

ELECTRONIC PACKET

December 18, 2017 Commission Meeting

RELEASED: Monday, December 11, 2017



Milwaukee Metropolitan Sewerage District

260 West Seeboth
Street
Milwaukee, WI
53204

Meeting Agenda

Commission

John R. Hermes, Chair
Kris Martinsek, Vice Chair
James A. Bohl, Dan Devine, Kathy Ehley,
LaTonya Johnson, Carl Krueger, Eugene Manzanet,
José G. Pérez, John Swan, III

Monday, December 18, 2017

9:00 AM

Dennis M. Grzezinski Conference Room

NOTICE IS HEREBY GIVEN, pursuant to Section 19.84, Wisconsin Statutes, that the Milwaukee Metropolitan Sewerage District's Commission will hold its regularly scheduled public meeting on Monday, December 18, 2017 at 9:00 a.m. at the District's Headquarters, 260 W. Seeboth Street, Milwaukee, Wisconsin, in the Dennis M. Grzezinski Conference Room.

PURSUANT TO SECTION 19.85(1)(g), Wisconsin Statutes, the Commission reserves the right to go into Closed Session on any item on the public portion of the agenda to confer with Legal Counsel when it appears the matter may involve the District in litigation. If the Commission does convene in such a Closed Session, it is contemplated that the Commission will again, before adjourning the meeting, reconvene at the same place in Open Session at which time the Commission may act upon any item(s) considered in the Closed Session and upon any unfinished items from the regular agenda.

CALL TO ORDER

RECORD ROLL

Approval of Proceedings of Regular Commission Meeting held November 27, 2017 and Special Commission Meeting held December 4, 2017

NEW BUSINESS

- 11 17-129-12 Election of Commission Chair for the Year 2018
- 12 17-130-12 Election of Commission Vice Chair for the Year 2018
- 17-004-1 Operations and Maintenance Report for November 2017 - Pat Obenauf & Scott Royer

OPERATIONS COMMITTEE MEETING REPORT

- 1 17-119-12 Award of Contract W98002C06, Milwaukee County Grounds Repairs

- 2 17-120-12 Award of Contract S04031C03, South Shore Water Reclamation Facility Digester Gas Treatment Project, and Approve Changes in Total Project Costs
- 3 17-121-12 Amendment Number Three, Contract S06027D01, Preliminary Engineering and Design - South Shore Water Reclamation Facility Tunnels Concrete Rehabilitation Project, and Restore the Executive Director's Original Delegated Authority
- 4 17-122-12 Contract M03103P01, Professional Services for Jones Island and South Shore Water Reclamation Facilities and Select Conveyance Sites Asset Inventory and Condition Assessment

POLICY, FINANCE & PERSONNEL COMMITTEE MEETING REPORT

- 6 17-124-12 Approval of Contract W97004P01, Greenseams® Program Implementation for the Year 2018
- 7 17-125-12 Approval of Contract W97003P05, Working Soils® Program Implementation for the Year 2018
- 8 17-126-12 Authorizing the Executive Director to Enter into a Contract for Stop Loss Insurance for Milwaukee Metropolitan Sewerage District Group Health Insurance Benefits
- 9 17-127-12 Adoption of Commission Policy 1-76.08, Declaration as Original Record: Paper Records Converted to Electronic Format
- 10 17-128-12 Authorizing and Providing for the Sale and Issuance of Two Series of General Obligation Sewerage System Promissory Notes, Levying Taxes for the Payment Thereof, and All Related Details
- Requires a 2/3 Affirmative Vote of the Commission for Adoption*

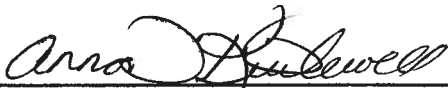
ORGANIZATION & ADMINISTRATION

17-003-1 EXECUTIVE DIRECTOR'S REPORT

- A. Monthly Reports
- B. Staff Recognition (Kevin Shafer)
- C. 2050 Facilities Plan Update (Bill Krill)
- D. Greenseams® Program Overview (Stephen McCarthy)
- E. Government Finance Officers Association Award of Financial Reporting Achievement (Mark Kaminski)

ADJOURNMENT

PLEASE NOTE: Upon reasonable notice, efforts will be made to accommodate the needs of disabled individuals through sign language interpreters or other auxiliary aids. For additional information or to request these services, contact the Office of the Commission at (414) 225-2088, (FAX) (414) 272-5057 or write to Office of the Commission, 260 W. Seeboth Street, Milwaukee, Wisconsin, 53204-1446.



**Anna Kettlewell, Commission Secretary
Milwaukee Metropolitan Sewerage District**



Milwaukee Metropolitan Sewerage District

260 West Seeboth
Street
Milwaukee, WI
53204

Meeting Agenda Commission

John R. Hermes, Chair
Kris Martinsek, Vice Chair
James A. Bohl, Dan Devine, Kathy Ehley,
LaTonya Johnson, Carl Krueger, Eugene Manzanet,
José G. Pérez, John Swan, III

Monday, December 18, 2017

9:00 AM

Dennis M. Grzezinski Conference Room

AGENDA ADDENDUM

NOTICE IS HEREBY GIVEN, pursuant to Section 19.84, Wisconsin Statutes, that the Milwaukee Metropolitan Sewerage District's Commission changes its agenda as follows for its regularly scheduled public meeting on Monday, December 18, 2017 at 9:00 a.m. at the District's Headquarters, 260 W. Seeboth Street, Milwaukee, Wisconsin, in the Dennis M. Grzezinski Conference Room.

THE FOLLOWING ITEM HAS BEEN ADDED TO THE AGENDA.

CLOSED SESSION

PURSUANT TO SECTION 19.85(1)(e) and (g), Wisconsin Statutes, the Commission will go into Closed Session regarding deliberations and/or negotiations on contracts which for bargaining reasons require a Closed Session and for conferring with Legal Counsel with respect to litigation in which the District is or may become involved.

CS1 17-131-12 Conferring with Legal Counsel on Potential Impacts of Legislative Initiatives Related to Rate Setting Authority and Rate Challenges

PURSUANT TO SECTION 19.84, the Commission may reconvene in Open Session to continue discussion of items listed on the public agenda; and may reconvene in Closed Session again thereafter to further discuss any items not completed during the Closed Session and may thereafter reconvene in Open Session to further discuss the Open and Closed Session items. Any items taken up in Closed Session may subsequently be taken up in Open Session.

