

BUSINESS IMPROVEMENT DISTRICT NO. 49

Reed Street Yards

2020 OPERATING PLAN

c/o General Capital
6938 N. Santa Monica Blvd.
Milwaukee, Wisconsin 53217

Year 7 Operating Plan for Reed Street Yards
Business Improvement District

I. Introduction

In 1984, the Wisconsin Legislature created Sec. 66.1109 (formerly Sec. 66.608) of the Wisconsin Statutes ("BID Law") enabling municipalities to establish a Business Improvement District ("BID") upon the petition of at least one property owner within the proposed BID. The purpose of the law is "... to allow businesses within those districts to develop, to manage and promote the districts and to establish an assessment method to fund these activities." (1983 Wisconsin Act 184, Section 1, legislative declaration)

The BID was approved in 2013 and became operational in 2014.

II. District Boundaries

Boundaries of the RSY BID are shown on the map in Appendix C of this Operating Plan. A listing of the properties included in the RSY BID is provided in Appendix B.

III. 2020 Operating Plan

A. Plan Objectives

A substantial portion of the property within the District is comprised of vacant land that has been improved pursuant to a Development Agreement among the City of Milwaukee, the Redevelopment Authority of the City of Milwaukee and Building 41, LLC (the "Development Agreement"). Among the improvements undertaken pursuant to the Development Agreement are: (a) installation of a new dock wall along the Menomonee Canal; (b) installation of a publicly accessible river path; and (c) installation of stormwater retention/treatment facilities (the "Stormwater Facilities"). In addition, the Development Agreement contemplates that one or more parking structures may be erected within the District if sufficient future development occurs to generate a need and demand for such structure(s) (the "Parking Structures").

The objectives of the RSY BID include the following:

1. To provide a financing mechanism to fund the private share of the cost of the dock wall and river path improvements identified in the Development Agreement (collectively, the "River Improvements"). The private share was loaned by the City to the RSY BID (the "Loan") and was disbursed (along with funds from the City) to pay for the River Improvements. The RSY BID is repaying the Loan over a term of 15 years at the City's cost of funds plus 1%. The RSY BID is obtaining funds to repay the Loan by levying annual assessments against the properties located within the RSY BID in accordance with the assessment formula set forth herein. The first assessment for repayment of the Loan occurred in 2015.

2. To manage, maintain, repair and replace the River Improvements and the Stormwater Facilities. Owners of the land upon which the River Improvements and/or Stormwater Facilities are located may, at their option, convey the River Improvements and Stormwater Facilities to the District. If such owners exercise such option, the District shall accept ownership of the property conveyed to it. Whether or not any River Improvements or Stormwater Facilities are conveyed to the District, the District shall be responsible for managing, maintaining, repairing and replacing same (including procuring casualty and liability insurance). The costs incurred by the District in so doing shall be funded through the annual assessments levied by the District.

3. If and at such time as it becomes necessary to erect one or more of the Parking Structures, the District may be asked by one or more owners of real property within the District to finance, construct, own and operate the same. Provided that the owners of at least 50.1% of the real property located within the District consent in writing, the District shall proceed with the development and ownership of such Parking Structure(s) on such terms as are consented to by such owners.

B. Proposed 2020 Expenditures

Revenues		
Category	Description	Amount
Assessments	See Appendix B	79,912.00
Donations		-
Sponsorships		-
Holdover Funds/Reserves		-
Etc.		-
TOTAL		79,912.00

Expenses		
Category	Description	Amount
Debt Service - Loan	City of Milw Loan pymt	32,962.00
Water Feature	Water Feature - Supplies	7,000.00
	Water Feature - Repairs	8,000.00
	Water Feature - Labor	7,500.00
Landscaping	Landscape Maintenance	6,500.00
	Landscape Additional	10,000.00
Contracted Services	Portering	1,900.00
Utilities	Electric Service	2,500.00
Administrative	Accounting	3,500.00
	Postage / Misc Items	50.00
TOTAL		79,912.00

C. Financing Method

The proposed expenditures of the District are being financed from funds collected from the BID Assessments (as defined in Section IV.A). One hundred percent of the District budget will be raised through BID Assessments.

The District Board of Directors shall have the authority and responsibility to prioritize expenditures, and to revise the budget as necessary.

D. Organization of District Board

The Mayor appointed members to the District board ("Board"). The Board's primary responsibility is the implementation of this Operating Plan. This requires the Board to negotiate with providers of services and materials to carry out the Operating Plan; to enter into various contracts; to monitor development activity; to periodically revise the Operating Plan; to ensure District compliance with the provisions of applicable statutes and regulations; and to make reimbursements for any overpayments of BID Assessments.

The BID Law requires that the Board be composed of at least five members and that a majority of the Board members be owners or occupants of property within the District.

It is recommended that the RSY BID Board be structured and operate as follows:

1. Board Size – Five

2. Composition - At least three members shall be owners or occupants of property within the District. Any non-owner or non-occupant appointed to the Board shall be a resident of the City of Milwaukee. The Board shall elect its Chairperson from among its members.

3. Term - Appointments to the Board shall be for a period of three years except that initially two members shall be appointed for a period of three years, two members shall be appointed for a period of two years, and one member shall be appointed for a period of one year.

