

September 13, 2016

# Project Plan for the Creation of Tax Incremental District No. 5



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Public Hearing Held:	August 18, 2016
Adoption by CDA OR Plan Commission:	August 18, 2016
Consideration for Adoption by Common Council:	September 6, 2016
Approval by the Joint Review Board:	Scheduled for: September 21, 2016



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## Tax Incremental District No. 5 Creation Project Plan

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### **Description of District**

#### Type of District, Size and Location

Tax Incremental District ("TID") No. 5 (the "TID" or "District") is proposed to be created by the City of Franklin ("City") as a mixed-use district. A map of the proposed District boundaries is located in Section 3 of this plan.

#### Estimated Total Project Expenditures.

The City anticipates making total project expenditures of up to approximately \$22 million to undertake the projects listed in this Project Plan. The City anticipates completing the projects in six phases. The Expenditure Period of this District is 15 years from the date of adoption of the authorizing Resolution of the Common Council (the "Creation Resolution"). The projects to be undertaken pursuant to this Project Plan are expected to be financed with General Obligation bonds and Municipal Revenue (PAYGO) bonds issued by the City, 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 total project financing, is located in Section 10 of this plan.

#### Economic Development

As a result of the creation of this District, the City projects that additional land and improvements value of approximately \$101 million 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 District. Payment of Lieu of Taxes (PILOT) payments may be negotiated for improvements on any tax exempt land to assist in supporting any project costs undertaken with the implementation of this plan. 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, creation of the District is expected to result in other economic benefits as detailed in the Summary of Findings hereafter.

#### **Expected Termination of District**

Based on the Economic Feasibility Study located in Section 10 of this plan, this District would be expected to generate sufficient tax increments to recover all project costs by the year 2034; 3 years earlier than the 20 year maximum life of this District.

#### Summary of Findings

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

1. That "but for" the creation of this District, the development projected to occur 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:

- The City has conducted an independent review of the intended developer's sources and uses proforma for the initial proposed development project. This review has concluded that a public investment of approximately \$9.2 million is required to enable the development to occur in the manner desired by the City, while providing the developer a fair and reasonable return on their investment.
- Some of the sites proposed for development have remained vacant for several years due to lack of adequate infrastructure, environmental contamination, obsolete platting and ownership by multiple parties. 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 and inducements to encourage development on the sites consistent with that desired by the City.
- In order to make the areas included within the District suitable for development, the City will need to make a substantial investment to pay for the costs of: right-of-way and easement acquisition, site preparation, installation of utilities; installation of streets and related streetscape items; development incentive payments, and other associated costs. Due to the extensive initial investment in public infrastructure and/or rehabilitation that is required in order to allow development to occur, the City has determined that development of the area will not occur solely as a result of private investment. Accordingly, the City finds that absent the use of TIF, development of the area is unlikely to occur.
- GRAEF USA, Inc., who was engaged by the City in 2015, conducted a Planning and Engineering Analysis for a larger area encompassing 76<sup>th</sup> Street and Rawson. This larger area was referred to as Redevelopment Area A and included the property proposed within this District. The study and analysis performed by GRAEF recognizes the use of Tax Increment Financing as a tool for financing the costs necessary to prepare the area for development and/or redevelopment.
- 2. The economic benefits of 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 tax increments projected to be collected are more than sufficient to pay for the proposed project costs. On this basis alone, the finding is supported.
  - The development expected to occur is likely to generate approximately 550 to 600 construction jobs paying \$15 to \$45 per hour during construction. When fully developed, the Ballpark Commons will provide approximately 150-175 full time permanent jobs and approximately 350-400 seasonal and part time employment opportunities (225-250 FTEs). Wages will vary widely from seasonal and part time hourly employees to highly compensated full time professionals. (source: Ballpark Commons Developer).
  - The development expected to occur within the District would create approximately 403 residential units, providing housing opportunities for workers.