Anna Kettlewell, Commission Secretary
Milwaukee Metropolitan Sewerage District



Milwaukee Metropolitan Sewerage District

260 West Seeboth
Street
Milwaukee, WI
53204

**Meeting Agenda
Commission**

*John R. Hermes, Chair
Kris Martinsek, Vice Chair
James A. Bohl, Dan Devine, Kathy Ehley,
LaTonya Johnson, Carl Krueger, Eugene Manzanet,
José G. Pérez, John Swan, III*

Monday, December 18, 2017

9:00 AM

Dennis M. Grzezinski Conference Room

NOTICE IS HEREBY GIVEN, pursuant to Section 19.84, Wisconsin Statutes, that the Milwaukee Metropolitan Sewerage District's Commission will hold its regularly scheduled public meeting on Monday, December 18, 2017 at 9:00 a.m. at the District's Headquarters, 260 W. Seeboth Street, Milwaukee, Wisconsin, in the Dennis M. Grzezinski Conference Room.

PURSUANT TO SECTION 19.85(1)(g), Wisconsin Statutes, the Commission reserves the right to go into Closed Session on any item on the public portion of the agenda to confer with Legal Counsel when it appears the matter may involve the District in litigation. If the Commission does convene in such a Closed Session, it is contemplated that the Commission will again, before adjourning the meeting, reconvene at the same place in Open Session at which time the Commission may act upon any item(s) considered in the Closed Session and upon any unfinished items from the regular agenda.

CALL TO ORDER

RECORD ROLL

Approval of Proceedings of Regular Commission Meeting held November 27, 2017 and Special Commission Meeting held December 4, 2017

NEW BUSINESS

- 11 17-129-12 Election of Commission Chair for the Year 2018
- 12 17-130-12 Election of Commission Vice Chair for the Year 2018
- 17-004-1 Operations and Maintenance Report for November 2017 - Pat Obenauf & Scott Royer

OPERATIONS COMMITTEE MEETING REPORT

- 1 17-119-12 Award of Contract W98002C06, Milwaukee County Grounds Repairs

- 2 17-120-12 Award of Contract S04031C03, South Shore Water Reclamation Facility Digester Gas Treatment Project, and Approve Changes in Total Project Costs
- 3 17-121-12 Amendment Number Three, Contract S06027D01, Preliminary Engineering and Design - South Shore Water Reclamation Facility Tunnels Concrete Rehabilitation Project, and Restore the Executive Director's Original Delegated Authority
- 4 17-122-12 Contract M03103P01, Professional Services for Jones Island and South Shore Water Reclamation Facilities and Select Conveyance Sites Asset Inventory and Condition Assessment

POLICY, FINANCE & PERSONNEL COMMITTEE MEETING REPORT

- 6 17-124-12 Approval of Contract W97004P01, Greenseams® Program Implementation for the Year 2018
- 7 17-125-12 Approval of Contract W97003P05, Working Soils® Program Implementation for the Year 2018
- 8 17-126-12 Authorizing the Executive Director to Enter into a Contract for Stop Loss Insurance for Milwaukee Metropolitan Sewerage District Group Health Insurance Benefits
- 9 17-127-12 Adoption of Commission Policy 1-76.08, Declaration as Original Record: Paper Records Converted to Electronic Format
- 10 17-128-12 Authorizing and Providing for the Sale and Issuance of Two Series of General Obligation Sewerage System Promissory Notes, Levying Taxes for the Payment Thereof, and All Related Details

Requires a 2/3 Affirmative Vote of the Commission for Adoption

ORGANIZATION & ADMINISTRATION

17-003-1 EXECUTIVE DIRECTOR'S REPORT

- A. Monthly Reports
- B. Staff Recognition (Kevin Shafer)
- C. 2050 Facilities Plan Update (Bill Krill)
- D. Greenseams® Program Overview (Stephen McCarthy)
- E. Government Finance Officers Association Award of Financial Reporting Achievement (Mark Kaminski)

CLOSED SESSION

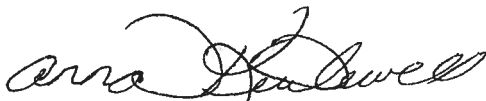
PURSUANT TO SECTION 19.85(1)(e) and (g), Wisconsin Statutes, the Commission will go into Closed Session regarding deliberations and/or negotiations on contracts which for bargaining reasons require a Closed Session and for conferring with Legal Counsel with respect to litigation in which the District is or may become involved.

CS1 17-131-12 Conferring with Legal Counsel on Potential Impacts of Legislative Initiatives Related to Rate Setting Authority and Rate Challenges

PURSUANT TO SECTION 19.84, the Commission may reconvene in Open Session to continue discussion of items listed on the public agenda; and may reconvene in closed Session again thereafter to further discuss any items not completed during the Closed Session and may thereafter reconvene in Open Session to further discuss the Open and Closed Session items. Any items taken up in Closed Session may subsequently be taken up in Open Session.

ADJOURNMENT

PLEASE NOTE: Upon reasonable notice, efforts will be made to accommodate the needs of disabled individuals through sign language interpreters or other auxiliary aids. For additional information or to request these services, contact the Office of the Commission at (414) 225-2088, (FAX) (414) 272-5057 or write to Office of the Commission, 260 W. Seeboth Street, Milwaukee, Wisconsin, 53204-1446.



**Anna Kettlewell, Commission Secretary
Milwaukee Metropolitan Sewerage District**



Milwaukee Metropolitan Sewerage District

260 West
Seeboth Street
Milwaukee, WI
53204

Meeting Minutes

Commission

John R. Hermes, Chair
Kris Martinsek, Vice Chair
James A. Bohl, Dan Devine, Kathy Ehley,
LaTonya Johnson, Carl Krueger, Eugene Manzanet,
José G. Pérez, John Swan, III

Monday, November 27, 2017

9:00 AM

Dennis M. Grzezinski Conference Room

CALL TO ORDER

Commission Chair Commissioner Hermes called the meeting to order at 9:00 a.m.

RECORD ROLL

Present 9 - James A. Bohl, Dan Devine, Kathy Ehley, John R. Hermes, LaTonya Johnson, Carl Krueger, Eugene Manzanet, Kris Martinsek, and John Swan III
Absent 1 - José G. Pérez

Approval of Proceedings of Regular Commission Meeting held October 23, 2017

A motion was made by Commissioner Bohl, seconded by Commissioner Manzanet. The motion carried.

