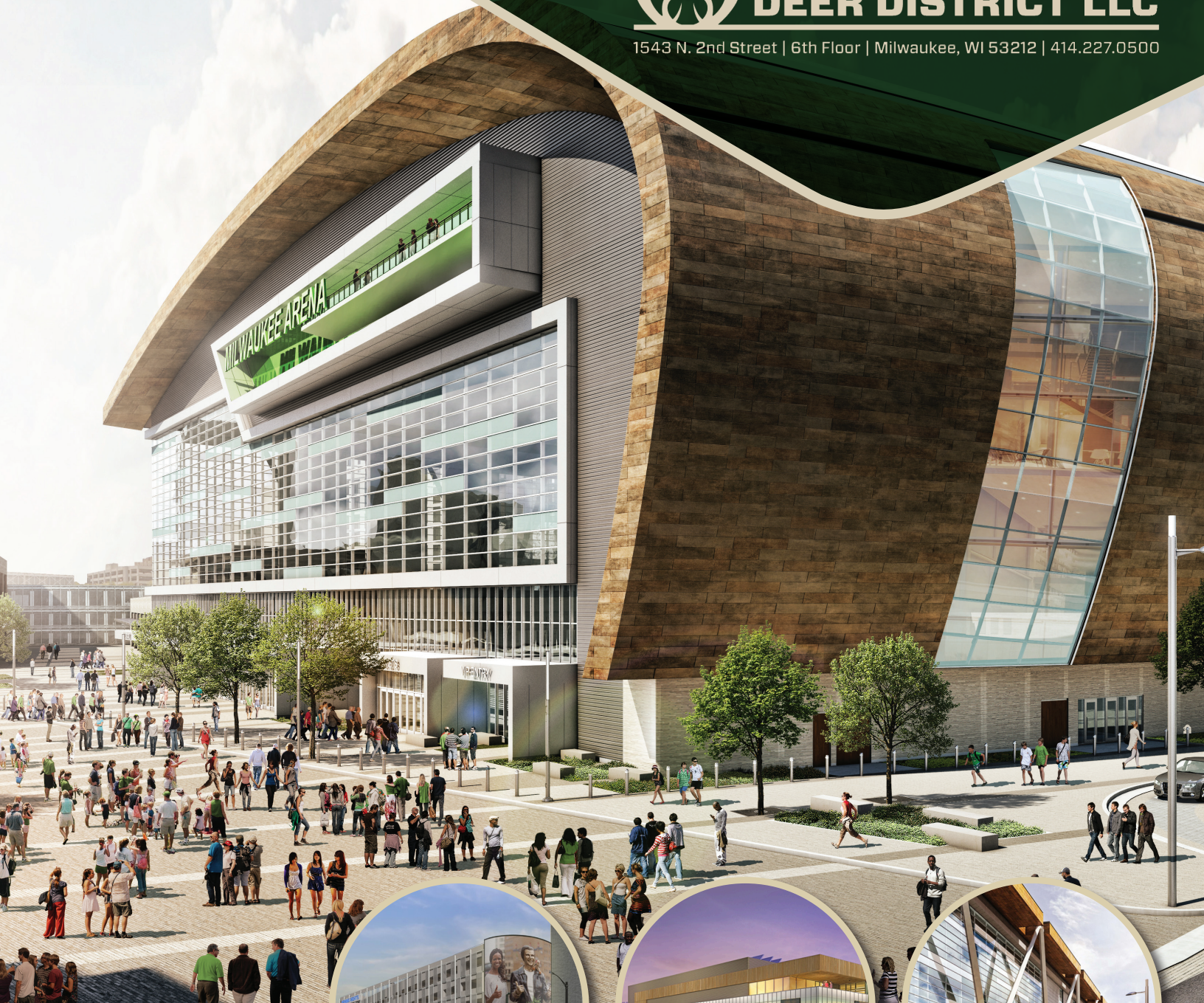




DEER DISTRICT LLC

1543 N. 2nd Street | 6th Floor | Milwaukee, WI 53212 | 414.227.0500



DEER DISTRICT ARENA DEVELOPMENT

City of Milwaukee Professional Services Inclusion
through March 31, 2016



Table of Contents

4 - 5	Executive Summary
6	Milwaukee Bucks History
7 - 8	Outreach
9 - 10	Project Partners
11 - 15	Professional Services



Executive Summary

Deer District LLC, along with Developer's Representative, ICON Venue Group ("ICON"), and Inclusion Monitors, Cross Management Services, Inc. ("CMSI") and Prism Technical Management & Marketing Services, LLC ("Prism Technical" or "Prism"), are dedicated to ensuring the projects are successful and meet or exceed the goals described herein.

