

This page intentionally blank

Preliminary Draft
For Discussion Purposes Only

STATISTICAL SECTION

Preliminary Draft
For Discussion Purposes Only

This page intentionally blank

Preliminary Draft
For Discussion Purposes Only

Statistical Section

This part of the City of Franklin's Comprehensive Annual Financial Report presents detailed information as a context for understanding what the information in the basic financial statements, note disclosures and required supplementary information says about the City's overall financial health.

Financial Trends

Table 1

These tables contain trend information to help the reader understand how the City's financial performance and well being have changed over time.

Revenue Capacity

Table 5

These tables contain trend information to help the reader assess the City's most significant local revenue source, the property tax.

Debt Capacity

Table 11

These tables present information to help the reader assess the affordability of the City's current level of outstanding debt and the City's ability to issue additional debt in the future.

Demographic and Economic Information

Table 14

These tables offer demographic and economic indicators to help the reader understand the environment within which the City's financial activities take place.

Operating Information

Table 17

These tables contain service and infrastructure data to help the reader understand how the information in the City's financial report relates to the services the City provides and the activities it performs.

Sources: Unless otherwise noted, the information in these tables is derived from the Comprehensive Annual Financial Report for the relevant year. The City implemented GASB Statement 34 in 2003; schedules presenting government-wide information include information beginning in that year.

Table 1

CITY OF FRANKLIN, WISCONSIN
 Net Position by Component
 Last Ten Years
 (accrual basis of accounting)

	2017	2016	2015	2014	2013	2012 (2)	2011	2010	2009	2008
Governmental activities										
Net Investment in capital assets	\$ 115,417,617	\$ 110,638,152	\$ 107,184,603	\$ 106,031,877	\$ 104,721,982	\$ 104,097,426	\$ 94,637,222	\$ 88,776,271	\$ 84,178,261	\$ 71,753,307
Restricted										
Debt service	552,375	658,091	482,773	580,605	722,710	535,337	4,076,267	3,050,470	2,263,238	8,550,662
Utility improvements	2,169,298	2,103,487	1,999,759	1,918,450	1,523,989	1,623,959	1,985,774	1,723,133	1,643,220	1,353,540
Development	4,166,500	4,058,562	3,851,653	4,170,339	5,052,168	4,614,731	3,895,040	3,620,826	3,051,562	3,083,708
Library	581,080	495,660	524,137	598,752	582,292	541,825	492,473	488,302	442,509	414,428
Donations and other	3,426,760	3,301,860	602,281	560,306	507,955	541,755	300,582	311,101	279,730	286,114
Unrestricted (deficit)	11,303,345	14,522,376	16,401,941	8,848,660	4,889,704	1,487,025	2,562,464	2,311,078	(2,085,981)	(791,175)
Total governmental activities net position	\$ 137,616,975	\$ 135,778,188	\$ 131,047,147	\$ 122,708,989	\$ 118,000,800	\$ 113,442,058	\$ 107,969,822	\$ 100,281,181	\$ 89,772,539	\$ 84,650,584
Business-type activities										
Net Investment in capital assets	\$ 86,584,588	\$ 88,115,672	\$ 88,861,706	\$ 88,567,257	\$ 89,095,184	\$ 88,898,082	\$ 89,550,594	\$ 90,202,124	\$ 90,828,559	\$ 90,842,486
Restricted										
Sewer equipment replacement	178,590	394,227	356,106	313,558	277,230	334,508	293,844	261,852	227,388	231,384
Long term receivable - RCI	20,014,692	21,200,228								
Unrestricted	4,179,263	3,450,718	2,853,728	4,015,630	3,017,842	2,518,834	3,171,123	2,763,610	2,875,722	2,309,236
Total business-type activities net position	\$ 110,957,113	\$ 113,160,845	\$ 92,071,540	\$ 92,896,445	\$ 92,390,256	\$ 92,251,424	\$ 93,015,561	\$ 93,227,586	\$ 93,931,659	\$ 93,383,106
Total										
Net Investment in capital assets	\$ 201,846,895	\$ 198,334,454	\$ 196,046,309	\$ 194,599,134	\$ 193,817,166	\$ 193,495,508	\$ 184,187,816	\$ 178,978,395	\$ 175,006,820	\$ 162,595,793
Restricted										
Debt service	552,375	658,091	482,773	580,605	722,710	535,337	4,076,267	3,050,470	2,263,238	8,550,662
Utility improvements	2,169,298	2,103,487	1,999,759	1,918,450	1,523,989	1,623,959	1,985,774	1,723,133	1,643,220	1,353,540
Development	4,166,500	4,058,562	3,851,653	4,170,339	5,052,168	4,614,731	3,895,040	3,620,826	3,051,562	3,083,708
TIF Districts	581,080	495,660	524,137	598,752	582,292	541,825	492,473	488,302	442,509	414,428
Donations and grants	3,426,760	3,301,860	602,281	560,306	507,955	541,755	300,582	311,101	279,730	286,114
Sewer replacement	178,590	394,227	356,106	313,558	277,230	334,508	293,844	261,852	227,388	231,384
Intergovernmental Cooperation	20,014,692	21,200,228								
Unrestricted	15,637,898	18,392,464	19,255,669	12,864,290	7,907,546	4,005,859	5,753,587	5,074,688	789,741	1,518,061
Total net position	\$ 248,574,088	\$ 248,939,033	\$ 223,118,687	\$ 215,605,434	\$ 210,391,056	\$ 205,693,482	\$ 200,985,383	\$ 193,508,767	\$ 183,704,208	\$ 178,033,690

Notes:

- (1) Ryan Creek Interceptor Sewer brought on Sewer Fund Balance Sheet in 2016
 (2) 2012 and prior years have been reclassified to be consistent with the current year presentation
 (3) Amounts do not crossfoot related to Business-type assets financed by Government debt - see footnotes

CITY OF FRANKLIN, WISCONSIN
Changes in Net Position, Last Ten Years
 (accrual basis of accounting)

Table 2

	2017	2016	2015	2014	2013	2012	Fiscal Year 2011	2010	2009	2008
Expenses	***		***							
Governmental activities:										
General government	\$ 3,310,893	\$ 3,202,942	\$ 2,990,355	\$ 2,919,940	\$ 2,915,267	\$ 2,794,497	\$ 2,749,207	\$ 2,897,491	\$ 2,948,713	\$ 3,028,903
Public safety	18,839,063	18,398,830	16,959,091	16,194,631	16,484,847	17,228,769	16,622,386	16,003,896	15,526,031	15,598,642
Public works	7,478,288	8,432,828	8,304,583	7,231,238	8,550,808	6,182,036	6,596,316	6,208,391	6,034,720	6,900,408
Health and human services	889,434	794,502	726,000	673,332	698,088	730,499	649,556	698,944	708,084	663,262
Culture and recreation	2,202,090	1,872,691	1,969,297	1,865,832	1,838,700	1,870,573	1,880,350	1,919,689	1,753,139	1,803,155
Conservation and development	586,622	547,060	576,421	459,884	422,065	412,066	957,877	529,833	600,099	718,032
Interest on long term debt	165,254	313,301	405,022	582,211	802,562	1,272,721	1,553,257	1,920,023	2,253,215	2,654,969
Total governmental activities expenses	<u>\$ 33,471,644</u>	<u>\$ 33,562,154</u>	<u>\$ 31,930,769</u>	<u>\$ 29,927,068</u>	<u>\$ 29,712,367</u>	<u>\$ 30,491,161</u>	<u>\$ 31,019,049</u>	<u>\$ 30,178,269</u>	<u>\$ 29,824,001</u>	<u>\$ 31,367,371</u>
Business-type activities										
Water	5,429,943	5,632,322	5,766,088	5,077,744	5,051,835	5,064,149	4,251,187	4,076,409	4,216,453	3,928,578
Sewer	5,724,633	5,758,112	4,148,420	4,180,946	4,133,632	3,640,106	3,373,459	3,376,505	3,226,261	3,069,523
Total business-type activities expenses	<u>11,154,576</u>	<u>11,390,434</u>	<u>9,914,508</u>	<u>9,258,690</u>	<u>9,185,467</u>	<u>8,704,255</u>	<u>7,624,646</u>	<u>7,452,914</u>	<u>7,442,714</u>	<u>6,998,101</u>
Total expenses	<u>\$ 44,626,220</u>	<u>\$ 44,952,588</u>	<u>\$ 41,845,277</u>	<u>\$ 39,185,758</u>	<u>\$ 38,897,834</u>	<u>\$ 39,195,416</u>	<u>\$ 38,643,695</u>	<u>\$ 37,631,183</u>	<u>\$ 37,266,715</u>	<u>\$ 38,365,472</u>
Program Revenue										
Governmental activities:										
Charges for services:										
General government	\$ 150,998	\$ 138,723	\$ 150,787	\$ 213,328	\$ 251,573	\$ 163,947	\$ 217,360	\$ 270,412	\$ 305,232	\$ 210,433
Public safety	2,371,577	2,325,154	2,362,176	2,268,334	2,459,946	2,226,209	2,173,060	2,154,618	2,068,413	2,287,580
Public works	2,699,691	2,828,139	2,719,868	2,639,717	2,388,273	2,417,109	1,490,348	1,230,437	660,670	739,948
Health and human services	181,625	184,304	164,574	115,650	118,702	126,516	105,686	64,385	69,855	86,439
Culture and recreation	204,845	176,065	146,594	116,008	113,217	45,982	181,414	311,757	146,256	143,797
Conservation and development	152,247	122,264	152,588	51,917	63,366	73,530	78,687	64,168	67,051	305,299
Operating grants and contributions	1,829,490	1,882,406	1,809,520	1,901,262	1,838,950	2,144,164	2,136,106	1,921,805	2,080,213	2,285,275
Capital grants and contributions	3,143,577	3,677,886	1,144,757	1,437,524	1,659,859	1,240,439	1,334,285	2,570,564	1,190,090	1,735,333
Total governmental activities program revenue	<u>10,734,050</u>	<u>11,334,941</u>	<u>8,650,984</u>	<u>8,744,740</u>	<u>8,893,886</u>	<u>8,437,906</u>	<u>7,716,926</u>	<u>8,578,146</u>	<u>6,587,780</u>	<u>7,774,104</u>
Business-type activities										
Charges for services:										
Water	6,057,085	6,054,573	5,609,928	5,421,719	5,403,994	5,361,646	4,539,066	4,395,269	4,454,495	4,218,653
Sewer	3,313,854	3,328,550	3,340,382	3,266,897	3,243,737	3,142,062	3,124,786	3,062,486	2,994,024	2,706,583
Capital grants and contributions	-	349,952	566,251	238,557	-	-	-	210,668	337,667	734,367
Total business-type activities program revenue	<u>9,370,939</u>	<u>9,733,075</u>	<u>9,516,561</u>	<u>8,927,173</u>	<u>8,647,731</u>	<u>8,503,708</u>	<u>7,663,852</u>	<u>7,668,423</u>	<u>7,786,186</u>	<u>7,659,603</u>
Total program revenue	<u>\$ 20,104,989</u>	<u>\$ 21,068,016</u>	<u>\$ 18,167,545</u>	<u>\$ 17,671,913</u>	<u>\$ 17,541,617</u>	<u>\$ 16,941,614</u>	<u>\$ 15,380,778</u>	<u>\$ 16,246,569</u>	<u>\$ 14,373,966</u>	<u>\$ 15,433,707</u>

** Reinstated - In 2012 the Solid Waste Fee began

*** Implemented GASB 68

**** Implemented GASB 75

continued

Table 2
(continued)

CITY OF FRANKLIN, WISCONSIN
Changes in Net Position, Last Ten Years
(accrual basis of accounting)

	2017	2016	2015	2014	2013	2012	2011	2010	2009	2008
	(4)	(3)	(2)			(1)				
Net (Expense)/Revenue										
Governmental activities	\$ (22,737,594)	\$ (22,227,213)	\$ (23,279,785)	\$ (21,182,328)	\$ (20,818,481)	\$ (22,053,255)	\$ (23,302,123)	\$ (21,600,123)	\$ (23,236,221)	\$ (23,593,267)
Business-type activities	(1,783,637)	(1,657,359)	(397,947)	(331,517)	(537,736)	(200,547)	39,206	216,509	343,472	661,502
Total net expense	\$ (24,521,231)	\$ (23,884,572)	\$ (23,677,732)	\$ (21,513,845)	\$ (21,356,217)	\$ (22,253,802)	\$ (23,262,917)	\$ (21,384,614)	\$ (22,892,749)	\$ (22,931,765)
General Revenue and other Changes in Net Position										
Governmental activities:										
Property taxes levied for general purposes	\$ 19,209,536	\$ 19,057,468	\$ 19,022,087	\$ 18,905,872	\$ 18,884,009	\$ 18,695,907	\$ 19,058,282	\$ 18,523,570	\$ 18,237,375	\$ 17,534,150
Property taxes levied for debt service	1,300,000	1,500,000	1,600,000	1,600,000	1,650,000	1,750,000	1,900,000	1,900,000	1,900,000	2,000,000
Property taxes levied for TIF Districts	2,415,640	3,111,557	2,690,637	2,526,925	2,410,131	2,560,324	5,645,805	7,457,955	4,829,216	4,685,811
Other taxes	1,020,027	863,735	785,195	726,774	723,985	708,832	673,736	699,431	666,767	472,575
Intergovernmental revenue										
not restricted to specific programs	1,404,222	1,350,257	1,804,045	1,519,848	1,620,331	1,690,209	2,292,529	1,485,982	1,380,418	1,320,286
Investment earnings	406,902	315,376	411,650	695,541	87,278	784,932	973,349	907,723	1,401,560	1,862,689
Miscellaneous revenue	27,612	54,447	48,685	43,170	66,191	394,032	40,091	58,885	43,566	14,451
Gain on sale of capital assets	99,668	106,934	13,106	16,888	2,024	32,129	58,871	64,070	-	-
Transfers	989,602	391,099	1,044,459	(144,601)	(66,726)	1,009,126	348,101	1,011,149	(100,726)	424,212
Total governmental activities	26,873,209	26,750,873	27,419,864	25,890,517	25,377,223	27,526,491	30,990,764	32,108,765	28,358,176	28,314,173
Business-type activities:										
Investment earnings	529,004	437,909	583,128	842,227	569,444	318,669	32,320	41,393	46,738	67,617
Miscellaneous revenue	85,943	136,762	79,601	50,878	40,398	126,867	64,550	50,164	57,627	267,819
Transfers	(989,602)	(391,099)	(1,044,459)	144,801	66,726	(1,009,126)	(348,101)	(1,011,149)	100,726	(424,212)
Total business-type activities	(374,655)	183,572	(377,730)	837,706	676,568	(563,590)	(251,231)	(919,592)	205,091	(88,776)
Total General Revenue and other Changes in Net Position	\$ 26,498,554	\$ 26,934,465	\$ 27,042,134	\$ 26,728,223	\$ 26,053,791	\$ 26,961,901	\$ 30,739,533	\$ 31,189,173	\$ 28,563,267	\$ 28,225,397
Change in Net Position										
Governmental activities	\$ 4,135,615	\$ 4,523,660	\$ 4,140,079	\$ 4,708,189	\$ 4,558,742	\$ 5,472,236	\$ 7,688,641	\$ 10,508,642	\$ 5,121,955	\$ 4,720,906
Governmental activities - prior period adjustment	(2,296,828)	-	(4,168,079)	-	-	-	-	-	-	-
Business-type activities	(2,156,292)	(1,473,767)	(775,677)	506,189	138,832	(764,137)	(212,025)	(704,083)	548,563	572,726
Business-type activities - prior period adjustment	(45,440)	22,451,460	(49,228)	-	-	-	-	-	-	-
Total	\$ (364,945)	\$ 25,501,353	\$ 7,513,253	\$ 5,214,378	\$ 4,697,574	\$ 4,708,099	\$ 7,476,616	\$ 9,804,559	\$ 5,670,518	\$ 5,293,632

- (1) Restated - in 2012 the Solid Waste Fee began
(2) Implemented GASB 68
(3) Restated for Ryan Creek Interceptor Sewer
(4) Implemented GASB 75

Table 3

CITY OF FRANKLIN, WISCONSIN
Fund Balances, Governmental Funds
Last Ten Years
(modified accrual basis of accounting)

	Fiscal Year									
	2017	2016	2015	2014	2013	2012	2011	2010	2009	2008
General Fund										
Nonspendable:										
Inventories and prepaid items	\$ 15,848	\$ 46,342	\$ 41,188	\$ 78,455	\$ 45,866	\$ 62,936	\$ 55,820	\$ 75,673	\$ 24,927	\$ 25,109
Advances to other funds	230,700	2,248,616	2,198,616	2,198,616	505,040	-	-	-	-	-
Assigned - Purchase Orders	150,565	61,626	147,121	207,270	-	-	-	-	-	-
Unassigned	6,190,398	5,334,100	6,662,986	6,148,771	7,230,661	6,439,199	6,065,053	5,400,912	5,079,711	5,519,932
Total general fund	6,587,511	7,690,684	9,049,909	8,633,112	7,781,567	6,502,135	6,120,873	5,476,585	5,104,638	5,545,041
All other governmental funds:										
Nonspendable:										
Prepays	650	1,274	730	900	2,475	21,800	10,313	10,181	15,707	-
Restricted:										
Debt service	735,022	651,298	507,283	546,238	6,801,945	7,423,733	7,876,755	8,393,278	8,845,900	12,091,680
Utility improvements	1,413,378	1,224,190	907,003	672,431	443,438	543,408	640,787	356,798	147,317	12,640
Development	4,166,500	4,058,562	3,851,653	4,170,339	5,052,166	4,614,731	7,633,040	6,408,826	5,869,562	9,383,708
TIF Districts	2,405,999	2,583,687	996,460	347,978	-	-	552,904	1,804,838	536,476	184,257
Donations	150,136	177,333	133,678	122,550	102,326	105,238	299,982	311,101	279,730	286,114
Health services	199,428	161,571	160,003	175,220	165,846	179,239	-	-	-	-
Library services	580,430	494,386	523,237	596,277	579,817	520,775	492,473	488,302	442,509	414,428
Solid waste	393,677	330,883	260,944	216,385	188,307	100,546	-	-	-	-
Recreational services	65,727	48,386	47,656	46,151	51,476	52,244	72,857	179,224	165,348	132,206
Tourism Commission	211,793	-	-	-	-	-	-	-	-	-
Assigned:										
Capital projects	6,746,614	5,684,525	4,906,594	4,699,459	2,791,111	2,724,764	2,372,072	2,710,245	1,378,971	3,640,970
Unassigned	(218,450)	(70,316)	(150,927)	(2,196,383)	(5,180,799)	(5,965,890)	(3,663,211)	(4,009,430)	(5,904,216)	(5,891,813)
Total all other government funds	16,650,904	15,345,779	12,144,314	9,397,545	10,998,110	10,320,588	16,287,972	16,653,363	11,777,304	20,254,170
Total fund balances	\$ 23,438,415	\$ 23,036,463	\$ 21,194,223	\$ 18,030,657	\$ 18,779,677	\$ 16,822,723	\$ 22,408,845	\$ 22,129,948	\$ 16,881,942	\$ 25,799,211

Notes:

* 2012 and prior years have been reclassified to be consistent with the current year presentation

Table 4

CITY OF FRANKLIN, WISCONSIN
Changes in Fund Balances, Governmental Funds
Last Ten Years
(modified accrual basis of accounting)

	Fiscal Year									
	2017	2016	2015	2014	2013	2012	2011	2010	2009	2008
Revenue						**				
Taxes	\$23,815,159	\$24,532,761	\$24,097,919	\$23,759,571	\$23,668,125	\$23,715,083	\$27,277,823	\$28,580,956	\$25,633,358	\$24,692,536
Intergovernmental revenue	3,128,989	3,158,596	3,490,037	3,408,075	3,438,041	3,757,618	4,390,850	3,704,159	3,299,648	3,536,635
Licenses and permits	799,762	692,524	706,977	808,302	912,357	755,027	702,674	729,432	609,278	723,225
Fines, forfeitures and penalties	485,407	498,653	484,957	421,976	411,795	457,499	453,106	422,506	385,427	362,928
Public charges for services	4,139,471	4,042,515	4,065,334	3,799,898	3,791,279	3,612,576	2,589,786	2,211,119	1,600,313	1,908,473
Special assessments	531,729	904,147	642,256	1,057,088	1,483,350	1,236,114	1,305,578	1,119,230	817,736	1,114,498
Intergovernmental charges for services	172,796	194,806	192,188	136,372	162,306	103,615	245,000	237,319	291,584	206,156
Investment earnings	396,563	284,180	426,018	739,930	223,806	681,976	938,226	878,978	1,276,600	1,797,738
Miscellaneous revenue	295,899	481,943	419,464	411,301	288,465	674,305	365,129	597,611	635,424	723,724
Total revenue	33,765,755	34,790,125	34,525,150	34,542,513	34,379,526	34,973,793	38,238,172	38,481,310	34,549,368	35,065,913
Expenditures										
Current										
General government	3,001,970	2,989,747	2,783,745	2,786,740	2,710,650	2,631,419	2,596,581	2,694,374	2,780,444	2,825,835
Public safety	16,896,452	15,613,354	16,006,187	15,890,139	15,465,617	18,429,496	16,000,393	15,206,317	15,043,628	15,236,640
Public works	5,465,245	5,302,766	4,587,108	5,140,650	4,855,870	4,848,568	4,817,644	4,521,991	4,504,611	4,632,957
Health and human services	858,441	766,249	716,189	666,475	668,711	719,447	681,984	629,499	701,821	666,364
Culture, recreation and education	1,639,626	1,710,037	1,606,027	1,575,381	1,514,668	1,539,040	1,575,825	1,565,093	1,427,945	1,490,936
Conservation and development	560,072	523,268	568,364	481,181	416,765	409,996	964,610	524,705	603,961	729,274
Capital outlay	4,745,936	4,689,147	2,097,046	3,967,446	3,172,706	2,915,159	3,343,196	1,953,999	6,061,625	7,627,455
Debt service										
Principal	3,030,000	1,950,000	615,000	10,265,000	3,790,000	10,825,000	7,395,000	5,275,000	10,915,000	6,000,000
Interest	218,888	375,697	460,072	731,288	1,033,519	1,334,958	1,618,615	1,939,762	2,350,882	2,543,194
Debt issuance costs	40,442	53,789	-	73,091	-	-	-	-	-	65,650
Total expenditures	36,257,072	34,164,054	32,439,718	41,057,391	33,626,506	41,653,083	38,993,848	34,310,740	44,389,917	41,818,305
Excess of revenue over (under) expenditures	(2,491,317)	636,071	2,085,432	(6,514,878)	751,020	(6,679,290)	(755,676)	4,170,570	(9,840,549)	(6,752,392)
Other financing sources (uses)										
Debt issued	1,630,000	-	-	5,320,000	-	-	-	-	-	10,000,000
Refunding debt issued	-	5,770,000	-	-	-	-	-	-	-	-
Premium on debt issued	51,071	154,202	-	232,827	-	-	-	-	-	83,583
Principal payment on current refunding	-	(5,895,000)	-	-	-	-	-	-	-	-
Sale of capital assets	179,355	126,585	33,675	39,894	75,559	32,129	58,871	64,070	-	-
Transfers in	1,231,589	2,859,364	2,408,253	2,125,007	2,769,157	2,398,454	2,415,916	1,889,654	2,229,036	5,786,181
Transfers out	(198,746)	(1,808,982)	(1,363,794)	(1,951,870)	(1,638,782)	(1,337,416)	(1,440,214)	(376,288)	(1,305,756)	(4,929,161)
Net change in fund balances	\$ 401,952	\$ 1,842,240	\$ 3,163,566	\$ (749,020)	\$ 1,956,954	\$ (5,586,123)	\$ 278,897	\$ 5,248,006	\$ (8,917,269)	\$ 4,188,211
Debt service as a percentage of non capital expenditures *	10.1%	7.5%	3.7%	29.3%	15.1%	30.9%	24.6%	22.2%	33.4%	23.8%

** Restated - In 2012, the Solid Waste Fee began

Table 5

CITY OF FRANKLIN, WISCONSIN
Assessed Value and Estimated Actual Value of Taxable Property
Last Ten Years

Value As of 1/1	Real property		Personal property		Total Assessed Value	Total Direct Tax Rate	Total Estimated Actual Value	Ratio of Assessed to Estimated Value
	Assessed Value	Estimated Actual Value	Assessed Value	Estimated Actual Value				
2017 #	\$ 3,780,102,600	\$ 3,815,928,100	\$ 74,663,600	\$ 72,998,100	\$ 3,854,766,200	\$ 5.61	\$ 3,888,926,200	99.12%
2016 #	3,623,999,925	3,658,026,300	80,479,000	70,976,800	3,704,478,925	5.69	3,729,003,100	99.07%
2015	3,320,368,500	3,558,087,200	76,174,600	91,098,700	3,396,543,100	6.22	3,649,185,900	92.74%
2014	3,279,586,200	3,498,464,700	85,006,600	91,229,400	3,364,592,800	6.28	3,589,694,100	93.73%
2013 #	3,265,704,200	3,314,653,800	94,023,900	99,622,800	3,359,728,100	6.29	3,414,276,600	98.40%
2012	3,557,806,088	3,436,681,800	95,404,700	87,424,100	3,653,210,788	5.78	3,524,105,900	103.66%
2011 *	3,555,065,388	3,587,535,800	90,644,700	88,843,900	3,645,710,088	5.79	3,676,379,700	99.17%
2010	3,550,822,488	3,573,233,300	93,921,500	97,275,400	3,644,743,988	6.22	3,670,508,700	99.30%
2009	3,671,323,540	3,820,400,500	90,861,600	92,242,100	3,762,185,140	5.93	3,912,642,600	96.15%
2008	3,621,224,940	3,821,063,800	75,804,600	77,323,500	3,697,029,540	5.78	3,898,387,300	94.83%

* Reassessment year

Revaluation year

Assessed Valuation by School District - 2017

	Franklin School District	Oak Creek/ Franklin School District	Whitnall School District	Total Assessed Value
Total	\$ 2,904,150,200	\$ 722,693,900	\$ 227,922,100	\$ 3,854,766,200

Note: Assessed values are determined by the City and the Wisconsin Department of Revenue. Estimated actual values were obtained from the Wisconsin Department of Revenue and include Wisconsin Section 70.57 adjustments. Taxes collected are used in the following year's City operations.