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

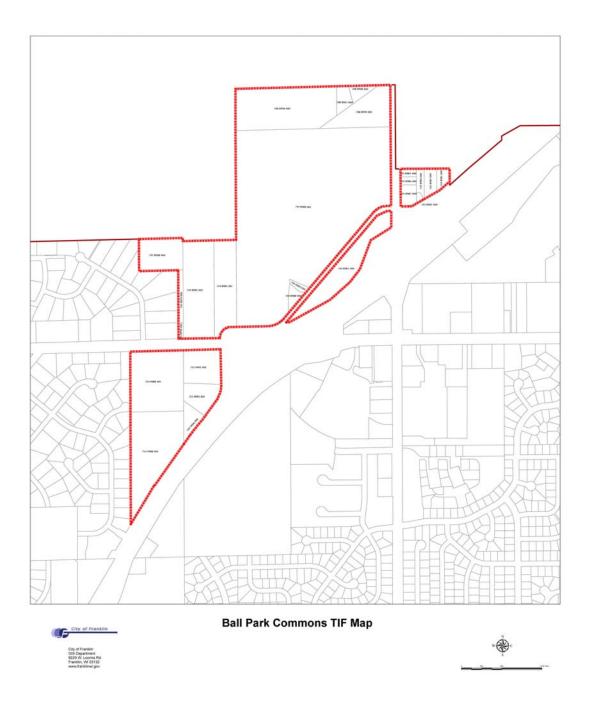
- If approved, the District's creation would become effective for valuation purposes as of January 1, 2016. As of this date, the values of all existing development would be frozen and the property taxes collected on this base value would continue to be distributed amongst the various taxing entities as they currently are now. Taxes levied on any additional value established within the District due to new construction, renovation, conversion from public to private ownership or appreciation of property values occurring after January 1, 2016 would be collected by the TID and used to repay the costs of TIF-eligible projects undertaken within the District.
- Since the development expected to occur is unlikely to take place or in the same manner without the use of TIF (see Finding #1) and since the District will generate economic benefits that are more than sufficient to compensate for the cost of the improvements (see Finding #2), the City reasonably concludes that the overall 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 created. 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 Exhibit A of this plan.
- 4. Not less than 50% by area of the real property within the District is suitable for a combination of commercial and residential uses, defined as "mixed-use development" within the meaning of Wisconsin Statutes Section 66.1105(2)(cm). Lands proposed for newly platted residential development comprise 20% by area of the real property within the District. Any project costs related to newly platted residential development are eligible expenditures based on the finding that the development has a residential housing density of at least 3 units per acre as defined in Wisconsin Statutes Section 66.1105(2)(f)3.a.
- 5. Based upon the findings, as stated above, the District is declared to be a mixed-use District based on the identification and classification of the property included within the District.
- 6. The project costs relate directly to promoting mixed-use development in the District consistent with the purpose for which the District is created.
- 7. The improvement of such area is likely to enhance significantly the value of substantially all of the other real property in the District.
- 8. The equalized value of taxable property of the District, plus the value increment of all 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 approximately 10-15% of the territory within the District 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 in the City is feasible, and is in conformity with the master plan of the City.

### SECTION 2: Type and General Description of District

The District is being created by the City under the authority provided by Wisconsin Statutes Section 66.1105. The District is created as a "Mixed Use District" based upon a finding that at least 50%, by area, of the real property within the District is suitable for a combination of commercial and residential uses as defined within the meaning of Wisconsin Statutes Section 66.1105(2)(cm) (See Section 5 of this plan for a breakdown of District parcels by class and calculation of compliance with the 50% test). Lands proposed for newly platted residential development comprise 20% of the area of the District To the extent that project costs will be incurred by the City for newly platted residential development, the residential development will have a density of at least 3 units per acre as defined in Wisconsin Statutes Section 66.1105(2)(f)3.a.

A map depicting the boundaries of the District is found in Section 3 of this Plan. A map depicting the proposed uses of the District is found in Section 8 of this plan. The City intends that TIF will be used to assure that a combination of private commercial and residential development occurs within the District consistent with the City's development objectives. This will be accomplished by installing public improvements and making necessary related expenditures to induce and promote development within the District. The goal is to increase the tax base and to provide for and preserve employment opportunities within the City. The project costs included in the Plan relate directly to promoting mixed-use development in the District consistent with the purpose for which the District is created.

Based upon the findings, as stated within this Plan, the District is declared to be a mixed-use District based on the identification and classification of the property included within the district.