This report provides information on the inclusion achieved for professional services on the Arena and Block 7 Parking Structure ("the Projects") through March 31, 2016. Future reports will include construction contracting and workforce inclusion data.

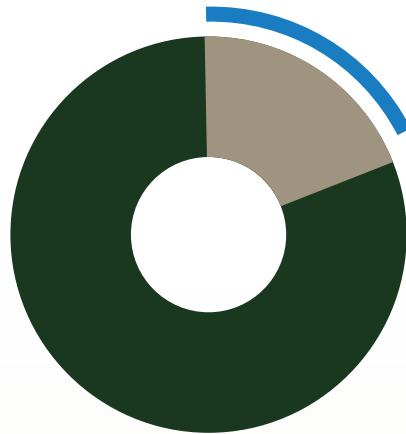
The Inclusion Requirements were established in the Human Resources ("HR") Agreement with the City of Milwaukee. The HR Agreement applies to the Arena and Block 7 Parking Structure and requires 18% Small Business Enterprise¹ ("SBE") professional services inclusion, 25% SBE construction inclusion, 40% City

Through March 31, 2016, the Projects have awarded SBEs contracts valued at \$4,498,686 or 18.7% of professional services cost subject to inclusion

of Milwaukee Residents Preference Program ("RPP") inclusion, and payment of living wages.

SBE professional service involvement on the Projects range from the Phase I title search through commissioning. Several firms have been issued contracts on both projects or multiple contracts on an individual project. In total, 13 certified firms have been awarded professional service contracts on the Projects. A detailed list of the certified firms is included in the section of this report for each project.

Total Professional Services SBE Inclusion



■ SBE Goal 18.0%
\$4,338,419

■ SBE Actual 18.7%
\$4,498,686

■ Cost Subject to Inclusion
\$24,102,326

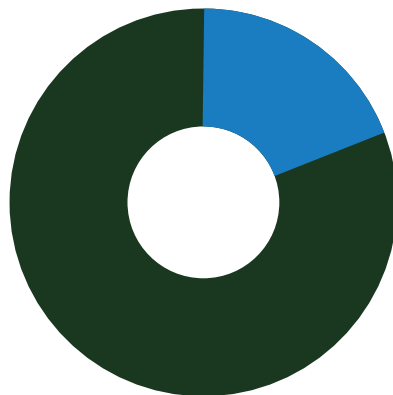
¹ SBE includes Small Business Enterprises ("SBE") certified by the City of Milwaukee, Disadvantaged Business Enterprises ("DBE") certified by a member of the Wisconsin Unified Certification Program, a Small Disadvantaged Business ("SDB") as designated by the Small Business Administration, and an 8(a) certified by the Small Business Administration.

Professional Services Inclusion for City of Milwaukee Projects

Table 1

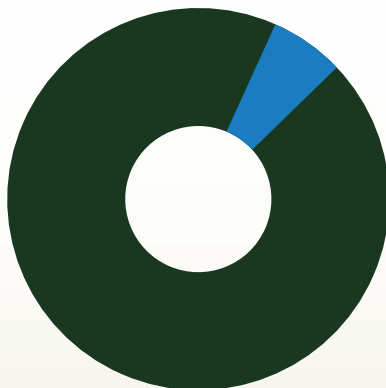
PROJECT	INCLUSION	COST SUBJECT TO INCLUSION	%	INCLUSION PAID TO DATE	TOTAL PAYMENTS	%
New Milwaukee Arena Project	\$ 4,000,066	\$ 22,153,843	18.1%	\$ 560,377	\$ 9,724,583	5.8%
Block 7 Parking Structure	\$ 498,620	\$ 1,948,483	25.6%	\$ 99,876	\$ 378,040	26.4%
Total	\$ 4,498,686	\$ 24,102,326	18.7%	\$ 660,253	\$ 10,102,623	6.5%