Table 5A

CITY OF FRANKLIN, WISCONSIN
Estimated Actual Values and TID Values
Last Ten Years

Value As of 1/1	Total Estimated Actual Value	Value of TID's				Pct of Total	Total TID's	Net of TID's Estimated Actual Value	Equalized Tax Rate
		TID 2	TID 3	TID 4	TID 5				
2017 #	\$ 3,888,926,200		\$ 62,049,100	\$ 47,593,400	\$ 1,211,500	2.85%	\$ 110,854,000	\$ 3,778,072,200	
2016 #	3,729,003,100		55,256,200	44,691,300		2.68%	99,947,500	3,629,055,600	5.65
2015	3,649,185,900		72,829,900	54,274,300		3.48%	127,104,200	3,522,081,700	5.82
2014	3,589,694,100		72,785,000	43,675,900		3.24%	116,460,900	3,473,233,200	5.90
2013 #	3,414,276,600		64,305,700	39,050,100		3.03%	103,355,800	3,310,920,800	6.19
2012	3,524,105,900		63,917,800	33,693,500		2.77%	97,611,300	3,426,494,600	5.99
2011 *	3,676,379,700		72,652,600	40,050,300		3.07%	112,702,900	3,563,676,800	5.74
2010	3,670,508,700	178,745,000	61,434,700	36,501,900		7.54%	276,681,600	3,393,827,100	6.18
2009	3,912,642,600	167,279,300	105,902,300	58,527,200		8.48%	331,708,800	3,580,933,800	5.70
2008	3,898,387,300	139,260,500	74,882,500	10,805,900		5.77%	224,948,900	3,673,438,400	5.48

Table 6

CITY OF FRANKLIN, WISCONSIN
Estimated Actual Property Value and Construction Data
Last Ten Years

Fiscal Year	(1) Estimate Actual Property value					(2) Residential Construction		(2) Nonresidential Construction	
	Residential	% of Total	Commercial and Manufacturing	Agricultural, Swamp and Other	Total	# of Units	Value	# of Permits	Value
2017	\$ 2,870,690,200	75.2%	\$ 920,578,100	\$ 24,659,800	3,815,928,100	18	\$ 8,991,610	13	\$ 28,861,659
2016	2,726,337,800	74.5%	907,823,500	23,865,000	3,658,026,300	34	13,912,735	3	7,350,000
2015	2,628,835,800	73.9%	905,420,400	23,831,000	3,558,087,200	34	13,454,139	44	16,589,580
2014	2,580,859,500	73.8%	894,256,900	23,348,300	3,498,464,700	44	14,780,900	68	19,734,951
2013	2,418,991,400	73.0%	871,715,000	23,947,400	3,314,653,800	65	19,942,795	17	2,902,692
2012	2,498,514,100	72.7%	914,654,100	23,513,600	3,436,681,800	55	19,322,659	44	27,991,474
2011	2,619,125,600	73.0%	948,708,000	19,702,200	3,587,535,800	30	9,995,820	41	17,794,034
2010	2,637,514,100	73.8%	917,720,700	17,998,500	3,573,233,300	27	6,559,696	40	22,533,497
2009	2,774,343,200	72.6%	1,026,852,400	19,204,900	3,820,400,500	25	6,709,653	35	14,193,522
2008	2,862,287,800	74.9%	939,436,600	19,339,400	3,821,063,800	52	11,030,933	61	28,323,674

(1) Estimated actual values from the Wisconsin Department of Revenue

(2) Source: City's Building Inspection Department. - from Building Permits issued

Table 7

CITY OF FRANKLIN, WISCONSIN
Direct and Overlapping Property Tax Rates
Last Ten Years
(rate per \$1,000 of assessed value)

Budget Year	City of Franklin Direct Rates							Overlapping Rates									(**) Total Rate
	General	Library	Debt Service	Capital Outlay	Equipment Replacement	Street Improvement	Total	School Districts			Milwaukee Area Technical College		Milwaukee County	Milwaukee Metropolitan Sewerage District	State		
								Franklin	Oak Creek	Whitnall	School Credits	Technical College	Milwaukee County	Sewerage District			
2018 *	\$ 4.52	\$ 0.35	\$ 0.34	\$ 0.12	\$ 0.09	\$ 0.19	\$ 5.61	\$ 11.64	\$ 8.82	\$ 10.29	\$ (2.08)	\$ 1.27	\$ 5.10	\$ 1.74	\$ -	\$ 23.28	
2017 *	4.56	0.36	0.36	0.12	0.10	0.20	5.69	12.03	9.38	10.08	(1.97)	1.27	5.13	1.76	0.17	24.09	
2016	4.97	0.39	0.45	0.13	0.10	0.21	6.26	13.29	10.57	10.88	(2.14)	1.35	5.52	1.87	0.18	26.33	
2015	4.96	0.38	0.49	0.13	0.10	0.21	6.28	13.21	9.76	11.11	(1.88)	1.36	5.44	1.83	0.18	26.42	
2014 #	4.98	0.38	0.49	0.13	0.10	0.21	6.29	13.26	9.10	10.67	(1.86)	2.16	5.21	1.73	0.17	26.97	
2013	4.60	0.35	0.47	0.11	0.08	0.17	5.78	11.72	9.09	9.72	(1.69)	2.04	4.87	1.57	0.16	24.45	
2012	4.59	0.35	0.49	0.11	0.08	0.17	5.79	11.62	8.83	9.56	(1.70)	1.96	4.76	1.52	0.17	24.12	
2011 *	5.04	0.35	0.56	0.11	0.04	0.12	6.22	12.22	8.69	10.40	(1.72)	1.93	4.49	1.45	0.17	24.76	
2010	4.61	0.33	0.54	0.14	0.08	0.23	5.93	11.33	8.86	10.11	(1.67)	1.98	4.31	1.38	0.18	23.44	
2009	4.46	0.33	0.55	0.13	0.08	0.23	5.78	10.96	7.80	9.65	(1.68)	1.93	4.17	1.36	0.18	22.70	

Note: * Reassessment impact

Revaluation year

** The City has three tax rates dependant upon a property's sewer status and the school district the property is located. The total is shown for only the largest school district (Franklin). See Table 5 for assessed values by School and Sewerage District.

The Budget year is the year following the fiscal year in which the taxes are levied.

Source: City of Franklin budget documents

Table 8

CITY OF FRANKLIN, WISCONSIN
Principal Property Taxpayers
Current Year and Ten Years Ago

Taxpayer	Type of Business	2017		2008	
		Taxable Assessed Value	Percent of Total Taxable Assessed Valuation	Taxable Assessed Value	Percent of Total Taxable Assessed Valuation
Northwestern Mutual	Insurance Services	\$ 116,324,800	1	\$ 118,015,100	1
Wal-Mart	Retailer	25,220,600	2	18,970,100	6
Wheaton Health Care System	Medical facilities	25,124,400	3	34,999,300	2
VTLC Development	Packaging manufacturing	24,359,800	4	20,522,200	3
Whitnall Pointe Apartments	Apartments	22,021,500	5	20,334,300	4
Manchester Oaks	Apartments	19,820,700	6	19,345,600	5
Baptista's Bakery, Inc	Manufacturing	14,637,700	7		
Menard Inc	Retail - Home Improvement	13,406,300	8	15,066,800	7
Franklin Wyndham, LLC	Land held for Development	13,217,700	9		
All Glass Aquarium	Aquariums and fluorescent lights	12,557,300	10	14,453,500	9
Harley Davidson	Motorcycle manufacturing			14,469,300	8
Waste Management	Landfill and refuse collection			13,086,400	10
		<u>\$ 286,690,800</u>		<u>\$ 289,262,600</u>	
			7.44%		7.82%

Source: City of Franklin Assessor's Office

Table 9

CITY OF FRANKLIN, WISCONSIN
Property Tax Levies and Collections
Last Ten Years

Fiscal Year	City Tax levy			Total collections	% of levy collected	Outstanding combined delinquent PP taxes
	Tax increment financing	Local	Total			
2017	\$ 2,267,466	\$ 20,509,000	22,776,466	\$ 22,772,580	99.98%	\$ 3,886
2016	3,020,350	20,509,000	23,529,350	23,567,148	100.16%	2,603
2015	2,690,637	20,509,000	23,199,637	23,212,140	100.05%	57,995
2014	2,526,924	20,509,000	23,035,924	23,016,525	99.92%	52,069
2013	2,363,758	20,509,000	22,872,758	22,851,675	99.91%	52,481
2012	2,560,324	20,467,000	23,027,324	22,981,469	99.80%	75,184
2011	6,737,305	20,965,000	27,702,305	27,695,587	99.98%	53,589
2010	7,457,956	20,426,000	27,883,956	27,851,459	99.88%	39,718
2009	4,829,216	20,142,000	24,971,216	24,966,369	99.98%	36,945
2008	4,685,811	19,555,000	24,240,811	24,219,148	99.91%	45,243

Source: City of Franklin

Notes: Collections in subsequent years are not shown because Milwaukee County annually purchases all of the City's outstanding delinquent real estate taxes. Payment for the real estate taxes are received by the City every August pursuant to the County's settlement procedures. Outstanding delinquent taxes represent personal property taxes which the City attempts further collection until March of the following year. At that time the balances are charged back to each of the taxing jurisdictions in proportion to the amounts levied. Subsequent collections are insignificant and refunded to all taxing jurisdictions in relation to the amounts originally levied.

Total collections may be greater than or less than the total levy in any year due to changes in outstanding delinquent taxes, collection of prior year omitted taxes and Wisconsin Section 70.43 corrections.

Table 10

CITY OF FRANKLIN, WISCONSIN
Property Tax Levies by Tax Jurisdiction
Last Ten Years

Levy Year	State of Wisconsin	Milwaukee County	School Districts			MATC	MMSD	City of Franklin			Total
			Franklin	Whitnall	Oak Creek-Franklin			Local	Tax Increment	Special Charges	
2017	\$ -	\$ 19,090,000	\$ 33,783,303	\$ 2,346,376	\$ 5,425,692	\$ 4,750,585	\$ 6,519,552	\$ 21,027,849	\$ 2,471,104	\$ 1,672,640	\$ 97,087,101
2016	632,834	18,496,951	33,404,863	2,224,862	5,748,697	4,571,805	6,354,128	20,509,000	2,267,467	1,758,435	95,969,042
2015	619,289	18,083,210	33,404,871	2,223,327	5,928,300	4,428,322	6,145,125	20,509,000	3,020,350	1,727,974	96,089,767
2014	609,193	17,713,835	32,782,988	2,285,650	5,557,471	4,411,951	5,955,818	20,509,000	2,690,638	1,767,143	94,283,685
2013	579,423	16,986,670	32,784,606	2,174,991	5,254,726	7,043,487	5,638,269	20,509,000	2,526,924	1,796,214	95,294,310
2012	598,062	17,287,141	31,787,042	2,237,434	5,553,401	7,258,001	5,582,906	20,509,000	2,363,758	1,799,510	94,976,255
2011	623,904	16,812,497	31,435,718	2,208,503	5,268,377	6,934,559	5,188,686	20,467,000	2,560,324	1,900,389	93,400,157
2010	622,907	15,112,830	31,535,755	2,404,637	4,816,333	6,512,551	4,718,481	20,965,000	6,737,305	758,894	94,184,693
2009	664,000	14,854,113	30,632,223	2,424,105	4,403,920	6,842,077	4,574,057	20,426,000	7,457,956	818,455	93,096,906
2008	661,580	14,548,992	29,476,874	2,312,202	4,264,165	6,742,019	4,575,710	20,142,000	4,829,216	738,020	88,290,778

Source: State of Wisconsin Department of Revenue Statement of Taxes.

Note: Each taxing jurisdiction above submits to the City of Franklin their approved tax levy in November of the levy year for use in the following year. The City of Franklin totals the levy requests, produces tax bills for all taxable properties, collects amounts billed and remits collections to the tax jurisdictions in accordance with Wisconsin Statutes.

Table 11

CITY OF FRANKLIN, WISCONSIN
Ratios of Net General Bonded Debt Outstanding
Last Ten Years

Fiscal Year	General Bonded Debt					Total General Bonded Debt	Less Debt Service Fund Balances	Less Amounts due from Tax Incremental Financing Districts	Less Amounts due from Other Taxing Districts	Net General Bonded Debt	(1) Percent of Estimated Actual Property Value	(2) Percent of Personal Income	(2) Per Capita
	Governmental	Business-type	Sewer General Obligation Notes	Water General Obligation Bonds	(Discount) Premium								
	General Obligation Bonds	General Obligation Notes											
2017	\$4,560,000	\$4,285,000	\$20,014,693	\$1,125,000	\$ 207,197	\$30,191,890	\$ (735,022)	(\$985,000)	(\$20,014,693)	\$8,457,375	0.79%	n/a	838
2016	5,770,000	4,475,000	21,200,226	1,180,000	246,576	32,871,804	(651,296)	(2,660,000)	(21,200,226)	8,360,278	0.80%	2.44%	920
2015	7,095,000	5,225,000	22,357,276	1,235,000	191,221	36,103,497	(507,263)	(3,310,000)	(22,357,276)	9,928,938	1.01%	2.81%	1,013
2014	7,615,000	5,320,000	23,486,522	1,280,000	252,273	37,963,795	424,721	(3,330,000)	(23,486,522)	11,571,964	1.09%	3.03%	1,063
2013	8,185,000	9,695,900	24,565,423	-	21,367	42,466,810	1,461,385	(9,695,000)	(24,565,423)	9,697,772	1.28%	3.54%	1,186
2012	8,805,000	12,865,000	22,064,833	-	-	43,734,833	2,553,267	(12,865,000)	(22,064,833)	11,358,267	1.27%	3.59%	1,231
2011	9,525,000	22,970,000	-	-	-	32,495,000	(4,094,755)	(15,520,000)	-	12,860,245	0.91%	2.96%	915
2010	9,730,000	30,160,000	-	-	-	39,890,000	(3,021,278)	(21,860,000)	-	15,008,722	1.12%	3.67%	1,126
2009	9,880,000	35,285,000	-	-	-	45,165,000	(2,078,900)	(28,285,000)	-	16,801,100	1.18%	4.34%	1,340
2008	10,030,000	46,050,000	-	-	-	56,080,000	(8,339,240)	(29,400,000)	-	18,340,760	1.47%	5.08%	1,672

(1) Estimated Actual Property values are found in Table 6

(2) Population and personal income can be found in Table 14

Notes: Debt Service Fund balances represent amounts received that are restricted to future payments of outstanding debt.

Amounts due from tax incremental financing districts represent future receipt of non-repealable property tax levies restricted to the payment of debt service.

Amounts due from future development represent future impact fees collected under a 2002 ordinance from residents and restricted for the purpose of retiring debt on a portion of the police station, fire station, library and a eligible road project.

In 2017 the City issued \$1,630,000 of notes to finance the 2018 Capital Improvement plan excluding the City Hall roofing project.

In 2016 the City issued \$5,770,000. Proceeds were used to refinance existing general obligation bonds issued in 2007.

In 2014 the Water Utility issued \$1,290,000 of 20 Year bonds. Proceeds were used to finance the Water Building.

In 2014 the City issued \$5,320,000. Proceed were used to provide funding for TIF projects and Capital Improvement projects.

In 2012 the City issued \$27,562,754. Proceeds were used to provide funding for Ryan Creek Sewer extension with repayment scheduled to be completed in 2031.

In 2008 the City issued \$10,000,000. Proceeds were used to provide funding for TIF Districts with repayment scheduled to be completed in 2014.

Table 12

CITY OF FRANKLIN, WISCONSIN
Schedule of Direct and Overlapping Debt - Governmental Activities
December 31, 2017

Jurisdiction	Net general obligation bonded debt outstanding	Percentage applicable to City	Amount applicable to City	
Milwaukee County ¹	\$ 607,000,000	6.5007%	\$ 39,459,338	
Whitnall School District	115,000	14.2072%	16,338	
Oak Creek - Franklin School District	108,915,000	16.4821%	17,951,517	
Franklin School District ^{2,3}	69,155,000	100.0000%	69,155,000	
Milwaukee Area Technical College	105,455,000	5.1840%	5,466,807	
Milwaukee Metropolitan Sewerage District	880,192,821	6.6269%	58,329,568	2/9/2017
Total Overlapping Debt	1,770,832,821		190,378,568	
City of Franklin	<u>9,062,622</u>	100.0000%	<u>9,062,622</u>	
Total	\$ 1,779,895,443		\$ 199,441,190	

History	Milwaukee County	Franklin	School Districts Whitnall	Oak Creek/Franklin	MATC	MMSD	Overlapping Debt Total	City of Franklin	Total
2017	\$ 39,459,338	\$ 69,155,000	\$ -	\$ 17,951,517	\$ -	\$ 58,329,568	\$ 184,895,423	\$ -	\$ 184,895,423
2016	41,064,057	29,120,000	76,706	16,756,664	5,289,102	56,916,164	149,222,693	10,491,576	159,714,269
2015	41,616,636	31,360,000	31,330	17,132,063	7,686,624	61,464,077	159,290,730	12,511,221	171,801,951
2014	42,750,442	33,940,000	39,011	7,614,274	5,531,580	58,752,848	148,628,155	13,187,273	161,815,428
2013	43,757,820	36,275,000	46,013	7,680,950	5,659,039	59,969,813	153,388,635	17,901,387	171,290,022
2012	46,023,745	5,105,000	56,142	8,444,593	5,929,102	63,513,083	129,071,665	21,670,000	150,741,665
2011	49,686,048	6,885,000	1,175,097	8,483,031	5,266,621	58,187,207	129,683,004	32,495,000	162,178,004
2010	49,485,672	8,590,000	366,516	8,804,319	4,624,047	53,906,419	125,776,973	39,890,000	165,666,973
2009	48,685,158	9,860,000	398,980	9,860,000	2,930,822	49,520,701	121,255,661	45,165,000	166,420,661
2008	24,814,695	13,335,000	498,112	8,825,309	2,930,822	50,315,201	100,719,139	56,080,000	156,799,139

Source: Debt information supplied by each taxing jurisdiction and applicable percentages from the State Department of Revenue.

Note: Debt outstanding provided by each governmental unit and percentage determined by the Department of Revenue. Overlapping governments are those that coincide, at least in part, with the geographic boundaries of the City. This process recognizes that, when considering the City's ability to issue and repay long-term debt, the entire debt burden borne by the resident and businesses should be taken into account. However, this does not imply that every taxpayer is a resident, and therefore responsible for repaying the debt, of each overlapping district.

- 1 In 2009 Milwaukee County issued \$400,000,000 in pension obligation debt.
- 2 In 2013 Franklin Public Schools issued \$33,000,000 of Debt to renovate the high school.
- 3 In 2017 Franklin Public Schools issued \$41,390,000 to build a new middle school

Table 13

CITY OF FRANKLIN, WISCONSIN
Computation of Legal Debt Margin
Last Ten Years

Fiscal Year	(1) Equalized Valuation	5% of Equalized Value	Total Debt Applicable to Limit	Legal Debt Margin	Percent Used	City Policy**		
						2% of Equalized Value	Debt Margin	Percent Used
2017	\$ 3,888,926,200	\$ 194,446,310	\$ 29,984,693	\$ 164,461,617	15.42%	\$ 77,778,524	\$ 47,793,831	38.55%
2016	3,729,003,100	186,450,155	32,625,228	153,824,927	17.50%	74,580,062	41,954,834	43.75%
2015	3,649,185,900	182,459,295	35,912,276	146,547,019	19.68%	72,983,718	37,071,442	49.21%
2014	3,589,694,100	179,484,705	37,711,522	141,773,183	21.01%	71,793,882	34,082,360	52.53%
2013	3,414,276,600	170,713,830	42,445,423	128,268,407	24.86%	68,285,532	25,840,109	62.16%
2012	3,524,105,900	176,205,295	43,734,838	132,470,462	24.82%	70,482,118	26,747,285	62.05%
2011	3,676,379,700	183,818,985	32,495,000	151,323,985	17.68%	73,527,594	41,032,594	44.19%
2010	3,670,508,700	183,525,435	39,890,000	143,635,435	21.74%	73,410,174	33,520,174	54.34%
2009	3,912,642,600	195,632,130	45,165,000	150,467,130	23.09%	78,252,852	33,087,852	57.72%
2008	3,898,387,300	194,919,365	56,080,000	138,839,365	28.77%	77,967,746	21,887,746	71.93%

(1) From Table 5

Note: Under state statutes the City's outstanding general obligation debt may not exceed five percent of total equalized property value.

** The City Debt Policy limits debt to 40% of Legal Limit - adopted by Resolution 2008-6481

Table 14

CITY OF FRANKLIN, WISCONSIN
Demographic and Economic Statistics
Last Ten Years

Fiscal Year	(1) Population	(2) Personal Income	(2) Per capita adjusted gross income			(3) Unemployment rates		
			City of Franklin	Milwaukee County	State of Wisconsin	City of Franklin	Milwaukee County	State of Wisconsin
2017	36,046	N/A	N/A	N/A	N/A	3.2%	3.1%	3.2%
2016	35,741	\$1,346,060,081	\$ 37,662	\$ 23,939	\$ 29,145	3.4%	3.9%	4.1%
2015	35,655	1,286,727,609	36,088	23,939	29,145	4.0%	5.2%	4.3%
2014	35,702	1,252,194,890	35,074	22,507	27,671	4.2%	6.0%	5.2%
2013	35,810	1,199,623,750	33,500	22,411	26,963	4.8%	7.2%	6.3%
2012	35,520	1,218,584,060	34,307	21,433	26,271	5.6%	8.0%	6.9%
2011	35,504	1,098,257,160	30,933	20,681	24,942	5.4%	8.0%	7.0%
2010	35,451	1,085,585,506	30,622	20,486	24,218	6.2%	8.1%	7.8%
2009	33,700	1,039,533,497	30,847	20,195	23,211	7.2%	9.7%	9.1%
2008	33,550	1,103,807,365	32,900	21,233	24,329	4.5%	6.5%	6.5%

(1) Bureau of Census, State of Wisconsin

(2) Wisconsin Department of Revenue, Division of Research and Analysis

(3) US Bureau of Labor Statistics

N/A Not Available

Table 15

CITY OF FRANKLIN, WISCONSIN
Principal Employers
Current Year and Nine Years Ago

Taxpayer	Type of Business	2017			2008		
		Employees	Rank	Percent of Total City Employment	Employees	Rank	Percent of Total City Employment
Northwestern Mutual	Insurance/Investment Services	2,380	1	12.82%	1,100	1	6.13%
Krones, Incorporated	High speed labeling/filler machines	619	2	3.33%	390	5	2.17%
Baptista's Bakery	Commercial Bakery	565	3	3.04%			
Franklin Public Schools	K-12 Education	549	4	2.96%	580	2	3.23%
Milwaukee County							
County Corrections South	Government	471	5	2.54%	465	3	2.59%
Vesta Inc	Medical Device Contract Manufacturer	403	6				
Carlisle Interconnect Technologies	Wire harnesses	308	7	1.66%			
Senior Flexonics - GA Precision	Off-road engine components mfg.	299	8	1.61%	400	4	2.23%
Strauss Veal & Lamb Int'l Inc	Animal Processing	274	9	1.48%			
Wheaton Franciscan Healthcare	Medical & surgical hospital	273	10	1.47%			-
Waste Management	Landfill and refuse collection				340	6	1.89%
Conway Trucking	Trucking				300	7	
City of Franklin	Government	-		-	256	8	1.43%
Wal-Mart	Retailer				250	9	1.39%
Harley Davidson	Distribution Center				200	10	1.11%
		<u>6,141</u>		<u>33.08%</u>	<u>4,281</u>		<u>23.84%</u>

Source: Past Debt offering Official Statements and employer surveys

Table 16

CITY OF FRANKLIN, WISCONSIN
Full-time Equivalent City Government Employees by Function
Last Ten Years

Department	2017	2016	2015	2014	2013	2012	2011	2010	2009	2008
General government										
Common council	-	-	-	-	-	-	-	-	-	0.48
Municipal Court	2.50	2.50	2.50	2.50	2.50	2.50	2.00	2.00	2.00	2.00
Clerk	4.12	4.12	4.12	4.14	4.14	4.14	4.00	4.00	4.00	3.53
Information services	1.00	1.00	-	-	-	-	-	-	-	-
Administration	3.00	3.00	3.00	4.00	3.00	3.00	3.60	3.60	3.60	3.80
Finance	6.60	6.60	6.60	6.60	7.10	7.10	7.03	7.10	7.10	7.10
Assessor	-	-	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
Municipal buildings	4.03	4.03	4.03	2.78	3.74	3.74	3.92	4.74	4.74	4.83
Total general government	21.25	21.25	21.25	21.02	21.48	21.48	21.55	22.44	22.44	22.74
Public safety										
Police	76.75	76.75	76.75	75.75	75.75	76.75	77.25	77.25	77.25	77.25
Fire	46.50	46.50	46.50	46.50	46.50	46.45	46.48	46.45	46.45	46.45
Building inspection	8.30	8.00	8.00	7.00	7.00	7.00	8.00	8.00	8.00	10.00
Total public safety	131.55	131.25	131.25	129.25	129.25	130.20	131.73	131.70	131.70	133.70
Public works										
Engineering	8.25	8.25	8.25	8.25	8.25	8.25	8.25	8.80	8.80	9.80
Highway	22.00	22.00	22.00	22.48	22.00	22.00	22.00	22.00	22.00	22.00
Parks	2.00	2.00	2.00	2.00	2.00	2.00	2.00	2.00	2.00	2.27
Total public works	32.25	32.25	32.25	32.73	32.25	32.25	32.25	32.80	32.80	34.07
Public health	7.50	6.75	6.75	6.75	6.15	6.25	6.25	6.15	6.15	6.50
Planning	4.00	4.00	4.00	4.00	4.00	4.60	5.60	5.60	5.60	7.60
Economic Development	1.00	1.00	1.00	0.58	-	-	-	-	-	-
Total general fund	197.55	196.50	196.50	194.33	193.13	194.78	197.38	198.69	198.69	204.61
Public health - grant										
Library	16.68	16.94	16.94	17.19	17.70	16.82	17.12	17.11	17.11	17.20
Sewer & water	10.80	10.80	11.50	11.55	11.55	11.53	11.53	12.55	12.55	12.85
Total	225.03	224.24	224.94	223.07	222.38	223.13	226.03	228.35	228.35	234.66

Source: City of Franklin Budget Document

Table 17

CITY OF FRANKLIN, WISCONSIN
Operating Indicators by Function/Program
Last Ten Years

	2017	2016	2015	2014	2013	2012	2011	2010	2009	2008
Police										
Part 1 Major crimes	662	780	844	859	873	852	689	629	804	994
Arrests	1,350	1,265	1,312	1,290	1,117	1,799	1,554	1,606	1,235	1,467
Traffic & parking citations	8,692	6,866	7,859	8,163	7,431	9,449	11,093	9,125	7,793	6,880
Calls for service	29,578	30,899	30,259	30,040	28,093	29,542	28,847	37,273	28,267	27,107
Number of sworn officers	60	60	60	59	58	58	58	58	58	59
Fire										
Fire responses	650	641	689	621	679	594	540	574	496	704
EMS responses	3540	3405	2976	2,853	2754	2,688	2,605	2,546	2,515	2,790
Fire inspections	2650	2500	2509	2,480	2436	2,485	2,765	2,463	2,611	2,578
Number of full-time firefighters	45	45	45	45	45	45	45	45	46	46
Basic Life Support Transports	1080	966	1059	1,055	1162	1,137	1,099	1,141		
Paramedic Transports	1250	1185	1212	1,091	977	910	863	823		
Highway										
Miles of crack sealing	15	31	26	38	28	32	30	28	31	34
Trees pruned	1200	1326	1500	679	704	1,053	1,427	2,176	927	378
Vehicles maintained	171	170	168	167	167	167	165	165	165	165
Solid waste										
Non-recyclable refuse collected (tons)	8400	8179	8259	7,923	7972	8,205	8,353	8,320	7,762	8,519
Recyclables collected (tons)	2815	2766	2975	3,479	3114	2,737	2,813	2,693	2,676	2,825
Yard waste (tons)	320	340	332	221	322	335	274	295	375	214
Health										
Home visits	1100	767	951	1,180	1,276	1,435	1,213	1,383	1,616	1,280
Immunization clinic visits	1600	1334	2032	2,130	1,825	2,488	2,653	3,660	8,658	3,407
Sanitarian inspections	400	356	340	429	383	438	298	366	380	274
Animal control										
Animal control pickups	110	106	116	122	104	92	120	167	126	165
Library										
Circulation	404,600	439,962	474,658	465,656	477,991	502,989	514,163	519,580	519,054	490,843
Collection size	136,000	133,556	132,330	139,772	140,000	144,000	142,000	140,000	135,688	130,000
Internet use **	23,000	24,850	28,239	30,970	33,507	39,976	49,638	50,369	50,222	55,000
Sanitary sewer										
Number of customers	10,316	10,231	10,198	10,090	10,060	10,010	9,970	9,775	9,883	9,853
Feet of sewer cleaned	258,000	255,000	260,000	255,000	250,000	250,000	217,000	218,000	250,000	264,000
Water										
Number of customers -average	8,270	8,220	8,172	7,978	7,930	7,931	7,850	7,807	7,756	7,683
Average daily consumption	3	2,800,000	2,800,000	2,800,000	2,400,000	2,615,000	2,370,000	2,298,000	2,461,276	2,474,000
Peak daily consumption	4,001,000	4,788,000	4,888,200	4,969,000	6,770,000	6,770,000	5,604,000	4,212,000	4,803,000	5,681,000

Source: City Budget Document

** in 2013 Internet session length increased to 2 hours from one.

Table 18

CITY OF FRANKLIN, WISCONSIN
Capital Asset Statistics by Function/Program
Last Ten Years

	<u>2017</u>	<u>2016</u>	<u>2015</u>	<u>2014</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>	<u>2009</u>	<u>2008</u>
Area in square miles	34.5	34.5	34.5	34.5	34.5	34.5	34.5	34.5	34.5	34.5
Area in acres:										
Taxable acres (approximate)	14,432	14,967	14,984	15,038	14,889	14,804	15,474	15,550	15,549	15,550
Acres developed (approximate)	9,175	9,679	9,681	9,694	9,540	9,410	11,336	11,329	11,287	11,233
Acres in park and open space	5,257	5,288	5,303	5,167	4,928	4,854	3,873	3,873	3,873	3,873
Miles of road:										
State	16.85	16.85	16.85	16.85	16.85	16.85	16.85	16.85	16.85	16.85
County	19.49	21.24	23.24	23.74	23.74	23.74	23.74	23.74	23.74	23.74
Local	171.00	169.25	167.05	166.32	166.07	166.51	165.97	165.97	165.97	166.51
Fire protection and ambulance service:										
Number of manned fire stations	3	3	3	3	3	3	3	3	3	3
Police protection:										
Number of stations	1	1	1	1	1	1	1	1	1	1
Number of sub stations	1	1	1	1	1	1	1	1	1	1
Sewer and water service:										
Miles of sanitary sewer	195	194	193	191	185	185	185	185	185	182
Miles of watermain	171	170	169	168	167	167	167	166	166	164
Number of fire hydrants	2579	2565	2155	2,145	2,130	2,120	2,115	2,111	2,106	2,081
Recreation and culture:										
Number of trails	12	13	11	11	10	10	7	7	4	4
Number of city parks	13	12	12	12	12	12	12	12	12	12
Number of county parks	8	8	8	8	8	8	8	8	8	8
Number of libraries	1	1	1	1	1	1	1	1	1	1
Municipal buildings (square footage):										
City hall	47,206	47,206	47,206	47,206	47,206	47,206	47,206	47,206	47,206	47,206
Law enforcement building	68,300	68,300	68,300	68,300	68,300	68,300	68,300	68,300	68,300	68,300
Fire stations	37,750	37,750	37,750	37,750	37,750	37,750	37,750	37,750	32,392	26,480
Library	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000	40,000
Public works building	45,450	45,450	45,450	45,450	45,450	45,450	45,450	45,450	45,450	45,450
Sewer & water building	23,215	23,215	23,215	6,620	6,620	6,620	6,620	6,620	6,620	6,620

Source: City of Franklin records

Blank Page

APPROVAL <i>Slw</i>	REQUEST FOR COMMON COUNCIL	MEETING DATE 05/15/18
REPORTS & RECOMMENDATIONS	CONCEPT REVIEW FOR A PROPOSED MIXED USE DEVELOPMENT CONSISTING OF SINGLE- FAMILY RESIDENTIAL, MULTI-FAMILY RESIDENTIAL, COMMERCIAL, INDUSTRIAL, CONSERVANCY AND OPEN SPACE USES (APPROXIMATELY 164 ACRES GENERALLY LOCATED NORTH AND SOUTH OF W. LOOMIS ROAD, SOUTH OF W. RYAN ROAD, WEST OF S. 112TH STREET, EAST OF S. 124TH STREET AND NORTH OF W. OAKWOOD ROAD) (MILLS HOTEL WYOMING, LLC, APPLICANT)	<i>G.3.</i>

On April 17, 2018, Daniel Szczap of Bear Development, LLC filed a Concept Review Application with the Department of City Development for a proposed mixed use development consisting of ten parcels generally located to the north and south of W. Loomis Road, south of W. Ryan Road, west of S. 112th Street, east of S. 124th Street and north of W. Oakwood Road; containing approximately 164 acres. All properties are within Area G-2 of the Franklin First Economic Development Strategic Plan.