4. Compensation – None

5. Meetings - All meetings of the Board shall be governed by the Wisconsin Open Meetings Law.

6. Initial Board members appointed were William Cobb, Peter Moede, Michael Weiss, Joseph Klein and Sigurd Strautmanis.

7. Current Board members and corresponding term expirations are as follows:

Peter Moede, Chairman
Building 41, LLC
Term Expires 6/20/2020

Joe Klein, Vice Chair
HKS Holdings, Inc.
Term Expires 5/26/2022 / Reappointment Pending

Michael Weiss, Secretary
General Capital Group
Term Expires 6/9/2020

William Cobb
Tannery Remnants, LLC
Term Expires 1/20/2022

Sigurd Strautmanis
General Capital Group
Term Expires 1/28/2022

IV. Method of Assessment

A. Assessment Method

The general principle underlying the assessment methodology for the District is that each property should contribute to the annual expenses of the District in proportion to the benefits derived from the District. After due consideration, it is determined that annual assessments levied by the Board against the properties within the District (the "BID Assessments") shall be governed by the following:

1. The BID Assessments will be levied against each property within the District in proportion to the current assessed value of each property for real property tax purposes. Thus, the amount of a BID Assessment against a particular property may change from year to year if that property's assessed value changes relative to other properties within the District. In addition, as properties are divided, additional parcels will be created thereby adding new assessable properties to the District.

2. Notwithstanding the foregoing, the maximum annual BID assessment that may be levied against each of the following properties shall not exceed \$5,000.00 per property:

- (a) 606 West Oregon;
- (b) 615 West Oregon;
- (c) 720 West Oregon; and
- (d) 223 West Pittsburgh. (Renamed 247 W. Freshwater Way)

3. Appendix B shows the estimated 2020 BID Assessments for each property within the District.

4. The annual assessments under any Maintenance Agreements and Improvement Loans (as such terms are defined in Article IV.B., herein) shall be levied directly against the property benefited by such agreement or loan. The amount of such assessment shall match the actual annual costs of the District in providing services or funds; thus, the amount of the assessment will not vary as a result of changes in the benefited property's assessed value.

5. The BID Assessments for each year shall be calculated and fixed based upon the City of Milwaukee real property assessments as of June 1 of such year. No BID Assessment for a given year shall be modified for such year as a result of an increase or decrease in the assessed value of a property for such year that occurs after June 1 of the year in which such BID Assessment has been levied. However, as noted in subsection 1, above, the amount of some BID assessments levied against a particular property may change from year to year to the extent that the property's assessed value changes in relation to the assessed values of other properties within the BID.

B. Unique Assessment Categories and Methods

1. A property owner within the District may request that the District enter into an agreement with the property owner pursuant to which the BID shall be responsible for certain maintenance activities (such as cleaning, landscaping, watering of plants) on such owner's improvements (a "Maintenance Agreement") or request that the District make a loan to fund certain upgrades or modifications to the owner's property or improvements (an "Improvement Loan"). If the Board agrees to enter into a Maintenance Agreement or to make an Improvement Loan, the maintenance costs and/or loan repayment shall be specially assessed directly against the property owners who have requested such services or received such loan.

2. Any improvements made by property owners within the District to their properties that will increase access to and use of the River Improvements will further the public purposes and objectives set forth in Article III.A. of this Operating Plan. Accordingly, future loans from the City may be available to or through the District for owners of property located within the District for improvements that enhance the use and enjoyment of the River Improvements. In the event such loans become available from the City, the District may lend such funds to individual property owners who shall repay such funds through special assessments incorporating such terms and conditions as the City requires.

C. Excluded and Exempt Property

The BID Law requires specific consideration of certain classes of property. In compliance with the law the following statements are provided:

1. State Statute 66.1109(1)(f)lm: The District may contain property used exclusively for manufacturing purposes, as well as properties used in part for manufacturing. These properties will be assessed according to the method set forth in this Operating Plan because it is assumed that they will benefit from development in the District.

2. State Statute 66.1109(5)(a): Real Property used exclusively for residential purposes and real property that is exempted from general property taxes under s. 70.11 may not

be specially assessed for purposes of Business Improvement Districts. Such properties will be identified as Exempt Properties in Appendix B, as revised each year.

3. In accordance with the interpretation of the City Attorney regarding State Statute 66.1109(1)(b), property exempt from general real estate taxes at the time of creation of the District has been excluded from the District. (Such property may subsequently become part of the District at such time as it becomes taxable.) Privately owned, tax exempt property adjoining the District and which is expected to benefit from District activities may be asked to make a financial contribution to the District on a voluntary basis.

D. Prepayment and Acceleration of Assessments

1. Any property owner within the District shall be entitled to prepay at any time either: (a) the then outstanding principal portion (together with accrued interest) of the portion of the BID Assessment allocable to the Loan that is allocable to such owner's property (with such allocation to be determined by the Board); or (b) as to a recipient of an Improvement Loan, the principal amount (together with accrued interest) of the Improvement Loan. For administrative convenience, no partial prepayments shall be permitted. Any interested property owner may make a written request to the Board for a statement of the outstanding principal portion (together with accrued interest) of the Loan allocable to such property. Upon receipt from a property owner of payment of all principal and accrued interest for either category of assessments identified above, the Board shall prepare and deliver to the respective property owner a written confirmation of payment and satisfaction of assessment in recordable form. The released property shall continue to be assessed for District operating expenses and for any subsequent expenses (capital or otherwise) incurred by the Board pursuant to future operating plans.

2. The entire outstanding principal portion (together with accrued interest) of the Loan allocable to a particular property (as determined by the Board) and, if applicable, the entire outstanding principal amount (together with accrued interest) of any separate assessment allocable to a particular property shall become immediately due and payable in full in either of the following events: (a) if the particular property or any portion thereof becomes wholly residential such that the property in its entirety or any portion thereof would not be assessable under subsequent operating plans pursuant to Chapter 66.1109, Wis. Stat.; or (b) if the particular property becomes exempt from general real estate taxes. If either of such accelerated assessments is not paid in full within 15 days following the event giving rise to such acceleration, the Board may commence any action it deems appropriate to collect same, including initiation of proceedings to foreclose the statutory lien securing such assessments.

