

**CITY OF MIDDLETON
TAX INCREMENT
DISTRICT No. 5**

PROJECT PLAN

City Council Action

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Assisted by:

Vandewalle & Associates

Madison, Wisconsin

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Section I. Introduction

In 1991, the City of Middleton began the planning efforts to create a tax increment financing district (TID #3) that would address several issues the City was facing. These issues included, but were not limited to:

1. Stormwater management of the Pheasant Branch Creek which, after completion of the channelization project, not only successfully improved the water quality within and leaving the TID area but also brought over 100 acres of land which had previously been in the floodplain into the status of developable land and, consequently, creation of new real estate value and tax revenues.
2. Creation of a comprehensive employment center (TID #3) that has provided thousands of living wage and high paying jobs, addressed the orderly development of the properties along USHs 12 and 14 north to Airport Road, provided land and buildings for business creation, expansion and relocation as well as addressing high design standards in building improvements that has since enhanced the entryway to the City.
3. Creation of a retail district (Greenway Center) in harmony with the existing Downtown and other retail establishments.
4. Provision for significant public improvements and economic incentives to continue with the revitalization of Downtown and the Civic Campus.
5. Completion of extensive infrastructure improvements along Parmenter Street (old USH 12 business corridor) and Airport Road/Century Avenue, thus opening up the potential for extensive redevelopment.

Since its inception, TID #3 has created over \$560,000,000 of new tax base for the City and overlying taxing jurisdictions. Most of the public improvements have been completed at the writing of this plan with the final improvements anticipated to be completed within the next 5-7 years or within the statutory spending period for TID #3.

Consequently, because the spending and retirement life of TID #3 is coming to a close and also, due to the significant new development interest in the City of Middleton, the City Council, Plan Commission and staff began new planning efforts with planning consultants to determine the next phase of growth that the City should be master planning and controlling to continue the successful development of the City as a whole. The proposed creation of TID #5 is intended to address these new planning conclusions and recommendations.

Proposed TID #5 is crafted to address a multitude of new areas of development, both public and private, as well as addressing the continuation of some of the projects constructed in TID #3 but not within TID #3's boundaries. An example of this continuation is stormwater management from within TID #3 through to Lake Mendota. Another major issue which has occurred that necessitates redevelopment of part of this area is the realignment of the USH 12 corridor from the old Parmenter Street alignment to the west. This realignment literally bisected the original industrially-developed portion of the City. Activities that were once within the core of the industrial area are now highly visible from the USH 12 corridor and are unsightly and create a blighted condition that was not there prior to the realignment.

Other major concerns that will be addressed in creation of TID #5 is to promote the creation of high density, multiple land uses consisting of commercial, office, high technology, industrial and high-density residential to directly curtail urban sprawl, provide affordable workforce housing within Middleton's employment center, redevelop and rehabilitate existing uses that will complement the surrounding neighborhoods and provide necessary services within the community and continue with creation of living wage and high paying jobs within the existing employment area. As with any other urban city, the City of Middleton needs to focus on infill development that meets the definition of sustainable (generally refers to land management practices that provide goods and services from an ecosystem without degradation of the site quality, and without a decline in the yield of goods and services over time) and "green". Consequently, the key to this type of development is for the City to direct developers to implement redevelopment projects that will meet and fulfill those criteria to truly be called "sustainable" and, if necessary, the City provide public participation that will further that goal.

The City, itself, in redeveloping can also accomplish the sustainability goal by providing the lead in building or retrofitting public buildings with alternative fuels, providing employee rewards for non-automobile or multi-modal commuting, using "green" materials when available and other such activities that can set the City of Middleton apart from other communities as a leader in sustainability.

TID #5 is divided into four districts. These districts are:

1. North Parmenter Area (north of Century Avenue)
2. Parmenter Area (USH 14 to Century Avenue)
3. Pheasant Branch Stormwater Quality Management Area
4. Century Ave/Branch St/Allen Blvd Area

Each of these districts will be separately described in Section V, Proposed Public Works and Estimated Costs with accompanying aerial photos identifying the location of the proposed public works improvements. It is noted here that in two of the districts, a significant portion of the proposed public improvements is economic development/redevelopment. TID #5 has a significant area that is already developed and in need of redevelopment, conservation and rehabilitation work. TID #5 is created under Section 66.1105, Wisconsin Statutes, as a "blighted" district. The blight determination is found in Appendix A of this Project Plan. A corresponding Redevelopment District (#3) (Section 66.1333 blight definitions) was created in 2008 to comprehensively address these redevelopment potentials and projects. Through creation of TID #5 and Redevelopment District #3, all property owners within each district have been or will be notified of the public hearings that will be held on each Project Plan in order to provide the opportunity to express their opinions regarding subject plans.

The City of Middleton was named "America's Best Place to Live" by Money Magazine in 2007. The City is choosing to create TID #5 to continue to grow in an organized, orderly fashion to keep it competitive for that title. TID #5 is being proposed to address the area in a comprehensive manner to finish stormwater quality management improvements, properly develop vacant land, correctly redevelop already-improved land, bring physically blighted properties into safe use or be redeveloped, to assist with economically blighted properties through redevelopment efforts and funding and to address vehicular and pedestrian access from current and anticipated increases in traffic due to new and redevelopment.

TID legislation changed in 2004 and 2005 with the passage of bills that not only extended the spending and retirement periods for blight-designated TIDs, but also allows for cash grants to be given for specified redevelopment projects. In 2007, the Legislature also passed legislation

allowing for a municipality to make improvements within a ½ mile radius of its existing TID boundary and within the corporate limits utilizing TID dollars. This Project Plan has been prepared in compliance with Sec. 66.1105(4)(f), Wis. Stats and changes to the law. The Project Plan establishes a need for the project, lists the proposed improvements within TID No. 5, provides an estimated time schedule for completion of the project as well as an estimated budget. This Project Plan is to be adopted by the City Council upon recommendation by the City Plan Commission. The TID Project Plan will be the official plan and guide for public and private sector development within its respective boundary.

Implementation of the Project Plan and construction of the proposed improvements listed will still require case by case authorization by the City Council. Public expenditures for projects listed in the Project Plan should and will be based on market conditions and the status of development at the time the project is scheduled for construction. Typically, a development or redevelopment project will be presented to the City Council and Plan Commission for preliminary approval and negotiations begun on the development agreement prior to expenditures made by the City directly related to the project. At that time, the City staff will determine whether or not there is enough tax increment revenue to support the expenditures requested of the City and proposed for public improvements. This determination and staff recommendation will then go through the normal channels for discussion and approval.

The City Council is not mandated to make the public expenditures in this plan. The public expenditures are an itemization of TIF-eligible project costs that the City may undertake as well as a guide for the Plan Commission and City Council to assist them in the decision-making process for public expenditures. Redistribution of project costs within the total budget estimate will not require amendments to the plan, provided that the project meets the purpose and intent of TID No. 5.

As required by Sec. 66.1105(4)(b), Wis. Stats., a copy of this Project Plan will be submitted to the Department of Revenue and used as a basis for their certification of TID No. 5 in the City of Middleton.

Section II. Description of How TID No. 5 Will Promote the Orderly Development of the City of Middleton

The City of Middleton has been extremely successful in promoting the orderly development of the community through the use of tax increment financing. The first two TIDs accomplished the majority of the goals and objectives which were set by the City at the beginning of each TID prior to their retirement. The City carefully used the creation of a new TID (#3) to finish the work previously commenced in earlier TIDs, thereby continuing economic and physical growth within the boundaries.

TID #5 is slated to continue with some similar types of projects that were undertaken within TID #3, such as stormwater quality management, but complete them within the TID #5 boundary and/or abutting properties. These continuation projects include stormwater quality management along the Pheasant Branch Creek all the way to Lake Mendota which is the last area to be addressed by the City. Completion of the Pheasant Branch Creek stormwater quality management project will significantly enhance water quality in Lake Mendota and benefit the entire region.

TID #5 also includes properties within the existing TID #3 boundary and will overlap those properties. One reason for overlapping these properties is to continue redevelopment of sites located along the new USH 12 corridor. Prior to relocation of the USH 12 corridor, the City's "medium" type of industrial uses were located west of USH Business 12. These types of land uses were appropriate for this area with this highway corridor location. In addition, a wider than typical variety of land uses have located in this area to benefit from the concentrated traffic flow along this highway business corridor. However, with the relocation of USH 12 to the west, many of these existing land uses are now visible to traffic along this highway corridor and are no longer the best types of uses that they previously had been when the corridor was in its former location. Consequently, loading areas, back doors and unsightly storage are now visible along the entire highway frontage within the boundaries of proposed TID #5, creating a "blighted" condition that was not present prior to relocation of the highway corridor. Integration into new and redevelopment sites of some of these uses will assist in removing this "blighted" state. Relocation of some uses within other areas of the City may be the best solution for all involved.

Public/private assemblage and potential relocation with redevelopment will carry a much higher price tag due to the concentrated development along the highway corridor. With creation of TID #5, the City will be able to oversee redevelopment and direct the correct types of land uses and business uses so that this area is redeveloped in an orderly and logical manner. Another benefit of redevelopment of these infill properties is that they are currently serviced with public utilities. Therefore, public economic enhancements can be used to secure the highest and best uses as well as contribute more to the City's tax base and employment opportunities.

The City continues to grow on the fringe as well as internally. TID #5 is prepared to address this fringe growth as well. Boundary agreements with surrounding Towns are in place so that the City can carefully manage growth to the north. Development interest is keen north along the new USH 12 corridor. Consequently, the City is carefully and comprehensively preparing plans and meeting with existing and new property owners to control the types of development that potentially could be built. With creation of TID #5, the City is in a better position to more closely control this new development and logically grow the City.

This Project Plan is aimed at implementing infrastructure construction and redevelopment funding for the purpose of continuing the orderly growth of the City as well as controlling growth. Additional project activities may include acquisition and relocation activities aimed at eliminating

blight and achieving the highest and best use within the TID boundaries, continuing the economic development fund and implementing the different neighborhood and area plans, as required.

Any zoning changes required to implement the projects listed herein will be made in accordance with the zoning ordinance on a project by project basis.

Section III. Tax Increment Boundary Description and Equalized Values

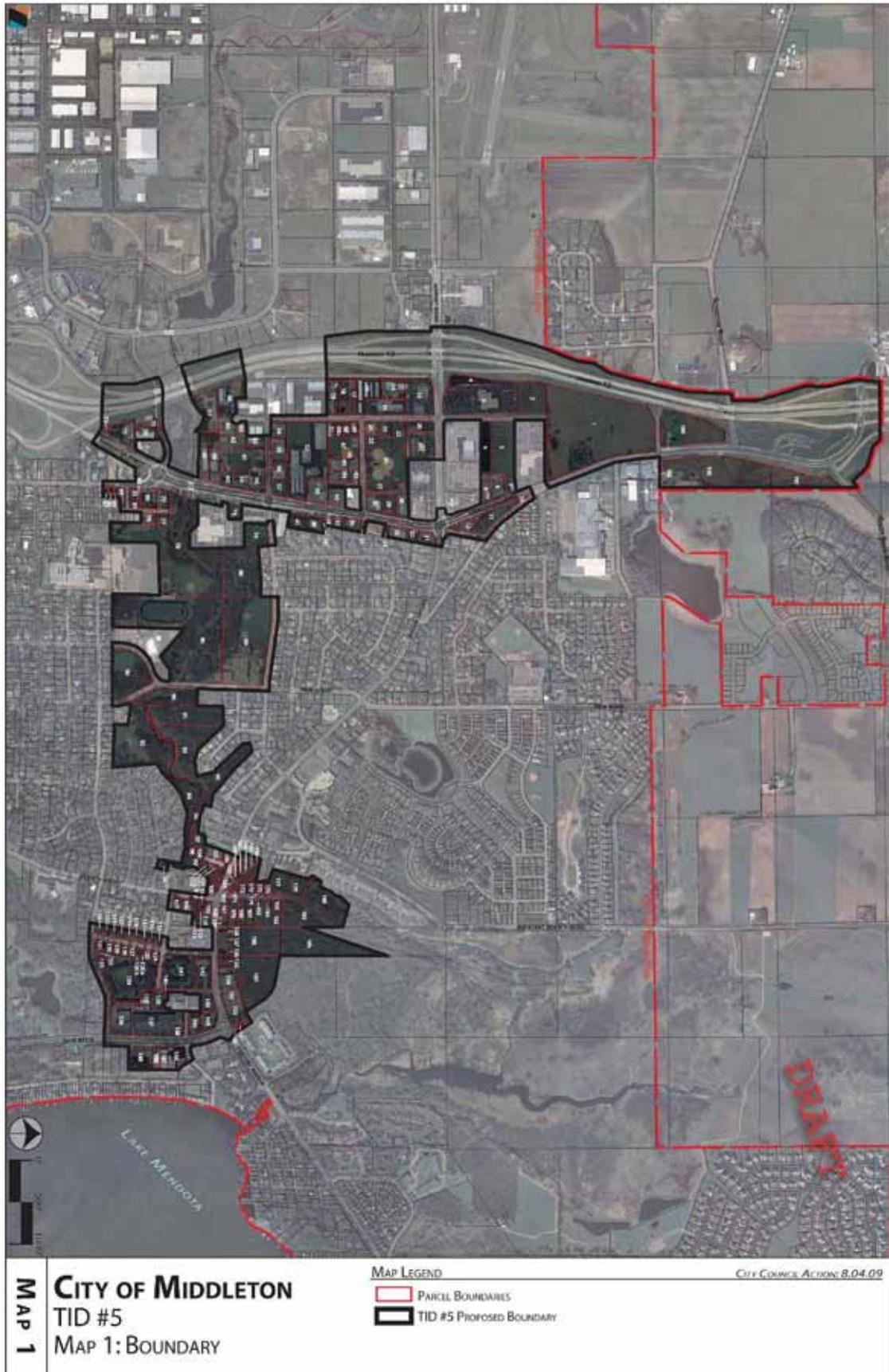
The boundaries of TID No. 5 are officially designated on Map One. The TID has been broken into four “sub areas” to assist in identification and implementation of projects and new development and redevelopment.

1. Sub Area 1, North Parmenter Area: This area contains properties fronting on North Parmenter from the corporate limits south to Century Avenue and west to USH 12.
2. Sub Area 2, Parmenter Area: This area consists of properties fronting on the south side of Century Avenue between Parmenter Street (with properties on the east side of Parmenter St. included) over to USH 12 and south of Discovery Drive. Fully improved properties (e.g., CQC, Mico, Gammex, PDQ headquarters) are not included in the boundary.
3. Sub Area 3, Pheasant Branch Stormwater Quality Management Area: This area consists of properties overlapping with properties contained in Sub Area 2 west to USH 12 and along the Pheasant Branch Creek east to City-owned conservancy areas north of Century Avenue and Branch St.
4. Sub Area 4, Century Ave/Branch St/Allen Blvd.: This area consists of properties fronting on Allen Boulevard, north of Maywood and north to Century Avenue and overlapping with the eastern edge of Sub Area 3.

Effective January 1, 2006, TID #3 had an increment value of \$475,291,600 which equated to 19% of the total equalized value of the City. TIF law only allows for the creation of new TIDs when the total equalized value within existing and/or proposed TIDs do not exceed 12% of the total equalized value of the City. Consequently, with the huge success of TID #3, the City of Middleton was unable to amend the boundary of TID #3 or create new TID(s) until that increment value went far enough below 12% to allow new properties of proposed TIDs and increment value of the existing TID to be added and/or created.

Therefore, in September, 2006, the City of Middleton amended the TID #3 boundary to subtract approximately \$137,000,000 of assessed property value out of the TID #3 boundary with the specific purpose of providing tax relief to not only the City of Middleton residents but also taxpayers in the overlying taxing jurisdictions and to also provide a “cushion” for creating one or two new TIDs.

Due to an oversight in the review process, the City was not “credited” for this subtraction and consequently missed that opportunity to create additional TIDs. An agreement was reached with the Department of Revenue whereby the City was given a “one-time” credit that would be effective January 1, 2008 for the creation of an additional TID(s). This process must be completed by August 14, 2009. The City is using this “one-time” credit by creating TID #5 and comprehensively addressing the entire region within the proposed boundaries, thereby allowing the City to accomplish the next 20-30 year plan for the orderly growth of the TID. Once August 15, 2009 passes, regardless of whether or not the City successfully creates TID #5, TID #3 will once again exceed the 12% limitation and the City will need to subtract more property out of the district in order to create additional TID(s) or wait until either sufficient growth in the total equalized value of the City takes place outside of TID #3 or until TID #3 is retired, whichever occurs first. The City has retained the power to amend the boundaries of TID #3 to reduce its size again providing that the lands remaining in the TID will generate sufficient increment to pay off the remaining TID #3 debt. The anticipated remaining properties in TID #3 are contiguous and will need to be in place until developer agreements and repayment of public participation is completed. Upon completion of payment of the debt(s), TID #3 will then be retired.



Section IV. Existing Uses and Conditions of Real Property

The existing land uses within the proposed boundary for TID No. 5 are notated on Map Two. The existing uses are described below in the four sub-areas and the existing conditions are described on a parcel-by-parcel basis in Appendix A. Blight Determination Report.

1. North Parmenter Area. This area is partially developed and also contains vacant land recently purchased and annexed into the City. All of the properties along Century Avenue and north on Parmenter are improved properties and are commercial and/or public use. Some properties (e.g., Middleton Ford, PDQ, Ballweg Chevrolet and Zimbrick) are not included in the district boundary as they are recently improved and do not anticipate any additional improvements. (Schoepp Motors is included to maintain contiguity between properties north and south of it.) There is a lot north of Middleton Ford that is partially used for stormwater management. This area may be expanded as development on northern properties is implemented.

2. Parmenter Area. This sub-area takes in all properties south of Century Avenue down to the southern portion of the district south of Discovery Drive. This area is the original industrially-developed area in Middleton. Businesses such as Gilson, TDS Telecom, Middleton's Public Works Garage, Bruce Company and similar uses all are housed within this development area. There is a mix of uses ranging from industrial to entertainment. Some of the properties are underutilized with a significant portion of the land lying vacant and/or improvement values that are assessed at a rate equal to or less than the land values. With the relocation of the USH 12 corridor, many of these businesses "back yards" are now "front yards". One can see loading docks, storage, warehousing, truck parking and other activities which are very appropriate in a more industrial setting and not along a highly trafficked highway corridor. Consequently, it can be said that the relocation of the highway produced a blighted condition for many of these properties. Significant improvements to Parmenter and Century Avenue have provided easy access and high visibility to prime redevelopment spots. However, recent traffic counts have stated that the new improvements made to Century Avenue between Parmenter and the new USH 12 corridor will already be inadequate by 2015 with anticipated development to the north of Century Avenue. If redevelopment occurs south of Century Avenue, then improvements to Century Avenue will be even more necessary.

3. Pheasant Branch Stormwater Quality Management Area. This area also contains an overlap of some of the businesses on the south end of Sub Area 2 due to the location of the Pheasant Branch Creek. The majority of this development area constitutes the meandering creek and abutting uses. While much of the development area is open and/or conservancy or in public use (e.g., school land, parkland), it is included to address the final stormwater quality management improvements. There are significant stormwater management issues that need to be addressed in this area, particularly as it relates to solids.

4. Century Ave/Branch St/Allen Blvd Area. This area contains a greater mix of uses including residential, commercial, entertainment and conservancy. Properties in this area are generally 30-100+ years old. Transportation access is a major issue affecting properties along Allen Boulevard and Century Avenue, consequently contributing to a blighting factor. This development area has seen more vacancies in commercial and residential within the last 5-8 years due to relocation of uses and/or closings. Much of this area has required more extensive police engagement and surveillance within the last few years.

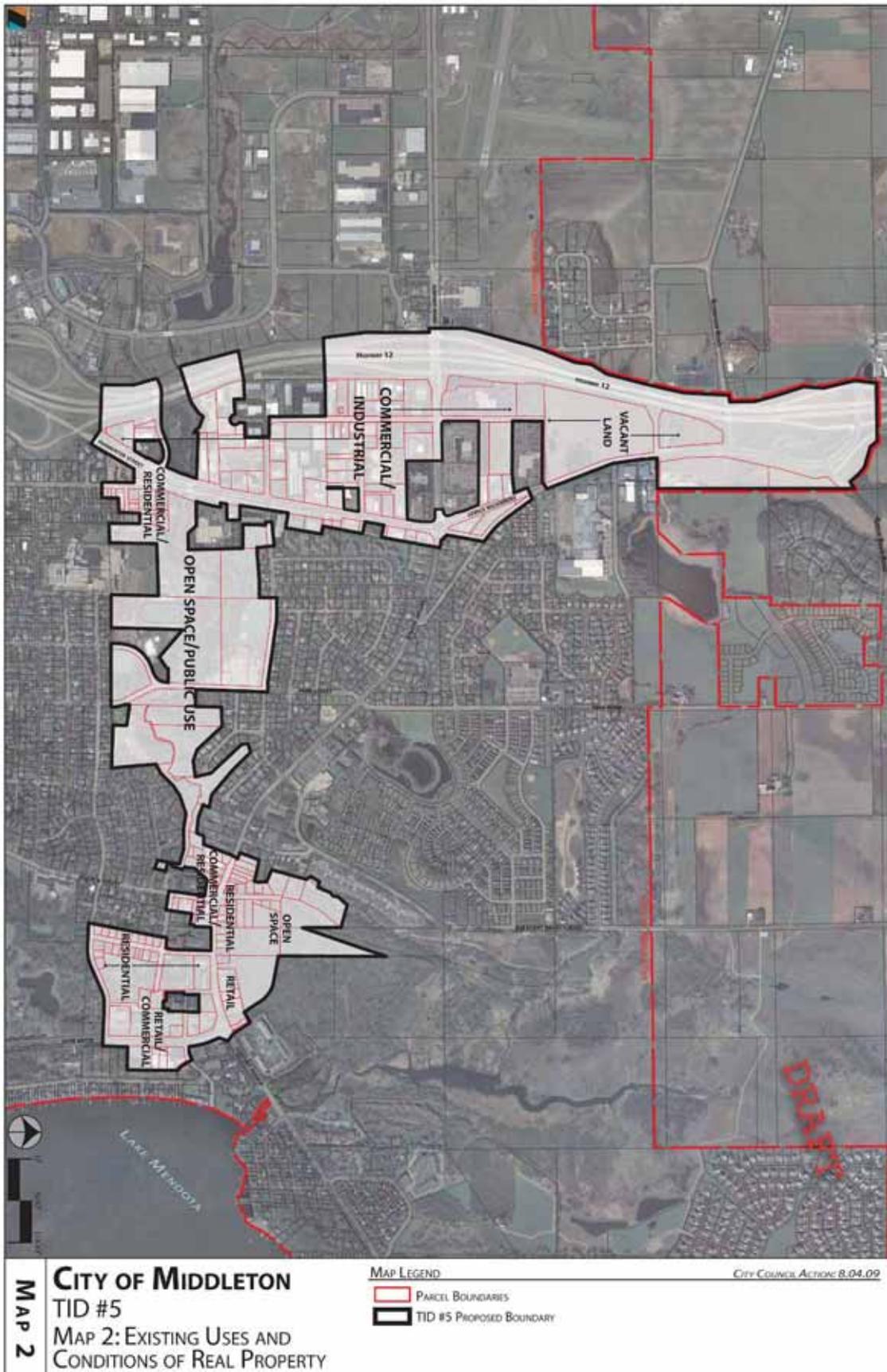
The current zoning is shown on Map Three and constitutes the following districts:

1. R1 – Single Family
2. R3A – Committed to Previous R3 and R4 uses
3. B1 – Office
4. B2 – General Business
5. B3—Highway Business
6. CO-L – Lowland Conservancy
7. PDD-G – Planned Development District – General Implementation Plan

In some instances the zoning cannot accommodate the kind of future development needed for redevelopment, new development or public improvements. In such instances, zoning will be changed on a project-by-project basis.

A minimum of 51% of real property within TID No. 5 is considered blighted due to inappropriate land uses, obsolete platting, diversity of ownership, potential environmental issues, vehicular and pedestrian traffic safety, stormwater quality management, social blight contributing to juvenile delinquency and public safety, deteriorating structures and obsolete structures. (See Appendix A, Table 5 for a parcel by parcel blight analysis). Some of the land uses within the TID No. 5 district boundary are considered inappropriate, aged, deteriorating or potentially unfit for redevelopment and/or combined with new development.

Based on the above findings and the blight analysis presented in Appendix A and Table 5 Blight Determination Table, at least 51% of the area located within TID No. 5 meets the statutory definition of a blighted property as specified in Wis. Stats. 66.1105(4)(gm)(4)(a) and Wis. Stats. 66.1333(2m)(b).



Section V. Proposed Public Works and Estimated Costs

This section describes the proposed public works projects and their estimated costs. These are referred to as “project activities.” Table One allocates the projects and their respective costs over a proposed twenty-two year spending period. These project activities and costs are estimates and may be adjusted and refined. The adjustments and refinements may include changing the year in which a project activity is undertaken and reallocating the cost of specific projects within the total estimated project costs. Adjustments to the proposed Project Plan will be made on the recommendation of the City Plan Commission to be reviewed and adopted by the City Council. Due to the fact that this is also a redevelopment district, the Community Development Authority (CDA) has had input regarding projects and timing of implementation that coincide with the redevelopment plan.

The Project Plan for TID No. 5 should be considered as a local enabling tool that allows the City Plan Commission, the CDA and City Council to implement the project activities described herein. Each project activity and expenditure will require specific action by the City Council even though it is included in this Project Plan. The implementation for TID #3 was managed by a Project Management Team (PMT). The PMT included staff, elected officials and consultants and was very successful at maintaining a steady flow of improvements and development which lead to the success of TID #3. It is recommended that the same format be used for implementation of TID #5. Additional members could include one member from the City Plan Commission, Community Development Authority and City Council for determining recommendation to the appropriate commissions and councils as well as information dissemination to their respective groups. The PMT should be responsible for overall project management, conditioned on the review and approval of the City Council and/or the CDA. The PMT’s duties may include the following:

- Implementing this Project Plan;
- Conducting more detailed planning and engineering studies;
- Developing more refined land use and redevelopment plans for implementation;
- Developing environmental standards for which development within the district will need to conform to;
- General guidance and referral of actions to other City Committees and the City Council;
- Establishing and managing an economic development master fund;
- Identifying and applying for additional non-TIF revenue sources;
- Public infrastructure construction oversight;
- Developing and implementing a business marketing plan;
- Developer recruitment;
- Business recruitment and retention;
- Conducting more detailed design standards and implementation in new and redevelopment;
- Determination of meeting the goals of sustainability and orderly growth.

The proposed project activities within this Project Plan have been comprehensively planned and prioritized. The year-by-year prioritization, included in Table One, has been established on the basis of providing public works improvements that have the greatest chance of stimulating immediate economic development. Scheduling of project activities will be monitored to ensure that the projected economic stimulation is occurring prior to proceeding with other project activities. This monitoring will occur on an annual basis. If economic conditions are not altered and improved

by the proposed project activity, other project activities may be delayed and/or removed from the project schedule.

The goal of the proposed project activities is to provide the necessary public improvements to attract and stimulate private reinvestment and redevelopment. Table One has been divided into the four Development Areas with a General Area closing the project delineations. Each Development Area is further broken down into four categories which include: (1) Street Improvements/Transportation Enhancements; (2) Stormwater Quality Enhancements; (3) Engineering, Acquisition & Contingencies (30%); and (4) Economic Development/Redevelopment.

The following is a description of the proposed projects as envisioned at the writing of this plan. The projects are all listed in 2009 dollars. Table One has two totals. The first line of totals across the bottom of the table illustrated yearly totals in 2009 dollars. The bottom line includes yearly totals with a 4% annual inflation factor on costs.

City of Middleton, Wisconsin TID #5 Table 1 (with 4% yearly inflation on costs) Costs -- All District Projects and Activities		Total																					TOT EST				
		Est Cost	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030	2031	PROJECT COSTS	
1 North Parmenter Area (north of Century Avenue)																											
• Street Improvements/Transportation Enhancements																											
	- Parmenter Rd improvements (Century to Belle Fontaine)	\$3,055,600			\$1,008	\$2,047																				\$3,055,600	
	- Parmenter Rd improvements (Belle Fontaine to Greenbriar)	\$796,600							\$398	\$398																\$796,600	
	- Hwy 12 to Misty Valley Bike/Ped improvements	\$147,000			\$77	\$70																				\$147,000	
	- Belle Fontaine Blvd improvements	\$1,430,300			\$500	\$300							\$630													\$1,430,300	
	- N. Parmenter/USH 12 interchange improvements	\$2,213,100								\$1,107	\$1,107															\$2,213,100	
	- Century Ave. traffic management (Nursery to Parmenter)	\$3,575,900					\$1,788	\$1,788																		\$3,575,900	
	- Utility Construction (Century, Parmenter, Belle, Parmenter/USH12, USH 12 interchange)	\$2,036,333		\$509	\$509	\$509	\$509																			\$2,036,333	
	- Graber Road improvements	\$0																								\$0	
	- Realignment of Schneider Road	\$0																								\$0	
	- High Road improvements	\$0																								\$0	
	* Roundabouts included in all costs above, if applicable	\$0																								\$0	
• Stormwater Quality Enhancements																											
	- Land acquisition for stormwater quality enhancements	\$250,000				\$100	\$50	\$50		\$50																\$250,000	
	- Graber Pond improvements	\$498,000				\$331	\$39	\$39	\$39	\$25	\$25															\$498,000	
	- Stormwater improvements to service Sub-Area 1 (developer built)	\$0																								\$0	
	- Other Projects to be determined as redevelopment occurs	\$0																								\$0	
	• Engineering, acquisition & contingencies (30%)	\$4,200,850		\$153	\$628	\$1,007	\$716	\$563	\$131	\$142	\$339	\$332	\$189													\$4,200,850	
• Economic Development/Redevelopment Incentives																											
	- New development density & energy efficiency incentives	\$17,500,000			\$1,500	\$1,250	\$1,250	\$1,250	\$1,250	\$1,250	\$1,250	\$1,250	\$1,250	\$1,250	\$750	\$750	\$750	\$750	\$750	\$750	\$250						\$17,500,000
	- Economic incentives for workforce housing	\$500,000				\$150	\$150	\$200																			\$500,000
	- Redevelopment Activities	\$1,000,000			\$150	\$250	\$300	\$300																			\$1,000,000
	- Business expansion/redevelopment relocation funding	\$1,000,000			\$250	\$250	\$500																				\$1,000,000
2 Parmenter Area (USH 14 to Century Avenue)																											
• Street Improvements/Transportation Enhancements																											
	- Interior realignment of roadways (Laura Ln, Donna Dr, Lisa Ln)	\$5,000,000				\$1,500	\$2,500	\$1,000																			\$5,000,000
	- Utility Construction (Laura, Donna, Lisa, Parmenter)	\$1,950,000				\$750	\$750	\$450																			\$1,950,000
	* Roundabouts included in all costs above	\$0																								\$0	
• Stormwater Quality Enhancements																											
	- Impervious surface increase necessitating further stormwater management	\$856,200					\$450	\$406																			\$856,200
	• Engineering, acquisition & contingencies (30%)	\$2,341,800				\$675	\$1,110	\$557																			\$2,341,800
• Economic Development/Redevelopment Incentives																											
	- Relocation of Public Works garage	\$4,500,000			\$4,500																						\$4,500,000
	- Economic incentives for workforce housing	\$500,000			\$150	\$150	\$150	\$200																			\$500,000
	- Economic incentives for business expansion	\$1,000,000			\$350	\$350	\$350	\$300																			\$1,000,000
	- Redevelopment Activities	\$6,000,000			\$1,000	\$2,000	\$2,000	\$1,000																			\$6,000,000
	- New development/density/energy efficiency incentives	\$500,000						\$500																			\$500,000
	- Beltes Building redevelopment	\$250,000				\$250																					\$250,000
	- Other	\$500,000							\$100	\$100	\$100	\$100	\$100	\$100	\$100	\$100										\$500,000	
3 Pheasant Branch Stormwater Quality Management Area																											
• Street Improvements/Transportation Enhancements																											
	- Bike & pedestrian transportation enhancements	\$750,000				\$250	\$250	\$250																			\$750,000
	- Public street crossing safety improvements between Parmenter and Century	\$1,000,000							\$250	\$500	\$250																\$1,000,000
	- Utility Construction (Pheasant Branch Creek Valley Interceptor--south of Century)	\$1,458,000				\$500	\$500	\$458																			\$1,458,000
	- Pheasant Branch Creek Trail Renovations	\$245,000				\$125	\$100	\$20																			\$245,000
• Stormwater Quality Enhancements																											
	- Pheasant Branch Streambank Stabilization	\$2,500,000			\$500	\$500	\$500	\$500	\$500																		\$2,500,000
	- Vegetation management	\$1,000,000				\$250	\$250	\$250	\$250	\$250																	\$1,000,000
	- Biofilter & water quality improvements	\$500,000			\$250	\$250																					\$500,000