The properties south and southeast of W. Loomis Road are currently zoned R-2 Estate Single-Family Residence District and C-1 Conservancy District. The properties north of W. Loomis Road are zoned R-8 Multiple-Family Residence District, R-3 Suburban/Estate Single-Family Residence District and C-1 Conservancy District.

The surrounding zoning includes R-3 Suburban/Estate Single-Family Residence District, B-2 General Business District, R-1, Countryside/Estate Single-Family Residence District, A-2 Prime Agricultural District, R-8 Multiple-Family Residence District and C-1 Conservancy District. The applicant included a zoning map for review.

The 2025 Future Land Use Map designation of properties south and southeast of W. Loomis Road includes Business Park and Area of Natural Resource Features. Parcels north of W. Loomis Road include designations of Commercial, Residential, Residential – Multi-Family, Water, and Areas of Natural Resource Features.

The properties are currently vacant and mostly being utilized as agricultural lands. North of W. Loomis Road, the developer is proposing the following:

- 180 market rate multi-family apartments upon approximately 19 acres,
- 3 recently created single-family residential lots on approximately 4.76 acres, and
- a 4.75 acre commercial lot.

South/southeast of W. Loomis Road, the conceptual site plan includes:

- an approximately 30 acre commercial/industrial property;
- several 1.5 to 3 acre commercial/industrial lots;
- approximately 47 acres of protected natural resources, open space and wetland mitigation bank lands; and
- 76 single-family residential lots upon about 33 acres.

The applicant has begun discussions with the Wisconsin Department of Transportation regarding ingress/egress to and from W. Loomis Road. The site plan currently shows two

access points to W. Loomis Road. The single-family subdivision development will be accessible via S. 112th Street and includes two internal cul-de-sacs. Staff will also recommend a road that extends south along the 30 acre commercial property to provide access and connectivity to the properties to the south.

The properties contain several protected natural resource features, including but not limited to wetlands, wetland buffers, wetland setbacks and mature woodland.

The applicant will be requesting financial assistance from the City through a Tax Incremental Finance District (TID/TIF). The specific TID request will be discussed in more detail as the project moves forward. Staff anticipates presenting the details of the request to the Common Council following continued conversations with the applicant and a preliminary review by Ehlers.

Public sanitary sewer service is available from the Ryan Creek Interceptor Sewer located along S. 112th Street and along W. Ryan Road. Public water is located along W. Loomis Road approximately 2,100 feet north of the intersection of W. Loomis Road and S. Ryan Road.

Application Review Process

In addition to submitting for a Concept Review, the applicant has also filed a Rezoning, Certified Survey Map, and Comprehensive Master Plan Amendment Applications related to the proposed development. Those applications are anticipated to be heard at the June 7th Plan Commission meeting and June 19th Common Council meeting.

A related right-of-way vacation request is also currently under review and is scheduled for a public hearing before the Common Council at their June 19th meeting.

The CSM and Rezoning Applications will subdivide and rezone lands to individual zoning districts that accommodate the proposed land uses. As such, individual uses will require site plan or special use applications, dependent upon the proposed use and zoning district.

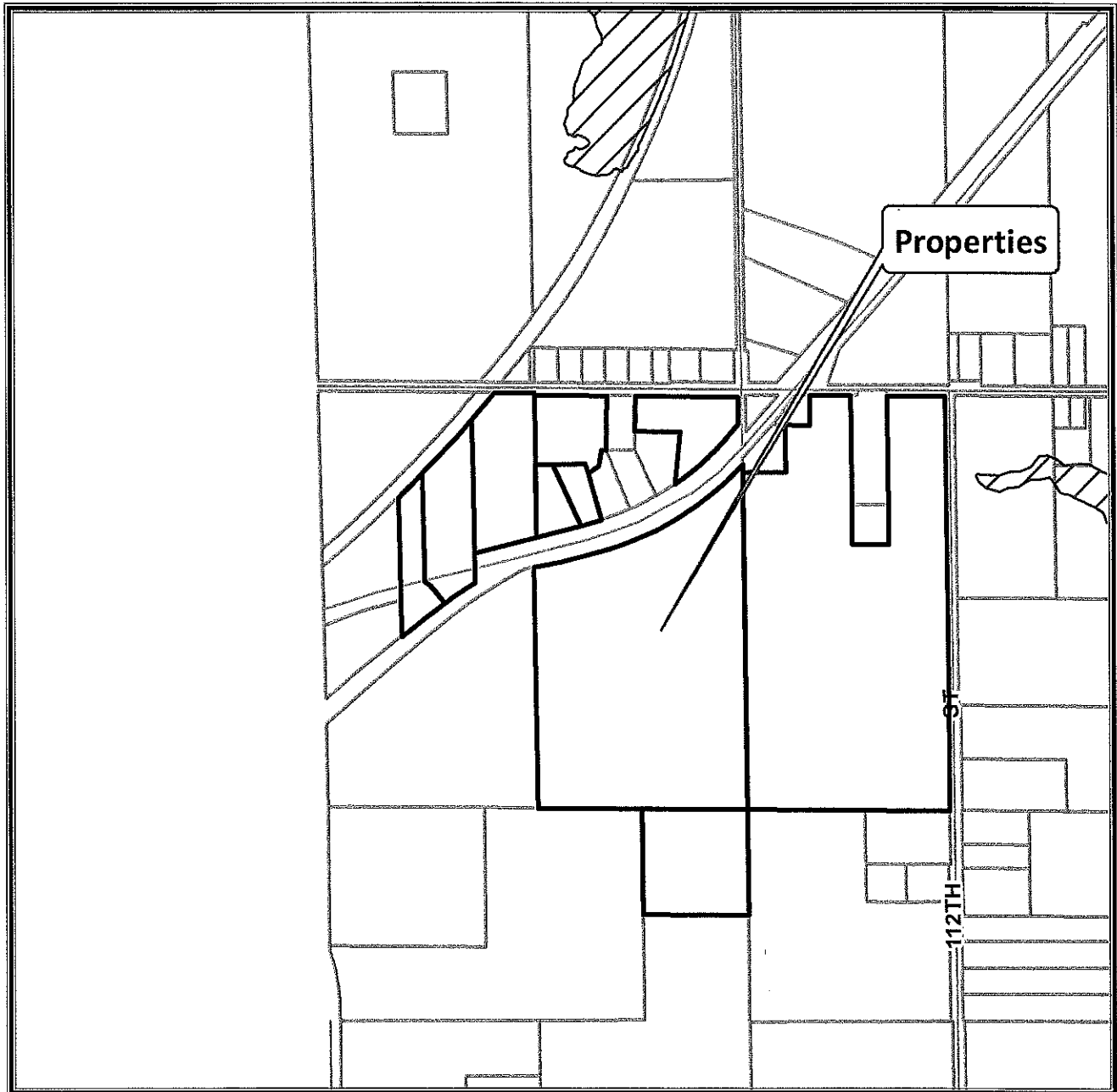
Note that the Rezoning and Comprehensive Master Plan Amendment Applications require public hearings. In addition, the applicant is in the process of scheduling a neighborhood meeting, which will be held prior to the June 7th Plan Commission meeting.

COMMON COUNCIL ACTION REQUESTED

Provide direction to the applicant regarding the proposed mixed use development (approximately 164 acres generally located north and south of W. Loomis Road, south of W. Ryan Road, west of S. 112th Street, east of S. 124th Street and north of W. Oakwood Road) (Mills Hotel Wyoming, LLC, Applicant).



W. Loomis Rd & S. Ryan Rd.



Planning Department
(414) 425-4024

0 600 1,200 2,400 Feet

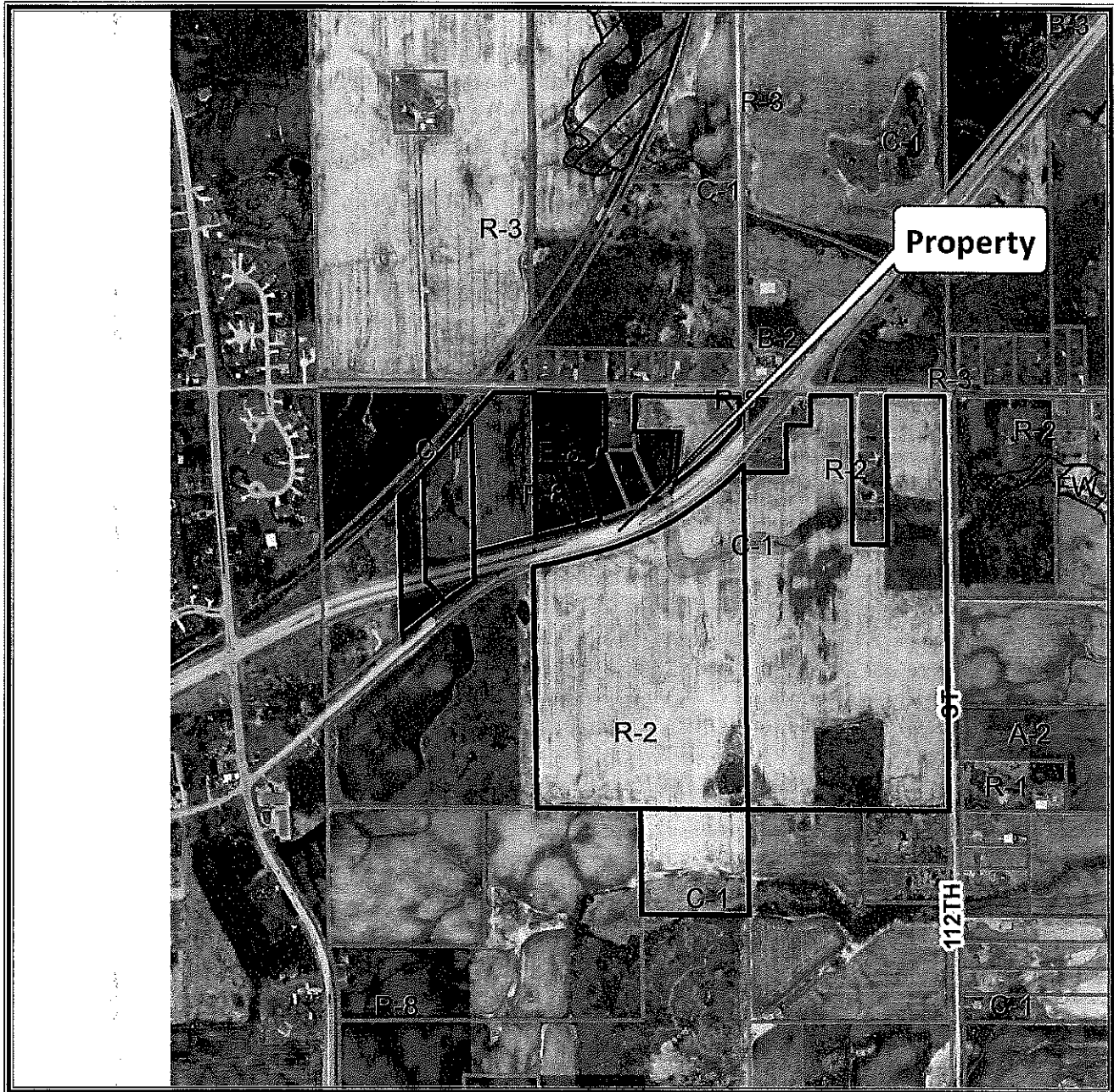
This map shows the approximate relative location of property boundaries but was not prepared by a professional land surveyor. This map is provided for informational purposes only and may not be sufficient or appropriate for legal, engineering, or surveying purposes.



2017 Aerial Photo



W. Loomis Rd & S. Ryan Rd.



Planning Department
(414) 425-4024

0 600 1,200 2,400 Feet



2017 Aerial Photo

This map shows the approximate relative location of property boundaries but was not prepared by a professional land surveyor. This map is provided for informational purposes only and may not be sufficient or appropriate for legal, engineering, or surveying purposes.



April 16, 2018

Mr. Nick Fuchs
City of Franklin
9229 W. Loomis Road
Franklin, WI 53132

Re: Mills Hotel Wyoming Concept Review- Planning Area G

Dear Mr. Fuchs:

Bear Development is pleased to submit this letter and the enclosed submittal materials as formal application for Concept Review. Bear Development is acting on behalf of the owner of record, Mills Wyoming Hotel, LLC.

Project Summary

Mills Wyoming Hotel, LLC is the owner of record of approximately 164 acres of land in the City of Franklin. The land is located on the north and south sides of STH 36 and lies south of Ryan Road. The property is included in the area commonly known as Planning Area G.

Current Use-South Side of Loomis Road

Most of the subject property (approximately 130 acres) is located on the east side of STH 36 and is actively farmed for row crops. There are three (3) scattered wetlands which have been previously delineated and a mature woodlot of approximately five (5) acres in the southeast corner of the property.

Current Use- North Side of Loomis Road

The north side of Loomis Road consists of approximately thirty-four (34) acres and includes a mix of land uses including remnant agricultural land, three (3) single family residences and 4.55 acres that is currently being divided by Certified Survey Map to create three (3) residential home sites.

Proposed Use

Mills Hotel Wyoming, LLC is proposing a mixed-use development for Planning Area G that includes:

- A Light industrial development component consisting of a single large user and several Light Industrial lots of various sizes. The proposed use is consistent with the Comprehensive Land Use Plan designation of Business Park.
- Single-Family Subdivision along 112th Street. Recognizing the high demand for single family homesites in the City of Franklin and the somewhat limited market for light industrial use, Bear Development is proposing a single-family component consisting of approximately 76 residential homesites with proposed R-6 Residential zoning.
- A "Flex area" is currently shown as open space serving as a buffer between industrial and residential land use.
- A Multi-Family Residential component is proposed between Loomis Road and W. Ryan Road. This particular property is currently zoned R-8 Multi-Family Residential.
- A Commercial corner property at W. Ryan Road and Loomis Road.

Transportation Connections

Bear Development, LLC has had several meetings with the Wisconsin Department of Transportation to plan for appropriate highway access to STH 36. The plan calls for an enhanced street connection on the southern end of the property. This proposed intersection is planned for traffic signals and includes a matching intersection on the north side of Loomis Road to serve the multi-family development.

A secondary access point is shown on the north end of the property and this is planned as a right in/right out intersection with STH 36. Other points of ingress and egress are shown to serve the single family residential along 112th Street and W. Ryan Road for the multi-family component. At this point we have engaged the services of Traffic Analysis & Design, Inc. to complete a full Traffic Impact Analysis upon favorable review from the City of Franklin.

Bear Development, LLC has retained the services of Kahler Slater Architects to develop the Conceptual Site Plan, which is enclosed for your review and reference and is considered a working document. We feel the mix of land use shown on the Site Plan offers an opportunity to create a development opportunity for Planning Area G that meets the goals of the Comprehensive Plan while providing a diverse land uses that will ensure a successful project. We feel the Concept Plan and subsequent land divisions and zoning amendments will create a land use pattern that is consistent and compatible with the properties in the general area.

Should you have any questions regarding this request, please do not hesitate to contact me. I can be reached at (262) 842-0556 or by email, dan@beardevelopment.com

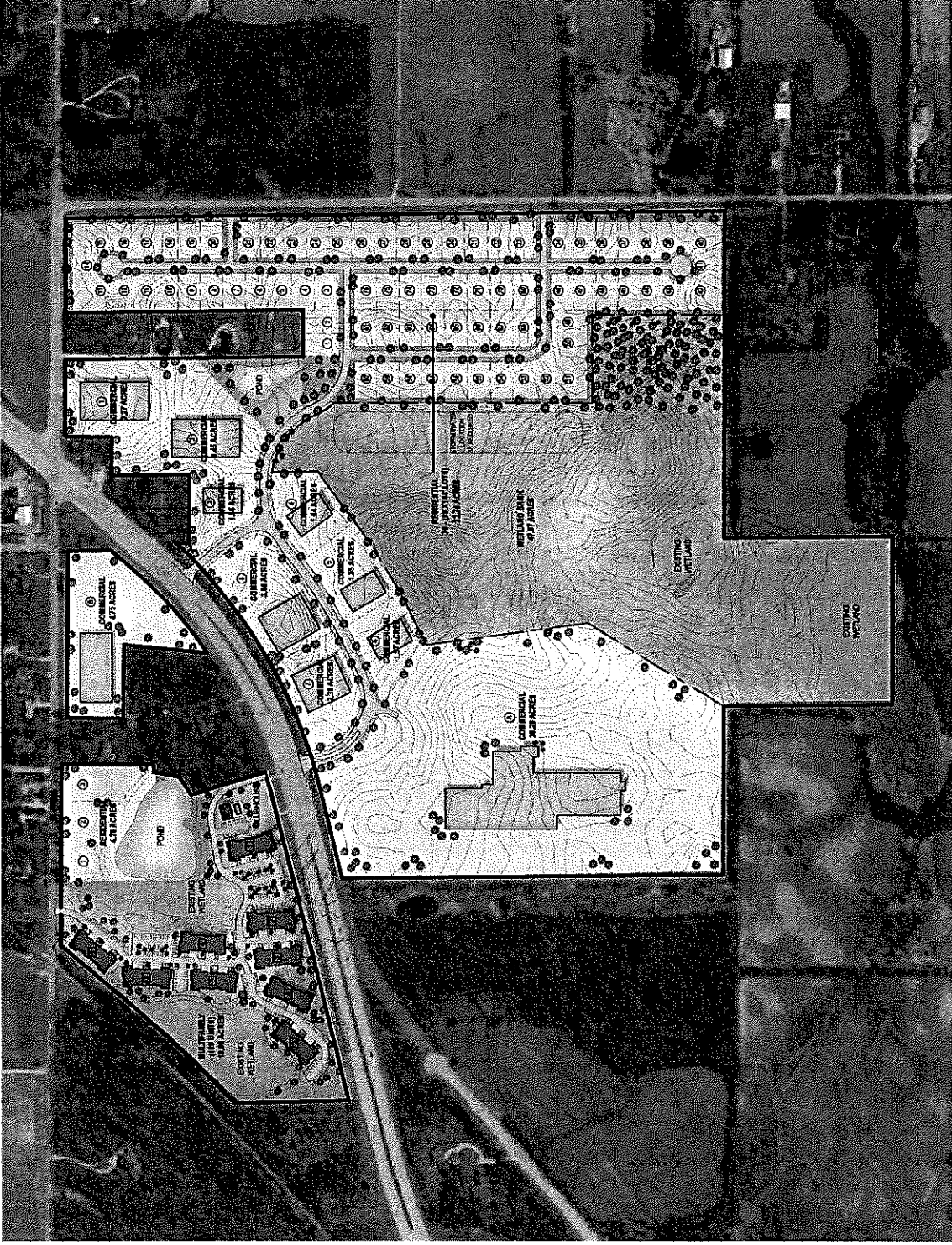
Thank you for your time and consideration.

Sincerely,



Daniel Szczap
Bear Development, LLC

Cc: S. R. Mills
Steve Mills

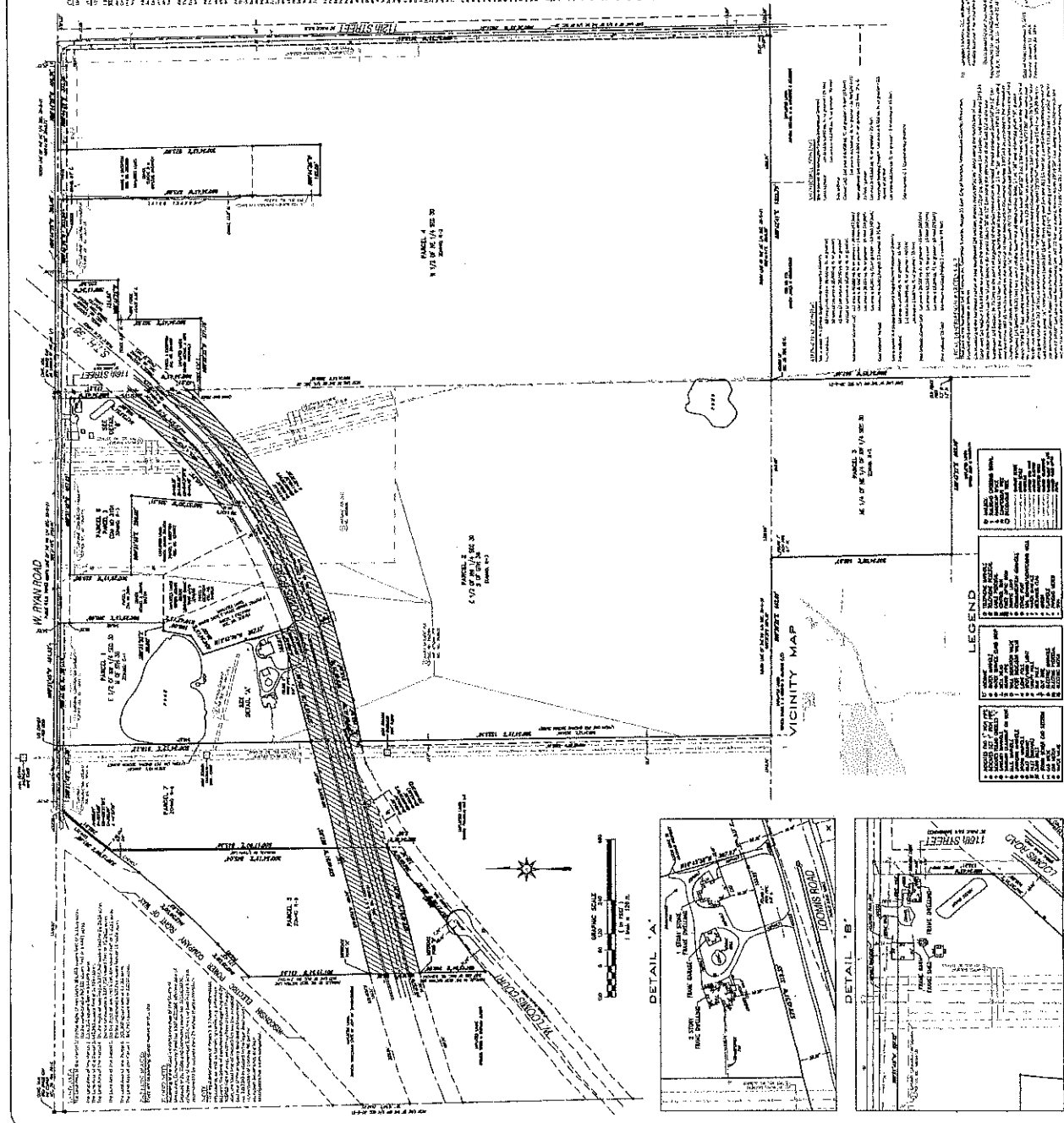


SITE PLAN

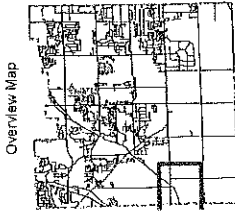
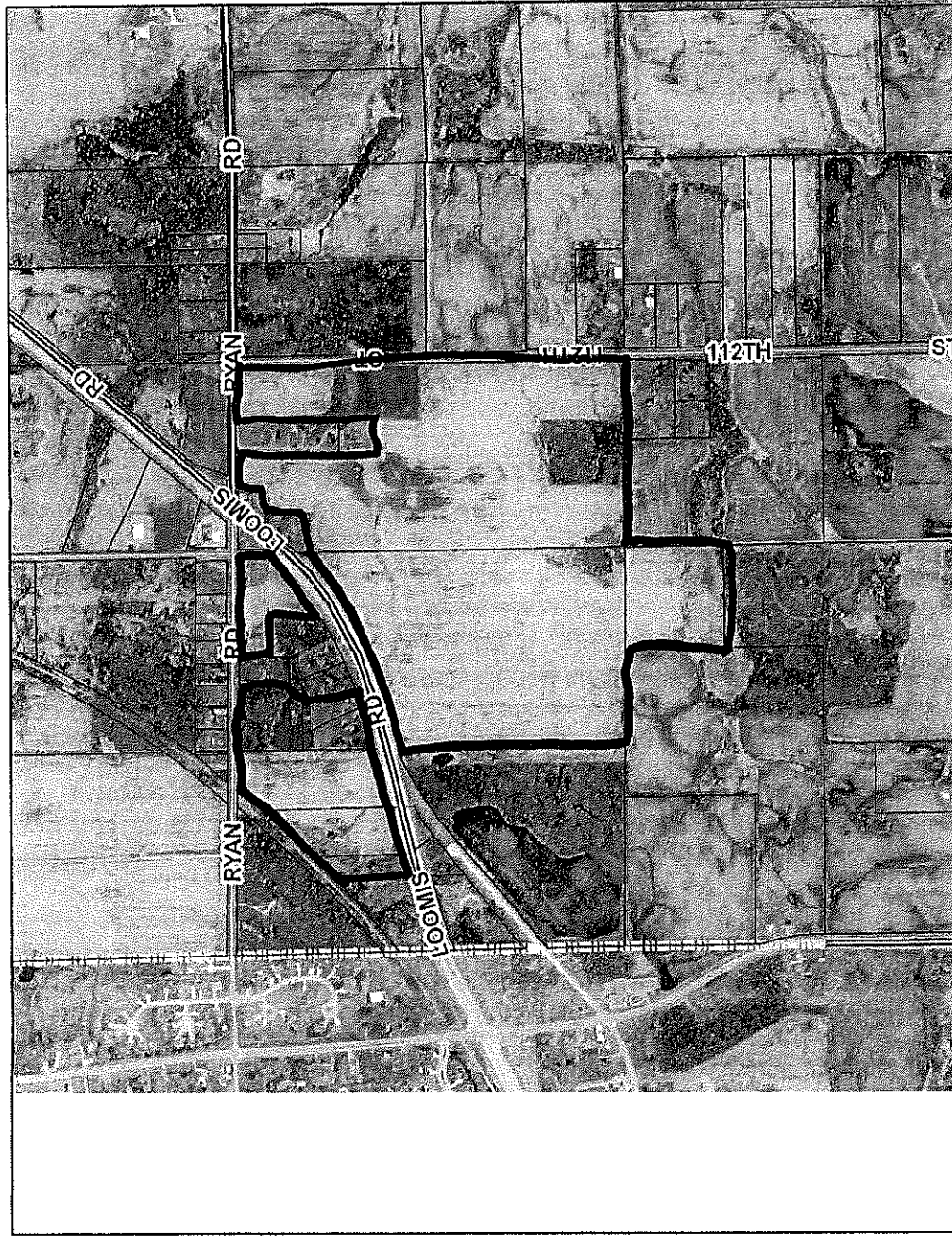
APRIL 16, 2018

Kahler Slater
CONSULTING ENGINEERS & ARCHITECTS

LOOMIS RD. MASTER PLAN
FRANKLIN, WISCONSIN



Existing Land Use



- Albion District
- Building
- City Boundary
- Condo
- CSM
- Easement
- Elementary District
- Environmental Corridor
- FEMA DFIRM Flood - Zone A
- FEMA DFIRM Flood - Zone AE
- FEMA - 0.2% Annual Chance
- Parcel
- Park
- Pavement
- County or State Hwy
- Local Road
- Road Right-of-Way
- School District
- Wetland
- Zoning Districts
- A-1
- A-2
- B-1
- B-2
- B-3
- B-4
- B-5
- B-6
- B-7
- CC
- C-1
- FC
- R-1
- R-1E
- R-2
- R-3
- R-3E
- R-4
- R-5
- R-6
- R-7
- R-8
- OL-1
- OL-2
- P-1
- P-2
- P-3
- P-4
- P-5
- P-6
- P-7
- P-8
- P-9
- P-10
- P-11
- P-12
- P-13
- P-14
- P-15
- P-16
- P-17
- P-18
- P-19
- P-20
- P-21
- P-22
- P-23
- P-24
- P-25
- P-26
- P-27
- P-28
- P-29
- P-30
- P-31
- P-32
- P-33
- P-34
- P-35
- P-36
- P-37
- P-38
- P-39
- P-40
- P-41
- P-42
- P-43
- P-44
- P-45
- P-46
- P-47
- P-48
- P-49
- P-50
- P-51
- P-52
- P-53
- P-54
- P-55
- P-56
- P-57
- P-58
- P-59
- P-60
- P-61
- P-62
- P-63
- P-64
- P-65
- P-66
- P-67
- P-68
- P-69
- P-70
- P-71
- P-72
- P-73
- P-74
- P-75
- P-76
- P-77
- P-78
- P-79
- P-80
- P-81
- P-82
- P-83
- P-84
- P-85
- P-86
- P-87
- P-88
- P-89
- P-90
- P-91
- P-92
- P-93
- P-94
- P-95
- P-96
- P-97
- P-98
- P-99
- P-100

Legend indicates all layers exist, if they are not visible in the map.