NEW BUSINESS

17-004-1 Operations and Maintenance Report for October 2017 - Pat Obenauf & Scott Royer

The Commission received a PowerPoint presentation from Patrick Obenauf, Manager of Contract Compliance, and Scott Royer, General Manager, Veolia Water Milwaukee, LLC.

OPERATIONS COMMITTEE MEETING REPORT

Items 1-3 were taken as a block.

1 17-107-11 Contract TS-2642, General On-Call Engineering Services for Watercourse Facilities

A motion was made by Commissioner Krueger, seconded by Commissioner Devine, that this resolution be adopted by a voice vote. The motion carried by a unanimous voice vote.

- 2 17-108-11 Award of Contract J01018C04, Jones Island Water Reclamation Facility Inline Storage System Pump #1 Rehabilitation
- A motion was made by Commissioner Krueger, seconded by Commissioner Devine, that this resolution be adopted by a voice vote. The motion carried by a unanimous voice vote.

- 3 17-109-11 Approval of Funding Agreement BD02 Under Project M03044, 2017/2018 Village of Brown Deer Private Property Inflow and Infiltration Reduction Project
- A motion was made by Commissioner Krueger, seconded by Commissioner Devine, that this resolution be adopted by a voice vote. The motion carried by a unanimous voice vote.

POLICY, FINANCE & PERSONNEL COMMITTEE MEETING REPORT

Items 4-6 and 8-12 were taken as a block.

- 4 17-110-11 Authorizing 2018 Capital Charges to Non-Member Communities
- A motion was made by Commissioner Swan, seconded by Commissioner Ehley, that this resolution be adopted by a voice vote. The motion carried by a unanimous voice vote.
- 5 17-111-11 Update of Cost Recovery Procedures Manual, Including 2018 User Charge Rates
- A motion was made by Commissioner Swan, seconded by Commissioner Ehley, that this resolution be adopted by a voice vote. The motion carried by a unanimous voice vote.
- 6 17-112-11 Declaration of the Public Necessity and Approval of the Acquisition Plat (Relocation Order) for the Permanent Pigging Station for the Landfill Gas Pipeline, Project P02003
- A motion was made by Commissioner Swan, seconded by Commissioner Ehley, that this resolution be adopted by a voice vote. The motion carried by a unanimous voice vote.
- 7 17-113-11 Authorizing and Providing for the Sale and Issuance of Two Series of General Obligation Sewerage System Promissory Notes, Levying Taxes for the Payment Thereof, and All Related Details
- A motion was made by Commissioner Manzanet, seconded by Commissioner Martinsek, that this resolution be adopted by a roll call vote. The motion carried by the following roll call vote:
- Yes: 9 - Commissioner Bohl, Commissioner Devine, Commissioner Ehley, Commissioner Hermes, Commissioner Johnson, Commissioner Krueger, Commissioner Manzanet, Commissioner Martinsek and Commissioner Swan III

No: 0

Absent: 1 - Commissioner Pérez

- 8 17-114-11 Authorizing the Executive Director to Extend the Contracts for Prescription Drug and Supplemental Medical Coverage for Post Medicare Retirees
- A motion was made by Commissioner Swan, seconded by Commissioner Ehley, that this resolution be adopted by a voice vote. The motion carried by a unanimous voice vote.
- 9 17-115-11 Authorizing the Executive Director to Enter into a Contract for Pharmacy Benefit Management Services with Optum Rx Effective January 1, 2018
- A motion was made by Commissioner Swan, seconded by Commissioner Ehley, that this resolution be adopted by a voice vote. The motion carried by a unanimous voice vote.
- 10 17-116-11 Authorizing the Executive Director to Extend a One-year Contract for Life Insurance Benefits to Humana Effective January 1, 2018, through December 31, 2018
- A motion was made by Commissioner Swan, seconded by Commissioner Ehley, that this resolution be adopted by a voice vote. The motion carried by a unanimous voice vote.
- 11 17-117-11 Destruction of District Records Pursuant to Commission Policy 1-76.04, Records Retention Policy
- A motion was made by Commissioner Swan, seconded by Commissioner Ehley, that this resolution be adopted by a voice vote. The motion carried by a unanimous voice vote.
- 12 17-118-11 An Agreement for the Establishment of Sister Utilities Relationship between the Milwaukee Metropolitan Sewerage District and the Beijing Water Authority of the People's Republic of China
- A motion was made by Commissioner Swan, seconded by Commissioner Ehley, that this resolution be adopted by a voice vote. The motion carried by a unanimous voice vote.

ORGANIZATION & ADMINISTRATION

17-003-1

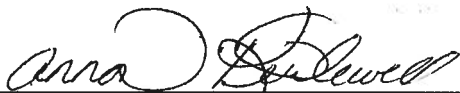
EXECUTIVE DIRECTOR'S REPORT

- A. Monthly Reports
- B. Staff Recognition (Kevin Shafer)
- C. Daily Reporter Newsmaker of the Year Award (Kevin Shafer)
 - A. No report.
 - B. No report.
 - C. Michael Martin, Director of Technical Services, presented the award to the Commission.

ADJOURNMENT

It was moved by Commissioner Krueger, seconded by Commissioner Manzanet to adjourn. The motion carried.

As there was no further business, the meeting was adjourned at 9:10 a.m.



**Anna Kettlewell, Commission Secretary
Milwaukee Metropolitan Sewerage District**



Milwaukee Metropolitan Sewerage District

260 West
Seeboth Street
Milwaukee, WI
53204

Meeting Minutes Commission

John R. Hermes, Chair
Kris Martinsek, Vice Chair
James A. Bohl, Dan Devine, Kathy Ehley,
LaTonya Johnson, Carl Krueger, Eugene Manzanet,
José G. Pérez, John Swan, III

Monday, December 4, 2017

9:10 AM

Dennis M. Grzezinski Conference Room

SPECIAL COMMISSION MEETING

CALL TO ORDER

Commission Chair Commissioner Hermes called the meeting to order at 10:22 a.m.

RECORD ROLL

Present 10 - James A. Bohl, Dan Devine, Kathy Ehley, John R. Hermes, LaTonya Johnson, Carl Krueger, Eugene Manzanet, Kris Martinsek, José G. Pérez, and John Swan III

OPERATIONS COMMITTEE MEETING REPORT

5 17-123-12 Award of Contract W10002C01, Estabrook Dam Removal Project

A motion was made by Commissioner Krueger, seconded by Commissioner Manzanet, that this resolution be adopted by a voice vote. The motion carried by a unanimous voice vote.