City of Middleton, Wisconsin TID #5 Table 1 (with 4% yearly inflation on costs) Costs -- All District Projects and Activities		Total Est Cost	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030	2031	TOT EST PROJECT COSTS
• Engineering, Acquisition & Contingencies (30%)		\$2,160,900			\$225	\$561	\$480	\$225	\$443		\$198	\$75														\$2,160,900
4 Century Ave/Branch St/Allen Blvd Area																										
• Street Improvements/Transportation Enhancements																										
- Century Avenue Corridor Bike/Ped Path		\$850,000				\$850																				\$850,000
- Century/Allen Roundabout		\$760,800					\$761																			\$760,800
- Bike/pedestrian safety improvements		\$900,800				\$901																				\$900,800
- Maywood traffic signals		\$140,000					\$140																			\$140,000
- Lakeview Park ecological restoration sites & trails (Mid Beach Rd, Allen Blvd, Maywood)		\$50,000					\$50																			\$50,000
- Pheasant Branch Trail improvements																										\$0
* Trail wayfinding program		\$100,000									\$100															\$100,000
• Stormwater Quality Enhancements																										
- Pheasant Branch regional offline pond		\$1,384,700					\$1,385																			\$1,384,700
- Harbor Village Trail & Stream Bank Restoration		\$136,000								\$136																\$136,000
- Allen Blvd/Lakeview Park Stormwater Quality improvements		\$1,309,000							\$1,309																	\$1,309,000
- South Trail Expansion		\$243,500												\$244												\$243,500
• Engineering, acquisition & contingencies (30%)		\$1,750,262				\$225	\$761		\$393	\$41	\$30			\$61												\$1,750,262
• Economic Development/Redevelopment																										
- Stamm House area revitalization/redevelopment		\$1,000,000		\$250	\$250	\$500																				\$1,000,000
- Blight elimination & redevelopment activities		\$7,000,000			\$750	\$750	\$750	\$750	\$750	\$750		\$750		\$750		\$750		\$250								\$7,000,000
- Developer incentives for extraordinary costs associated with substandard lots, etc		\$2,000,000		\$500	\$1,000	\$500																				\$2,000,000
- Relocation, if applicable		\$1,500,000			\$250	\$250	\$250	\$250	\$250	\$250																\$1,500,000
- Housing Master Plan		\$75,000		\$75																						\$75,000
5 General																										
• Public Works/Utilities																										
- Equipment to support new infrastructure & developments		\$1,500,000				\$500	\$500	\$500																		\$1,500,000
- Potential removal of Maywood lift station		\$540,000							\$540																	\$540,000
- Potential University Avenue traffic improvements @ Park & Parmenter (TBC)																										\$0
- Potential Baskerville lift station removal		\$350,000							\$350																	\$350,000
• Stormwater Quality Enhancements																										\$0
-																										\$0
• Economic Development/Redevelopment Activities																										
- General land acquisition/relocation not project specific		\$1,000,000												\$250		\$250		\$250		\$250						\$1,000,000
- Potential environmental clean-up yet to be determined		\$1,000,000											\$500				\$500									\$1,000,000
- General redevelopment activities		\$5,000,000					\$1,000				\$1,000				\$1,000			\$1,000				\$1,000				\$5,000,000
- General business expansion/retention funding		\$1,000,000							\$250				\$250			\$250			\$250		\$250					\$1,000,000
- General contingency for projects yet to be determined		\$3,000,000						\$500			\$500		\$500		\$500		\$500		\$500		\$500		\$500			\$3,000,000
• Administration, Planning, Legal, General Engineering																										
- Fees and appropriate costs		\$1,950,000	\$75	\$100	\$200	\$200	\$200	\$200	\$200	\$150	\$150	\$100	\$75	\$75	\$25	\$25	\$25	\$25	\$25	\$25	\$25	\$25	\$25	\$25	\$25	\$1,950,000
TOTAL ALL PROJECT COSTS (2009 dollars)		\$104,266,445	\$75,000	\$1,686,808	\$9,147,761	\$19,428,076	\$17,642,993	\$13,475,036	\$11,194,390	\$3,742,090	\$6,451,016	\$3,963,516	\$2,894,390	\$3,229,372	\$1,775,000	\$1,875,000	\$1,525,000	\$1,875,000	\$1,775,000	\$1,525,000	\$825,000	\$25,000	\$1,525,000	\$0	\$0	\$104,266,445
TOTAL ALL PROJECT COSTS with 4%/year inflation			\$75,000	1,650,281	9,879,581	21,759,445	20,465,872	16,170,042	13,881,044	4,789,875	7,195,340	5,390,300	4,052,146	4,665,708	2,591,500	2,850,000	2,379,000	3,000,000	2,911,000	2,562,000	803,000	44,000	2,745,000	0	0	\$129,880,214

Development Area 1. North Parmenter Area*1. Street Improvements/Transportation Enhancements.*

- A. Parmenter Street improvements to accommodate increased traffic. It is anticipated that development north of Century Avenue will produce a significant increase in the traffic. This significant increase will need to be accommodated through roadway upgrades to North Parmenter, potential traffic signalizations at key intersections or round-abouts, potential alternate ingress/egress points and similar activities.
- B. Highway 12 to Misty Valley Bike/Ped Improvements. The City has carefully constructed bike/ped linkages within TID #3 to the remainder of the City. Continuation of these improvements would encourage more commuter-friendly bike/ped activities from the neighborhoods growing in the north section of the City.
- C. Belle Fontaine Blvd. improvements. The City's long-range master plan has identified Schneider Road to be extended from west of the beltline east. The new "Belle Fontaine Blvd" is the eastern portion of Schneider Road extended. This extension will service transportation on an east/west basis as well as alleviate traffic north down High Road past the schools and spill it out to the Highway 12 corridor via the N. Parmenter corridor.
- D. Graber Road extended; traffic management/parking. Graber Road is another transportation linkage that is less than adequate. Internal circulation in this area of the community will be greatly improved through the extension of Graber Road. This extension will also provide parking for people wishing to visit the environmental corridors and conservancy areas in this part of the community.
- E. N. Parmenter/USH 12 Interchange Improvements. If Tribeca successfully completes the anticipated improvements, traffic will significantly increase necessitating improved circulation. The N. Parmenter/USH 12 interchange has already been improved. Traffic studies show that the newly-improved Century Avenue between Parmenter Street and USH 12 will be inadequate by 2015. Therefore, it will be very beneficial to the entire traffic flow of this region if cars will exit on the N. Parmenter/USH 12 interchange and come down N. Parmenter to businesses north of Century Avenue rather than taking the Century Avenue/USH 12 interchange to Parmenter and then go north.
- F. Century Avenue Traffic Management. Although addressed in sub (a) and (e) above, traffic along Century Avenue will increase as properties are fully utilized and developed. There will be a need for traffic management on Century Avenue by 2015 even with additional traffic using USH 12/N. Parmenter from north to access new development north of Century Avenue.
- G. High Road Traffic improvements. High Road continues to see increased traffic volumes. Once Belle Fontaine is completed and connects Parmenter to High Road, it is likely that High Road will need to be upgraded to accommodate increased traffic. This improvement will be constructed under the ½ mile radius eligibility in the TIF statute.

H. Smart Transportation Signals and Transit Enhancements. As vehicular traffic and the use other modes of transportation increase and more attention is drawn to environmental impacts from these traffic increases, new technology has been and will continue to be introduced to save on carbon emissions and other environmental impacts. Smart transportation signals are currently being refined and can positively change the carbon emissions impact on communities where there are a significant number of traffic signals. Other types of technology yet to be developed are anticipated to be embraced by the community and paid for within the TID with TIF funds. Transit enhancements are another type of public infrastructure improvements that are anticipated to be paid by tax increment financing revenues. These transit enhancements could include, but not be limited to: transit stops, convenience/vending stations at stops, parking and other such amenities which would encourage the use of public transportation and decrease individual automobile use.

2. Stormwater Quality Enhancements

- A. Land acquisition. As the City studies the next phase of the Pheasant Branch Creek Stormwater Quality Enhancement issue, land acquisition may be identified as a potential project cost which must be incurred to complete stormwater quality management. If such acquisition is identified, the City intends to use TID funding to accomplish the acquisition, relocation and any other site preparation needed to fulfill the needs of the stormwater quality enhancement improvements.
- B. Graber Pond improvements. The City has recently completed a park plan designed to increase awareness of stormwater and other environmental quality issues through education and increase of user participation in the Graber Pond area. The Park has tremendous potential for drawing visitors to study natural phenomena that occur in the Park. With the location of Graber Pond just north of existing industrial-type uses and across from the proposed Tribeca development, appropriate improvements to accommodate parking and bike/ped access as well as complementary uses will be undertaken by the TID.
- C. Stormwater completion adjacent to Ballweg. There is currently a stormwater retention area immediately north of Middleton Ford. This area addresses stormwater management for the abutting properties. However, the property immediately north of the current retention area could also be reconfigured to be combined with the existing retention area and address stormwater concerns from the USH 12/Parmenter Street interchange west of the USH 12 and south to the retention area, thereby combining all individual stormwater retention areas into one large retention pond. However, due to the location of this area within the Middleton Airport flight path, restrictions on the type of retention pond will need to be followed to comply with FAA regulations. Consolidation of stormwater management could potentially free up developable land for higher density and more development increment for the TID.
- D. Other. As development occurs in the TID, other stormwater quality enhancements may be identified and necessitated by development. This category is a contingency fund set up to allow the TID to access public funding if additional projects are identified and within the scope of the overall TID Project Plan.

3. Engineering, Acquisition & Contingencies (30%)

This project cost(s) is listed separately from the construction projects identified above. The reason for this separation is that until development and redevelopment projects come forward, the City does not have specific proposals that identify what participation, if any, the City undertakes. A redevelopment proposal may require public street engineering, ROW acquisition and other contingencies not yet identified. The Project Plan for three of the development areas will specifically list this item separately so that the appropriate implementation strategy is available when new and redevelopment projects come forward.

4. Economic Development/Redevelopment

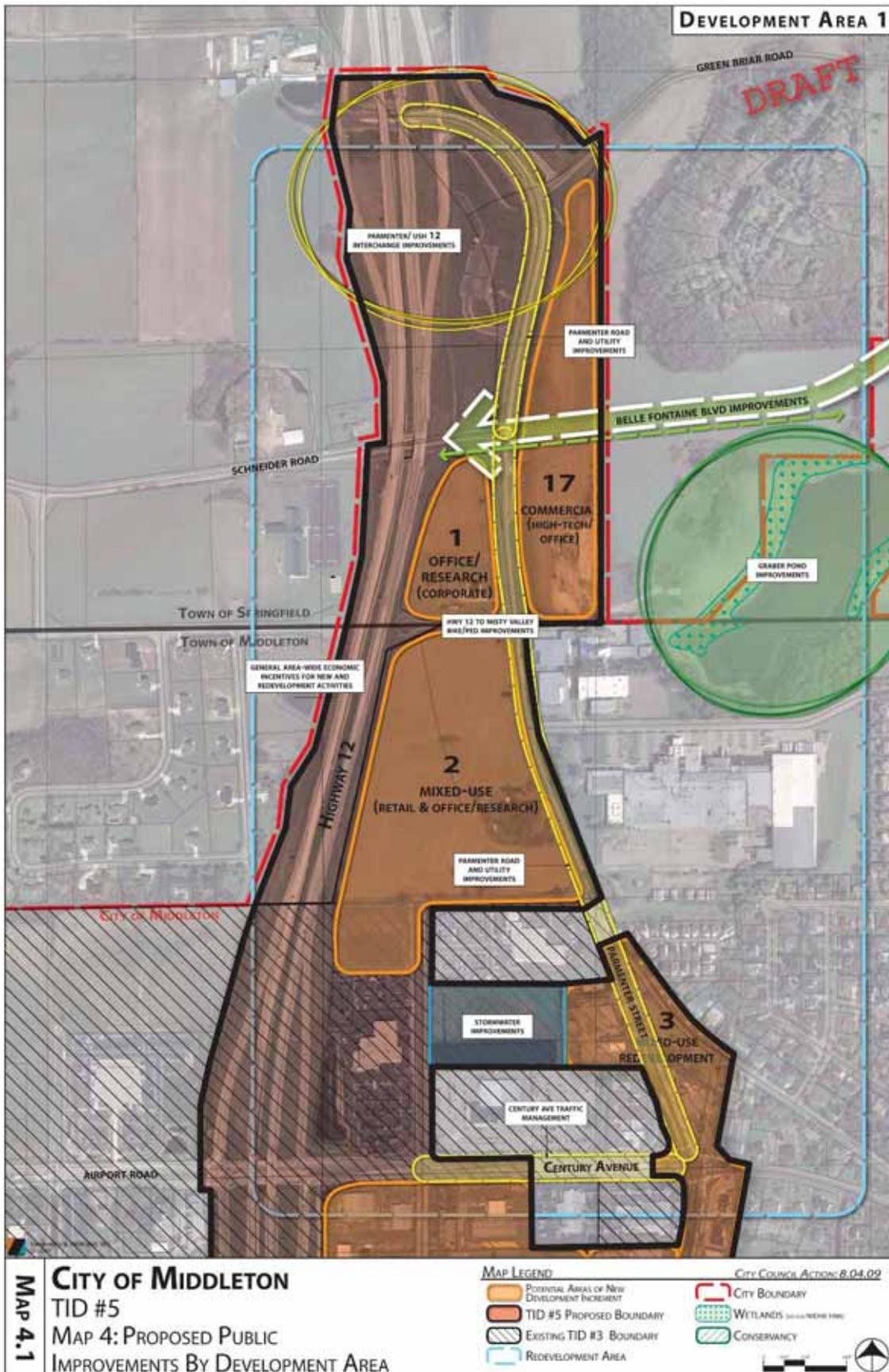
- A. New Development/Business Incentive Funding. This development area of TID #5 contains vacant land as well as infill land along Parmenter St. The City of Middleton has tenaciously worked at recruiting new business while growing and retaining existing business. Competition for all business is very keen within the entire Upper Midwest let alone Dane County. This type of funding will be necessary for the City to utilize in order to secure new business and development projects and continue the orderly growth of the City.
- B. Workforce Housing. TID #3 focused on creating a comprehensive employment center and was successful in doing so. The City of Middleton has grown to the point where values in all types of housing are approaching the high end in Dane County. Since 2003, the City has worked with developers and provided financial incentives to achieve affordability in housing. The entire TID #5 Project Plan will be addressing this critical issue by providing workforce housing economic incentives so that workers can choose to live and work within the City of Middleton corporate limits. This combination further emphasizes and encourages the use of public and other modes of transportation other than automobiles. The City of Middleton is very keen on addressing this issue and accommodating those wishing to use alternative forms of transportation and live/work relationships for the next 20-25 years.
- C. Redevelopment Funding. This category covers any economic incentive funding not specifically listed elsewhere. The Redevelopment District No. 3 Project Plan identifies different redevelopment areas in which Redevelopment Funding will be used. It is anticipated that a large amount of this funding will be used to incorporate sustainable development within the proposed redevelopment areas. As mentioned previously in the Project Plan, one of the major goals of the TID #5 Project Plan is to continue the orderly growth of the City. With the demands on natural resources and impacts on the environment, continuing that orderly growth includes using as much "green" material and resources as possible, making sure that development is sustainable not just from a construction standpoint but also impact on the environment, complementary transportation support and other important factors which will continue to keep Middleton ahead in the development arena.
- D. Existing Business Expansion/Relocation Funding. Not only is it extremely important to the City of Middleton to attract new business, it is even more important to retain businesses and help them grow into new and/or rehabilitated facilities. The City has had several businesses in recent years move out of "garages" and into impressive facilities

and even expand those current facilities. Allowing this type of public economic incentive is critical to maintain the balance of business, industry and residential growth in the City.

5. Other

This category acts as a contingency for projects yet-to-be-determined but that may come about as development proposals come forward. It is anticipated that the projects contained within the TID #5 Project Plan will cover most of the yet-to-be-determined projects. If a project comes forward that the plan does not address, the City Council, with input by the City Attorney, will need to determine if a Project Plan amendment needs to be completed to add that project. In any event, this Project Plan is crafted with the intention that most, if not all, of future projects are within the scope and intent of the public improvements activities listed in Table One.

Map Four, Development Area 1, North Parmenter Area (north of Century Avenue) details the locations of the anticipated proposed projects. Each Development Area hereafter will be contained on the page following the description of each Development Area's project costs.



Development Area 2. Parmenter Area (USH 14 to Century Avenue)*1. Street Improvements/Transportation Enhancements.*

- A. Parmenter Street improvements to accommodate increased traffic. It is anticipated that development along Parmenter Street as well as development on N. Parmenter and between the USH 12/Parmenter St. corridor will produce a significant increase in the traffic. This significant increase will need to be accommodated through roadway upgrades to North Parmenter, potential traffic signalizations at key intersections or roundabouts, potential alternate ingress/egress points, possible interior realignment of roadways depending upon redevelopment proposals and similar activities and appropriate utility construction.
- B. Bike/Ped enhancements. Additional commuter-friendly bike/pedestrian trails and/or enhancements may be needed as redevelopment projects move forward. Connection to the Pheasant Branch Creek trail through redevelopment areas may be necessary. Continuation of these improvements would encourage more commuter-friendly bike/ped activities from the potential workforce housing redevelopment sites within this development area.
- C. Smart Transportation Signals and Transit Enhancements. As vehicular traffic and the use other modes of transportation increase and more attention is drawn to environmental impacts from these traffic increases, new technology has been and will continue to be introduced to save on carbon emissions and other environmental impacts. Smart transportation signals are currently being refined and can positively change the carbon emissions impact on communities where there are a significant number of traffic signals. Other types of technology yet to be developed are anticipated to be embraced by the community and paid for within the TID with TIF funds. Transit enhancements are another type of public infrastructure improvements that are anticipated to be paid by tax increment financing revenues. These transit enhancements could include, but not be limited to: transit stops, convenience/vending stations at stops, parking and other such amenities which would encourage the use of public transportation and decrease individual automobile transportation.

2. Stormwater Quality Enhancements

- A. Land acquisition. As the City studies the next phase of the Pheasant Branch Creek Stormwater Quality Enhancement issue, land acquisition may be identified as a potential project cost which must be incurred to complete stormwater quality management. If such acquisition is identified, the City intends to use TID funding to accomplish the acquisition, relocation and any other site preparation needed to fulfill the needs of the stormwater quality enhancement improvements.
- B. A portion of the Pheasant Branch Creek is located in the southern part of Development Area 2. The current uses north of the creek do not address appropriate treatment of the run-off from the parcels nor of the creek bed itself. Extensive improvements need to be made along the north part creek in this development area of the TID to ensure proper stormwater quality management. Clean-up of properties and reuse of parcels need to be carefully addressed.

- C. Other. As development occurs in the TID, other stormwater quality enhancements may be identified and necessitated by development. This category is a contingency fund set up to allow the TID to access public funding if additional projects are identified and within the scope of the overall TID Project Plan.

3. Engineering, Acquisition & Contingencies (30%)

This project cost(s) is listed separately from the construction projects identified above. The reason for this separation is that until development and redevelopment projects come forward, the City does not have specific proposals that identify what participation, if any, the City undertakes. A redevelopment proposal may require public street engineering, ROW acquisition and other contingencies not yet identified. The Project Plan for three of the development areas will specifically list this item separately so that the appropriate implementation strategy is available when new and redevelopment projects come forward.

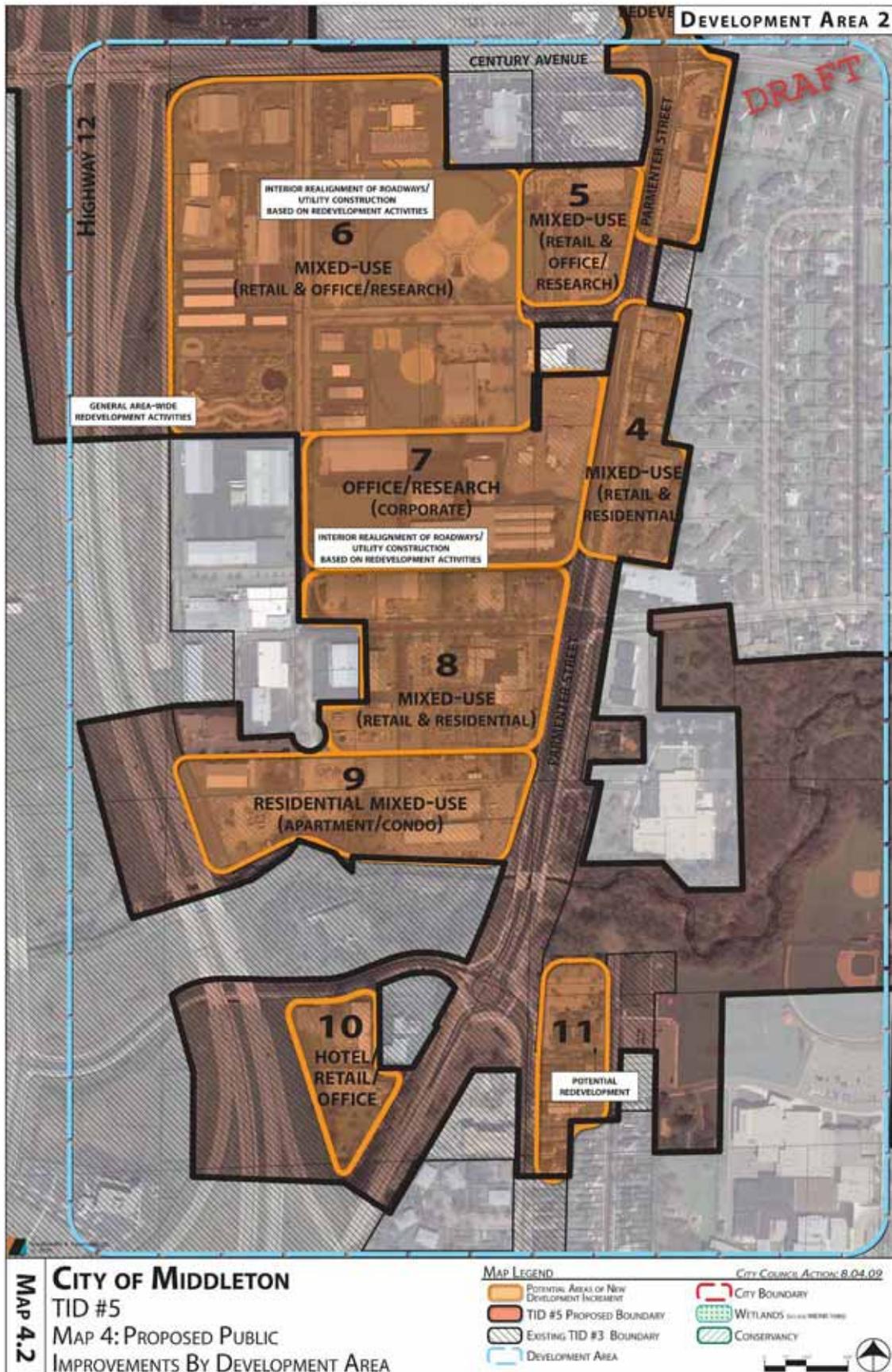
4. Economic Development/Redevelopment

- A. Relocation of Public Works Garage. Due to the realignment of the USH 12 corridor, the public works garage now is located on a prime visual quadrant of the interchange at the entrance to the City. Unsightly storage, inappropriate uses and other issues now are brought forward due to the high visibility of this site. This is a prime redevelopment site along with other surrounding properties. The City cannot use tax increment financing to fund the construction of a public facility, however, the City can sell the public works site to a developer and use that land sales revenue to pay for the relocation and building of a new public works facility. It is anticipated that with the sale of the public works site, the developer will, in turn, ask for redevelopment funding participation to meet the density and sustainability requirements that the City will set on this site development.
- B. Work force Housing. Development Area 2 is anticipated to see projects move forward that are mixed use in nature including commercial, retail, residential, office, entertainment, medical, research & development and even industrial in nature. All of these uses can be commingled in an orderly fashion in an appropriate density that will address the higher cost of assembling and redeveloping properties within this area. Workforce housing is a higher priority in this area as this Development Area is in the heart and adjacent to the City's employment center. Work force housing consists of all types of housing (owner-occupied to rental) which meet the socio-economic needs of our changing work force. Since Middleton housing costs have risen to the point where people are paying 30% of their income on housing, many potential employees working in Middleton cannot afford to live in Middleton. The City will work with potential redevelopment proposers and promote the development of affordable work force housing with other types of uses.
- C. New Development/Business Incentive Funding. This development area in TID #5 is fully developed. Many of the uses are very appropriate for this development area. Some of the uses were appropriate prior to the realignment of the USH 12 corridor. Consequently, some of the properties should be relocated to a more suitable site within the City and redeveloped into higher density, sustainable mixed use projects. Many of the parcels are underutilized, partially developed or the land value far exceeds the

- improvement value. Encouragement by the City for comprehensive redevelopment with incorporation of appropriate land uses into redeveloped projects should be made to further the goals and objectives of the City in TID #5. This fund will help the City to direct the type of development that is in both the property and business owner's best interest and the City's long-term goals and objectives.
- D. Redevelopment Activities. This category covers any economic incentive funding not specifically listed elsewhere. The Redevelopment District No. 2 Project Plan has identified different redevelopment areas in which Redevelopment Funding will be used.
 - E. New Development/Density/Energy Efficiency Incentives. This category has been described above. Sustainability will also be a goal that must be met in order for the City to participate in redevelopment funding.
 - F. Baltes Building redevelopment. This redevelopment project has been on the City's agenda for many years. It is hopeful that inclusion in the TID #5 Project Plan will see its completion.

5. Other

This category acts as a contingency for projects yet-to-be-determined but that may come about as development proposals come forward. It is anticipated that the projects contained within the TID #5 Project Plan will cover most of the yet-to-be-determined projects. If a project comes forward that the plan does not address, the City Council, with input by the City Attorney, will need to determine if a Project Plan amendment needs to be completed to add that project. In any event, this Project Plan is crafted with the intention that most, if not all, of future projects are within the scope and intent of the public improvements activities listed in Table One.



Development Area 3. Pheasant Branch Creek Stormwater Quality Management Area*1. Street Improvements/Transportation Enhancements*

- A. Bike & pedestrian transportation enhancements. While there currently exist bike and pedestrian trails along the Pheasant Branch Creek within Development Area 3, enhancements to the existing trails can be made to further address use and stormwater quality management.
- B. Public street crossing safety improvements between Parmenter and Century. Because this area has a lot of public street crossings and two schools are located within walking distance of this area, the City wants to address the “Safe Routes to Schools” issue with this public expenditure. Identification of specific crossings will be made as redevelopment projects move forward in other areas and more demand for pedestrian and bicycle safety is identified.
- C. Utility Construction (Pheasant Branch Creek Valley Interceptor – south of Century). This is an upgrade to the existing interceptor which needs to be made in order to accommodate any future growth within Development Areas 2 and 4. Specific sizing and appropriate construction decisions will be made as development proposals proceed.
- D. Pheasant Branch Creek trail renovations. As stated above, enhancements are anticipated to be made along this part of the trail. In addition, as the trail ages, deterioration does set in. Since this is a major transportation route in TID #5, it is anticipated that renovations and upgrades will need to be made during the life of the TID in order to meet the demands necessitated by redevelopment within the TID.

2. Stormwater Quality Enhancements

- A. Pheasant Branch stream bank stabilization. The City has received notification that it must improve the stormwater quality throughout its corporate limits. One proposed method to achieve this requirement is to address the stabilization of the Pheasant Branch Creek stream banks to help eliminate erosion, retain stormwater for sedimentation purposes and assist in managing water quality in this region. TID #3 invested over \$3.7M of funds in water and stormwater quality management techniques which included the Pheasant Branch Creek channelization project with its accompanying studies, plans and engineering. TID #5 is anticipating conducting the same types of water quality efforts but in a smaller scope.
- B. Vegetation management. Controlling vegetation and maintaining an area once it has been appropriately managed is always a challenge to any property owner. Managing vegetation along a more natural area is even more challenging and sensitive. Inclusion of this project cost will provide funding for the City to appropriately manage and maintain this portion of the Pheasant Branch Creek so that water quality will improve as well as aesthetic appearances to all those who enjoy the trail enhancements.
- C. Biofilter & water quality improvements. The City of Middleton is located at the south end of a large watershed. TID #3 had to address major issues of stormwater and water

quality issues from which the major contributors were outside of the City limits. Properties to the north and northwest of TID #5 and also TID #3 contain some of Dane County's finest agriculture land and uses. Run-off from these lands and uses create a significant challenge to the City. This project cost is included in the TID #5 Project Plan to allow the City to address not only the water quality issues it faces from the agricultural land and its accompanying uses but also provide an alternative source of energy for City use that would meet its goals and objectives regarding sustainability and environmental sensitivity.

3. Engineering, Acquisition & Contingencies (30%)

This project cost(s) is listed separately from the construction projects identified above. The reason for this separation is that until development and redevelopment projects come forward, the City does not have specific proposals that identify what participation, if any, the City undertakes. A redevelopment proposal may require public street engineering, ROW acquisition and other contingencies not yet identified. The Project Plan for three of the development areas will specifically list this item separately so that the appropriate implementation strategy is available when new and redevelopment projects come forward.

Development Area 4. Century/Branch St/Allen Blvd Area*1. Street Improvements/Transportation Enhancements.*

- A. Century Avenue Corridor Bike/Ped Path. Currently the sidewalk serves as the bike/ped system on Century Avenue. This road is heavily used by automobiles, is very narrow, has many ingress/egress points some of which have little or no visibility, has improvements located immediately adjacent to the sidewalk and experiences much cross-traffic. It will become necessary, with continued increasing traffic counts and potential redevelopment, for the City to construct commuter-friendly bike/ped safety improvements so that all types of movement within the corridor can be safely executed.
- B. Century/Allen roundabout. Within the past five years, the Century Avenue/Allen Boulevard intersection has been improved. However, with increasing traffic counts due to the popularity of this route used to access the north side of Lake Mendota, the wait at the traffic signal becomes elongated. The goal of this project cost is to minimize the carbon footprint of stopped automobiles and trucks and move traffic through in an efficient but safe manner.
- C. General bike/pedestrian safety improvements. This development area primarily consists of multi-family residential and commercial properties. Due to the nature of the multi-family residential, there are many younger children and youth that move through this area to and from schools and/or shopping and visiting other friends. General bike/pedestrian safety improvements are needed as a result of the high vehicular traffic in this region. These improvements will provide a safe, convenient and commuter-friendly environment to encourage more multi-modal forms of transportation.
- D. Maywood traffic signals. As redevelopment occurs in this area, traffic signals may be necessary at the Maywood/Allen Blvd. intersection and have been included in this list as an eligible project cost.
- E. Lakeview Park ecological restoration sites & trails. This project cost includes linkages from Development Area 4 up to the Lakeview Park (within a ½ mile radius of the TID boundary). The City has recently purchased land on the east side of Allen Boulevard to extend the trail system and park amenities. Direct connection to Development Area 4 would assist in safety among all types of vehicular and pedestrian movement.
- F. Pheasant Branch Trail improvements. This is the crossover from Development Area 3 (Pheasant Branch Creek Stormwater Quality Management Area) and the Pheasant Branch Marsh area. As in Development Area 3, Pheasant Branch trail improvements are and will be needed as infrastructure is used and worn out. Replacement of trailhead information kiosks, trails, signage and other trail improvements will be provided under this project cost.

2. Stormwater Quality Enhancements

- A. Pheasant Branch regional offline pond. As detailed above, the City is required to meet certain stormwater quality management issues and criteria. The offline regional pond is intended to assist in meeting those requirements placed upon the City. The offline regional pond will not necessarily be located within the TID #5 boundary but creates a significant impact on the TID #5 stormwater quality management plan.
- B. Harbor Village trail & stream bank restoration. This area is also outside of the TID #5 boundary but within the ½ mile radius. This segment of the Pheasant Branch Creek trail provides a continuous loop into the remainder of the trail system. Improvements and restoration are needed to keep the trail in repair and in use by all users.
- C. Allen Blvd/Lakeview Park stormwater quality improvements. This project further recognizes the need to finish the final leg of a portion of the Pheasant Branch Creek stormwater quality management begun in TID #3. This is the final area where this fork of the Creek empties into Lake Mendota. Enhancements, management tools and improvements are needed to finish control of stormwater management.
- D. South Trail expansion. This project connects the existing Pheasant Branch Conservancy “South Trail” to the north end of Marina Drive and then continues west behind the apartments to the north approach for the Allen/Century intersection.
- E. Other. As development occurs in the TID, other stormwater quality enhancements may be identified and necessitated by development. This category is a contingency fund set up to allow the TID to access public funding if additional projects are identified and within the scope of the overall TID Project Plan.