Inclusion Achieved



- **18.7% Inclusion**
\$4,498,686
- **81.3% Non-Inclusion**
\$19,603,640
- **Cost Subject to Inclusion**
\$24,102,326

Total Payments to Date



- **6.5% Inclusion Payments**
\$660,253
- **93.5% Non-Inclusion Payments**
\$9,442,370
- **Total Payments**
\$10,102,623



Milwaukee Bucks History

THE BEGINNING

The National Basketball Association originally awarded a franchise to a group of investors based in Milwaukee - headed by Wesley D. Pavalon and Marvin L. Fishman - called Milwaukee Professional Sports and Services, Inc., on Jan. 22, 1968. Pavalon and Fishman were named president and executive vice president, respectively, as the franchise was incorporated on Feb. 5, 1968.

An application from Milwaukee Pro was registered with the Wisconsin Department of Securities for the sale of 300,000 shares of common stock to Wisconsin residents at \$5 per share. Because the issue caught public fancy, an additional 125,000 shares were offered when the stock opened on the over-the-counter market on April 24, 1968.

On the basketball side of the operation, the team went through both the college and expansion draft under the watchful eye of the team's first head coach, Larry Costello.

A Janesville, WI, businessman, Jim Fitzgerald served as a member of the Board of Directors of Milwaukee Professional Sports and Services, Inc., beginning in 1973. He assumed his position as chairman of the board and president of the Bucks in November of 1976 and held that position until the sale of the franchise to Herb Kohl in the spring of 1985. Kohl's purchase ensured that the team would remain in Milwaukee, and he would go on to lead the team as president for 29 seasons.

THE FUTURE

April 16, 2014 marked the beginning of a new era for the NBA franchise as ownership was transferred from Senator Kohl to a new ownership group headed by entrepreneurs Marc Lasry and Wes Edens. Shortly thereafter, Jamie Dinan joined as a majority owner, and an impressive assemblage of Milwaukee community leaders also took an ownership stake to infuse the team and city with a new vitality driven by the promise of a next-generation team that remains true to the spirit of the "Brew City."

The 2014-15 season ushered in exciting additions including new head coach Jason Kidd, who came with a rich NBA pedigree and a reputation as one of the best point guards in league history. Under Kidd's leadership is a strong roster of future stars including two of the most dynamic, young players in the NBA. 2014 No. 2 draft pick Jabari Parker joins Giannis Antetokounmpo to create one of the most exciting teams in the NBA and the start of a new kind of Milwaukee Bucks basketball.

In addition to an exciting roster of talented players and a Hall of Fame coach, the future off the court is also bright. The organization is in the process of developing a new sports and entertainment complex to serve as the home for the next era of Bucks basketball. The state-of-the-art facility will become an important part of the revitalization of downtown Milwaukee and become integral to the community's economic future.

1968-69 Milwaukee Bucks - BACK ROW: Trainer Arnie Garber, Guy Rodgers, Sam Williams, Greg Smith, Jon McGlocklin, Flynn Robinson, Head Coach Larry Costello. FRONT ROW: Rich Niemann, Dick Cunningham, Wayne Embry, Zaid Abdul-Aziz, Lenny Chappell.



Outreach: Community Engagement

BUCKS CARE

The Milwaukee Bucks are making community engagement a defining element of the path back to greatness.

The Bucks ownership group has made philanthropy and charitable work a significant part of their lives, and know that the Bucks will only be as strong as the community they serve. As the Bucks become a driving force behind the transformation and revitalization of Milwaukee, partnering with the community will be front and center.

All those involved in the organization understand that the Milwaukee Bucks are one of the most visible presences throughout greater Milwaukee and Wisconsin. Thanks to that visibility, the players, staff and owners are all united in continuing the traditions of charity and outreach that have defined the organization and will grow into the future. In the last year alone, Bucks players, coaches and staff members spent over 500 hours giving back to their neighbors, while the organization made donations to over 2,000 charitable events in over 350 communities throughout the region.

For more information about the Bucks' involvement in the community, please visit bucks.com/foundation.

Photos from top to bottom: First two photos from The Bucks "Special Olympics Clinics;" last photo from Bucks "Running Rebels" for National Take Your Child to Work Day."