0 500 1000 Feet

Map Printed: 4/6/2018

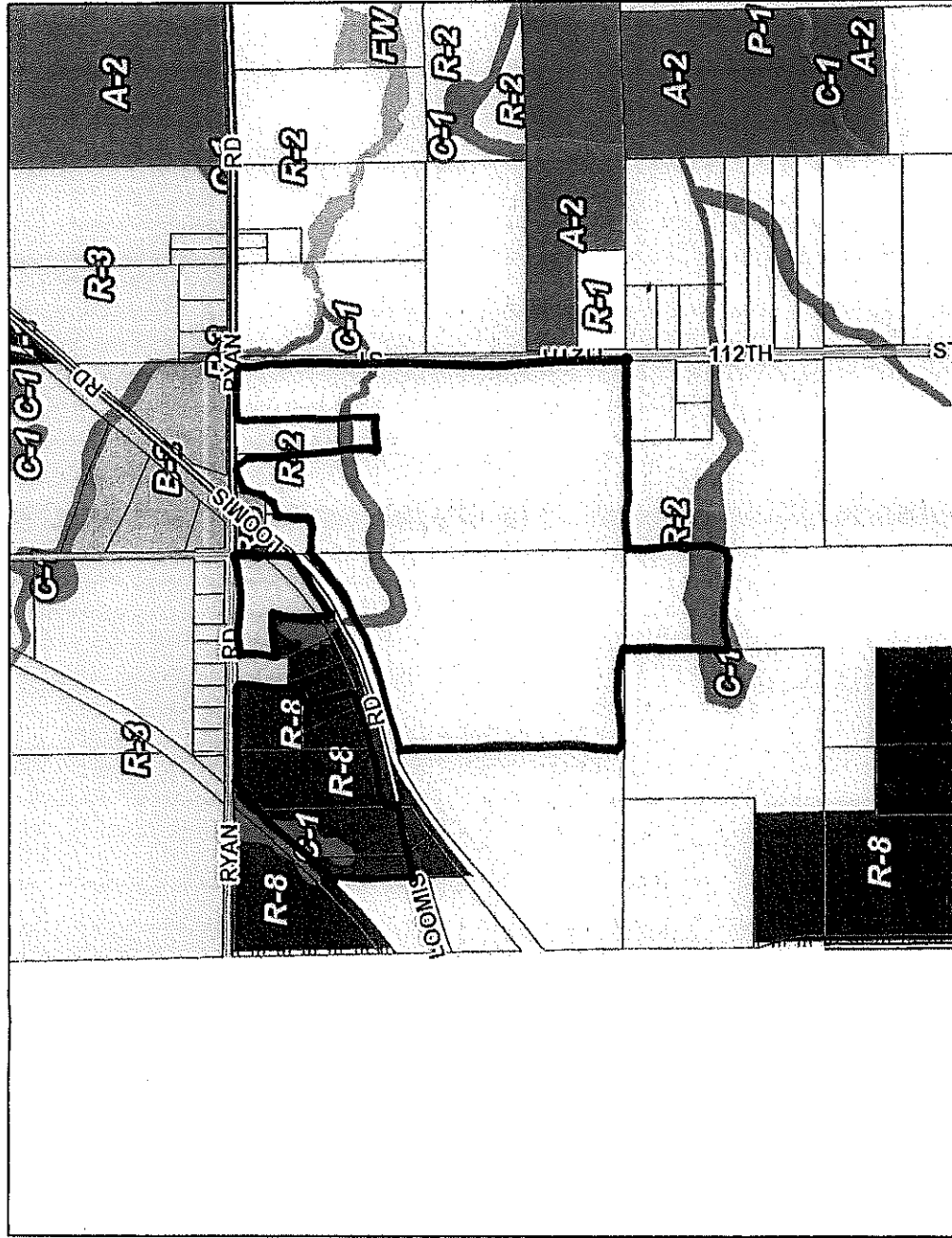


The maps and information provided by the City of Franklin's Property Viewer are for informational purposes only, not as a substitute for legal advice. The maps and information provided here may have been compiled from various sources, including aerial photography, and are not guaranteed to be 100% accurate. The City of Franklin cannot guarantee the quality, content, accuracy, completeness, or currency of the information furnished by the City of Franklin. The City of Franklin is not responsible for any damages or losses resulting from the use of the information provided here. Each individual user shall be responsible for their own use of the information and shall be liable for any damages or losses resulting from the use of the information.

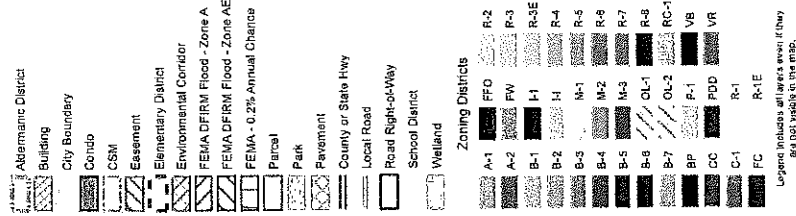
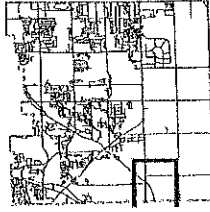
City of Franklin
Property Viewer beta v3.6g
9229 W. Loomis Rd., Franklin, WI 53132
www.franklinwi.gov

Franklin
APR 17 2018
City Development

Existing Zoning



Overview Map



Franklin
APR 17 2018
City Development



Map Printed: 4/8/2018



The maps and information provided by the City of Franklin's Property Viewer are not legal instruments and are to be used for reference purposes only, not as a substitute for legally recorded maps, surveys, or other documents. The City of Franklin assumes no liability for any damages or loss resulting from the use or misuse of the maps and information provided through this site. The maps and information provided here may have been compiled from various state, county, municipal, and private sources, and are maintained by their sources for a wide variety of purposes. Therefore, the City of Franklin cannot guarantee the quality, content, accuracy, completeness, or currency of the information provided here. The City of Franklin makes every attempt to provide accurate, complete, and up-to-date information, it shall not be held responsible for any errors or omissions contained herein. Each individual accesses and uses the information herein at their own risk. Use of the Property Viewer constitutes acceptance of all terms and conditions in the Disclaimer.

(C) City of Franklin, WI

City of Franklin
Property Viewer beta v3.5g
3229 W Loomis Rd, Franklin, WI 53132
www.franklinwi.gov

APPROVAL <i>Slw</i>	REQUEST FOR COUNCIL ACTION	MEETING DATE 05/15/18
REPORTS & RECOMMENDATIONS	RESOLUTION AUTHORIZING CERTAIN OFFICIALS TO ACCEPT A CONSERVATION EASEMENT FOR AND AS PART OF THE REVIEW AND APPROVAL OF A SPECIAL USE AND CERTIFIED SURVEY MAP FOR A MULTI-FAMILY RESIDENTIAL DEVELOPMENT USE UPON PROPERTY LOCATED AT 2855-3034 WEST STATESMAN WAY (FORMERLY 7333 SOUTH 27TH STREET) (ZILBER LTD., APPLICANT)	ITEM NUMBER <i>G.4.</i>

City Development staff recommends approval of a resolution authorizing certain officials to accept a conservation easement for and as part of the review and approval of a special use and certified survey map for a multi-family residential development use upon property located at 2855-3034 West Statesman Way (formerly 7333 South 27th Street) (Zilber LTD., Applicant).

Note that the applicant is proposing a modification from the City's standard conservation easement template in order to satisfy Condition No. 9 of the CSM resolution (below).

Condition No. 9 of CSM Resolution:

The applicant shall revise the Conservation Easement to include protection of the wetland and 30-foot wetland buffer for all three remaining wetland areas onsite, with the northeasterly area conservation easement to include specific provisions to allow for the use of the area in furtherance of the development of the adjoining parcel, access thereto and drainage. Sheet EX.1, the Site Development Plan (Sheet C300) and the Certified Survey Map shall all be revised to illustrate the boundary as such and be labeled accordingly.

The conservation easement includes the following language as suggested by the applicant:

The parties hereto agree that certain additional delineated wetlands which are not a part of this grant ("Additional Wetlands") exist on the Property in an area immediately east of a recorded temporary access easement located across a portion of the northeastern side of the Property. The Grantee does not require the grant of a conservation easement related to the Additional Wetlands in conjunction with this grant, however, in the event the land within the temporary access easement area or the adjacent unplatted land owned by Grantor are improved or developed, the Grantee reserves the right to request the grant of a conservation easement in regard to the Additional Wetlands.

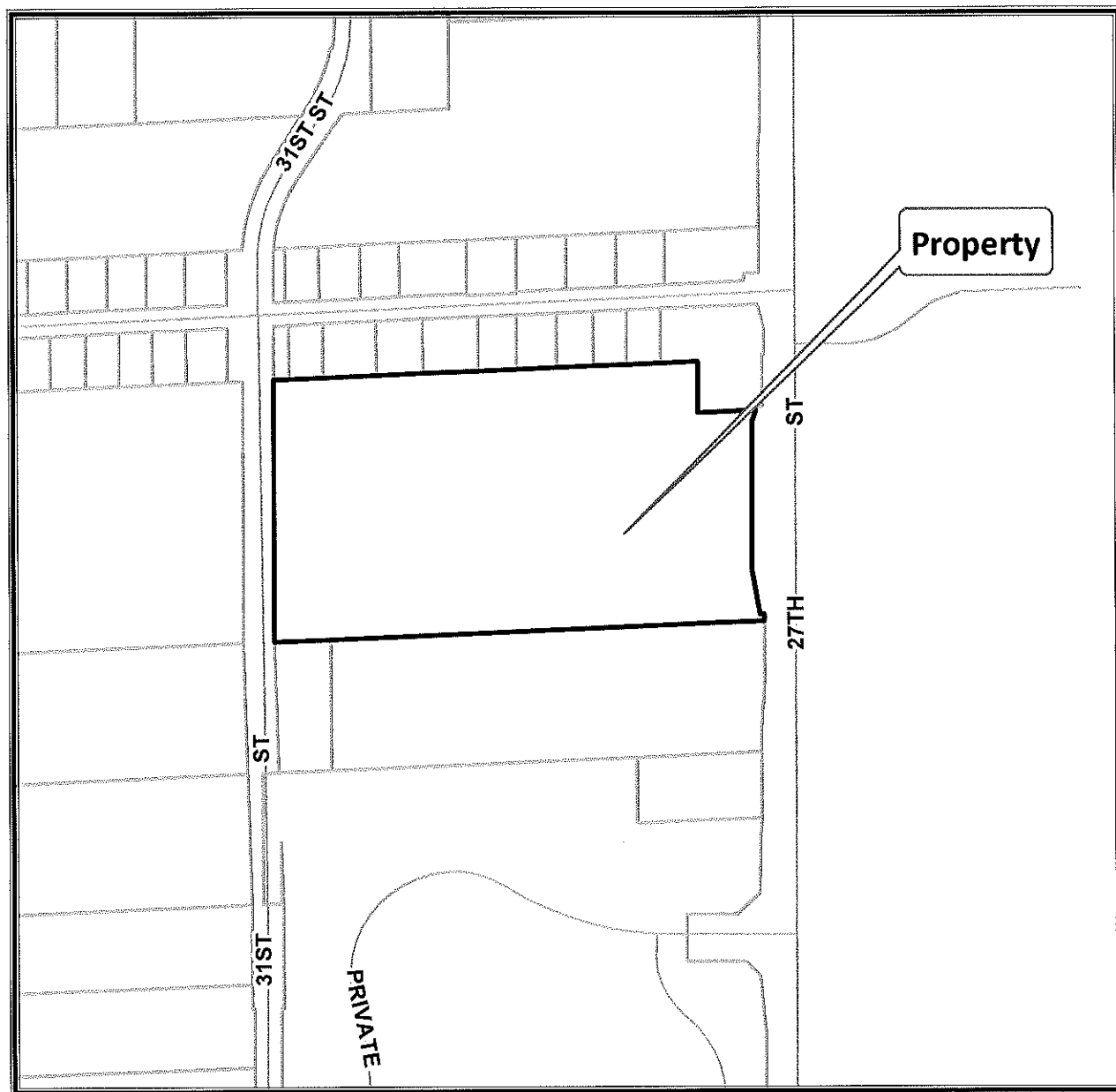
Department of City Development Staff has no objections to the proposed language.

COUNCIL ACTION REQUESTED

A motion to adopt Resolution No. 2018-_____, authorizing certain officials to accept a conservation easement for and as part of the review and approval of a special use and certified survey map for a multi-family residential development use upon property located at 2855-3034 West Statesman Way (formerly 7333 South 27th Street) (Zilber LTD., Applicant), subject to review and approval by the Department of City Development and technical corrections by the City Attorney.



7333 S. 27th Street
TKN 761 9992 004



Planning Department
(414) 425-4024

0 245 490 980 Feet

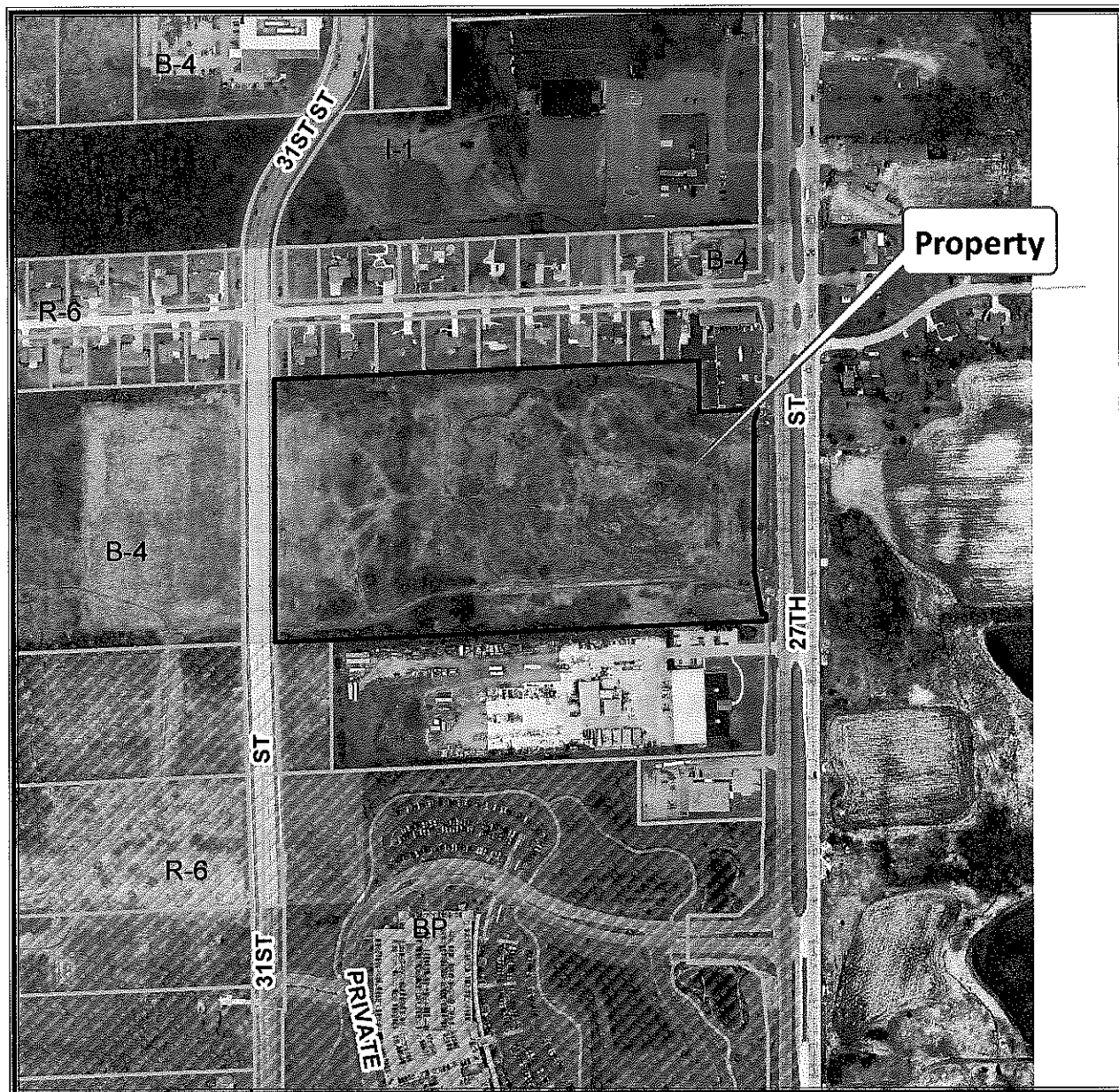
This map shows the approximate relative location of property boundaries but was not prepared by a professional land surveyor. This map is provided for informational purposes only and may not be sufficient or appropriate for legal, engineering, or surveying purposes.



2017 Aerial Photo



7333 S. 27th Street
TKN 761 9992 004



Planning Department
(414) 425-4024

0 245 490 980 Feet



2017 Aerial Photo

This map shows the approximate relative location of property boundaries but was not prepared by a professional land surveyor. This map is provided for informational purposes only and may not be sufficient or appropriate for legal, engineering, or surveying purposes.

STATE OF WISCONSIN

CITY OF FRANKLIN

MILWAUKEE COUNTY

RESOLUTION NO. 2018-_____

A RESOLUTION AUTHORIZING CERTAIN OFFICIALS TO
ACCEPT A CONSERVATION EASEMENT FOR AND AS PART OF THE REVIEW
AND APPROVAL OF A SPECIAL USE AND CERTIFIED SURVEY MAP FOR A
MULTI-FAMILY RESIDENTIAL DEVELOPMENT USE UPON PROPERTY LOCATED
AT 7333 SOUTH 27TH STREET (ZILBER LTD., APPLICANT)

WHEREAS, the Plan Commission having approved a Special Use and Certified Survey Map upon the application of Zilber LTD., on September 7, 2017, and the Plan Commission having conditioned approval thereof in part upon Common Council approval of a Conservation Easement to protect the wetlands and wetland buffers on the site; and

WHEREAS, §15-7.0102G., §15-7.0103Q., §15-7.0702Q, and §15-9.0309D. of the Unified Development Ordinance requires the submission of a Natural Resource Protection Plan in the Special Use/Site Plan and Certified Survey Map review process and the Unified Development Ordinance requires conservation easements to be imposed for natural resource features identified within such Plan to protect such features, all as part of the approval process for a Special Use and Certified Survey Map; and

WHEREAS, the City Engineering Department, Department of City Development and the Office of the City Attorney having reviewed the proposed Conservation Easement and having recommended approval thereof to the Common Council.

NOW, THEREFORE, BE IT RESOLVED, by the Mayor and Common Council of the City of Franklin, Wisconsin, that the Conservation Easement submitted by Zilber LTD., in the form and content as annexed hereto, be and the same is hereby approved; and the Mayor and City Clerk are hereby authorized to execute such Easement as evidence of the consent to and acceptance of such easement by the City of Franklin.

BE IT FURTHER RESOLVED, that the City Clerk be and the same is hereby directed to obtain the recording of the Conservation Easement in the Office of the Register of Deeds for Milwaukee County, Wisconsin.

Introduced at a regular meeting of the Common Council of the City of Franklin this _____ day of _____, 2018.

Passed and adopted at a regular meeting of the Common Council of the City of Franklin this _____ day of _____, 2018.

A RESOLUTION AUTHORIZING CERTAIN OFFICIALS
TO ACCEPT A CONSERVATION EASEMENT
ZILBER LTD.

RESOLUTION NO. 2018-_____

Page 2

APPROVED:

Stephen R. Olson, Mayor

ATTEST:

Sandra L. Wesolowski, City Clerk

AYES _____ NOES _____ ABSENT _____

Conservation Easement

Name and Return Address

City of Franklin
Office of the City Clerk
9229 W. Loomis Road
Franklin, Wisconsin 53132

Parcel Identification Number (PIN)

CONSERVATION EASEMENT

This Conservation Easement is made by and between the City of Franklin, a municipal corporation of the State of Wisconsin, hereinafter referred to as "Grantee," and TI Investors of Franklin Apartments LLC, a Wisconsin limited liability company, its successors and/or assigns ("Developer"), hereinafter referred to as "Grantor," and shall become effective upon the recording of this grant of Conservation Easement, together with the Acceptance following, with the Office of the Register of Deeds for Milwaukee County, pursuant to §700.40(2)(b) of the Wisconsin Statutes.

WITNESSETH

WHEREAS, Grantor is the owner in fee simple of certain real property, located within the City of Franklin, Milwaukee County, Wisconsin, described in Certified Survey Map 9014 and as shown in Exhibit A attached hereto and hereby made a part hereof ("Property"); and

WHEREAS, the Grantor desires and intends that the natural elements and the ecological and aesthetic values of the Property, specifically consisting of certain wetland buffers and adjacent wetlands at three (3) locations specifically referred to as "Wetland 2 – Fresh (wet) meadow/cattail marsh swale", "Wetland 3-Fresh (wet) meadow" and "Wetland 4-Fresh (wet) meadow" (collectively, the "Wetland(s)"), as shown in Exhibits B1, B2 and B3 and further described in the Natural Resource Investigation report by NRPP Consultant R.A. Smith, dated May 5, 2017, which is located in the office of the Department of City Development, be preserved and maintained by the continuation of land use that will not interfere with or substantially disrupt the natural elements or the workings of natural systems; and

WHEREAS, Grantee is a "holder", as contemplated by §700.41(1)(b)1. of the Wisconsin Statutes, whose purposes include, while exercising regulatory authority granted to it, *inter alia*, under §62.23 and §236.45 of the Wisconsin Statutes, the conservation of land, natural areas, open space, and water areas; and

WHEREAS, the Grantor and Grantee, by the conveyance to the Grantee of this Conservation Easement on, over, and across the Property as specifically as shown on Exhibits B1, B2 and B3 attached hereto and collectively referred to as "Exhibit B", desire to conserve the natural values thereof and prevent the use or development of the Wetlands for any purpose or in any manner inconsistent with the terms of this Conservation Easement; and

WHEREAS, the Grantee is willing to accept this Conservation Easement subject to the reservations and to the covenants, terms, conditions, and restrictions set out herein and imposed hereby;

WHEREAS, BMO Harris Bank N.A., mortgagee of the Property ("Mortgagee"), consents to the grant of this Conservation Easement by Grantor to Grantee and Mortgagee's consent is attached hereto and identified as "Mortgage Holder Consent".

NOW, THEREFORE, the Grantor, for and in consideration of the foregoing recitations and of the mutual covenants, terms, conditions, and restrictions subsequently contained, and as an absolute and unconditional dedication, does hereby grant and convey unto the Grantee a Conservation Easement in perpetuity on, over, and across the Wetlands as specifically shown and described in Exhibit B attached hereto.

Grantee's rights hereunder shall consist solely of the following:

1. To view the Wetlands in its natural, scenic, and open condition;
2. To enforce by proceeding at law or in equity the covenants subsequently set forth, including, and in addition to all other enforcement proceedings, proceedings to obtain all penalties and remedies set forth under Division 15-9.0500 of the Unified Development Ordinance of the City of Franklin, as amended from time to time, any violation of the covenants subsequently set forth being and constituting a violation of such Unified Development Ordinance, as amended from time to time, or such local applicable ordinance as may be later adopted or in effect to enforce such covenants or the purposes for which they are made, it being agreed that there shall be no waiver or forfeiture of the Grantee's right to insure compliance with the covenants and conditions of this grant by reason of any prior failure to act; and
3. To enter the Wetlands through the access points as shown in Exhibit B, at all reasonable times for the purpose of inspecting the Wetlands to determine if the Grantor is complying with the covenants and conditions of this grant.

And in furtherance of the foregoing affirmative rights of the Grantee, the Grantor makes the following covenants which shall run with and bind the Wetlands in perpetuity, namely, that, on, over, or across the Wetlands, the Grantor, without the prior consent of the Grantee, shall not:

1. Construct or place buildings or any structure;
2. Construct or make any improvements, unless, notwithstanding Covenant 1 above, the improvement is specifically and previously approved by the Common Council of the City of Franklin, upon the advice of such other persons, entities, and agencies as it may elect; such improvements as may be so approved being intended to enhance the resource value of the Wetlands to the environment or the public and including, but not limited to animal and bird feeding stations, the removal of animal blockage of natural drainage or other occurring blockage of natural drainage, and the like;
3. Excavate, dredge, grade, mine, drill, or change the topography of the land or its natural condition in any manner, including any cutting or removal of vegetation, except for the removal of dead or diseased trees;
4. Conduct any filling, dumping, or depositing of any material whatsoever, including, but not limited to soil, yard waste, or other landscape materials, ashes, garbage, or debris;
5. Plant any vegetation not native to the Wetlands or not typical wetland vegetation;

6. Operate snowmobiles, dune buggies, motorcycles, all-terrain vehicles or any other types of motorized vehicles.

To have and to hold this Conservation Easement unto the Grantee forever. Except as expressly limited herein, the Grantor reserves all rights as owner of the Wetlands, including, but not limited to, the right to use the Wetlands for all purposes not inconsistent with this grant. Grantor shall be responsible for the payment of all general property taxes levied, assessed, or accruing against the Property pursuant to law.

The covenants, terms, conditions, and restrictions set forth in this grant shall be binding upon the Grantor and the Grantee and their respective agents, personal representatives, heirs, successors, and assigns, and shall constitute servitudes running with the Wetlands in perpetuity. This grant may not be amended, except by a writing executed and delivered by Grantor and Grantee or their respective personal representatives, heirs, successors, and assigns. Notices to the parties shall be personally delivered or mailed by U.S. Mail registered mail, return receipt requested, as follows:

To Grantor:

TI Investors of Franklin Apartments LLC
Attn: William A. Wigchers
C/O Towne Realty, Inc.
710 North Plankinton Avenue
Suite 1200
Milwaukee, WI 53203

To Grantee:

City of Franklin
Office of the City Clerk
9229 W. Loomis Road
Franklin, Wisconsin 53132

The parties hereto agree that certain additional delineated wetlands which are not a part of this grant ("Additional Wetlands") exist on the Property in an area immediately east of a recorded temporary access easement located across a portion of the northeastern side of the Property. The Grantee does not require the grant of a conservation easement related to the Additional Wetlands in conjunction with this grant, however, in the event the land within the temporary access easement area or the adjacent unplatted land owned by Grantor are improved or developed, the Grantee reserves the right to request the grant of a conservation easement in regard to the Additional Wetlands.

In witness whereof, the Grantor has set its hand and seal this date of _____, 2018.