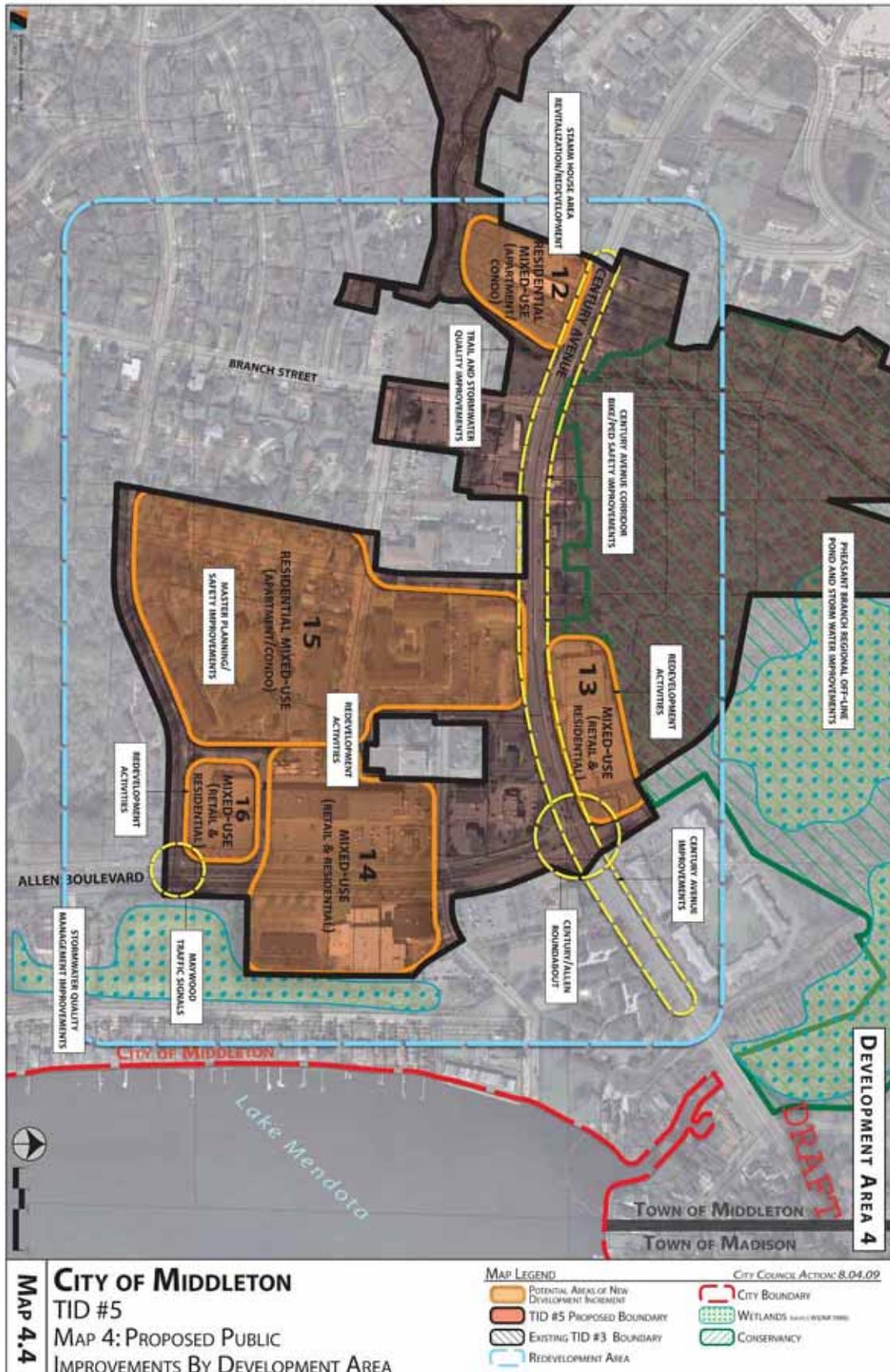
3. Engineering, Acquisition & Contingencies (30%)

This project cost(s) is listed separately from the construction projects identified above. The reason for this separation is that until development and redevelopment projects come forward, the City does not have specific proposals that identify what participation, if any, the City undertakes. A redevelopment proposal may require public street engineering, ROW acquisition and other contingencies not yet identified. The Project Plan for three of the development areas will specifically list this item separately so that the appropriate implementation strategy is available when new and redevelopment projects come forward.

4. Economic Development/Redevelopment

- A. Stamm House area revitalization/redevelopment. The Stamm House is an historic stage coach stop. It has been kept historically significant using appropriate exterior improvements. Other historic homes and/or structures are in the area. There are other buildings which are not historically significant but are adjacent to the Stamm House. Potential redevelopment of some of this underutilized property in connection with the historical nature of the surrounding uses and the Stamm House could create more of a destination use. Integration of businesses in the metal building next to the Stamm House into a new, historic structure could benefit this part of Development Area 4.

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- B. Blight elimination and redevelopment activities. This project category can include a number of different activities. These activities may include, but not be limited to, acquisition, relocation, site clearance, rehabilitation of existing structures, funding participation to encourage higher density, higher quality construction using “green” and sustainable products and contractors, business recruitment and retention, business relocation and funding, more police surveillance in areas where police calls are more frequent and of more serious nature, and similar activities.
- C. Developer incentives for extraordinary costs associated with substandard soils, etc. This area of Middleton is commonly known as the “lake bed” when Lake Mendota was much larger. Development in TID #3 has experienced similar soils with a high concentration of peat and substandard soils. Consequently, extraordinary costs will need to be incurred to construct buildings that will promote higher density infill that the City is planning for in this Development Area. Each redevelopment project will be reviewed to ensure that any request for additional TID participation meets the criteria set by the City for extraordinary development costs.
- D. Relocation, if applicable. While mentioned in subsection B above, relocation may be necessary to achieve a comprehensive approach to redevelopment. The State of Wisconsin has very clear laws regarding relocation. The City of Middleton intends to follow these very carefully to ensure the rights of its citizens.
- E. Housing Master Plan. The Allen Boulevard BUILD plan addressed the opportunities which could be obtained with redevelopment in this area. There is a significant multi-family complex immediately west of the Middleton Shopping Center. Due to the high vacancy rate in the shopping center and the extremely high number of police and safety calls experienced within this two block area, the TID Project Plan is including a housing master plan component that is intended to address the density of housing in this area, the mix of housing (owner-occupied/rental) and the socio-economic mix of renters and owners as well as how this housing is combined with a retail component along Allen Boulevard.



General Project Activities

1. Public Works/Utilities

- A. Equipment to support new infrastructure/development. As is the case with any new development or redevelopment, especially high-density development, services and equipment are needed to service these new uses. It may be necessary for the City of Middleton to purchase new equipment to adequately maintain and/or address emergency issues (fire, police, and ambulance) if within the TID #5 boundary. If the City feels the acquisition is necessary, it is recommended that a careful analysis be conducted that will demonstrate the need for the proposed purchase and how that need is affected by the growth within the TID #5 boundary.
- B. Upgrade/new/removal of existing infrastructure not project-specific. Many times the existing infrastructure proves to be inadequate once new development or higher density development takes place. This line item is proposed to address the upgrading, construction or new or removal of existing infrastructure that may be necessary when redevelopment occurs. If improvements need to be made, the City should be prepared to show how TID #5 contributes to the need for the proposed improvements, thereby justifying the use of tax increment financing revenues to pay for the proportionate share of subject improvements.
- C. University Avenue traffic improvements. Significant traffic is going to be generated if redevelopment and new development occurs as is anticipated or planned. University Avenue is already past its ability to handle traffic in a safe and orderly fashion due to existing traffic patterns and development intensity. Adding to the density of development will only exacerbate the traffic flow problems constantly being experienced on University Avenue. If the traffic patterns increase significantly, improvements will need to be made to University Avenue. Providing the ½ mile radius limitation on the statute applies, the City will use tax increment financing revenues to help offset impact caused by the development in TID #5 to make improvements to University Avenue.

2. Stormwater Quality Improvements

- A. Most stormwater quality improvements have been addressed in the development areas and their respective projects and estimated costs. If a stormwater quality management project falls outside of those scopes, this line item intends to take up as TIF-eligible those projects not falling under a specific development area.

3. Economic Development/Redevelopment

- A. Land acquisition/relocation. The City would prefer the private sector handle all acquisition/relocation issues. The public improvement costs and potential participation in redevelopment, listed above in the development areas, anticipate acquisition by the private sector. However, there may be instances where a property becomes available by a willing seller and the City determines it in the best interest of the community to purchase this property. This project cost allows the City to complete the acquisition and relocate, if necessary, any owner or tenant.

- B. Potential environmental clean-up. No Phase 1 or 2 studies have been done by the City on any properties within the TID boundary. At this time, there is no targeted acquisition or environmental clean-up which will be performed by the City. However, if a property becomes available and the City determines to acquire it and it needs environmental clean-up, the City reserves the right to petition for other public funding to assist in the clean-up as well as the use of TIF funds.
- C. Redevelopment Funding through individual project funding and the Economic Development Master Fund is the single largest potential expenditure in TID No. 5. It is the intent of the City of Middleton City Council and Community Development Authority (CDA) to work with individual property owners on redevelopment of their individual sites by offering different types of redevelopment services. These services could include, but not be limited to: (a) site acquisition and preparation; (b) recruitment of appropriately-qualified developers for each potential redevelopment site; (c) marketing for potential business relocation/expansion/retention; (d) low-interest loans and/or interest write-downs for property rehabilitation and redevelopment; and (e) grants for façade improvements and/or developer recruitment and others.

Each project will need to be addressed on an individual basis with developer negotiations and ultimate development agreement that will guarantee increment and repayment of any City participation in the project. Each project will also be reviewed in a manner addressing the criteria of blight elimination, housing development, job creation, tax increment creation and similar redevelopment criteria. One redevelopment project may address certain criteria while another may address different criteria. Consequently, the CDA and City Council will need to review each project individually and make its determination based on the project's implementation goals.

- D. General business expansion/retention funding. As explained above, existing business expansion and retention is key to the success of the City of Middleton. TID #3 has assisted in "growing" many businesses into great successes. With the implementation of TID #5, it is the City's intent to continue with that business expansion/retention in order to continue to bring living-wage jobs to the community and provide the necessary participation package to make that a reality.

4. Administration, Legal, Planning, General Engineering

The City has expended funds to cover staff salaries and costs as well as consultant fees in previous TIDs. It is the intent of the City to continue with this practice with City Council approval. If possible, specific activities will be charged on a project-by-project basis. However, administration, legal (e.g., negotiate Developer Agreements and other activities), planning, Project Management Team (PMT) and other associated administrative costs are included to administer and implement the TID No. 5 Project Plan.

In summary, if all development and redevelopment would occur that would necessitate the expending of funds itemized above and located in Table One, the City could potentially see a total expenditure over the 22-year spending period of up to almost \$100,000,000 in 2009 dollars. However, annual monitoring must be done to make sure that project expenditures are covered by development increment and developer agreements guaranteeing said increment, where applicable.

Section 66.1105 requires that the municipality state the total cost of “non-project” costs that is anticipated during the life of the TID. One “non-project” cost is interpreted to be the costs incurred by the private sector in development and redevelopment. Those “non-project” costs are found in Section VI. Development Increment Assumptions. Because of the size of the district and the complexity of the potential development and redevelopment sites, a separate section is included in this Project Plan along with identification of different development types, densities, locations and costs.

Another type of “non-project” cost are costs that are paid for by non-tax revenues or other sources of revenues than the taxes collected by the municipality for new development increment within the boundary of the TID. This type of “non-project” cost or source of revenue is found in Section VII Sources of Non-Tax Revenues. Table One has listed some projects but no costs associated with those projects. The Project Plan anticipates that those projects may be funded, in full or in part, by “non-TID” sources of revenues. However, if the TID is economically feasible and successful, the City intends to reserve the right to pay for all or part of the cost of the proposed public improvement out of TID revenues and augmenting payment from non-tax sources of revenues if they become available. If the City is successful in securing non-TID revenue sources and chooses to use that revenue source instead of TID funding, the City also intends to reserve the right to use non-TID revenues to pay, in full or in part, for a project cost. By including the proposed public improvement project in Table One, it is intended that the project could become solely a TID project if the City so chooses and the revenues from tax increments are sufficient to accomplish the goals and objectives of the plan.

Section VI. Development Increment Assumptions

The following discussion identifies the different types of land uses, density, floor area ratio (if available), dwelling units per acre (if available) and total improvement cost which is further broken down into improvement cost per acre. The models from which these numbers are taken are existing buildings or developments within the City of Middleton that have been built within the last 3-5 years, are currently being constructed or are in negotiations and/or discussions with City of Middleton staff. In calculating the average improvement cost per acre, the total number of acres (or square footage) involved in the project is divided into the actual or represented assessed valuation for the project driving an average value per acre.

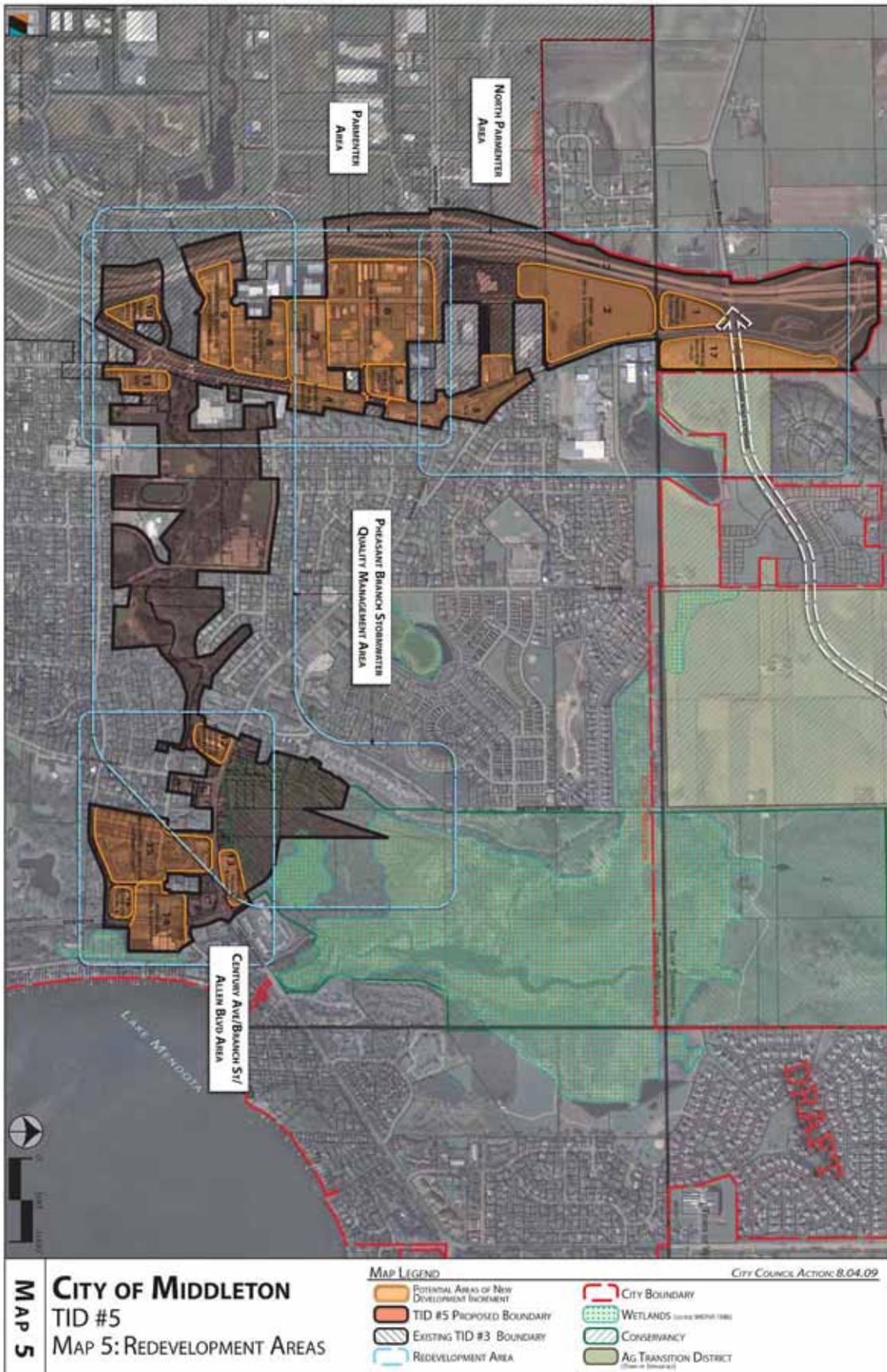
The model templates used in the redevelopment analysis cover land uses from Office/Research (medium density) to Hotel with Retail & Office to Mixed Use with Residential to strictly Residential (apartment & condo). There are seven model templates that are being applied to the sixteen sub-sub-areas described below.

1. Model Template A: Office/Research (Mid density)
This model is taken from existing buildings in the City. These comparables include Park Bank, UW Medical Foundation and the Transformations project. The average improvement cost per acre is \$2,084,498.
2. Model Template B: Office/Research (Corporate)
This model is taken from 1600 Aspen Commons which also has a parking structure. The improvement cost per acre is \$7,928,736.
3. Model Template C: Hotel w/Retail & Office
This template contains a 100+ room hotel with 45 apartments/condos and 22,500 sf retail. The estimated improvement cost per acre is \$8,981,443.
4. Model Template D: Mixed-Use (Retail & Residential)
This model is taken from discussions with potential redevelopers as well as public documents from new and existing sites within TID #3 and potential TID #5. It anticipates an improvement cost per acre of \$6,506,973.
5. Model Template E: Mixed-Use (Retail & Office/Research)
This model is taken from the improvement at 7734 Elmwood Avenue. The average improvement cost per acre is \$3,342,955.
6. Model Template F: Residential (Senior/Workforce Housing)
This model anticipates approximately 20-30 dwelling units per acre with an average improvement cost of \$2,500,000/acre.
7. Model Template G: Residential—Mixed Use (Apartment/Condo)
This model anticipates less density (15-20 du/ac) and larger units, specifically in the condo development portion. An average of \$2,500,000 per acre is also used.

As identified in the model templates above, TID #5 is anticipated to have several different types of new development and redevelopment. Because of the complexity of the district and its current mix of land uses, this Project Plan identifies sixteen (16) sub-areas within the four (4) development areas described above for the public purpose improvement projects. To assist in clearly following the different anticipated development and redevelopment projects, Map Five:

Potential Development and Redevelopment Sites, delineates each of the 17 sub-areas which are also described individually below. To help with identification of each development/redevelopment site, they have been numbered in the following manner: Sub-Area 1.2 is found in Sub-Area 1 and is the proposed Tribeca development; Sub-Area 4.16 is the Allen Boulevard site where the former Sentry store was located, etc

Development Area 3. Pheasant Branch Stormwater Quality Area does not have any development increment assumptions associated with it. It overlaps both Development Areas 2 and 4 and it is within those Development Areas that the development increment assumptions are identified, quantified and described.



Sub-Area 1.1 Potential Corporate Office/Research Site

The current property owner has been annexed into the City in 2008 and the property owner is anticipating development taking place on the parcel during the life of the TID. No formal plans have been presented for Plan Commission consideration. For use in the economic feasibility of the TID, Model Template B: Office/Research (Corporate) has been used as this site would be a prime corporate headquarters site due to visibility and access from USH 12. A potential of \$50,000,000+ could be generated on this site with this type of development.

Sub-Area 1.2 Proposed Tribeca Development

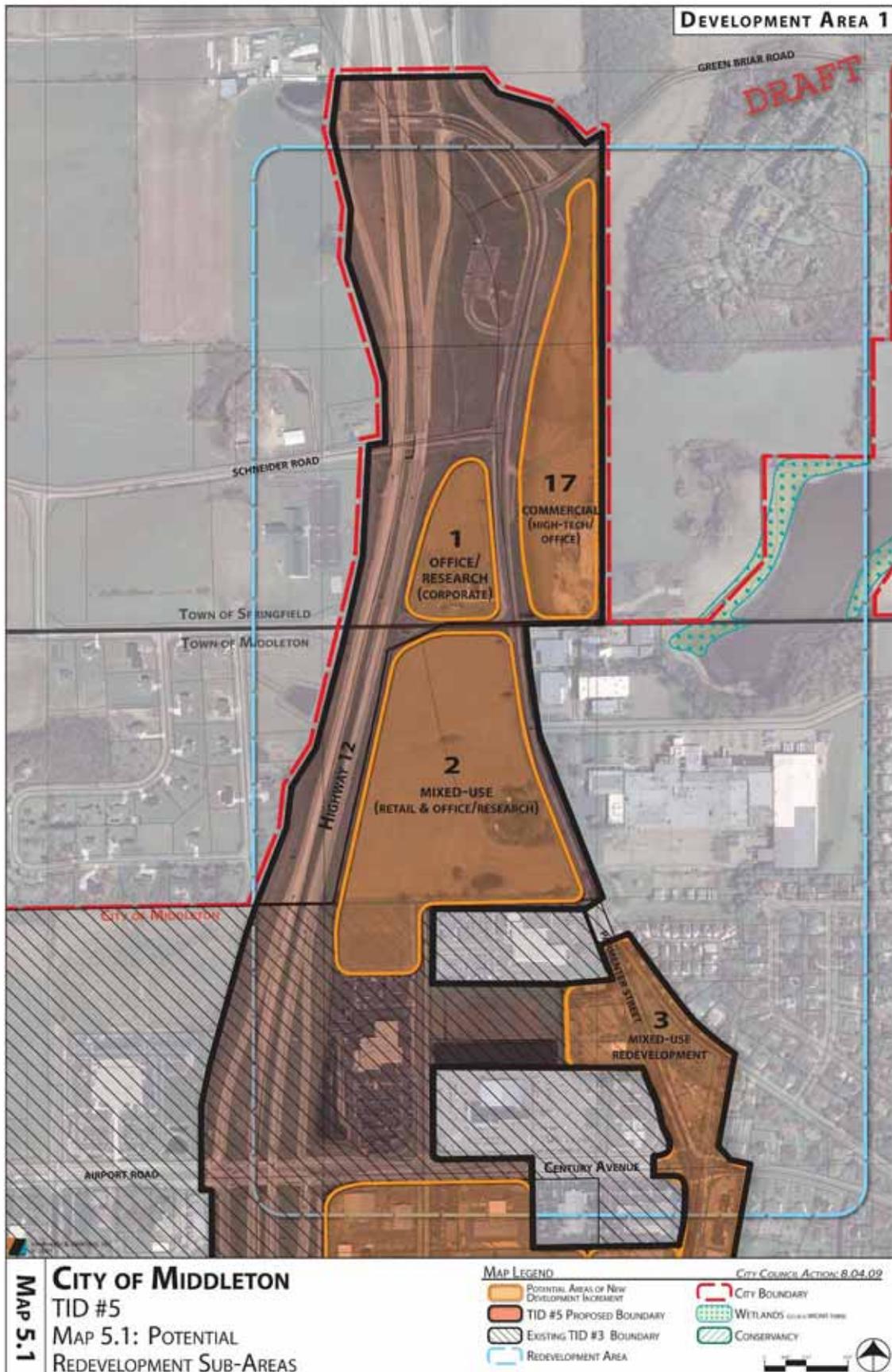
This site contains approximately 26 acres. There is one small improvement on the site which is anticipated to be demolished. Initial development assumptions provided by the developer could realize a potential maximum development increment of \$250M+ possible within a 15 year period. For purposes of the TID economic feasibility, the calculation of 26 acres at the Model Template E: Mixed-Use (Retail & Office/Research) with \$3,342,955 plus Model Template G: Residential Mixed Use (apartment/condo) at \$2,500,000/acre combined is used for an estimated \$5,842,955/acre of net development increment of \$182,225,421. However, from representations made by the current landowner/developer, a portion of the site which includes all but the office land use area could potentially be sold to another developer. Consequently, only \$120,000,000, or the office portion of the Tribeca site, was used in determining economic feasibility.

Sub-Area 1.3 North Parmenter Redevelopment

This area takes in properties fronting on new North Parmenter north and south of Century Avenue. Existing uses include a gas station, heating contractor, some housing, Hardee's restaurant, and other retail/office types of uses. No specific redevelopment proposals have come forward. Due to the fact that all of the land within this sub-area is already developed, it is unlikely that minimal, if any, new net increment will be generated if the area redevelops due to the high cost of land assemblage and site preparation. Table 2 shows no new increment generated from this area.

Sub-Area 1.17 Commercial (High-Tech/Office)

A concept plan has been presented to the Plan Commission regarding development of this site. The concept plan land uses included high-tech and office. There are approximately 24 acres of developable land that was annexed into the City in 2008. The concept plan anticipates uses that could produce increment with the valuation similar to Model Template B: Office/Research (Corporate). This model template anticipates an improvement cost per acre of \$7,928,736. If the full 24 acres were developed, a potential of approximately \$190,000,000 of new increment as the land is currently vacant. For purposes of economic feasibility analysis for TID #5, a conservative amount of \$100,000,000 is listed in Table 2.



Sub-Area 2.4 Parmenter north of Bensons and south of Middleton Community Bank

This sub-area contains properties located south of Middleton Community Bank and north of Benson's. These uses provide excellent "bookends" for redevelopment and/or incorporation of the gas station and redevelopment of the apartments. A continuation of retail on the first floor and housing above could yield almost \$20,000,000 of new net increment if properly completed in the appropriate density combining workforce housing and commercial operations. This would greatly enhance the Parmenter Corridor and provide the final redevelopment site on the east side of Parmenter.

Sub-Area 2.5 South of Zimbrick to Donna Drive

This area has potential for redevelopment incorporating the existing businesses into a larger redevelopment area and/or relocation within the general Sub-Area 2. The Model Template E: Mixed-Use (Retail & Office/Research) was used to generate approximately \$3,342,955 of new value per acre. If Sub-Area 2.5 completely redeveloped with all new buildings at this model template density, taking in a tax base loss of \$455,200, the total new net increment could yield an additional \$12,144,860 in value.

Sub-Area 2.6 Properties along Century Avenue to southern boundary of Bogey's

This area has been identified as a large redevelopment area. It includes multiple uses and owners. Some of these uses are the City's Public Works garage, Bogey's, the ball diamonds, Bowling Green, small businesses, TDS Telecom, bus barn and mini-warehouses. As described in Section IV. Existing Uses and Conditions of Real Property, this sub-area has been dramatically impacted with the realignment of the USH 12 corridor. What was considered traditional uses within the area that did not have or need immediate visibility or access, now are fronting along a major highway corridor. Some of the uses are very valuable to the area and, should redevelopment of this sub-area take place, these uses should be incorporated into the redevelopment project. Model Template E was used again with a \$3,342,955 average value per acre. If the property was completely redeveloped, the City could experience a \$3,763,200 tax base loss with a net new increment of \$103,327,386. This high net increment is due to the underutilization of the majority of the area as either tax exempt uses and/or uses where the improvement cost is less than the land value. All of these conditions contribute to a blighted situation.

Sub-Area 2.7 Gilson and 3100 Parmenter properties

This sub-area has significant investment and is the location of Gilson Inc. as well as 3100 Parmenter Properties LLC. Gilson has recently purchased the former Schoepp Motors site which is currently vacant. There is a significant part of the combined properties that are either vacant or underutilized. This sub-area should be carefully master planned with the intent of incorporating higher density development with the existing Gilson business. Significant net increment can be generated with combining vacant and underutilized land and appropriately redeveloping those portions. With only two landowners involved in this sub-area, master planning should be able to be accomplished with a final end result focusing on Office/Research (Corporate) that capitalizes on and complements the Gilson facility.

Sub-Area 2.8 Donna Drive/Bruce Co. Properties

This area holds all properties fronting on Donna Drive between Parmenter and Laura Lane south to include the majority of the Bruce Co. parcels. Culver's and Clasen's Bakery are also included in this sub-area. Generally speaking, the parcels are either fully utilized or contain a low density of use (landscape materials). There is significant outdoor storage which is an integral part of the operations of the Bruce Co. Potential reconfiguring of this area with consolidation, if possible, of uses and expansion of new, complementary uses would more fully utilize the existing properties and create even more of a "destination" use. Incorporating residential with retail redevelopment could yield an additional \$85M+ of new increment while maintaining the current business and retail uses.

Sub-Area 2.9 Properties Fronting on Pheasant Branch Creek

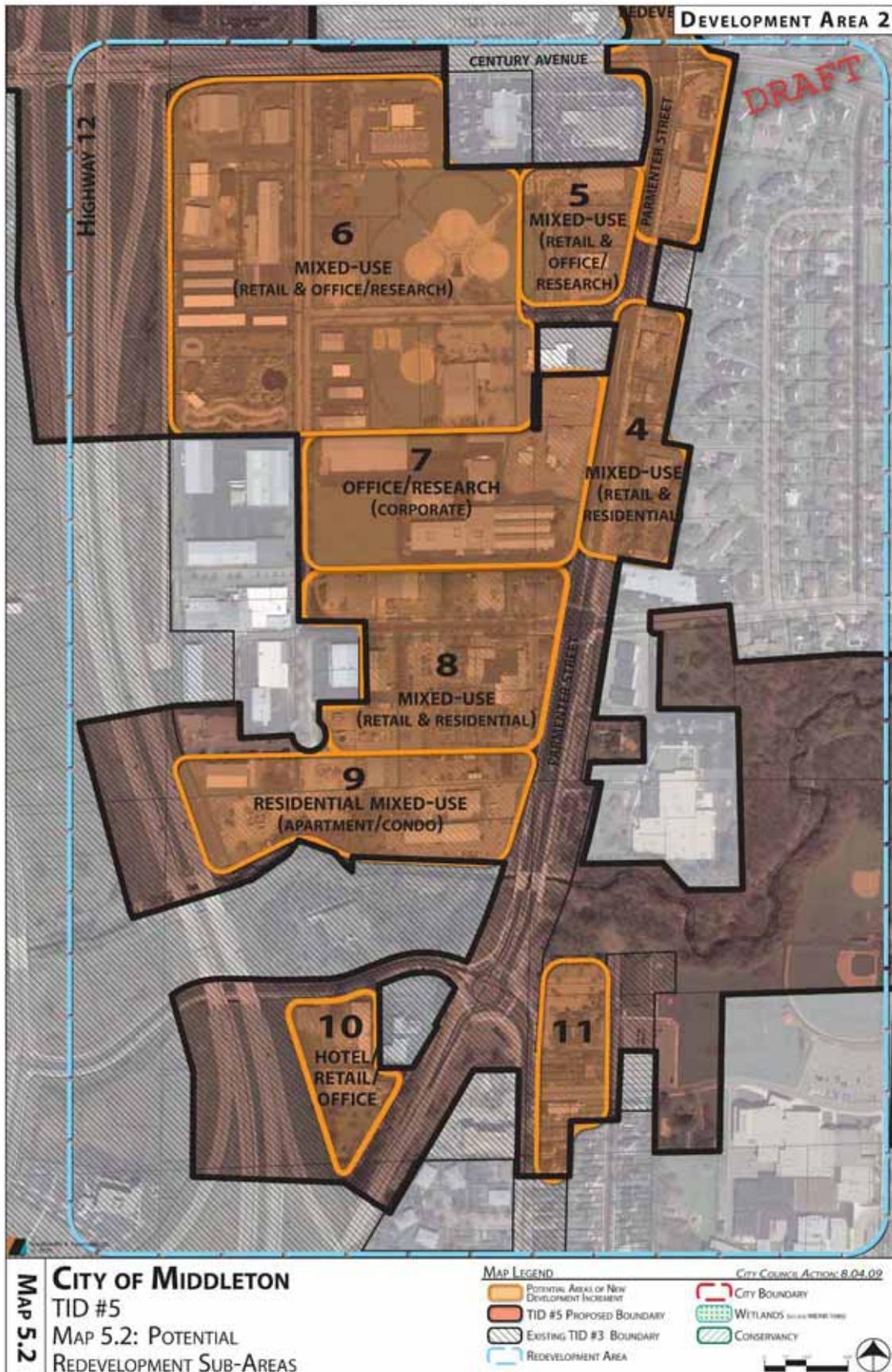
This area is ripe for redevelopment. Some of the properties contain uses that are not complementary to the environmental corridor and should be relocated (Bruce Co. storage and unsightly materials, truck parking, landscape maintenance equipment). The small strip center and car sales lot are better suited in Sub-Area 2.8 in a redeveloped configuration. Residential redevelopment in Sub-Area 2.9 is the highest and best use as well as the most responsible use when regarding impact on the Pheasant Branch Creek. Although the area is only approximately 6 acres, redevelopment could yield a net of \$14M when using Model Templates F & G of strictly residential.