V. Relationship to Milwaukee Comprehensive Plan and Orderly Development of the City

A. City Plans

In February 1978, Common Council of the City of Milwaukee adopted the Preservation Policy as the policy basis for its Comprehensive Plan and as a guide for its planning, programming, and budgeting decisions. The Common Council reaffirmed and expanded the Preservation Policy in Resolution File Number 881978, adopted January 24, 1989.

The Preservation Policy emphasizes maintaining Milwaukee's present housing, jobs, neighborhoods, services, and tax base rather than passively accepting loss of jobs and population, or emphasizing massive new development. In its January 1989 reaffirmation of the policy, the Common Council gave new emphasis to forging new public and private partnerships as a means to accomplish preservation.

The District is a means of formalizing and funding the public-private partnership between the City and property owners in the Reed Street business area and for furthering redevelopment in that portion of the City of Milwaukee. Therefore, it is fully consistent with City's Comprehensive Plan Preservation Policy.

B. City Role In District Operations

The City of Milwaukee has committed to helping private property owners in the District to promote its development. To this end, the City of Milwaukee has played a significant role in the creation of the District, and intends to assist in the implementation of the Operating Plan. In particular, the City of Milwaukee will:

1. Provide assistance as appropriate to the Board;
2. Monitor and, when appropriate, apply for outside funding which could be used in support of the District;
3. Collect BID Assessments and maintain them in a segregated account; Disburse all funds of the District, no earlier than January 31, 2020 and no later than March 31, 2020. Disbursement of the full amount assessed by the District shall be made without reference to the amount of assessments collected by the City by the date of disbursement;
4. Receive reviewed financial statement for the most recently completed fiscal year. The statement shall be prepared in accordance with generally accepted accounting principles and include a review of the financial statement by an independent certified public accountant per Wis. Stats. Sec. 66.1109(3)(c)(2).
5. Provide the Board through the Assessor's Office on or before June 1 of each plan year with the official City of Milwaukee records on the assessed value of each tax key number within the District as of January 1 of each plan year and provide an update immediately prior to preparation of tax bills for purpose of calculating the actual BID Assessments for the following plan year; and
6. Encourage the State of Wisconsin, County of Milwaukee and other units of government to support the activities of the District.

The presentation of this Operating Plan to the City of Milwaukee shall be deemed a standing order of the Board under Sec. 66.1109(4) Wis. Stats. to disburse the BID Assessments without necessity of an additional disbursement agreement, disbursement method or accounting method. Budget authority made under this plan shall be shown in the City's budget as a line item.

VI. Future Year Operating Plans

A. Phased Development

It is possible that the Board will revise the Operating Plan in a given year in response to conditions and/or opportunities and needs within the District.

Section 66.1109 (3) (b) of the BID Law requires the Board and the City to annually review and make changes as appropriate in the Operating Plan. Greater detail about subsequent year's activities will be provided in the required annual Operating Plan updates, and approval by the Common Council of such Operating Plan updates shall be conclusive evidence of compliance with this Operating Plan and the BID Law.

B. Amendment, Severability and Expansion

The District created under authority of the BID Law. Should any court subsequently find any portion of this BID Law to be invalid or unconstitutional its decision will not invalidate or terminate the District and this Operating Plan shall be amended to conform to the BID Law without need of reestablishment.

Should the legislature amend the BID Law to narrow or broaden the process of a business improvement district so as to exclude or include as assessable properties a certain class or classes of properties, then this Operating Plan may be amended by the Common Council of the City of Milwaukee as and when it conducts its annual Operating Plan approval and without necessity to undertake any other act. This is specifically authorized under Section 66.1109.

VII. Contracting with District

Any contracting with the District shall be exempt from the requirements of Sec 62.15, Wis. Stats. because such contracts shall not be for the construction of improvements or provision of materials. If the District does contract for the construction of improvements or provisions of material, it shall follow the requirements of such statutes to the extent applicable. Further, the annual accounting required under Sec 66.1109(3)(c) Wis. Stats., shall be deemed to fulfill the requirements of Sec 62.15 (14) Wis. Stats. The Board and the City of Milwaukee shall comply with applicable law before the City inserts assessments for this Operating Plan onto the tax bills for the parcels assessed there under, only to the extent required by law, to create a lien on the parcels assessed.

APPENDICES

- A. STATE STATUTE
- B. ESTIMATED 2019 ASSESSMENTS
- C. APPROVED DISTRICT BOUNDARIES

APPENDIX "A"
BID STATUTE

WEST'S WISCONSIN STATUTES ANNOTATED MUNICIPALITIES
SUBCHAPTER XI. DEVELOPMENT

66.1109 Business improvement districts.

(1) In this section:

(a) "Board" means a business improvement district board appointed under sub. (3) (a).

(b) "Business improvement district" means an area within a municipality consisting of contiguous parcels and may include railroad rights-of-way, rivers, or highways continuously bounded by the parcels on at least one side, and shall include parcels that are contiguous to the district but that were not included in the original or amended boundaries of the district because the parcels were tax-exempt when the boundaries were determined and such parcels became taxable after the original or amended boundaries of the district were determined.

(c) "Chief executive officer" means a mayor, city manager, village president or town chairperson.

(d) "Local legislative body" means a common council, village board of trustees or town board of supervisors.

(e) "Municipality" means a city, village or town.

(f) "Operating plan" means a plan adopted or amended under this section for the development, redevelopment, maintenance, operation and promotion of a business improvement district, including all of the following:

1. The special assessment method applicable to the business improvement district.

1m. Whether real property used exclusively for manufacturing purposes will be specially assessed.

2. The kind, number and location of all proposed expenditures within the business improvement district.

3. A description of the methods of financing all estimated expenditures and the time when related costs will be incurred.

4. A description of how the creation of the business improvement district promotes the orderly development of the municipality, including its relationship to any municipal master plan.