Outreach: Contracting & Workforce

BUILD THE FUTURE EVENT

A major informational and networking session was held for small businesses seeking an opportunity on all of the Arena - related projects. Held at BMO Harris Bradley Center on March 14, 2016, the event featured presentations from Bucks President Peter Feigin, Mayor Tom Barrett and partners from the project management team on the Projects. The partners discussed each project's respective bidding and construction schedules and inclusion goals. The night ended with a networking reception giving attendees an opportunity to connect with one another and the Arena projects' team members. Over 400 people attended.



ARENA TIP-OFF

On April 1, 2016, Mortenson held a tip-off event at the Italian Conference Center to engage business and community representatives and ensure availability of information about contracting and workforce opportunities on the Arena projects. Nearly 200 people attended.



WORKFORCE VIDEO FOCUS MEETING

A team from Media Makers is developing a short video which can be utilized to encourage teens to consider careers in the construction trades. The video will discuss barriers and opportunities and direct teens to appropriate resources.

[Click here to view the "Makin it" Video.](#)



FINDORFF OUTREACH MEETING

J. H. Findorff held a joint meeting at ManpowerGroup to provide information about contracting and workforce opportunities on the Block 7 Parking Structure. Over 150 people attended.



Photos from top to bottom: Build the Future Business Information Session, Construction Arena Tip-Off Event, Workforce Video Focus Meeting, and J.H.Findorff Outreach Meeting.

PROJECT MANAGEMENT TEAM



ICON Venue Group is the leading Owner's Representative and project management firm in the sports, entertainment, and public assembly industry with a portfolio of many of the most successful venues in the world. ICON provides a comprehensive spectrum of facility development services required to guide a new facility project from its initial conception through planning, design, construction and opening to ensure years of successful operation for both public and private sector clients in the USA, Canada, Europe and Asia. ICON has managed the development of home venues for NFL, NBA, NHL, MLB, MLS, MLL, AFL, CHL, NBDL, DEL and BBL franchises totaling over \$6 billion.



Cross Management Services, Inc. (CMSI), a project management consulting firm, provides business management, public relations, research, and planning services. With a passion for excellence, ethical conduct, and knowledge, CMSI achieves high-quality results and consistently meets its commitments to its clients. CMSI specializes in coordinating and monitoring supplier and workforce diversity goals for developers, contractors, corporations, and governmental entities on construction projects.



Prism Technical is a multifaceted consulting firm that specializes in project and construction management, public relations and outreach, business training and corporate workforce diversity and inclusion. Prism, started in 1995, works to ensure the diversity of workers and legitimate contracting practices on major construction projects funded by tax payers. This has allowed Prism to advise many forward thinking companies and governmental entities on matters of process, management, knowledge transfer and strategy. Prism has had unprecedented success on Wisconsin's most prestigious and challenging projects and has accumulated an unparalleled catalog of experiences working with small, women and minority owned businesses and underemployed workers.

ARCHITECTS & CONSTRUCTION MANAGERS



American Design Inc. is a twenty-year old firm whose experienced management team provides a full range of architectural services to satisfy its clients. American Design Inc. has the architectural background necessary to work with clients through each phase of the design process. Their design experiences includes residential, educational, commercial office, retail and public buildings.



Eppstein Uhen Architects (EUA) is an architecture firm located in Milwaukee (headquarters), Madison and Des Moines. More than 150 EUA team members demonstrate unparalleled commitment to the markets, communities and clients it serves. EUA works closely with clients and partners to create environments that exceed expectations while elevating people's potential. EUA, an 108 year-old firm specializes in workplace, healthcare, learning, living and entertainment environments.

Project Partners



Established in 1961, GRAEF has grown to become a leading U.S. consulting firm, as ranked by Engineering News Record Magazine. Their technical personnel, located in multiple offices in Wisconsin, Illinois, and Florida, represent a comprehensive resource with diverse technical expertise able to address all phases of analysis, design, and construction. From public infrastructure to environmental issues, industry to communications, governmental facilities to healthcare, education and retail, from and for numerous other project categories, GRAEF has positioned itself to serve their clients in unique and innovative ways.



HNTB Corporation is an employee-owned infrastructure solutions firm. With more than a century of service, HNTB understands the life cycle of infrastructure and addresses clients' most complex technical, financial and operational challenges. Professionals nationwide deliver a full range of infrastructure-related services, including award-winning planning, design, program management and construction management.