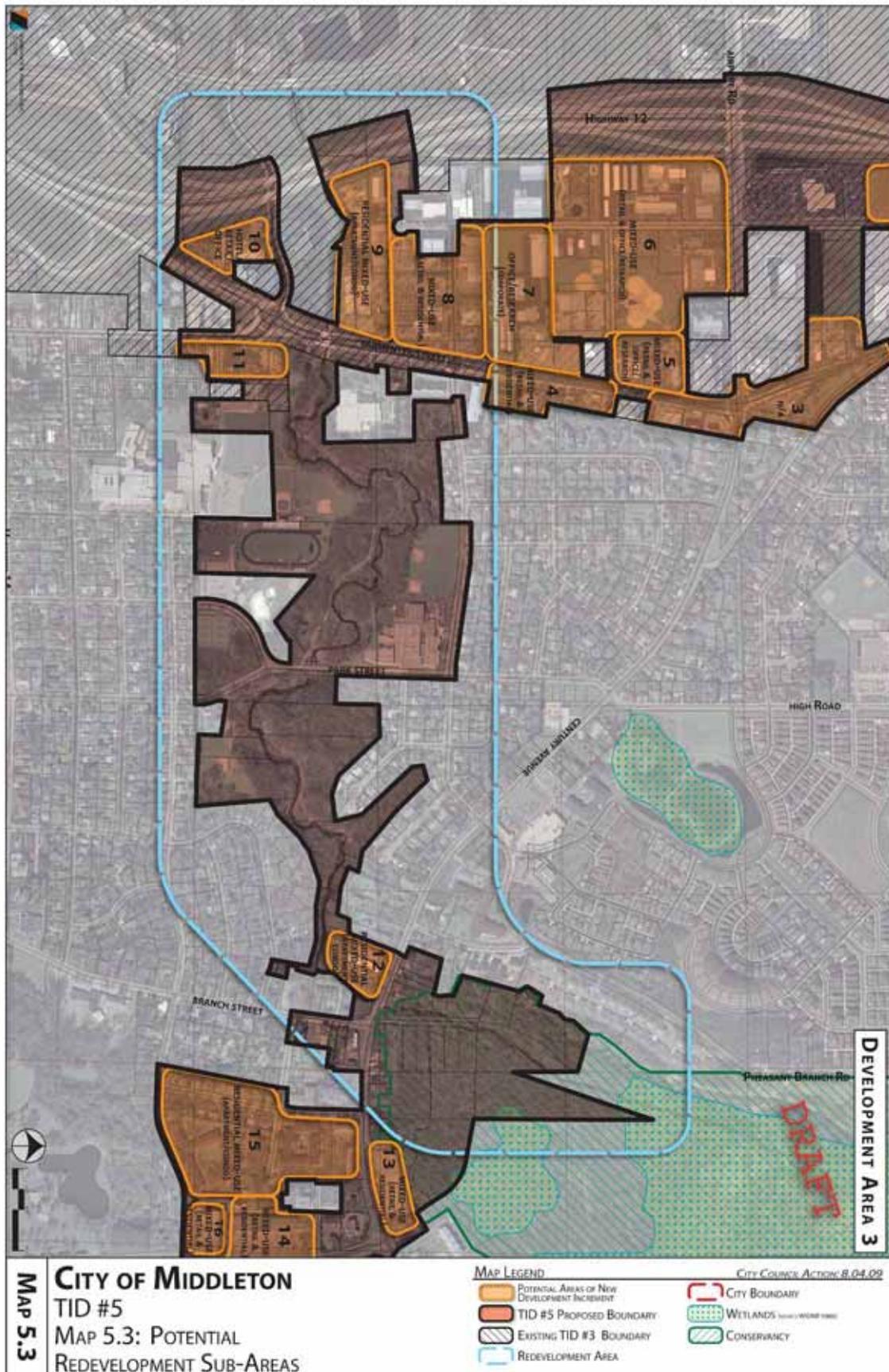
Sub-Area 2.10 Remnant WisDOT Properties

This area is a remnant area from the WisDOT Highway 12 project. It sits in the shadow of the highway and ramps but has the capacity for high visibility for hotel/office/retail. Part of the property is owned by WisDOT and remains vacant. A comprehensive redevelopment of this site is necessary to address the blighted conditions caused by the highway construction. Access and visibility from Discovery Drive and the new round-about is excellent and should be the catalyst for a strong redevelopment project. If properly redeveloped with high density retail & office with hotel, over \$41,000,000 of new increment could be generated.

Sub-Area 2.11 Clark & Lee St Properties

These properties were included in TID #3 and have seen minimal redevelopment. However, a comprehensive approach should be taken for this redevelopment area and is the driving reason to include it in TID #5. Due to cost of assemblage, demolition, etc., it is unlikely that any significant increment above what is needed for redevelopment would be generated, therefore Table 2 does not show any increase increment for TID feasibility.





Sub-Area 4.12 Stamm House Area Redevelopment

The historic Stamm House is located on Century Avenue. A retail metal building stands to the west of the Stamm House. This metal building does not fit into the character of the historic homes around it with apartment buildings next to and behind. There is a redevelopment opportunity here to relocate the businesses in the metal building into one of the redevelopment sites along Parmenter and establish a new housing project that will fit into the neighborhood. A potential net increment of \$4-6,000,000 is possible with a combination of apartments/condos or with only condominiums if part of Sub-Area 4.12 is redeveloped into uses that will complement the Stamm House.

Sub-Area 4.13 Former Copps/Anchor Bank

This area has been prime for development since the Copps store moved to Middleton Hills. Redevelopment has already begun with the construction of a new Anchor Bank and CVS Pharmacy. The Copps shopping center is slated for rehabilitation into additional small retail stores. There is potential for even higher density redevelopment of this site within the next 20-25 years, dependent upon how successful the retail stores are. A mixed use development with retail on the first floor and housing above would fit very well into the neighborhood and the potential new development in the Middleton Springs Shopping Center. A net new increment could yield over \$15,000,000 if the entire site were redeveloped to a higher density. The new development of Anchor Bank and CVS has yielded nearly \$4.5M of new net increment as of January 1, 2009. Higher density would definitely meet the goals and objectives of the TID.

Sub-Area 4.14 Harbor Athletic Club/Middleton Springs Shopping Center

The Allen Boulevard study provided direction for redevelopment of this area. Vacancies have plagued this development for several years with the closing of the Sentry Store being a major blow to the vitality of the shopping center. The hardware store made a significant investment in remodeling and upgrading their retail space. However, the majority of the shopping center tenants still remain somewhat tentative with moving in and out of different types of uses and almost ½ of the center is now vacant.

Harbor Athletic Club has maxed out the site with all of the additions that have been constructed over the past 10 years. Parking is a major issue at peak times as well as unsafe ingress and egress from the site to Allen Boulevard during high commuter traffic times. Consolidation into a new building could be a benefit to Harbor with relocation within TID #5 as a potential where visibility, vehicular access and adequate parking would be safer and more convenient. In addition, if lake access was planned into the redevelopment of this site, the land use would be enhanced through that extra amenity. Further discussions should be held with the owners for future planning.

Redevelopment of this entire region with traffic control at key ingress and egress points would assist as an infill project within the City. A combination of retail/entertainment on the first floor and housing above which should take advantage of views of Lake Mendota would greatly enhance this area. Net increment could total between \$15 and \$32 million if the proper density was achieved. Even with the commonly known poor soils that this site needs to tackle, redevelopment could greatly improve the area and provide needed neighborhood retail services that were present until recently.

Sub-Area 4.15 Residential Redevelopment Site

This site is home to the Springtree Apartments and primarily duplex homes on Amherst. This area has been included within the TID #5 boundary as a potential redevelopment site into apartments and owner-occupied condominiums. This area has been determined to be blighted for reasons stated in Appendix A and Table 5. A primary reason for this blight determination is the welfare and safety of the residents and abutting properties. Records provided by the Middleton Police Department show that the average number of police calls for this area is one call per day over the past two years for infractions that range from burglary to domestic disturbance, violence and more serious situations. The Wisconsin Statutes discuss the land use and blighted conditions which contribute to the safety and welfare of the community as well as situations that contribute to juvenile delinquency. The City needs to carefully work with the existing property owners to develop a course of action that will be conducive to less need for police interaction and surveillance. A complete range of socio-economic apartments and condos should be provided to encourage all classes of owner-occupants and renters. This strategy would complement any Middleton Springs Shopping Center redevelopment potentials.

If this area was redeveloped to provide for all socio-economic classes, an increment increase of up to \$36,000,000 could be realized. Integration of this type of housing that meets the needs of all community residents is key to the success of this sub-area.

Sub-Area 4.16 Former Sentry Store

This retail space has been vacant for several years. Car storage, advertising, staging for construction and other non-retail uses has been present since the store closing. Not only does this provide a blighted condition in a visual and economic sense, the lack of any positive presence invites more blighted activities. Redevelopment of this site could be the catalyst for redevelopment of the entire Allen Boulevard area. The optimum land use would be retail on the first floor with apartments and condominiums on 3-4 additional floors. Poor soils is a known condition in this entire region. TID participation will be needed to ensure the highest and best use as well as density. If this site is redeveloped in that fashion, a \$10-13 million increase in valuation could be achieved.

Development and Redevelopment Assumptions Conclusion

This TID could be viewed in the range of a total “tear-down” to a total “redevelopment of existing properties”. The conservative approach would be to look at each sub-area and determine what, if any, structures should be demolished for the redevelopment of that site. It is anticipated that a “middle of the road” approach will be used on a case-by-case basis where some sites may be totally rehabilitated and others may be torn down with new construction.

In light of that consideration, increased net increment could range from \$400,000,000 to \$900,000,000 depending upon the intensity of development (see Table Two Development Increment Assumptions). It is anticipated that redevelopment of the entire TID will probably take place over the period 27 years or the entire life of the TID.



City of Middleton, Wisconsin		...all amounts in \$1,000s															
TID #5																	
Table 2																	
Development Increment Assumptions		31-Dec 2009	31-Dec 2010	31-Dec 2011	31-Dec 2012	31-Dec 2013	31-Dec 2014	31-Dec 2015	31-Dec 2016	31-Dec 2017	31-Dec 2018	31-Dec 2019	31-Dec 2020	31-Dec 2021	31-Dec 2022	31-Dec 2023+	Totals
		Est	Est	Est	Est	Est	Est	Est	Est	Est	Est	Est	Est	Est	Est	Est	
1	North Parmenter Area (north of Century Ave.)	\$0	\$0	\$22,000	\$35,000	\$40,000	\$35,000	\$30,000	\$30,000	\$30,000	\$30,000	\$38,000	\$42,000	\$0	\$0	\$0	\$332,000
	• Sub-Area 1 Commercial Development (\$3.342M/ac retail/office/research)				\$15,000	\$20,000	\$15,000										\$50,000
	• Sub-Area 2 Tribeca (developer representations -- office only; no residential = potential for additional \$62,000,000 beyond \$120,000,000 shown)			\$12,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$18,000	\$20,000				\$120,000
	• Sub-Area 2 Tribeca (potential increment non-office)							\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$12,000				\$62,000
	• Sub-Area 3 North Parmenter Redevelopment	BREAK EVEN															
	• Sub-Area 17 High Tech/Office			\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000				\$100,000
2	Parmenter Area (USH 14 to Century Ave.)	\$0	\$0	\$13,000	\$13,000	\$44,000	\$33,500	\$15,000	\$50,000	\$15,000	\$34,500	\$0	\$12,500	\$0	\$25,000	\$0	\$255,500
	• Sub-Area 4 Parmenter Redevelopment			\$3,000	\$3,000	\$3,000	\$3,000										\$12,000
	• Sub-Area 5 Mixed Use (Retail & Office/Research)					\$3,000	\$3,000										\$6,000
	• Sub-Area 6 Public Works/Mixed-Use (Retail & Office/Research) redevelopment					\$10,000	\$10,000	\$10,000	\$25,000	\$15,000							\$70,000
	• Sub-Area 7 Office/Research (corporate) additional development					\$12,500	\$12,500				\$12,500		\$12,500		\$25,000		\$75,000
	• Sub-Area 8 Mixed-use (retail & commercial) redevelopment			\$5,000	\$5,000	\$12,500	\$5,000	\$5,000	\$5,000								\$37,500
	• Sub-Area 9 Residential Mixed-Use redevelopment			\$5,000	\$5,000	\$3,000											\$13,000
	• Sub-Area 10 Hotel/Retail/Office (DOT remnants & other sites)								\$20,000		\$22,000						\$42,000
	• Sub-Area 11 Clark/Lee Redevelopment	BREAK EVEN															
3	Pheasant Branch Stormwater Quality Management Area	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
	• No formal redevelopment sites																
4	Century Ave/Branch St/Allen Blvd Area	\$900	\$0	\$3,000	\$6,000	\$17,000	\$0	\$11,000	\$9,000	\$11,000	\$8,000	\$3,000	\$0	\$3,000	\$0	\$18,000	\$89,900
	• Sub-Area 12: Stamm House Mixed-Use Redevelopment			\$2,000	\$4,000	\$3,000											\$9,000
	• Sub-Area 13: Long-term Mixed-Use (retail & residential)	\$900		\$1,000												\$15,000	\$16,900
	• Sub-Area 14: Mixed-Use (retail & residential)							\$8,000	\$9,000	\$8,000	\$8,000						\$33,000
	• Sub-Area 15: Residential Mixed-Use (apartment/condo redevelopment)					\$3,000		\$3,000		\$3,000		\$3,000		\$3,000		\$3,000	\$18,000
	• Sub-Area 16: Mixed-Use (retail & residential)(developer representations)				\$2,000	\$11,000											\$13,000
5	General	\$0	\$50	\$50	\$50	\$50	\$50	\$50	\$50	\$50	\$50	\$50	\$50	\$50	\$50	\$50	\$700
	• Non-project specific redevelopment of individual properties		\$50	\$50	\$50	\$50	\$50	\$50	\$50	\$50	\$50	\$50	\$50	\$50	\$50	\$50	\$700
Project Totals		\$900	\$50	\$38,050	\$54,050	\$101,050	\$68,550	\$56,050	\$89,050	\$56,050	\$72,550	\$41,050	\$54,550	\$3,050	\$25,050	\$18,050	\$678,100

Section VII. Sources of Non-Tax Revenues

The Project Plan for TID No. 5 is written with no non-tax revenues anticipated to offset project costs to determine economic feasibility of the TID. Non-tax revenues are defined as revenues from sources other than tax increments. However, it is the intent of the City to have Staff and/or the PMT identify potential funding sources for individual projects within the Project Plan. It will be the Staff, and potentially the PMT's, responsibility, with City Council approval, to annually submit applications for the identified funding sources and to develop any special assessment formulas as part of a funding strategy as each specific project is implemented. Funding strategies will be recommended to the appropriate Council or commission with final action to be taken by the City Council. Potential sources of revenue could include, but not be limited to:

State and Federal Grants

There are numerous State and Federal grants that are available for revitalization projects. Some of these include, but are not limited to, the Community Development Block Grant (CDBG) program, historic tax credits, low interest loans, Community Based Economic Development (CBED) program, other programs administered through the State of Wisconsin Department of Commerce, DNR Stewardship and other park and open space grants.

Special Assessment Program

When public improvements directly benefit adjacent property owners (as with streetscape projects, for example), it is appropriate that the City determine if special assessments could help offset some portion of the cost.

Capital Improvement Budget

Improvements already budgeted can be delivered in a way that advances the redevelopment of this area.

Revolving Loan Fund

The CDA has an Economic Development Master Fund that can make low-interest seed money available for façade and beautification improvements, as well as basic business improvements. The fund is "revolving" because proceeds are put back into the fund for additional loans.

Historic Preservation Grants

Federal and state grants are available for projects that protect the community's built heritage and reuse of historic properties.

Until specific projects are defined, pre-engineered, and designed, formal grant applications will not be made. The total scope of activities is estimated within the project cost estimates in Table One. Any non-tax revenues received could help to reduce the applicable TIF project expenditures that, in turn, will assist in reducing the total amount of TIF project costs. This debt reduction may allow the City Council more flexibility in determining the timeframe for other project expenditures as well as applying non-tax revenues to other funding and implementation mechanisms which could include, but not be limited to, replenishing the revolving loan fund or economic development master fund, creating new redevelopment and business incentive funding programs and other activities that would benefit the TID and, consequently, the City of Middleton.

Section VIII. Economic Feasibility Analysis

Table One listed the proposed projects with estimated costs and time line. Table Two listed the development assumptions for new increment developed within TID No. 5. The economic feasibility analysis for TID No. 5 is presented in the revenue projections in Table Three and the expenditure analysis is presented in Table Four

The revenue projections in Table Three are based upon market assumptions of the development increment that will occur if TID No. 5 is aggressively marketed. The development increments, assumed in Table Three, are considered realistic but conservative. The projections assume an estimated total of approximately of *net* new increment (new increment less tax base loss due to demolition) developed by 2028.

The total net development increment could range from \$400,000,000 to \$900,000,000 dependent upon how aggressive individual redevelopment proposals are implemented. Since the majority of the TID is already developed in different fashions from fully maxed out sites to underutilized sites with the majority vacant land, demolition to some extent will generally be a common element in the redevelopment proposals. In order to encourage rehabilitation of appropriate buildings, the development increment assumptions are estimating full development within 20 years totaling approximately \$678,100,000 based on the assumptions presented in the sub-area, type of development and value in Table Two. These development assumption values are conservative and are based on development currently in place in the City of Middleton as well as on discussions and representations made by potential developers and current landowners. Conservative estimates have been made and are considered realistic for purposes of the economic feasibility analysis if aggressive action is taken to ensure that the quality, density and type of development anticipated in each sub-area is approved by the Plan Commission, City Council and CDA and fully implemented as envisioned.

The assumptions on when development will occur, or “the rate of absorption,” are based on a review of market conditions that exist in 2008. Some redevelopment projects are anticipated to not begin for the next 10-15 years with some slated 20 years from now. TID project expenditure will only be made when projects have been agreed upon and development agreements consummated. If the state of the national economy continues its slow pace, these projections on absorption will need to be modified. It is expected and recommended that the City Plan Commission, CDA and City Council annually review the financial condition of TID No. 5. In addition, project expenditures for specific redevelopment projects will not take place *except* when a developer comes forward or is recruited and an appropriate developer agreement is negotiated and consummated prior to any expenditure of funds. It is imperative that projects that are brought to the City for consideration meet the goals and objectives of the Comprehensive Plan, the Redevelopment District No. 3 Project Plan and the TID #5 Project Plan. Changes of land uses, density, quality of materials and other factors leading to less assessment value will greatly change the economic feasibility of this TID. Careful consideration needs to be constantly made when reviewing and considering development proposals as this TID Project Plan is implemented.

As indicated earlier in this Project Plan, no non-tax revenue is used to determine economic feasibility of TID No. 5 at this time. With the general district-wide improvements, it is recommended that the City first reserve a portion of the tax increment revenues from existing projects and also seek out alternate funding sources to allow the City to have flexibility in dealing with increment generation and its disbursement from the redevelopment projects. Therefore, if development occurs according to the anticipated development schedule and if project costs are expended per Table One, TID No. 5 is feasible.

The expenditure analysis presented in Table Four compares the project cost projections, outlined in Table One, to the development increment projections, outlined in Table Two, and calculates when project pay-back would occur. The expenditure analysis assumes that TID No. 5 will be responsible for the cost of interest repayment, conservatively calculated at 6%.

Based on the assumptions in Tables One (with a 4% annual inflation on costs) and Table Two, TID No. 5 is feasible and could retire by 2031 or a few years short of the normal retirement period of 27 years. However, that retirement date is based upon careful and conservative use of public expenditures in direct relation to redevelopment that achieves the goals and objectives of the TID Project Plan.

Further emphasis is made that over \$60,000,000 or 50% of the project costs are for redevelopment funding and redevelopment activities. No expenditure will be made unless a development agreement is in place assuring the City of repayment of that development cost. Each redevelopment project should be reviewed on the criteria that it pays for any project costs incurred by the City. In addition, each redevelopment project should generate excess tax revenue increment to pay for district-wide non-tax generating projects (lighting, infrastructure). Unless a redevelopment project fulfills many other goals and objectives of the City (creation of living wage and high paying jobs, blight elimination, sustainability, high density mixed use land use, etc.), a portion of the tax revenues paid by the project should be reserved for district-wide expenditures.

While the preliminary economic feasibility analysis projects that TID No. 5 is feasible, the City should still be cautious of spending at the levels projected in Table One. The City should annually analyze the fiscal condition of TID No. 5 as to the accuracy of the development assumptions. Decisions to continue spending should be based on this annual review.

Financing for the proposed project activities will be done primarily as General Obligation Bonds, revenue bonds or loans. As the City moves forward with each project and during the process of determining what type of financing will be used to complete the project funding, several questions should be asked in order to assure the City the most flexibility for current and future borrowing needs and impacts on public participation and revenue collection. For example, developer financing on some projects may be the most flexible and least risky financing for the City to undertake. On the other hand, a tax exempt borrowing may be appropriate for other redevelopment projects depending upon how much participation is needed that would be classified as "private activities". If the City has determined that receipt of land sales revenues are an integral part of a certain redevelopment project, then careful consideration needs to be made to the private activity portion of that borrowing if it is tax exempt. Tax exempt borrowing has a 5% limit on private activities as well as a 5% limit on private revenues and so, when considering tax exempt borrowing, the City needs to make sure that it remains fully flexible in receiving revenues while participating in the project. It may make sense that a taxable issue, while issued at a higher interest rate, is more appropriate and less restrictive in certain cases.

The accounting for TID No. 5 will be done as a separate fund. The City will make the final decision, in consultation with the City's financial consultant, as to where and how to borrow funds on a case by case basis.

Table 3: Revenue Analysis

Base Value Year	2009	Rate of Inflation	1.00 %
Base Value Amount	\$89,168 ...in \$1,000s	Interest Rate	6.00 %
Net Value Tax Rate	0.0185		

Construction Year 12/30	Development Base Value	Tax Base Loss	Total Value	Inflation Factor	Total Current Value	Total Increment Value	Tax Revenue
2009	\$900	\$0	\$90,068	1.0000	\$90,068	\$900	\$0
2010	\$950	\$0	\$90,118	1.0100	\$91,019	\$1,851	\$0
2011	\$39,000	\$0	\$128,168	1.0201	\$130,744	\$41,576	\$17
2012	\$93,050	\$0	\$182,218	1.0303	\$187,739	\$98,571	\$34
2013	\$194,100	\$0	\$283,268	1.0406	\$294,769	\$205,602	\$769
2014	\$262,650	\$0	\$351,818	1.0510	\$369,764	\$280,596	\$1,824
2015	\$318,700	\$0	\$407,868	1.0615	\$432,960	\$343,792	\$3,804
2016	\$407,750	\$0	\$496,918	1.0721	\$532,763	\$443,595	\$5,191
2017	\$463,790	\$0	\$552,958	1.0829	\$598,774	\$509,606	\$6,360
2018	\$536,340	\$0	\$625,508	1.0937	\$684,109	\$594,941	\$8,207
2019	\$577,390	\$0	\$666,558	1.1046	\$736,294	\$647,127	\$9,428
2020	\$631,940	\$0	\$721,108	1.1157	\$804,517	\$715,349	\$11,006
2021	\$634,990	\$0	\$724,158	1.1268	\$815,999	\$726,831	\$11,972
2022	\$660,040	\$0	\$749,208	1.1381	\$852,668	\$763,501	\$13,234
2023	\$678,090	\$0	\$767,258	1.1495	\$881,943	\$792,775	\$13,446
2024	\$678,100	\$0	\$767,268	1.1610	\$890,774	\$801,606	\$14,125
2025	\$678,100	\$0	\$767,268	1.1726	\$899,682	\$810,514	\$14,666
2026	\$678,100	\$0	\$767,268	1.1843	\$908,678	\$819,511	\$14,830
2027	\$678,100	\$0	\$767,268	1.1961	\$917,765	\$828,598	\$14,995
2028	\$678,100	\$0	\$767,268	1.2081	\$926,943	\$837,775	\$15,161
2029	\$678,100	\$0	\$767,268	1.2202	\$936,212	\$847,045	\$15,329
2030	\$678,100	\$0	\$767,268	1.2324	\$945,574	\$856,407	\$15,499
2031	\$678,100	\$0	\$767,268	1.2447	\$955,030	\$865,863	\$15,670
2032	\$678,100	\$0	\$767,268	1.2572	\$964,581	\$875,413	\$15,844
2033	\$678,100	\$0	\$767,268	1.2697	\$974,226	\$885,059	\$16,018
2034	\$678,100	\$0	\$767,268	1.2824	\$983,969	\$894,801	\$16,195
2035	\$678,100	\$0	\$767,268	1.2953	\$993,808	\$904,641	\$16,374
2036	\$678,100	\$0	\$767,268	1.3082	\$1,003,746	\$914,579	\$16,554
Totals		\$0					\$286,550

Notes: Tax base loss reflected in development base value
All amounts are in \$1,000s
Two year lag between construction and collection of taxes.

Table 4: Expenditure Analysis with 4% yearly inflation on costs

Construction Year 12/30	Tax Revenue	Non-tax Revenue	Total Revenue	Cumulative revenue	Project Costs (Nominal \$)	Account Balance 1-Jan	Debt Service	Account Balance 31-Dec	Annual Amount Borrowed
2009	\$0	\$0	\$0	\$0	\$75	(\$75)	\$4	(\$79)	(\$79)
2010	\$0	\$0	\$0	\$0	\$1,650	(\$1,730)	\$104	(\$1,834)	(\$1,754)
2011	\$17	\$0	\$17	\$17	\$9,880	(\$11,696)	\$702	(\$12,398)	(\$10,565)
2012	\$34	\$4,500	\$4,534	\$4,551	\$21,759	(\$29,623)	\$1,777	(\$31,401)	(\$19,003)
2013	\$769	\$0	\$769	\$5,320	\$20,466	(\$51,098)	\$3,066	(\$54,163)	(\$22,763)
2014	\$1,824	\$0	\$1,824	\$7,144	\$16,170	(\$68,510)	\$4,111	(\$72,621)	(\$18,457)
2015	\$3,804	\$0	\$3,804	\$10,947	\$13,881	(\$82,698)	\$4,962	(\$87,660)	(\$15,039)
2016	\$5,191	\$0	\$5,191	\$16,138	\$4,790	(\$87,259)	\$5,236	(\$92,494)	(\$4,834)
2017	\$6,360	\$0	\$6,360	\$22,498	\$7,195	(\$93,329)	\$5,600	(\$98,929)	(\$6,435)
2018	\$8,207	\$0	\$8,207	\$30,705	\$5,390	(\$96,113)	\$5,767	(\$101,880)	(\$2,951)
2019	\$9,428	\$0	\$9,428	\$40,133	\$4,052	(\$96,504)	\$5,790	(\$102,294)	(\$415)
2020	\$11,006	\$0	\$11,006	\$51,139	\$4,586	(\$95,874)	\$5,752	(\$101,626)	\$0
2021	\$11,972	\$0	\$11,972	\$63,111	\$2,592	(\$92,246)	\$5,535	(\$97,781)	\$0
2022	\$13,234	\$0	\$13,234	\$76,345	\$2,850	(\$87,397)	\$5,244	(\$92,640)	\$0
2023	\$13,446	\$0	\$13,446	\$89,791	\$2,379	(\$81,573)	\$4,894	(\$86,467)	\$0
2024	\$14,125	\$0	\$14,125	\$103,916	\$3,000	(\$75,343)	\$4,521	(\$79,863)	\$0
2025	\$14,666	\$0	\$14,666	\$118,582	\$2,911	(\$68,108)	\$4,086	(\$72,194)	\$0
2026	\$14,830	\$0	\$14,830	\$133,412	\$2,562	(\$59,927)	\$3,596	(\$63,522)	\$0
2027	\$14,995	\$0	\$14,995	\$148,407	\$903	(\$49,431)	\$2,966	(\$52,397)	\$0
2028	\$15,161	\$0	\$15,161	\$163,568	\$44	(\$37,280)	\$2,237	(\$39,516)	\$0
2029	\$15,329	\$0	\$15,329	\$178,897	\$2,745	(\$26,932)	\$1,616	(\$28,548)	\$0
2030	\$15,499	\$0	\$15,499	\$194,395		(\$13,049)	\$783	(\$13,832)	\$0
2031	\$15,670	\$0	\$15,670	\$210,066		\$1,838	\$0	\$0	\$0
2032	\$15,844	\$0	\$15,844	\$225,909		\$0	\$0	\$0	\$0
2033	\$16,018	\$0	\$16,018	\$241,928		\$0	\$0	\$0	\$0
2034	\$16,195	\$0	\$16,195	\$258,123		\$0	\$0	\$0	\$0
2035	\$16,374	\$0	\$16,374	\$274,496		\$0	\$0	\$0	\$0
2036	\$16,554	\$0	\$16,554	\$291,050		\$0	\$0	\$0	\$0
Totals	\$286,550	\$4,500	\$291,050		\$129,880				(\$102,294)

31-Dec

30-Dec

Notes: All amounts are in \$1,000s
 Non-tax revenues include land sales revenues.

Section IX. Consistency of Activities within TID No. 5 with the City Zoning Ordinance, Master Plan and Other Development Ordinances

The development of TID No. 5 is consistent with local plans. This Project Plan is consistent with and provides the funding mechanism for implementing the City of Middleton Comprehensive Plan, Northwest Quadrant Plan, Allen Boulevard BUILD plan and other City plans. Any changes to the current zoning will be requested on a parcel-by-parcel or project-by-project basis as part of developer agreements.

Section X. Statement on Relocation

It is anticipated that if acquisition occurs within TID No. 5 that may cause displacement of some residents, parking or businesses and occurs due to the implementation of the project activities listed in this Project Plan, the City will conform to the requirements set forth in the State of Wisconsin Relocation Laws by the Department of Workforce Development.

Appendix A. Blighted Area Finding

This Blighted Area Finding was made for the TID #5 and Redevelopment District #3. It stated here to assist in making the TID #5 Project Plan stand alone as an implementable document.

Urban redevelopment is done to effect removal of blight and to promote economic development, enhance community character and increase quality of life. Vandewalle & Associates, a Madison-based urban planning and economic development consulting firm, evaluated the property proposed for inclusion in the redevelopment plan and determined that the properties contained in the redevelopment area meet the statutory requirement of a redevelopment district.

The TID Project Plan states that not less than 50% by area of the properties within the proposed redevelopment area are blighted and in need of rehabilitation within the meaning of the criteria set forth in Sections 66.1105 and 66.1333, Wis. Stats. These criteria include, but are not limited to, the need for stormwater quality management, obsolete platting, faulty street layout, deteriorating, obsolete and/or vacant buildings that are a physical hazard, inappropriate land uses, economically obsolete uses, environmental concerns and poor or unsafe access to transportation corridors, factors contributing to juvenile delinquency and unsafe social welfare occurrences and other statutory factors meeting the definition of blight that do not comply with adopted City planning documents.

Some properties that are in good physical condition, are properly maintained and meet the land uses appropriate for the district may be included in the district. The purpose for inclusion of these “non-blighted” properties is to comprehensively address redevelopment in the long-range planning process and encourage other property owners to upgrade their properties in order to accomplish the goals and objectives of this TID or due to the necessity of the boundary being contiguous.

The criteria for defining conditions of blight in this analysis is the statutory definition of “blighted area” appearing in Sections 66.1105 and 66.1333, Wis. Stats., which read as follows:

Section 66.1105(2)(a)1, Wis. Stats. “Blighted area” means any of the following:

- a. *An area, including a slum area, in which the structures, buildings or improvements, which by reason of dilapidation, deterioration, age or obsolescence, inadequate provision for ventilation, light, air, sanitation, or open spaces, high density of population and overcrowding, or the existence of conditions which endanger life or property by fire and other causes, or any combination of these factors is conducive to ill health, transmission of disease, infant mortality, juvenile delinquency, or crime, and is detrimental to the public health, safety, morals or welfare.*
- b. *An area which is predominantly open and which consists primarily of an abandoned highway corridor, as defined in s. 66.1333(2m)(1), or that consists of land upon which buildings or structures have been demolished and which because of obsolete platting, diversity of ownership, deterioration of structures or of site improvements, or otherwise, substantially impairs or arrests the sound growth of the community.*

Section 66.1333(2m)(b), Wis. Stats.

“Blighted area” means any of the following:

1. *An area, including a slum area, in which there is a predominance of buildings or improvements, whether residential or non-residential, which by reason of dilapidation, deterioration, age or obsolescence, inadequate provision for ventilation, light, air sanitation, or open spaces, high density of population and overcrowding, or the existence of conditions which endanger life or property by fire*

and other causes, or any combination of such factors is conducive to ill health, transmission of disease, infant mortality, juvenile delinquency, or crime, and is detrimental to the public health, safety, morals or welfare.

2. *An area which by reason of the presence of a substantial number of substandard, slum, deteriorated or deteriorating structures, predominance of defective or inadequate street layout, faulty lot layout in relation to size, adequacy, accessibility or usefulness, unsanitary or unsafe conditions, deterioration of site or other improvements, diversity of ownership, tax or special assessment delinquency exceeding the fair value of the land, defective or unusual conditions of title, or the existence of conditions which endanger life or property by fire and other causes, or any combination of such factors, substantially impairs or arrests the sound growth of a City, retards the provision of housing accommodations or constitutes an economic or social liability and is a menace to the public health, safety, morals or welfare in its present condition and use.*
3. *An area which is predominantly open and which because of obsolete platting, diversity of ownership, deterioration of structures or of site improvements, or otherwise, substantially impairs or arrests the sound growth of the community.*

(bm) “Blighted property means any property within a City, whether residential or nonresidential, which by reason of dilapidation, deterioration, age or obsolescence, inadequate provisions for ventilation, light, air or sanitation, high density of population and overcrowding, or the existence of conditions which endanger life or property by fire and other causes, or any combination of such factors, is conducive to ill health, transmission of disease, infant mortality, juvenile delinquency or crime, and is detrimental to the public health, safety, morals or welfare, or any property which by reason of faulty lot layout in relation to size, adequacy, accessibility or usefulness, unsanitary or unsafe conditions, deterioration of site or other improvements, diversity of ownership, tax or special assessment delinquency exceeding the fair market value of the land, defective or unusual conditions of title, or the existence of conditions which endanger life or property by fire and other causes, or any combination of such factors, substantially impairs or arrests the sound growth of a City, retards the provisions of housing accommodations or constitutes an economic or social liability and is a menace to the public health, safety, morals or welfare in its present condition and use, or any property which is predominantly open and which because of obsolete platting, diversity of ownership, deterioration of structures or of site improvements, or otherwise, substantially impairs or arrests the sound growth of the community.