5. A legal opinion that subs. 1. to 4. have been complied with.

(g) "Planning commission" means a plan commission under s. 62.23, or if none a board of public land commissioners, or if none a planning committee of the local legislative body.

(2) A municipality may create a business improvement district and adopt its operating plan if all of the following are met:

(a) An owner of real property used for commercial purposes and located in the proposed business improvement district designated under par. (b) has petitioned the municipality for creation of a business improvement district.

(b) The planning commission has designated a proposed business improvement district and adopted its proposed initial operating plan.

(c) At least 30 days before creation of the business improvement district and adoption of its initial operating plan by the municipality, the planning commission has held a public hearing on its proposed business improvement district and initial operating plan. Notice of the hearing shall be published as a class 2 notice under ch. 985. Before publication, a copy of the notice together with a copy of the proposed initial operating plan and a copy of a detail map showing the boundaries of the proposed business improvement district shall be sent by certified mail to all owners of real property within the proposed

business improvement district. The notice shall state the boundaries of the proposed business improvement district and shall indicate that copies of the proposed initial operating plan are available from the planning commission on request.

(d) Within 30 days after the hearing under par. (c), the owners of property to be assessed under the proposed initial operating plan having a valuation equal to more than 40 percent of the valuation of all property to be assessed under the proposed initial operating plan, using the method of valuation specified in the proposed initial operating plan, or the owners of property to be assessed under the proposed initial operating plan having an assessed valuation equal to more than 40 percent of the assessed valuation of all property to be assessed under the proposed initial operating plan, have not filed a petition with the planning commission protesting the proposed business improvement district or its proposed initial operating plan.

(e) The local legislative body has voted to adopt the proposed initial operating plan for the municipality.

(2m) A municipality may annex territory to an existing business improvement district if all of the following are met:

(a) An owner of real property used for commercial purposes and located in the territory proposed to be annexed has petitioned the municipality for annexation.

(b) The planning commission has approved the annexation.

(c) At least 30 days before annexation of the territory, the planning commission has held a public hearing on the proposed annexation. Notice of the hearing shall be published as a class 2 notice under ch. 985. Before publication, a copy of the notice together with a copy of a detail map showing the boundaries of the territory proposed to be annexed to the business improvement district shall be sent by certified mail to all owners of real property within the territory proposed to be annexed. The notice shall state the boundaries of the territory proposed to be annexed.

(d) Within 30 days after the hearing under par. (c), the owners of property in the territory to be annexed that would be assessed under the operating plan having a valuation equal to more than 40 percent of the valuation of all property in the territory to be annexed that would be assessed under the operating plan, using the method of valuation specified in the operating plan, or the owners of property in the territory to be annexed that would be assessed under the operating plan having an assessed valuation equal to more than 40 percent of the assessed valuation of all property in the territory to be annexed that would be assessed under the operating plan, have not filed a petition with the planning commission protesting the annexation.

(3)

(a) The chief executive officer shall appoint members to a business improvement district board to implement the operating plan. Board members shall be confirmed by the local legislative body and shall serve staggered terms designated by the local legislative body. The board shall have at least 5 members. A majority of board members shall own or occupy real property in the business improvement district.

(b) The board shall annually consider and may make changes to the operating plan, which may include termination of the plan, for its business improvement district. The board shall then submit the operating plan to the local legislative body for its approval. If the local legislative body disapproves the operating plan, the board shall consider and may make changes to the operating plan and may continue to resubmit the operating plan until local legislative body approval is obtained. Any change to the special assessment method applicable to the business improvement district shall be approved by the local legislative body.

(c) The board shall prepare and make available to the public annual reports describing the current status of the business improvement district, including expenditures and revenues. The report shall include one of the following:

1. If the cash balance in the segregated account described under sub. (4) equaled or exceeded \$300,000 at any time during the period covered by the report, the municipality shall obtain an independent certified audit of the implementation of the operating plan.

2. If the cash balance in the segregated account described under sub. (4) was less than \$300,000 at all times during the period covered by the report, the municipality shall obtain a reviewed financial statement for the most recently completed fiscal year. The statement shall be prepared in accordance with

generally accepted accounting principles and include a review of the financial statement by an independent certified public accountant.

(eg) For calendar years beginning after December 31, 2018, the dollar amount at which a municipality is required to obtain an independent certified audit under par. (c) 1, and the dollar amount at which a municipality is required to obtain a reviewed financial statement under par. (c) 2, shall be increased each year by a percentage equal to the percentage change between the U.S. consumer price index for all urban consumers, U.S. city average, for the month of August of the previous year and the U.S. consumer price index for all urban consumers, U.S. city average, for the month of August 2017, as determined by the federal department of labor. Each amount that is revised under this paragraph shall be rounded to the nearest multiple of \$10 if the revised amount is not a multiple of \$10 or, if the revised amount is a multiple of \$5, such an amount shall be increased to the next higher multiple of \$10.

(er) The municipality shall obtain an additional independent certified audit of the implementation of the operating plan upon termination of the business improvement district.

(d) Either the board or the municipality, as specified in the operating plan as adopted, or amended and approved under this section, has all powers necessary or convenient to implement the operating plan, including the power to contract.

(4) All special assessments received from a business improvement district and all other appropriations by the municipality or other moneys received for the benefit of the business improvement district shall be placed in a segregated account in the municipal treasury. No disbursements from the account may be made except to reimburse the municipality for appropriations other than special assessments, to pay the costs of audits and reviewed financial statements required under sub. (3) (c), or on order of the board for the purpose of implementing the operating plan. On termination of the business improvement district by the municipality, all moneys collected by special assessment remaining in the account shall be disbursed to the owners of specially assessed property in the business improvement district, in the same proportion as the last collected special assessment.

