

November 20, 2018

Project Plan for the Territory & Project Plan Amendment of Tax Incremental District No. 14

CITY OF WAUKESHA, WISCONSIN

Organizational Joint Review Board Meeting Held:	Scheduled for: November 28, 2018
Public Hearing Held:	Scheduled for: November 28, 2018
Consideration for Approval by Plan Commission:	Scheduled for: November 28, 2018
Consideration for Adoption by Common Council:	Scheduled for: December 18, 2018
Consideration for Approval by the Joint Review Board:	Scheduled for: TBD

Tax Incremental District No. 14 Territory & Project Plan Amendment

City of Waukesha Officials

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Terry Thieme	Council Member
Eric Payne	Council Member
Cassie Rodriguez	Council Member
Joe Pieper	Council Member
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Rich Abbott	City Finance Director
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Joan Francoeur

Joint Review Board

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Waukesha County
Waukesha County Area Technical College District
Waukesha School District
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Table of Contents

EXECUTIVE SUMMARY5

TYPE AND GENERAL DESCRIPTION OF DISTRICT8

PRELIMINARY MAP OF ORIGINAL DISTRICT BOUNDARY AND TERRITORY AMENDMENT AREA IDENTIFIED.....10

MAP SHOWING EXISTING USES AND CONDITIONS WITHIN THE TERRITORY TO BE ADDED11

PRELIMINARY PARCEL LIST AND ANALYSIS WITHIN THE TERRITORY TO BE ADDED12

EQUALIZED VALUE TEST14

STATEMENT OF KIND, NUMBER AND LOCATION OF PROPOSED PUBLIC WORKS AND OTHER PROJECTS.....15

MAP SHOWING PROPOSED IMPROVEMENTS AND USES WITHIN THE TERRITORY TO BE ADDED20

DETAILED LIST OF ADDITIONAL AND/OR UPDATED PROJECT COSTS21

ECONOMIC FEASIBILITY STUDY, FINANCING METHODS, AND THE TIME WHEN COSTS OR MONETARY OBLIGATIONS RELATED ARE TO BE INCURRED23

ANNEXED PROPERTY.....32

ESTIMATE OF ADDITIONAL PROPERTY TO BE DEVOTED TO RETAIL BUSINESS32

PROPOSED ZONING ORDINANCE CHANGES.....32

PROPOSED CHANGES IN MASTER PLAN, MAP, BUILDING CODES AND CITY OF WAUKESHA ORDINANCES32

RELOCATION.....33

ORDERLY DEVELOPMENT AND/OR REDEVELOPMENT OF THE CITY OF WAUKESHA33

LIST OF ESTIMATED NON-PROJECT COSTS33

OPINION OF ATTORNEY FOR THE CITY OF WAUKESHA ADVISING WHETHER THE PLAN IS COMPLETE AND COMPLIES WITH WISCONSIN STATUTES 66.110535

CALCULATION OF THE SHARE OF PROJECTED TAX INCREMENTS ESTIMATED TO BE PAID BY THE OWNERS OF PROPERTY IN THE OVERLYING TAXING JURISDICTIONS.....36

SECTION 1: Executive Summary

Description of District

Type of District, Size and Location

Tax Incremental District (“TID”) No. 14 (the “TID” or “District”) is an existing industrial district, which was created by a resolution of the City of Waukesha (“City”) Common Council adopted on May 20, 2003 (the “Creation Resolution”).

Amendments

The District was previously amended in 2008, whereby a resolution was adopted to add additional territory to the District, and to amend the list of projects to be undertaken. This amendment was the first of four territory amendments permitted for this District.

The District was previously amended in 2012, whereby a resolution was adopted to amend the list of projects to be undertaken.

The District was previously amended in 2014, whereby a resolution was adopted to remove territory from the District, and to amend the list of projects to be undertaken. This amendment was the second of four territory amendments permitted for this District.

Purposes of this Amendment

To further facilitate development and/or redevelopment within areas adjacent to the District, the City desires to amend its boundaries to add territory. A map, located in Section 3 of this plan, identifies the Territory to be added and its geographic relationship to the existing District’s boundaries.

This amendment will cause territory to be added to the District, providing incentive and opportunities for additional private development and redevelopment.

This amendment will modify the categories, locations or costs of the Projects to be undertaken, providing incentive and opportunities for additional private development and redevelopment.

The development expected to occur within the original boundaries of the District has been expanded to include property not initially included within the boundary. The City is required to maintain whole parcels within the boundaries of a tax increment district. The proposed boundary amendment will ensure the City complies with this requirement and allows the City to implement the development envisioned in the original project plan.

Estimated Total Project Expenditures

The City anticipates making project expenditures of approximately \$11,500,000 to undertake projects in the amendment areas as listed in this Project Plan. In addition, the City has approximately \$2.0 of unspent development incentives that were approved as part of previous project plan amendments that it has yet to expend. If the City realizes additional economic development within the TID the City may choose to expend some or all the remaining incentives as necessary for any eligible TID development project, not only industrial projects. It is anticipated that the remaining and additional projects will be completed in one phase. The Expenditure Period of this District terminates on May 20, 2021. The remaining and additional

projects to be undertaken pursuant to this Project Plan are expected to be financed with taxable General Obligation Promissory Notes issued in 2019, however, the City may use other alternative financing methods which may provide overall lower costs of financing, preserve debt capacity, mitigate risk to the City, or provide other advantages as determined by the Common Council. A discussion and listing of other possible financing mechanisms, as well as a summary of project financing by phase is located in Section 10 of this plan.

Economic Development

As a result of the amendment of this District, the City projects that additional land and improvements value of approximately \$12,000,000 will be created as a result of new development, redevelopment, and appreciation in the value of existing properties. This additional value will be a result of the improvements made and projects undertaken within the amended areas and within the original District boundaries. A table detailing assumptions as to the timing of new development and redevelopment, and associated values is located in Section 10 of this plan. In addition, the amendment of the District is expected to result in further economic benefits as detailed in the Summary of Findings hereafter.

Expected Termination of District

TID No. 14 has a maximum statutory life of 23 years, and must close not later than May 20, 2026, resulting in a final collection of increment in budget year 2027. The District still has some vacant parcels yet to develop and remaining incentive money available. Prior to the amendment, the City planned to close the District by 2022, which is five year earlier than its maximum life, and would coincide with the last year of existing debt payments for the District. This would allow for the potential development of additional vacant parcels within the District. Based on the Economic Feasibility Study located in Section 10 of this Plan, amendment of the District would shift the projected closure year from 2022 to 2026 if no further development incentives are expended, or 2027 if the City expends the remaining development incentives approved in the previous project plan amendments.

Summary of Findings

As required by Wisconsin Statutes Section 66.1105, and as documented in this Project Plan Amendment and the exhibits contained and referenced herein, the following findings are made:

1. **That “but for” amendment of this District, the additional development projected to occur within the amendment areas as detailed in this Project Plan: 1) would not occur; or 2) would not occur in the manner at the values, or within the timeframe desired by the City.** In making this determination, the City has considered the following information:
 - Some sites proposed for development and/or redevelopment have remained vacant for 15 years due to lack of adequate infrastructure. Given that the sites have not developed as would have been expected under normal market conditions, it is the judgment of the City that the use of tax incremental financing (“TIF”) will be required to provide the necessary infrastructure inducements to encourage development on the sites consistent with that desired by the City.
 - In order to make the amendment areas suitable for development and/or redevelopment, the City will need to make a substantial investment to pay for the costs of: property, right-of-way and easement acquisition; site preparation; installation of utilities; installation of streets and related streetscape items; development incentive payments; façade grants and loans, and other associated costs. Due to the extensive initial investment in public infrastructure and/or rehabilitation that is required in order to allow development and/or redevelopment to occur, the City has determined

that development and/or redevelopment of the amendment area will not occur solely as a result of private investment. Accordingly, the City finds that absent the use of TIF, development and/or redevelopment of the amendment area is unlikely to occur.

- Due to its geographic location and market conditions, the City has seen little growth or new investment in the community. Net new construction within the City for the period of 2014 to 2018 has averaged only 1.13% and has been less than that in the amended area. Absent the use of Tax Increment Financing (TIF), this trend is likely to continue. Use of TIF will provide the City with the means to stimulate new development in the amended area.

2. **The economic benefits of amending the Tax Incremental District, as measured by increased employment, business and personal income, and property value, are sufficient to compensate for the cost of the improvements.** In making this determination, the City has considered the following information:

- As demonstrated in the Economic Feasibility Section of this Project Plan, the total tax increments projected to be collected are more than sufficient to pay for the actual and proposed Project Costs within the original District and the amended areas. On this basis alone, the finding is supported.