The following constitutes the headings under which the blight determination was made and which section of the statutes is applicable.

1. Environmental: **Section 66.1105(2)(a)(1)(a)**: “An area, including a slum area, in which the structures, buildings or improvements, which by reason of dilapidation, deterioration, age or obsolescence, ***inadequate provision for ventilation, light, air, sanitation, or open spaces***, high density of population and overcrowding, or ***the existence of conditions which endanger life or property by fire and other causes, or any combination of these factors is conducive to ill health***, transmission of disease, infant mortality, juvenile delinquency, or crime, and is detrimental to the public health, safety, morals or welfare.” **Section 66.1333(2m)(b)2**: “An area which by reason of the presence of a substantial number of substandard, slum, deteriorated or deteriorating structures, predominance of defective or inadequate street layout, faulty lot layout in relation to size, adequacy, accessibility or usefulness, ***unsanitary or unsafe conditions***, deterioration of site or other improvements, diversity of ownership, tax or special assessment delinquency exceeding the fair value of the land, defective or unusual conditions of title, or ***the existence of conditions which endanger life or property by fire and other causes, or any***

combination of such factors, substantially impairs or arrests the sound growth of a city, retards the provision of housing accommodations or constitutes an economic or social liability and is a menace to the public health, safety, morals, or welfare in its present condition and use.”

2. Visual: **Section 66.1105(2)(a)(1)(a)**: “An area, including a ***slum area, in which the structures, buildings or improvements, which by reason of dilapidation, deterioration, age or obsolescence***, inadequate provision for ventilation, light, air, sanitation, or open spaces, high density of population and overcrowding, or the existence of conditions which endanger life or property by fire and other causes, or any combination of these factors is conducive to ill health, transmission of disease, infant mortality, juvenile delinquency, or crime, and is detrimental to the public health, safety, morals or welfare.”
Section 66.1333(2m)(b)1: “An area, including a slum area, in which there is a predominance of buildings or improvements, whether residential or nonresidential, which by reason of dilapidation, deterioration, age or obsolescence, inadequate provision for ventilation, light, air, sanitation, or open spaces, high density of population and overcrowding, or the existence of conditions which endanger life or property by fire and other causes, or any combination of such factors is conducive to ill health, transmission of disease, infant mortality, juvenile delinquency, or crime, and is detrimental to the public health, safety, morals or welfare” and **Section 66.1333(2m)(b)2**: “An area which by reason of the presence of a ***substantial number of substandard, slum, deteriorated or deteriorating structures***, predominance of defective or inadequate street layout, faulty lot layout in relation to size, adequacy, accessibility or usefulness, unsanitary or unsafe conditions, deterioration of site or other improvements, diversity of ownership, tax or special assessment delinquency exceeding the fair value of the land, defective or unusual conditions of title, or the existence of conditions which endanger life or property by fire and other causes, ***or any combination of such factors, substantially impairs or arrests the sound growth of a city, retards the provision of housing accommodations or constitutes an economic or social liability and is a menace to the public health, safety, morals, or welfare in its present condition and use.***”
3. Physical/Structural: **Section 66.1105(2)(a)(1)(a)**: “An area, including a ***slum area, in which the structures, buildings or improvements, which by reason of dilapidation, deterioration, age or obsolescence***, inadequate provision for ventilation, light, air, sanitation, or open spaces, high density of population and overcrowding, or the existence of conditions which endanger life or property by fire and other causes, or any combination of these factors is conducive to ill health, transmission of disease, infant mortality, juvenile delinquency, or crime, and is detrimental to the public health, safety, morals or welfare.”
Section 66.1333(2m)(b)1: “An area, including a slum area, in which there is a predominance of buildings or improvements, whether residential or nonresidential, ***which by reason of dilapidation, deterioration, age or obsolescence***, inadequate provision for ventilation, light, air, sanitation, or open spaces, high density of population and overcrowding, ***or the existence of conditions which endanger life or property by fire and other causes, or any combination of such factors is conducive to ill health, transmission of disease, infant mortality, juvenile delinquency, or crime, and is detrimental to the public health, safety, morals or welfare***” and **Section 66.1333(2m)(b)2**: “An area which by reason of the presence of a ***substantial number of substandard, slum, deteriorated or deteriorating structures***, predominance of defective or inadequate street layout, faulty lot layout in relation to size, adequacy, accessibility or

- usefulness, ***unsanitary or unsafe conditions, deterioration of site or other improvements***, diversity of ownership, tax or special assessment delinquency exceeding the fair value of the land, defective or unusual conditions of title, or the existence of conditions which endanger life or property by fire and other causes, ***or any combination of such factors, substantially impairs or arrests the sound growth of a city, retards the provision of housing accommodations or constitutes an economic or social liability and is a menace to the public health, safety, morals, or welfare in its present condition and use.***”
4. Impairs Growth of Community: **Section 66.1105(2)(a)(1)(a):** “***An area, including a slum area, in which the structures, buildings or improvements, which by reason of dilapidation, deterioration, age or obsolescence, inadequate provision for ventilation, light, air, sanitation, or open spaces, high density of population and overcrowding, or the existence of conditions which endanger life or property by fire and other causes, or any combination of these factors is conducive to ill health, transmission of disease, infant mortality, juvenile delinquency, or crime, and is detrimental to the public health, safety, morals or welfare.***” **Section 66.1105(2)(a)(1)(b)** ***An area which is predominantly open and which consists of an abandoned highway corridor, as defined in Section 66.1333(2m)(a), or that consists of land upon which because of obsolete platting, diversity of ownership, deterioration of structures or of site improvements, or otherwise, substantially impairs or arrests the sound growth of the community.*** **Section 66.1333(2m)(b)1:** “***An area, including a slum area, in which there is a predominance of buildings or improvements, whether residential or nonresidential, which by reason of dilapidation, deterioration, age or obsolescence, inadequate provision for ventilation, light, air, sanitation, or open spaces, high density of population and overcrowding, or the existence of conditions which endanger life or property by fire and other causes, or any combination of such factors is conducive to ill health, transmission of disease, infant mortality, juvenile delinquency, or crime, and is detrimental to the public health, safety, morals or welfare***” and **Section 66.1333(2m)(b)2:** “***An area which by reason of the presence of a substantial number of substandard, slum, deteriorated or deteriorating structures, predominance of defective or inadequate street layout, faulty lot layout in relation to size, adequacy, accessibility or usefulness, unsanitary or unsafe conditions, deterioration of site or other improvements, diversity of ownership, tax or special assessment delinquency exceeding the fair value of the land, defective or unusual conditions of title, or the existence of conditions which endanger life or property by fire and other causes, or any combination of such factors, substantially impairs or arrests the sound growth of a city, retards the provision of housing accommodations or constitutes an economic or social liability and is a menace to the public health, safety, morals, or welfare in its present condition and use;***” and **Section 66.1333(2m)(b)3:** ***An area which is predominantly open and which because of obsolete platting, diversity of ownership, deterioration of structure s or of site improvements, or otherwise, substantially impairs or arrests the sound growth of the community.***”
5. Diversity of Ownership: Referenced in Section 66.1105(2)(a)(1)(b); Section 66.1333(2m)(b)2 & 3 and Section 66.1333(2m)(bm).
6. Obsolete Platting or Buildings/Inadequate Street Layout, Faulty Lot Layout: **Section 66.1105(2)(a)(1)(b)** ***An area*** which is predominantly open and which consists of an

abandoned highway corridor, as defined in Section 66.1333(2m)(a), or ***that consists of land upon which because of obsolete platting, diversity of ownership, deterioration of structures or of site improvements, or otherwise, substantially impairs or arrests the sound growth of the community.*** Section 66.1333(2m)(b)2: “***An area which by reason of the presence of a*** substantial number of substandard, slum, deteriorated or deteriorating structures, ***predominance of defective or inadequate street layout, faulty lot layout in relation to size, adequacy, accessibility or usefulness,*** unsanitary or unsafe conditions, deterioration of site or other improvements, diversity of ownership, tax or special assessment delinquency exceeding the fair value of the land, defective or unusual conditions of title, or the existence of conditions which endanger life or property by fire and other causes, ***or any combination of such factors, substantially impairs or arrests the sound growth of a city, retards the provision of housing accommodations or constitutes an economic or social liability and is a menace to the public health, safety, morals, or welfare in its present condition and use;***”

7. Inconsistent Land Use: Section 66.1105(2)(a)(1)(a): “***An area, including a slum area, in which the structures, buildings or improvements, which by reason of dilapidation, deterioration, age or obsolescence, inadequate provision for ventilation, light, air, sanitation, or open spaces,*** high density of population and overcrowding, or the existence of conditions which endanger life or property by fire and other causes, or any combination of these factors is conducive to ill health, transmission of disease, infant mortality, juvenile delinquency, or crime, and ***is detrimental to the public health, safety, morals or welfare.***” Section 66.1105(2)(a)(1)(b) ***An area*** which is predominantly open and which consists of an abandoned highway corridor, as defined in Section 66.1333(2m)(a), or ***that consists of land upon which because of obsolete platting, diversity of ownership, deterioration of structures or of site improvements, or otherwise, substantially impairs or arrests the sound growth of the community.*** Section 66.1333(2m)(b)2: ***An area which by reason of the presence of a*** substantial number of substandard, slum, deteriorated or deteriorating structures, ***predominance of defective or inadequate street layout, faulty lot layout in relation to size, adequacy, accessibility or usefulness,*** unsanitary or unsafe conditions, deterioration of site or other improvements, diversity of ownership, tax or special assessment delinquency exceeding the fair value of the land, defective or unusual conditions of title, or the existence of conditions which endanger life or property by fire and other causes, ***or any combination of such factors, substantially impairs or arrests the sound growth of a city, retards the provision of housing accommodations or constitutes an economic or social liability and is a menace to the public health, safety, morals, or welfare in its present condition and use.***”

General Description of Site

Table 5: Blight Determination lists each individual property, is keyed to Map 6: Blight Determination Parcels; includes the property owner name; property address; size of parcel; zoning (if available); the blight determination, if any, for the parcel and notes leading to this determination. A photo inventory taken on April 4, 2008 will be available at City Hall. During the photo shooting of this inventory, a detailed physical analysis was also undertaken as a part of the redevelopment process.

Implementation of the TID and Redevelopment Plans, including such activities such as appraisals and environmental examinations, may identify additional information that will substantiate

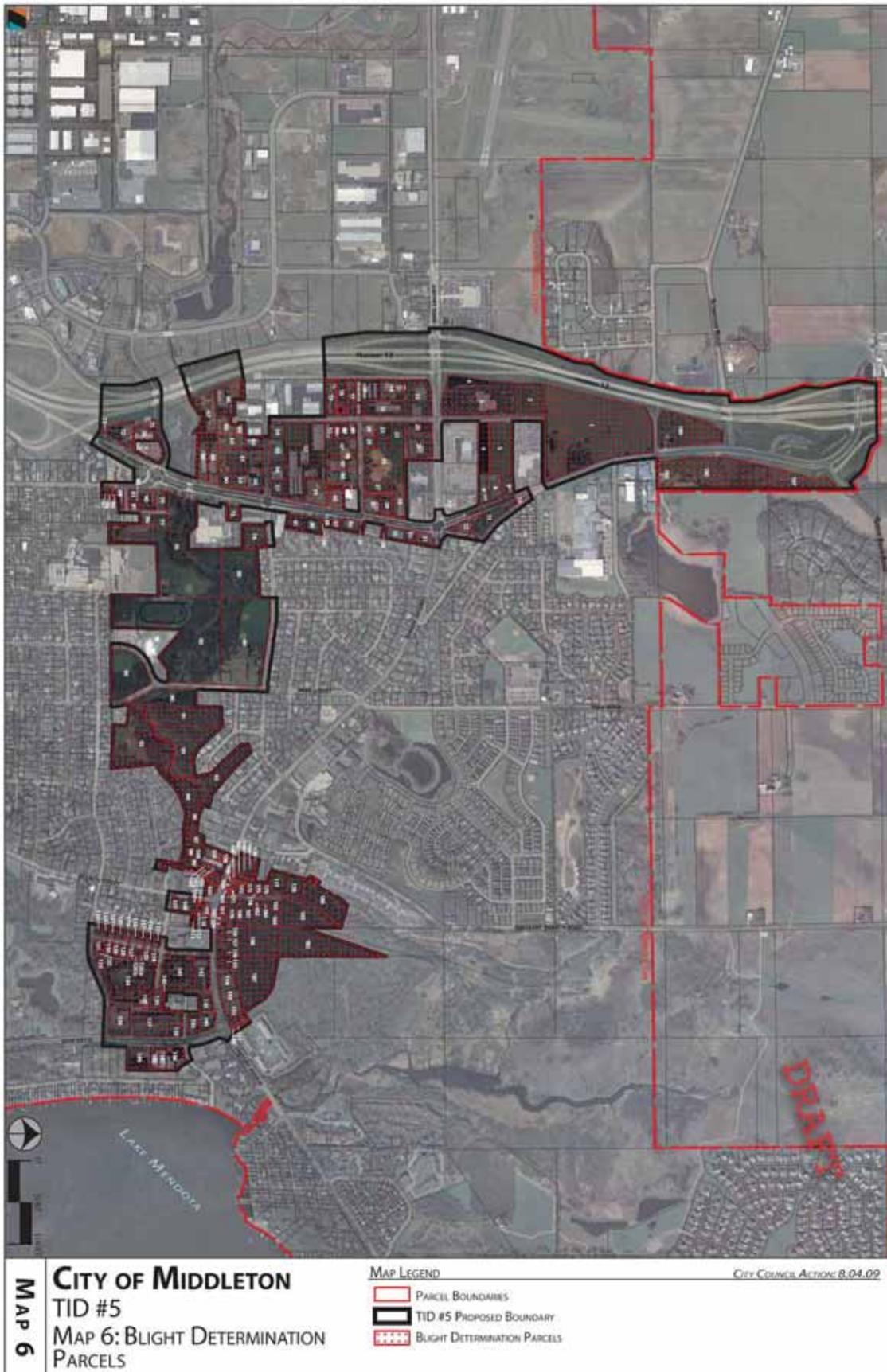
the blight findings found in this analysis. The blight finding made in this report is primarily based on the broader conditions within the overall district. These conditions emphasize inconsistent land use patterns, properties not being used to their highest and best use and which are partially vacant or underutilized, visually and/or physically blighted properties, faulty street layout, environmental concerns, obsolete land ownership, substandard buildings that are hazardous to the public welfare and transportation problems that are substantially impairing the sound growth and expansion of this area of the community. Some or all of these areas of blight, as defined above, may be present in the project boundary.

It must be noted that blighted conditions can be changed through appropriate modification of buildings, public infrastructure construction, minor façade upgrades, major renovation or demolition. A property may be found to be blighted and, when appropriately modified, will have that blight determination removed. Some of the blight determinations that have been made are not through negligence of the landowner. Realignment of the USH 12 corridor could not have been prevented by individual property owners but has created a blighted condition that was not otherwise there prior to the realignment. These external factors have been noted when applicable.

This blight determination has the potential to encourage property owners who can upgrade their buildings, landscaping, land uses, etc. to do so. It is with this spirit of cooperative growth that the City adopts this blight determination.

Parcel Analysis and Assessment

Table 5 is a review of the parcels within TID No. 5. Parcels have been reviewed and critiqued on an individual ownership basis.



CITY OF MIDDLETON
PROPOSED TID #5
TABLE 5. BLIGHT DETERMINATION

MAP #	PARCEL NO	OWNER NAME	ADDRESS	AC	ZONING	BLIGHT DETERMINATION	NOTES
1	070802290420	DANE REAL ESTATE LLC	US HWY 12	22.871 AC	PD	X	Vacant land -- economic blight, prime for high density/mixed use development
2	070802298102	BALLWEG-MIDDLETON FACILITIES LLC ET AL		3.075 PD	X		Vacant land -- economic blight, potential for inclusion with parcel #1 in development
3	070802297802	SCHOEPP MOTORS INC. WI DOT ET AL		PD			Current land use excellent for parcel. Land value higher than improvements, long-term high density potential by expanding and densifying current use
4	070802294702	SCHOEPP MOTORS INC. WI DOT ET AL		1.447 B3			Stormwater detention area
5	070802295802	BALLWEG-MIDDLETON FACILITIES LLC ET AL		3.983 PD	X		Regional stormwater detention area, potential for partial development of site to maximize value
6	070802295902	BALLWEG-MIDDLETON FACILITIES LLC ET AL		1.913 PD	X		Stormwater detention area, potential for combination redevelopment along Laura Ln and stormwater detention with parcel #5
7	070802192918	MIDDLETON INNOVATION CENTER LLC ET AL		0.750 B3	X		Potential to include as part of larger redevelopment area (Sub Area 3) for comprehensive Infill of Parmenter St. frontage parcels, dumpster location not screened from street view
8	070802193053	MACHREINER TR. DONALD E & LEONIE M		1.412 B3	X		Imprint value significantly less than land value. Part of larger redevelopment area (Sub Area 3)
9	070802193200	MACHREINER TR. DONALD E & LEONIE M		1.094 B3			Potential to include as part of larger redevelopment area (Sub Area 3) for comprehensive Infill of Parmenter St. frontage parcels
10	070802147902	CENTURY PLACE HOMEOWNERS ASSOCIATION INC ET AL		0.098 PD			Remnant RDWV, included in district for continuity purposes
11	070802194452	ST. LUKES CEMETERY		1.578 EX			Included in district for continuity purposes
12	070802194300	THACKER, PETER L		1.038 B3	X		Potential environmental issues due to land use, outdoor storage of cars, tires and other trash, improvement value significantly less than land value, Potential for inclusion in larger redevelopment project keeping business as part of higher density project
13	070802301011	MIDDLETON, CITY OF		3.309 EX	X		No longer appropriate land use due to realignment of USH corridor, unsightly outdoor storage, potential environmental due to historic use, Part of larger redevelopment area
14	070802306525	MIDDLETON, CITY OF		1.629 EX	X		No longer appropriate land use due to realignment of USH corridor, unsightly outdoor storage, potential environmental due to historic use, Part of larger redevelopment area
15	070802308818	MIDPLAINS TELEPHONE LLC		2.116 EX	X		No longer appropriate land use due to realignment of USH corridor, unsightly outdoor storage, potential environmental due to historic use, Part of larger redevelopment area
16	070802306311	BOWLING GREEN ASSOC. EVYNN LIVING TR		2.121 B3	X		Land value higher than improvement value, potential integration into larger redevelopment area
17	070802306427	TP SQUARED LLC		0.905 B3	X		Land value higher than improvement value, potential integration into larger redevelopment area
18	070802306198	TP SQUARED LLC		1.395 B3	X		Land value higher than improvement value, potential integration into larger redevelopment area
19	070802308085	TP SQUARED LLC		1.384 B3	X		Land value higher than improvement value, potential integration into larger redevelopment area
20	070802308225	SANDPIPER II LLC, WATERSHED LLC ET AL		1.018 B3	X		Land value higher than improvement value, potential integration into larger redevelopment area
21	070802300512	MADISON GOLF & DEVELOPMENT GROUP LLC		2.736 B3	X		Land value higher than improvement value, potential integration into larger redevelopment area for high density, mixed use development, land use appropriate in heavier industrial area
22	070802305099	LAURA LANE LLC		1.208 B3			No blight but potential part of larger redevelopment area to maximize high density potential for sub-area
23	070802305218	DUPLUS, RENIE M		0.750 B3			No blight but potential part of larger redevelopment area, nicely maintained
24	070802305311	BOWLING GREEN PARTNERSHIP LLP		0.636 B3	X		Adjacent land -- economic blight should be included in part of larger sub-area redevelopment and use could be moved where more open space is desired
25	070802305428	BOWLING GREEN PARTNERSHIP LLP		0.569 B3	X		Vacant land -- economic blight, should be included in part of larger sub-area redevelopment and use could be moved where more open space is desired
26	070802305288	BOWLING GREEN PARTNERSHIP LLP		5.371 B3	X		Land value much higher than improvement value, economic blight, should be included in part of larger sub-area redevelopment

TABLE 5 BLIGHT DETERMINATION

MAP #	PARCEL_NO	OWNER NAME	ADDRESS	AC	ZONING	BLIGHT DETERMINATION	NOTES	MAP #
27	0708024814	BOWLING GREEN PARTNERSHIP LLP		0.178 B3		X	Classified as vacant land due to lower improvement value compared to land value -- economic blight. Should be included in part of larger sub-area redevelopment.	27
28	0708024864	POWER 3230 LLC, ET AL		1.591 B3		X	Land value more than improvement value. Business should be incorporated into larger redevelopment area or kept within region.	28
29	0708024888	MAGIC WASH INC		0.935 B3		X	Land value more than improvement value. Business should be incorporated into larger redevelopment area or kept within region. Lack of landscaping.	29
30	0708024899	MJZ INC, ET AL		1.108 B3		X	Vacant land and underutilized building. Storage for other businesses (cars) -- economic blight part of larger sub-area redevelopment.	30
31	0708024891	HEK RESTAURANTS LLC, ET AL		0.715 B3		X	Harder's -- potential for long term redevelopment. Land value higher than improvement value.	31
32	0708024861	B J CORPORATION		0.474 B3		X	Gas station -- potential for long term redevelopment. Opportunity for key land use in combination with other parcels.	32
33	0708024868	HAUSEFELD, RICHARD R & CONDY		0.765 B3		X	Newly improved building. Lack of storage screening. Incorporate into redevelopment.	33
34	0708024871	MIDDLETON COMMUNITY BANK		0.187 B3		X	Remnant parcel. Part of Middleton Community Bank.	34
35	0708024873	MIDDLETON COMMUNITY BANK		0.185 EX		X	Remnant parcel. Part of Middleton Community Bank.	35
36	0708024874	MCSCONSIN PROPERTIES ONE LLC		0.761 B3		X	Newly upgraded gas station -- potential for long term redevelopment.	36
37	0708024878	LCB LLC, ET AL		0.243 B3		X	Economic blight - land value higher than improvements. Opportunity for higher density mixed use project.	37
38	0708024879	LCB LLC		0.106 B2		X	Economic blight - land value higher than improvements. Opportunity for higher density mixed use project.	38
39	0708024910	LCB LLC		0.089 B2		X	Economic blight - land value higher than improvements. Opportunity for higher density mixed use project.	39
40	0708024912	TROTTA, THOMAS J & BONNY M		0.900 R3		X	Economic blight - land value higher than improvements. Opportunity for higher density mixed use project.	40
41	0708024913	TROTTA, THOMAS J & BONNY M		0.906 B3		X	Economic blight - land value higher than improvements. Opportunity for higher density mixed use project.	41
42	0708024880	3100 PARMENTER PROPERTIES LLC		1.044 B3		X	Fitzgerald's parking. Lack of landscaping.	42
43	0708024876	THE PLACE FOR STEAKS INC		0.533 B3		X	Existing building in good condition. Potential long-term redevelopment incorporating business into higher density mixed use mall. Lack of street landscaping.	43
44	0708023838	GREEN PARTNERSHIP LLP		1.293 B3		X	Vacant land (land value higher than improvement value) -- part of larger redevelopment suit area with abutting properties.	44
45	0708023837	GREEN PARTNERSHIP LLP		1.222 B3		X	Vacant land (land value higher than improvement value) -- part of larger redevelopment suit area with abutting properties.	45
46	0708023836	GREEN PARTNERSHIP LLP		0.511 B3		X	Vacant land (land value higher than improvement value) -- part of larger redevelopment suit area with abutting properties.	46
47	0708023056	BOWLING GREEN PARTNERSHIP LLP		1.591 B3		X	Vacant land (land value higher than improvement value) -- part of larger redevelopment suit area with abutting properties.	47
48	0708023054	SCHMIDLACH, STEVE		0.441 B3		X	Property well maintained. Land use more appropriate in higher industrial area when redevelopment of abutting parcels occurs. Excessive outdoor storage and environmental concerns due to property use.	48
49	0708023057	DOUGLASS, WILLIAM R & ALICE M		0.438 B3		X	Excellent land use to be incorporated into larger redevelopment effort. Land underutilized creating opportunity for higher density redevelopment or with retail portion of mixed use.	49
50	0708023058	MIDDLETON WAREHOUSE LLC		0.440 B3		X	Type of land use necessary in community but should be relocated once abutting properties are redeveloped into mixed use, high density development. Move should be to higher industrial type area.	50
51	0708023059	MIDDLETON WAREHOUSE LLC		0.434 B3		X	Type of land use necessary in community but should be relocated once abutting properties are redeveloped into mixed use, high density development. Move should be to higher industrial type area.	51
52	0708023952	SILSON INC		9.094 I		X	Lack of landscaping. Building facade facing street is back of building = no street presence. Screening on outdoor utility units. Multiple buildings. South building well maintained -- highest & best use would be redevelopment of parcel incorporating existing business and adding high density redevelopment on vacant portions allowing for expansion of business.	52

TABLE 5 BLIGHT DETERMINATION

MAP #	PARCEL_NO	OWNER NAME	ADDRESS	AC	ZONING	BLIGHT DETERMINATION	NOTES	MAP #
						Environmental Visual Physical/ Structural Impairs Growth of Community (economic, visual, etc.) Diversity of Ownership Obsolete Platting or Buildings/Faulty layout Inconsistent Land Use		
							NOTES	
53	0708023951088100	PARMENTER PROPERTIES LLC, ET AL	3012 PARMENTER ST	1,259.83		X	Former Schoepf Motors, vacant and underutilized property, part of larger mixed use, high density development to complement public infrastructure on Parmenter St. Need to redevelop within shorter period of time to eliminate blighted condition due to vacant building	53
54	070802372722	THE BRUCE COMPANY OF WISCONSIN INC	7628 DONNA DR	0.972.83			Major Bruce Co. offices, some equipment storage due to nature of business, need for City to work closely with company on future expansion and use; potential for company-owned master plan to be developed to comprehensively address all property	54
55	070802372822	THE BRUCE COMPANY OF WISCONSIN INC	7604 DONNA DR	1.080.83				55
56	070802398516	CLASEY, RUDOLF J & BRIGITTE M ET AL	7610 DONNA DR	1.000.83			Nicely maintained, excellent business for district, parking lot landscaping could be upgraded	56
57	070802398712	BAC MIDOLETON LLC, ET AL	2906 PARMENTER ST	0.510.83		X	Improvement value	57
58	070802372330	THE BRUCE COMPANY OF WISCONSIN INC	2830 PARMENTER ST	0.298.83			Primary Bruce Co. retail operations property, excellent use for area, opportunity for expansion of similar uses into home and garden retail complex	58
59	070802372123	THE BRUCE COMPANY OF WISCONSIN INC	2830 PARMENTER ST	0.136.83		X	Need for outdoor display due to nature of business, land value higher than improvement value	59
60	070802372018	THE BRUCE COMPANY OF WISCONSIN INC	2830 PARMENTER ST	0.008.83		X	Storage area, need for complete screening of equipment and non-retail portion of business, land value higher than improvement value	60
61	070802372347	THE BRUCE COMPANY OF WISCONSIN INC	7613 DONNA DR	3.458.83		X	Bruce Co. offices, potential for consolidation of offices to provide higher density retail opportunity, land value higher than improvement value	61
62	070802372454	THE BRUCE COMPANY OF WISCONSIN INC	2707 LAURA LN	1.204.83		X	Landscaped business storage -- need for complete screening of potential relocation of equipment to more appropriate site to provide for higher density retail operations	62
63	070802372623	JEFFERSON REV TR, PETER D & BETH M, ET AL	7617 DONNA DR	0.657.83			Nicely maintained building, potential for long-term redevelopment opportunity when business ready to change ownership or expand	63
64	070802372936	THE BRUCE COMPANY OF WISCONSIN INC	2709 LAURA LN	0.382.83		X	Potential part of business use consolidation with opportunity for higher density redevelopment, land value higher than improvement value	64
65	070802373042	THE BRUCE COMPANY OF WISCONSIN INC	2705 LAURA LN	0.930.83		X	Equipment and fuel storage, need for consolidation and complete screening or potential relocation of this portion of business, Land value higher than improvement value	65
66	070802372725	THE BRUCE COMPANY OF WISCONSIN INC, ET AL	2700 LAURA LN	2.535.83		X	Extensive visual and potential environmental problems due to vehicle and fuel tank storage near environmental corridor, significant outdoor storage, no screening, new use in previous underutilized building, opportunity for larger redevelopment potential with consolidation into garden and retail operations	66
67	070811281256	THE BRUCE COMPANY OF WISCONSIN INC		2.483.83		X	Potential environmental issues due to use, excessive outdoor storage including abandoned equipment along the Pleasant Branch Creek, potential for environmental corridor enhancements and mixed use development	67
68	070811280101	MIDDLE BROOK CORPORATION	2616 W BELTLINE HWY	1.842.83		X	Potential for part of larger redevelopment site with parcels 78 & 80, Higher density mixed use	68
69	070811280308	PADRUUTT LEASING LLP	2610 PARMENTER ST	1.708.83		X	Similar Motors, potential for environmental issues due to historical uses, better situated with street use, opportunity for larger redevelopment with parcels 78 & 79	69
70	070811282908	MIDWEST PROPERTIES OF MIDDLETON LLC, ET AL	7607 DISCOVERY DR	1.027.83		X	Excessive outdoor storage of vehicles, otherwise building and property nicely maintained	70
71	070811282708	M DOT, ET AL	7615 DISCOVERY DR	0.328.1		X	Remnant parcel from DOT acquisition, building vacant, part of redevelopment opportunity for this quadrant south of Discovery Drive	71
72	070811283202	ELEFSON, LEO F & CONNIE J	7611 DISCOVERY DR	1.745.83		X	Prime redevelopment property with all parcels south of Discovery Drive. Use no longer	72
73	070811281238	M DOT	2904 PARMENTER ST	0.021.83		X	Remnant parcel from SH 12 road realignment	73
74	070802492412	MIDDLETON, CITY OF ET AL	2705 PARMENTER ST	1.888.83		X	Remnant parcel with surrounding area and redevelopment patterns	74
75	070802491708	KLOSTERMANN, ROBERT J & KAREN K	2705 PARMENTER ST	0.639.83		X	Excellent parcel for redevelopment consistent with neighboring uses	75
76	070811186103	MIDDLETON, CITY OF	2427 CLARK ST	18.425.83			Nicely maintained however improvement value lower than land value. Potential for integration of use into larger redevelopment project with abutting properties	76
77	070811186504	MIDDLETON, CITY OF	2415 CLARK ST	0.690.83			Partial surface property	77
78	070811187008	MIDDLETON, CITY OF ET AL	2417 PARMENTER ST	0.568.83		X	MASH	78
79	070811189408	FOHLKAMP INVESTMENTS LLC, ET AL	2417 PARMENTER ST	0.568.83		X	Lack of screening for dumpster and parking	79