**Ball Park Commons TIF Map** 



City of Franklin



City of Franklin September 13, 2016

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City of F	ranklin, Wiscon	sin																
, Tax Incremer																		
Base Property	Information																	
Daserroperty	mormation					Assessment I	nformation			Fr	ualized Value				Dis	trict Classificat	ion	
				Annexed		Assessment	mornation			<u> </u>					DIS	chet classificat		
				Post Part of														
				1/1/04? Existing TID										Industrial			Newly	
				IndicateIndicate TID					Equalized					(Zoned and	Commercial/	Existing	Platted	Suitable for
Parcel Number	Street Address	Owner	Acreage	date	Land	Imp	РР	Total	Value Ratio	Land	Imp	РР	Total	Suitable)	Business	Residential	Residential	Mixed Use
744 8980 001	7900 W CRYSTAL RIDGE DR	MILWAUKEE COUNTY	80.41		0	. 0		0	92.74%	0	0	0	0					0.00
744 8985 001	0 W RAWSON AVE	MILWAUKEE COUNTY	7.14		0	0		0	92.74%	0	0	0	0		7.14			7.14
744 8985 002	0 W RAWSON AVE	MILWAUKEE COUNTY	10.76		0	0		0	92.74%	0	0	0	0		10.76			10.76
755 9995 002	8200 W OLD LOOMIS RD	FF&E LLC	4.50		99,800	114,100		213,900	92.74%	107,610	123,029	0	230,638				4.50	) 4.50
755 9995 001	8240 W OLD LOOMIS RD	STANZER, FRANK JR & S	3.02		93,600	98,800		192,400	92.74%	100,924	106,531	0	207,456				3.02	2 3.02
708 8999 000		MILWAUKEE COUNTY	6.16		0	0		0	92.74%	0	0	0	0		6.16			6.16
745 0029 000		MILWAUKEE COUNTY,	0.90		0	0		0	92.74%	0	0	0	0		0.90			0.90
744 8989 000	0 W OLD LOOMIS RD	MILWAUKEE COUNTY	0.43		0	0		0	92.74%	0	0	0	0		0.43			0.43
755 9996 000	8316 W OLD LOOMIS RD	SAVAGE, BRADLEY	1.61		84,500	117,700		202,200	92.74%	91,112	126,910	0	218,023				1.61	l 1.61
754 9988 001	0 W RAWSON AVE	ZIM-MAR PROPERTIES L	11.37		2,200	0		2,200	92.74%	2,372	0	0	2,372				11.37	7 11.37
754 9988 002	8490 W OLD LOOMIS RD	ZIM-MAR PROPERTIES L	13.42		85,300	418,700		504,000	92.74%	91,975	451,464	0	543,439				13.42	2 13.42
745 8999 004	0 W RAWSON AVE	MILWAUKEE COUNTY,	0.28		0	0		0	92.74%	0	0	0	0		0.28			0.28
708 8996 000		MILWAUKEE COUNTY	14.63		0	0		0	92.74%	0	0	0	0		14.63			14.63
745 8998 000	0 W RAWSON AVE	MILWAUKEE COUNTY,	5.00		0	0		0	92.74%	0	0	0	0		5.00			5.00
744 8988 000	0 W OLD LOOMIS RD	MILWAUKEE COUNTY	0.83		0	0		0	92.74%	0	0	0	0		0.83			0.83
			0.00					0	92.74%	0	0	0	0		0.00			0.00
743 8985 000	6776 S 76TH ST	KAISHIAN PETER J	0.45		63,700	66,100		129,800	92.74%	68,685	71,272	0	139,957		0.45			0.45
743 8986 000	0 S 76TH ST	KAISHIAN PETER J	0.46		49,300	0		49,300	92.74%	53,158	0	0	53,158		0.46			0.46
743 8987 000	7520 W LOOMIS RD	KAISHIAN PETER J	1.17		81,600	9,100		90,700	92.74%	87,985	9,812	0	97,797		1.17			1.17
743 8984 000	7438 W OLD LOOMIS RD	TRETOW, VERNIN A (L/I	0.72		68,800	100,200		169,000	92.74%	74,184	108,041	0	182,225		0.72			0.72
743 8982 000	7432 W OLD LOOMIS RD	TRETOW, VERNIN A (L/I	1.19		81,800	0		81,800	92.74%	88,201	0	0	88,201		1.19			1.19
743 8983 000	7450 W OLD LOOMIS RD	TRETOW INVESTMENTS	0.19		33,900	97,400		131,300	92.74%	36,553	105,022	0	141,575		0.19			0.19
743 8981 000	7412 W OLD LOOMIS RD	CATALANELLO, MICHAE	0.84		69,600	46,300		115,900	92.74%	75,046	49,923	0	124,969		0.84			0.84
708 8998 000	6669 S 76TH ST	STEVE'S #14 LLC	0.96		72,100	76,000		148,100	92.74%	77,742	81,947	0	159,689		0.96			0.96
708 8997 000	6669 S 76TH ST	STEVE'S #14 LLC	1.24		18,500	0		18,500	92.74%	19,948	0	0	19,948		1.24			1.24
No Tax Key Yet		WISDOT						0	92.74%	0	0	0	0					0.00
							799,300	799,300	92.74%	0	0	861,847	861,847					0.00
								0	92.74%	0	0	0	0					0.00
		Total Acreage	167.68		904,700	1,144,400	799,300	2,848,400		975,495	1,233,952	861,847		0	53.35	0		
											Estimated	d Base Value	3,071,294	0.00%	31.82%	0.00%	20.23%	52.05%

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 taxable property in the proposed District, plus the value increment of all existing tax incremental districts, does not exceed 12% of the total equalized value of taxable property within the City.

The equalized value of the increment of existing tax incremental districts within the City, plus the base value of the proposed District, totals \$130,175,494. This value is less than the maximum of \$437,902,308 in equalized value that is permitted for the City of Franklin. The City is therefore in compliance with the statutory equalized valuation test and may proceed with creation of this District.

	Tax Increment District #	‡5		
Valu	ation Test Compliance Ca	lculation		
District Creation Date	9/6/2016			
	Valuation Data Currently Available 2015	Dollar Charge	Percent Change	Valuation Data Est. Creation Date
Total EV (TID In)	3,649,185,900			3,649,185,900
12% Test	437,902,308			437,902,308
Increment of Existing TIDs				
TID #3	72,829,900			72,829,900
TID #4	54,274,300			54,274,300
				0
				0
				0
Total Existing Increment	127,104,200			127,104,200
Projected Base of New or Amended District	3,071,294			3,071,294
Total Value Subject to 12% Test	130,175,494			130,175,494
Compliance	PASS			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 expects to implement in conjunction with this District. Any costs necessary or convenient to the creation of the District or 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

In order to promote and facilitate development 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 used to reduce the total project costs of 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.