TI Investors of Franklin Apartments LLC
By: Towne Realty, Inc. manager

By: _____
William A. Wigchers, Vice President

STATE OF WISCONSIN)
) ss
COUNTY OF MILWAUKEE)

This instrument was acknowledged before me on the _____ day of _____, 2018 by William A. Wigchers, Vice President, Towne Realty, Inc. to me known to be the person(s) who executed the foregoing Easement and acknowledged the same as the voluntary act and deed of said TI Investors of Franklin Apartments LLC.

Notary Public

My commission expires

Acceptance

The undersigned does hereby consent to and accepts the Conservation Easement granted and conveyed to it under and pursuant to the foregoing grant of Conservation Easement. In consideration of the making of such grant of Conservation Easement, the undersigned agrees that this acceptance shall be binding upon the undersigned and its successors and assigns and that the restrictions imposed upon the protected property may only be released or waived in writing by the Common Council of the City of Franklin, as contemplated by §236.293 of the Wisconsin Statutes.

In witness whereof, the undersigned has executed and delivered this acceptance on the ____ day of _____, 2018.

CITY OF FRANKLIN

By: _____
Stephen R. Olson, Mayor

By: _____
Sandra L. Wesolowski, City Clerk

STATE OF WISCONSIN)
) ss
COUNTY OF MILWAUKEE)

Personally came before me this _____ day of _____, 20__, the above named Stephen R. Olson, Mayor and Sandra L. Wesolowski, City Clerk, of the above named municipal corporation, City of Franklin, to me known to be such Mayor and City Clerk of said municipal corporation, and acknowledged that they executed the foregoing instrument as

such officers as the deed of said municipal corporation by its authority and pursuant to Resolution No. _____, adopted by its Common Council on the _____ day of _____, 20__.

Notary Public

My commission expires

This instrument was drafted by the City of Franklin.

Approved as to contents:

Nicholas Fuchs, Principal Planner
Department of City Development

Date

Approved as to form only:

Jesse A. Wesolowski
City Attorney

Date

MORTGAGE HOLDER CONSENT

The undersigned BMO Harris Bank N.A., a Wisconsin banking corporation ("Mortgagee"), as Mortgagee under that certain Mortgage encumbering the Property and recorded in the Office of the Register of Deeds for Milwaukee County, Wisconsin, on _____, 20____, as Document No. _____, hereby consents to the execution of the foregoing easement and its addition as an encumbrance on the title to the Property.

IN WITNESS WHEREOF, Mortgagee has caused these presents to be signed by its duly authorized officers, and its corporate seal to be hereunto affixed, as of the day and year first above written.

a Wisconsin Banking Corporation

By: _____

Name: _____

Title: _____

STATE OF WISCONSIN)
)ss
COUNTY OF MILWAUKEE)

On this, the _____ day of _____, 20____, before me, the undersigned, personally appeared _____ of _____, a Wisconsin banking corporation, and acknowledged that (s)he executed the foregoing instrument on behalf of said corporation, by its authority and for the purposes therein contained.

Name: _____

Notary Public, State of Wisconsin

My commission expires _____

Exhibit A
Legal Description of the Property

Lands being all of Lot 1 of Certified Survey Map Number 9014, located in a part of the Southeast 1/4 of the Northeast 1/4 of Section 12, Town 5 North, Range 21 East, in the City of Franklin, Milwaukee County, Wisconsin, now being more particularly bounded and described as follows:

Commencing at the Southeast Corner of the said Northeast 1/4 Section; Thence North 00°00'27" West along the East line of the Northeast 1/4 of said Section a distance of 1198.42 feet to a point; Thence South 87°35'59" West 98.57 feet to a point on the West Right-of-Way of South 27th Street and the place of beginning of the lands hereinafter described.

Thence South 20°32'55" West along said West line, 32.80 feet; Thence South 00°00'27" East along said West line, 88.11 feet to a point on the North Right-of-Way line of "West Statesman Way"; Thence South 89°59'33" West along said North line, 155.47 feet to a point; Thence Westerly 79.04 feet along the arc of curve whose center lies to the North, whose radius is 420.00 feet and whose chord bears North 84°36'59" West along said North line, 78.92 feet to a point; Thence North 79°13'31" West along said North line, 14.95 feet to a point; Thence Southwesterly 275.92 feet along the arc of a curve whose center lies to the South, whose radius is 355.00 feet and whose chord bears South 78°30'29" West along said North line, 269.03 feet to a point; Thence South 56°14'29" West along said North line, 37.84 feet to a point; Thence Southwesterly 217.95 feet along the arc of a curve whose center lies to the North, whose radius is 370.00 feet and whose chord bears South 73°06'59" West along said North line, 214.81 feet to a point; Thence South 89°59'29" West along said North line, 200.04 feet to a point; Thence Southwesterly 109.96 feet along the arc of a curve whose center lies to the South, whose radius is 280.00 feet and whose chord bears South 78°44'29" West along said North line, 109.25 feet to a point; Thence South 67°29'29" West along said North line, 40.62 feet to a point; Thence Southwesterly 47.12 feet along the arc of a curve whose center lies to the North, whose radius is 120.00 feet and whose chord bears South 78°44'29" West along said North line, 46.82 feet to a point; Thence South 89°59'29" West along said North line, 70.16 feet to a point on the East Right-of-Way of South 31st Street; Thence North 00°00'31" West along said West line, 370.50 feet to a point on the North line of Lot 1 of said Certified Survey Map; Thence North 87°35'59" East along said North line, 1073.64 feet to a point; Thence South 00°00'27" East 130.00 feet; Thence North 87°35'59" East 149.15 feet to the point of beginning of this description.

Said Parcel contains 699,583 Square Feet (or 16.0602 Acres) of land, more or less.

and

Exhibit A Continued

Lands being all of Lot 3 of Certified Survey Map Number 9014, located in a part of the Southeast 1/4 of the Northeast 1/4 of Section 12, Town 5 North, Range 21 East, in the City of Franklin, Milwaukee County, Wisconsin, now being more particularly bounded and described as follows:

Commencing at the Southeast Corner of the said Northeast 1/4 Section; Thence North $00^{\circ}00'27''$ West along the East line of the Northeast 1/4 of said Section a distance of 664.17 feet to a point; Thence South $87^{\circ}39'42''$ West 347.29 feet to a point, said point being on the North line of Parcel 1 of Certified Survey Map No. 5794 and the place of beginning of lands hereinafter described;

Thence continuing South $87^{\circ}39'42''$ West along said North line, 974.00 feet to a point on the East Right-of-Way of South 31st Street; Thence North $00^{\circ}00'31''$ West along said East line, 212.32 to a point on the South Right-of-Way line of "West Statesman Way"; Thence North $89^{\circ}59'29''$ East along said South line, 66.13 feet to a point; Thence Northeasterly 65.38 feet along the arc of a curve whose center lies to the Northwest, whose radius is 100.00 feet and whose chord bears North $71^{\circ}15'41''$ East along said South line, 64.22 feet to a point; Thence Northeasterly 143.84 feet along the arc of a curve whose center lies to the South, whose radius is 220.00 feet and whose chord bears North $71^{\circ}15'41''$ East along said South line, 141.29 feet to a point; Thence North $89^{\circ}59'29''$ East along said South line, 200.04 feet to a point; Thence Northeasterly 253.29 feet along the arc of a curve whose center lies to the Northwest, whose radius 430.00 feet and whose chord bears North $73^{\circ}06'59''$ East along said South line, 249.64 feet to a point; Thence North $56^{\circ}14'29''$ East along said South line, 37.84 feet to a point; Thence Northeasterly 229.29 feet along the arc of a curve whose center lies to the South, whose radius is 295.00 feet and whose chord bears North $78^{\circ}30'29''$ East along said South line, 223.56 feet to a point; Thence South $79^{\circ}13'31''$ East along said South line, 14.95 feet to a point; Thence Southeasterly 8.40 feet along the arc of a curve whose center lies to the Southeast, whose radius is 480.00 feet and whose chord bears South $79^{\circ}43'37''$ East along said South line, 8.40 feet to a point; Thence South $00^{\circ}00'27''$ East 372.41 feet to the point of beginning of this description.

Said Parcel contains 281,624 Square Feet (or 6.4652 Acres) of land, more or less.

Exhibits B1

Wetlands and related points of access subject to the Conservation Easement

Exhibits B2

Wetlands and related points of access subject to the Conservation Easement

Exhibits B3

Wetlands and related points of access subject to the Conservation Easement

EXHIBIT "B1"

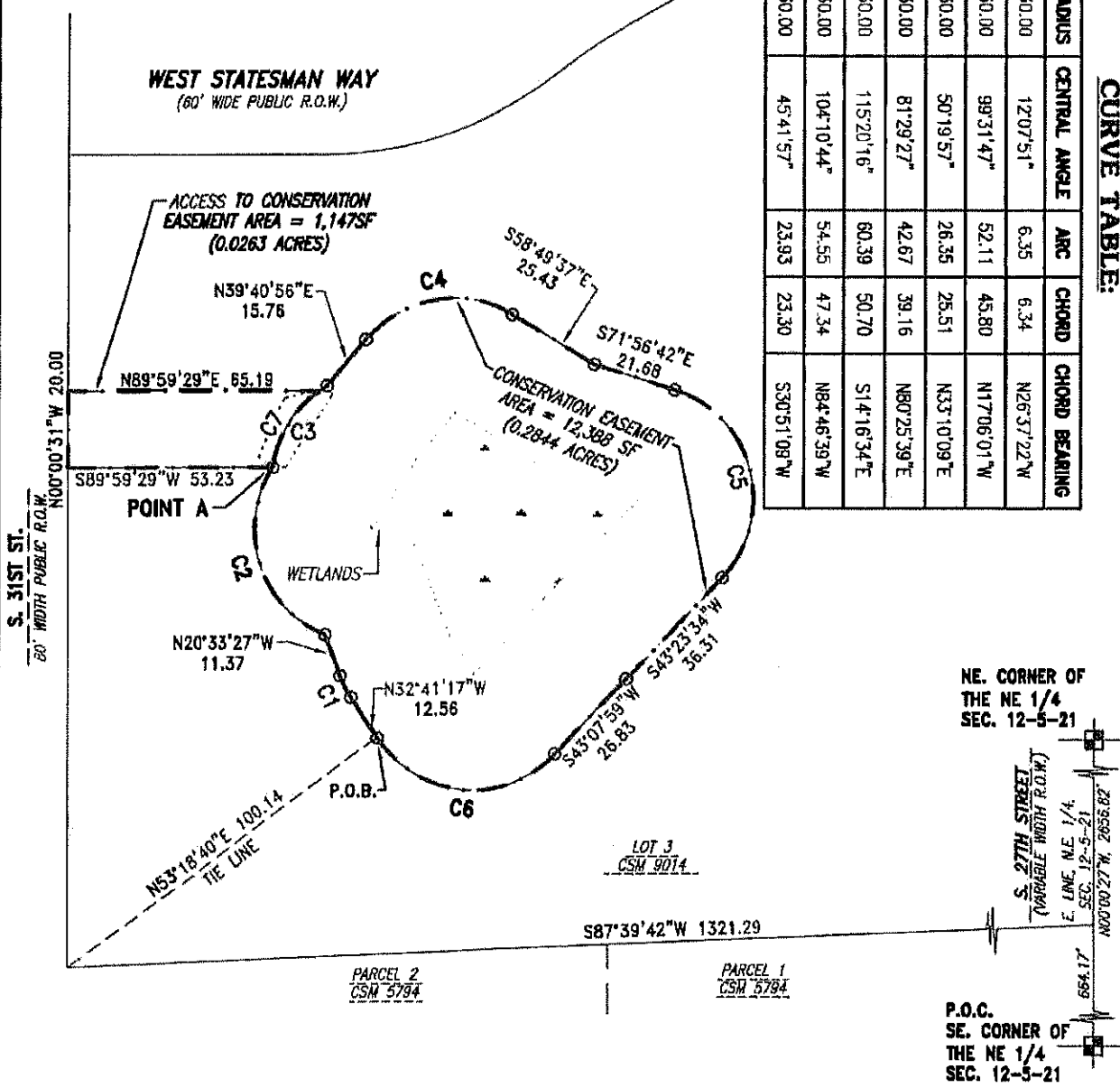
CONSERVATION EASEMENT

LANDS BEING A PART OF LOT 3 OF CERTIFIED SURVEY MAP NO. 9014 LOCATED IN A PART OF THE SOUTHEAST 1/4 OF THE NORTHEAST 1/4 OF SECTION 12, TOWN 5 NORTH, RANGE 21 EAST, IN THE CITY OF FRANKLIN, MILWAUKEE COUNTY, WISCONSIN.



CURVE TABLE:

NO.	RADIUS	CENTRAL ANGLE	ARC	CHORD	CHORD BEARING
C1	30.00	12°07'51"	6.35	6.34	N26°37'22"W
C2	30.00	99°31'47"	52.11	45.80	N17°06'01"W
C3	30.00	50°19'57"	26.35	25.51	N35°10'09"E
C4	30.00	81°29'27"	42.67	39.16	N80°25'39"E
C5	30.00	115°20'16"	60.39	50.70	S14°16'34"E
C6	30.00	104°10'44"	54.55	47.34	N84°46'39"W
C7	30.00	45°41'57"	23.93	23.30	S30°51'08"W



THIS INSTRUMENT WAS DRAFTED BY TRIO ENGINEERING, LLC

DATE: 3/27/18

FRANKLIN, WISCONSIN 53122-1600 (608) 785-1100 FAX (608) 785-1101

EXHIBIT "B1 CONT."

LEGAL DESCRIPTION CONSERVATION EASEMENT AND ACCESS:

Lands being a part of Lot 3 of Certified Survey Map Number 9014, located in a part of the Southeast 1/4 of the Northeast 1/4 of Section 12, Town 5 North, Range 21 East, in the City of Franklin, Milwaukee County, Wisconsin, now being more particularly bounded and described as follows:

Commencing at the Southeast Corner of the said Northeast 1/4 Section; Thence North 00°00'27" West along the East line of the Northeast 1/4 of said Section a distance of 664.17 feet to a point on the North line of Certified Survey Map number 5794 and its extension Thence South 87°39'42" West along said North line, 1321.29 feet to a point; Thence North 53°18'40" East 100.14 feet to the place of beginning of lands hereinafter described;

Thence North 32°41'17" West 12.56 feet to a point; Thence Northwesterly 6.35 feet along the arc of a curve whose center lies to the Northeast, whose radius is 30.00 feet and whose chord bears North 26°37'22" West 6.34 feet to a point; Thence North 20°33'27" West 11.37 feet to a point; Thence Northwesterly 52.11 feet along the arc of a curve whose center lies to the Northeast, whose radius is 30.00 feet and whose chord bears North 17°06'01" West 45.80 feet to a point, said point being "Point A" of this description; Thence Northeasterly 26.35 feet along the arc of a curve whose center lies to the East, whose radius is 30.00 feet and whose chord bears North 33°10'09" East 25.51 feet to a point; Thence North 39°40'56" East 15.76 feet to a point; Thence Northeasterly 42.67 feet along the arc of a curve whose center lies to the Southeast, whose radius is 30.00 feet and whose chord bears North 80°25'39" East 39.16 feet to a point; Thence South 58°49'37" East 25.43 feet to a point; Thence South 71°56'42" East 21.68 feet to a point; Thence Southeasterly 60.39 feet along the arc of a curve whose center lies Southwest, whose radius is 30.00 feet and whose chord bears South 14°16'34" East 50.70 feet to a point; Thence South 43°23'34" West 36.31 feet to a point; Thence South 43°07'59" West 26.83 feet to a point; Thence Westerly 54.55 feet along the arc of a curve whose center lies to the North, whose radius is 30.00 feet and whose chord bears North 84°46'39" West 47.34 feet to the point of beginning of this description.

Said Easement contains 11,241 Square Feet (or 0.2582 Acres) of land, more or less.

Also with, Commencing at said "Point A", Thence South 89°59'29" West 53.23 feet to a point on the East Right-of-Way line of "South 31st Street"; Thence North 00°00'31" West along said East line, 20.00 feet to a point; Thence North 89°59'29" East 65.19 feet to a point; Thence Southwesterly 23.93 feet along the arc of a curve whose center lies to the East, whose radius is 30.00 feet and whose chord bears South 30°51'09" West 23.30 feet to the point of beginning.

Said Access contains 1,147 Square Feet (or 0.0263 Acres) of land, more or less.

Date: 3/27/2018

EXHIBIT "B2"

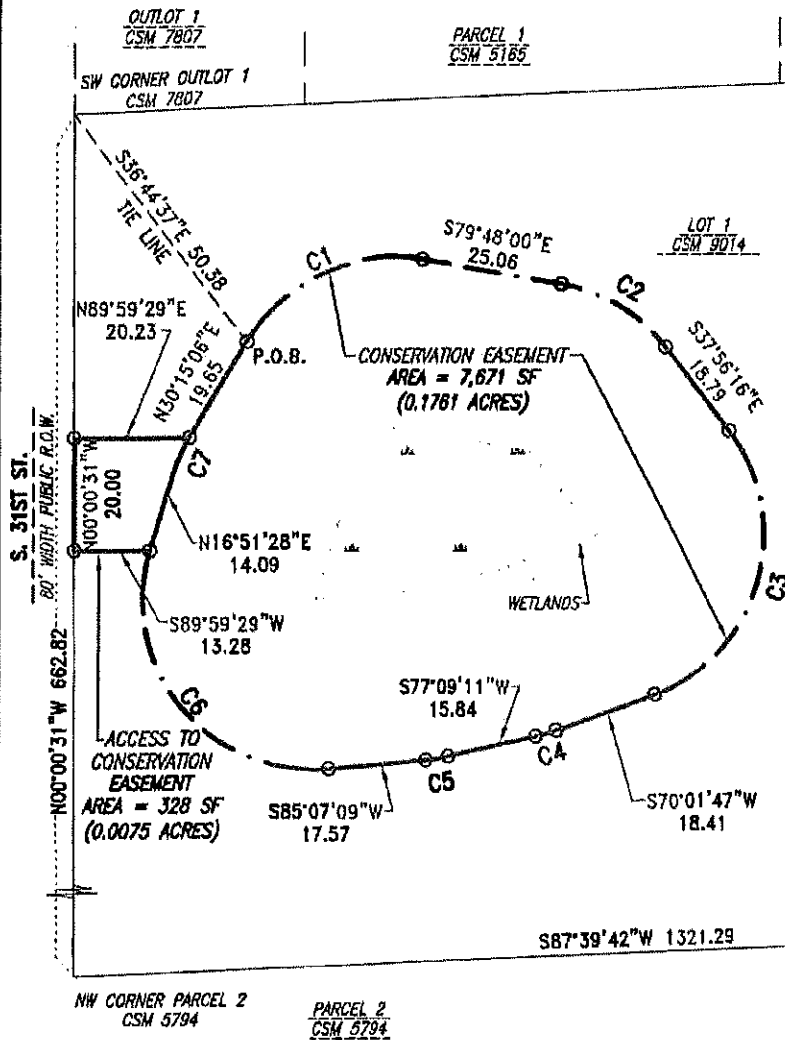
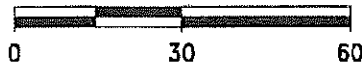
CONSERVATION EASEMENT

LANDS BEING A PART OF LOT 3 OF CERTIFIED SURVEY MAP NO. 9014 LOCATED IN A PART OF THE SOUTHEAST 1/4 OF THE NORTHEAST 1/4 OF SECTION 12, TOWN 5 NORTH, RANGE 21 EAST, IN THE CITY OF FRANKLIN, MILWAUKEE COUNTY, WISCONSIN.



NORTH

GRAPHIC SCALE: 1"=30'



CURVE TABLE:

NO.	RADIUS	CENTRAL ANGLE	ARC	CHORD	CHORD BEARING
C1	30.00	69°56'54"	36.62	34.39	N65°13'33"E
C2	30.00	41°51'44"	21.92	21.43	S58°52'08"E
C3	30.00	107°58'03"	56.53	48.53	S16°02'45"W
C4	30.00	7°07'24"	3.73	3.73	S73°35'29"W
C5	30.00	7°57'58"	4.17	4.17	S81°08'10"W
C6	30.00	111°44'19"	58.51	49.67	N39°00'42"W
C7	30.00	13°37'42"	7.14	7.12	N23°40'12"E

NE. CORNER OF
THE NE 1/4
SEC. 12-5-21

1/4
SEC. 12-5-21
E. LINE, NE 1/4,
SEC. 12-5-21
(VARIABLE WIDTH R.O.W.)
1/4
SEC. 12-5-21

P.O.C.
SE. CORNER OF
THE NE 1/4
SEC. 12-5-21

THIS INSTRUMENT WAS DRAFTED BY TRIO ENGINEERING, LLC.

DATE: 3/27/18

EXHIBIT "B2 CONT."

LEGAL DESCRIPTION CONSERVATION EASEMENT AND ACCESS:

Lands being a part of Lot 1 of Certified Survey Map Number 9014, located in a part of the Southeast 1/4 of the Northeast 1/4 of Section 12, Town 5 North, Range 21 East, in the City of Franklin, Milwaukee County, Wisconsin, now being more particularly bounded and described as follows:

Commencing at the Southeast Corner of the said Northeast 1/4 Section; Thence North 00°00'27" West along the East line of the Northeast 1/4 of said Section a distance of 664.17 feet to a point on the North line of Certified Survey Map number 5794 and it's extension; Thence South 87°39'42" West, along said North line, 1321.29 feet to a point on the East Right-of-Way line of South 31st Street; Thence North 00°00'31" West along said East line, 662.82 feet to the Southwest corner of Outlot 1 of Certified Survey Map Number 7807; Thence South 36°44'37" East 50.38 feet to the place of beginning of lands hereinafter described;

Thence Northeasterly 36.62 feet along the arc of a curve whose center lies to the South, whose radius is 30.00 feet and whose chord bears North 65°13'33" East 34.39 feet to a point; Thence South 79°48'00" East 25.06 feet to a point; Thence Southwesterly 21.92 feet along the arc of a curve whose center lies to the Southwest, whose radius is 30.00 feet and whose chord bears South 58°52'08" East 21.43 feet to a point; Thence South 37°56'16" East 18.79 feet to a point; Thence Southerly 56.53 feet along the arc of a curve whose center lies to the West, whose radius is 30.00 feet and whose chord bears South 16°02'45" West 48.53 feet to a point; Thence South 70°01'47" West 18.41 feet to a point; Thence Southwesterly 3.73 feet along the arc of a curve whose center lies to the North, whose radius is 30.00 feet and whose chord bears South 73°35'29" West 3.73 feet to a point; Thence South 77°09'11" West 15.84 feet to a point; Thence Southwesterly 4.17 feet along the arc of a curve whose center lies to the North, whose radius is 30.00 feet and whose chord bears South 81°08'10" West 4.17 feet to a point; Thence South 85°07'09" West 17.57 feet to a point; Thence Northwesterly 58.51 feet along the arc of a curve whose center lies to the Northeast, whose radius is 30.00 feet and whose chord bears North 39°00'42" West 49.67 feet to a point said point being "Point A" of this description; Thence North 16°51'28" East 14.09 feet to a point; Thence Northeasterly 7.14 feet along the arc of a curve whose center lies to the East, whose radius is 30.00 feet and whose chord bears North 23°40'12" East 7.12 feet to a point; Thence North 30°15'06" East 19.65 feet to the point of beginning of this description.

Said Easement contains 7,671 Square Feet (or 0.1761 Acres) of land, more or less.

Also, Beginning at "Point A", thence South 89°59'29" West 13.28 feet to a point on the East Right-of-Way line of South 31st Street; Thence North 00°00'31" West along said East line, 20.00 feet to a point; Thence North 89°59'29" East 20.23 feet to a point; Thence Northeasterly 7.14 feet along the arc of a curve whose center lies to the East, whose radius is 30.00 feet and whose chord bears South 23°40'12" West 7.12 feet to a point; Thence South 16°51'28" West 14.09 feet to the point of beginning of this description.

Said Access contains 328 Square Feet (or 0.0075 Acres) of land, more or less.

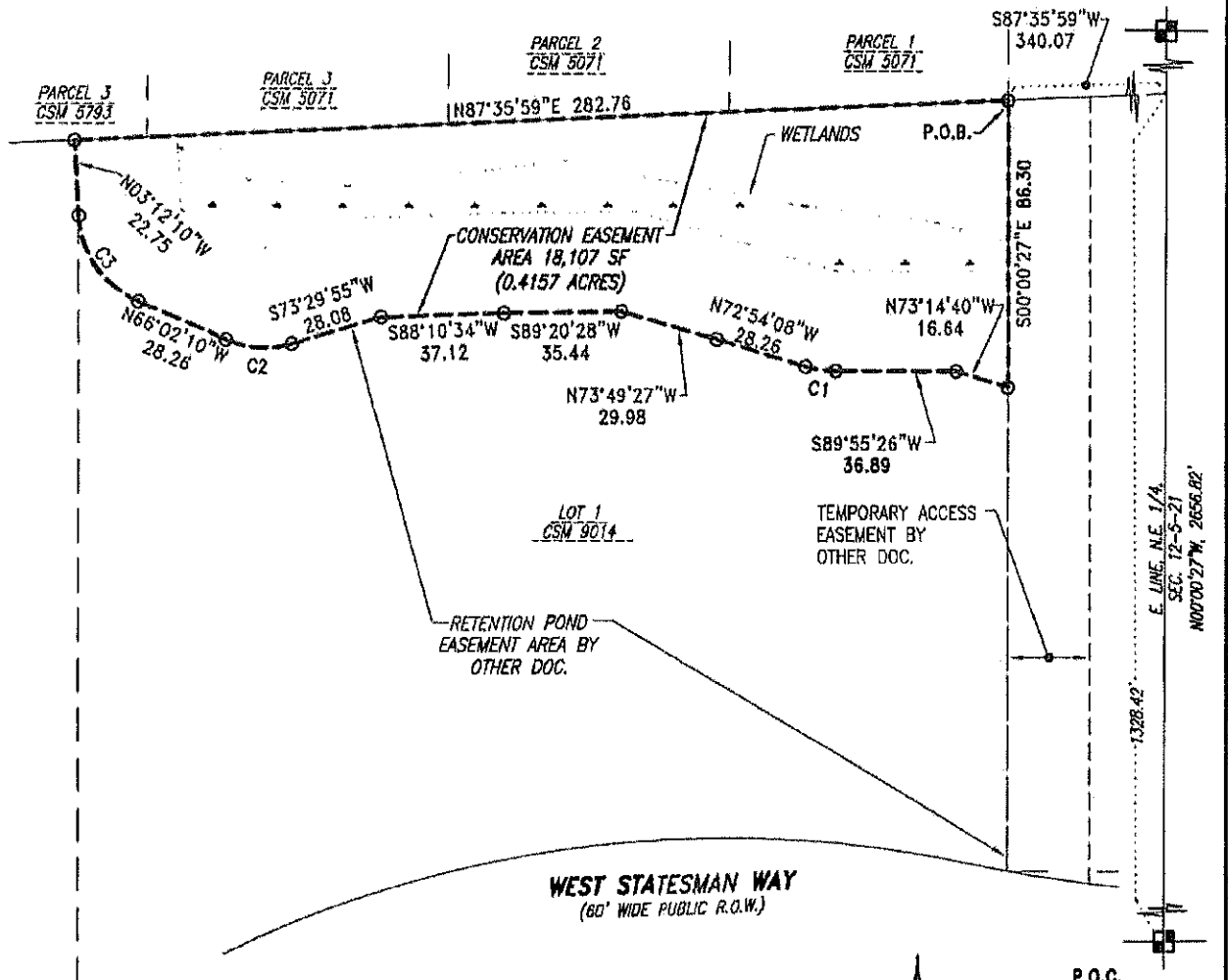
Date: 3/27/2018

EXHIBIT "B3"

CONSERVATION EASEMENT

LANDS BEING A PART OF LOT 1 OF CERTIFIED SURVEY MAP NO. 8014 LOCATED IN A PART OF THE SOUTHEAST 1/4 OF THE NORTHEAST 1/4 OF SECTION 12, TOWN 5 NORTH, RANGE 21 EAST, IN THE CITY OF FRANKLIN, MILWAUKEE COUNTY, WISCONSIN.

NOTE: ACCESS TO CONSERVATION EASEMENT THROUGH RETENTION POND/OR TEMPORARY ACCESS EASEMENT.



CURVE TABLE:

NO.	RADIUS	CENTRAL ANGLE	ARC	CHORD	CHORD BEARING
C1	30.00	17°10'27"	8.99	8.96	N81°29'21"W
C2	30.00	40°27'55"	21.19	20.75	N86°16'07"W
C3	30.00	62°50'00"	32.90	31.28	N34°37'10"W



NORTH

GRAPHIC SCALE: 1"=50'



THIS INSTRUMENT WAS DRAFTED BY TRIO ENGINEERING, LLC.