(4g) A municipality may convert a business improvement district under this section into a neighborhood improvement district under s. 66.1110 if an owner of real property that is subject to general real estate taxes, that is used exclusively for residential purposes, and that is located in the business improvement district petitions the municipality for the conversion. If the municipality approves the petition, the board shall consider and may make changes to the operating plan under s. 66.1110 (4) (b).

(4m) A municipality shall terminate a business improvement district if the owners of property assessed under the operating plan having a valuation equal to more than 50 percent of the valuation of all property assessed under the operating plan, using the method of valuation specified in the operating plan, or the owners of property assessed under the operating plan having an assessed valuation equal to more than 50 percent of the assessed valuation of all property assessed under the operating plan, file a petition with the planning commission requesting termination of the business improvement district, subject to all of the following conditions:

(a) A petition may not be filed under this subsection earlier than one year after the date the municipality first adopts the operating plan for the business improvement district.

(b) On and after the date a petition is filed under this subsection, neither the board nor the municipality may enter into any new obligations by contract or otherwise to implement the operating plan until the expiration of 30 days after the date of hearing under par. (c) and unless the business improvement district is not terminated under par. (c).

(c) Within 30 days after the filing of a petition under this subsection, the planning commission shall hold a public hearing on the proposed termination. Notice of the hearing shall be published as a class 2 notice under ch. 985. Before publication, a copy of the notice together with a copy of the operating plan and a copy of a detail map showing the boundaries of the business improvement district shall be sent by certified mail to all owners of real property within the business improvement district. The notice shall state the boundaries of the business improvement district and shall indicate that copies of the operating plan are available from the planning commission on request.

(d) Within 30 days after the date of hearing under par. (c), every owner of property assessed under the operating plan may send written notice to the planning commission indicating, if the owner signed a petition under this subsection, that the owner retracts the owner's request to terminate the business improvement district, or, if the owner did not sign the petition, that the owner requests termination of the business improvement district.

(e) If after the expiration of 30 days after the date of hearing under par. (c), by petition under this subsection or subsequent notification under par. (d), and after subtracting any retractions under par. (d), the owners of property assessed under the operating plan having a valuation equal to more than 50 percent of the valuation of all property assessed under the operating plan, using the method of valuation specified in the operating plan, or the owners of property assessed under the operating plan having an assessed valuation equal to more than 50 percent of the assessed valuation of all property assessed under the operating plan, have requested the termination of the business improvement district, the municipality shall terminate the business improvement district on the date that the obligation with the latest completion date entered into to implement the operating plan expires.

(5)

(a) Real property used exclusively for residential purposes and real property that is exempted from general property taxes under s. 70.11 may not be specially assessed for purposes of this section.

(b) A municipality may terminate a business improvement district at any time.

(c) This section does not limit the power of a municipality under other law to regulate the use of or specially assess real property.

(d) If real property that is specially assessed as authorized under this section is of mixed use such that part of the real property is exempted from general property taxes under s. 70.11 or is residential, or both, and part of the real property is taxable, the municipality may specially assess as authorized under this section only the percentage of the real property that is not tax-exempt or residential. This paragraph applies only to a 1st class city.

History: 1983 a. 184; 1989 a. 56 s. 253; 1999 a. 150 s. 539; Stats. 1999 s. 66.1109; 2001 a. 85; 2017 a. 59, 70, 189.

APPENDIX "B"
PROPERTY LIST AND ESTIMATED 2020 BID ASSESSMENTS

bid	taxkey	chk	addr	owner1	class	building type description	total	Assessable Total
B49	4281102000		235 W OREGON ST	BUILDING 41 LLC	Mercantile Apartment	Commercial Land	\$ 264,900.00	\$
B49	4270591000		615 W FRESHWATER WA	BUILDING 41 LLC	Mercantile Apartment	Parking Lot	\$ 771,000.00	\$
B49	4270592000		625 W FRESHWATER WA	BEAM HOUSE APARTMENT	Mercantile Apartment	AP4 Conv Apt with 21 or more Uni	\$ 9,752,700.00	\$
B49	4270593000		640 W FRESHWATER WA	DOCKS BUILDING LLC	Mercantile Apartment	AP4 Conv Apt with 21 or more Uni	\$ 8,016,500.00	\$
B49	4270601000		725 W FRESHWATER WA	DOCKS BUILDING LLC	Mercantile Apartment	Multi Story Warehouse	\$ 550,000.00	\$ 32,285.07
B49	4270602000		747-777 W FRESHWATER WA	TANNERY REMNANTS	Mercantile Apartment	Multi Story Warehouse	\$ 422,600.00	\$ 106,101.19
B49	4280293000		247 W FRESHWATER WA	WATER ACCELERATOR LLC	Local Commercial	Multi Story Warehouse	\$ 12,381,700.00	\$ 12,381,700.00
B49	4280322113		305 S 3RD ST	BUILDING 41 LLC	Local Commercial	Parking Lot	\$ 481,700.00	\$ 481,700.00
B49	4281021000		310 W FRESHWATER WA	BUILDING 41 LLC	Special Mercantile	Parking Lot	\$ 995,300.00	\$ 995,300.00
B49	4281024000		330 W FRESHWATER WA	BUILDING 41 LLC	Special Mercantile	Commercial Land	\$ 55,800.00	\$ 55,800.00
B49	4281051000		360 W FRESHWATER WA	BUILDING 41 LLC	Special Mercantile	Commercial Land	\$ 229,000.00	\$ 229,000.00
B49	4281052000		432 W FRESHWATER WA	BUILDING 41 LLC	Special Mercantile	Commercial Land	\$ 857,500.00	\$ 857,500.00
B49	4281061000		425 W FRESHWATER WA	BUILDING 41 LLC	Special Mercantile	Commercial Land	\$ 1,846,200.00	\$ 1,846,200.00
B49	4281062000		511 W FRESHWATER WA	REXNORD INDUSTRIES LLC	Special Mercantile	Office Building - Class B	\$ 16,688,000.00	\$ 16,688,000.00
B49	4281101000		223 W OREGON ST	YARDS LLC	Mercantile Apartment	Commercial Land	\$ 783,000.00	\$
B49	4288001000		200 S 6TH ST	CITY OF MILWAUKEE	Exempt	Commercial Exempt	\$	\$