TABLE 5 BLIGHT DETERMINATION

MAP #	PARCEL_NO	OWNER NAME	ADDRESS	AC	ZONING	BLIGHT DETERMINATION	NOTES	MAP #
						Environmental Visual Physical/ Structural Impairs Growth of Community (economic, visual, etc.) Diversity of Ownership Obsolete Platting or Buildings/Faulty layout Inconsistent Land Use		
80	07081119870U	HEIN, WILLIAM C & SUE E	2413 PARMENTER ST	1.171 B3	B3	X	Land value higher than improvement value; history of multiple tenants and vacancies; potential for long-term redevelopment with adjoining properties	80
81	070811130972B	MIDDLETON, CITY OF	2404 CLARK ST	0.043 EX	EX	X	No parking lot landscaping; building in need of maintenance and painting; potential for part of larger redevelopment project	81
82	07081113088B	HAAS & HAAS LLC	2451 LEE ST	0.028 B3	B3	X	Parking lot for #97	82
83	07081113071G	HAAS & HAAS LLC	2401 PARMENTER ST	0.072 B3	B3		Nicely maintained building; good use for neighborhood; need to screen HVAC unit on streetside as well as dumpster screening	83
84	07081112918F	GODDEN, JOSEPH S	2317 PARMENTER ST	0.071 B3	B3	X	Deteriorating structure; exterior not maintained; no landscaping; excessive outdoor storage potentially dangerous equipment near schools; no sidewalks	84
85	07081112904G	LOUIS PET-AGREE SALON LLC, ET AL	2313 PARMENTER ST	0.071 B3	B3	X	Need for more streetside landscaping; excellent use for neighborhood; integrated into large loop-term redevelopment project	85
86	07081112891F	ROSS, GREGORY J & PATRICIA A	2311 PARMENTER ST	0.143 B3	B3	X	Potential for loop-term comprehensive redevelopment project	86
87	07080249153	MIDDLETON, CITY OF	2309 PARMENTER ST	0.035 B1	B1		Nicely maintained home	87
88	07080249153	MIDDLETON, CITY OF	8128 EX	1.128 EX	EX		Open space/park	88
89	07080249153	MIDDLETON, CITY OF	DR	134861			Kornery school	89
90	07081119172B	JOINT SCHOOL DISTRICT 3	21590 EX	4.748 EX	EX	X	School outdoor activities area; Pleasant Branch Creek area; parking for high school	90
91	07081228630F	MIDDLETON, CITY OF	8238 EX	8.238 EX	EX	X	Pleasant Branch Creek stormwater management area	91
92	07081228630F	MIDDLETON, CITY OF	5.809 EX	5.809 EX	EX	X	Pleasant Branch Creek stormwater management area	92
93	07081228630F	MIDDLETON, CITY OF	4.523 EX	4.523 EX	EX	X	Pleasant Branch Creek stormwater management area	93
94	07081228630F	MIDDLETON, CITY OF	0.305 EX	0.305 EX	EX	X	Pleasant Branch Creek stormwater management area	94
95	07081228630F	MIDDLETON, CITY OF	0.948 EX	0.948 EX	EX	X	Pleasant Branch Creek stormwater management area	95
96	07081220358J	MIDDLETON, CITY OF	0.832 EX	0.832 EX	EX	X	Pleasant Branch Creek stormwater management area	96
97	07081220358J	MIDDLETON, CITY OF	0.180 EX	0.180 EX	EX	X	Pleasant Branch Creek stormwater management area	97
98	07081220260	SWEENEY, JAMES P	1.083 EX	1.083 EX	EX	X	Next to City-owned Pleasant Branch Creek Area	98
99	07081220260	MIDDLETON, CITY OF					Pleasant Branch Creek stormwater management area	99
100	07081220158G	ERRHARTZ, BRUCE P	2644 BRANCH ST	0.480 R2	R2	X	Parking lot for Branch Street Retreat; parcel in district for contiguity; land value higher than improvement value	100
101	07081220201I	MIDDLETON, CITY OF	6615 CENTURY AVE	0.065 R1	R1		Pleasant Branch Creek stormwater management area	101
102	07081220212I	MERLEY, LAWRENCE A & SHWILYUANN	6613 CENTURY AVE	0.342 R2	R2	X	No improvement value; drive for historic home	102
103	07081220200I	MERLEY, LAWRENCE A	6615 CENTURY AVE	0.037 R2	R2		Historic home that is beautifully maintained	103
104	07081220287H	CENTURY SHOES LLC	6621 CENTURY AVE	0.083 B1	B1	X	Higher and better land use as residential to complement surrounding properties	104
105	07081220258G	SWEENEY, JAMES P	0.071 B2	0.071 B2	B2		Neat land; potential for inclusion in larger redevelopment opportunity	105
106	07081220248S	SCHERBLE LLC, ET AL	6625 CENTURY AVE	0.028 B1	B1	X	Start-up house -- anchor for redevelopment and consolidation of land for mixed use; higher land value than improvement value	106
107	07081220041W	GODD L C, ET AL	2605 BRANCH ST	0.288 B2	B2		Well maintained office property	107
108	07081220062X	DL REAL ESTATE LLC	2611 BRANCH ST	0.654 B2	B2		Brushed Boar; lack of parking lot landscaping	108
109	07081220074G	PICKETT, LAWRENCE D	2627 BRANCH ST	0.209 B2	B2	X	Single family home in middle of neighborhood retail area; well maintained; lot too small for reuse without inclusion in larger redevelopment project	109
110	07081220123Z	PDQ FOOD STORES INC	2645 BRANCH ST	0.039 B2	B2	X	Vacant historic building; potential for complementary retail/commercial use	110
111	07081220118F	PDQ FOOD STORES INC	6519 CENTURY AVE	0.277 B2	B2	X	Lack of streetside landscaping	111
112	07081220105F	PDQ FOOD STORES INC	6519 CENTURY AVE	0.103 B2	B2	X	Unbuildable as stand alone parcel	112
113	07081220084Z	BOUSEY KNOTHE ENDRES INVESTMENTS LLP	2611 BRANCH ST	0.124 B2	B2	X	Unbuildable as stand alone parcel; obsolete platting	113
114	07081220093Q	CV CENTURY LLC	6509 CENTURY AVE	0.148 B2	B2		Lack of landscaping on lot lines and signage area	114
115	07081213030Z	HARROP, DONALD R & VERONICA	2424 AMHERST RD	0.270 R2	R2	X	Property fairly well maintained. Some minor landscaping maintenance needed	115
116	07081213041B	STRUCK, PAUL W & LINDSY A	2420 AMHERST RD	0.258 R2	R2	X	Adequately maintained duplex; excessive outdoor storage due to lack of garage or storage building	116
117	070812130526S	STRUCK, PAUL W & LINDSY A	2416 AMHERST RD	0.258 R2	R2	X	Lack of landscaping; excessive outdoor storage due to lack of garage or storage building	117
118	070812130639S	STRUCK, PAUL W & LINDSY A	2412 AMHERST RD	0.258 R2	R2	X	Minimal landscaping and in need of major maintenance; building in need of minor maintenance	118
119	07081213074D	STRUCK, PAUL W & LINDSY A	2408 AMHERST RD	0.258 R2	R2	X	Minimal landscaping and in need of major maintenance; building in need of minor maintenance	119
120	07081213085F	STRUCK, PAUL W & LINDSY A	2405 AMHERST RD	0.258 R2	R2	X	Minimal landscaping and in need of major maintenance; building in need of minor maintenance	120

TABLE 5 BLIGHT DETERMINATION

MAP #	PARCEL_NO	OWNER NAME	ADDRESS	AC	ZONING	BLIGHT DETERMINATION	NOTES	MAP #
121	070812130964	STUNTEBECK, DAN A	2312 AMHERST RD	0.187 R2	X	Environmental		121
122	070812141078	JENSEN, KENNETH J, HARNISS, ALLEGRA J ET AL	2308 AMHERST RD	0.258 R2		Visual		122
123	070812141189	RUECKERT, SANDRA A & WILLIAM W ET AL	6404 MAYWOOD AVE	0.284 R2		Physical/ Structural		123
124	070812132088	BENESSES, JAMIE P, SALINAS, MARIA R ET AL	2425 AMHERST RD	0.307 R2	X	Impairs Growth of Community (economic, visual, etc.)		124
125	070812131954	FOX, AMY SUE, ET AL	2419 AMHERST RD	0.278 R2		Diversity of Ownership		125
126	070812131844	BENESSES, RODOLFO, & MIRIAM E ET AL	2415 AMHERST RD	0.278 R2		Obsolete Platting or Buildings/Faulty layout		126
127	070812131723	SANDOVAL, RAUL FERNANDO TORRES, MARCO ET AL	2411 AMHERST RD	0.278 R2	X	Inconsistent Land Use		127
128	070812131623	BENESSES, JOSE E, SALINAS, TITO ET AL	2407 AMHERST RD	0.278 R2				128
129	070812131518	ZEGARRA, ABEL E, SALINAS, EMMA M ET AL	2403 AMHERST RD	0.277 R2	X			129
130	070812141400	LAUFENBERG, RONALD R & JEAN M	2307 AMHERST RD	0.033 R2	X			130
131	070812141292	WEISER, P RICHARD, ET AL	6312 MAYWOOD AVE	0.293 R2	X			131
132	070812142175	T P SPRINGTREE APARTMENTS LLC		0.286 R3	X			132
133	070812142282	T P SPRINGTREE APARTMENTS LLC		0.342 R3	X			133
134	070812187903	T P SPRINGTREE APARTMENTS LLC		5.828 R3	X			134
135	070812138128	ALBRECHT LIVING TR, LAURIE L	6223 PHEASANT LN	0.789 B2	X			135
136	070812188304	FFDD FOOD STORES INC, ET AL	2502 ALLEN BLVD	1.641 B2	X			136
137	070812135012	GAR HOLDING LLC - EAST MADISON REAL ESTATE LLC ET AL	2506 ALLEN BLVD	1.084 B2	X			137
138	070812135129	CHRISTEN, RUDI O, & DONNA E	2550 ALLEN BLVD	0.374 B2	X			138
139	070812138601	ALBRECHT LIVING TR, LAURIE L	6223 PHEASANT LN	0.745 B1	X			139
140	070812135782	MIDDLETON SPRINGS LLC		0.041 B1				140
141	070812187207	T P SPRINGTREE APARTMENTS LLC		3.778 R2	X			141
142	070812187001	T P SPRINGTREE APARTMENTS LLC		1.903 R3	X			142
143	070812135450	MUTUAL SAVINGS & LOAN ASSOC	6209 CENTURY AVE	0.887 B2	X			143
144	070812135343	M C DONALDS CORP 0480139	2626 ALLEN BLVD	1.037 B2	X			144
145	070812135238	POSTMEYER REV TR, REINHART H	2602 ALLEN BLVD	0.087 B2	X			145
146	070812112895	HARBOR ATHLETIC CLUB INC	2529 ALLEN BLVD	1.184 B2	X			146
147	070812112788	HARBOR ATHLETIC CLUB INC	2517 ALLEN BLVD	0.811 B2	X			147
148	070812112671	HARBOR ATHLETIC CLUB INC	2505 ALLEN BLVD	0.610 B2	X			148
149	070812112564	ERIN L BARBARA	2405 ALLEN BLVD	1.881 B2	X			149
150	070801482715	MIDDLETON SHARES LP	6110 CENTURY AVE	0.011 P/VE				150
151	070801482713	MIDDLETON, CITY OF	0.226 B2					151
152	070801482332	CVS PHARMACY	0.378 B2					152
153	070801482222	BANCOBANK	2.552 B2					153
154	070801482277	STARBUCK INVESTMENTS	0.82		X			154
155	070812185708	ANDERSON, KAYDON S, ET AL	6330 CENTURY AVE	0.348 R1	X			155
156	070812188002	FALLTERSACK, MARK A & SUSAN	6400 CENTURY AVE	0.305 R1	X			156
157	070801489308	HARTNETT, ANDREW M	6408 CENTURY AVE	0.308 R1	X			157

TABLE 5 BLIGHT DETERMINATION

MAP #	PARCEL_NO	OWNER NAME	ADDRESS	AC	ZONING	BLIGHT DETERMINATION	NOTES	MAP #
158	070801490800	KLUBERTZ, THOMAS A	6412 CENTURY AVE	0.318 R1		Environmental Visual	Ingress/egress to property difficult due to location along Century Avenue, back property line abutting conservancy area	158
159	070801372068	BORN, FRAYNE	6600 CENTURY AVE	0.210 R1		Physical/ Structural	Ingress/egress to property difficult due to location along Century Avenue, back property line abutting conservancy area	159
160	070801372182	MEYERBOYCE LIVING TR.		0.210 R1		Impairs Growth of Community (economic, visual, etc.)	Ingress/egress to property difficult due to location along Century Avenue, back property line abutting conservancy area	160
161	070801372312	SIEMER, ROBERT J	6606 CENTURY AVE	0.231 R1		Diversity of Ownership	Ingress/egress to property difficult due to location along Century Avenue, back property line abutting conservancy area	161
162	070801388008	MIDDLETON, CITY OF		0.031 EX		Obsolete Platting or Buildings/Faulty layout	Pleasant Branch Creek stormwater management area	162
163	070801373071	MIDDLETON, CITY OF		0.192 EX		Inconsistent Land Use	Pleasant Branch Creek stormwater management area	163
164	070801374039	MIDDLETON, CITY OF	6614 CENTURY AVE	0.141 R2			Pleasant Branch Creek stormwater management area	164
165	070801373928	GERHARTZ, BRUCE P	6612 CENTURY AVE	0.141 R2			Property frequently vacant and/or for rent, sagging porch, peeling paint, unsafe ingress/egress due to proximity to the street	165
166	070801373920	GERHARTZ, BRUCE P	6616 CENTURY AVE	0.318 R2			Property frequently vacant and/or for rent, lack of landscaping and maintenance, unsafe ingress/egress due to proximity to the street	166
167	070801373713	LOREN SQUARED LLC, ET AL	6620 CENTURY AVE	0.385 R2			Property frequently vacant and/or for rent, lack of landscaping and maintenance, unsafe ingress/egress due to proximity to the street, no vehicle turnaround space, vehicles parked across sidewalk due to home located on sidewalk	167
168	070801373619	EURVIS, ROBERT W	6624 CENTURY AVE	0.329 R2			Unsafe ingress/egress and parking on property due to proximity to the street, lack of landscaping & maintenance	168
169	070801373517	APP, DEBORAH L	6626 CENTURY AVE	0.488 R2			Nicely maintained property, difficult ingress/egress due to location along Century Avenue	169
170	070801373419	BRYE, SUSAN, ET AL	6630 CENTURY AVE	0.472 R2			Historic home, well maintained	170
171	070801374258	FRIENDS OF PHEASANT BRANCH CONSERVANCY INC		0.165 EX			Pleasant Branch Creek stormwater management area	171
172	070801374258	FRIENDS OF PHEASANT BRANCH CONSERVANCY INC		0.167 EX			Pleasant Branch Creek stormwater management area	172
173	070801374258	FRIENDS OF PHEASANT BRANCH CONSERVANCY INC		0.264 EX			Pleasant Branch Creek stormwater management area	173
174	070801374472	MIDDLETON, CITY OF		0.024 EX			Pleasant Branch Creek stormwater management area	174
175	070801374593	GERHARTZ, BRUCE P	6644 BRANCH ST	0.340 EX			Pleasant Branch Creek stormwater management area	175
176	070801374593	MIDDLETON, CITY OF		0.331 EX			Pleasant Branch Creek stormwater management area	176
177	070801374693	SMITH, SUSAN C., THORNTON, THEODORE V.	2909 PHEASANT BH ST	1.358 EX			Pleasant Branch Creek stormwater management area	177
178	070801374502	MIDDLETON HILLS INC		0.917 EX			Pleasant Branch Creek stormwater management area	178
179	070801372527	FRIENDS OF PHEASANT BRANCH CONSERVANCY INC		0.754 EX			Pleasant Branch Creek stormwater management area	179
180	070801372634	FRIENDS OF PHEASANT BRANCH CONSERVANCY INC		0.674 EX			Pleasant Branch Creek stormwater management area	180
181	070801372741	FRIENDS OF PHEASANT BRANCH CONSERVANCY INC		1.865 EX			Pleasant Branch Creek stormwater management area	181
182	070801373178	FRIENDS OF PHEASANT BRANCH CONSERVANCY INC		3.868 EX			Pleasant Branch Creek stormwater management area	182
183	070801372968	MIDDLETON, CITY OF		0.209 EX			Pleasant Branch Creek stormwater management area	183
184	070801372993	MIDDLETON, CITY OF		0.149 EX			Pleasant Branch Creek stormwater management area	184
185	070801490508	MIDDLETON, CITY OF	6408 CENTURY AVE	5.053 EX			Pleasant Branch Creek stormwater management area	185
186	070801490702	MIDDLETON, CITY OF		6.195 EX			Pleasant Branch Creek stormwater management area	186
187	070801490208	MIDDLETON, CITY OF		3.498 EX			Pleasant Branch Creek stormwater management area	187
188	070801381802	MIDDLETON CONSERVANCY LLC		4.817			Economic blight - land value higher than improvements, opportunity for higher density mixed use project.	188
189	0083593991	ZMERRY ACRES LLC		10.492 AG			Economic blight - land value higher than improvements, opportunity for higher density mixed use project.	189
190	0083593941	ZIEGLER, LEO A & CAROL K		3.210 AG			Economic blight - land value higher than improvements, opportunity for higher density mixed use project.	190
191	0083593961	ZIEGLER, LEO A & CAROL K		0.280 ROW			Economic blight - land value higher than improvements, opportunity for higher density mixed use project.	191
192	0083593981	ZIEGLER LIVING TR, STIVESTERF & MARGIEM, ET AL	7418 WAYSIDE RD	297.293			Economic blight - land value higher than improvements, opportunity for higher density mixed use project.	192

Conclusions

Based on the above findings, it is determined that a preponderance or substantial number of properties (not less than 50%) within the proposed TID and Redevelopment District area are blighted and in need of rehabilitation within the meaning of the criteria set forth in Sections 66.1105 and 66.1333, Wis. Stats. for the following reasons:

- Stormwater quality issues that impact the City and surround region and its lakes, streams and rivers
- Economic blight due to properties not developed for their highest and best use and/or are vacant or have and are experiencing a high rate of vacancy
- High rate of juvenile delinquency and other domestic issues within a small geographic area that requires extensive police surveillance and observation
- Potential of environmental concerns due to historical uses.
- Physical and/or visual deterioration of the structures and site improvements of a significant number of properties.
- Inappropriate land use within the context of the surrounding area.
- Obsolete platting and diversity of ownership
- Land uses that impair the sound growth of the community
- Traffic counts that render properties unsafe for ingress/egress
- Faulty street layout with ingress and egress safety issues
- Land uses that have been impacted due to realignment of the USH 12 corridor and are now inconsistent with the surrounding redevelopment areas

It is determined that physical and economic conditions exist that, if left unattended, would impair and impede the sound and safe growth of the City of Middleton. Only through comprehensive redevelopment of a large part of this area, will the City be able to appropriately redevelop flagship properties, thereby contributing to the overall vitality of the community.

Appendix B. Taxing Jurisdiction Correspondence

OFFICE OF THE



CITY ADMINISTRATOR

June 26, 2009

Mayor Kurt Sonnentag
City of Middleton
7426 Hubbard Ave.
Middleton, WI 53562

Re: TID No.4, TID No. 3 Amendment No. 6, City of Middleton, Wisconsin

Dear Kurt:

The Department of Revenue has determined that TID No. 4, as adopted, is not valid. The City of Middleton must repeat the statutory creation process and create TID #5. The boundary has been slightly adjusted from TID #4. No other changes to the project plan have been made to the TID #5 public hearing draft. The purpose of TID #5 is to construct public purpose improvements which will accomplish the goals and objectives of improving stormwater quality management, eliminate blighted conditions, create jobs, diversify tax base, provide work force housing, and promote other economic development activities within the proposed boundaries. The City is also proposing to amend the TID #3 boundary to subtract approximately \$50,000,000 of value for placement on the general tax rolls effective 1/1/2010.

Section 66.1105, Wis. Stats., requires the City to notify all of the affected taxing jurisdictions. Enclosed is a copy of the legal notice advertising the public hearings at which the proposed tax increment district's boundary and project plan will be considered and TID #3 Amendment #6 boundary change will be presented.

The public hearings are scheduled for Tuesday, July 21, 2009 beginning at 5:30 p.m. Prior to the public hearing, the Joint Review Board is requested to meet at 5:00 p.m. to elect a Chairperson and a member-at-large. Enclosed please find the agenda for that meeting. We ask that you send a representative of your taxing jurisdiction to the Joint Review Board meeting at 5:00 p.m. If your representative cannot attend the Joint Review Board meeting, please assign an alternative representative so that we can be assured of a quorum and proceed with the process of creating the TIF district. We also encourage that representative to attend the Plan Commission public hearings immediately after to hear public input. A copy of the proposed project plan is available on the City of Middleton's web site. We suggest that your representative print it out and review it prior to the July 21 meeting.

Please give your representative a copy of this letter as well as the notice and the agenda.

We will be contacting you to obtain the name and address of your representative as well as to confirm attendance at this meeting.

Sincerely,

CITY OF MIDDLETON

Mike Davis
City Administrator

Enclosure: Public Hearing Notice
Joint Review Board Agenda

CITY OF MIDDLETON

Est. 1856

7426 Hubbard Avenue | Middleton, WI 53562
(608)827-1050 | Fax: (608)827-1057

OFFICE OF THE



CITY ADMINISTRATOR

June 26, 2009

Mr. Don Johnson, Superintendent
 Middleton-Cross Plains School District
 7106 South Avenue
 Middleton, WI 53562

Re: TID No.4, TID No. 3 Amendment No. 6, City of Middleton, Wisconsin

Dear Don:

The Department of Revenue has determined that TID No. 4, as adopted, is not valid. The City of Middleton must repeat the statutory creation process and create TID #5. The boundary has been slightly adjusted from TID #4. No other changes to the project plan have been made to the TID #5 public hearing draft. The purpose of TID #5 is to construct public purpose improvements which will accomplish the goals and objectives of improving stormwater quality management, eliminate blighted conditions, create jobs, diversify tax base, provide work force housing, and promote other economic development activities within the proposed boundaries. The City is also proposing to amend the TID #3 boundary to subtract approximately \$50,000,000 of value for placement on the general tax rolls effective 1/1/2010.

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Sincerely,

CITY OF MIDDLETON

Mike Davis
 City Administrator

Enclosure: Public Hearing Notice
 Joint Review Board Agenda

CITY OF MIDDLETON

Est. 1856

7426 Hubbard Avenue | Middleton, WI 53562
 (608)827-1050 | Fax: (608)827-1057

OFFICE OF THE



CITY ADMINISTRATOR

June 26, 2009

Dr. Betty Barhorst, President
MATC
3550 Anderson St.
Madison, WI 53704

Re: TID No.4, TID No. 3 Amendment No. 6, City of Middleton, Wisconsin

Dear Dr. Barhorst:

The Department of Revenue has determined that TID No. 4, as adopted, is not valid. The City of Middleton must repeat the statutory creation process and create TID #5. The boundary has been slightly adjusted from TID #4. No other changes to the project plan have been made to the TID #5 public hearing draft. The purpose of TID #5 is to construct public purpose improvements which will accomplish the goals and objectives of improving stormwater quality management, eliminate blighted conditions, create jobs, diversify tax base, provide work force housing, and promote other economic development activities within the proposed boundaries. The City is also proposing to amend the TID #3 boundary to subtract approximately \$50,000,000 of value for placement on the general tax rolls effective 1/1/2010.

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Please give your representative a copy of this letter as well as the notice and the agenda.

We will be contacting you to obtain the name and address of your representative as well as to confirm attendance at this meeting.

Sincerely,

CITY OF MIDDLETON

Mike Davis
City Administrator

Enclosure: Public Hearing Notice
Joint Review Board Agenda

CITY OF MIDDLETON

Est. 1856

7426 Hubbard Avenue | Middleton, WI 53562
(608)827-1050 | Fax: (608)827-1057

OFFICE OF THE



CITY ADMINISTRATOR

June 26, 2009

Mr. David Worzala
Dane County Treasurer
210 Martin Luther King Jr. Blvd.
City-County Bldg., Rm 114
Madison, WI 53703

Re: TID No.4, TID No. 3 Amendment No. 6, City of Middleton, Wisconsin

Dear David:

The Department of Revenue has determined that TID No. 4, as adopted, is not valid. The City of Middleton must repeat the statutory creation process and create TID #5. The boundary has been slightly adjusted from TID #4. No other changes to the project plan have been made to the TID #5 public hearing draft. The purpose of TID #5 is to construct public purpose improvements which will accomplish the goals and objectives of improving stormwater quality management, eliminate blighted conditions, create jobs, diversify tax base, provide work force housing, and promote other economic development activities within the proposed boundaries. The City is also proposing to amend the TID #3 boundary to subtract approximately \$50,000,000 of value for placement on the general tax rolls effective 1/1/2010.

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Please give your representative a copy of this letter as well as the notice and the agenda.

We will be contacting you to obtain the name and address of your representative as well as to confirm attendance at this meeting.

Sincerely,

CITY OF MIDDLETON

Mike Davis
City Administrator

Enclosure: Public Hearing Notice
Joint Review Board Agenda

CITY OF MIDDLETON

Est. 1856

7426 Hubbard Avenue | Middleton, WI 53562
(608)827-1050 | Fax: (608)827-1057

OFFICE OF THE



CITY ADMINISTRATOR

June 26, 2009

Ms. Kathleen Falk
Dane County Executive
210 Martin Luther King Jr. Blvd
City-County Building, Room 421
Madison, WI 53703

Re: TID No. 5, TID No. 3 Amendment No. 6, City of Middleton, Wisconsin

Dear Kathleen:

The Department of Revenue has determined that TID No. 4, as adopted, is not valid. The City of Middleton must repeat the statutory creation process and create TID #5. The boundary has been slightly adjusted from TID #4. No other changes to the project plan have been made to the TID #5 public hearing draft. The purpose of TID #5 is to construct public purpose improvements which will accomplish the goals and objectives of improving stormwater quality management, eliminate blighted conditions, create jobs, diversify tax base, provide work force housing, and promote other economic development activities within the proposed boundaries. The City is also proposing to amend the TID #3 boundary to subtract approximately \$50,000,000 of value for placement on the general tax rolls effective 1/1/2010.

Section 66.1105, Wis. Stats., requires the City to notify all of the affected taxing jurisdictions. Enclosed is a copy of the legal notice advertising the public hearings at which the proposed tax increment district's boundary and project plan will be considered and TID #3 Amendment #6 boundary change will be presented.

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Please give your representative a copy of this letter as well as the notice and the agenda.

We will be contacting you to obtain the name and address of your representative as well as to confirm attendance at this meeting.

Sincerely,

CITY OF MIDDLETON

Mike Davis
City Administrator

Enclosure: Public Hearing Notice
Joint Review Board Agenda

Cc: David Worzala, Dane County Treasurer

CITY OF MIDDLETON

Est. 1856

7426 Hubbard Avenue | Middleton, WI 53562
(608)827-1050 | Fax: (608)827-1057

Publish in newspaper
Publish on **July 2 & 9, 2009**

PUBLIC NOTICE
CITY OF MIDDLETON

TO WHOM IT MAY CONCERN:

At a meeting of the City of Middleton Plan Commission to be held on or about 5:30 p.m., Tuesday, July 21, 2009 at City Hall, City of Middleton, a Public Hearing will be held on the boundary for the City of Middleton Tax Increment District #5 (TID #5). At a meeting of the City of Middleton Plan Commission to be held on or about 5:35 p.m., Tuesday, July 21, 2009 at City Hall, City of Middleton, a Public Hearing will be held on the proposed Project Plan for the City of Middleton Tax Increment District #5. The City reserves the right to expend funds as cash grants to potential developers in TID #5.

At a meeting of the City of Middleton Plan Commission to be held on or about 5:45 p.m., Tuesday, July 21, 2009 at City Hall, City of Middleton, a Public Hearing will be held on the boundary amendment for the City of Middleton Tax Increment District #3 (TID #3).

A copy of the proposed amended boundary map for TID No. 3 is available and will be provided upon request at the City Clerk's office at City Hall between the hours of 8:00 am and 4:00 pm, Monday through Friday.

A copy of the proposed boundary map and Project Plan for TID No. 5 is available and will be provided upon request at the City Clerk's office at City Hall, between the hours of 8:00 a.m. and 4:00 p.m., Monday through Friday. A copy of the proposed boundary map and Project Plan for TID No. 5 will also be available on the City of Middleton's web site.

At the Public Hearing, interested parties will be afforded a reasonable opportunity to express their views on the proposed Project Plan.

CITY OF MIDDLETON
TIF DISTRICT NO. 5
TIF DISTRICT NO. 3 AMENDMENT NO. 6

JOINT REVIEW BOARD

July 21, 2009

5:00 p.m.

City Hall

City of Middleton

1. Call to order
2. Election of Chairperson
3. Election of Fifth Member-at-large
4. Initial explanation of TID #3 Amendment #6 boundary subtraction.
5. Explanation of TID #5 Project Plan and boundary.
6. Other items as allowed by law
7. Set next meeting
8. Adjourn

Appendix C. Proof of Publication

STATE OF WISCONSIN AFFIDAVIT OF PUBLICATION

Kay Rettenmund

being duly sworn, doth depose and say that he ~~she~~ is an authorized representative of the:

NEWS-SICKLE-ARROW

SAUK-PRAIRIE STAR

MIDDLETON TIMES-TRIBUNE

MOUNT HOREB MAIL

POST MESSENGER RECORDER

a weekly newspaper published by News Publishing Co. Inc. at

Middleton WI

in Dane County,

and that an advertisement of which the annexed is a true copy, taken from said paper, was published therein on

July 2, 2009

July 9, 2009

**PUBLIC NOTICE
CITY OF MIDDLETON**

TO WHOM IT MAY CONCERN:

At a meeting of the City of Middleton Plan Commission to be held on or about 5:30 p.m., Tuesday, July 21, 2009 at City Hall, 7426 Hubbard Ave., Middleton, WI, a Public Hearing will be held on the boundary for the City of Middleton Tax Increment District #5 (TID #5). At a meeting of the City of Middleton Plan Commission to be held on or about 5:35 p.m., Tuesday, July 21, 2009 at City Hall, City of Middleton, a Public Hearing will be held on the proposed Project Plan for the City of Middleton Tax Increment District #5. The City reserves the right to expend funds as cash grants to potential developers in TID #5.

At a meeting of the City of Middleton Plan Commission to be held on or about 5:45 p.m., Tuesday, July 21, 2009 at City Hall, City of Middleton, a Public Hearing will be held on the boundary amendment for the City of Middleton Tax Increment District #3 (TID #3).

A copy of the proposed amended boundary map for TID No. 3 is available and will be provided upon request at the City Clerk's office at City Hall between the hours of 8:00 am and 4:00 pm, Monday through Friday.

A copy of the proposed boundary map and Project Plan for TID No. 5 is available and will be provided upon request at the City Clerk's office at City Hall, between the hours of 8:00 a.m. and 4:00 p.m., Monday through Friday. A copy of the proposed boundary map and Project Plan for TID No. 5 will also be available on the City of Middleton's web site.

At the Public Hearing, interested parties will be afforded a reasonable opportunity to express their views on the proposed Project Plan.

Publish: 7-2-09; 7-9-09 WNAJLP

SIGNED Kay Rettenmund

DATED 7/16/09

Diane Baumgartner
Notary Public, State of Wisconsin

My Commission Expires 10/3/10



of Lines _____ # of Weeks Published _____

Printers Fee \$ _____

Proof of Publication \$ _____

Total \$ _____

-or-

See monthly invoice for cost

Received Payment _____

Appendix D. Property Owner Correspondence



June 26, 2009

Property Owner: DANE REAL ESTATE LLC,; URBAN VILLAGE LLC ET AL

Address: PO BOX 7700
MADISON, WI 53707

Re: Tax Increment District No. 5
City of Middleton, Wisconsin
Tax Parcel #: 070802280432
Property Address: 4767 US HWY 12

Dear Sir/Madam:

Due to a technicality, TID No. 4 as adopted in September, 2008 is not valid. Therefore, the City of Middleton must create a new Tax Increment District and repeat the statutory creation process. This new district is identified as TID No. 5. The purpose for creation of TID #5 is the same as TID #4. The only change is a boundary adjustment decreasing the size of the TID. All other goals, objectives, projects and development assumptions remain the same as the project plan (TID #4) created in September 2008.

As part of creating TID #5, the Wisconsin Statutes require that a finding be made that at least 50% of the property located within the district be classified as "in need of conservation or rehabilitation work" or "blighted". No change has been made in this finding from the TID #4 project plan. Examples of this finding can be traffic circulation and pedestrian safety, buildings that are structurally or visually in need of rehabilitation, land uses that no longer conform to abutting land uses, diversity of ownership, obsolete platting and faulty street layout, factors that contribute to unsafe conditions and are a potential hazard to the social welfare of the citizens of Middleton and similar activities.

It is also a requirement of the Wisconsin Statutes that all of the property owners within the proposed TID boundary be notified of the public hearing describing the TID Project plan and the proposed projects. The public hearings at which the TID No. 5 boundary and project plan will be discussed have been scheduled for Tuesday, July 21, 2009 beginning on or about 5:30 pm at City Hall. You are invited to attend the public hearings and ask questions or make comments pertaining to the proposed TID and Project Plan. As stated above, there are no changes to the Project Plan. The only change is reflected in the boundary of the District with the exclusion of some properties that were contained within the original boundary.

If you have any questions prior to the public hearings, please call City Hall (608) 827-1050. The Project Plan draft for the public hearing will be available at City Hall on Thursday, July 2 as well as online at the City of Middleton's website on the same day.