#### Property Acquisition for Conservancy

In order to promote the objectives of this Plan, the City intends to acquire property within the District that it will designate for conservancy. These conservancy objectives include: preserving historic resources or sensitive natural features; protection of scenic and historic views; maintaining habitat for wildlife; maintaining adequate open space; reduction of erosion and sedimentation by preserving existing vegetation; and providing adequate areas for management of stormwater. The cost of property acquired for conservancy, and any costs associated with the transaction, are eligible Project Costs.

#### Acquisition of Rights-of-Way

The City may need to acquire property to allow for installation of streets, driveways, sidewalks, the extension of the Oakleaf Trail system, 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

Land owned by Milwaukee County north of Rawson Avenue is a former landfill that has undergone extensive environmental testing and monitoring. The County-owned land is considered a "closed" landfill by the Wisconsin Department of Natural Resources. There have been no known environmental studies performed on other parcels within the proposed District. If, however, it becomes necessary to evaluate any land or improvement within the District, any cost incurred by the City related to environmental audits, testing, ongoing monitoring of water and air quality and remediations are eligible Project Costs.

#### Demolition

In order to make sites suitable for development, 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.

#### Relocation and improvement to Landfill Gas System

Land within the proposed District is a former landfill site and contains a landfill gas system. In order to make the site suitable for development, the City may incur costs related to the relocation and improvements to the methane gas system. Expenses incurred by the City for these costs are eligible Project Costs.

#### Utilities

#### Sanitary Sewer System Improvements

There are inadequate sanitary sewer facilities serving areas of the District. To allow development to occur, the City may need to 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; 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. Implementation of the Project Plan may also require that the City construct, alter, rebuild or expand sanitary sewer infrastructure located outside of the District. That portion of the costs of sanitary sewer system projects undertaken outside the District which are necessitated by the implementation of the Project Plan are eligible Project Costs. The improvements to the wastewater treatment facilities, although not within the  $\frac{1}{2}$  mile radius, is an eligible project cost under Section 66.1105(2)(f)1 k.

#### Water System Improvements

There are inadequate water distribution facilities serving areas of the District. To allow development to occur, the City may need to 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; 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. Implementation of the Project Plan may also require that the City construct, alter, rebuild or expand water system infrastructure located outside of the District. That portion of the costs of water system projects undertaken outside the District which are necessitated by the implementation of the Project Plan are eligible Project Costs.

#### Stormwater Management System Improvements

Development within the District will cause stormwater runoff and pollution. To manage this stormwater runoff, the City may need to 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; 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. Implementation of the Project Plan may also require that the City construct, alter, rebuild or expand stormwater management system projects undertaken outside the District. That portion of the costs of stormwater management system projects undertaken outside the District which are necessitated by the implementation of the Project Plan are eligible Project Costs.

#### Electric Service

In order to create sites suitable for development, 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, 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.

#### Methane Landfill Gas system

In order to create sites suitable for development, the City may incur costs to relocate or upgrade the methane gas system. Costs incurred by te City to undertake this work are eligible Project Costs.

#### Communications Infrastructure

In order to create sites suitable for development, 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 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, 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 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 Type Activities

#### Contribution to Community Development

As provided for in Wisconsin Statues Sections 66.1105(2)(f)1.h and 66.1333(13), the City may provide funds to its CDA 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 for this purpose are 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.

#### Projects Outside the Tax Increment District

Pursuant to Wisconsin Statutes Section 66.1105(2)(f)1.n, the City may undertake projects within territory located within one-half mile of the boundary of the District provided that: 1) the project area is located within the City's corporate boundaries and 2) the projects are approved by the Joint Review Board. The cost of projects completed outside the District pursuant to this section are eligible project costs, and may include any project cost that would otherwise be eligible if undertaken within the District. The City intends to make the following project cost expenditures outside the District: Street improvements, streetscaping, trails landfill gas control systems.

#### **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, including water and air quality monitoring; 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.