\$ 79,912.29

517.20

112.81

370.72

5,000.00

1,683.09

3,477.64

194.97

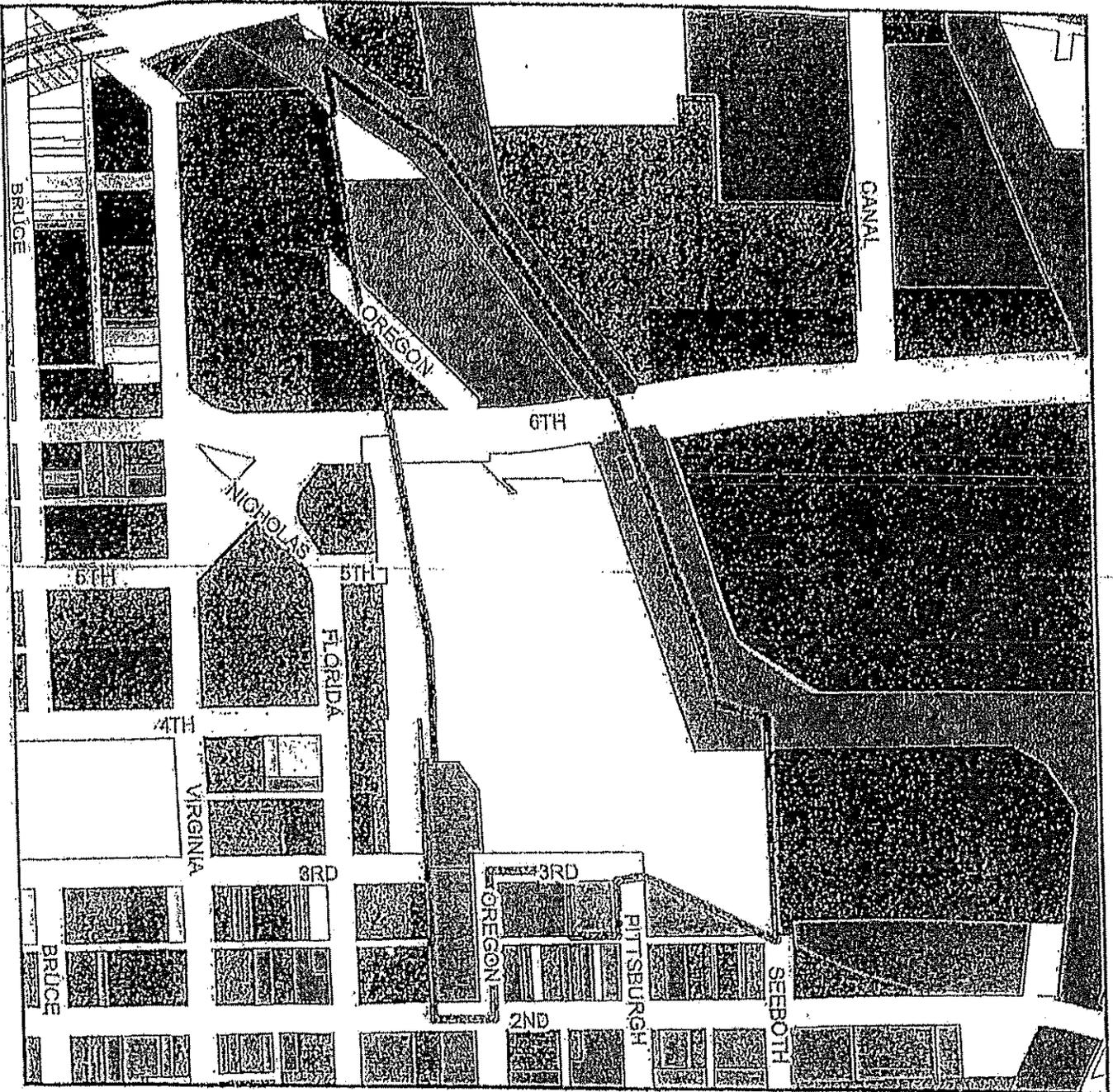
800.14

2,996.15

6,450.73

58,308.84

APPENDIX "C"
APPROVED BID BOUNDARIES



**Business Improvement District
Reed Street Yards**

-  BID Boundary
- Residential**
 -  Single Family
 -  Duplex
 -  Multi-Family
 -  Condominiums
- Commercial**
 -  Commercial
 -  Mixed Commercial and Residential
 -  Manufacturing, Construction, and Warehousing
 -  Transportation, Communications, and Utilities
- Public and Quasi-Public**
 -  Public Parks and Quasi-Public Open Space
 -  Public Schools and Buildings, Churches, Cemeteries, and Quasi-Public Buildings
-  Vacant Land or Recent Taxkey Change



Prepared by the Department of City Development
1 August 2013
Source: City of Milwaukee Information and
Technology Management Division

Reed Street Yards
BID 49
Annual Report
September 2018 – August 2019

I. Mission Statement/Vision/Priorities

A. Background: A substantial portion of the property within the District is comprised of vacant land that has been improved pursuant to a Development Agreement among the City of Milwaukee, the Redevelopment Authority of the City of Milwaukee and Building 41, LLC (the "Development Agreement"). Among the improvements undertaken pursuant to the Development Agreement are: (a) installation of a new dock wall along the Menomonee Canal; (b) installation of a publicly accessible river path; and (c) installation of stormwater retention/treatment facilities (the "Stormwater Facilities"). In addition, the Development Agreement contemplates that one or more parking structures may be erected within the District if sufficient future development occurs to generate a need and demand for such structure(s) (the "Parking Structures").