J.H. Findorff is one of the Midwest's leading builders with offices in Madison and Milwaukee. For over 125 years, Findorff has continued to position itself as a dependable and reputable Company dedicated to excellence. Talented staff, a passion for innovation, and a focus on technology has helped secure our status as a leader in the construction industry. With over 700 employees currently, Findorff proudly acknowledges receipt of over 100 awards and recognition, for both commitment to quality construction and civic initiatives.



Mortenson is the 2nd largest sport builder in the United States with over 160 sports and entertainment projects. Founded in 1954, Mortenson is a U.S.-based, family-owned company. As one of the nation's top builders and developers, Mortenson provides a complete range of services, including planning, program management, pre-construction, general contracting, construction management, design-build, and turn-key development. Mortenson has offices in Chicago, Denver, Madison, Milwaukee, Minneapolis, Phoenix, Portland, and Seattle with international operations in Canada.



Since inception in 1983, Populous has grown into the world's leading design firm dedicated exclusively to creating environments that draw people and communities together for unforgettable experiences. The firm has completed more than 1,000 projects around the globe with construction value exceeding \$20 billion. Populous has worked with 24 Major League Baseball franchises, 30 NFL franchises, 80 professional and civic arena clients, 40 global soccer and rugby teams, 120 universities, 40 convention center clients, 29 equestrian clients and has planned more than 30 major worldwide events.

City of Milwaukee Professional Services

Inclusion Requirements

- 18% Professional Service spending with Disadvantaged Business Enterprise (DBE), Small Business Enterprise (SBE), Small Disadvantaged Business (SDB) and/or 8(a)
- 25% construction spending with Disadvantaged Business Enterprise (DBE), Small Business Enterprise (SBE), Small Disadvantaged Business (SDB) and/or 8(a)
- 40% of the on-site construction hours to be performed by residents meeting the City of Milwaukee's Residents Preference Program (RPP) requirements
- Living wages must be paid to each worker performing construction trade labor on the project