3. **The benefits of the proposal outweigh the anticipated tax increments to be paid by the owners of property in the overlying taxing jurisdictions.**

- If approved, the boundary amendment would become effective for valuation purposes as of January 1, 2019. As of this date, the values of all existing development would be frozen and the property taxes collected on this base value would continue to be distributed amongst the various taxing entities as they currently are now. Taxes levied on any additional value established within the amendment area due to new construction, renovation or appreciation of property values occurring after January 1, 2019 would be collected by the TID and used to repay the costs of TIF-eligible projects undertaken within the District.
- Given that additional development is not likely to occur or in the same manner without the use of tax incremental financing (see finding # 1), and since the District will generate additional economic benefits that are more than sufficient to compensate for the additional cost of the improvements (see Finding #2), the City reasonably concludes that the overall additional benefits of the District outweigh the anticipated tax increments to be paid by the owners of property in the overlying taxing jurisdictions. It is further concluded that since the “but for” test is satisfied, there would, in fact, be no foregone tax increments to be paid in the event the District is not amended. As required by Section 66.1105(4)(i)4., a calculation of the share of projected tax increments estimated to be paid by the owners of property in the overlying taxing jurisdictions has been made and can be found in Appendix A of the Project Plan.

4. Not less than 50% by area of the real property within the District, as amended, is suitable for industrial sites within the meaning of Wisconsin Statutes Section 66.1101 and has been zoned for industrial use. Any real property within the District that was found suitable for industrial sites and was zoned for industrial use at the time of the creation of the District will remain zoned for industrial use for the life of the District. Additionally, any real property within the Territory incorporated by this Amendment that is found suitable for industrial sites and is zoned for industrial use at the time of the Amendment of the District will remain zoned for industrial use for the remaining life of the District.

5. Based upon the findings, as stated above, and the original findings as stated in the Creation Resolution, the District remains declared an industrial District based on the identification and classification of the property included within the District.
6. The Project Costs of the District relate directly to promoting industrial development in the District consistent with the purpose for which the District was created.
7. The improvements to be made within the territory incorporated by this Amendment are likely to enhance significantly the value of substantially all of the other real property in the District.
8. The equalized value of the taxable property within the territory to be added to the District by this amendment, plus the value increment of all other existing tax incremental districts within the City, does not exceed 12% of the total equalized value of taxable property within the City.
9. The City estimates that less than 35% of the territory within the District, as amended, will be devoted to retail business at the end of the District's maximum expenditure period, pursuant to Wisconsin Statutes Sections 66.1105(5)(b) and 66.1105(6)(am)1.
10. The Project Plan for the District, as amended, is feasible, and is in conformity with the Master Plan of the City.

SECTION 2: Type and General Description of District

The District was created under the authority provided by Wisconsin Statutes Section 66.1105 on May 20, 2003 by resolution of the Common Council. The District's valuation date, for purposes of establishing base value, was January 1, 2003.

The existing District is an "Industrial District," created on a finding that at least 50%, by area, of the real property within the District was zoned and suitable for industrial sites within the meaning of Wisconsin Statutes Section 66.1101. The District will remain in compliance with this finding after the addition of the Territory identified in this Amendment. The Preliminary Parcel list found in Section 5 of this plan provides a calculation demonstrating continued compliance with the 50% test.

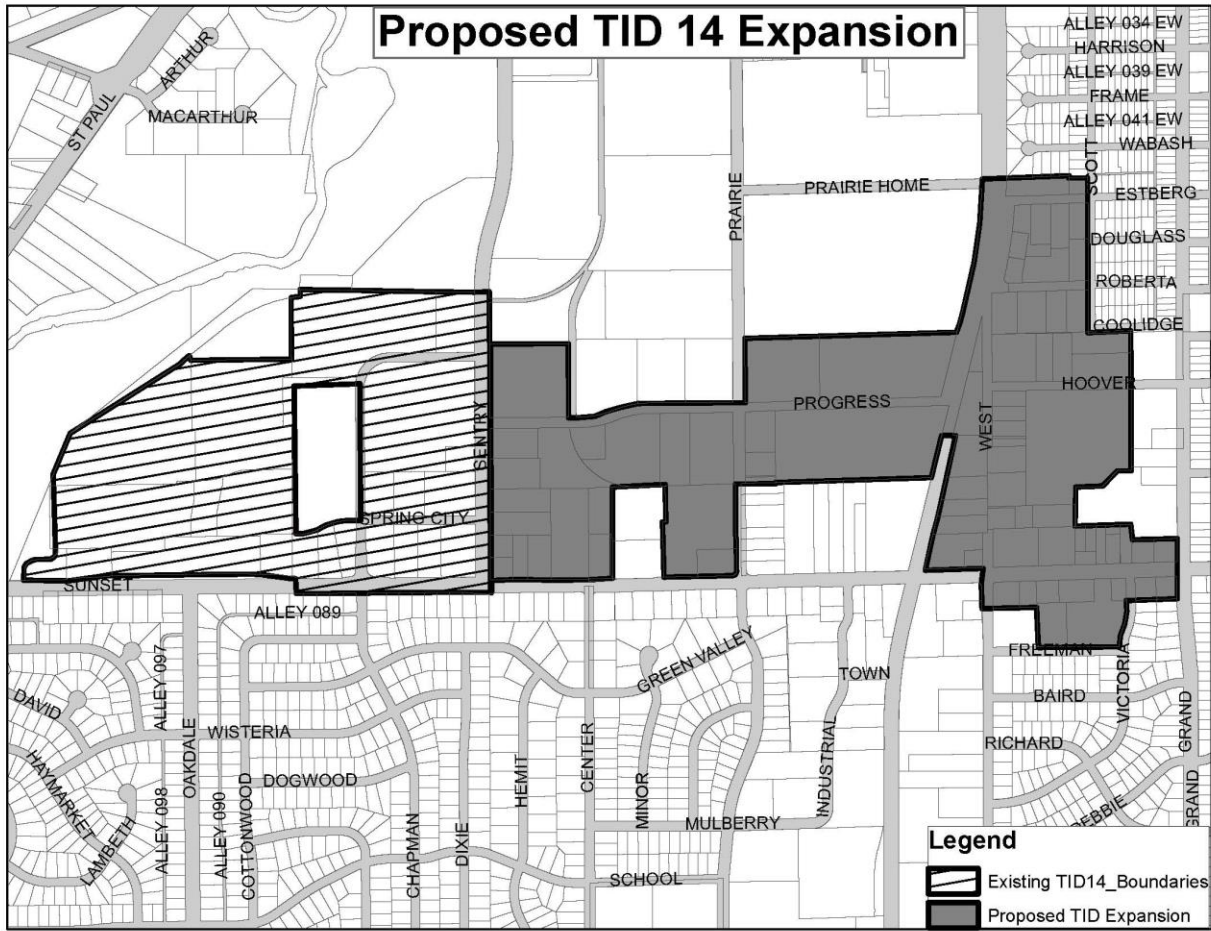
Wisconsin Statutes Section 66.1105(4)(h)2. provides authority for a City to amend the boundaries of an existing Tax Increment District for purposes of adding and/or subtracting territory up to a total of four times during the life of the District. The boundaries of the District have been amended twice prior to this Amendment.

This Project Plan Amendment supplements, and does not supersede or replace any component of the original Project Plan, or any component of previously adopted Project Plan Amendments, unless specifically stated. All components of the original Project Plan, and its previously adopted Project Plan Amendments, remain in effect.