B. Objectives: The objectives of the Reed Street Yards ("RSY") BID include the following:

1. To provide a financing mechanism to fund the private share of the cost of the dock wall and river path improvements ("River Improvements") identified in the Reed Street Yards Development Agreement. The private share was loaned by the City to the RSY BID and was disbursed to pay for the River Improvements. The RSY BID is repaying the Loan over a term of 15 years at the City's cost of funds plus 1%. The RSY BID is obtaining funds to repay the Loan by levying annual assessments against the properties located within the RSY BID. The first assessment for repayment of the Loan occurred in 2015.

The original Loan amount was \$354,000 and since 2015, \$93,181.49 has been paid leaving a remaining balance on the Loan of \$260,818.51 as of August 31, 2019.

2. To manage, maintain, repair and replace the River Improvements and the Stormwater Facilities. Owners of the land upon which the River Improvements and/or Stormwater Facilities are located may, at their option, convey the River Improvements and Stormwater Facilities to the District. If such owners exercise such option, the District shall accept ownership of the property conveyed to it. Whether or not any River Improvements or Stormwater Facilities are conveyed to the District, the District shall be responsible for managing, maintaining, repairing and replacing same (including procuring casualty and liability insurance). The costs incurred by the District in so doing shall be funded through the annual assessments levied by the District.

3. If and at such time as it becomes necessary to erect one or more of the Parking Structures, the District may be asked by one or more owners of real property within the District to finance, construct, own and operate the same. Provided that the owners of at least 50.1% of the real property located within the District consent in writing, the District shall proceed with the development and ownership of such Parking Structure(s) on such terms as are consented to by such owners.

II. Total Assessed Value of Properties within District

The total value of the assessable properties within the BID is \$33,673,586.27

III. Core Programs

The BID does not have any employees. The BID holds an annual Board meeting.

Business Improvement District No. 49

Financial Statements

Years ended December 31, 2018 and 2017

GENERAL CAPITAL



WIPFLI^{LLP}
CPAs and Consultants



Independent Accountant's Review Report

Board of Directors
Business Improvement District No. 49
Milwaukee, Wisconsin

We have reviewed the accompanying financial statements of Business Improvement District No. 49, which comprise the statement of financial position as of December 31, 2018, and the related statements of activities and cash flows for the year then ended and the related notes to the financial statements. A review includes primarily applying analytical procedures to management's financial data and making inquiries of company management. A review is substantially less in scope than an audit, the objective of which is the expression of an opinion regarding the financial statements as a whole. Accordingly, we do not express such an opinion.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement whether due to fraud or error.

Accountant's Responsibility

Our responsibility is to conduct the review engagement in accordance with *Statements on Standards for Accounting and Review Services* promulgated by the Accounting and Review Services Committee of the AICPA. Those standards require us to perform procedures to obtain limited assurance as a basis for reporting whether we are aware of any material modifications that should be made to the financial statements for them to be in accordance with accounting principles generally accepted in the United States. We believe that the results of our procedures provide a reasonable basis for our conclusion.

Accountant's Conclusion

Based on our review, we are not aware of any material modifications that should be made to the accompanying financial statements in order for them to be in accordance with accounting principles generally accepted in the United States.

Prior Period Financial Statements

The 2017 financial statements were audited by us and we expressed an unmodified opinion on them in our report dated March 23, 2018, but we have not performed any auditing procedures since that date.

A handwritten signature in cursive script that reads "Wipfli LLP".

Wipfli LLP
Milwaukee, Wisconsin

February 11, 2019

Business Improvement District No. 49

Statements of Financial Position

<i>December 31, 2018 and 2017</i>	2018	2017
Assets		
Current assets:		
Cash	\$ 1,775	\$ 13,432
Total Assets	\$ 1,775	\$ 13,432
Liabilities		
Current Liabilities:		
Accrued expenses	\$ 2	\$ 47
Accrued interest payable	9,489	10,144
Current maturities of long-term debt	20,311	19,437
Total current liabilities	29,802	29,628
Long-term liabilities:		
City of Milwaukee loan	260,821	281,131
Total liabilities	290,623	310,759
Net deficit:		
Unrestricted	(288,848)	(297,327)
Total net deficit	\$ 1,775	\$ 13,432

See the accompanying independent accountant's review report and notes to financial statements.

Business Improvement District No. 49

Statement of Activities

Years Ended December 31,	2018	2017
Revenues:		
BID assessments	\$ 64,512	\$ 81,462
Expenses:		
Bank charges	15	45
Audit fees	3,250	3,000
Legal fees	446	-
Repairs and maintenance	36,799	20,909
Utilities	2,645	2,503
Other operating expenses	8	-
Interest expense	12,870	13,735
Total expenses	56,033	40,192
Change in net assets	8,479	41,270
Unrestricted net deficit, beginning of year	(297,327)	(338,597)
Unrestricted net deficit, end of year	\$ (288,848)	\$ (297,327)

See the accompanying independent accountant's review report and notes to financial statements.