ADJOURNMENT

It was moved by Commissioner Bohl, seconded by Commissioner Manzanet, to adjourn. The motion carried.

As there was no further business, the meeting was adjourned at 10:24 a.m.

Anna Kettlewell, Commission Secretary
Milwaukee Metropolitan Sewerage District



COMMISSION FILE NO: 17-129-12 **DATE INTRODUCED:** December 18, 2017

INTRODUCED BY: Commission Chair (Signature on File in the Office of the Commission)

REFERRED BY COMMISSION CHAIRPERSON TO: Commission

RELATING TO: Election of Commission Chair for the Year 2018

SUMMARY:

Annually, at the December Commission meeting, the Commission elects a Commission Chair for the following year.

ATTACHMENTS: BACKGROUND KEY ISSUES RESOLUTION
FISCAL NOTE S/W/MBE OTHER _____

CO_Election_Commission_Chair_2018_legislative_file.docx
11-09-17

COMMITTEE ACTION: _____ **DATE:** _____

COMMISSION ACTION: _____ **DATE:** _____

RESOLUTION

Election of Commission Chair for the Year 2018

RESOLVED, by the Milwaukee Metropolitan Sewerage Commission, that Commissioner _____ is hereby elected to serve as Commission Chair effective January 1, 2018 through December 31, 2018.



COMMISSION FILE NO: 17-130-12 **DATE INTRODUCED:** December 18, 2017

INTRODUCED BY: Commission Chair (Signature on File in the Office of the Commission)

REFERRED BY COMMISSION CHAIRPERSON TO: Commission

RELATING TO: Election of Commission Vice Chair for the Year 2018

SUMMARY:

Annually, at the December Commission meeting, the Commission elects a Commission Vice Chair for the following year.

ATTACHMENTS: BACKGROUND KEY ISSUES RESOLUTION
FISCAL NOTE S/W/MBE OTHER _____

*CO_Election_Commission_Vice_Chair_2018_legislative_file.docx
11-09-17*

COMMITTEE ACTION: _____ **DATE:** _____

COMMISSION ACTION: _____ **DATE:** _____

RESOLUTION

Election of Commission Vice Chair for the Year 2018

RESOLVED, by the Milwaukee Metropolitan Sewerage Commission, that Commissioner _____ is hereby elected to serve as Commission Vice Chair effective January 1, 2018 through December 31, 2018.

COMMISSION MEETING

December 18, 2017

**OPERATIONS AND MAINTENANCE REPORT FOR NOVEMBER 2017 – PAT
OBENAUF & SCOTT ROYER**

17-004-01

**PowerPoint presentation from Patrick Obenauf, Manager of Contract Compliance,
and Scott Royer, General Manager, Veolia Water Milwaukee, LLC**



COMMISSION FILE NO: 17-119-12 **DATE INTRODUCED:** December 4, 2017

INTRODUCED BY: Executive Director (Signature on File in the Office of the Commission)

REFERRED BY COMMISSION CHAIRPERSON TO: Operations Committee

RELATING TO: Award of Contract W98002C06, Milwaukee County Grounds Repairs

SUMMARY:

The Commission is requested to award and to direct the Executive Director to execute on behalf of the District Contract W98002C06, Milwaukee County Grounds (MCG) Repairs, with C.W. Purpero, Inc., (Purpero) in an amount of \$232,890. Purpero was the lowest responsible, responsive bidder between two bids received.

The MCG Floodwater Management Facility (Facility) is a major component of the District's Menomonee River Watercourse Management Plan. The Facility began actively reducing flood risk to over 300 buildings in Wauwatosa and Milwaukee in 2011. The Facility covers about 65 acres and can store up to 315 million gallons of floodwater.

A portion of the Facility is classified as a dam under the Wisconsin Department of Natural Resources Administrative Code. The District, as the owner/operator of the Facility, is responsible for inspecting, operating, and maintaining the dam and impoundment area; ensuring that the Facility functions properly; and ensuring public safety.

The District performs regular dam inspections to identify any issues that might prevent the dam from providing the necessary protection. The most recent inspection identified the following issues that need to be repaired:

- Earth settlement in various areas of the dam.
- Erosion at various areas throughout the east basin side slopes, maintenance roadways, and around some concrete structures.

ATTACHMENTS: **BACKGROUND** **KEY ISSUES** **RESOLUTION**
FISCAL NOTE **S/W/MBE** **OTHER** _____

OP_Award_W98002C06_MCG_Repairs_legislative_file.docx
11-13-17

COMMITTEE ACTION: _____ **DATE:** _____

COMMISSION ACTION: _____ **DATE:** _____

SUMMARY (Cont'd)

Award of Contract W98002C06, Milwaukee County Grounds Repairs

This proposed contract rectifies these issues as follows:

- Add replacement fill material to areas where settlement has occurred.
- Provide gravel material to restore maintenance roadways.
- Perform erosion control on basin side slopes and around concrete structures using rock rip-rap.
- Complete landscape restoration after repairs are completed.

The contract duration is approximately four months.

RESOLUTION

Award of Contract W98002C06, Milwaukee County Grounds Repairs

RESOLVED, by the Milwaukee Metropolitan Sewerage Commission, that Contract W98002C06, Milwaukee County Grounds Repairs, is awarded to C.W. Purpero, Inc., in the amount of \$232,890, and that the Executive Director is directed to execute a contract on the behalf of the District.



O&M Budget Fiscal Note

RELATING TO:

Award of Contract W98002C06, Milwaukee County Grounds Repairs

Cost Center:	Line Item:
ENG _____	649 _____

Line Item Impact			
2017 Original Budget		\$986,100	
Carryovers or Transfers		\$0	
Adjusted Budget		\$986,100	
Estimated Annual Expenditure including Request		\$507,773	
Anticipated Year End Balance		\$478,327	
Actual Year to Date Expenditures Through 11/2		\$487,061	
For unfavorable Year End Balance, identify funding source:			
	<input type="checkbox"/>	Absorbed within the Division	
	<input type="checkbox"/>	Other Division	
	<input type="checkbox"/>	Unallocated Reserve	
Anticipated Expenditure Timing			
	Requested Expenditures	Anticipated Savings/Revenues	Net Fiscal Impact
Current Year (2017)	\$0	\$0	\$0
Subsequent	\$232,890	\$0	\$232,890
Total Cost	\$232,890	\$0	\$232,890

Comments: The work associated with this contract was originally budgeted in the 2017 Operations and Maintenance Budget. Due to the work not set to begin until 2018 a request will be made at year-end to carryover the unexpended funds.