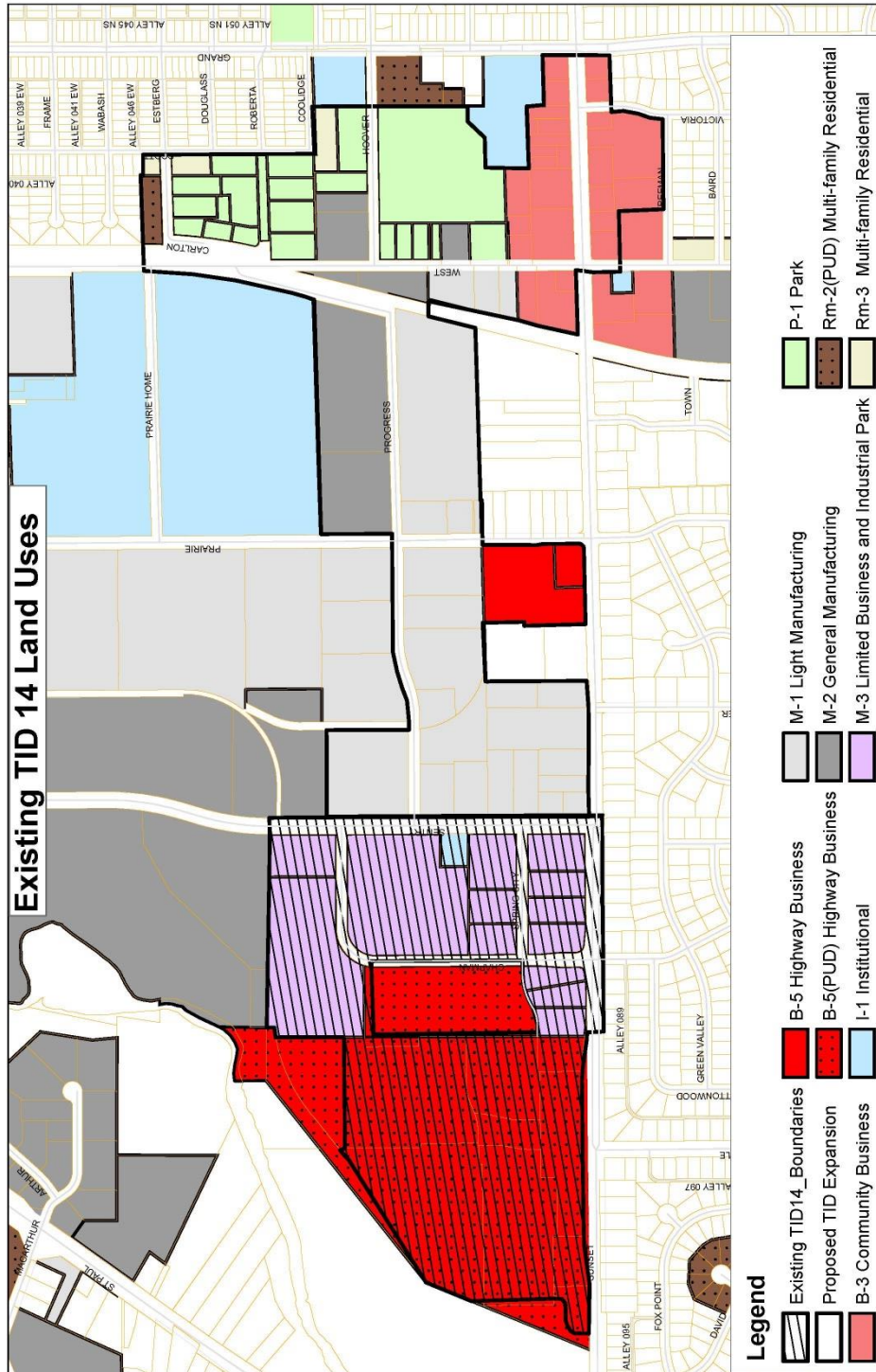
The purpose of the Amendment is to facilitate development within areas adjacent to the existing District. The amendment to the District boundaries and the Project Plan will enable the City to install additional public improvements, and to make additional necessary related expenditures that will create development and/or redevelopment opportunities consistent with the original purposes for which the District was created. The amendment is also to update and provide for the undertaking of additional expenditures.

A map depicting the boundaries of the District is found in Section 3 of this Plan. Based upon the findings as stated above, and the original findings as stated in the Creation Resolution, the District remains an industrial District based on the identification and classification of the property included within the District.

SECTION 3: Preliminary Map of Original District Boundary and Territory Amendment Area Identified



SECTION 4: Map Showing Existing Uses and Conditions Within The Territory To Be Added



SECTION 5:
Preliminary Parcel List and Analysis Within The Territory To Be Added

City of Waukesha, WI

Tax Increment District #14 Amendment

Base Property Information

			Assessment Information					Equalized Value				District Classification							
Parcel Number	Street Address	Owner	Acreage	Annexed	Part of					Equalized Value Ratio	Land	Imp	PP	Total	Industrial (Zoned and Suitable)	Commercial/ Business	Existing Residential	Newly Platted Residential	Suitable for Mixed Use
				Post 1/1/04? ...Indicate date	Existing TID? ...Indicate TID #	Land	Imp	PP	Total										
1335994	1308 S WEST AV	WISCONSIN WINDOW CONCEPTS INC	1.00	N	N	234,800	305,200		540,000	97.67%	240,401	312,481	0	552,882	M-1				0.00
1335995	1304 S WEST AV	GASCOIGNE CO	1.53	N	N	112,500	415,300		527,800	97.67%	115,184	425,207	0	540,391	M-1				0.00
1335960	1314 S WEST AV	VINION PROPERTY LLC	0.81	N	N	193,000	279,600		472,600	97.67%	197,604	286,270	0	483,874	M-1				0.00
1335999	1344 S WEST AV	SPECIALIZED AUTO LLC	0.96	N	N	254,600	56,800		311,400	97.67%	260,674	58,155	0	318,829	B-3				0.00
1336351	1343 S WEST AV	JAY & JULI STRANDE	0.59	N	N	126,000	98,100		224,100	97.67%	129,006	100,440	0	229,446	B-3				0.00
1336352	1345 S WEST AV	EVANS MANAGEMENT LLC	0.45	N	N	114,300	107,400		221,700	97.67%	117,027	109,962	0	226,989	B-3				0.00
1336930	1339 S WEST AV	ACE REDI-MIX INC	1.33	N	N	98,700	129,000		227,700	97.67%	101,055	132,077	0	233,132	M-2,P-1				0.00
1336929	S WEST AV	ACE REDI-MIX INC	1.04	N	N	95,700	292,000		387,700	97.67%	97,983	298,966	0	396,949	M-2				0.00
1332999005	900 W SUNSET DR	SUNSET WEST LLC	3.54	N	N	299,600	607,200		906,800	97.67%	306,747	621,685	0	928,432	M-1				0.00
1336350	408 W SUNSET DR	HJT PROPERTIES	0.28	N	N	122,300	96,900		219,200	97.67%	125,218	99,212	0	224,429	B-3				0.00
1336333	806 SCOTT AV	DONALD L & ARLENE K SCHERF TRUSTEES SCHERF PROP TRUST II	0.71	N	N	94,000	506,300		600,300	97.67%	96,242	518,378	0	614,621	Rm-3				0.00
1335963002	840 W SUNSET DR	SUNSET FOODS LLC	1.03	N	N	540,000	624,400		1,164,400	97.67%	552,882	639,296	0	1,192,178	M-1				0.00
1335006	530 W SUNSET DR	GARNI PROPERTIES WI LLC	1.58	N	N	733,400	1,428,600		2,162,000	97.67%	750,896	1,462,680	0	2,213,576	B-3				0.00
1353385	333 W SUNSET DR	BLM ENTERPRISES LLC	3.05	N	N	480,000	576,400		1,056,400	97.67%	491,451	590,151	0	1,081,601	B-3				0.00
1335953001	PROGRESS AV	J & L PLATE INC	2.22	N	N	194,000	0		194,000	97.67%	198,628	0	0	198,628	M-1				0.00
1336968	422 ESTBERG AV	DS RENTAL PROPERTIES LLC	1.20	N	N	157,800	1,123,500		1,281,300	97.67%	161,564	1,150,302	0	1,311,866	Rm-2(PUD)				0.00
1336334	SCOTT AV	CITY OF WAUKESHA	0.82	N	N				0	97.67%	0	0	0	0	Rm-3				0.00
1335989	520 W SUNSET DR	JT PETROLEUM LLC	0.34	N	N	180,000	120,000		300,000	97.67%	184,294	122,863	0	307,157	B-3				0.00
1332999009	910 W SUNSET DR	MAREK 910 LLC	1.09	N	N	190,300	342,100		532,400	97.67%	194,840	350,261	0	545,101	M-1				0.00
1336943	328 W SUNSET DR	ROBERT W KABITZKE	0.46	N	N	206,000	16,200		222,200	97.67%	210,914	16,586	0	227,501	B-3				0.00
1335005	1110 S WEST AV	SCHMITTINGER LLC	0.40	N	N	44,100	63,400		107,500	97.67%	45,152	64,912	0	110,065	M-2				0.00
1336348	406 W SUNSET DR	RAMGE BROS PARTNERSHIP	0.27	N	N	23,300	92,600		115,900	97.67%	23,856	94,809	0	118,665	B-3				0.00
1335944	1101 S PRAIRIE AV	SCHAEFER BRUSH MFG CO	4.91	N	N	426,000	1,137,900		1,563,900	97.67%	436,163	1,165,046	0	1,601,208	M-2				0.00
1335945	620 PROGRESS AV	DSM FOOD SPECIALTIES CULTURES USA INC	8.55	N	N	742,600	2,738,200		3,480,800	97.67%	760,315	2,803,522	0	3,563,837	M-2				0.00
1353386	FREEMAN ST	BLM ENTERPRISES LLC	1.33	N	N	173,300	0		173,300	97.67%	177,434	0	0	177,434	B-3				0.00
1336946	300 W SUNSET DR	STATE BANK OF CHILTON	0.55	N	N	240,300	109,700		350,000	97.67%	246,033	112,317	0	358,350	B-3				0.00
1335007	818 W SUNSET DR	SOCIETY OF ST VINCENT DE PAUL OF WAUKESHA COUNTY INC	5.70	N	N	0	0		0	97.67%	0	0	0	0					0.00
1336933	442 W SUNSET DR	VINE STREET DEMCO ONE LLC	1.81	N	N	790,200	909,800		1,700,000	97.67%	809,051	931,504	0	1,740,555	B-3				0.00
1336945	316 W SUNSET DR	PEREZ ENTERPRISES LLC	0.53	N	N	279,000	202,100		481,100	97.67%	285,656	206,921	0	492,577	B-3				0.00
1353385001	331 W SUNSET DR	ARC CAFEUSA001 LLC	0.34	N	N	180,000	444,200		624,200	97.67%	184,294	454,797	0	639,091	B-3				0.00
1353387	431 W SUNSET DR	KIN PROPERTIES	0.52	N	N	270,000	220,200		490,200	97.67%	276,441	225,453	0	501,894	B-3				0.00
1353365	323 W SUNSET DR	DAVIS IDRIZI	0.48	N	N	168,000	81,100		249,100	97.67%	172,008	83,035	0	255,042	B-3				0.00
1336956	410 HOOVER AV	ALL ONE STORAGE LLC	0.84	N	N	24,000	196,100		220,100	97.67%	24,573	200,778	0	225,351	M-2				0.00
1353349	1400 S GRAND AV	REX IDRIZI &	0.48	N	N	207,000	238,600		445,600	97.67%	211,938	244,292	0	456,230	B-3				0.00
1336371	W SUNSET DR	GATOR BELLI LLC	0.13	N	N	11,400	42,200		53,600	97.67%	11,672	43,207	0	54,879	B-3				0.00
1332999006	831 PROGRESS AV	J & L FIBER SERVICES INC	2.87	N	N	155,600	2,096,100		2,251,700	97.67%	159,312	2,146,104	0	2,305,416	M-1				0.00
1353385002	405 W SUNSET DR	TACO BELL OF AMERICA	0.82	N	N	352,500	341,900		694,400	97.67%	360,909	350,056	0	710,965	B-3				0.00
1335949	S PRAIRIE AV	PROGRESS DEVELOPMENT LLC	0.72	N	N	62,800	0		62,800	97.67%	64,298	0	0	64,298	M-1				0.00
1336331	720 SCOTT AV	SCHERF PROPERTIES TRUST II	0.31	N	N	41,600	304,300		345,900	97.67%	42,592	311,559	0	354,152	Rm-3				0.00
1332999008	918 W SUNSET DR	ARTHUR L DAUN JR &	0.69	N	N	41,600	304,300		345,900	97.67%	42,592	311,559	0	354,152	M-1				0.00
1335953003	823 PROGRESS AV	J & L FIBER SERVICES INC	1.07	N	N	91,400	334,300		425,700	97.67%	93,580	342,275	0	435,855	M-1				0.00
1336935	426 W SUNSET DR	ILIAS LLC	1.46	N	N	508,600	291,400		800,000	97.67%	520,733	298,352	0	819,085	B-3				0.00
1335004	1230 S WEST AV	TYBECCA LLC	1.42	N	N	371,600	259,000		630,600	97.67%	380,465	265,179	0	645,643	M-2				0.00