DATE: 3/27/18

EXHIBIT "B3 CONT."

LEGAL DESCRIPTION CONSERVATION EASEMENT:

Lands being a part of Lot 1 of Certified Survey Map Number 9014, located in a part of the Southeast 1/4 of the Northeast 1/4 of Section 12, Town 5 North, Range 21 East, in the City of Franklin, Milwaukee County, Wisconsin, now being more particularly bounded and described as follows:

Commencing at the Southeast Corner of the said Northeast 1/4 Section; Thence North 00°00'27" West along the East line of the Northeast 1/4 of said Section a distance of 1328.42 feet to a point on the South line of Certified Survey Map Number 5071 and it's extension; Thence South 87°35'59" West along said South line, 340.07 feet to the place of beginning of lands hereinafter described;

Thence South 00°00'27" East 86.30 feet to a point; Thence North 73°14'40" West 16.64 feet to a point; Thence South 89°55'26" West 36.89 feet to a point; Thence Westerly 8.99 feet along the arc of a curve whose center lies to the North, whose radius is 30.00 feet and whose chord bears North 81°29'21" West 8.96 feet to a point; Thence North 72°54'08" West 28.26 feet to a point; Thence North 73°49'27" West 29.98 feet to a point; Thence South 89°20'28" West 35.44 feet to a point; Thence South 88°10'34" West 37.12 feet to a point; Thence South 73°29'55" West 28.08 feet to a point; Thence Westerly 21.19 feet along the arc of a curve whose center lies to the North, whose radius is 30.00 feet and whose chord bears North 86°16'07" West 20.75 feet to a point; Thence North 66°02'10" West 28.26 feet to a point; Thence Northwesterly 32.90 feet along the arc of a curve whose center lies to the Northeast, whose radius is 30.00 feet and whose chord bears North 34°37'10" West 31.28 feet to a point; Thence North 03°12'10" West 22.75 feet to a point on the South line of Certified Survey Map Number 5071 and it's extension; Thence North 87°35'59" East along said South line, 282.76 feet to the point of beginning of this description.

Said Easement contains 18,107 Square Feet (or 0.4157 Acres) of land, more or less.

Date: 3/27/2018

Blank Page

APPROVAL <i>Slw</i>	REQUEST FOR COUNCIL ACTION	MEETING DATE 05/15/18
REPORTS & RECOMMENDATIONS	RESOLUTION FOR ACCEPTANCE OF A RETENTION POND AND DRAINAGE ACCESS EASEMENT, A TEMPORARY ACCESS EASEMENT AND A WATER MAIN EASEMENT FOR T.I. INVESTORS OF FRANKLIN LOCATED AT 2855-3034 WEST STATESMAN WAY (FORMERLY 7333 SOUTH 27TH STREET) (ZILBER LTD., APPLICANT)	ITEM NUMBER 6.5.

As part of the development of The Statesman Apartments, a Retention Pond and Drainage Access Easement, a Temporary Access Easement and a Water Main Easement need to be installed upon the properties located at 2855-3034 West Statesman Way (formerly 7333 South 27th Street), bearing Tax Key Nos. 761-9001-000 and 761-9003-000.

These easements are needed to allow the City access and maintenance rights to the utility. This easement provides for the rights of grantor and grantee.

It is recommended that the Common Council authorize the Mayor and City Clerk to sign said easements.

COUNCIL ACTION REQUESTED

A motion to adopt Resolution No. 2018-_____, a resolution for acceptance of a Retention Pond and Drainage Access Easement, a Temporary Access Easement and a Water Main Easement for T.I. Investors of Franklin located at 2855-3034 West Statesman Way (formerly 7333 South 27th Street) (Zilber LTD., Applicant).

STATE OF WISCONSIN: CITY OF FRANKLIN : MILWAUKEE COUNTY

RESOLUTION NO. 2018 - _____

RESOLUTION FOR ACCEPTANCE OF
A RETENTION POND AND DRAINAGE ACCESS EASEMENT,
A TEMPORARY ACCESS EASEMENT AND
A WATER MAIN EASEMENT FOR
T.I. INVESTORS OF FRANKLIN
LOCATED AT 2855-3034 WEST STATESMAN WAY
(FORMERLY 7333 SOUTH 27TH STREET)
(ZILBER LTD., APPLICANT)

WHEREAS, easements are required to construct, maintain and operate a retention pond and drainage access, a temporary access and a water main within The Statesman Apartments development located at 2855-3034 West Statesman Way (formerly 7333 South 27th Street), bearing Tax Key Nos. 761-9001-000 and 761-9003-000.

NOW, THEREFORE BE IT RESOLVED by the Mayor and Common Council of the City of Franklin that it would be in the best interest of the City to accept such easements and therefore the Mayor and City Clerk are hereby authorized and directed to execute the easement accepting it on behalf of the City.

BE IT FURTHER RESOLVED, that the City Clerk is directed to record said easements with the Register of Deeds for Milwaukee County.

Introduced at a regular meeting of the Common Council of the City of Franklin the _____ day of _____, 2018, by Alderman _____.

PASSED AND ADOPTED by the Common Council of the City of Franklin on the _____ day of _____, 2018.

APPROVED:

Stephen R. Olson, Mayor

ATTEST:

Sandra L. Wesolowski, City Clerk

AYES _____ NOES _____ ABSENT _____

RETENTION POND AND DRAINAGE ACCESS EASEMENT AGREEMENT

THIS RETENTION POND AND DRAINAGE ACCESS EASEMENT AGREEMENT (the "Agreement") is hereby made and entered into this 9th day of May 2018, by and between TI INVESTORS OF FRANKLIN APARTMENTS LLC ("Owner") and the CITY OF FRANKLIN ("City").

RECITALS:

A. Owner is the owner of certain real property being an approximately 24.5 acre parcel located in Franklin, Wisconsin ("Property") as more fully described on the attached Exhibit A.

B. Located within the area of the Property are certain retention ponds and the associated drainage swale and piping (hereinafter collectively referred to as the "Ponds"), which are intended for the purposes of drainage and retention/detention of storm water outflows originating from the Property.

C. The City desires a perpetual, non-exclusive easement with the right of entry in and across a portion of the Property, with the right to build and construct and/or operate, maintain, repair, reconstruct and inspect as may be or may become applicable, the Ponds and the facilities and appurtenances thereto, including storm sewer, associated manholes, inlets and end sections.

D. Owner, in consideration of the mutual covenants and agreements contained herein, agrees to grant the City certain access easement rights over a portion of the Property, as further described in Exhibit B, to access the Ponds, as more fully set forth below.

DECLARATION

1. **Initial Installation and Maintenance.** Owner is responsible at Owner's cost for the initial construction and installation of the Ponds and Easement Area for the purposes of storm water drainage and retention/detention, all in accordance with applicable City ordinances, the Development Agreement for Multifamily Housing and Commercial Development – 7333 S. 27th Street between the City and the Owner, the policies of the City, and this Agreement. Unless otherwise agreed in writing signed by all parties, Owner, its successors and assigns is hereby charged with the duty of managing the direct day-to-day responsibilities of the Ponds and Easement Area maintenance, all for the benefit of the Property.

Prepared by and return to:

Name and Return Address

Sandra J. DeLisle

Zilber Ltd.

710 N. Plankinton Avenue, Suite 1200

Milwaukee, WI 53203

Tax Key Number: 261-9992-004

2. Cost of Installation and Maintenance. All costs of creating and maintaining the Ponds and Easement Area, including but not limited to grading and construction, landscape installation and maintenance, inspections, certifications, vegetation replacement and sediment removal, shall be the Owner's responsibility until such time any part or all of the Ponds and/or Easement Area are sold, transferred, condemned or subjected to other change of ownership, at which time the new owner, its successors and/or assigns shall take on such responsibilities. Real estate taxes for the Property shall be the responsibility of the Owner, its successors and/or assigns until such time of transfer or assignment of responsibility.

3. Grant of Easement. Owner does hereby grant to City a perpetual and nonexclusive access easement ("Easement") for the right of ingress/egress by pedestrian and vehicle traffic, to travel to and from the Ponds and the adjacent public rights-of-way known as West Statesman Way or South 31st Street, over the specific easement area as depicted on Exhibits B1, B2, and B3 (collectively referred to as Exhibit B) attached hereto ("Easement Area"), for the purpose of accessing and maintaining the Ponds as specifically set forth herein. Owner, its successors and assigns, hereby grant permission to the City, its authorized agents and employees, to enter upon the Easement Area to inspect the Ponds and Easement Area as the City deems necessary, upon reasonable notice or no notice if an emergency is reported. The purpose of inspection is to investigate reported deficiencies and/or to respond to citizen complaints. The City shall provide the Owner, its successors and assigns, copies of the inspection findings and a written directive to commence with corrective action if necessary. Corrective action shall be taken within a reasonable time frame as established by the City Engineer.

4. Failure to Maintain. If Owner, its successors and assigns, fail to maintain the Ponds and Easement Area in good working condition consistent with the terms of the approved plans and specifications approved by the City, and Owner does not perform the required corrective action and inspections in the specified time, the City may perform the corrective action identified in the inspection report and assess the Owner, its successors and assigns for the cost of such work. The cost of such work may be specially assessed against the Property pursuant to Wisconsin Statutes Section 66.0703. This provision shall not be construed to allow the City to erect any structure of a permanent nature within the described Easement Area for the Ponds to function as intended, and in no event shall this Agreement be construed to impose any such obligation on the City.

5. Consistent Uses Allowed. The Owner shall have the right to use the surface and subsurface area of the Easement Area in any way consistent with the grant in this Agreement.

6. Covenants Run with Land. All of the terms and conditions in this Agreement, including the benefits and burdens, shall run with the land and shall be binding upon, inure to the benefit of, and be enforceable by the City and the Owner, and its respective successors and assigns as Owner of the Property. Any specific person or entity named an "Owner" in this Agreement shall cease to have further liability under this Agreement with respect to facts or circumstances first arising after Owner has transferred its fee simple interest in the Property to a subsequent title holder, except, however, for obligations that accrued during such Owner's period of ownership of title. This Agreement shall be recorded with the Milwaukee County Register of Deeds.

7. **Governing Law.** This Agreement shall be construed and enforced in accordance with the laws of the State of Wisconsin.

8. **Non-Use.** Non-use or limited use of the easement rights granted in this Agreement shall not prevent the City from later use of the easement rights to the fullest extent authorized in this Agreement.

9. **Invalidity.** If any term or condition of this Agreement, or the application of this Agreement to any person or circumstance, shall be deemed invalid or unenforceable, the remainder of this Agreement, or the application of the term or condition to persons or circumstances other than those to which it is held invalid or unenforceable, shall not be affected thereby, and each term and condition shall be valid and enforceable to the fullest extent permitted by law.

10. **Waiver.** No delay or omission by any party in exercising any right or power arising out of any default under any of the terms or conditions of this Agreement shall be construed to be a waiver of the right or power.

11. **Enforcement.** Enforcement of this Agreement may be by proceedings at law or in equity against any person or persons violating or attempting or threatening to violate any term or condition in this Agreement, either to restrain or prevent the violation or to obtain any other relief. If a suit is brought to enforce this Agreement, the prevailing party shall be entitled to recover its costs, including reasonable attorney fees, from the nonprevailing party.

12. **No Public Dedication.** Nothing in this Agreement shall be deemed to be a gift or dedication of any portion of the Easement Area to the general public or for any public purpose whatsoever.

13. **Proper Parties.** The parties hereto each warrant and represent that each has the authority and right to execute this Agreement.

Dated as of the 9th day of May 2018.

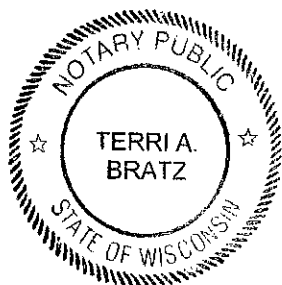
TI INVESTORS OF FRANKLIN APARTMENTS LLC

By: Towne Realty, Inc., manager

By: [Signature]
William A. Wigchers, Vice President

STATE OF WISCONSIN)
) ss
COUNTY OF MILWAUKEE)

Personally came before me this 9th day of May 2018, the above-named William A. Wigchers, Vice President of Towne Realty, Inc., to me known to be such person who executed the foregoing instrument and acknowledged the same.



[Signature]
Notary Public
My commission: 6-17-21

CITY OF FRANKLIN, WISCONSIN

By: _____

Stephen R. Olson, Mayor

Date: _____

Attest: _____

Sandra L. Wesolowski, City Clerk

Date: _____

STATE OF WISCONSIN)

) ss

COUNTY OF MILWAUKEE)

Personally appeared before me this ____ day of _____ 2018, the above-named Stephen R. Olson and Sandra L. Wesolowski, Mayor and City Clerk, respectively, of the City of Franklin, Wisconsin, to me known to be the persons who executed the foregoing agreement on behalf of the City and by its authority.

Notary Public

My commission: _____

Approved as to form:

Jesse A. Wesolowski, City Attorney

Date: _____

MORTGAGE HOLDER CONSENT

The undersigned, BMO Harris Bank N.A., a national banking association ("Mortgagee"), as Mortgagee under (i) that certain Mortgage encumbering the Property and recorded in the Office of the Register of Deeds for Milwaukee County, Wisconsin, on May 8, 2018, as Document No. 10774314, and (ii) that certain Assignment of Leases and Rents recorded in the Office of the Register of Deeds for Milwaukee County, Wisconsin, on May 8, 2018, as Document No. 10774315, hereby consents to the execution of the foregoing easement and its addition as an encumbrance against title to the Property.

IN WITNESS WHEREOF, Mortgagee has caused these presents to be signed by its duly authorized officers, and its corporate seal to be hereunto affixed, as of the day and year first above written.

BMO Harris Bank N.A.
a national banking association

By: Alicia Kopp
Name: Alicia Kopp
Title: Vice President

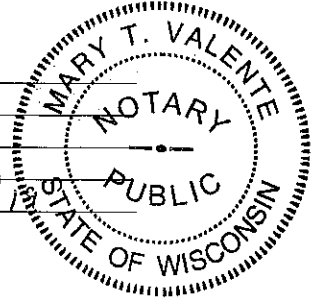
STATE OF WISCONSIN

SS

COUNTY OF MILWAUKEE

On this, the 9th day of May, 2008, before me, the undersigned, personally appeared Alicia Kopp, the Vice President of BMO Harris Bank N.A., a national banking association, and acknowledged that (s)he executed the foregoing instrument on behalf of said corporation, by its authority and for the purposes therein contained.

Name: Mary T. Valente
Notary Public Mary T. Valente
State of WI
County of Milwaukee
My commission expires on: 11/29/13



This document was drafted by:

Sandra J. DeLisle, Esq.
Zilber Ltd. - Legal Dept.
710 N. Plankinton Avenue, Suite 1200
Milwaukee, WI 53203

EXHIBIT A

Legal Description of Property

Lands being all of Lot 1 of Certified Survey Map Number 9014, located in a part of the Southeast 1/4 of the Northeast 1/4 of Section 12, Town 5 North, Range 21 East, in the City of Franklin, Milwaukee County, Wisconsin, now being more particularly bounded and described as follows:

Commencing at the Southeast Corner of the said Northeast 1/4 Section; Thence North 00°00'27" West along the East line of the Northeast 1/4 of said Section a distance of 1198.42 feet to a point; Thence South 87°35'59" West 98.57 feet to a point on the West Right-of-Way of South 27th Street and the place of beginning of the lands hereinafter described.

Thence South 20°32'55" West along said West line, 32.80 feet; Thence South 00°00'27" East along said West line, 88.11 feet to a point on the North Right-of-Way line of "West Statesman Way"; Thence South 89°59'33" West along said North line, 155.47 feet to a point; Thence Westerly 79.04 feet along the arc of curve whose center lies to the North, whose radius is 420.00 feet and whose chord bears North 84°36'59" West along said North line, 78.92 feet to a point; Thence North 79°13'31" West along said North line, 14.95 feet to a point; Thence Southwesterly 275.92 feet along the arc of a curve whose center lies to the South, whose radius is 355.00 feet and whose chord bears South 78°30'29" West along said North line, 269.03 feet to a point; Thence South 56°14'29" West along said North line, 37.84 feet to a point; Thence Southwesterly 217.95 feet along the arc of a curve whose center lies to the North, whose radius is 370.00 feet and whose chord bears South 73°06'59" West along said North line, 214.81 feet to a point; Thence South 89°59'29" West along said North line, 200.04 feet to a point; Thence Southwesterly 109.96 feet along the arc of a curve whose center lies to the South, whose radius is 280.00 feet and whose chord bears South 78°44'29" West along said North line, 109.25 feet to a point; Thence South 67°29'29" West along said North line, 40.62 feet to a point; Thence Southwesterly 47.12 feet along the arc of a curve whose center lies to the North, whose radius is 120.00 feet and whose chord bears South 78°44'29" West along said North line, 46.82 feet to a point; Thence South 89°59'29" West along said North line, 70.16 feet to a point on the East Right-of-Way of South 31st Street; Thence North 00°00'31" West along said West line, 370.50 feet to a point on the North line of Lot 1 of said Certified Survey Map; Thence North 87°35'59" East along said North line, 1073.64 feet to a point; Thence South 00°00'27" East 130.00 feet; Thence North 87°35'59" East 149.15 feet to the point of beginning of this description.

Said Parcel contains 699,583 Square Feet (or 16.0602 Acres) of land, more or less.

Date: 3/27/2018

And

EXHIBIT A Continued

Lands being all of Lot 2 of Certified Survey Map Number 9014, located in a part of the Southeast 1/4 of the Northeast 1/4 of Section 12, Town 5 North, Range 21 East, in the City of Franklin, Milwaukee County, Wisconsin, now being more particularly bounded and described as follows:

Commencing at the Southeast Corner of the said Northeast 1/4 Section; Thence North $00^{\circ}00'27''$ West along the East line of the Northeast 1/4 of said Section a distance of 664.17 feet to a point; Thence South $87^{\circ}39'42''$ West 80.07 feet to a point on the Westerly right-of-way line of "South 27th Street", said point being the Northeast corner of Parcel 1 of Certified Survey Map No. 5794 and the place of beginning of lands hereinafter described;

Thence continuing South $87^{\circ}39'42''$ West along said North line, 267.22 feet to a point; Thence North $00^{\circ}00'27''$ West 372.41 feet to a point on the South Right-of-way of "West Statesman Way"; Thence 81.93 feet along the arc of a curve whose center lies to the North, whose radius is 480.00 feet and whose chord bears South $85^{\circ}07'05''$ East along said South line, 81.82 feet to a point; Thence North $89^{\circ}59'33''$ East along said South line, 155.47 feet to a point on the West Right-of-Way of "South 27th Street" to a point; Thence South $00^{\circ}00'27''$ East along said West line, 226.89 feet to a point; Thence South $10^{\circ}18'45''$ East along said West line, 111.80 feet to a point; Thence North $89^{\circ}59'33''$ East along said West line, 10.00 feet to a point; Thence South $00^{\circ}00'27''$ East along said West line, 17.68 feet to the point of beginning of this description.

Said Parcel contains 87,304 Square Feet (or 2.0042 Acres) of land, more or less.

Date: 3/27/2018

And

EXHIBIT A Continued

Lands being all of Lot 3 of Certified Survey Map Number 9014, located in a part of the Southeast 1/4 of the Northeast 1/4 of Section 12, Town 5 North, Range 21 East, in the City of Franklin, Milwaukee County, Wisconsin, now being more particularly bounded and described as follows:

Commencing at the Southeast Corner of the said Northeast 1/4 Section; Thence North 00°00'27" West along the East line of the Northeast 1/4 of said Section a distance of 664.17 feet to a point; Thence South 87°39'42" West 347.29 feet to a point, said point being on the North line of Parcel 1 of Certified Survey Map No. 5794 and the place of beginning of lands hereinafter described;

Thence continuing South 87°39'42" West along said North line, 974.00 feet to a point on the East Right-of-Way of South 31st Street; Thence North 00°00'31" West along said East line, 212.32 to a point on the South Right-of-Way line of "West Statesman Way"; Thence North 89°59'29" East along said South line, 66.13 feet to a point; Thence Northeasterly 65.38 feet along the arc of a curve whose center lies to the Northwest, whose radius is 100.00 feet and whose chord bears North 71°15'41" East along said South line, 64.22 feet to a point; Thence Northeasterly 143.84 feet along the arc of a curve whose center lies to the South, whose radius is 220.00 feet and whose chord bears North 71°15'41" East along said South line, 141.29 feet to a point; Thence North 89°59'29" East along said South line, 200.04 feet to a point; Thence Northeasterly 253.29 feet along the arc of a curve whose center lies to the Northwest, whose radius 430.00 feet and whose chord bears North 73°06'59" East along said South line, 249.64 feet to a point; Thence North 56°14'29" East along said South line, 37.84 feet to a point; Thence Northeasterly 229.29 feet along the arc of a curve whose center lies to the South, whose radius is 295.00 feet and whose chord bears North 78°30'29" East along said South line, 223.56 feet to a point; Thence South 79°13'31" East along said South line, 14.95 feet to a point; Thence Southeasterly 8.40 feet along the arc of a curve whose center lies to the Southeast, whose radius is 480.00 feet and whose chord bears South 79°43'37" East along said South line, 8.40 feet to a point; Thence South 00°00'27" East 372.41 feet to the point of beginning of this description.

Said Parcel contains 281,624 Square Feet (or 6.4652 Acres) of land, more or less.

Date: 3/27/2018

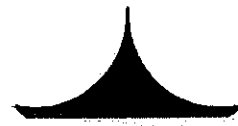
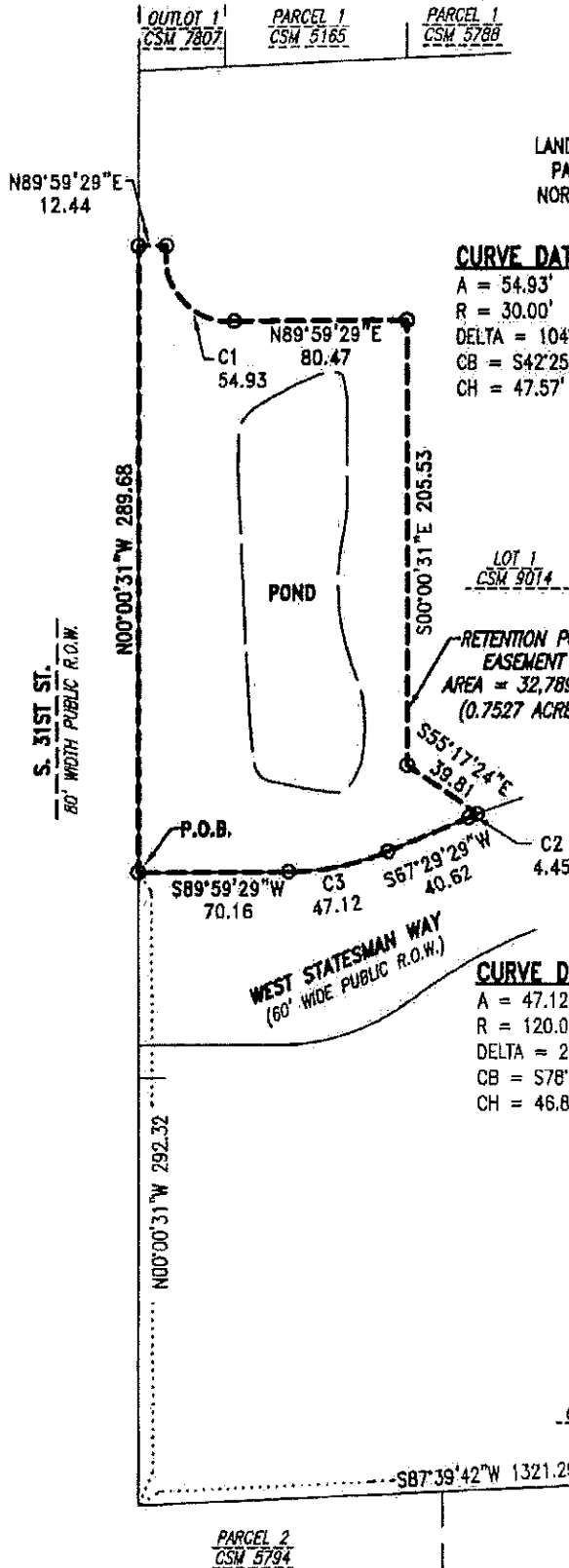
EXHIBIT B

Legal Description and Depiction of
Retention Pond Easement Area

EXHIBIT "B1"

RETENTION POND EASEMENT

LANDS BEING A PART OF LOT 1 OF CERTIFIED SURVEY MAP NO. 9014 LOCATED IN A PART OF THE SOUTHEAST 1/4 OF THE NORTHEAST 1/4 OF SECTION 12, TOWN 5 NORTH, RANGE 21 EAST, IN THE CITY OF FRANKLIN, MILWAUKEE COUNTY, WISCONSIN.



NORTH

GRAPHIC SCALE: 1"=80'

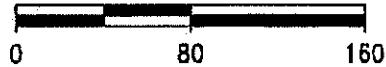


EXHIBIT "B1 CONT."

LEGAL DESCRIPTION RETENTION POND EASEMENT:

Lands being a part of Lot 1 of Certified Survey Map Number 9014, located in a part of the Southeast 1/4 of the Northeast 1/4 of Section 12, Town 5 North, Range 21 East, in the City of Franklin, Milwaukee County, Wisconsin, now being more particularly bounded and described as follows:

Commencing at the Southeast Corner of the said Northeast 1/4 Section; Thence North 00°00'27" West along the East line of the Northeast 1/4 of said Section a distance of 684.17 feet to a point on the North line of Certified Survey Map number 5794 and its extension; Thence South 87°39'42" West along said North line, 1321.29 feet to a point on the East Right-of-Way line of South 31st Street; Thence North 00°00'31" West along said East line, 292.32 feet to the place of beginning of lands hereinafter described;

Thence continuing North 00°00'31" West along said East line, 289.68 feet to a point; Thence North 89°59'29" East 12.44 feet to a point; Thence Southeasterly 54.93 feet along the arc of a curve whose center lies to the Northeast, whose radius is 30.00 feet and whose chord bears South 42°25'31" East 47.57 feet to a point; Thence North 89°59'29" East 80.47 feet to a point; Thence South 00°00'31" East 205.53 feet to a point; Thence South 55°17'24" East 39.81 feet to a point on the North Right-of-Way line of "West Statesman Way"; Thence Southwesterly 4.45 feet along the arc of a curve whose center lies to the Southeast, whose radius is 280.00 feet and whose chord bears South 67°56'48" West along said North line, 4.45 feet to a point; thence South 67°29'29" West along said North line, 40.62 feet to a point; Thence Southwesterly 47.12 feet along the arc of a curve whose center lies to the North, whose radius is 120.00 feet and whose chord bears South 78°44'29" West along said North line, 46.82 to a point; Thence South 89°59'29" West along said North line, 70.16 feet to the point of beginning of this description.

Said Easement contains 32,789 Square Feet (or 0.7527 Acres) of land, more or less.

Date: 3/27/2018

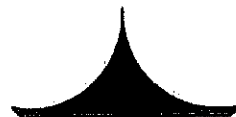
EXHIBIT "B2"

RETENTION POND EASEMENT

LANDS BEING A PART OF LOT 1 OF CERTIFIED SURVEY MAP NO. 9014
LOCATED IN A PART OF THE SOUTHEAST 1/4 OF THE NORTHEAST 1/4 OF
SECTION 12, TOWN 5 NORTH, RANGE 21 EAST, IN THE CITY OF FRANKLIN,
MILWAUKEE COUNTY, WISCONSIN.