Budget Review by:	Date
Theresa Zwieg _____	11/2/2017 _____

Award of Contract W98002C06, Milwaukee County Grounds Repairs



Procurement & S/W/MBE Summary Information

Contract # W98002C06

Cost Center: ENG

Milwaukee County Grounds Repairs

BID SUMMARY

Bid Opening Date: 9/21/2017

	Total	SWMBE	Local
# of Bids	2	0	2
# of Responsive Bids	2	0	2

Bidders	Price	Responsive?	Responsible?	% Sub	% SWMBE
C.W. Purpero, Inc. Oak Creek, WI 53154	\$232,890.00	Responsive	Responsible	20.4%	20.4%
Poblocki Paving Corporation West Allis, WI 53214	\$288,777.00	Responsive	Responsible	20.1%	20.1%

SUBCONTRACTOR INFORMATION

Type	Subcontractor Name	Type of Work	%	Amount
SBE	Natural Landscapes Pewaukee, WI 53072	Landscaping	1.5%	\$3,500.00
WBE	Tremmel-Anderson Trucking Sussex, WI 53089	Trucking	18.9%	\$44,000.00

ECONOMIC DEVELOPMENT ELEMENTS

Workforce Requirements

Sanitary Sewer Service Area (SSSA)
Employment: 45%

Target Area (TA) Employment: 20%

Apprentices Required: 0

OUTREACH INFORMATION

The Procurement team performed the following outreach: advertised in the Daily Reporter, sent an e-mail notification to all registered firms in the Construction category, and sent targeted e-mails to 24 SWMBE landscaping firms. The bid opportunity is also publicly accessible from the MMSD website and Quest CDN. Quest CDN also performs outreach to its users when a bid is posted.

S/W/MBE Planholders:

NuGen Johnson, LLC; Rams Contracting, Ltd

If no or low S/W/MBE participation, explain why:

n/a

Additional Comments:

n/a

AWARDEE INFORMATION

Company:	<u>C.W. Purpero, Inc.</u>
Contact Person:	<u>Todd Schmidt</u>
Phone Number:	<u>(414) 856-2850</u>
E-mail Address:	<u>schmidtt@purpero.com</u>

EEO DATA

	Local or National Office? <u>Local</u>		Total # of Employees <u>66</u>		
	<u>Total</u>	<u>%</u>		<u>Total</u>	<u>%</u>
Minorities	<u>3</u>	<u>4.5%</u>	Females	<u>4</u>	<u>6.1%</u>
African American	<u>2</u>	<u>3.0%</u>	African American	<u>0</u>	<u>0.0%</u>
Asian	<u>0</u>	<u>0.0%</u>	Asian	<u>0</u>	<u>0.0%</u>
Hispanic	<u>1</u>	<u>1.5%</u>	Hispanic	<u>1</u>	<u>1.5%</u>
Native American	<u>0</u>	<u>0.0%</u>	Native American	<u>0</u>	<u>0.0%</u>
<i>Labor Market Availability - Minorities</i>		<u>20.0%</u>	<i>Labor Market Availability - Females</i>		<u>48.0%</u>



COMMISSION FILE NO: 17-120-12 **DATE INTRODUCED:** December 4, 2017

INTRODUCED BY: Executive Director (Signature on File in the Office of the Commission)

REFERRED BY COMMISSION CHAIRPERSON TO: Operations Committee

RELATING TO: Award of Contract S04031C03, South Shore Water Reclamation Facility Digester Gas Treatment Project, and Approve Changes in Total Project Costs

SUMMARY:

The Commission is requested to award and to direct the Executive Director to execute on behalf of the District Contract S04031C03, South Shore Water Reclamation Facility (SSWRF) Digester Gas Treatment Project, with J.F. Ahern Co. in the amount of \$2,775,000. J.F. Ahern Co. was the lowest responsible, responsive bidder between two bids received.

Further, the Commission is requested to decrease the total project cost for Project S04031, Digester Gas Treatment System, by \$300,000 for an amended total project cost of \$4,575,507 and to make a corresponding change to the total project cost for Project M99001, Allowance for Cost and Schedule Changes.

SSWRF currently operates an anaerobic digestion system to reduce primary sludge mass and produce digester gas. Digester gas is normally combusted in engine generators and/or boilers to produce electricity and heat for plant consumption. This reduces the District's energy costs, is a renewable energy source, and contributes to the District's 2035 energy goals.

Untreated digester gas contains high moisture levels, hydrogen sulfide, and high levels of siloxanes. These components can result in significant engine and accelerated wear. When the engine generator system was designed, gas testing indicated that it was unnecessary to treat the gas before using it in the engines.

ATTACHMENTS: **BACKGROUND** **KEY ISSUES** **RESOLUTION**
FISCAL NOTE **S/W/MBE** **OTHER** _____

OP_AW_S04031C03_DG_Treatment_legislative_file.docx
11-13-17

COMMITTEE ACTION: _____ **DATE:** _____

COMMISSION ACTION: _____ **DATE:** _____

SUMMARY (Cont'd)

Award of Contract S04031C03, South Shore Water Reclamation Facility Digester Gas Treatment Project, and Approve Changes in Total Project Costs

The engine generators began operations in 2011. In the last several years, the engine generators have needed frequent and extensive repairs, rehabilitation, and overhauls, costing up to \$150,000 for a major overhaul. In addition, if an engine is out of service, energy production suffers and results in the need for the District to purchase additional energy that it otherwise could have produced on its own.

District staff recommends implementing a digester gas treatment system to decrease the maintenance costs of the engine generators, increase the reliability of the engine generators, and decrease overall operating costs at SSWRF when compared to current conditions.

The scope of the originally proposed construction Contract S04031C01 included installation of a digester gas treatment system, along with upgrades and replacement to associated support systems. The District publicly advertised and bid contract S04031C01, but only received one bid. While the bid was responsive and the bidder responsible, the bid was higher than budgeted by nearly \$650,000. Proposed mechanical work was more expensive than expected and previously experienced.

Thus, due to the bid being higher than the budgeted amount and only having one bid, the Commission rejected the lone bid received for Contract S04031C01. After bid rejection, staff worked to revise the bid package by modifying the scope of the work and producing three bid packages as described below:

- Contract S04031C02 – Remove and replace valves in the digester gallery.
- Contract S04031C03 – Install the new digester gas treatment system.
- Contract S04031C04 – Replace an existing 18-inch diameter gas supply line.