SECTION 6: Equalized Value Test

The following calculations demonstrate that the City is in compliance with Wisconsin Statutes Section 66.1105(4)(gm)4.c., which requires that the equalized value of the Territory to be added to the District, plus the value increment of the District being amended, plus the value increment of all other existing tax incremental districts, does not exceed 12% of the total equalized value of taxable property within the City.

The equalized value of the Territory to be incorporated by this Amendment, plus the increment value of TID No. 14, plus the value increment of all other existing tax incremental districts within the City, totals \$323,831,864. This value is less than the maximum of \$769,732,236 in equalized value that is permitted for the City of Waukesha. The City is therefore in compliance with the statutory equalized valuation test and may proceed with amendment of this District.

City of Waukesha, WI	
Tax Increment District #14 Amendment	
Valuation Test Compliance Calculation	
District Creation Date	5/20/2003
	Valuation Data Currently Available 2018
Total EV (TID In)	6,414,435,300
12% Test	769,732,236
Increment of Existing TIDs	
TID #11	49,622,600
TID #12	17,114,800
TID #13	3,696,500
TID #14	80,890,900
TID #17	29,573,700
TID #18	4,410,900
TID #19	17,111,700
TID #20	1,080,000
TID #21	18,568,600
TID #22	32,185,400
TID #23	16,560,600
TID #25	13,961,900
Total Existing Increment	284,777,600
Projected Base of New or Amended District	39,054,264
Total Value Subject to 12% Test	323,831,864
Compliance	PASS

SECTION 7: Statement of Kind, Number and Location of Proposed Public Works and Other Projects

The following is a list of public works and other TIF-eligible projects that the City has implemented, or expects to implement, within the original District or within the Territory to be incorporated by this Amendment. Any costs directly or indirectly related to the public works and other projects are considered "Project Costs" and eligible to be paid with tax increment revenues of the District.

Property, Right-of-Way and Easement Acquisition

Property Acquisition for Development and/or Redevelopment

In order to promote and facilitate development and/or redevelopment the City may acquire property within the District. The cost of property acquired, and any costs associated with the transaction, are eligible Project Costs. Following acquisition, other Project Costs within the categories detailed in this Section may be incurred in order to make the property suitable for development and/or redevelopment. Any revenue received by the City from the sale of property acquired pursuant to the execution of this Plan will be returned to the District. If total Project Costs incurred by the City to acquire property and make it suitable for development and/or redevelopment exceed the revenues or other consideration received from the sale or lease of that property, the net amount shall be considered "real property assembly costs" as defined in Wisconsin Statutes Section 66.1105(2)(f)1.c., and subject to recovery as an eligible Project Cost.

Acquisition of Rights-of-Way

The City may need to acquire property to allow for installation of streets, driveways, sidewalks, utilities, stormwater management practices and other public infrastructure. Costs incurred by the City to identify, negotiate and acquire rights-of-way are eligible Project Costs.

Acquisition of Easements

The City may need to acquire temporary or permanent easements to allow for installation and maintenance of streets, driveways, sidewalks, utilities, stormwater management practices and other public infrastructure. Costs incurred by the City to identify, negotiate and acquire easement rights are eligible Project Costs.

Relocation Costs

If relocation expenses are incurred in conjunction with the acquisition of property, those expenses are eligible Project Costs. These costs may include, but are not limited to: preparation of a relocation plan; allocations of staff time; legal fees; publication of notices; obtaining appraisals; and payment of relocation benefits as required by Wisconsin Statutes Sections 32.19 and 32.195.

Site Preparation Activities

Environmental Audits and Remediation

Part of the district is a former landfill site. If it becomes necessary to evaluate any land or improvement within the District, any cost incurred by the City related to environmental audits, testing, remediations and activities needed to prepared contaminated lands for development are eligible Project Costs.

Demolition

In order to make sites suitable for development and/or redevelopment, the City may incur costs related to demolition and removal of structures or other land improvements, to include abandonment of wells or other existing utility services.

Site Grading

Land within the District may require grading to make it suitable for development and/or redevelopment, to provide access, and to control stormwater runoff. The City may need to remove and dispose of excess material, or bring in fill material to provide for proper site elevations. Expenses incurred by the City for site grading are eligible Project Costs.

Utilities

Sanitary Sewer System Improvements

There are inadequate sanitary sewer facilities serving areas of the District. To allow development and/or redevelopment to occur, the City may construct, alter, rebuild or expand sanitary sewer infrastructure within the District. Eligible Project Costs include, but are not limited to, construction, alteration, rebuilding or expansion of: collection mains; manholes and cleanouts; service laterals; force mains; interceptor sewers; pumping stations; lift stations; wastewater treatment facilities; and all related appurtenances. To the extent sanitary sewer projects undertaken within the District provide direct benefit to land outside of the District, the City will make an allocation of costs based on such benefit. Those costs corresponding to the benefit allocated to land within the District, and necessitated by the implementation of the Project Plan, are eligible Project Costs.

Water System Improvements

There are inadequate water distribution facilities serving areas of the District. To allow development and/or redevelopment to occur, the City may construct, alter, rebuild or expand water system infrastructure within the District. Eligible Project Costs include, but are not limited to, construction, alteration, rebuilding or expansion of: distribution mains; manholes and valves; hydrants; service laterals; pumping stations; wells; water treatment facilities; storage tanks and reservoirs; and all related appurtenances. To the extent water system projects undertaken within the District provide direct benefit to land outside of the District, the City will make an allocation of costs based on such benefit. Those costs corresponding to the benefit allocated to land within the District, and necessitated by the implementation of the Project Plan, are eligible Project Costs.