Rendering of the northwest view of the New Milwaukee Arena



Rendering of the northwest view of the New Milwaukee Arena



New Milwaukee Arena (City of Milwaukee) Professional Services Inclusion

Table 2

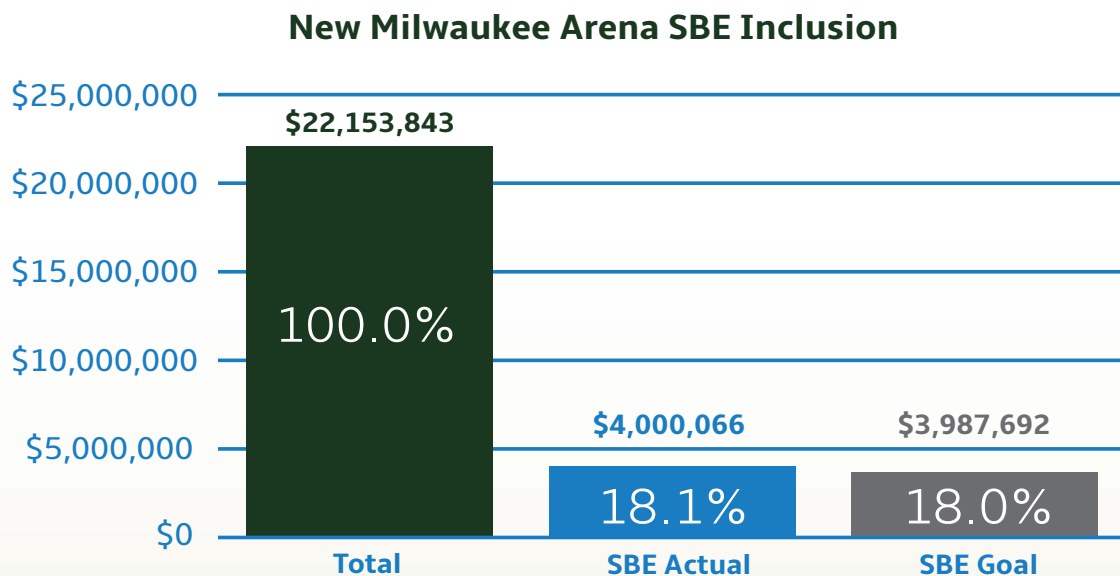
SBE, DBE, SDB, or 8(a) FIRMS	SBE, DBE, SDB or 8(a)	SUBCONTRACTOR TO	SERVICE PERFORMED	CONTRACT AMOUNT	AMOUNT PAID THRU 3/31/2016
American Design, Inc.	S/DBE	Eppstein Uhen Architects, Inc.	Architectural - Main & Upper Concourse	\$ 250,000	\$ 73,125
American Design, Inc.	S/DBE	GRAEF-USA Inc.	Architectural - Skywalk	\$ 46,200	\$ -
Barrientos Design & Consulting, Inc.	DBE	Eppstein Uhen Architects, Inc.	Architecture - Event Level	\$ 319,000	\$ 50,321
Capitol Lien Records & Research, Inc.	DBE	Terracon Consultants, Inc.	Title Search - Phase I - Block 1	\$ 3,280	\$ 3,280
Capitol Lien Records & Research, Inc.	DBE	Terracon Consultants, Inc.	Title Search - Phase I - Block 2	\$ 1,688	\$ -
Capitol Lien Records & Research, Inc.	DBE	Terracon Consultants, Inc.	Title Search - Phase I - Block 4	\$ 425	\$ 425
Capitol Lien Records & Research, Inc.	DBE	Terracon Consultants, Inc.	Title Search - Phase I - Block 5	\$ 2,875	\$ 2,875
Coastwise Fireguard, Inc.	DBE	M-E Engineers, Inc.	Fire Sprinkler	\$ 90,000	\$ -
Copy 'N More, Inc.	SBE	Populous, Inc.	Printing	\$ 70,000	\$ 3,241
Cross Management Services, Inc.	S/DBE	Deer District LLC	Inclusion Monitor - Business	\$ 506,900	\$ 29,229
Gestra Engineering, Inc.	S/DBE	Terracon Consultants, Inc.	Drilling Services - Geotech	\$ 103,857	\$ 103,857
Gestra Engineering, Inc.	S/DBE	Terracon Consultants, Inc.	Drilling Services	\$ 5,186	\$ 5,186
IBC Engineering Services, Inc.	S/DBE	M-E Engineers, Inc.	MEP	\$ 385,000	\$ -
M&E Architects+Engineers, LLC	DBE	Eppstein Uhen Architects, Inc.	Architecture - Vertical Circulation	\$ 126,000	\$ 63,000
Prism Technical Management & Marketing, LLC	S/DBE	Deer District LLC	Inclusion Monitor - Workforce	\$ 760,350	\$ 25,628
Thunderbird Engineering, Inc.	S/DBE	M-E Engineers, Inc.	Commissioning	\$ 60,000	\$ -
White Water Associates, Inc.	DBE	Terracon Consultants, Inc.	Laboratory Services - Block 1	\$ 24,261	\$ 24,261
White Water Associates, Inc.	DBE	Terracon Consultants, Inc.	Laboratory Services - Block 4	\$ 4,768	\$ -
Wrightson, Johnson, Haddon & Williams, Inc.	DBE	Populous, Inc.	Audio/Video Consulting	\$ 361,100	\$ 85,733

Table Continued on page 14

New Milwaukee Arena (City of Milwaukee) Professional Services Inclusion (Continued)

Table 2 (Continued)

SBE, DBE, SDB, or 8(a) FIRMS	SBE, DBE, SDB or 8(a)	SUBCONTRACTOR TO	SERVICE PERFORMED	CONTRACT AMOUNT	AMOUNT PAID THRU 3/31/2016
ZS LLC	SBE	HNTB Corporation	Structural Foundation Design	\$ 390,000	\$ 27,636
ZS LLC	SBE	HNTB Corporation	Building Access Design	\$ 96,000	\$ 19,200
ZS LLC	SBE	HNTB Corporation	Roof Design	\$ 60,000	\$ 12,000
ZS LLC	SBE	HNTB Corporation	Envelope Consulting	\$ 90,000	\$ 31,380
To Be Determined				\$ 243,176	\$ -
TOTAL INCLUSION				\$ 4,000,066	\$ 560,377
INCLUSION AS A % OF PROFESSIONAL SERVICES COST SUBJECT TO INCLUSION				18.1%	
INCLUSION AS A % OF PROFESSIONAL SERVICES PAYMENTS MADE				5.8%	
PROFESSIONAL SERVICES COST SUBJECT TO INCLUSION				\$ 22,153,843	
TOTAL PROFESSIONAL SERVICES PAYMENTS THROUGH MARCH 31, 2016				\$ 9,724,583	