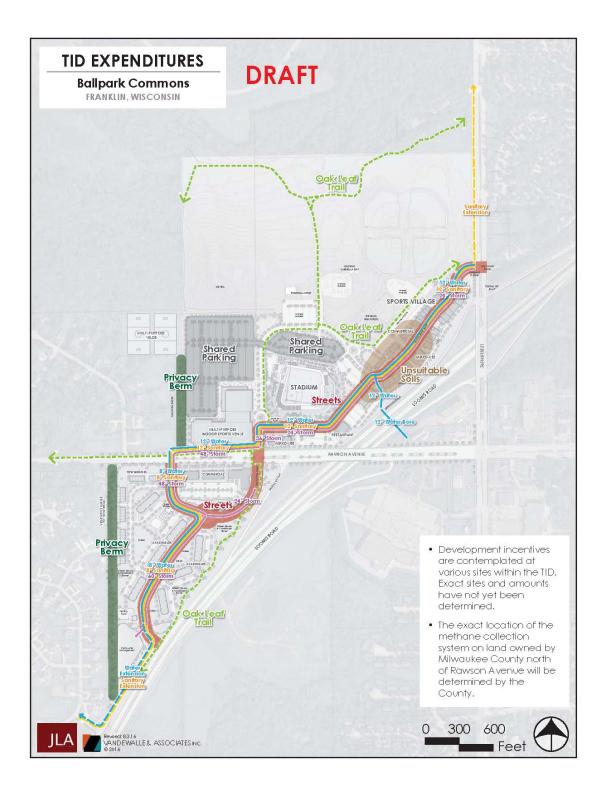
With all projects the costs of engineering, design, survey, inspection, materials, construction, restoring property to its original condition, apparatus necessary for public works, legal and other consultant fees, testing, environmental studies, permits, updating City ordinances and plans, judgments 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 TIF 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.

## 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. Project Costs will be diminished by any income, special assessments or other revenues, including user fees or charges. To the extent the costs benefit the municipality 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.

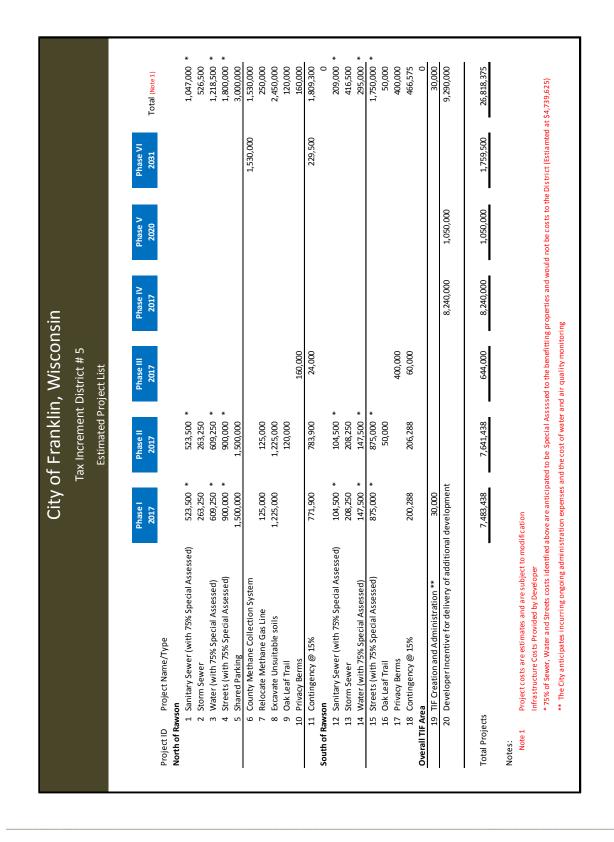




### SECTION 9: Detailed List of Project Costs

All costs are based on 2016 prices and are preliminary estimates. The City reserves the right to increase these costs to reflect inflationary increases and other uncontrollable circumstances between 2016 and the time of construction. However, for increases in excess of 25% over the cost of inflation of total project costs, 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. 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.

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 amending the Plan.



### Proposed TIF Project Cost Estimates

## 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 proposed District is economically feasible insofar as:

- The City has available to it the means to secure the necessary financing required to accomplish the projects contained within this Plan. A listing of "Available Financing Methods" follows.
- The City expects to complete the projects in one or multiple phases, and can adjust the timing of implementation as needed to coincide with the pace of private development. 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 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 expected to occur, 2) a projection of tax increments to be collected resulting from that development and other economic growth within the District, and 3) a 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 the date of this plan, the City has a G.O. debt limit of \$182,459,295, of which \$146,547,019 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 a Community Development Authority (CDA). 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 the its various 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 area. A reasonable and orderly sequence is outlined on the following page. However, public debt and expenditures should be made at the pace private development occurs to assure increment is sufficient to cover expenses.

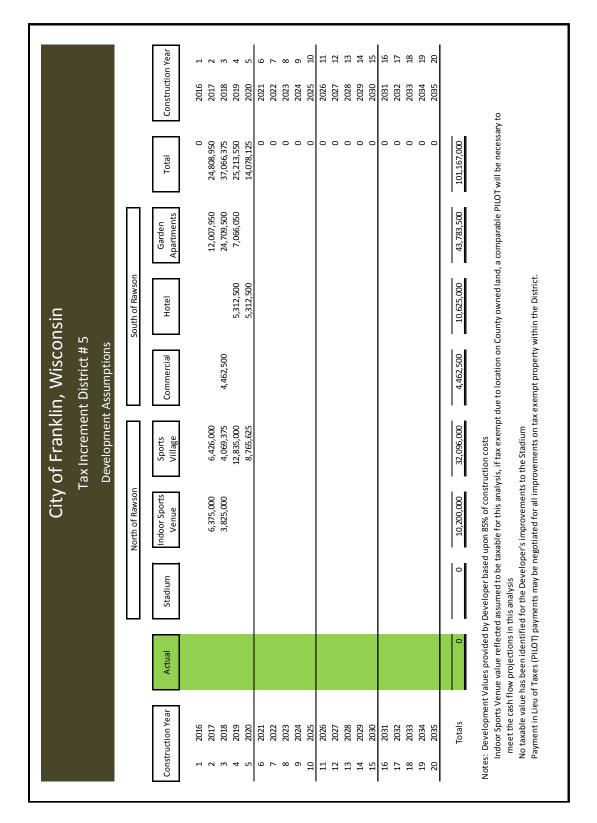
It is anticipated developer agreements between the City and property owners will be in place prior to major public expenditures. These agreements can provide for development guarantees or a payment in lieu of development. To further assure contract enforcement, these agreements might include levying of special assessments against benefited properties.