Stormwater Management System Improvements

Development and/or redevelopment within the District will cause stormwater runoff and pollution. To manage this stormwater runoff, the City may construct, alter, rebuild or expand stormwater management infrastructure within the District. Eligible Project Costs include, but are not limited to, construction, alteration, rebuilding or expansion of: stormwater collection mains; inlets, manholes and valves; service laterals; ditches; culvert pipes; box culverts; bridges; stabilization of stream and river banks; and infiltration, filtration and detention Best Management Practices (BMP's). To the extent stormwater management system projects undertaken within the District provide direct benefit to land outside of the District, the City will make an allocation of costs based on such benefit. Those costs corresponding to the benefit allocated to land within the District, and necessitated by the implementation of the Project Plan, are eligible Project Costs.

Electric Service

In order to create sites suitable for development and/or redevelopment, the City may incur costs to provide, relocate or upgrade electric services. Relocation may require abandonment and removal of existing poles

or towers, installation of new poles or towers, or burying of overhead electric lines. Costs incurred by the City to undertake this work are eligible Project Costs.

Gas Service

In order to create sites suitable for development and/or redevelopment, the City may incur costs to provide, relocate or upgrade gas mains and services. Costs incurred by the City to undertake this work are eligible Project Costs.

Communications Infrastructure

In order to create sites suitable for development and/or redevelopment, the City may incur costs to provide, relocate or upgrade infrastructure required for voice and data communications, including, but not limited to: telephone lines, cable lines and fiber optic cable. Costs incurred by the City to undertake this work are eligible Project Costs.

Streets and Streetscape

Street Improvements

There are inadequate street improvements serving areas of the District. To allow development and/or redevelopment to occur, the City may need to construct and/or reconstruct streets, highways, alleys, access drives and parking areas. Eligible Project Costs include, but are not limited to: excavation; removal or placement of fill; construction of road base; asphalt or concrete paving or repaving; installation of curb and gutter; installation of sidewalks and bicycle lanes; installation of culverts, box culverts and bridges; rail crossings and signals; utility relocation, to include burying overhead utility lines; street lighting; installation of traffic control signage and traffic signals; pavement marking; right-of-way restoration; installation of retaining walls; and installation of fences, berms, and landscaping.

Streetscaping and Landscaping

In order to attract development and/or redevelopment consistent with the objectives of this Plan, the City may install amenities to enhance development sites, rights-of-way and other public spaces. These amenities include, but are not limited to: landscaping; lighting of streets, sidewalks, parking areas and public areas; installation of planters, benches, clocks, tree rings, trash receptacles and similar items; and installation of brick or other decorative walks, terraces and street crossings. These and any other similar amenities installed by the City are eligible Project Costs.

CDA or RDA Type Activities

Contribution to Community Development or Redevelopment Authority

As provided for in Wisconsin Statutes Sections 66.1105(2)(f)1.h and 66.1333(13), the City may provide funds to its CDA OR RDA to be used for administration, planning operations, and capital costs, including but not limited to real property acquisition, related to the purposes for which it was established in furtherance of any redevelopment or urban renewal project. Funds provided to the CDA OR RDA for this purpose are eligible Project Costs.

Revolving Loan/Grant Program

To encourage private redevelopment consistent with the objectives of this Plan, the City, through its CDA OR RDA, may provide loans and/or matching grants to eligible property owners in the District. Loan and/or matching grant recipients will be required to sign an agreement specifying the nature of the property improvements to be made. Eligible improvements will be those that are likely to improve the value of the property, enhance the visual appearance of the property and surrounding area, correct safety deficiencies, or as otherwise specified by the CDA OR RDA in the program manual. Any funds returned to the CDA OR RDA from the repayment of loans made are not considered revenues to the District, and will not be

used to offset District Project Costs. Instead, these funds may be placed into a revolving loan fund and will continue to be used for the program purposes stated above. Any funds provided to the CDA OR RDA for purposes of implementing this program are considered eligible Project Costs.

Miscellaneous

Cash Grants (Development Incentives)

The City may enter into agreements with property owners, lessees, or developers of land located within the District for the purpose of sharing costs to encourage the desired kind of improvements and assure tax base is generated sufficient to recover Project Costs. No cash grants will be provided until the City executes a developer agreement with the recipient of the cash grant. Any payments of cash grants made by the City are eligible Project Costs.

Professional Service and Organizational Costs

The costs of professional services rendered, and other costs incurred, in relation to the creation, administration and termination of the District, and the undertaking of the projects contained within this Plan, are eligible Project Costs. Professional services include, but are not limited to: architectural; environmental; planning; engineering; legal, audit; financial; and the costs of informing the public with respect to the creation of the District and the implementation of the Plan.

Administrative Costs

The City may charge to the District as eligible Project Costs reasonable allocations of administrative costs, including, but not limited to, employee salaries. Costs allocated will bear a direct connection to the time spent by City employees in connection with the implementation of the Plan.

Financing Costs

Interest expense, debt issuance expenses, redemption premiums, and any other fees and costs incurred in conjunction with obtaining financing for projects undertaken under this Plan are eligible Project Costs.

With all projects the costs of engineering, design, survey, inspection, materials, construction, restoring property to its original condition, site preparation, legal and other consultant fees, testing, environmental studies, permits, updating City ordinances and plans, judgments or claims for damages, and other expenses are included as Project Costs.

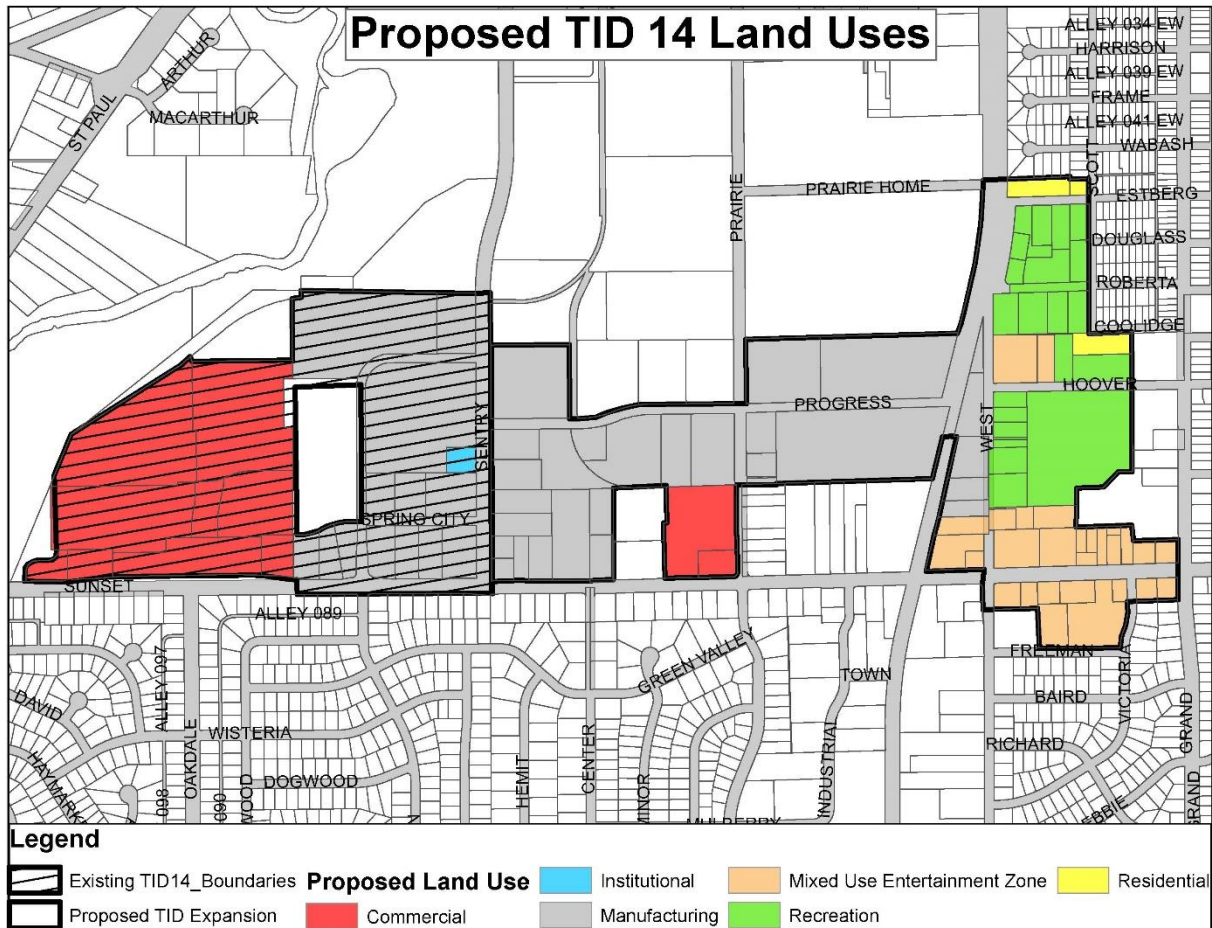
In the event any of the public works project expenditures are not reimbursable out of the special tax increment finance fund under Wisconsin Statutes Section 66.1105, in the written opinion of counsel retained by the City for such purpose or a court of record so rules in a final order, then such project or projects shall be deleted herefrom and the remainder of the projects hereunder shall be deemed the entirety of the projects for purposes of this Project Plan Amendment.

