completion (per Assessor's Office)

\$12,000,000

NPV of Incremental Revenue

17 years:	\$2,619,813	

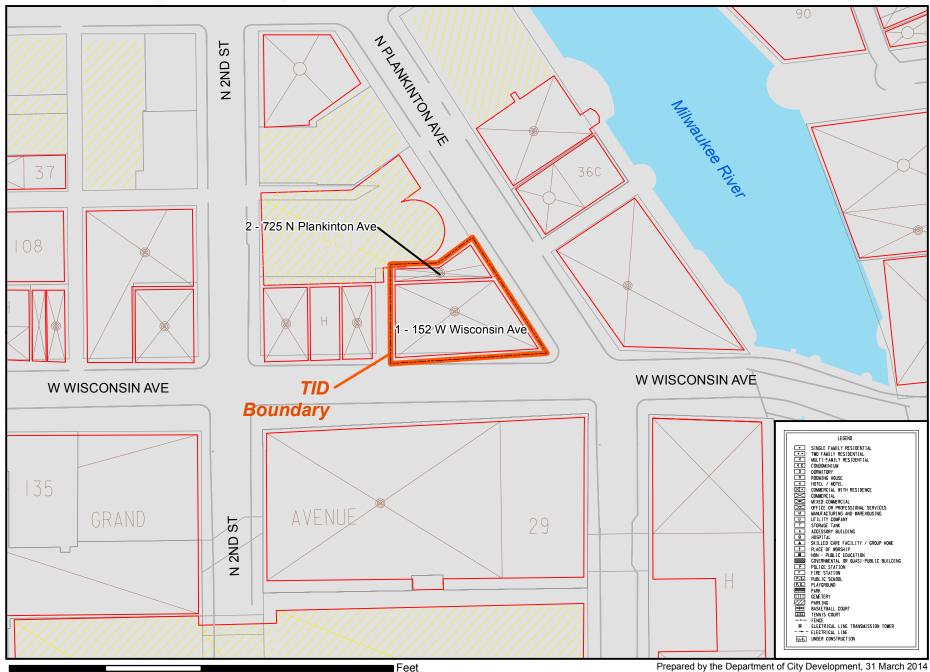
20 years: \$3,043,889

EXHIBIT 6 Letter from the City Attorney

Posner Building TID

Map 1: Boundary and Existing Land Use

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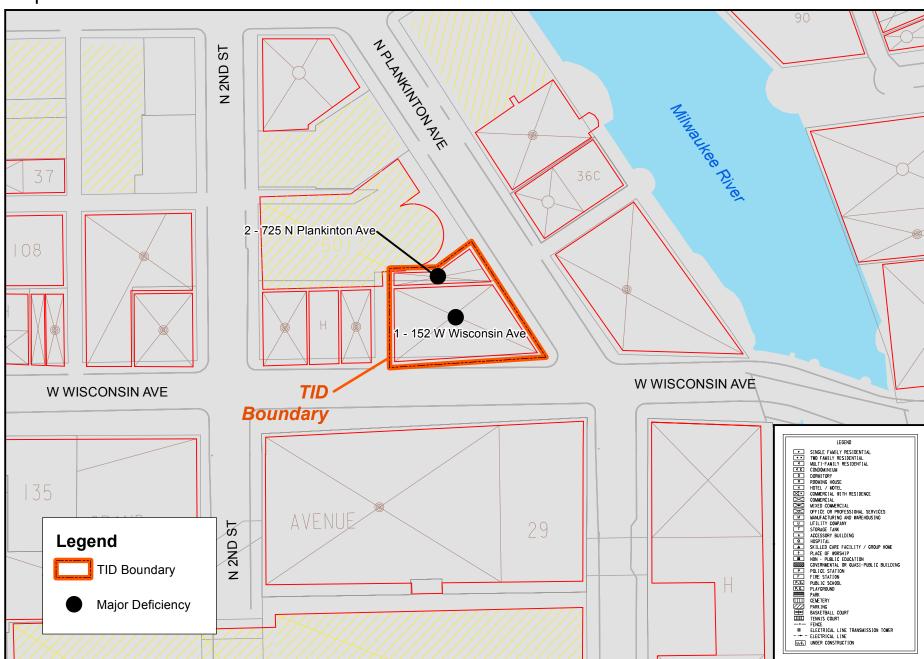


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Prepared by the Department of City Development, 31 March 2014 Source: City of Milwaukee Information and Technology Management Division