Business Improvement District No. 49

Statement of Cash Flows

Years Ended December 31,	2018	2017
Cash Flows From Operating Activities:		
Change in net assets	\$ 8,479	\$ 41,270
Adjustments to reconcile change in net assets to net cash provided (used) by operating activities:		
Accrued expenses	(45)	(4,851)
Due to related party	-	(5,000)
Accrued interest payable	(655)	(628)
Net cash provided by operating activities	7,779	30,791
Cash Flows From Financing Activities:		
Note repayment	(19,436)	(18,601)
Net cash used by financing activities	(19,436)	(18,601)
Net (decrease) increase in cash	(11,657)	12,190
Cash, beginning of year	13,432	1,242
Cash, end of year	\$ 1,775	\$ 13,432

Supplemental Disclosure of Cash Flow Information:

Cash paid during the year for:		
Interest	\$ 13,525	\$ 14,363

See the accompanying independent accountant's review report and notes to financial statements.

Business Improvement District No. 49

Notes to Financial Statements

Note 1: Nature of Activities and Significant Policies

Business Improvement District No. 49 ("BID") was created by the City of Milwaukee pursuant to S.66.1109 of the Wisconsin State Statutes. The law enables cities to establish Business Improvement Districts for the purpose of allowing businesses within those districts to develop, manage and promote the districts and to establish an assessment method to fund these activities. The BID was created with the specific purpose of providing a financial mechanism to fund the private share of the cost of the dockwall, river path, and stormwater facility improvements which run along the portion of the Menomonee River Canal within the BID.

Note 2: Summary of Significant Accounting Policies

Basis of Presentation

The financial statements have been presented in accordance with accounting principles generally accepted in the United States of America ("GAAP"). Under these provisions, net assets and revenues, expenses, gains and losses are classified based on the existence or absence of regulatory restrictions. Accordingly, net assets of the BID and changes therein are classified and reported as follows:

Unrestricted net assets - Net assets that are not subject to regulatory restrictions.

Temporarily restricted net assets - Net assets subject to regulatory restrictions that neither expire by the passage of time nor can be fulfilled or otherwise removed by the actions of the BID.

Permanently restricted net assets - Net assets subject to regulatory restrictions that neither expire by the passage of time nor can be fulfilled or otherwise removed by the actions of the BID.

Cash and Cash Equivalents

For purposes of the statements of cash flows, the BID considers all demand deposits and other highly liquid investments with an initial maturity of 90 days or less to be cash equivalents.

Revenue Recognition

The financial statements of the BID have been prepared on the accrual basis, whereby revenues are recognized when earned rather than received and expenses are recognized when incurred rather than when they are paid.

In May 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2014-09, Revenue from Contracts with Customers (Topic 606). This ASU, as amended, provides comprehensive guidance on the recognition of revenue from customers arising from the transfer of goods and services, guidance on accounting for certain contract costs, and new disclosures. The new standard supersedes current revenue recognition requirements in FASB Accounting Standards Codification (ASC) Topic 605, Revenue Recognition, and most industry-specific guidance. When adopted, the amendments in the ASU must be applied using one of two retrospective methods. ASU No. 2014-09 is effective for nonpublic companies for annual periods beginning after December 15, 2018. The Company is currently evaluating the impact of the provisions of ASC 606.

Business Improvement District No. 49

Notes to Financial Statements

Note 2: Summary of Significant Accounting Policies (Continued)

Tax-Exempt Status

The BID is considered part of the City of Milwaukee and as such is covered under the City of Milwaukee's tax reporting requirements. Therefore, no provision for income taxes has been included in these financial statements.

Use of Estimates

The preparation of the financial statements in conformity with GAAP accounting principles requires management to make estimates and assumptions that affect certain reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Subsequent Events

The Company has evaluated subsequent events through February 11, 2019, which is the date the financial statements were available to be issued.

Note 3: Reed Street Yards Project

The BID received support from the City of Milwaukee in the form of a \$354,000 loan to perform a project which encompassed (a) the installation of a new dockwall along the Menomonee Canal; (b) installation of a publicly accessible river path; and (c) installation of stormwater retention/treatment facilities. The Reed Street Yards Project (project) was drafted and developed with a principal focus on water technology and research on the water project site, a new river path segment, new sanitary sewers, stormwater management facilities, water utilities, dockwall improvements, and any other project components and public infrastructure as may be mutually agreed upon by the parties. The project was completed in 2014.

Business Improvement District No. 49

Notes to Financial Statements

Note 4: City of Milwaukee Loan

In conjunction with the Reed Street Yards Project, the BID entered into a loan agreement with the City of Milwaukee for a loan in the amount of \$354,000. The loan bears interest at a rate of 4.50% and is unsecured. The loan requires principal and interest payments to occur on April 1 of each year commencing on April 1, 2015, and ending with the final loan repayment on April 1, 2029. Loan repayments will be made from the annual tax assessments on the businesses within the BID. Interest expense associated with this loan was \$12,870 and \$13,735 for the years ended December 31, 2018 and 2017, respectively.

Future required principal payments under the terms of the loan agreement are due as follows:

2019	\$	20,311
2020		21,225
2021		22,180
2022		23,179
2023		24,222
Thereafter		170,015
<hr/>		
Total	\$	281,131

Note 5: Concentrations

All of the BID's revenues are derived from a City of Milwaukee assessment charged to property owners within the BID's boundaries.

Note 6: Related Party Transactions

During the year, the BID engaged in multiple related party transactions with Reed Street Yards, LLC, an entity in which three members of the BID board held a material interest. Reed Street Yards, LLC currently holds multiple contracts with unrelated vendors who perform debris, litter, and various other cleanup and maintenance services for the entire Reed Street Yards area. Invoices for these services are paid for entirely by Reed Street Yards, LLC, who is subsequently reimbursed by each property owner in proportion to the occupied acreage. Charges incurred in 2018 and 2017 related to these services totaled \$3,499 and \$9,933, respectively. Additionally, the BID also paid \$8,656 and \$3,900 during 2018 and 2017, respectively, to General Capital Acquisitions, LLC, an entity where one member of the BID board serves in a management capacity. The charges incurred were for reimbursements related to various expenses paid for on behalf of the BID.