The City reserves the right to implement only those projects that remain viable as the Plan period proceeds.

Project Costs are any expenditure made, estimated to be made, or monetary obligations incurred or estimated to be incurred, by the City and as outlined in this Plan or the original Project Plan. To the extent the costs benefit the City outside the District, a proportionate share of the cost is not a Project Cost. Costs identified in this Plan are preliminary estimates made prior to design considerations and are subject to change after planning is completed. Prorations of costs in the Plan are also estimates and subject to change based upon implementation, future assessment policies and user fee adjustments. Project Costs will be diminished by any income, special assessments or other revenues, including user fees or charges, other than

tax increments, received or reasonably expected to be received by the City in connection with the implementation of this Plan.

SECTION 8: Map Showing Proposed Improvements and Uses Within The Territory To Be Added



SECTION 9: Detailed List of Additional and/or Updated Project Costs

This Section contains information relative to the specific projects and expenditures that the City anticipates it will undertake or make within the Territory to be incorporated into the District by this Amendment. As part of this Amendment, the City is also modifying the project cost estimates for the original District area to add additional projects. Details with respect to the added projects can also be found within this Section.

All costs are based on 2019 prices and are preliminary estimates. The City reserves the right to increase these costs to reflect inflationary increases and other uncontrollable circumstances between 2019 and the time of construction. The City also reserves the right to increase certain Project Costs to the extent others are reduced or not implemented without amending the Plan. The tax increment allocation is preliminary and is subject to adjustment based upon the implementation of the Plan.

However, if total project costs exceed 115% of \$11,500,000 (total project costs specified in the table on the following page, plus 15% contingency), the City would pursue an amendment to the Plan in accordance with the amendment procedures specified in Wisconsin Statutes Section 66.1105(4)(h), which include review by the Joint Review Board.

This Plan is not meant to be a budget, nor an appropriation of funds for specific projects, but a framework within which to manage projects. All costs included in the Plan are estimates based on best information available. The City retains the right to delete projects or change the scope and/or timing of projects implemented as they are individually authorized by the Common Council, without further amending this Plan.

Proposed TIF Project Cost Estimates

City of Waukesha, WI Tax Increment District #14 Amendment Estimated Project List				
Project ID	Project Name/Type	Phase I 2019	Project Costs Previously Approved but Not Spent	Total (Note 1)
1	Mindola Sports Complex (Note 2)	11,500,000		11,500,000
2	Development Incentives (Note 3)		2,172,096	2,172,096
3				0
4				0
5				0
Total Projects		<u>11,500,000</u>	<u>2,172,096</u>	<u>13,672,096</u>

Notes:

- Note 1** Project costs are estimates and are subject to modification
- Note 2** Project costs were provided by the City of Waukesha 5-Year Community Investment Program, 2019-2023.
- Note 3** The City had development incentives approved as part of the second and third TID amendments, but has partially expended these costs. The amount shown above is the maximum amount yet to be spent on potential development incentives.

Preliminary

SECTION 10: Economic Feasibility Study, Financing Methods, and the Time When Costs or Monetary Obligations Related are to be Incurred

The information and exhibits contained within this Section demonstrate that the District, as proposed to be amended by the addition of territory, will remain economically feasible insofar as:

- The City has available to it the means to secure the necessary financing required to accomplish the remaining projects contained within this Plan. A listing of “Available Financing Methods” follows.
- The City expects to complete the remaining projects in one or multiple phases, and can adjust the timing of implementation as needed to coincide with the pace of private development and/or redevelopment. A discussion of the phasing and projected timeline for project completion is discussed under “Plan Implementation” within this Section. A table identifying the financing method for each phase and the time at which that financing is expected to be incurred is included.
- The development anticipated to occur as a result of the continued implementation of this Plan will generate sufficient tax increments to pay for the cost of the projects. Within this Section are tables identifying: 1) the development and/or redevelopment expected to occur, 2) an updated projection of tax increments to be collected resulting from that development and/or redevelopment and other economic growth within the District, and 3) an updated cash flow model demonstrating that the projected tax increment collections and all other revenues available to the District will be sufficient to pay all Project Costs.

Available Financing Methods

The following is a list of the types of obligations the City may choose to utilize.

General Obligation (G.O.) Bonds or Notes

The City may issue G.O. Bonds or Notes to finance the cost of projects included within this Plan. The Wisconsin State Constitution limits the principal amount of G.O. debt that the community may have outstanding at any point in time to an amount not greater than five percent of its total equalized value (TID IN). As of December 31, 2017, the City has a G.O. debt limit of \$306,396,475, of which \$169,968,608 is currently unused and could be made available to finance Project Costs.

Bonds Issued to Developers (“Pay as You Go” Financing)

The City may issue a bond or other obligation to one or more developers who provide financing for projects included in this Plan. Repayment of the amounts due to the developer under the bonds or other obligations are limited to an agreed percentage of the available annual tax increments collected that result from the improvements made by the developer. To the extent the tax increments collected are insufficient to make annual payments, or to repay the entire obligation over the life of the District, the City’s obligation is limited to not more than the agreed percentage of the actual increments collected. Bonds or other obligations issued to developers in this fashion are not general obligations of the City and, therefore, do not count against the City’s statutory borrowing capacity.

Tax Increment Revenue Bonds

The City has the authority to issue revenue bonds secured by the tax increments to be collected. These bonds may be issued directly by the City, or as a form of lease revenue bond by its Community Development Authority (CDA) or by a Redevelopment Authority (RDA). Tax Increment Revenue Bonds and Lease Revenue Bonds are not general obligations of the City and therefore do not count against the City's statutory borrowing capacity. To the extent tax increments collected are insufficient to meet the annual debt service requirements of the revenue bonds, the City may be subject to either a permissive or mandatory requirement to appropriate on an annual basis a sum equal to the actual or projected shortfall.

Utility Revenue Bonds

The City can issue revenue bonds to be repaid from revenues of its various utility systems, including revenues paid by the City that represent service of the system to the City. There is neither a statutory nor constitutional limitation on the amount of revenue bonds that can be issued, however, water rates are controlled by the Wisconsin Public Service Commission and the City must demonstrate to bond purchasers its ability to repay revenue debt with the assigned rates. To the extent the City utilizes utility revenues other than tax increments to repay a portion of the bonds, the City must reduce the total eligible Project Costs in an equal amount.

Special Assessment "B" Bonds

The City has the ability to levy special assessments against benefited properties to pay part of the costs for street, curb, gutter, sewer, water, storm sewers and other infrastructure. In the event the City determines that special assessments are appropriate, the City can issue Special Assessment B bonds pledging revenues from special assessment installments to the extent assessment payments are outstanding. These bonds are not counted against the City's statutory borrowing capacity. If special assessments are levied, the City must reduce the total eligible Project Costs under this Plan in an amount equal to the total collected.

Plan Implementation

Projects identified will provide the necessary anticipated governmental services to the existing TID boundary and the additional territory. It is anticipated these expenditures will be made during 2019 and 2020. However, public debt and expenditures should be made at the pace private development and/or redevelopment occurs to assure increment is sufficient to cover expenses. The order in which expenditures are made should be adjusted in accordance with development and execution of developer agreements. The City reserves the right to alter the implementation of this Plan to accomplish this objective. In any event, all additional Project Costs are to be incurred within the period specified in Wisconsin Statutes Section 66.1105(6)(am).

Interest rates projected are based on current market conditions. Municipal interest rates are subject to constantly changing market conditions. In addition, other factors such as the loss of tax-exempt status of municipal bonds or broadening the purpose of future tax-exempt bonds would affect market conditions. Actual interest expense will be determined once the methods of financing have been approved and securities or other obligations are issued.

If financing as outlined in this Plan proves unworkable, the City reserves the right to use alternate financing solutions for the projects as they are implemented.