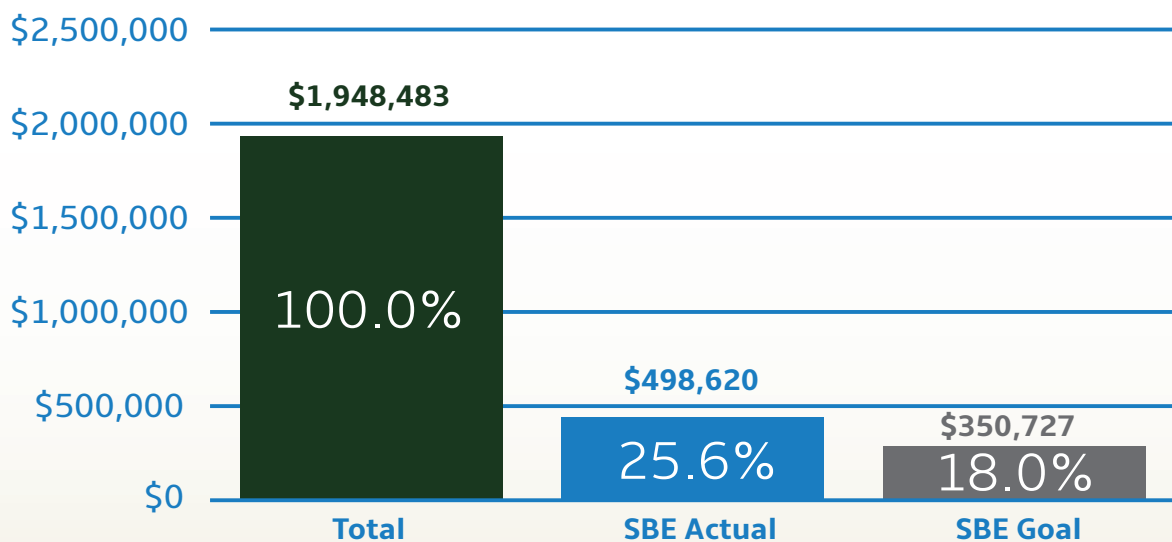


B7PS (City of Milwaukee) Professional Services Inclusion

Table 3

SBE, DBE, SDB, or 8(a) FIRMS	SBE, DBE, SDB or 8(a)	SUBCONTRACTOR TO	SERVICE PERFORMED	CONTRACT AMOUNT	AMOUNT PAID THRU 3/31/2016
American Design, Inc.	S/DBE	GRAEF-USA Inc.	Architectural - Parking Structure	\$ 342,150	\$ 61,851
American Design, Inc.	S/DBE	GRAEF-USA Inc.	Architectural - Housing	\$ 36,120	\$ -
Capitol Lien Records & Research, Inc.	DBE	Terracon Consultants, Inc.	Title Search - Block 7	\$ 1,150	\$ 1,150
Cross Management Services, Inc.	S/DBE	Deer District LLC	Inclusion Monitor - Business	\$ 41,775	\$ 6,432
Gestra Engineering, Inc.	S/DBE	Terracon Consultants, Inc.	Drilling Services - Block 7	\$ 13,920	\$ 13,920
Prism Technical Management & Marketing, LLC	S/DBE	Deer District LLC	Inclusion Monitor - Workforce	\$ 63,505	\$ 16,523
TOTAL INCLUSION				\$ 498,620	\$ 99,876
INCLUSION AS A % OF PROFESSIONAL SERVICES COST SUBJECT TO INCLUSION				25.6%	
INCLUSION AS A % OF PROFESSIONAL SERVICES PAYMENTS MADE				26.4%	
PROFESSIONAL SERVICES COST SUBJECT TO INCLUSION				\$ 1,948,483	
TOTAL PROFESSIONAL SERVICES PAYMENTS THROUGH MARCH 31, 2016					\$ 378,040

Block 7 Parking Structure SBE Inclusion





Prepared by
Prism Technical Management & Marketing Services, LLC
in conjunction with Cross Management Services, Inc.