The order in which public improvements 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.

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, including interfund advances.

	Tax In	crement Distri	ct # 5		
	Esti	mated Financing P	lan		
		Municipal	Municipal		
		Revenue	Revenue		
		Obligation	Obligation	TIF Revenue	
	G.O. Bond 2017	(MRO) 2017	(MRO) 2020	Note 2031	Totals
			LOEO		- rotais
Projects					
Phase I	5,113,625				5,113,625
Phase II	5,271,625				5,271,625
Phase III	644,000				644,000
Phase IV		8,240,000			8,240,000
Phase V			1,050,000	4 750 500	1,050,000
Phase VI				1,759,500	
Fotal Project Funds	11,029,250	8,240,000	1,050,000	1,759,500	20,319,250
Estimated Finance Related Expenses					
Municipal Advisor	32,900				
Bond Counsel	17,500				
Disclosure Counsel (if engaged)	10,500				
Rating Agency Fee	18,000				
Paying Agent	675				
Underwriter Discount 12	.50 145,313 0.	00 0.0	0 0.0	0 0	
Debt Service Reserve					
Capitalized Interest	381,694				
Capitalized Carrying Costs		1,018,427			
Total Financing Required	11,635,831	9,258,427	1,050,000	1,759,500	
Estimated Interest 0.	25% (13,787) 0.0	0% 0 0.0	0% 0 0.00	0% 0	
Assumed spend down (months)	6	6	6	6	
Rounding	2,955	0	0	0	
Net Issue Size	11,625,000	9,258,427	1,050,000	1,759,500	23,692,927



### **Development Assumptions**

				Tax Inc	rement Pro	jection V	/orksheet			
		Type of District	N.A.				Base Value	2 071 204		
		t Creation Date	Mixe Septemb			Annr	eciation Factor	3,071,294 0.00%	Apply to Base	Value
		Valuation Date	Jan 1,	2016		дри	Base Tax Rate	\$23.76	Apply to base	Value
		Aax Life (Years)		0		Rate Adi	ustment Factor	-1.00%		
Expen		od/Termination	15	9/6/2031						
		iods/Final Year	20	2037						
	Extension E	ligibility/Years	Yes	3		Tax Exemp	t Discount Rate			
	Re	cipient District	N	0		Taxable	e Discount Rate	1.50%		
									Tax Exempt	
С	onstruction		Valuation	Inflation	Total	Revenue		Tax	NPV	Taxable NP
	Year	Value Added	Year	Increment	Increment	Year	Tax Rate	Increment	Calculation	Calculation
	2016	-	2017	-	~	2010	622.52		-	
1 2	2016 2017	0 24,808,950	2017 2018	0	24 808 050	2018 2019	\$23.53 \$23.29	0 577 709	0	560,84
2	2017 2018	24,808,950 37,066,375	2018 2019	0	24,808,950 61,875,325	2019	\$23.29 \$23.06	577,798 1,426,660	577,798 2,004,458	560,84 1,925,18
5 4	2018	25,213,550	2019	0	87,088,875	2020	\$23.06	1,987,929	3,992,387	3,798,18
5	2015	14,078,125	2020	0	101,167,000	2021	\$22.60	2,286,189	6,278,576	5,920,35
6	2020	0	2021	0	101,167,000	2023	\$22.37	2,263,327	8,541,903	7,990,26
7	2022	0	2023	0	101,167,000	2024	\$22.15	2,240,694	10,782,597	10,009,19
8	2023	0	2024	0	101,167,000	2025	\$21.93	2,218,287	13,000,884	11,978,39
9	2024	0	2025	0	101,167,000	2026	\$21.71	2,196,104	15,196,989	13,899,08
10	2025	0	2026	0	101,167,000	2027	\$21.49	2,174,143	17,371,132	15,772,47
11	2026	0	2027	0	101,167,000	2028	\$21.28	2,152,402	19,523,534	17,599,72
12	2027	0	2028	0	101,167,000	2029	\$21.06	2,130,878	21,654,412	19,381,96
13	2028	0	2029	0	101,167,000	2030	\$20.85	2,109,569	23,763,981	21,120,30
14	2029	0	2030	0	101,167,000	2031	\$20.64	2,088,473	25,852,454	22,815,82
15 16	2030 2031	0	2031 2032	0	101,167,000	2032	\$20.44 \$20.23	2,067,589 2,046,913	27,920,043 29,966,955	24,469,59
10	2031	0	2032	0	101,167,000	2033	\$20.23	2,046,913	31,993,399	20,082,02
18	2032	0	2033	0	101,167,000	2034	\$19.83	2,026,179	33,999,578	29,190,47
19	2034	0	2035	0	101,167,000	2036	\$19.63	1,986,117	35,985,695	30,687,22
20	2035	0	2036	0	101,167,000	2037	\$19.44	1,966,256	37,951,952	32,147,11
		101,167,000		0		Future	Volue of Increment	nt 37,951,952		
-	otals			0		Future	Value of Incremen	IL 37.951.952		