Implementation and Financing Timeline

City of Waukesha, WI			
Tax Increment District #14 Amendment			
Estimated Financing Plan			
		Taxable G.O. Note 2019	Totals
Projects			
Phase I		11,500,000	11,500,000
Total Project Funds		11,500,000	11,500,000
Estimated Finance Related Expenses		134,375	134,375
Total Financing Required		11,634,375	11,634,375
Estimated Interest	0.25%	(14,375)	0.25%
Assumed spend down (months)	6		6
Rounding		0	0
Net Issue Size		11,620,000	11,620,000
Notes:			
(1) Total bond sizing provided by the City of Waukesha Finance Department, which received it from RW Baird on 10/4/18.			
Preliminary			

Development Assumptions

City of Waukesha, WI Tax Increment District #14 Amendment Development Assumptions- Based on Actual Development Only						
Construction Year		Actual	Projected Development	Annual Total	Construction Year	
11	2013	68,375,600		68,375,600	2013	11
12	2014	4,511,300		4,511,300	2014	12
13	2015	5,255,900		5,255,900	2015	13
14	2016	2,500,300		2,500,300	2016	14
15	2017	247,800		247,800	2017	15
16	2018			0	2018	16
17	2019			0	2019	17
18	2020			0	2020	18
19	2021			0	2021	19
20	2022			0	2022	20
21	2023			0	2023	21
22	2024			0	2024	22
23	2025			0	2025	23
Totals		80,890,900	0	80,890,900		

Notes:

Preliminary

City of Waukesha, WI
Tax Increment District #14 Amendment
Development Assumptions- Based on Actual & Projected New Development

Construction Year		Actual	Projected Development	Annual Total	Construction Year	
11	2013	68,375,600		68,375,600	2013	11
12	2014	4,511,300		4,511,300	2014	12
13	2015	5,255,900		5,255,900	2015	13
14	2016	2,500,300		2,500,300	2016	14
15	2017	247,800		247,800	2017	15
16	2018			0	2018	16
17	2019			0	2019	17
18	2020		2,000,000	2,000,000	2020	18
19	2021		2,000,000	2,000,000	2021	19
20	2022		2,000,000	2,000,000	2022	20
21	2023		2,000,000	2,000,000	2023	21
22	2024		2,000,000	2,000,000	2024	22
23	2025		2,000,000	2,000,000	2025	23
Totals		<u>80,890,900</u>	<u>12,000,000</u>	<u>92,890,900</u>		

Notes:

Preliminary

Increment Revenue Projections

City of Waukesha, WI

Tax Increment District #14 Amendment

Tax Increment Projection Worksheet - Based Upon Actual Development Only

Type of District	Ind (Pre 10-1-04)	Base Value	9,889,800
District Creation Date	May 20, 2003	Appreciation Factor	0.00%
Valuation Date	Jan 1, 2003	Base Tax Rate	\$21.81
Max Life (Years)	23	Rate Adjustment Factor	
Expenditure Period/Termination	18 5/20/2021	Tax Exempt Discount Rate	
Revenue Periods/Final Year	23 2027	Taxable Discount Rate	1.50%
Extension Eligibility/Years	No 0		
Recipient District	No		
Termination Date	May 20, 2026		

Construction Year	Value Added	Valuation Year	Inflation Increment	Total Increment	Revenue Year	Tax Rate	Tax Increment
13 2015	5,255,900	2016	0	78,142,800	2017	\$21.81	1,704,476
14 2016	2,500,300	2017	0	80,643,100	2018	\$21.00	1,693,271
15 2017	247,800	2018	0	80,890,900	2019	\$21.00	1,698,474
16 2018	0	2019	0	80,890,900	2020	\$21.00	1,698,474
17 2019	0	2020	0	80,890,900	2021	\$21.00	1,698,474
18 2020	0	2021	0	80,890,900	2022	\$21.00	1,698,474
19 2021	0	2022	0	80,890,900	2023	\$21.00	1,698,474
20 2022	0	2023	0	80,890,900	2024	\$21.00	1,698,474
21 2023	0	2024	0	80,890,900	2025	\$21.00	1,698,474
22 2024	0	2025	0	80,890,900	2026	\$21.00	1,698,474
23 2025	0	2026	0	80,890,900	2027	\$21.00	1,698,474
Totals	80,890,900		0		Future Value of Increment		21,763,372

Notes:

Actual results will vary depending on development, inflation of overall tax rates.

City of Waukesha, WI

Tax Increment District #14 Amendment

Tax Increment Projection Worksheet - Based Upon Actual & Projected Development

Type of District	Ind (Pre 10-1-04)	Base Value	9,889,800
District Creation Date	May 20, 2003	Appreciation Factor	0.00%
Valuation Date	Jan 1, 2003	Base Tax Rate	\$21.81
Max Life (Years)	23	Rate Adjustment Factor	
Expenditure Period/Termination	18 5/20/2021	Tax Exempt Discount Rate	
Revenue Periods/Final Year	23 2027	Taxable Discount Rate	1.50%
Extension Eligibility/Years	No 0		
Recipient District	No		
Termination Date	May 20, 2026		

Construction		Valuation	Inflation	Total	Revenue	Tax		
Year	Value Added	Year	Increment	Increment	Year	Tax Rate	Increment	
13	2015	5,255,900	2016	0	78,142,800	2017	\$21.81	1,704,476
14	2016	2,500,300	2017	0	80,643,100	2018	\$21.00	1,693,271
15	2017	247,800	2018	0	80,890,900	2019	\$21.00	1,698,474
16	2018	0	2019	0	80,890,900	2020	\$21.00	1,698,474
17	2019	0	2020	0	80,890,900	2021	\$21.00	1,698,474
18	2020	2,000,000	2021	0	82,890,900	2022	\$21.00	1,740,468
19	2021	2,000,000	2022	0	84,890,900	2023	\$21.00	1,782,462
20	2022	2,000,000	2023	0	86,890,900	2024	\$21.00	1,824,456
21	2023	2,000,000	2024	0	88,890,900	2025	\$21.00	1,866,450
22	2024	2,000,000	2025	0	90,890,900	2026	\$21.00	1,908,444
23	2025	2,000,000	2026	0	92,890,900	2027	\$21.00	1,950,439
Totals		92,890,900		0		Future Value of Increment		22,645,250

Notes:

Actual results will vary depending on development, inflation of overall tax rates.

Cash Flow

City of Waukesha, WI																									
Tax Increment District #14 Amendment																									
Cash Flow Projection - Assuming No New Development																									
Year	Projected Revenues			Expenditures														Balances			Year				
	Tax Increments	Computer Aid	Total Revenues	2007 Refunding Bonds		2011A GO Debt		2013A GO Debt		2015A GO Debt		2015D GO Debt		2016A GO Debt		Taxable G.O. Note 11,620,000 Dated Date: 05/07/19			Mangmt. Fees/ Accounting Other			Total Expenditures	Annual	Cumulative	Principal Outstanding
2017	1,704,476	8,345	1,712,821	235,000	9,400	65,000	2,275		3,800		21,750	720,000	6,480		2,938			12,000	39,022	1,117,665	595,156	467,371	1,210,000	2017	
2018	1,693,271	7,682	1,700,953						3,800		21,750				7,500			12,000	760	45,810	1,655,143	2,122,514	1,210,000	2018	
2019	1,698,474	6,914	1,705,387					25,000	3,800		21,750			325,000	7,500			12,000	760	440,810	1,264,577	3,387,091	12,435,000	2019	
2020	1,698,474	6,222	1,704,696					25,000	2,800	680,000	20,400			50,000	1,000	905,000	3.27%	590,936	12,000	760	2,287,896	(583,200)	2,803,891	10,775,000	2020
2021	1,698,474	5,600	1,704,074					30,000	1,800							1,315,000	3.42%	380,587	12,000	760	1,740,147	(36,073)	2,767,818	9,430,000	2021
2022	1,698,474	5,040	1,703,514					30,000	900							1,365,000	3.52%	334,076	12,000	760	1,742,736	(39,222)	2,728,596	8,035,000	2022
2023	1,698,474	4,536	1,703,010													1,415,000	3.65%	284,228	12,000	760	1,711,988	(8,979)	2,719,617	6,620,000	2023
2024	1,698,474	4,083	1,702,556													1,465,000	3.75%	230,936	12,000	760	1,708,696	(6,140)	2,713,477	5,155,000	2024
2025	1,698,474	3,674	1,702,148													1,620,000	3.84%	172,363	12,000	760	1,805,123	(102,975)	2,610,502	3,535,000	2025
2026	1,698,474	3,307	1,701,780													1,735,000	3.94%	107,080	12,000	760	1,854,840	(153,059)	2,457,443	1,800,000	2026
2027	1,698,474	2,976	1,701,450													1,800,000	4.05%	36,450	12,000	760	1,836,450	(135,000)	2,322,443	0	2027
Total	21,763,372	80,295	21,848,542	675,000	66,356	190,000	17,250	110,000	24,500	725,000	111,224	1,435,000	21,904	375,000	18,938	11,620,000		2,136,655	142,477	64,403	18,910,593				Total

Notes:

(1) 2019 Taxable General Obligation Promissory Notes amortization schedule provided by RW Baird as of 10/4/18, and modified to have the final maturity coincide with the final year of the TID's life. The scale from RW Baird assumes a rating of Aa2 plus 25-basis points.