Sincerely,

CITY OF MIDDLETON

Michael K. Davis
City Administrator
Enclosure: Public Hearing Notice, TID #5 Boundary Map

CITY OF MIDDLETON

Est. 1856

7426 Hubbard Avenue | Middleton, WI 53562
(608)827-1050 | Fax: (608)827-1057

Publish in newspaper
Publish on July 2 & 9, 2009

PUBLIC NOTICE
CITY OF MIDDLETON

TO WHOM IT MAY CONCERN:

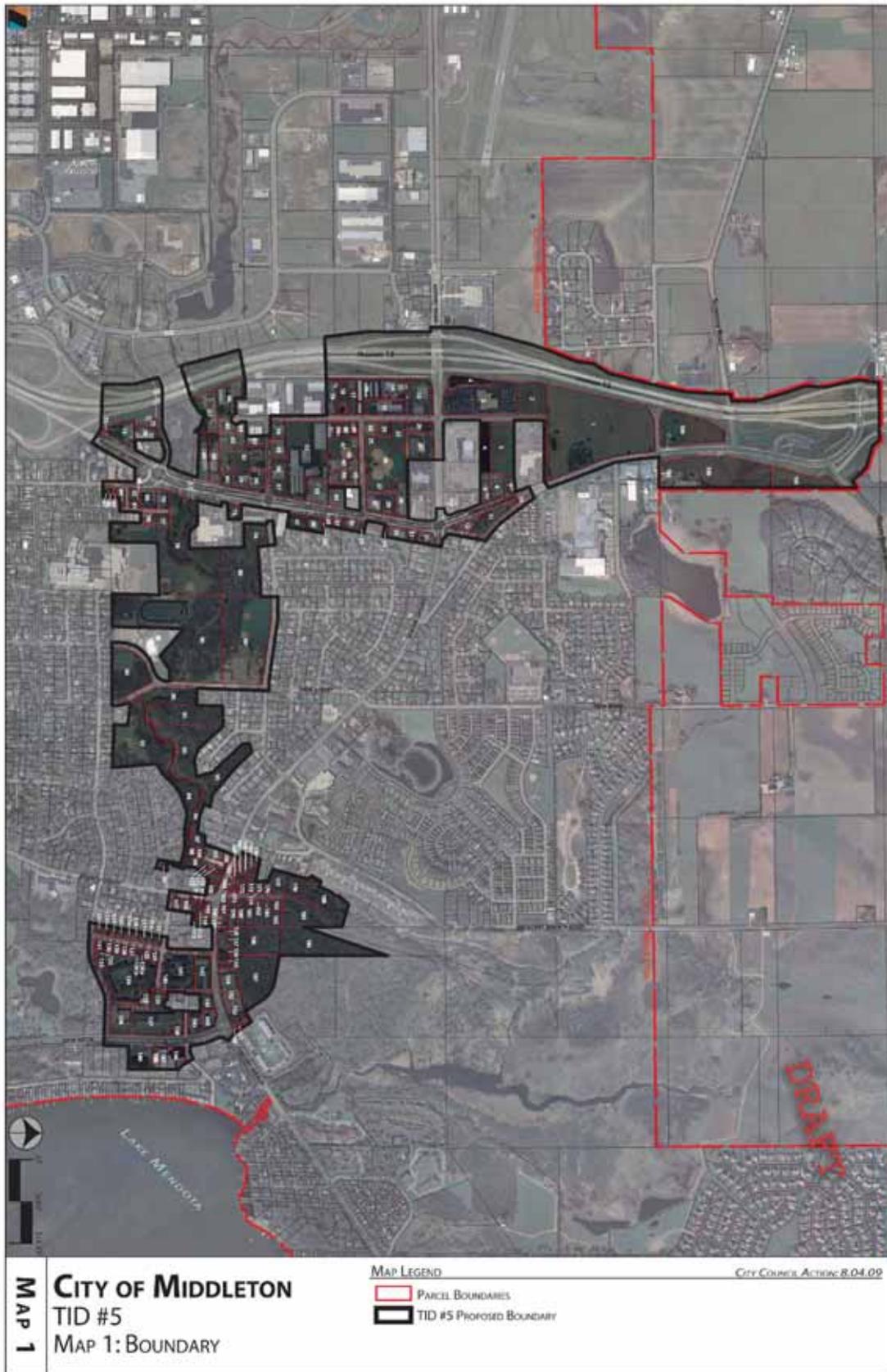
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At a meeting of the City of Middleton Plan Commission to be held on or about 5:45 p.m., Tuesday, July 21, 2009 at City Hall, City of Middleton, a Public Hearing will be held on the boundary amendment for the City of Middleton Tax Increment District #3 (TID #3).

A copy of the proposed amended boundary map for TID No. 3 is available and will be provided upon request at the City Clerk's office at City Hall between the hours of 8:00 am and 4:00 pm, Monday through Friday.

A copy of the proposed boundary map and Project Plan for TID No. 5 is available and will be provided upon request at the City Clerk's office at City Hall, between the hours of 8:00 a.m. and 4:00 p.m., Monday through Friday. A copy of the proposed boundary map and Project Plan for TID No. 5 will also be available on the City of Middleton's web site.

At the Public Hearing, interested parties will be afforded a reasonable opportunity to express their views on the proposed Project Plan.



Appendix E. Joint Review Board Minutes

MINUTES
CITY OF MIDDLETON
TIF DISTRICT NO. 5
TIF DISTRICT NO. 3 AMENDMENT NO. 6
JOINT REVIEW BOARD

TUESDAY JULY 21, 2009 5:00 P.M.

Present: Mike Davis, City of Middleton Administrator; Tom Wohlleber, Middleton Cross Plains School District; David Worzala, Dane County Treasurer; Ed Noehre, MATC; Carol Biendseil, City of Middleton resident; Eileen Kelley, City Planning Director; Susan Hoeft, City TID consultant; Abby Attoun, Associate Planner for Middleton.

1. Call to Order

Mike Davis, as the Mayor's designated alternate, called the meeting to order at 5:03 pm.

2. Election of Chairperson

Moved by Worzala, seconded by Wohlleber, to nominate Mike Davis as chair. Motion carried.

3. Initial Explanation of TID #3 Amendment #6 Boundary Subtraction

Susan Hoeft presented information regarding the amendment to take a minimum of \$50,000,000 of equalized real estate value and personal property value out of the TID #3 boundary.

4. Explanation of TID #5 Project Plan and Boundary

Susan Hoeft provided information on the TID #5 project plan and boundary, which is essentially the same as TID #4, with several properties eliminated.

5. Election of Fifth Member-at-large

Moved by Wohlleber, seconded by Davis, to elect Carol Biendseil as the fifth member of the Joint Review Board. Motion carried.

6. Set Next Meeting

Joint Review Board members selected Thursday, August 6 at 8:00 a.m. as their next meeting.

Adjourn

Moved by Worzala, seconded by Wohlleber, to adjourn at 5:29 p.m. Motion carried.

For more information, contact:

*Eileen Kelley, City Planning Director & Zoning Administrator
Phone: 827-1070 Fax: 827-1050 E-mail: ekelley@ci.middleton.wi.us*

Appendix F. Plan Commission Public Hearing Minutes

MINUTES
SPECIAL MIDDLETON PLAN COMMISSION
TUESDAY JULY 21, 2009 5:30 P.M.

PRESENT: Wexler, Barmore, Elskamp, Hungness, Zellers

ABSENT: Sonnentag, Hubbard

ALSO PRESENT: Davis, Kelley Attoun

1. Public Hearing on Tax Increment District #5 (TID #5) Boundary

Acting Chair Wexler opened the public hearing at 5:32 p.m.

Susan Hoeft, TID consultant for the City, presented information related to the proposed TID #5 boundary.

Acting Chair Wexler closed the public hearing at 5:34 p.m.

2. Public Hearing on Tax Increment District #5 (TID #5) Project Plan

Consultant Susan Hoeft provided information on the TID # 5 Project Plan.

Acting Chair Wexler opened the public hearing at 5:35 p.m.

Emmy Lou Immell, 6608 Boulder Ln., asked why does the City have to have TID #5?

Staff and consultants provided information on the process.

Barmore stated that the added value from TID's goes a long way in helping to control residential property taxes.

Jeanne Whitish, representing Bruce Company, Bowling Green and Madison Golf and Development, spoke in support of TID #5. The related parties she represents participated in TID #3, and support the City's efforts.

Dan Stuntebeck, 2312 Amherst, reiterated concerns expressed last year during the adoption of Redevelopment District #3 and TID #4. He wants to ensure community input into future projects.

Acting Chair Wexler closed the public hearing at 5:45 p.m.

3. Public Hearing on Tax Increment District #3 (TID #3) Boundary Amendment

Acting Chair Wexler opened the public hearing at 5:45 p.m.

Susan Hoeft presented information regarding the amendment to take a minimum of \$50,000,000 of equalized real estate value and personal property value out of the TID #3 boundary.

Acting Chair Wexler closed the public hearing at 5:55 p.m.

PLAN COMMISSION MINUTES

JULY 21, 2009

4. Approval of Tax Increment District #5 (TID #5) Project Plan and Boundary

Moved by Zellers, seconded by Barmore, to approve the project plan and boundary for TID #5. Motion carried 5-0.

5. Resolution Approving Tax Increment District #5 (TID #5) Project Plan and Boundary

Moved by Zellers, seconded by Elskamp, to approve the Resolution adopting the boundary and project plan for Tax Increment District #5. Motion carried 5-0.

6. Approval of Tax Increment District #3 (TID #3) Boundary Amendment

Moved by Barmore, seconded by Hungness, to approve the Resolution amending the boundaries and project plan for Tax Increment District #3. Motion carried 5-0.

Eileen Kelley

Note: These minutes were prepared by Eileen Kelley, Planning Director & Zoning Administrator. These minutes are based on the notes of the recorder and are subject to change at a subsequent meeting.

PLAN COMMISSION OF THE CITY OF MIDDLETON
RESOLUTION ADOPTING BOUNDARY AND PROJECT PLAN
TAX INCREMENT DISTRICT NO. 5
CITY OF MIDDLETON, WISCONSIN

WHEREAS, pursuant to Wis. Stats. § 66.1105, the City of Middleton Plan Commission has prepared a Boundary and Project Plan for Tax Increment District No. 5 ("TID No. 5") which:

1. Contains a description of all lands to be included in TID No. 5;
2. Includes a statement listing the times, number and location of all proposed public works or improvements within such district;
3. Contains an economic feasibility study;
4. Contains a detailed list of estimated project costs;
5. Contains a description of the method of financing all estimated project costs and the time when the related costs or monetary obligations are to be incurred;
6. Includes a map showing existing uses and conditions of real property in such district;
7. Includes a map showing proposed improvements and uses in such district;
8. Shows proposed changes of zoning ordinances, comprehensive plan, building codes and City ordinances;
9. Contains a statement listing potential non-project costs currently being considered in connection with TID No. 5;
10. Contains a statement of a proposed method for the relocation of any person to be displaced;
11. Indicates how creation of TID No. 5 promotes the orderly development of the City of Middleton; and

WHEREAS, a public hearing was properly noticed and held by the Plan Commission on July 21, 2009, wherein interested parties were afforded a reasonable opportunity to express their views on the proposed creation of a Tax Increment District, the proposed boundaries thereof and the Boundary and Project Plan; and

WHEREAS, the Chief Executive Officers of the Middleton-Cross Plains Area School District, Dane County, and other entities having the power to levy taxes on the

- 2 -

property located within the proposed Tax Increment District have been notified, including the School Board of any School District which includes property within the proposed District pursuant to Wis. Stats. § 66.1105 (4)(e); and

WHEREAS, pursuant to such procedure and after due reflection and consideration, the Plan Commission desires to favorably recommend to the Common Council of the City of Middleton the creation of a Tax Increment District, the lands of which are shown on a map on the attached Exhibit A, which is entitled "City of Middleton TID No. 5 Map 1: TID Boundary," and the Boundary and Project Plan;

NOW, THEREFORE, BE IT RESOLVED by the Plan Commission that:

1. The Boundary and Project Plan for Tax Increment District No. 5, City of Middleton, is hereby adopted; and
2. Such Boundary and Project Plan is in conformity with the Comprehensive Plan of the City of Middleton.

BE IT FURTHER RESOLVED that the Plan Commission recommends that the Common Council approve the creation of Tax Increment District No. 5, City of Middleton Wisconsin and the boundaries thereof, and the Boundary and Project Plan for Tax Increment District No. 5 pursuant to the provisions of Wis. Stats. § 66.1105(4)(g).

The above and foregoing Resolution was duly adopted by the Plan Commission of the City of Middleton at a regular meeting held on July 21, 2009.

PLAN COMMISSION

ATTEST:

By: Kurt J. Sommer

E. V. Kelly

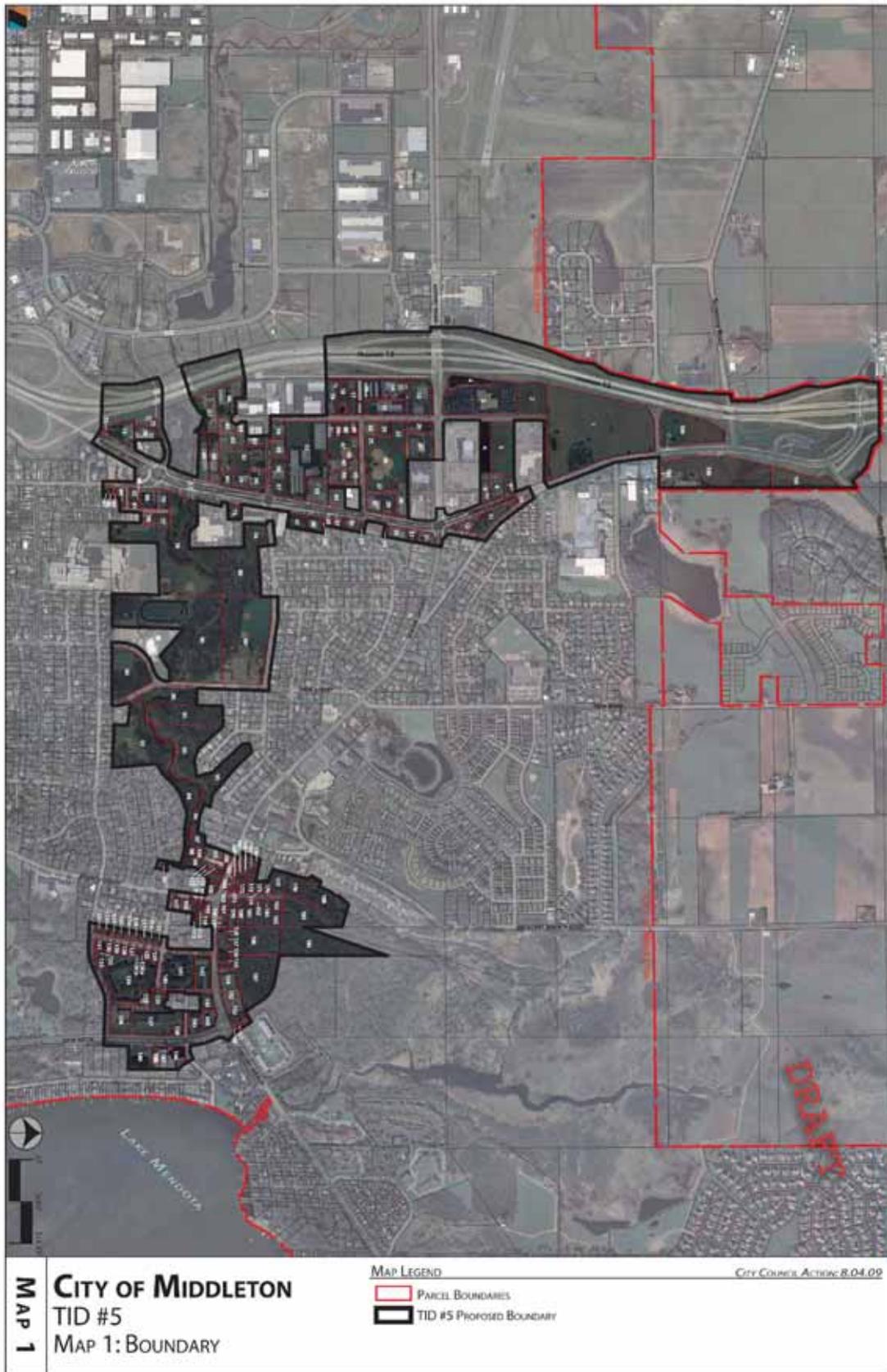
VOTE:

AYES: 5

NOES: 0

ADOPTED: 7-21-09

080388-11eb-150709kka
Resolution TID 5 (Plan Commission)



Appendix G. Resolution Creating TID No. 5

RESOLUTION 2009-23**RESOLUTION CREATING TAX INCREMENT DISTRICT NO. 5
CITY OF MIDDLETON, WISCONSIN**

WHEREAS, Wis. Stats. § 66.1105 provides the authority and procedure for creation of Tax Increment Districts; and

WHEREAS, a public hearing was properly noticed and held by the Plan Commission on July 21, 2009, wherein interested parties were afforded a reasonable opportunity to express their views on the proposed creation of a Tax Increment District and the proposed boundaries thereof; and

WHEREAS, the Chief Executive Officers of the Middleton-Cross Plains Area School District, Dane County, and other entities having the power to levy taxes on the property located within the proposed Tax Increment District have been notified, including the School Board of any School District which includes property within the proposed District pursuant to Wis. Stats. § 66.1105(4)(e); and

WHEREAS, pursuant to such procedure and after due reflection and consideration, the Plan Commission has favorably recommended to the Common Council of the City of Middleton the creation of a Tax Increment District, the lands of which are shown on a map on the attached Exhibit A, which is entitled "City of Middleton TID No. 5 Map 1: TID Boundary";

NOW, THEREFORE, BE IT RESOLVED by the Common Council of the City of Middleton as follows:

1. The Common Council deems the creation of the proposed Tax Increment District to be in the public interest and a proper public purpose.
2. The Common Council adopts as the boundaries of the Tax Increment District those boundaries recommended by the Plan Commission and attached hereto as Exhibit A.
3. The Common Council resolves that January 1, 2009, be and hereby is the date of creation of said Tax Increment District No. 5, City of Middleton.
4. The name of the District shall be "Tax Increment District No. 5, City of Middleton."

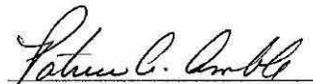
- 2 -

5. The Common Council hereby finds that:
- (a) Not less than 50% by area, of the real property within such District is a blighted area within the meaning of Wis. Stats. § 66.1105(2)(a); or is blighted property within the meaning of Wis. Stats. § 66.1333(2m)(bm);
 - (b) The improvement of such area is likely to enhance significantly the value of substantially all of the other real property in such District;
 - (c) The project costs relate directly to eliminating blight, directly serve to rehabilitate or conserve the area or directly serve to promote industrial development, consistent with the purposes for which the Tax Increment District is being created;
 - (d) The equalized value of taxable property in the District, plus the value increment of all existing tax incremental districts in the City, does not exceed 12% of the total equalized value of taxable property within the City of Middleton;
 - (e) The District is a blighted area district based on the identification and classification of the predominant land uses located in the District.
 - (f) The territory annexed by the City after January 1, 2004 is subject to an agreement with the town from which the territory was annexed to pay the town an amount equal to the property taxes levied on the territory by the town for the five years following annexation.
 - (g) The territory in the District that has stood vacant for the entire 7 year period immediately preceding creation of the District does not comprise more than 25% of the area in the District.

The above and foregoing Resolution was duly adopted by the Common Council of the City of Middleton at a regular meeting held on Aug 4, 2009.

CITY OF MIDDLETON

ATTEST:


Patricia A. Amble, City Clerk

By: 
Kurt J. Sonnentag, Mayor

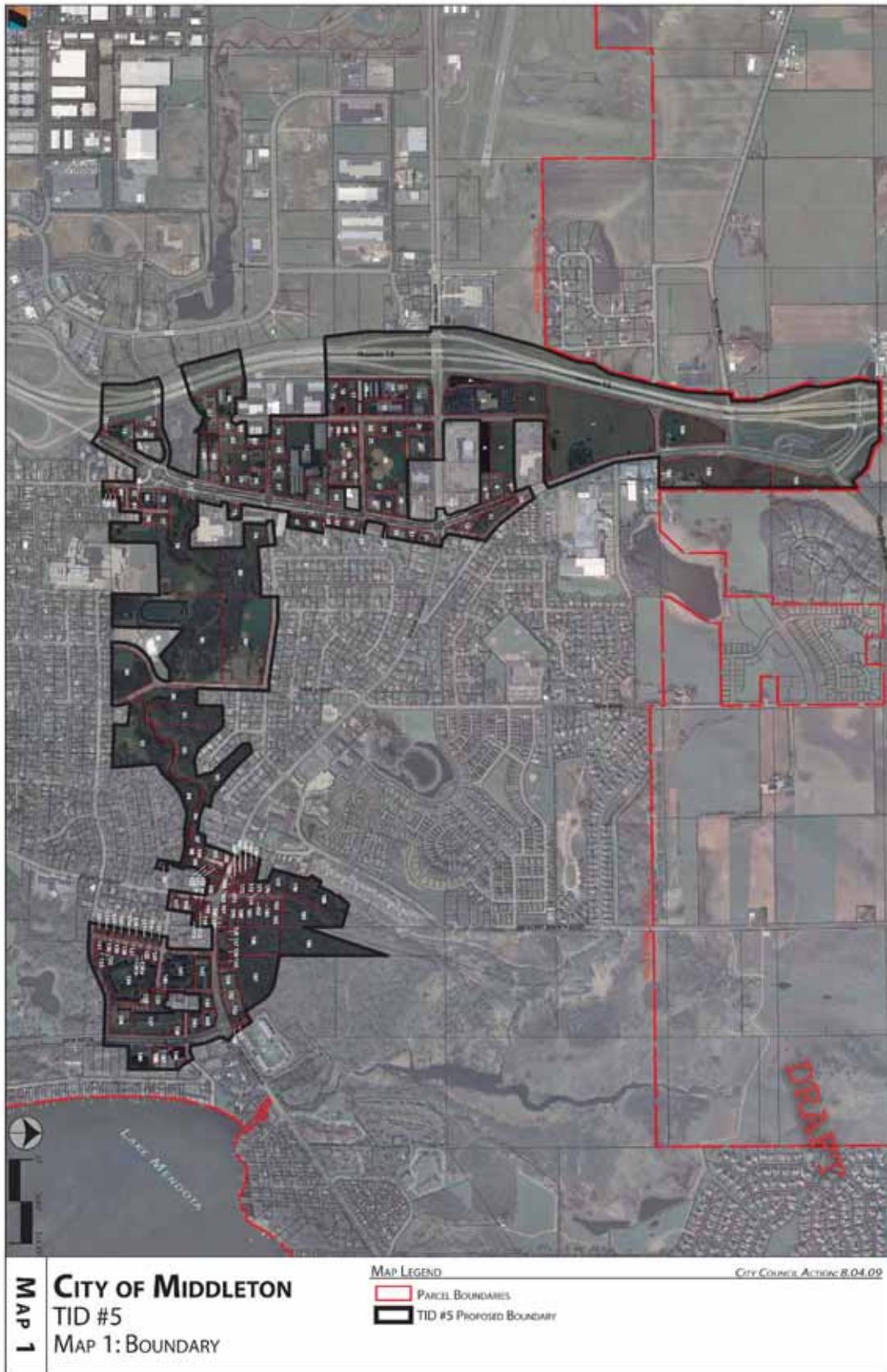
080388-21cb-310709kka/rs
Resolution Creating TID 5

- 3 -

VOTE:
AYES: 8
PUBLISHED: _____

NOES: 0
ADOPTED: 8/4/09

080388-2|eb-310709kka/rs
Resolution Creating TID 5



Appendix H. Resolution Approving the Project Plan

RESOLUTION 2009-24**RESOLUTION APPROVING TAX INCREMENT
DISTRICT NO. 5 BOUNDARY AND PROJECT PLAN
CITY OF MIDDLETON, WISCONSIN**

WHEREAS, the City of Middleton Plan Commission has prepared and adopted a Boundary and Project Plan for Tax Increment District No. 5 ("TID No. 5") which:

1. Includes a statement listing the kind, number and location of all proposed public works or improvements within such district;
2. Contains an economic feasibility study;
3. Contains a detailed list of estimated project costs;
4. Contains a description of the method of financing all estimated project costs and the time when the related costs or monetary obligations are to be incurred;
5. Includes a map showing existing uses and conditions of real property in such district;
6. Includes a map showing proposed improvements and uses in such district;
7. Shows proposed changes of zoning ordinances, comprehensive plan, building codes and City ordinances;
8. Contains a statement listing potential non-project costs currently being considered in connection with TID No. 5;
9. Contains a statement of a proposed method for the relocation of any person to be displaced;
10. Indicates how creation of TID No. 5 promotes the orderly development of the City of Middleton; and

WHEREAS, the Plan Commission held a public hearing on the proposed Boundary and Project Plan on July 21, 2009 and has notified the Chief Executive officers of all local government entities having the power to levy taxes on property within the proposed district, including the School Board of any School District which includes property within the district, pursuant to Wis. Stats. § 66.1105(4)(e); and

WHEREAS, the Plan Commission has approved and submitted such Boundary and Project Plan to the Common Council of the City of Middleton;

- 2 -

NOW, THEREFORE, BE IT RESOLVED that the Common Council of the City of Middleton expressly finds that:

1. The Boundary and Project Plan for Tax Increment District No. 5, City of Middleton, is feasible; and
2. Such Boundary and Project Plan is in conformity with the Comprehensive Plan of the City of Middleton.

BE IT FURTHER RESOLVED that the Common Council hereby approves the Boundary and Project Plan for Tax Increment District No. 5 pursuant to the provisions of Wis. Stats. § 66.1105(4)(g).

The above and foregoing Resolution was duly adopted by the Common Council of the City of Middleton at a regular meeting held on Aug 4, 2009.

CITY OF MIDDLETON

ATTEST:

By: Kurt J. Sonnentag
Kurt J. Sonnentag, Mayor

Patricia A. Amble
Patricia A. Amble, City Clerk

VOTE:

AYES: 8
PUBLISHED: _____

NOES: 0
ADOPTED: 8/4/09

080388-21cb-310709kka/frs
Boundary and Project Plan Res (TID 5)

Appendix I. TID #5 Joint Review Board Final Information and Decision

JOINT REVIEW BOARD

TIF DISTRICT NO.5

CITY OF MIDDLETON

INFORMATION AND PROJECTIONS

In Section 66.1105(4)(i), Wisconsin state law requires that certain information and projections be provided to the Joint Review Board. This information is as follows:

(i) *The local legislative body shall provide the joint review board with the following information and projections:*

1. *A list of project costs, the total dollar amount of these project costs to be paid with the tax increments, and the amount of tax increments to be generated over the life of the tax incremental district.*

Response:

The activities for TIF District No.5 are listed in Table 1 in the project plan. Table 1 lists eligible public projects divided into four development areas with further delineation identifying public works improvements, stormwater quality management improvements, engineering, acquisition and contingencies, economic development/redevelopment incentives and general projects including administrative and non-construction types of activities. The total cost of all activities estimated in Table 1 is approximately \$129,880,214. This amount includes an annual 4% inflation factor on project costs beginning in 2010. The total of \$129,880,214 plus debt service is expected to be paid by using tax increment revenues (estimated to be \$125,380,214 of the project costs) and other sources of revenues (estimated to be \$4,500,000 of project costs).

2. *The amount of the value increment when the project costs in sub.d.is paid in full and the tax incremental district is terminated.*

Response:

TID #5 is expected to generate an estimated range of net development increment of \$400,000,000 to \$900,000,000. The breakdown of the estimated development increment within the four primary development areas is located on Table 2. There is only one project in all of the development sub-areas that has come forward with a specific development plan. That project is known as the Tribeca project. Development agreement negotiations are being held between the developer and the City on this specific project. All other potential development and redevelopment increment projections are based on existing uses -- both business and land; land area in each development sub-area; transportation access; utility access; location in relation to other abutting uses; potential land assemblage and relocation of uses and timing of potential

redevelopment activities. Table 2 outlines potential redevelopment land uses, density, timing, costs, integration of significant existing uses and "highest and best use" redevelopment potentials. Each of these development sub-areas has been identified and structured into a model that incorporates existing development land use, density and value already located within the City of Middleton so as to provide reasonable and logical redevelopment opportunities based on historical development within the City.

3. *The reasons why the project costs in subd. 1 may not or should not be paid by the owners of property that benefit by improvements within the tax incremental district.*

Response:

The costs associated in the TID #5 project plan are typical of public improvement costs associated with redevelopment within a boundary that is primarily already developed and that only has a small percentage of land currently not developed. With creation of TID #5, the City of Middleton is continuing to address the need for finishing the stormwater quality management improvements started within TID #3. TID #5 also addresses redevelopment of areas that have experienced economic and social decline over the past 10 years due to the rapid growth of the City and the subsequent moving of business and housing to these new growth areas. TID #5 is addressing the questions of high quality, high density infill that services the needs of all socio-economic classes and is encouraging the development and redevelopment of affordable and attainable housing both rental and ownership. TID #5 is also providing redevelopment opportunities to keep business in the City of Middleton and logically group similar businesses in regions where they can benefit from this business atmosphere. Since almost 50% of the estimated project costs are for redevelopment (approximately \$60,000,000), the owners of the property that benefit by the improvements may receive redevelopment participation due to the need for the funding participation in order to make the project feasible. Consequently, the property owner does not have the financial capability to pay for the proposed development and needs TID participation. The entire region will benefit from these public expenditures.

4. *The share of the projected tax increments in subd 1 estimated to be paid by the owners of taxable property in each of the taxing jurisdictions overlying the tax incremental district.*

Response:

Table 1 has identified \$129, 880,214 as potential project costs over the life of the TID. An estimated \$286,550,000 of tax revenues is projected over the 27 year period of the TID providing all development is built and assessed at the estimated levels contained in Table 2. If the City spent the entire \$129,880,214 in the years projected in Table 1 and Table 2 and its accompanying increment is realized along the same time period, TID #5 is projected to retire earlier than the 27 years. If this holds true, then the total

amount of tax revenues generated during this shortened TID life is \$174,396,000.

If all development in the TIF would occur without the use of TID financing, the taxes from that development are assumed to gross a range of approximately \$174,396,000 to \$286,550,000 which would be divided as follows:

State of Wisconsin	1.04%	\$1,813,718 to 2,980,120
Dane County	14.56%	\$25,392,058 to \$41,721,680
Mid/CP School District	46.74%	\$81,512,690 to \$133,933,470
MATC	7.45%	\$12,992,501 to \$21,347,975
City of Middleton	30.21%	\$52,685,032 to \$86,566,755

(Discrepancies may occur due to rounding)

If development would occur without the use of TIF, each of these taxing jurisdictions would receive their proportionate share of the taxes levied on the new development. However, if the premise is that the development would not occur as projected in the project plan without the use of TIF financing, the overlying taxing jurisdictions would not be receiving this estimated tax revenue over the 22-27 year period, dependent upon when the district actually retires.

5. *The benefits that the owners of taxable property in the overlying taxing jurisdictions will receive to compensate them for their share of the project tax increments in subd 4.*

Response:

The owners of taxable property in the overlying taxing jurisdictions have already seen the performance by the City of Middleton in previous tax increment districts. The first two districts retired ahead of time. TID #3 has produced 10 times the original project increment projections with approximately \$150,000,000 of tax base subtracted from the district effective 2007 and another proposed \$50,000,000 effective 2010.

The City of Middleton, through creation of TID #5, is planning the next 50-100 years of development within the City limits. All properties are within the existing corporate boundaries. Over 50% of the properties have been declared blighted due to different criteria set forth in Table 5. Through creation of TID #5, much of this blight finding will be taken away through implementation of projects. Stormwater quality management and the blight created through realignment of USH 12 are two major projects the City is preparing to address within the next 2-5 years. Successful implementation of these blight elimination projects will benefit the owners of taxable property in the overlying taxing jurisdictions as they are regional projects, not parcel-specific projects.

Again, the question is raised: Would this development happen "but for" TID? The City has demonstrated that it responsibly uses tax increment financing and is proposing to continue with the same careful, logical, forward-thinking and comprehensive planning as it has done in the past. This, alone, is a major benefit that regional residents will benefit from.

Redevelopment, blight elimination, job creation, affordable housing creation, infill development are all regional benefits that the overlying taxing jurisdictions will benefit from. As a result of these activities, more jobs will be created, a better business mix will result with more consumer spending and increased consumer traffic in the TID #5 boundary. Land value is significantly higher than improvement value in many of the properties located in the TID. Undertaking projects within TID #5 will stabilize property values and, in turn, encourage investment and reinvestment in the remainder of the business district as well as the community. Infill development of underutilized properties will also assist in the orderly development of the community and surrounding area. These benefits all help to compensate the owners in the overlying taxing jurisdictions

JOINT REVIEW BOARD

TIF DISTRICT NO.5

CITY OF MIDDLETON

DECISION CRITERIA

Under the Wisconsin Statutes, Joint Review Boards must base their decision to approve or deny a proposed tax incremental district plan and boundary designation on the following criteria:

- A. *Whether the development expected in the tax incremental district would occur without the use of tax incremental financing;*
- B. *Whether the economic benefits of the tax incremental district, as measured by increased employment, business and personal income and property value are insufficient to compensate for the cost of improvements; and*
- C. *Whether the benefits of the proposal outweigh the anticipated loss of tax increments to be paid by the owners of property in the overlying tax districts.*

This report has been prepared to address these criteria by providing some information and data on the impact of TID No. 5 in the City of Middleton. The criteria are addressed in turn below.

- A. Proposed TID No.5, City of Middleton, is created for the purpose of eliminating blight caused by the following, including but not limited to: (a) stormwater quality management issues within the District and affecting properties east of the District; (b) realignment of the USH 12 corridor that now opens up the "back" doors and yards of many uses that are inappropriate for location along a major highway corridor; (c) lack of comprehensively addressing redevelopment areas to enhance existing businesses, recruit similar-type businesses, provide density in business and residential uses and provide housing for all socio-economic classes; and (d) increased vehicular and pedestrian traffic along some of the major arterials located within the **district** thereby causing unsafe ingress/egress and other traffic patterns on these roadways. Due to these major constraints, development and redevelopment will not occur without tax increment financing because of the prohibitive cost of redevelopment.
- B. The economic benefits anticipated for TID #5 include finishing the stormwater quality management improvements begun in TID #3 but not completed within the TID #5 boundary to Lake Mendota. Another economic benefit is addressing the redevelopment of vacant, underutilized and/or inappropriate land uses due to realignment of USH 12 corridor, assemblage of land uses that were conducive to historical growth but no longer are the highest and best use for the area, densifying and consolidating business and residential developments to provide affordable housing for all socio-economic classes and redeveloping "remnant" properties from other development projects.

The finding that the economic benefits as measured by increased employment, business and personal income and property value are insufficient to compensate for the cost of improvements in the original project plan is valid for TID #5. Redevelopment carries a high price tag and typically is unattainable unless tax increment financing is used to promote the correct and comprehensive redevelopment of the area.