### Cash Flow

### City of Franklin, Wisconsin

#### Tax Increment District # 5

#### Cash Flow Projection

		Pro	ojected Revenu	es		Expenditures								Balances			
							G.O. Bond		Municipal		Admin. (Including						
Year		Interest					11,625,000		Revenue		Water & Air						
	Тах	Earnings/	Capitalized		Total	Dated Date:	03/	01/17	Obligation	<b>TIF Revenue</b>	Quality	Total			Principal		
	Increments	(Cost)	Interest	PILOT *	Revenues	Principal	Est. Rate	Interest	(MRO)	Note	Monitoring)	Expenditures	Annual	Cumulative	Outstanding	Year	
		0.25%															
2016					0							0	0	0		2016	
2017			381,694		381,694			127,231				127,231	254,463	254,463	20,119,607	2017	
2018	0	636			636		1.40%	254,463				254,463	(253,826)	636	20,628,820	2018	
2019	577,798	2			577,800		1.45%	254,463	254,607		35,000	544,069	33,730	34,367	20,883,427	2019	
2020	1,426,660	86			1,426,746	500,000	1.55%	250,588	656,463		35,000	1,442,051	(15,305)	19,061	21,283,427	2020	
2021	1,987,929	48			1,987,976	625,000	1.70%	241,400	1,041,338		35,000	1,942,738	45,238	64,299	20,108,427	2021	
2022	2,286,189	161			2,286,350	775,000	1.80%	229,113	1,235,401		35,000	2,274,513	11,837	76,136	18,558,427	2022	
2023	2,263,327	190			2,263,518	825,000	1.85%	214,506	1,173,963		35,000	2,248,470	15,048	91,184	16,983,427	2023	
2024	2,240,694	228			2,240,922	900,000	1.95%	198,100	1,113,901		30,000	2,242,001	(1,079)	90,105	15,358,427	2024	
2025	2,218,287	225			2,218,512	1,000,000	2.05%	179,075	1,006,588		30,000	2,215,663	2,849	92,954	13,708,427	2025	
2026	2,196,104	232			2,196,337	1,050,000	2.15%	157,538	952,026		30,000	2,189,563	6,773	99,727	12,033,427	2026	
2027	2,174,143	249			2,174,393	1,100,000	2.25%	133,875	918,288		30,000	2,182,163	(7,771)	91,956	10,313,427	2027	
2028	2,152,402	230			2,152,632	1,150,000	2.35%	107,988	797,301		30,000	2,085,288	67,343	159,299	8,638,427	2028	
2029	2,130,878	398			2,131,276	1,175,000	2.45%	80,081	759,338		30,000	2,044,420	86,856	246,156	6,953,427	2029	
2030	2,109,569	615			2,110,184	1,225,000	2.55%	50,069	727,063		30,000	2,032,132	78,052	324,208	5,228,427	2030	
2031	2,088,473	811			2,089,284	1,300,000	2.65%	17,225	605,063		30,000	1,952,288	136,995	461,203	3,528,427	2031	
2032	2,067,589	1,153			2,068,742		2.75%	0	1,895,938	400,000	30,000	2,325,938	(257,197)	204,006	1,778,427	2032	
2033	2,046,913	510			2,047,423		2.85%	0	1,827,334	400,000	20,000	2,247,334	(199,911)	4,095	(0)	2033	
2034	2,026,444	10			2,026,454		2.95%	0	0	959,500	20,000	979,500	1,046,954	1,051,049	(0)	2034	
2035	2,006,179	2,628			2,008,807		3.00%	0				0	2,008,807	3,059,856	(0)	2035	
2036	1,986,117	7,650			1,993,767		3.05%	0				0	1,993,767	5,053,623	(0)	2036	
2037	1,966,256	12,634			1,978,890	0	3.10%	0				0	1,978,890	7,032,513	(0)	2037	
Total	37,951,952	28,696	381,694	0	38,362,341	11,625,000		2,495,713	14,964,616	1,759,500	485,000	31,329,828				Total	
Notes:	* Payment in L	ieu of Taxes (F	PILOT) payment	s may be nego	tiated for all i	improvements	located on	tax exempt p	roperty locate	d within the Di	strict.			Projected TI	OClosure		
	Interest estimation	ates basesd up	oon June, 2016 A	a1 sale plus .6	50%												
	MRO includes	carrying costs															
	TIF Revenue N	ote for County	Methane Colle	ection System													
1																	

There are no lands proposed for inclusion within the District that were annexed by the City on or after January 1, 2004.