The intent is to develop bid packages that meet the project goals, but also result in more bidders and bids that are closer to the project budget.

The general scope of work for construction contract S04031C03 includes:

- Providing a new gas treatment system, consisting of moisture removal and siloxane removal.
- Removing two existing gas compressors.
- Modifying four existing gas compressors.
- Replacing two motor control centers (MCC's) with two new MCC's for powering the modified compressors.
- Providing three new variable frequency drives for the three modified compressors.
- Associated piping modifications.

The duration for this contract is approximately 14 months.

RESOLUTION

Award of Contract S04031C03, South Shore Water Reclamation Facility Digester Gas Treatment Project, and Approve Changes in Total Project Costs

RESOLVED, by the Milwaukee Metropolitan Sewerage Commission, that Contract S04031C03, South Shore Water Reclamation Facility Digester Gas Treatment Project, is awarded to J.F. Ahern Co. in the amount of \$2,775,000, and that the Executive Director is directed to execute a contract on behalf of the District.

FURTHER RESOLVED, by the Milwaukee Metropolitan Sewerage Commission, that the total project cost for Project S04031, Digester Gas Treatment System, is decreased by \$300,000 for an amended total project cost of \$4,575,507, and that a corresponding change is made to the total project cost for Project M99001, Allowance for Cost and Schedule Changes.



Capital Budget Fiscal Note
Total Project Cost

RELATING TO:

Award of Contract S04031C03, South Shore Water Reclamation Facility Digester Gas Treatment Project, and Approve Changes in Total Project Costs

Capital Project Number(s)	Impact of Requested Action on Total Project Cost:		
<u>S04031-Digester Gas Treatment System</u>	<input type="checkbox"/> Increase	<input checked="" type="checkbox"/> Decrease	<input type="checkbox"/> New Project <input type="checkbox"/> No Change

<u>Total Project Cost Analysis</u>	<u>Project Costs</u>
Adopted 2018 Total Project Cost	\$4,875,507
Previously Approved Changes	\$0
Approved Total Project Cost	\$4,875,507
Requested Total Project Cost	\$4,575,507
Requested (Increase)/Decrease	\$300,000

Action to be taken to Long-Range Financing Plan to address Total Project Cost change	
_____	Transfer from Allowance for Cost and Schedule Changes
_____	Transfer from another project (specify in comments)
_____	Delay Project(s) (specify in comments)
_____	Delete Project(s) (specify in comments)
_____	Other _____
x	Transfer to Allowance for Cost and Schedule Changes

Comments
 The requested decrease in total project cost reflects the actual bid received following scope modifications.

Budget Review by:	Date:
<u>Theresa Zwieg</u>	<u>11/6/2017</u>

Award of Contract S04031C03, South Shore Water Reclamation Facility Digester Gas Treatment Project, and Approve Changes in Total Project Costs



Procurement & S/W/MBE Summary Information

Contract # S04031C03 **Cost Center:** ENG

South Shore Water Reclamation Facility Digester Gas Treatment Project, and Approve Changes in Total Project Costs

BID SUMMARY

Bid Opening Date: 10/30/2017

	Total	SWMBE	Local
# of Bids	2	0	1
# of Responsive Bids	2	0	1

Bidders	Price	Responsive?	Responsible?	% Sub	% SWMBE
J.F. Ahern Co. Fond du Lac, WI 54935	\$2,775,000.00	Responsive	Responsible	20.7%	6.2%
Butters-Fetting Co. Milwaukee, WI 53204	\$2,999,000.00	Responsive	Responsible	21.3%	5.9%

SUBCONTRACTOR INFORMATION

Type	Subcontractor Name	Type of Work	%	Amount
Non-SWMBE	Pieper Electric New Berlin, WI 53151	Electrical	14.5%	\$402,662.00
SBE	Property Solutions Mequon, WI 53092	Landscaping	0.3%	\$7,000.00
SBE	NuGen Johnson Sussex, WI 53089	General Construction	4.8%	\$134,016.00
MBE	Hard Rock Sawing & Drilling Keshena, WI 54135	Core Holes	0.2%	\$4,750.00
MBE	Sanchez Coating & Environmental Wausau, WI 54401	Painting	0.9%	\$24,525.00

ECONOMIC DEVELOPMENT ELEMENTS

Workforce Requirements

Sanitary Sewer Service Area (SSSA) Employment:	45%
Target Area (TA) Employment:	20%
# Apprentices Required:	1

OUTREACH INFORMATION

The Procurement team performed the following outreach: advertised in the Daily Reporter, sent an e-mail notification to all registered firms in the Mechanical, Electrical and General Construction categories, sent targeted e-mails to 230 potential prime bidders, sent targeted e-mails to 27 SWMBE (Electrical, Mechanical, Painting, Trenching, General Construction) firms, and notified the various local chambers of commerce. The bid opportunity is also publicly accessible from the MMSD website and Quest CDN. Quest CDN also performs outreach to its users when a bid is posted. □

S/W/MBE Planholders:

Platt Construction, Inc., Energenecs, Inc, Benavides Construction, Thomas A. Mason Co., Inc.

If no or low S/W/MBE participation, explain why:

Over 50% of the contract amount is for equipment/material, 30% for labor and the remaining 20% is for overhead and profit; 29 SWMBE firms invited by J.F. Ahern to bid - 13 firms bid, 10 returned a "won't bid" response and the remaining firms did not respond or were undecided.

Additional Comments:

JF Ahern solicited SWMBE firms via their firm's bidding application and contacted MMSD SWMBE representatives

AWARDEE INFORMATION

Company:	J.F. Ahern Co.
Contact Person:	Clerical Department
Phone Number:	920-921-9020
E-mail Address:	mcdadmin@jfahern.com

EEO DATA

	Local or National Office?	National		Total # of Employees	1347
	<u>Total</u>	<u>%</u>		<u>Total</u>	<u>%</u>
Minorities	45	3.3%	Females	184	13.7%
African American	12	0.9%	African American	1	0.1%
Asian	3	0.2%	Asian	0	0.0%
Hispanic	22	1.6%	Hispanic	2	0.1%
Native American	8	0.6%	Native American	1	0.1%
<i>Labor Market Availability - Minorities</i>		20.0%	<i>Labor Market Availability - Females</i>		48.0%



COMMISSION FILE NO: 17-121-12 **DATE INTRODUCED:** December 4, 2017

INTRODUCED BY: Executive Director (Signature on File in the Office of the Commission)

REFERRED BY COMMISSION CHAIRPERSON TO: Operations Committee

RELATING TO: Amendment Number Three, Contract S06027D01, Preliminary Engineering and Design – South Shore Water Reclamation Facility Tunnels Concrete Rehabilitation Project, and Restore the Executive Director’s Original Delegated Authority

SUMMARY:

The Commission is requested to authorize the Executive Director to execute Amendment Number Three to Contract S06027D01, Preliminary Engineering and Design – South Shore Water Reclamation Facility (SSWRF) Tunnels Concrete Rehabilitation Project, with Graef-USA, Inc. (Graef), in an amount not to exceed \$28,975 and to restore the Executive Director’s original delegated authority.