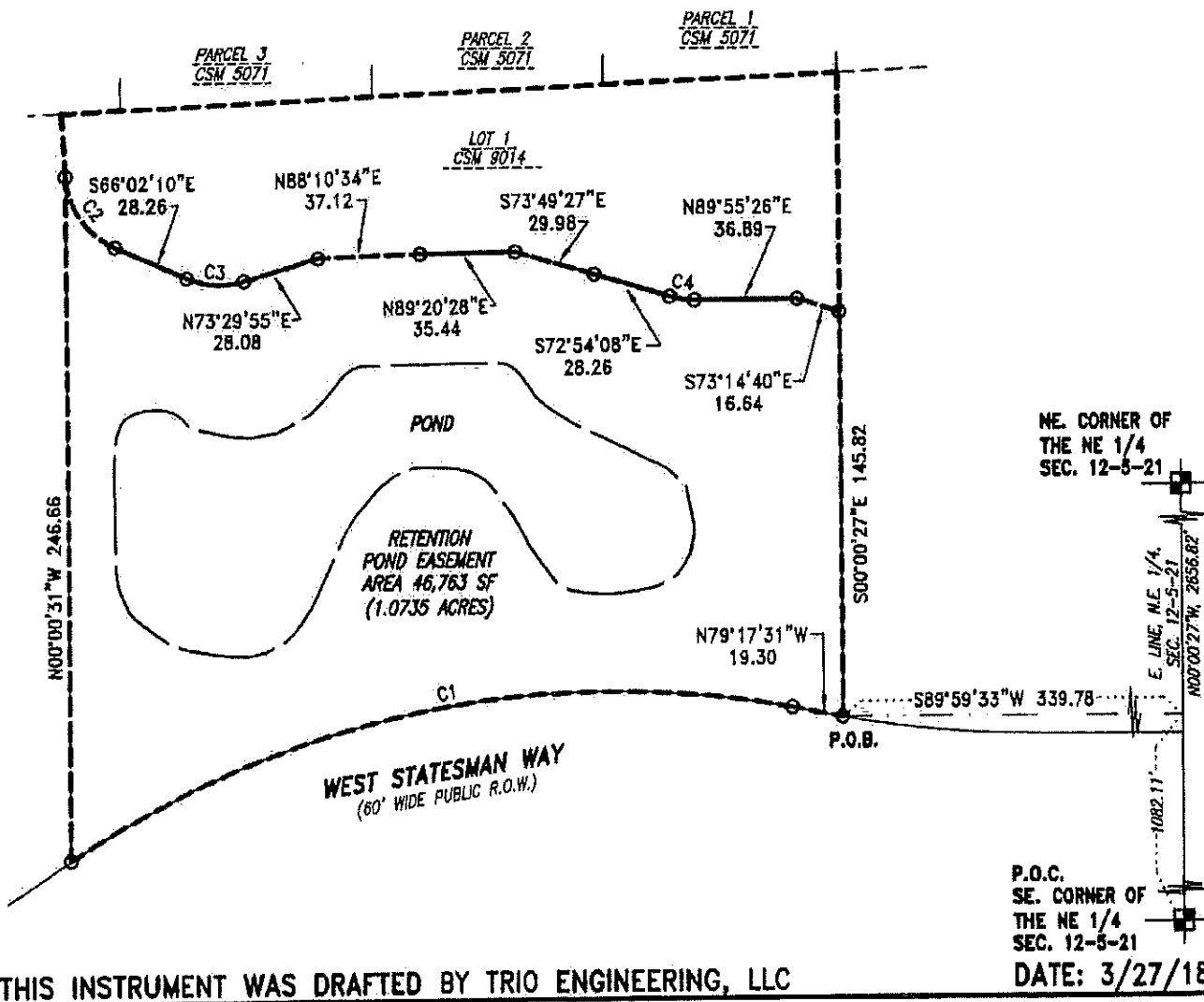
CURVE TABLE:

NO.	RADIUS	CENTRAL ANGLE	ARC	CHORD	CHORD BEARING
C1	355.00	44°16'08"	274.29	267.51	S78°38'25"W
C2	30.00	62°50'00"	32.90	31.28	S34°37'10"E
C3	30.00	40°27'55"	21.19	20.75	S86°16'07"E
C4	30.00	17°10'27"	8.99	8.96	S81°29'21"E



NORTH

GRAPHIC SCALE: 1"=60'



H:\0800\620\16030-01\Survey\CSM-EXHIBITS\085-RETENTION-ESMT-EXST.dwg

EXHIBIT "B2 CONT."

LEGAL DESCRIPTION RETENTION POND EASEMENT:

Lands being a part of Lot 1 of Certified Survey Map Number 9014, located in a part of the Southeast 1/4 of the Northeast 1/4 of Section 12, Town 5 North, Range 21 East, in the City of Franklin, Milwaukee County, Wisconsin, now being more particularly bounded and described as follows:

Commencing at the Southeast Corner of the said Northeast 1/4 Section; Thence North 00°00'27" West along the East line of the Northeast 1/4 of said Section a distance of 1082.11 feet to a point; Thence South 87°59'33" West 339.78 feet to a point on the North Right-of-Way line of "West Statesman Way" said point being the place of beginning of lands hereinafter described;

Thence North 79°17'31" West along said North line, 19.30 feet to a point; Thence Southwesterly 274.29 feet along the arc of a curve whose center lies to the South, whose radius is 355.00 feet and whose chord bears South 78°38'25" West along said North line, 267.51 feet to a point; Thence North 00°00'31" West 246.66 feet to a point; Thence Southeasterly 32.90 feet along the arc of a curve whose center lies to the Northeast, whose radius is 30.00 feet and whose chord bears South 34°37'10" East 31.28 feet to a point; Thence South 66°02'10" East 28.26 feet to a point; Thence Easterly 21.19 feet along the arc of a curve whose center lies to the North, whose radius is 30.00 feet and whose chord bears South 86°16'07" East 20.75 feet to a point; Thence North 73°29'55" East 28.08 feet to a point; thence North 88°10'34" East 37.12 feet to a point; Thence North 89°20'28" East 35.44 feet to a point; Thence South 73°49'27" East 29.98 feet to a point; Thence South 72°54'08" East 28.26 feet to a point; Thence Southeasterly 8.99 feet along the arc of a curve whose center lies to the North, whose radius is 30.00 feet and whose chord bears South 81°29'21" East 8.96 feet to a point; Thence North 89°55'26" East 36.89 feet to a point; Thence South 73°14'40" East 16.64 feet to a point; Thence South 00°00'27" East 145.82 feet to the point of beginning of this description.

Said Parcel contains 46,763 Square Feet (or 1.0735 Acres) of land, more or less.

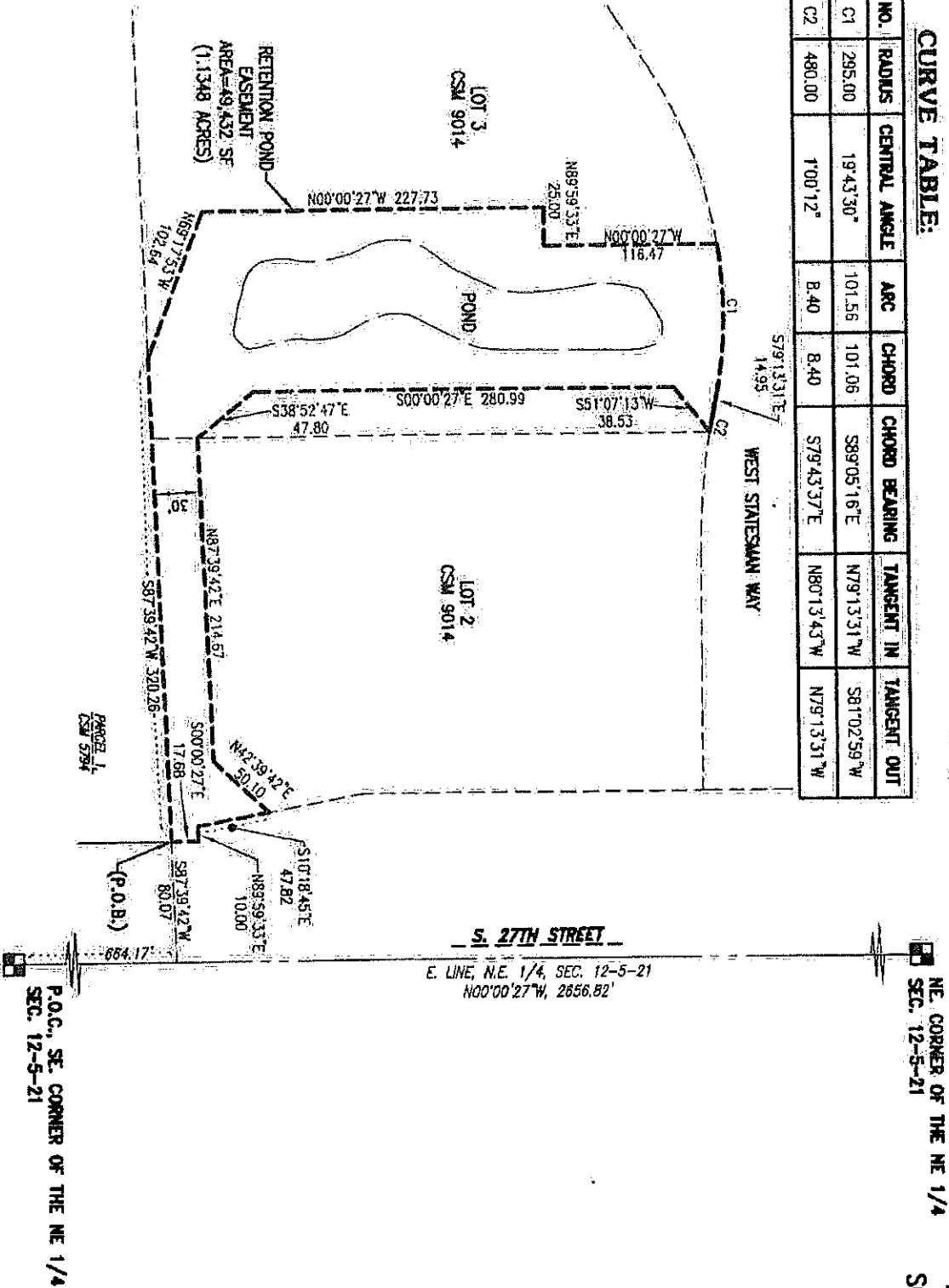
Date: 3/27/2018

EXHIBIT "B3"

LANDS BEING A PART OF LOTS 2 AND 3 OF CERTIFIED SURVEY MAP NO. 9014 LOCATED IN A PART OF THE SOUTHEAST 1/4 OF THE NORTHEAST 1/4 OF SECTION 12, TOWN 5 NORTH, RANGE 21 EAST, IN THE CITY OF FRANKLIN, MILWAUKEE COUNTY, WISCONSIN.

CURVE TABLE:

NO.	RADIUS	CENTRAL ANGLE	ARC	CHORD	CHORD BEARING	TANGENT IN	TANGENT OUT
C1	295.00	19°43'30"	101.56	101.06	S89°05'16"E	N79°13'31"W	S81°02'59"W
C2	480.00	1°00'12"	8.40	8.40	S79°43'37"E	N80°13'43"W	N79°13'31"W



THIS EXHIBIT WAS PREPARED BY TRIO ENGINEERING, LLC

DATE: 3-27-18

EXHIBIT "B3 CONT."

LEGAL DESCRIPTION RETENTION POND AND DRAINAGE EASEMENT:

Lands being a part of Lots 2 and 3 of Certified Survey Map Number 9014, located in a part of the Southeast 1/4 of the Northeast 1/4 of Section 12, Town 5 North, Range 21 East, in the City of Franklin, Milwaukee County, Wisconsin, now being more particularly bounded and described as follows:

Commencing at the Southeast Corner of the said Northeast 1/4 Section; Thence North 00°00'27" West along the East line of the Northeast 1/4 of said Section a distance of 664.17 feet to a point; Thence South 87°39'42" West 80.07 feet; to the place of beginning of lands hereinafter described;

Thence continuing South 87°39'42" West along the North line of Certified Survey Map number 5794, 320.26 feet to a point; Thence North 69°17'53" West 102.64 feet to a point; Thence North 00°00'27" West 227.73 feet to a point; Thence North 89°59'33" East 25.00 feet to a point; Thence North 00°00'27" West 116.47 feet to a point on the South Right-of-Way line of "West Statesman Way"; Thence 101.56 feet along the arc of a curve whose center lies to the South, whose radius is 295.00 feet and whose chord bears South 89°05'16" East along said South line, 101.06 feet to a point; Thence South 79°13'31" East along said South line, 14.95 feet to a point; Thence 8.40 feet along the arc of a curve whose center lies to the North, whose radius is 480.00 feet and whose chord bears South 79°43'37" East along said South line, 8.40 feet to a point; Thence South 51°07'13" West 38.53 feet to a point; Thence South 00°00'27" East 280.99 feet to a point; Thence South 38°52'47" East 47.80 feet; Thence North 87°39'42" East 214.67 feet to a point; Thence North 42°39'42" East 50.10 feet to a point on the West Right-of-way line of South 27th Street; Thence South 10°18'45" East along said West line, 47.82 feet; Thence North 89°59'33" East along said West line, 10.00 feet to a point; Thence South 00°00'27" East along said West line, 17.68 feet to the point of beginning of this description.

Said Parcel contains 49,432 Square Feet (or 1.1348 Acres) of land, more or less.

Date: 3/27/2018

Document No.

DECLARATION OF TEMPORARY ACCESS EASEMENT

Return to:
Sandra J. DeLisle
Zilber Ltd. – Legal Dept.
710 N. Plankinton Ave., #1200
Milwaukee, Wisconsin 53203

761-9992-004 and 761-9990-002
Parcel Numbers

THIS DECLARATION OF TEMPORARY ACCESS EASEMENT (the “Declaration”) is hereby made by TI INVESTORS OF FRANKLIN APARTMENTS LLC (“TI Investors”).

RECITALS:

A. TI Investors is the owner of certain real property located in the City of Franklin, Milwaukee County, Wisconsin comprised of two (2) separate improved parcels, being:

Lot 1 of Certified Survey Map No. 9014 (“Parcel 1”) and
an approximately 1.2908 acre parcel adjacent to Parcel 1 (“Parcel 2”)

as described on the attached Exhibit A and referred to in this Declaration by specific parcel designation or collectively as the “Parcels.”

B. TI Investors desires to create certain temporary access easement rights over that certain portion of Parcel 1, for the benefit of Parcel 2, as more fully set forth below.

DECLARATION

1. **Creation of Easement.** Parcel 1 shall be subject to a nonexclusive, temporary access easement for vehicular and pedestrian traffic and right-of-way (“Easement”) to use, construct, reconstruct, maintain, and operate, with the right of ingress and egress for all purposes of this grant, over the easement area, as depicted on the “Easement Exhibit” attached hereto as Exhibit B (“Easement Area”), for the benefit of Parcel 2, all present and future Owners of Parcel 2 and its occupants, agents, employees, guests, tenants, licensees, invitees, service and emergency providers. For purposes of this Declaration, an “Owner” of a Parcel

shall be the person or persons, or other entity, having the power to convey the fee simple title to any portion of the Parcel. The Easement shall exist until such time as Parcel 2 is granted permanent access frontage to any other public right of way other than South 27th Street (State Highway 241) or West Minnesota Avenue.

2. **Maintenance.** The Owner of Parcel 2 shall have the right to construct a private driveway within the Easement Area, at the Parcel 2 Owner's sole cost and expense. Any private driveway so constructed shall be of asphalt or concrete, and shall comply with all governmental and agency approvals, permits and requirements. The Owner of Parcel 2 shall be solely responsible for all of the costs associated with the maintenance of the Easement Area, including keeping the Easement Area in good, clean, attractive and sanitary condition, order and repair (including the timely removal of snow and ice, patching, repairing and resurfacing).

3. **Consistent Uses Allowed.** The Owner of Parcel 1 shall have the right to use the Easement Area and any improvements thereon, in any way consistent with the grant in this Declaration.

4. **Covenants Run with Land.** All of the terms and conditions in this Declaration, including the benefits and burdens, shall run with the land and shall be binding upon, inure to the benefit of, and be enforceable by the Owners and TI Investors, and their respective successors and assigns as Owners of the Parcels. The easement granted under Section 1 of this Declaration is an easement appurtenant to Parcel 1 and Parcel 2 and may not be transferred separately from, or severed from, title to the Parcels. Furthermore, the benefits of the easement granted under this Declaration shall not be extended to any property other than Parcel 1 and Parcel 2 without the consent of the Owner of the other Parcel. The specific party named as "TI Investors" in this Declaration shall cease to have further liability under this Declaration with respect to facts or circumstances first arising after TI Investors has transferred its fee simple interest in one or both of the Parcels, except, however, for obligations that accrued during TI Investors' period of ownership of title.

5. **Non-Use; Termination.** Non-use or limited use of the easement rights granted in this Declaration shall not prevent the benefiting party from later use of the easement rights to the fullest extent authorized in this Declaration. Any language to the contrary set forth herein notwithstanding, upon the grant of approval by the applicable governmental authorities for Parcel 2 access to an alternate right of way as set forth in Section 1 above, this Easement shall terminate and be released, and the burdens to Parcel 1 and benefits to Parcel 2 shall be extinguished and of no further force or effect. Upon such termination, the Owner of Parcel 1 shall have full right and authority to unilaterally prepare and record a formal release further evidencing the termination and release of this Easement.

6. **Governing Law.** This Declaration shall be construed and enforced in accordance with the laws of the State of Wisconsin.

7. **Invalidity.** If any term or condition of this Declaration, or the application of this Declaration to any person or circumstance, shall be deemed invalid or unenforceable, the remainder of this Declaration, or the application of the term or condition to persons or circumstances other than those to which it is held invalid or unenforceable, shall not be affected thereby, and each term and condition shall be valid and enforceable to the fullest extent permitted by law.

8. **Waiver.** No delay or omission by any party in exercising any right or power arising out of any default under any of the terms or conditions of this Declaration shall be construed to be a waiver of the right or power.

9. **Enforcement.** Enforcement of this Declaration may be by proceedings at law or in equity against any person or persons violating or attempting or threatening to violate any term or condition in this Declaration, either to restrain or prevent the violation or to obtain any other relief. If a suit is brought to enforce this Declaration, the prevailing party shall be entitled to recover its costs, including reasonable attorney fees, from the nonprevailing party.

10. **No Public Dedication.** Nothing in this Declaration shall be deemed to be a gift or dedication of any portion of the Easement Area to the general public or for any public purpose whatsoever.

Dated as of the 9th day of May 2018.

TI INVESTORS OF FRANKLIN APARTMENTS LLC
By: Towne Realty, Inc., manager

By: [Signature]
Name: William A. Wigchers
Title: Vice President

ACKNOWLEDGMENT

STATE OF WISCONSIN)
) ss.
COUNTY OF MILWAUKEE)

The foregoing instrument was acknowledged before me this 9th day of May 2018, by William A. Wigchers, Vice President of Towne Realty, Inc., manager of TI Investors of Franklin Apartments LLC, who is personally known to me.



[Signature]
Terri A. Bratz
Notary Public, State of Wisconsin
My commission expires: 6-17-21

MORTGAGE HOLDER CONSENT

The undersigned, BMO Harris Bank N.A., a national banking association ("Mortgagee"), as Mortgagee under (i) that certain Mortgage encumbering the Property and recorded in the Office of the Register of Deeds for Milwaukee County, Wisconsin, on May 8, 2018, as Document No. 10774314, and (ii) that certain Assignment of Leases and Rents recorded in the Office of the Register of Deeds for Milwaukee County, Wisconsin, on May 8, 2018, as Document No. 10774315, hereby consents to the execution of the foregoing easement and its addition as an encumbrance against title to the Property.

IN WITNESS WHEREOF, Mortgagee has caused these presents to be signed by its duly authorized officers, and its corporate seal to be hereunto affixed, as of the day and year first above written.

BMO Harris Bank N.A.
a national banking association

By: Alicia Kopp
Name: Alicia Kopp
Title: Vice President

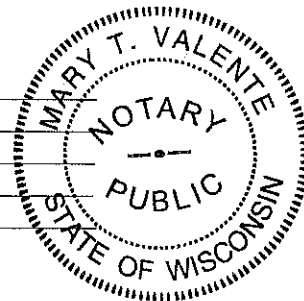
STATE OF WISCONSIN

SS

COUNTY OF MILWAUKEE

On this, the 9th day of May, 2018, before me, the undersigned, personally appeared Alicia Kopp, the Vice President of BMO Harris Bank N.A., a national banking association, and acknowledged that (s)he executed the foregoing instrument on behalf of said corporation, by its authority and for the purposes therein contained.

Name: Mary T. Valente
Notary Public Mary T. Valente
State of WI
County of Milwaukee
My commission expires on: 11/29/19



This document was drafted by:

Sandra J. DeLisle, Esq.
Zilber Ltd. – Legal Dept.
710 N. Plankinton Avenue, Suite 1200
Milwaukee, WI 53203

EXHIBIT A

PARCEL LEGAL DESCRIPTIONS

PARCEL 1:

Lands being all of Lot 1 of Certified Survey Map Number 9014, located in a part of the Southeast 1/4 of the Northeast 1/4 of Section 12, Town 5 North, Range 21 East, in the City of Franklin, Milwaukee County, Wisconsin, now being more particularly bounded and described as follows:

Commencing at the Southeast Corner of the said Northeast 1/4 Section; Thence North 00°00'27" West along the East line of the Northeast 1/4 of said Section a distance of 1198.42 feet to a point; Thence South 87°35'59" West 98.57 feet to a point on the West Right-of-Way of South 27th Street and the place of beginning of the lands hereinafter described.

Thence South 20°32'55" West along said West line, 32.80 feet; Thence South 00°00'27" East along said West line, 88.11 feet to a point on the North Right-of-Way line of "West Statesman Way"; Thence South 89°59'33" West along said North line, 155.47 feet to a point; Thence Westerly 79.04 feet along the arc of curve whose center lies to the North, whose radius is 420.00 feet and whose chord bears North 84°36'59" West along said North line, 78.92 feet to a point; Thence North 79°13'31" West along said North line, 14.95 feet to a point; Thence Southwesterly 275.92 feet along the arc of a curve whose center lies to the South, whose radius is 355.00 feet and whose chord bears South 78°30'29" West along said North line, 269.03 feet to a point; Thence South 56°14'29" West along said North line, 37.84 feet to a point; Thence Southwesterly 217.95 feet along the arc of a curve whose center lies to the North, whose radius is 370.00 feet and whose chord bears South 73°06'59" West along said North line, 214.81 feet to a point; Thence South 89°59'29" West along said North line, 200.04 feet to a point; Thence Southwesterly 109.96 feet along the arc of a curve whose center lies to the South, whose radius is 280.00 feet and whose chord bears South 78°44'29" West along said North line, 109.25 feet to a point; Thence South 67°29'29" West along said North line, 40.62 feet to a point; Thence Southwesterly 47.12 feet along the arc of a curve whose center lies to the North, whose radius is 120.00 feet and whose chord bears South 78°44'29" West along said North line, 46.82 feet to a point; Thence South 89°59'29" West along said North line, 70.16 feet to a point on the East Right-of-Way of South 31st Street; Thence North 00°00'31" West along said West line, 370.50 feet to a point on the North line of Lot 1 of said Certified Survey Map; Thence North 87°35'59" East along said North line, 1073.64 feet to a point; Thence South 00°00'27" East 130.00 feet; Thence North 87°35'59" East 149.15 feet to the point of beginning of this description.

Said Parcel contains 699,583 Square Feet (or 16.0602 Acres) of land, more or less.

EXHIBIT A Continued

PARCEL 2:

Being a part of the Southeast 1/4 of the Northeast 1/4 of Section 12, Town 5 North, Range 21 East, in the City of Franklin, Milwaukee County, Wisconsin, now being more particularly bounded and described as follows:

Commencing at the Southeast Corner of the said Northeast 1/4 Section; Thence North 00°00'27" West along the East line of the Northeast 1/4 of said Section a distance of 1198.42 feet to a point; Thence South 87°35'59" West 98.57 feet to a point on the West Right-of-Way of South 27th Street and the place of beginning of the lands hereinafter described.

Thence South 87°35'59" West 149.15 feet to a point; Thence North 00°00'27" West 130.00 feet to a point; Thence South 87°35'59" West 92.35 feet to a point; Thence North 00°00'27" West 136.85 feet to a point on the South Right-of-Way line of "West Minnesota Avenue"; Thence North 87°34'06" East along said South line, 244.68 feet to a point on the West Right-of-Way line of South 27th Street; Thence South 15°03'26" East along said West line, 58.96 feet to a point; Thence South 00°00'27" East along said West line, 68.58 feet to a point; Thence South 89°59'33" West along said West line, 4.00 feet to a point; Thence South 00°00'27" East along said West line, 132.31 feet to a point; Thence South 89°59'33" West along said West line, 11.00 feet to a point; Thence South 20°32'55" West along said West line, 9.92 feet to the point of beginning of this description.

Said Parcel contains 56,227 Square Feet (or 1.2908 Acres) of land, more or less.

EXHIBIT B

EASEMENT DEPICTION and LEGAL DESCRIPTION

EXHIBIT "B"

ACCESS EASEMENT

LANDS BEING A PART OF LOT 1 CERTIFIED SURVEY MAP NO. 9014
LOCATED IN A PART OF THE SOUTHEAST 1/4 OF THE NORTHEAST 1/4
OF SECTION 12, TOWN 5 NORTH, RANGE 21 EAST, IN THE CITY OF
FRANKLIN, MILWAUKEE COUNTY, WISCONSIN.



GRAPHIC SCALE: 1"=50'



UNPLATTED LANDS

NE. CORNER OF
THE NE 1/4
SEC. 12-5-21

N87°35'59"E
25.02

N00°00'27"W 232.11

S00°00'27"E 236.88

25'

ACCESS EASEMENT
AREA = 5,866 SF
(0.1347 ACRES)

C1
49.42

C2
25.28

P.O.B.

S89°59'33"W 265.47

WEST STATESMAN WAY
(60' WIDE PUBLIC R.O.W.)

CURVE C1 DATA:

A = 49.42'
R = 420.00'
DELTA = 06°44'29"
CB = N86°38'13"W
CH = 49.39'

CURVE C2 DATA:

A = 25.28'
R = 420.00'
DELTA = 03°26'55"
CB = N81°32'31"W
CH = 25.28'

S. 27TH STREET
(VARIABLE WIDTH R.O.W.)

E. LINE, N.E. 1/4, SEC. 12-5-21
N00°00'27"W 2656.82

1075.49'

P.O.C.
SE. CORNER OF
THE NE 1/4
SEC. 12-5-21

LOT 1
CSM 9014

LOT 2
CSM 9014

EXHIBIT "B CONT."

LEGAL DESCRIPTION ACCESS EASEMENT:

Lands being a part of Lot 1 of Certified Survey Map Number 9014, located in a part of the Southeast 1/4 of the Northeast 1/4 of Section 12, Town 5 North, Range 21 East, in the City of Franklin, Milwaukee County, Wisconsin, now being more particularly bounded and described as follows:

Commencing at the Southeast Corner of the said Northeast 1/4 Section; Thence North 00°00'27" West along the East line of the Northeast 1/4 of said Section a distance of 1075.49 feet to a point on the North Right-of-Way line of "West Statesman Way"; Thence South 89°59'33" West along said North line, 265.47 feet to a point; Thence Northwesterly 49.42 feet along the arc of a curve whose center lies to the North, whose radius is 420.00 feet and whose chord bears North 86°38'13" West along said North line, 49.39 feet to a point, said point being the place of beginning of lands hereinafter described;

Thence Northwesterly 25.28 feet along the arc of curve whose center lies to the North, whose radius is 420.00 feet and whose chord bears North 81°32'31" West along said North line, 25.28 feet to a point; Thence North 00°00'27" West 232.11 feet to a point on the North line of said Lot 1; Thence North 87°35'59" East along said North line, 25.02 feet to a point; Thence South 00°00'27" East 236.88 feet to the point of beginning of this description.

Said Easement contains 5,866 Square Feet (or 0.1347 Acres) of land, more or less.

Date: 3/27/2018

Watermain Easement

Name and Return Address
City of Franklin
Office of the City Clerk
9229 W. Loomis Road
Franklin, Wisconsin 53132

761-9992-004
Parcel Identification Number (PIN)

WATER MAIN EASEMENT

THIS EASEMENT, made by and between the CITY OF FRANKLIN, a municipal corporation of the State of Wisconsin, hereinafter referred to as "City," and TI Investors of Franklin Apartments LLC, a Wisconsin limited liability company ("Developer"), (including heirs, executors, administrators, successors and assigns of above Developer as applicable), hereinafter called "Grantor," (If more than one grantor is listed above, said language herein referring thereto shall be interpreted in the plural and refer jointly and severally to such grantors).

WITNESSETH

WHEREAS, Grantor is the owner in fee simple of certain real property, located within the City of Franklin, Milwaukee County, Wisconsin, described in Certified Survey Map 9014 and as shown in Exhibit A attached hereto and hereby made a part hereof ("Property");

WHEREAS, the City desires to acquire a permanent easement with the right of entry in and across the Property with the right to build and construct and/or operate, maintain, repair, enlarge, reconstruct, relocate and inspect as may be or may become applicable, those certain facilities and appurtenances for a water main and associated fire hydrants, all as shown on the plan attached hereto as Exhibit B, hereinafter called "Facilities," in, upon and across a portion of the Property; and

WHEREAS, the initial construction and installation of the Facilities shall be made by Grantor at Grantor's expense and the Facilities shall be the property of the City and be deemed dedicated to the City upon the City's inspection and approval of the Facilities as installed, subject to the terms and conditions set forth below.