- C. Creation of TID #5 will encourage the orderly growth of this area of the City of Middleton by completing the construction of public infrastructure improvements relating to stormwater quality management, addressing traffic and pedestrian circulation, redeveloping underutilized properties in conjunction with existing businesses in order to appropriate infill properties to the highest and best uses and address social and economic uses in the Allen Boulevard/Century Avenue area through comprehensive master housing planning and redevelopment. All of these benefits outweigh the proposed loss of taxes since redevelopment will not occur without the use of tax increment financing therefore none of these taxes will be generated. Consequently, there is no loss of tax revenue by the overlying taxing jurisdictions.

RESOLUTION APPROVING CITY COUNCIL RESOLUTION
CREATING TID NO.5 AND ADOPTING THE PROJECT PLAN
CITY OF MIDDLETON, WISCONSIN

WHEREAS, the Joint Review Board, Tax Increment District No.5, City of Middleton, Wisconsin, has reviewed the public record, planning documents and Resolutions related to the Project Plan for Tax Increment District No.5, City of Middleton, Wisconsin; and

WHEREAS, the Joint Review Board, Tax Increment District No.5, City of Middleton, Wisconsin, has received in an open meeting additional information from the City of Middleton staff regarding the Project Plan for Tax Increment District No.5, City of Middleton, Wisconsin;

NOW, THEREFORE, BE IT RESOLVED that the Joint Review Board finds that:

- 1 The development expected in TID No.5, City of Middleton, Wisconsin, would not occur without the use of tax incremental financing;
2. The economic benefits of TID No.5, City of Middleton, Wisconsin, as measured by increased employment, business and personal income and property value are insufficient to compensate for the cost of the improvements;
- 2 The benefits of the proposal outweigh the anticipated tax increments to be paid by the owners of property in the overlying taxing districts.

Adopted this 6th day of August, 2009.

JOINT REVIEW BOARD
TAX INCREMENT DISTRICT NO.5
CITY OF MIDDLETON

ATTEST:



Appendix J. City Attorney Opinion

33 East Main Street
Suite 500
Madison, WI 53703-3095

Mailing Address:
P.O. Box 2038
Madison, WI 53701-2038

Phone:
608.257.7181

Fax:
608.257.2508

www.murphydesmond.com

Lawrence E. Bechler
Direct Line 608.268.5601
Facsimile 608.257.4333
lbechler@murphydesmond.com



6 August 2009

Mayor Kurt J. Sonnentag
and Middleton Common Council
City of Middleton
7426 Hubbard Avenue
Middleton, WI 53562

Re: City of Middleton Tax Increment District No. 5
Project Plan

Dear Mayor Sonnentag:

As requested, we have acted as counsel to the City of Middleton, a Wisconsin municipal corporation, in connection with the creation of Middleton Tax Increment District No. 5 and the adoption of the Project Plan for Middleton Tax Increment District No. 5, a Wisconsin Tax Increment District pursuant to Wis. Stats. § 66.1105.

In our capacity as counsel to the City of Middleton, we have examined originals (or copies identified to our satisfaction as identical to the originals) of the following documents:

1. Project Plan for Tax Increment District No. 5, as dated August 4, 2009;
2. Notice of Public Hearing relating to adoption of the said Project Plan ;
3. Notices to Chief Executive Officers or administrators of all local governmental entities having power to levy taxes on property within the said Tax Increment District No. 5;
4. Minutes of the Middleton Plan Commission dated July 21, 2009 related to said public hearing;
5. Resolution No. 2009-24 of the Middleton Common Council relating to approval of the said Project Plan;

Madison | Janesville

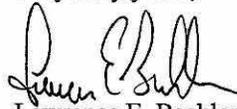
Mayor Kurt Sonnentag
6 August 2009
Page 2

6. Resolution No. 2009-23 of the Middleton Common Council relating to creation of Tax Increment District No. 5 and establishment of the boundaries thereof;
7. Minutes of meetings of Joint Review Board relating to the said Project Plan;
8. Resolution of City of Middleton Tax Increment District No. 5 Joint Review Board dated August 6, 2009 containing all of the criteria identified in Wis. Stats. § 66.1105(4m)(c)1.

Based on the foregoing, and pursuant to Wis. Stats. § 1105(4)(f), it is our opinion that the Project Plan for Tax Increment District No. 5 is complete and complies with Wis. Stats. § 66.1105(4)(f).

We render no opinion with regard to accuracy, validity or sufficiency of any statements and/or findings contained in the said Project Plan since these were prepared by City staff and consultants rather than by our office.

Very truly yours,



Lawrence E. Bechler

LEB:kka
080388
TIF 5 Opinion ltr

Appendix K. Boundary Description

Commencing at the west quarter corner of Section 2, township 7 north, range 8 east of the town of Middleton, Dane County, Wisconsin; thence N88°52'31.0"E, 716.92 feet; thence N01°07'29.0"W, 93.15 feet to the north R/W line of Airport Road and the west R/W of USH 12, the POINT OF BEGINNING; thence N01°04'30.5"W, 55.43 feet along the west R/W of USH 12; thence N00°27'42.5"E, 216.19 feet along the west R/W of USH 12; thence N10°47'13.5"E, 167.47 feet along the west R/W of USH 12; thence N14°55'53.0"E, 191.39 feet along the west R/W of USH 12;

thence N14°55'55.0"E, 461.83 feet along the west R/W of USH 12; thence N19°01'48.5"E, 184.89 feet along the west R/W of USH 12; thence N19°01'42.0"E, 99.01 feet along the west R/W of USH 12;

thence N23°16'54.0"E, 307.51 feet along the west R/W of USH 12; thence N06°44'25.0"E, 201.58 feet along the west R/W of USH 12; thence N33°09'19.0"E, 211.93 feet along the west R/W of USH 12;

thence N14°26'12.0"E, 500.08 feet along the west R/W of USH 12; thence N26°00'00.5"E, 96.18 feet around the east edge of Springton Drive; thence N02°01'30.5"E, 123.44 feet around the east edge of Springton Drive; thence N12°39'46.0"E, 238.29 feet along the west R/W of USH 12; thence N03°07'25.0"E, 424.54 feet along the west R/W of USH 12; thence N29°41'09.0"E, 160.07 feet to the north R/W of Schneider Road and west R/W of USH 12; thence N00°34'20.5"W, 294.79 feet along the west R/W of USH 12; thence N16°06'49.5"W, 406.35 feet along the west R/W of USH 12;

thence N19°15'14.5"W, 211.52 feet along the west R/W of USH 12; thence N05°05'06.0"E, 230.50 feet along the west R/W of USH 12; thence N13°32'53.5"W, 396.00 feet along the west R/W of USH 12;

thence N09°16'52.0"E, 162.94 feet along the west R/W of USH 12; thence N02°44'08.0"E, 99.74 feet along the west R/W of USH 12; thence N89°03'29.5"E, 575.77 feet; thence N89°03'27.0"E, 116.42 feet to the east R/W of USH 12; thence S39°12'04.5"E, 112.61 feet along the east R/W of USH 12;

thence S73°48'35.0"E, 255.44 feet along the east R/W of USH 12; thence S50°46'37.5"E, 102.58 feet along the east R/W of USH 12; thence S40°11'47.5"E, 145.10 feet along the east R/W of USH 12 to the north R/W of Greenbriar Road; thence S33°21'00.5"E, 145.13 feet to the south R/W of Greenbriar Road and the east line of the SW quarter of Section 35, township 8 north, range 8 east of the Town of Springfield, Dane County, Wisconsin; thence S00°33'27.0"E, 2190.94 feet along said east line to the south quarter corner of said Section 35; thence S88°41'39.0"W, 370.15 feet along the south line of the SW quarter of said Section 35 to the east ROW of Parmenter St; thence S06°58'00.0"E, 385.01 feet along the east R/W line of Parmenter Street; thence along a curve to the left with radius 1399.83 feet and chord bearing S08°52'25.5"E, 96.86 feet along the east R/W line of Parmenter Street; thence along a curve to the left with radius 1399.83 feet and chord bearing S12°19'00.0"E, 71.35 feet along the east R/W line of Parmenter Street; thence along a curve to the left with radius 1399.83 feet and chord bearing S17°36'30.5"E, 187.08 feet along the east R/W line of Parmenter Street; thence S21°26'24.0"E, 620.96 feet along the east R/W line of Parmenter Street; thence S35°32'59.0"E, 544.53 feet along the north R/W line of Century Place; thence S35°38'44.0"E, 101.94 feet along the north R/W line of Century Place; thence along a curve to the left with radius 820.08 feet and chord bearing S45°46'50.0"E, 293.12 feet along the north R/W line of Century Place; thence S56°04'32.5"E, 262.37 feet along the north R/W line of Century Place; thence S08°59'40.0"W, 72.79 feet; thence S10°16'14.0"W, 371.13 feet to the north R/W line of Century Avenue ; thence S14°45'32.5"W, 68.40 feet to the south R/W line of Century Avenue; thence S09°12'06.0"W, 280.84 feet; thence S10°17'37.0"W, 282.03 feet; thence S10°24'33.5"W, 85.36 feet; thence N78°31'35.0"W, 150.07 feet to the east R/W line of Parmenter Street; thence S10°13'24.5"W, 230.86 feet along the east R/W line of Parmenter Street; thence S78°55'17.0"E, 149.67 feet; thence S10°14'25.5"W, 390.32 feet;

thence S09°54'43.0"W, 98.20 feet; thence S78°03'45.5"E, 100.01 feet; thence S10°14'06.0"W, 135.43 feet; thence S10°14'39.0"W, 125.26 feet; thence S10°15'46.5"W, 174.95 feet; thence N79°56'14.0"W, 182.70 feet to the east R/W line of Parmenter Street; thence S08°49'23.0"W, 209.05 feet along the east R/W line of Parmenter Street; thence S09°20'01.5"W, 71.41 feet along the east R/W line of Parmenter Street; thence S08°50'03.5"W, 314.86 feet along the east R/W line of Parmenter Street; thence N89°35'26.5"E, 170.41 feet; thence S0°38'04.1"E, 151.85 feet; thence S89°28'56.6"W, 195.83 feet to the east R/W line of Parmenter

Street; thence S9°15'23.7"W, 75.56 feet along the east R/W line of Parmenter Street; thence N89°53'26.6"E, 50.52 feet along the east R/W line of Parmenter Street;

thence along the arc of curve to the right with radius 3015.29 feet and chord bearing S12°52'23.7"W, 298.10 feet along the east R/W line of Parmenter Street; thence N89°33'25.6"E, 288.13 feet; thence S42°12'16.0"E, 134.55 feet; thence N89°37'05.6", 200.02 feet; thence N0°24'58.8"W, 654.72 feet;

thence N89°58'22.2"W, 289.21 feet; thence N1°01'37.9"E, 275.47 feet; thence S88°16'38.6"W, 30.00 feet; thence N00°01'38.0"E, 314.32 feet to the south R/W line of Donna Drive; thence N01°40'37.5"W, 69.97 feet to the north R/W line of Donna Drive; thence N88°19'22.5"E, 40.37 feet along the north R/W line of Donna Drive; thence N84°28'42.5"E, 272.07 feet along the north R/W line of Donna Drive;

thence S03°41'26.5"W, 70.96 feet to the south R/W line of Donna Drive; thence S05°28'30.0"E, 140.01 feet; thence N84°27'19.0"E, 100.64 feet; thence N84°28'42.0"E, 100.01 feet; thence N84°28'43.0"E, 100.01 feet; thence N86°12'49.0"E, 96.14 feet; thence S89°53'26.0"E, 100.01 feet; thence S89°53'27.5"E, 100.01 feet; thence N00°06'33.0"E, 140.01 feet to the south R/W line of Donna Drive;

thence N00°06'32.5"E, 70.01 feet to the north R/W line of Donna Drive; thence S89°53'27.5"E, 125.01 feet along the north R/W line of Donna Drive; thence S89°53'27.0"E, 66.00 feet along the north R/W line of Donna Drive; thence S89°53'27.5"E, 63.70 feet along the north R/W line of Donna Drive;

thence S82°13'47.0"E, 766.03 feet along the north R/W line of Donna Drive; thence S87°48'17.5"E, 56.60 feet along the north R/W line of Donna Drive; thence S87°59'20.0"E, 69.89 feet along the north R/W line of Donna Drive; thence S02°11'39.5"W, 70.01 feet to the south R/W line of Donna Drive and the east R/W line of Park Street; thence S02°11'43.0"W, 260.02 feet along the east R/W line of Park Street; thence S02°11'46.5"W, 66.01 feet along the east R/W line of Park Street; thence S02°11'43.5"W, 147.25 feet along the east R/W line of Park Street; thence S02°11'56.5"W, 314.05 feet along the east R/W line of Park Street; thence S87°51'45.5"E, 205.01 feet; thence N01°42'55.5"E, 308.60 feet; thence N89°45'52.5"E, 97.69 feet; thence N89°46'16.0"E, 90.09 feet; thence N89°46'21.0"E, 42.37 feet; thence S44°47'56.0"E, 75.01 feet; thence S44°48'17.0"E, 160.01 feet;

thence S41°24'42.0"E, 85.53 feet; thence S41°24'09.5"E, 92.59 feet; thence S70°42'25.5"E, 141.89 feet;

thence N81°34'52.0"E, 192.80 feet; thence N11°58'48.5"W, 196.87 feet; thence N41°28'07.5"W, 138.32 feet; thence N41°28'37.5"W, 79.72 feet; thence N44°48'17.0"W, 240.02 feet; thence N44°47'49.5"W, 47.95 feet; thence N09°51'41.0"W, 75.53 feet; thence N73°04'38.0"E, 110.01 feet;

thence S44°29'42.0"E, 105.91 feet; thence S44°29'47.0"E, 194.02 feet; thence S50°01'59.5"E, 98.47 feet; thence S50°01'36.5"E, 105.78 feet; thence S50°12'28.0"E, 193.81 feet; thence S79°25'31.5"E, 95.01 feet; thence S79°13'05.5"E, 55.00 feet; thence S20°46'53.0"W, 82.73 feet; thence S68°16'03.0"E, 150.14 feet; thence N21°07'37.5"E, 68.15 feet; thence S89°23'15.0"E, 311.35 feet; thence N21°31'11.5"E, 378.09 feet to the south R/W line of Century Avenue; thence N33°28'30.0"E, 67.25 feet to the north R/W line of Century Avenue; thence N68°47'09.5"W, 80.01 feet along the north R/W line of Century Avenue; thence N21°12'51.0"E, 118.65 feet; thence N21°12'51.0"E, 131.51 feet; thence S78°22'09.0"E, 243.73 feet; thence S57°47'40.0"E, 15.00 feet; thence N32°12'20.0"E, 16.11 feet; thence along a curve to the left with radius 75.00 feet and chord bearing N04°42'20.0"E, 69.27 feet; thence along a curve to the right with radius 75.01 feet and chord bearing N06°50'57.0"E, 74.20 feet;

thence N69°13'57.0"W, 167.67 feet; thence N15°11'03.0"E, 233.39 feet; thence N16°44'37.0"E, 169.32 feet; thence N17°15'42.0"E, 28.22 feet; thence N33°45'23.5"W, 66.99 feet; thence N28°44'09.0"E, 68.62 feet; thence N35°30'56.0"E, 57.72 feet; thence S70°06'26.0"E, 74.32 feet; thence N21°15'09.0"E, 160.47 feet; thence N48°17'02.0"E, 56.59 feet; thence N11°25'03.0"E, 61.81 feet; thence N42°23'57.0"E, 145.49 feet; thence S75°12'05.0"E, 285.54 feet; thence S00°13'10.0"W, 471.57 feet;

thence N18°52'43.5"E, 1069.00 feet; thence S00°17'33.5"W, 1295.80 feet; thence S79°43'08.5"E, 313.71 feet; thence along a curve to the right with radius 388.92 feet and chord bearing S55°24'17.0"E, 301.00 feet; thence S33°08'12.5"E, 221.94 feet; thence N56°22'52.5"E, 120.01 feet; thence S33°25'52.0"E, 31.31 feet; thence along a curve to the right with radius 46.01 feet and chord bearing S48°33'12.5"E, 80.23 feet to the

east R/W line of Allen Court; thence along a curve to the left with radius 42.75 feet and chord bearing S05°45'33.5"E, 25.81 feet along the east R/W line of Allen Court;

thence along a curve to the right with radius 174.82 feet and chord bearing S22°05'03.0"E, 9.57 feet along the east R/W line of Allen Court; thence S20°31'03.0"E, 82.40 feet along the east R/W line of Allen Court; thence along a curve to the left with radius 14.95 feet and chord bearing S68°28'34.0"E, 22.26 feet to the north R/W line of Century Avenue; thence S60°44'34.0"E, 128.03 feet to the south R/W line of Century Avenue; thence S19°09'44.0"W, 113.82 feet to the east R/W line of Allen Boulevard; thence S25°52'59.5"E, 18.06 feet along the east R/W line of Allen Boulevard; thence along a curve to the right with radius 1208.11 feet and chord bearing S16°04'18.5"E, 357.70 feet to the north R/W line of Lake Street; thence N84°05'50.0"E, 75.77 feet along the north R/W line of Lake Street;

thence along a curve to the left with radius 166.97 feet and chord bearing N69°11'19.5"E, 85.91 feet;

thence S35°43'00.5"E, 66.00 feet to the south R/W line of Lake Street; thence S31°36'47.5"E, 101.06 feet; thence along a curve to the left with radius 89.20 feet and chord bearing S49°00'11.5"E, 58.43 feet; thence S01°10'50.5"W, 23.17 feet; thence S01°10'50.5"W, 582.69 feet; thence N88°53'31.0"W, 279.37 feet to the east R/W line of Allen Boulevard; thence S01°06'29.0"W, 300.03 feet along the east R/W line of Allen Boulevard; thence S89°44'58.0"W, 120.04 feet to the west R/W line of Allen Boulevard, and the south R/W line of Maywood Avenue; thence N87°35'18.0"W, 406.18 feet along the south R/W line of Maywood Avenue; thence along a curve to the left with radius 260.43 feet and chord bearing S79°46'12.0"W, 113.99 feet along the south R/W line of Maywood Avenue; thence S67°07'41.0"W, 206.65 feet along the south R/W line of Maywood Avenue; thence S66°24'35.0"W, 149.19 feet along the south R/W line of Maywood Avenue; thence along a curve to the right with radius 480.04 feet and chord bearing S78°20'06.5"W, 198.39 feet along the south R/W line of Maywood Avenue; thence N87°48'53.0"W, 86.19 feet along the south R/W line of Maywood Avenue;

thence N87°35'27.0"W, 241.02 feet along the south R/W line of Maywood Avenue; thence N02°25'37.0"E, 4.53 feet; thence N11°33'46.5"E, 66.01 feet to the north R/W line of Maywood Avenue; thence N10°59'12.5"E, 99.87 feet; thence N10°59'17.5"E, 273.03 feet; thence N10°59'20.0"E, 160.02 feet; thence N10°59'19.0"E, 178.01 feet; thence N10°59'39.5"E, 115.74 feet to the south R/W line of Pheasant Lane; thence N10°59'39.7"E, 66.07 feet to the north R/W line of Pheasant Lane;

thence S81°19'01.0"E, 125.11 feet along the north R/W line of Pheasant Lane to the west R/W line of Amherst Road; thence N10°59'19.0", 74.37 feet along the west R/W line of Amherst Road; thence N1°58'52.1"E, 467.93 feet along the west R/W line of Amherst Road to the south R/W line of Century Avenue; thence S89°59'09.2"W, 283.42 feet along the south R/W line of Century Avenue; thence S2°05'05.1"W, 199.86 feet; thence N81°05'10.1"W, 19.83 feet; thence S7°46'51.1"W, 53.96 feet

thence N81°05'10.1"W, 133.06 feet; thence S7°46'27.0"W, 309.37 feet to the south R/W line of Pheasant Lane; thence N80°52'12.0"W, 152.95 feet along the south R/W line of Pheasant Lane to the east R/W line of Branch Street; thence N81°09'53.0"W, 66.09 feet to the west R/W line of Branch Street; thence N08°50'07.0"E, 63.41 feet along the west R/W line of Branch Street; thence N07°46'17.0"E, 370.83 feet along the west R/W line of Branch Street; thence N81°26'11.0"W, 196.05 feet; thence N49°20'16.0"W, 8.57 feet; thence S42°54'18.5"W, 95.44 feet; thence S42°54'42.0"W, 119.58 feet; thence S03°00'17.5"E, 91.19 feet; thence S45°19'42.0"W, 21.25 feet; thence S44°03'10.5"E, 55.92 feet; thence S16°51'27.0"W, 131.42 feet; thence N84°00'58.0"W, 33.00 feet;

thence S06°57'51.0"W, 65.72 feet; thence S82°27'09.0"E, 99.18 feet; thence S08°49'48.0"W, 76.98 feet to the north R/W line of Columbus Drive; thence along a curve to the left with radius 316.70 feet and chord bearing N72°11'32.0"W, 106.24 feet; thence N08°09'08.0"E, 208.02 feet; thence N74°22'12.0"W, 193.34 feet; thence N89°23'52.0"W, 234.47 feet; thence N82°34'42.0"W, 190.64 feet;

thence S71°17'57.5"W, 242.28 feet; thence S55°26'47.5"W, 121.28 feet; thence S45°58'37.5"W, 226.75 feet; thence S62°47'57.5"W, 117.55 feet; thence S05°09'12.0"E, 535.78 feet; thence N88°13'12.0"W, 518.35 feet; thence N01°43'48.0"E, 164.99 feet; thence N81°46'15.5"W, 257.58 feet; thence S01°42'55.5"W, 67.02 feet;

thence S01°42'55.5"W, 172.14 feet; thence N89°20'12.5"W, 35.37 feet to the west R/W line of Park Street; thence N89°20'12.5"W, 632.36 feet to the east R/W line of Park Lawn Place; thence N89°36'22.0"W, 65.32 feet to the west R/W line of Park Lawn Place; thence N01°33'48.0"E, 109.32 feet along the west R/W line of Park Lawn Place; thence along a curve to the right with radius 415.01 feet and chord bearing N35°54'17.5"E, 468.23 feet along the west R/W line of Park Lawn Place; thence N70°22'47.5"E, 89.54 feet along the west R/W line of Park Lawn Place;

thence along a curve to the left with radius 167.88 feet and chord bearing N36°14'20.5"E, 188.44 feet along the west R/W line of Park Lawn Place; thence N02°21'01.5"E, 20.00 feet along the west R/W line of Park Lawn Place; thence N87°46'12.5"W, 168.46 feet; thence S05°46'12.0"E, 20.00 feet;

thence S57°51'47.5"W, 168.39 feet; thence N49°11'02.0"W, 431.09 feet; thence S01°44'05.5"W, 867.66 feet; thence N89°20'12.5"W, 367.12 feet to the east R/W line of Bristol Street; thence N89°20'12.5"W, 33.00 feet; thence N01°38'40.5"E, 569.48 feet; thence S88°13'35.5"W, 628.29 feet;

thence S01°18'05.0"W, 569.72 feet; thence S88°11'12.0"W, 237.18 feet; thence N01°18'27.5"E, 194.97 feet; thence N01°17'35.0"E, 50.08 feet; thence N01°17'21.5"E, 124.99 feet; thence S88°13'35.5"W, 127.82 feet to the east R/W line of Clark Street; thence S01°14'04.0"W, 124.98 feet along the east R/W line of Clark Street; thence S01°51'31.0"W, 50.11 feet along the east R/W line of Clark Street; thence S01°17'35.0"W, 97.40 feet along the east R/W line of Clark Street; thence S85°31'08.5"W, 50.26 feet to the west R/W line of Clark Street; thence S88°13'35.5"W, 124.47 feet; thence S01°17'35.0"W, 174.61 feet; thence S88°13'35.5"W, 124.47 feet to the east R/W line of Parmenter Street; thence N88°49'48.0"W, 66.07 feet to the west R/W line of Parmenter Street; thence N01°10'12.0"E, 63.43 feet along the west R/W line of Parmenter Street; thence N01°24'10.0"E, 330.00 feet along the west R/W line of Parmenter Street; thence S89°40'18.5"W, 167.66 feet to the east R/W line of Parmenter Street;

thence S30°53'10.0"W, 385.70 feet along the east R/W line of Parmenter Street; thence S74°14'06.0"W, 290.35 feet to the east R/W line of USH 12; thence N20°28'36.5"W, 81.91 feet along the east R/W line of USH 12; thence S89°34'34.5"W, 518.73 feet to the west R/W line of USH 12;

thence N01°01'46.0"E, 332.70 feet; thence N16°56'49.5"W, 209.59 feet to the south R/W line of Discovery Drive; thence N16°57'11.5"W, 73.57 feet to the north R/W line of Discovery Drive;

thence N81°12'38.0"E, 394.68 feet along the north R/W line of Discovery Drive; thence N88°48'20.0"E, 161.27 feet along the north R/W line of Discovery Drive; thence along a curve to the left with a radius of 285.03 feet and a chord bearing N78°55'20.0"E, 97.85 feet along the north R/W line of Discovery Drive; thence N69°21'20.0"E, 150.01 feet along the north R/W line of Discovery Drive; thence along a curve to the right with a radius of 355.03 feet and a chord bearing S87°37'20.0"E, 281.31 feet along the north R/W line of Discovery Drive to the west R/W line of Parmenter Street; thence along a curve to the left with a radius of 3356.06 feet and a chord bearing N20°59'03.0"E, 388.21 feet along the west R/W line of Parmenter Street; thence N87°52'14.5"W, 553.97 feet; thence S00°44'50.0"W, 53.00 feet; thence N49°10'40.0"W, 38.00 feet; thence N39°46'31.0"W, 54.30 feet; thence N70°24'24.5"W, 140.04 feet; thence S35°21'17.5"W, 62.86 feet;

thence S54°54'57.5"W, 163.84 feet; thence S35°41'40.5"W, 44.08 feet to the east R/W line of USH 12;

thence S67°30'47.5"W, 401.07 feet to the west R/W line of USH 12; thence N25°18'04.5"W, 68.70 feet along the west R/W line of USH 12; thence N15°37'53.0"W, 435.11 feet along the west R/W line of USH 12; thence N15°32'16.0"W, 267.09 feet along the west R/W line of USH 12; thence N81°08'47.0"E, 366.29 feet to the east R/W line of USH 12; thence N87°07'41.5"E, 228.97 feet;

thence S0°07'36.7"E, 126.01 feet; thence S87°14'58.7"E, 189.46 feet to the west R/W line of Laura Lane; thence along a curve to the left with a radius of 60.00 feet and a chord bearing N61°15'45.3"E, 107.92 along the west, south and east R/W line of Laura Lane; thence N0°21'37.7"W, 69.88 feet along the east R/W line of Laura Lane; thence N88°45'08.6"E, 174.10 feet; thence N1°13'37.7"E, 290.24 feet to the north R/W line of Donna Drive; thence S88°46'42.0"W, 239.76 feet along the north R/W line of Donna Drive and across Laura Lane to the west R/W line of Laura Lane; thence N00°25'28.0"W, 687.68 feet along the west R/W line

of Laura Lane; thence S87°55'00.5"W, 953.21 feet to the west R/W line of USH 12; thence N04°27'39.0"W, 67.46 feet along the west R/W line of USH 12;

thence N07°21'43.0"W, 62.86 feet along the west R/W line of USH 12; thence N06°25'49.0"W, 172.50 feet along the west R/W line of USH 12; thence N07°26'48.0"W, 205.20 feet along the west R/W line of USH 12; thence N00°36'16.5"W, 209.19 feet along the west R/W line of USH 12; thence N03°13'26.5"E, 19.73 feet along the west R/W line of USH 12; thence N03°07'24.0"E, 112.36 feet along the west R/W line of USH 12; thence N01°17'50.0"W, 44.79 feet along the west R/W line of USH 12; thence N01°03'35.0"W, 394.12 feet along the west R/W line of USH 12 to the south R/W line of Century Avenue; thence N17°54'35.5"W, 148.36 feet along the west R/W line of USH 12 to the north R/W line of Airport Road and the POINT OF BEGINNING, excluding the areas described as follows;

Lot 1, Certified Survey No. 4569, Volume 20 of Certified Surveys, Pages 54 and 55;

Also, commencing at the west quarter corner of Section 2, township 7 north, range 8 east of the town of Middleton, Dane County, Wisconsin; thence N88°52'31.0"E, 1846.75 feet; thence N01°07'32.5"W, 923.48 feet to east R/W line of Laura Lane, and the POINT OF BEGINNING; thence N01°07'31.0"W, 62.50 feet along the east R/W line of Laura Lane; thence N01°07'27.5"W, 345.29 feet along the east R/W line of Laura Lane; thence N88°46'51.5"E, 835.56 feet to the east R/W line of Parmenter Street;

thence S35°32'59.0"E, 433.84 feet along the east R/W line of Parmenter Street and Century Place;

thence S82°13'18.5"W, 442.78 feet; thence S88°52'31.0"W, 641.02 feet to east R/W line of Laura Lane, and the POINT OF BEGINNING

Also, commencing at the west quarter corner of Section 2, township 7 north, range 8 east of the town of Middleton, Dane County, Wisconsin; thence N88°52'31.0"E, 1846.75 feet; thence N01°07'32.5"W, 112.00 feet to east R/W line of Laura Lane and the POINT OF BEGINNING; thence N01°07'35.0"W, 409.49 feet along the east R/W line of Laura Lane; thence N88°52'32.0"E, 641.03 feet; thence N88°52'28.5"E, 370.36 feet to the west R/W line of Parmenter Street; thence S21°25'02.0"E, 200.02 feet along the west R/W line of Parmenter Street; thence S15°42'24.0"E, 120.61 feet along the west R/W line of Parmenter Street; thence S21°25'02.0"E, 77.62 feet along the west R/W line of Parmenter Street; thence along a curve to the right with radius 50.00 feet and chord bearing S33°43'43.0"W, 82.07 feet to the north R/W line of Century Avenue; thence S00°08'00.5"E, 113.02 feet to the south R/W line of Century Avenue; thence S88°18'51.0"E, 94.96 feet along the south R/W line of Century Avenue;

thence along a curve to the right with radius 32.50 feet and chord bearing S48°34'21.0"E, 41.56 feet to the west R/W line of Parmenter Street; thence along a curve to the right with radius 674.01 feet and chord bearing S07°32'14.0"E, 30.43 feet along the west R/W line of Parmenter Street; thence along a curve to the right with radius 905.02 feet and chord bearing S04°10'31.0"W, 210.65 feet along the west R/W line of Parmenter Street; thence S10°14'02.0"W, 64.28 feet along the west R/W line of Parmenter Street; thence S88°45'20.5"W, 360.46 feet; thence S88°47'08.5"W, 350.03 feet; thence N00°45'23.5"W, 340.39 feet to the south R/W line of Century Avenue; thence N05°41'00.0"E, 110.46 feet to the north R/W line of Century Avenue; thence S88°52'28.5"W, 455.70 feet along the north R/W line of Century Avenue; thence along a curve to the right with radius 35.00 feet and chord bearing N46°07'31.0"W, 49.50 feet to the POINT OF BEGINNING

Also, commencing at the west quarter corner of Section 2, township 7 north, range 8 east of the town of Middleton, Dane County, Wisconsin; thence N88°52'31.0"E, 2557.54 feet; thence S01°07'29.0"E, 938.95 feet to south R/W line of Lisa Lane, and the POINT OF BEGINNING; thence N88°45'03.0"E, 344.22 feet along the south R/W line of Lisa Lane; thence along a curve to the right with radius 14.00 feet and chord bearing S40°30'28.0"E, 21.68 feet to the west R/W line of Parmenter Street; thence S10°14'01.0"W, 168.15 feet along the west R/W line of Parmenter Street; thence S88°44'48.0"W, 268.40 feet; thence S00°42'09.0"W, 196.10 feet; thence S88°48'22.0"W, 49.76 feet; thence N01°11'32.0"W, 377.53 feet to south R/W line of Lisa Lane, and the POINT OF BEGINNING.

Also, commencing at the north quarter corner of Section 12, township 7 north, range 8 east of the town of Middleton, Dane County, Wisconsin; thence S01°19'16.5"W, 127.90 feet; thence S89°41'57.0"E, 810.50 feet;

thence S00°18'03.0"W, 153.77 feet along the east R/W line of Middleton Springs Drive to the north and east R/W line of Middleton Springs Drive and the POINT OF BEGINNING;

thence S89°23'47.0"E, 214.49 feet; thence N01°10'18.0"E, 10.61 feet; thence S88°45'03.0"E, 20.03 feet; thence S01°07'13.7"W, 195.63 feet to the south R/W line of Middleton Springs Drive;

thence N88°53'31.0"W, 19.99 feet along the south R/W line of Middleton Springs Drive;

thence S1°06'39.2"W, 185.02 feet; thence N88°53'52.2"W, 30.20 feet; thence S1°06'25.4"W, 95.04 feet; thence N1°06'25.4"E, 8.00 feet; thence N88°53'24.5"W, 133.25 feet; thence N00°18'03.0"E, 245.04 feet to the south R/W line of Middleton Springs Drive; thence S88°53'31.0"E, 49.31 feet along the south R/W line of Middleton Springs Drive; thence N01°06'29.0"E, 50.00 feet to the north and east R/W line of Middleton Springs Drive, and the POINT OF BEGINNING. Said area includes 424.5 acres including principal boundary less all exclusions as described above.