Many facilities and buildings in the lower portion of SSWRF are connected with underground cast-in-place concrete utility tunnels and were constructed in the 1960’s and 1980’s. The tunnels contain process and utility piping and power and control wiring conduits. The tunnels allow equipment and materials to be moved efficiently between buildings and staff to walk from building to building while protected from the elements.

Over time, rainwater and groundwater have entered the tunnels via leaks at various locations, causing pipe and conduit corrosion and damage to the tunnel structures themselves. The purpose of this project is to correct the most serious leaks in the SSWRF tunnels to ensure staff safety, ensure that process and utility services are operational and reliable, and prevent further concrete tunnel deterioration.

ATTACHMENTS: **BACKGROUND** **KEY ISSUES** **RESOLUTION**
FISCAL NOTE **S/W/MBE** **OTHER** _____

OP_Amdt2_S06027_Tunnels_legislative_file.docx
11-13-17

COMMITTEE ACTION: _____ **DATE:** _____

COMMISSION ACTION: _____ **DATE:** _____

SUMMARY (Cont'd)

Amendment Number Three, Contract S06027D01, Preliminary Engineering and Design – South Shore Water Reclamation Facility Tunnels Concrete Rehabilitation Project, and Restore the Executive Director's Original Delegated Authority

To resolve these issues, the Commission authorized Contract S06027D01 with an original scope of work that included the following engineering and design services:

- Survey and inspect the SSWRF utility tunnels to determine the extent of work required to address 20 to 25 ventilator shaft leaks and approximately 20 wall and ceiling leaks at various locations.
- Provide engineering design services to prepare a set of bid documents (plans and specifications).
- Provide bid and award services.
- Provide engineering services during construction (ESDC).

As work under the contract progressed, several changes occurred that resulted in additional scope of work as follows (performed under contract amendments one and two):

- Perform additional engineering for safety related electrical issues within the tunnels.
- To facilitate bidding, create two separate bid packages instead of one bid package:
 - One package for tunnel waterproofing.
 - One package for piping and conduit replacement.
- Sample and test for asbestos containing materials and lead paint.
- Bid, award, and ESDC services for the additional contract.

The asbestos and lead paint testing confirmed the presence of both materials. Staff now requests Amendment Number Three to include the following items related to asbestos and lead paint abatement:

- Incorporate lead and asbestos abatement into the final design report and both bid packages.
- Perform all required asbestos and lead paint abatement inspection and construction services as these materials are being abated.

The Commission has delegated to the Executive Director the authority to make cumulative architect and engineering service contract amendments up to \$50,000 for contracts less than \$500,000 as approved by the Commission. As the original contract amount was \$184,372, the Executive Director has \$50,000 in amendment authority. The Executive Director utilized \$49,985 of this authority, leaving a balance of \$15. The project will be moving to construction. Engineering services are needed during construction, and Contract S06027D01 includes such engineering services. Staff requests to restore the Executive Director's authority in case additional engineering services beyond those already scoped are needed.

SUMMARY (Cont'd)

Amendment Number Three, Contract S06027D01, Preliminary Engineering and Design – South Shore Water Reclamation Facility Tunnels Concrete Rehabilitation Project, and Restore the Executive Director's Original Delegated Authority

CONTRACT COST AND SCHEDULE CHANGES

CONTRACT	AMOUNT	PERCENTAGE INCREASE OVER ORIGINAL CONTRACT	AUTHORIZED BY
Original	\$184,372		Commission
Amendment No. 1	\$40,879	22.2%	Director of Technical Services
Amendment No. 2	\$9,106	4.9%	Director of Technical Services
Amendment No. 3	\$28,975	15.7 %	Request of the Commission
Total Amendments	\$78,960	42.8%	
TOTAL	\$263,332		

RESOLUTION

Amendment Number Three, Contract S06027D01, Preliminary Engineering and Design – South Shore Water Reclamation Facility Tunnels Concrete Rehabilitation Project, and Restore the Executive Director’s Original Delegated Authority

RESOLVED, by the Milwaukee Metropolitan Sewerage Commission, that the Executive Director is authorized to execute Amendment Number Three to Contract S06027D01, Preliminary Engineering and Design – South Shore Water Reclamation Facility Tunnels Concrete Rehabilitation Project, with Graef-USA, Inc., in an amount not to exceed \$28,975, and that the Executive Director’s original delegated authority is restored.



**Capital Budget Fiscal Note
Total Project Cost**

RELATING TO:

Amendment Number Three, Contract S06027D01, Preliminary Engineering and Design – South Shore Water Reclamation Facility Tunnels Concrete Rehabilitation Project, and Restore the Executive Director’s Original Delegated Authority

Capital Project Number(s)	Impact of Requested Action on Total Project Cost:		
<u>S06027-Tunnels Concrete Rehabilitation</u>	<input type="checkbox"/> Increase	<input type="checkbox"/> Decrease	<input type="checkbox"/> New Project <input checked="" type="checkbox"/> No Change

<u>Total Project Cost Analysis</u>	<u>Project Costs</u>
Adopted 2018 Total Project Cost	\$3,107,981
Previously Approved Changes	\$0
Approved Total Project Cost	\$3,107,981
Requested Total Project Cost	n/a
Requested (Increase)/Decrease	\$0

Action to be taken to Long-Range Financing Plan to address Total Project Cost change	
<hr/>	Transfer from Allowance for Cost and Schedule Changes
<hr/>	Transfer from another project (specify in comments)
<hr/>	Delay Project(s) (specify in comments)
<hr/>	Delete Project(s) (specify in comments)
<hr/>	Other _____
<hr/>	Transfer to Allowance for Cost and Schedule Changes