Posner Building TID

Map 2: Structure Condition

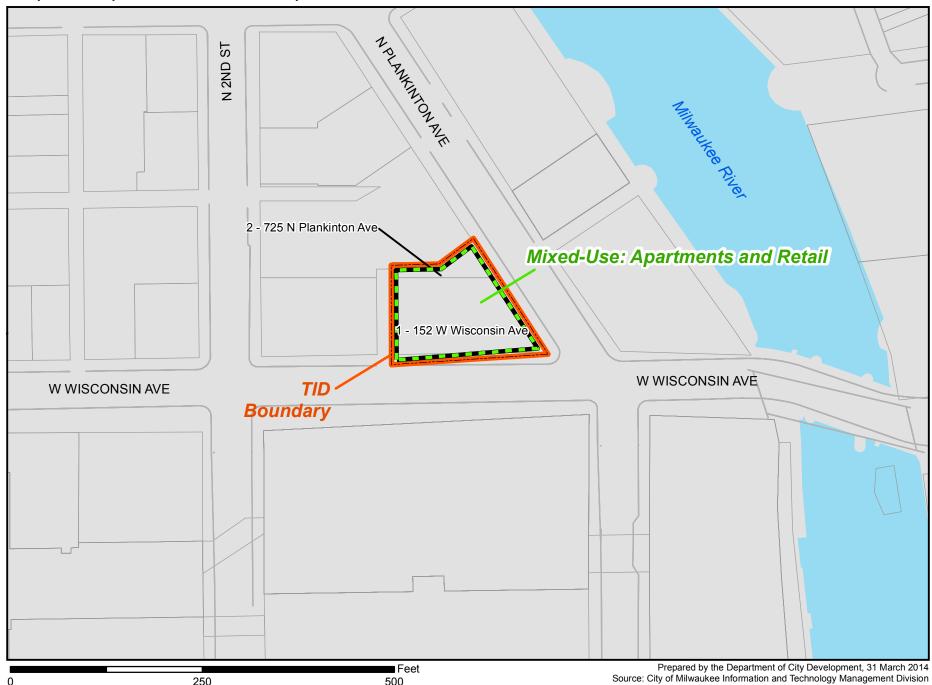


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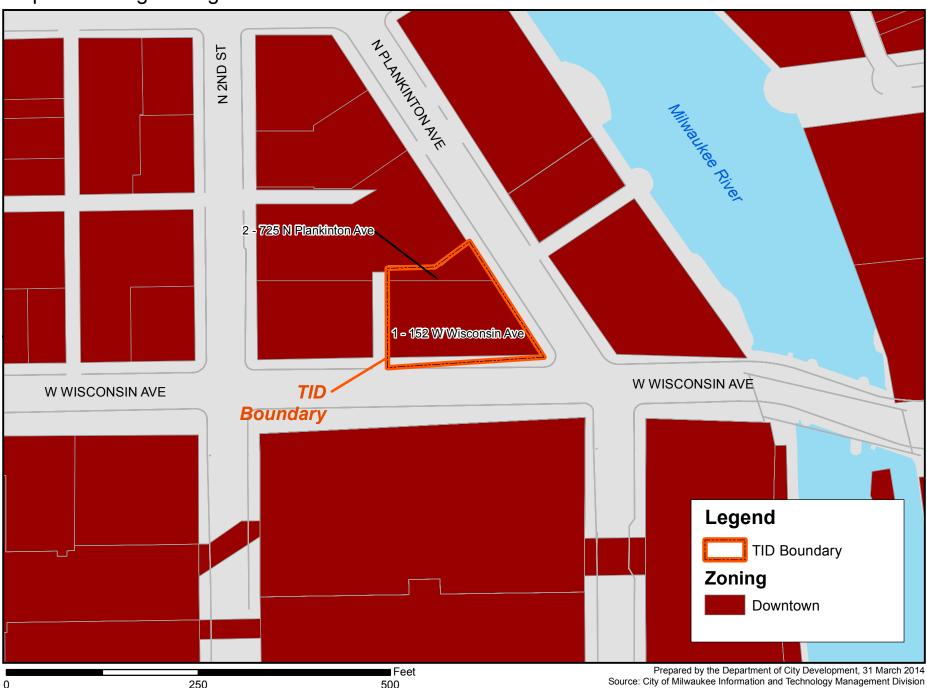
Posner Building TIDMap 3: Proposed Uses and Improvements



Posner Building TID

Map 4: Existing Zoning

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