Projected TID Closure

Preliminary

City of Waukesha, WI

Tax Increment District #14 Amendment

Cash Flow Projection - Based on Actual & Projected Development

Year	Projected Revenues			Expenditures														Balances			Year					
	Tax Increments	Computer Aid	Total Revenues	2007 Refunding Bonds		2011A GO Debt		2013A GO Debt		2015A GO Debt		2015D GO Debt		2016A GO Debt		Taxable G.O. Note ¹ 11,620,000 05/07/19			Mangmt. Fees/ Accounting	Other		Remaining Development Incentives ²	Total Expenditures	Annual	Cumulative	Principal Outstanding
				Dated Date: Principal	Interest	Dated Date: Principal	Interest	Dated Date: Principal	Interest	Dated Date: Principal	Interest	Dated Date: Principal	Interest	Dated Date: Principal	Est. Rate	Interest	Principal									
2017	1,704,476	8,345	1,712,821	235,000	9,400	65,000	2,275		3,800		21,750	720,000	6,480		2,938				12,000	39,022		1,117,665	595,156	467,371	1,210,000	2017
2018	1,693,271	7,682	1,700,953						3,800		21,750				7,500				12,000	760		45,810	1,655,143	2,122,514	1,210,000	2018
2019	1,698,474	6,914	1,705,387			25,000	3,800		45,000	21,750				325,000	7,500			12,000	760		440,810	1,264,577	3,387,091	12,435,000	2019	
2020	1,698,474	6,222	1,704,696			25,000	2,800		680,000	20,400				50,000	1,000			12,000	760		2,287,896	(583,200)	2,803,891	10,775,000	2020	
2021	1,698,474	5,600	1,704,074			30,000	1,800											12,000	760		1,740,147	(36,073)	2,767,818	9,430,000	2021	
2022	1,740,468	5,040	1,745,508			30,000	900											12,000	760	250,000	1,992,736	(247,228)	2,520,590	8,035,000	2022	
2023	1,782,462	4,536	1,786,998															12,000	760	363,654	2,075,642	(288,644)	2,231,946	6,620,000	2023	
2024	1,824,456	4,083	1,828,539															12,000	760	500,000	2,208,696	(380,157)	1,851,789	5,155,000	2024	
2025	1,866,450	3,674	1,870,125															12,000	760	500,000	2,305,123	(434,998)	1,416,790	3,535,000	2025	
2026	1,908,444	3,307	1,911,751															12,000	760	500,000	2,354,840	(443,088)	973,702	1,800,000	2026	
2027	1,950,439	2,976	1,953,415																		1,836,450	116,965	1,090,667	0	2027	
Total	22,645,250	80,295	22,730,419	675,000	66,356	190,000	17,250	110,000	24,500	725,000	111,224	1,435,000	21,904	375,000	18,938	11,620,000	2,136,655	142,477	64,403	2,172,096	21,024,247				Total	

Notes:

(1) 2019 Taxable General Obligation Promissory Notes amortization schedule provided by RW Baird as of 10/4/18, and modified to have the final maturity coincide with the final year of the TID's life.

The scale from RW Baird assumes a rating of Aa2 plus 25-basis points.

(2) The City has development incentives that were approved as part of the second and third TID amendments, but has not yet spent. As of the time of the drafting of this project plan amendment, the City has \$2,172,096 of remaining development incentives to spend if warranted.

If under this scenario the City anticipates additional development, the City may choose to expend the remaining approved development incentives as shown above.

Projected TID Closure

Preliminary

SECTION 11: Annexed Property

There are no lands within the Territory proposed to be included within the District by amendment that were annexed by the City on or after January 1, 2004.

SECTION 12: Estimate of Additional Property to be Devoted to Retail Business

The City estimates that less than 35% of the territory within the District, as amended, will be devoted to retail business at the end of the District's maximum expenditure period. This finding is made to fulfill the reporting requirement as contained in Wisconsin Statutes Sections 66.1105(5)(b) and 66.1105(6)(am)1.

SECTION 13: Proposed Zoning Ordinance Changes

The City does not anticipate the need to change any of its zoning ordinances in conjunction with the implementation of this Amended Project Plan. And any real property within the District that is found suitable for industrial sites and is zoned for industrial use will remain zoned for industrial use for the life of the District.

SECTION 14: Proposed Changes in Master Plan, Map, Building Codes and City of Waukesha Ordinances

It is expected that this Plan will be complementary to the City's Master Plan. There are no proposed changes to the Master Plan, map, building codes or other City ordinances for the implementation of this Plan.

SECTION 15: Relocation

It is not anticipated there will be a need to relocate persons or businesses in conjunction with this Plan. In the event relocation or the acquisition of property by eminent domain becomes necessary at some time during the implementation period, the City will follow applicable Wisconsin Statutes Section chapter 32.

SECTION 16: Orderly Development and/or Redevelopment of the City of Waukesha

This amendment contributes to the orderly development and/or redevelopment of the City by providing the opportunity for continued growth in tax base, job opportunities and general economic activity. The Mindiola Sports Complex will provide for a valuable anchor to the TID site in terms of drawing people to the City of Waukesha and specifically to the TID area. The complex is a significant quality of life enhancement for the City and provides for a regional and potentially national draw of people to the City of Waukesha. The complex will also provide additional jobs onsite and potentially offsite from the complex campus through potential growth in jobs and tax base because of additional people visiting and spending time in Waukesha.

SECTION 17: List of Estimated Non-Project Costs

Non-Project Costs are public works projects that only partly benefit the District or are not eligible to be paid with tax increments, or costs not eligible to be paid with TIF funds.

Examples would include:

A public improvement made within the District that also benefits property outside the District. That portion of the total Project Costs allocable to properties outside of the District would be a non-project cost.

A public improvement made outside the District that only partially benefits property within the District. That portion of the total Project Costs allocable to properties outside of the District would be a non-project cost.

Projects undertaken within the District as part of the implementation of this Project Plan, the costs of which are paid fully or in part by impact fees, grants, special assessments, or revenues other than tax increments.

The following is a list of the estimated non-project costs included within this Project Plan:

Description of Non-Project Costs	Estimated Cost
Mindiola Complex – Big Top Contribution	\$500,000
Mindiola Complex –Carrol University Contribution	\$400,000
Mindiola Complex – Non-TID Eligible Cost	\$1,100,000 (Phase I)
Mindiola Complex – Non-TID Eligible Cost	\$1,100,000 (Phase II)
Total	3,100,000

SECTION 18:
Opinion of Attorney for the City of Waukesha Advising
Whether the Plan is Complete and Complies with
Wisconsin Statutes 66.1105

November 20, 2018

SAMPLE

Mayor Shawn Reilly
City of Waukesha
201 Delafield Street
Waukesha, Wisconsin 53188

RE: City of Waukesha, Wisconsin Tax Incremental District No. 14 Amendment

Dear Mayor:

As City Attorney for the City of Waukesha, I have reviewed the Project Plan and, in my opinion, have determined that it is complete and complies with Section 66.1105 of the Wisconsin Statutes. This opinion is provided pursuant to Wisconsin Statutes Section 66.1105(4)(f).

Sincerely,

Attorney Brian Running
City of Waukesha

Exhibit A:
**Calculation of the Share of Projected Tax Increments
 Estimated to be Paid by the Owners of Property in the
 Overlying Taxing Jurisdictions**

Estimated portion of taxes that owners of taxable property in each taxing jurisdiction overlaying district would pay by jurisdiction.						
Statement of Taxes Data Year:		2017			Percentage	
County		11,451,012			8.90%	
Technical College		2,162,207			1.68%	
Municipality		66,904,950			52.00%	
School District		48,150,524			37.42%	
Total		<u>128,668,693</u>				
Revenue Year	County	Technical College	Municipality	School District	Total	Revenue Year
2017	151,692	28,643	886,291	637,851	1,704,476	2017
2018	150,694	28,454	880,464	633,657	1,693,271	2018
2019	151,158	28,542	883,170	635,604	1,698,474	2019
2020	151,158	28,542	883,170	635,604	1,698,474	2020
2021	151,158	28,542	883,170	635,604	1,698,474	2021
2022	154,895	29,248	905,006	651,320	1,740,468	2022
2023	158,632	29,953	926,842	667,035	1,782,462	2023
2024	162,369	30,659	948,678	682,750	1,824,456	2024
2025	166,107	31,365	970,514	698,465	1,866,450	2025
2026	169,844	32,070	992,350	714,180	1,908,444	2026
2027	173,581	32,776	1,014,186	729,895	1,950,439	2027
<u>2,015,339</u>		<u>380,541</u>	<u>11,775,042</u>	<u>8,474,327</u>	<u>22,645,250</u>	
Notes:						
The projection shown above is provided to meet the requirements of Wisconsin Statute 66.1105(4)(i)4.						