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

Pursuant to Wisconsin Statutes Sections 66.1105(5)(b) and 66.1105(6)(am)1, the City estimates that approximately 10-15% of the territory within the District will be devoted to retail business at the end of the District's maximum expenditure period.

### SECTION 13: Proposed Zoning Ordinance Changes

The City anticipates that a portion of the District will be rezoned prior to development.

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

It is expected that this Plan will be complementary to the City's Master Plan. The City does not anticipate changes to the Master Plan, map, building codes or other City ordinances for the implementation of this Plan.

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 of the City of Franklin

The District contributes to the orderly development of the City by providing the opportunity for continued growth in tax base, job opportunities and general economic activity.

### 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 City expects to special assessment approximately 75% of the Streets, sewer and water costs necessary to prepare the area for Development. This is estimated to be approximately \$4.7 million and would be non-project costs in the implementation of this Project Plan.

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

WESOLOWSKI, REIDENBACH & SAJDAK, S.C. Attorneys at Law 11402 West Church Street Franklin, Wisconsin 53132

JESSE A. WESOLOWSKI FREDERICK E. REIDENBACH 1919-2002 BRIAN C. SAJDAK CHRISTOPHER R. SMITH TELEPHONE (414) 529-8900 FACSIMILE (414) 529-2121

JANE C. KASSIS, LEGAL SECRETARY

August 21, 2016

Mayor Stephen R. Olson City of Franklin 9229 West Loomis Road Franklin, Wisconsin 53132

re: Tax Incremental District No. 5, City of Franklin, Wisconsin

Dear Mayor Olson:

I have reviewed the Project Plan for Tax Incremental District No. 5, City of Franklin, Wisconsin. It is my opinion that the Project Plan is complete and in compliance with Wis. Stat. § 66.1105. The Project Plan, additionally, was informed by the Tax Increment District #5 Feasibility Analysis prepared by Ehlers & Associates, Inc. and by the Market Feasibility Study prepared by Melaniphy & Associates, Inc. This opinion is provided as required pursuant to Wis. Stat. § 66.1105(4)(f).

Cordially.

Jesse A. Wesolowski City Attorney City of Franklin

## 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 ta	axes that own	ers of taxab	le property ir	n each taxing j	urisdiction	overlaying
		distr	ict would pa	ay by jurisdict	ion.		
	Statement of T	axes Data Year:		2015			
					Percentage		
	County			18,083,210	21.13%		
	Special District			6,145,125	7.18%		
	Municipality			23,529,350	27.49%		
	School District			33,404,871	39.03%		
	School District				0.00%		
	Technical Colle	ege		4,428,322	5.17%		
	Total			85,590,878			
					Technical		
Revenue Year	County	Special District	Municipality	School District	College	Total	Revenue Year
2018	0	0	0	0	0	0	2018
2019	122,074	41,484	158,840	225,506	29,894	577,798	2019
2020	301,417	102,429	392,196	556,804	73,813	1,426,660	2020
2021	420,000	142,726	546,491	775,860	102,852	1,987,929	2021
2022	483,015	164,140	628,485	892,266	118,283	2,286,189	2022
2023	478,184	162,499	622,200	883,344	117,101	2,263,327	2023
2024	473,403	160,874	615,978	874,510	115,930	2,240,694	2024
2025	468,669	159,265	609,818	865,765	114,770	2,218,287	2025
2026	463,982	157,673	603,720	857,107	113,623	2,196,104	2026
2027	459,342	156,096	597,683	848,536	112,486	2,174,143	2027
2028	454,749	154,535	591,706	840,051	111,362	2,152,402	2028
2029	450,201	152,990	585,789	831,651	110,248	2,130,878	2029
2030	445,699	151,460	579,931	823,334	109,145	2,109,569	2030
2031	441,242	149,945	574,132	815,101	108,054	2,088,473	2031
2032	436,830	148,446	568,390	806,950	106,973	2,067,589	2032
2033	432,461	146,961	562,706	798,880	105,904	2,046,913	2033
2034	428,137	145,492	557,079	790,891	104,845	2,026,444	2034
2035	423,855	144,037	551,508	782,982	103,796	2,006,179	2035
2036	419,617	142,596	545,993	775,153	102,758	1,986,117	2036
2037	415,421	141,170	540,533	767,401	101,731	1,966,256	2037
	8,018,297	2,724,817	10,433,177	14,812,093	1,963,568	37,951,952	

Notes:

The projection shown above is provided to meet the requirments of Wisconsin Statute 66.1105(4)(i)4.