NOW, THEREFORE, the Grantor, for and in consideration of the foregoing recitations and of the mutual covenants, terms, conditions, and restrictions subsequently set forth, and as an absolute and unconditional dedication, does hereby grant and convey unto the Grantee a Water Main Easement in perpetuity on, over, and across those certain lands as are a part of the Property, as more particularly described on Exhibit C attached hereto (the "Easement Area").

UPON CONDITION

1. That said Facilities shall be maintained and kept in good order and condition by the City. Responsibility for maintaining the ground cover and landscaping within the Easement Area shall be that of the Grantor (including heirs, executors, administrators, successors and assigns).
2. That in and during whatever construction, reconstruction, enlargement or repair work is or becomes necessary in constructing and/or maintaining of said Facilities, the surface or subsurface of the area within the Easement Area is disturbed, then the City will at the expense of the City replace or restore the area in substantially the same condition as it was prior to such disturbance; except that the City will in no case be responsible for replacing or paying for replacing any aesthetic plantings or improvements other than ordinary lawns or standard walks, roadways, driveways and parking lot surfacing which were required to be removed in the course of doing the above work. However, the City shall save harmless the Grantor from any loss, damage, injury or liability resulting from negligence on the part of the City in connection with said work involved in constructing and/or maintaining of said Facilities; provided that if the above loss, damage, injury or liability results from the joint negligence of parties hereto, then the liability therefore shall be borne by them in proportion to their respective degree of negligence; provided further, however, that these provisions are subject to the legal defenses which under law the City is entitled to raise, excepting the defense of so-called "sovereign immunity."

3. That no structure may be placed within the limits of the Easement Area by the Grantor except that improvements such as walks, pavements for driveways and parking lot surfacing may be constructed or placed within the Easement Area.
4. That, in connection with the construction by the Grantor of any structure or building abutting said Easement Area defined limits, the Grantor will assume all liability for any damage to the Facilities in the above described Easement Area. The Grantor will also save and keep the City clear and harmless from any claims for personal injuries or property damage caused by any negligence of the Grantor or person other than the Grantor, arising out of the construction by the Grantor of any structure or building abutting the Easement Area defined limits, and shall reimburse the City for the full amount of such loss or damage.
5. That no charges will be made against the Property for the cost of maintenance or operation of the Facilities within the Easement Area. Whenever the Grantor makes application for a service connection, the regular and customary service connection charge in effect at the time of the application shall be charged and paid. The Grantor shall be responsible for the routine maintenance of land on which the Easement Area is located.
6. All conditions pertaining to the "Maintenance of Water Service Piping" as set forth in Chapter 5.12 of the "Rules and Regulations Governing Water Service" dated _____ and subsequent amendments thereto shall apply to all water services which are within the Easement Area defined limits and also within the limits of any adjoining easements; except that the City of Franklin Water Works, a utility owned by the City of Franklin shall in no case be responsible for maintaining at its expense any portion of said water services outside of the Easement Area defined limits and outside the limits of any adjoining easements regardless of any statement to the contrary in said "Rules and Regulations Governing Water Service."
7. The Facilities shall be accessible for maintenance by the City at all times. The Grantor shall submit plans for approval to the City Engineer for any underground installation within the Easement Area, which approval shall not be unreasonably withheld, conditioned or delayed.
8. That the Grantor shall submit plans for all surface alterations of plus or minus 1 foot or greater within the limits of the Easement Area. Said alterations shall be made only with the approval of the City Engineer of the City of Franklin, which approval shall not be unreasonably withheld, conditioned or delayed.
9. The City and Grantor shall each use, and take reasonable measures to cause their employees, officers, customers, agents, contractors and assigns to use, the Easement Area in a reasonable manner and so as not to obstruct or otherwise use the Easement Area in a manner that would unreasonably interfere with the use thereof by the other party hereto or its employees, officers, customers, agents, contractors and assigns.
10. The City and Grantor each hereby waives all rights of subrogation that either has or may hereafter have against the other for any damage to the Easement Area or any other real or personal property or to persons covered by such party's insurance, but only to the extent of the waiving party's insurance coverage; provided, however, that the foregoing waivers shall not invalidate any policy of insurance now or hereafter issued, it being hereby agreed that such a waiver shall not apply in any case which would result in the invalidation of any such policy of insurance and that each party shall notify the other if such party's insurance would be so invalidated.
11. Either party hereto may enforce this Easement by appropriate action, and should it prevail in such litigation, that party shall be entitled to recover, as part of its costs, reasonable attorneys' fees.

12. This Easement may not be modified or amended, except by a writing executed and delivered by the City and Grantor or their respective successors and assigns.
13. No waiver of, acquiescence in, or consent to any breach of any term, covenant, or condition hereof shall be construed as, or constitute, a waiver of, acquiescence in, or consent to any other, further, or succeeding breach of the same or any other term, covenant, or condition.
14. If any term or provision of this Easement shall, to any extent, be invalid or unenforceable under applicable law, then the remaining terms and provisions of this Easement shall not be affected thereby, and each such remaining term and provision shall be valid and enforceable to the fullest extent permitted by applicable law.
15. This Easement shall be construed and enforced in accordance with the internal laws of the State of Wisconsin.
16. It is understood that in the event the Easement Area becomes a portion of public right-of-ways, in such event, in the proceedings for the acquisition of that portion of the Property needed for such right-of-way by purchase, dedication or by condemnation, said lands shall be considered the same as though this Easement had not been executed or any rights granted thereby exercised.
17. That the Grantor shall submit as-built drawings of the installed Facilities on mylar for approval to the City Engineer, which approval shall not be unreasonably withheld, conditioned, or delayed.

In witness whereof, the Grantor has set its hand and seals this on this 9th date of May, 2018.

TI Investors of Franklin Apartments LLC
By: Towne Realty, Inc. manager

By: [Signature]
William A. Wigchers, Vice President

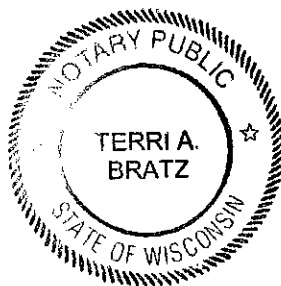
STATE OF WISCONSIN)
) ss
COUNTY OF MILWAUKEE)

This instrument was acknowledged before me on the 9th day of May, 2018 by
William A. Wigchers, Vice President, Towne Realty, Inc.

To me known to be the person(s) who executed the foregoing Easement and acknowledged the same as the voluntary act and deed of TI Investors of Franklin Apartments LLC.

[Signature]
Notary Public

My commission expires 6-17-21



Acceptance

The undersigned does hereby consent to and accepts the Water Main Easement granted and conveyed to it under and pursuant to the foregoing grant of Water Main Easement. In consideration of the making of such grant of Water Main Easement, the undersigned agrees that this acceptance shall be binding upon the undersigned and its successors and assigns and that the restrictions imposed upon the protected property may only be released or waived in writing by the Common Council of the City of Franklin, as contemplated by §236.293 of the Wisconsin Statutes.

In witness whereof, the undersigned has executed and delivered this acceptance on the ____ day of _____, 2018.

CITY OF FRANKLIN

By: _____
Stephen R. Olson, Mayor

By: _____
Sandra L. Wesolowski, City Clerk

STATE OF WISCONSIN)
) ss
COUNTY OF MILWAUKEE)

Personally came before me this _____ day of _____, A.D. 20____, the above named Stephen R. Olson, Mayor and Sandra L. Wesolowski, City Clerk, of the above named municipal corporation, City of Franklin, to me known to be such Mayor and City Clerk of said municipal corporation, and acknowledged that they executed the foregoing instrument as such officers as the deed of said municipal corporation by its authority and pursuant to Resolution No. _____, adopted by its Common Council on the _____ day of _____, 20____.

Notary Public

My commission expires _____

Approved as to contents
Date:

Manager of Water Works of Franklin

Approved as to form only
Date:

City Attorney

MORTGAGE HOLDER CONSENT

The undersigned, BMO Harris Bank N.A., a national banking association ("Mortgagee"), as Mortgagee under (i) that certain Mortgage encumbering the Property and recorded in the Office of the Register of Deeds for Milwaukee County, Wisconsin, on May 8, 2018, as Document No. 10774314, and (ii) that certain Assignment of Leases and Rents recorded in the Office of the Register of Deeds for Milwaukee County, Wisconsin, on May 8, 2018, as Document No. 10774315, hereby consents to the execution of the foregoing easement and its addition as an encumbrance against title to the Property.

IN WITNESS WHEREOF, Mortgagee has caused these presents to be signed by its duly authorized officers, and its corporate seal to be hereunto affixed, as of the day and year first above written.

BMO Harris Bank N.A.
a national banking association

By: Alicia Kopp
Name: Alicia Kopp
Title: Vice President

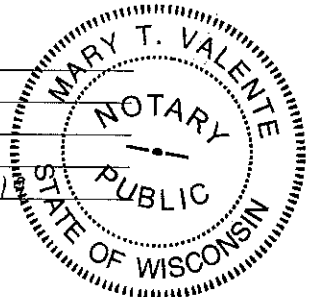
STATE OF WISCONSIN

SS

COUNTY OF MILWAUKEE

On this, the 9th day of May 2018, before me, the undersigned, personally appeared Alicia Kopp, the Vice President of BMO Harris Bank N.A., a national banking association, and acknowledged that (s)he executed the foregoing instrument on behalf of said corporation, by its authority and for the purposes therein contained.

Name: Mary T. Valente
Notary Public Mary T. Valente
State of WI
County of Milwaukee
My commission expires on: 11/29/19



This document was drafted by:
Sandra J. DeLisle, Esq.
Zilber Ltd. – Legal Dept.
710 N. Plankinton Avenue, Suite 1200
Milwaukee, WI 53203

Exhibit A
Legal Description of the Property

Lands being all of Lot 1 of Certified Survey Map Number 9014, located in a part of the Southeast 1/4 of the Northeast 1/4 of Section 12, Town 5 North, Range 21 East, in the City of Franklin, Milwaukee County, Wisconsin, now being more particularly bounded and described as follows:

Commencing at the Southeast Corner of the said Northeast 1/4 Section; Thence North 00°00'27" West along the East line of the Northeast 1/4 of said Section a distance of 1198.42 feet to a point; Thence South 87°35'59" West 98.57 feet to a point on the West Right-of-Way of South 27th Street and the place of beginning of the lands hereinafter described.

Thence South 20°32'55" West along said West line, 32.80 feet; Thence South 00°00'27" East along said West line, 88.11 feet to a point on the North Right-of-Way line of "West Statesman Way"; Thence South 89°59'33" West along said North line, 155.47 feet to a point; Thence Westerly 79.04 feet along the arc of curve whose center lies to the North, whose radius is 420.00 feet and whose chord bears North 84°36'59" West along said North line, 78.92 feet to a point; Thence North 79°13'31" West along said North line, 14.95 feet to a point; Thence Southwesterly 275.92 feet along the arc of a curve whose center lies to the South, whose radius is 355.00 feet and whose chord bears South 78°30'29" West along said North line, 269.03 feet to a point; Thence South 56°14'29" West along said North line, 37.84 feet to a point; Thence Southwesterly 217.95 feet along the arc of a curve whose center lies to the North, whose radius is 370.00 feet and whose chord bears South 73°06'59" West along said North line, 214.81 feet to a point; Thence South 89°59'29" West along said North line, 200.04 feet to a point; Thence Southwesterly 109.96 feet along the arc of a curve whose center lies to the South, whose radius is 280.00 feet and whose chord bears South 78°44'29" West along said North line, 109.25 feet to a point; Thence South 67°29'29" West along said North line, 40.62 feet to a point; Thence Southwesterly 47.12 feet along the arc of a curve whose center lies to the North, whose radius is 120.00 feet and whose chord bears South 78°44'29" West along said North line, 46.82 feet to a point; Thence South 89°59'29" West along said North line, 70.16 feet to a point on the East Right-of-Way of South 31st Street; Thence North 00°00'31" West along said West line, 370.50 feet to a point on the North line of Lot 1 of said Certified Survey Map; Thence North 87°35'59" East along said North line, 1073.64 feet to a point; Thence South 00°00'27" East 130.00 feet; Thence North 87°35'59" East 149.15 feet to the point of beginning of this description.

Said Parcel contains 699,583 Square Feet (or 16.0602 Acres) of land, more or less.

And

Exhibit A (Continued)

Lands being all of Lot 3 of Certified Survey Map Number 9014, located in a part of the Southeast 1/4 of the Northeast 1/4 of Section 12, Town 5 North, Range 21 East, in the City of Franklin, Milwaukee County, Wisconsin, now being more particularly bounded and described as follows:



Commencing at the Southeast Corner of the said Northeast 1/4 Section; Thence North 00°00'27" West along the East line of the Northeast 1/4 of said Section a distance of 664.17 feet to a point; Thence South 87°39'42" West 347.29 feet to a point, said point being on the North line of Parcel 1 of Certified Survey Map No. 5794 and the place of beginning of lands hereinafter described;

Thence continuing South 87°39'42" West along said North line, 974.00 feet to a point on the East Right-of-Way of South 31st Street; Thence North 00°00'31" West along said East line, 212.32 to a point on the South Right-of-Way line of "West Statesman Way"; Thence North 89°59'29" East along said South line, 66.13 feet to a point; Thence Northeasterly 65.38 feet along the arc of a curve whose center lies to the Northwest, whose radius is 100.00 feet and whose chord bears North 71°15'41" East along said South line, 64.22 feet to a point; Thence Northeasterly 143.84 feet along the arc of a curve whose center lies to the South, whose radius is 220.00 feet and whose chord bears North 71°15'41" East along said South line, 141.29 feet to a point; Thence North 89°59'29" East along said South line, 200.04 feet to a point; Thence Northeasterly 253.29 feet along the arc of a curve whose center lies to the Northwest, whose radius 430.00 feet and whose chord bears North 73°06'59" East along said South line, 249.64 feet to a point; Thence North 56°14'29" East along said South line, 37.84 feet to a point; Thence Northeasterly 229.29 feet along the arc of a curve whose center lies to the South, whose radius is 295.00 feet and whose chord bears North 78°30'29" East along said South line, 223.56 feet to a point; Thence South 79°13'31" East along said South line, 14.95 feet to a point; Thence Southeasterly 8.40 feet along the arc of a curve whose center lies to the Southeast, whose radius is 480.00 feet and whose chord bears South 79°43'37" East along said South line, 8.40 feet to a point; Thence South 00°00'27" East 372.41 feet to the point of beginning of this description.

Said Parcel contains 281,624 Square Feet (or 6.4652 Acres) of land, more or less.

Exhibit B

Portion of Water Main Plans showing depiction of the Facilities within the Water Main Easement

PROJECT:
7333 S. 27TH STREET MULTIFAMILY DEVELOPMENT
PUBLIC INFRASTRUCTURE
CITY OF FRANKLIN, WISCONSIN

BY: ZILBER LTD.
730 N PLANKINTON AVENUE, SUITE 1000
MILWAUKEE, WI 53203

REVISION HISTORY

DATE	DESCRIPTION
08/08/2017	ISSUED FOR PERMIT
08/08/2017	ISSUED FOR PERMIT
08/08/2017	ISSUED FOR PERMIT
08/08/2017	ISSUED FOR PERMIT
08/08/2017	ISSUED FOR PERMIT
08/08/2017	ISSUED FOR PERMIT
08/08/2017	ISSUED FOR PERMIT
08/08/2017	ISSUED FOR PERMIT
08/08/2017	ISSUED FOR PERMIT
08/08/2017	ISSUED FOR PERMIT

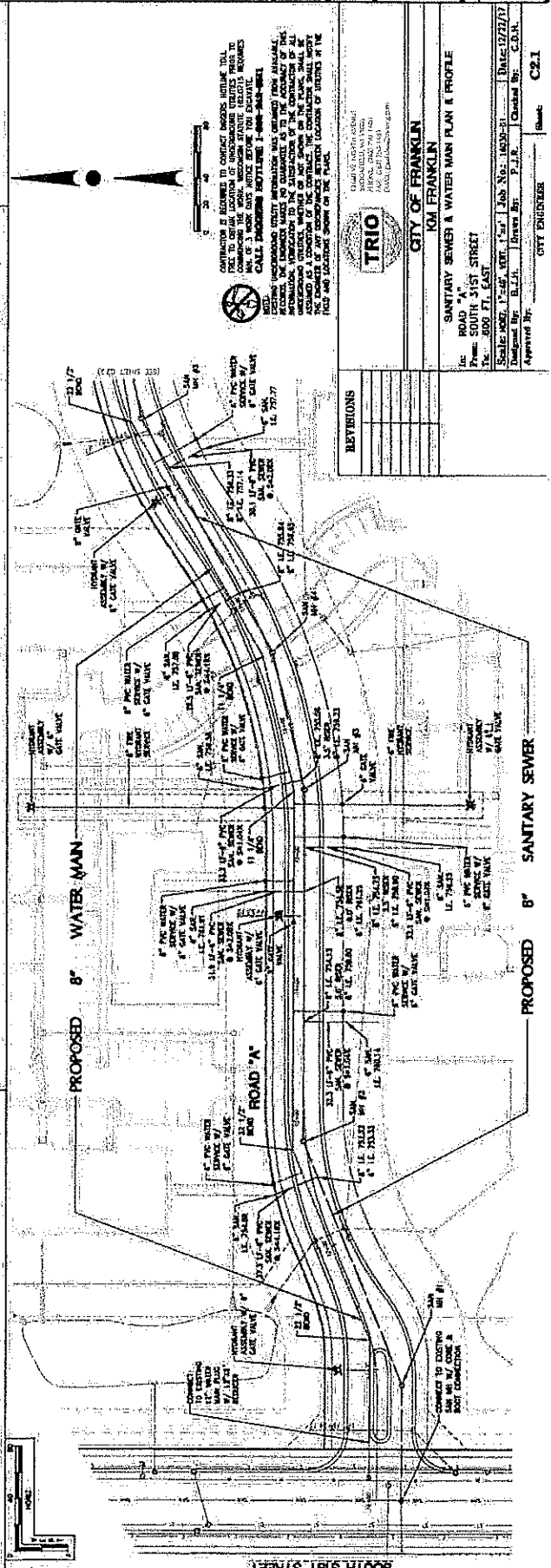
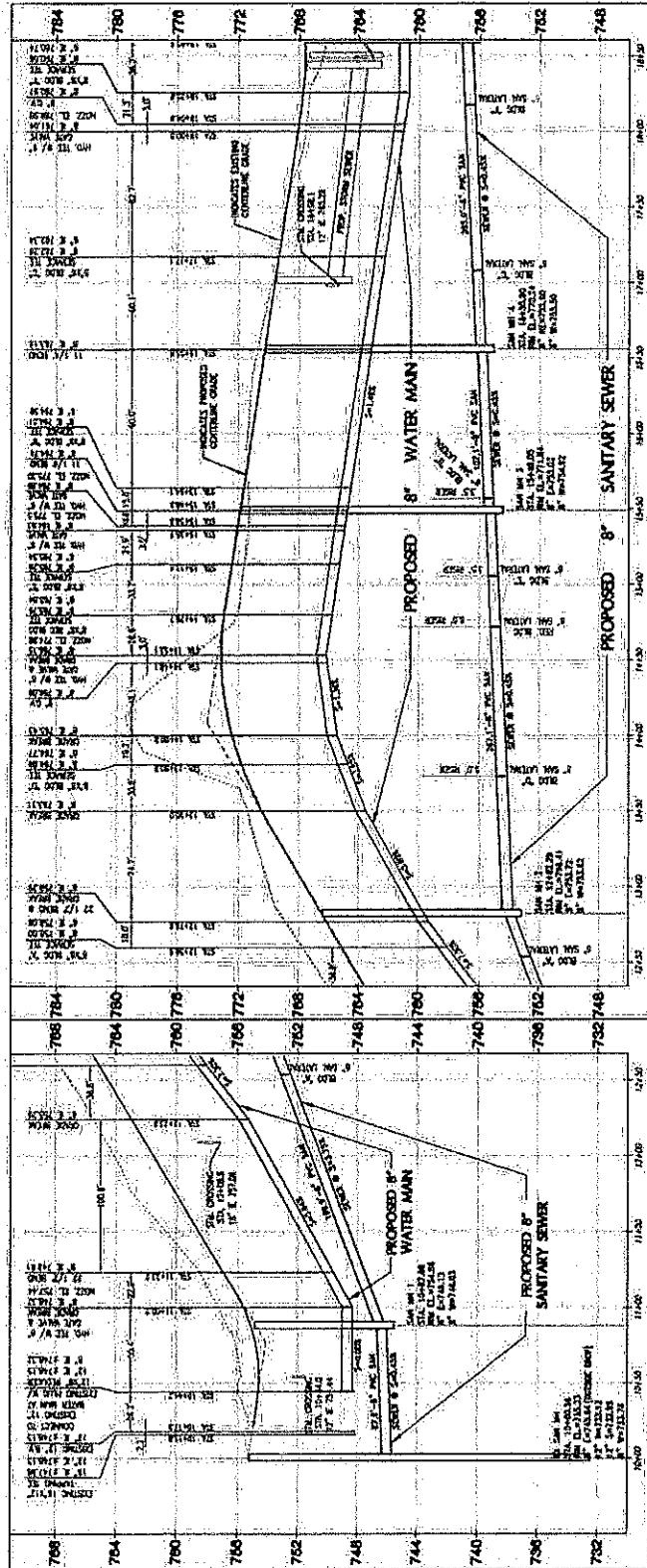
DATE: DECEMBER 22, 2017

JOB NUMBER: 160300

DESCRIPTION:
SANITARY SEWER
& WATER MAIN
PLAN & PROFILE

SHEET:
C2.1

EXHIBIT B
FULL SIZE COPY
AVAILABLE AT
CITY OF FRANKLIN
ENGINEERING DEPT.



THIS DRAWING IS THE PROPERTY OF ZILBER LTD. IT IS TO BE USED FOR THE PROJECT AND SITE SPECIFICALLY IDENTIFIED HEREON. IT IS NOT TO BE REPRODUCED, COPIED, OR TRANSMITTED IN ANY FORM OR BY ANY MEANS, WITHOUT THE WRITTEN PERMISSION OF ZILBER LTD.

Exhibit C
Depiction and Legal Description of Easement Area

EXHIBIT "C"

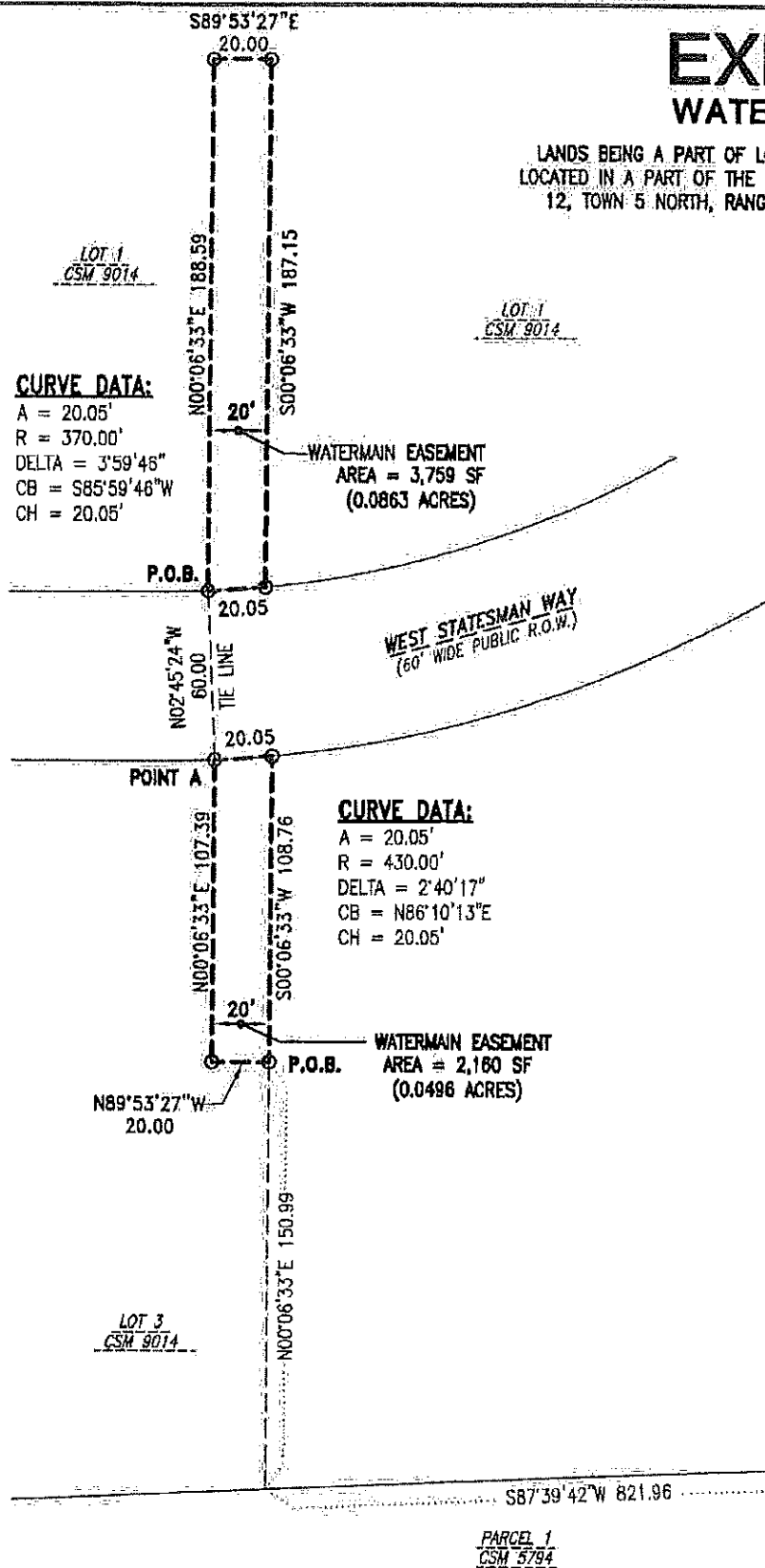
WATERMAIN EASEMENT

LANDS BEING A PART OF LOTS 1 AND 3 OF CERTIFIED SURVEY MAP NO. 9014
LOCATED IN A PART OF THE SOUTHEAST 1/4 OF THE NORTHEAST 1/4 OF SECTION
12, TOWN 5 NORTH, RANGE 21 EAST, IN THE CITY OF FRANKLIN, MILWAUKEE
COUNTY, WISCONSIN.

CURVE DATA:

A = 20.05'
R = 370.00'
DELTA = 3°59'48"
CB = S85°59'48"W
CH = 20.05'

WATERMAIN EASEMENT
AREA = 3,759 SF
(0.0863 ACRES)



NORTH

GRAPHIC SCALE: 1"=60'



EXHIBIT "C CONT."

LEGAL DESCRIPTION WATERMAIN EASEMENT:

Lands being a part of Lots 1 and 3 of Certified Survey Map Number 9014, located in a part of the Southeast 1/4 of the Northeast 1/4 of Section 12, Town 5 North, Range 21 East, in the City of Franklin, Milwaukee County, Wisconsin, now being more particularly bounded and described as follows:

Commencing at the Southeast Corner of the said Northeast 1/4 Section; Thence North 00°00'27" West along the East line of the Northeast 1/4 of said Section a distance of 664.17 feet to a point on the North line of Certified Survey Map Number 5794 and its extension; Thence South 87°39'42" West along said North line, 821.96 feet to a point; Thence North 00°06'33" East 150.99 feet to the place of beginning of lands hereinafter described;

Thence North 89°53'27" West 20.00 feet to a point; Thence North 00°06'33" East 107.39 feet to a point on the South Right-of-Way line of "West Statesman Way", said point being "**Point A**" of this description; Thence Northeasterly 20.05 feet along the arc of a curve whose center lies to the North, whose radius is 430.00 feet and whose chord bears North 86°10'13" East along said South line, 20.05 feet to a point; Thence South 00°06'33" West 108.76 feet to the point of beginning of this description.

Said Easement contains 2,160 Square Feet (or 0.0496 Acres) of land, more or less.

Also, Commencing at "**Point A**", Thence North 02°45'24" West to a point on the North Right-of-Way line of "West Statesman Way" and the place of beginning of lands hereinafter described;

Thence North 00°06'33" East 188.59 feet to a point; Thence South 89°53'27" East 20.00 feet to a point; Thence South 00°06'33" West 187.15 feet to a point on the North Right-of-Way line of said "West Statesman Way"; Thence Southwesterly 20.05 feet along the arc of a curve whose center lies to the North, whose radius is 370.00 feet and whose chord bears South 85°59'46" West along said North line, 20.05 feet to the point of beginning of this description.

Said Easement contains 3,759 Square Feet (of 0.0863 Acres) of land, more or less.

Date: 3/27/2018

Blank Page