Comments

Budget Review by:	Date:
<u>Theresa Zwieg</u>	<u>11/2/2017</u>



COMMISSION FILE NO: 17-122-12 **DATE INTRODUCED:** December 4, 2017

INTRODUCED BY: Executive Director (Signature on File in the Office of the Commission)

REFERRED BY COMMISSION CHAIRPERSON TO: Operations Committee

RELATING TO: Contract M03103P01, Professional Services for Jones Island and South Shore Water Reclamation Facilities and Select Conveyance Sites Asset Inventory and Condition Assessment

SUMMARY:

The Commission is requested to authorize the Executive Director to execute Contract M03103P01, Professional Services for Jones Island and South Shore Water Reclamation Facilities and Select Conveyance Sites Asset Inventory and Condition Assessment, with Duff and Phelps, LLC, in an amount not to exceed \$300,000. Duff and Phelps was the highest scoring proposer, based on a qualifications-based selection method, among six proposals received.

Under the Agreement for Management, Operations, and Maintenance Services (Agreement) between Veolia Water Milwaukee (VWM) and the District, an inventory and condition assessment of assets is required at the beginning of the VWM contract (March 2008) and at the end of the contract (February 2018) to determine if assets were added or removed and if the condition of assets is what would be expected after this 10-year period.

In addition, the District currently does not have accurate replacement cost estimates for all existing assets. The District uses asset replacement costs in a variety of ways, including forecasting budget needs, making repair or replacement decisions, or comparing alternatives. As such, it is important to have reasonably accurate replacement costs.

Finally, the District currently maintains two separate lists of assets: one maintained by the District Asset Management staff and one maintained by District Accounting staff. For efficiency and accuracy purposes, it is desirable to reconcile and consolidate these two lists into one list to be used by all staff.

ATTACHMENTS: BACKGROUND KEY ISSUES RESOLUTION
FISCAL NOTE S/W/MBE OTHER _____

OP_M03103P01_Asset_Inventory_legislative_file.docx
11-15-17

COMMITTEE ACTION: _____ **DATE:** _____

COMMISSION ACTION: _____ **DATE:** _____

SUMMARY (Cont'd)

Contract M03103P01, Professional Services for Jones Island and South Shore Water Reclamation Facilities and Select Conveyance Sites Asset Inventory and Condition Assessment

This proposed contract addresses these issues, as it includes the following scope:

1. Performing an inventory and condition assessment of District assets.
2. Providing accurate replacement cost estimates for existing assets.
3. Reconciling and consolidate the two existing separate asset lists.
4. Developing a report which documents all findings and outlines methodologies used.

The first task will be completed by March 2018, as required under the Agreement. The duration of all remaining tasks is five months after the project begins.

VWM will contribute an estimated \$62,000 to the District in accordance with the Agreement between VWM and the District.

RESOLUTION

Contract M03103P01, Professional Services for Jones Island and South Shore Water Reclamation Facilities and Select Conveyance Sites Asset Inventory and Condition Assessment

RESOLVED, by the Milwaukee Metropolitan Sewerage Commission, that the Executive Director is authorized to execute Contract M03103P01, Professional Services for Jones Island and South Shore Water Reclamation Facilities and Select Conveyance Sites Asset Inventory and Condition Assessment, with Duff and Phelps, LLC, in an amount not to exceed \$300,000.



O&M Budget Fiscal Note

RELATING TO:

Contract M03103P01, Professional Services for Jones Island and South Shore Water Reclamation Facilities and Select Conveyance Sites Asset Inventory and Condition Assessment

Cost Center: OCC _____	Line Item: 649 _____
----------------------------------	--------------------------------

Line Item Impact			
2017 Original Budget		\$814,620	
Carryovers or Transfers		\$0	
Adjusted Budget		\$814,620	
Estimated Annual Expenditure including Request		\$756,546	
Anticipated Year End Balance		\$58,074	
Actual Year to Date Expenditures Through 11/2		\$463,766	
For unfavorable Year End Balance, identify funding source: <input type="checkbox"/> Absorbed within the Division			
<input type="checkbox"/> Other Division			
<input type="checkbox"/> Unallocated Reserve			
Anticipated Expenditure Timing			
	Requested Expenditures	Anticipated Savings/Revenues	Net Fiscal Impact
Current Year (2017)	\$0	\$0	\$0
Subsequent	\$300,000	\$62,000	\$238,000
Total Cost	\$300,000	\$62,000	\$238,000

Comments: Funds for the District portion of this project have been included in the 2018 Operations and Maintenance Budget. VWM will contribute to the costs of this project in accordance with the agreement between VWM and the District.

Budget Review by:	Date
Theresa Zwieg _____	11/2/2017 _____



Procurement & S/W/MBE Summary Information

Contract # M03103P01 Cost Center: OCC

Contract M03103P01, Professional Services for Jones Island and South Shore Water Reclamation Facilities and Select Conveyance Sites Asset Inventory and Condition Assessment

PROPOSAL SUMMARY

Proposal Receipt Date: 9/13/2017

	Total	SWMBE	Local
# of Proposals	6	2	3
# of Acceptable Proposals	6	2	3

Proposals (listed by rank)	Negotiated Price	Acceptable?	% Sub	% SWMBE
	Submitted Price			
Duff & Phelps, LLC Milwaukee, WI 53202	\$300,000.00	Acceptable	26.5%	26.5%
	\$300,000.00			
Arcadis U.S., Inc. Milwaukee, WI 53202	-	Acceptable	27.9%	27.9%
	\$314,958.00			
Donohue & Associates Milwaukee, WI 53202	-	Conditionally Acceptable	-	-
	-			
International Automation Mukwonago, WI 53149 (SBE)	-	Conditionally Acceptable	-	-
	-			
Predictive Service Cleveland, OH 44122	-	Conditionally Acceptable	-	-
	-			
SPAAN Tech, Inc. Chicago, IL 60606 (MBE)	-	Conditionally Acceptable	-	-
	-			

Compensation packages for proposals rated "Conditionally Acceptable" and "Unacceptable" are not opened.

SUBCONSULTANT INFORMATION

Type	Subconsultant Name	Type of Work	%	Amount
MBE	Globetrotters Chicago, IL 60605	Mechanical and Electric Engineering	26.5%	\$79,416.00

ECONOMIC DEVELOPMENT ELEMENTS

Local Office Preference? Y

Mentor Protégé? N/A

OUTREACH INFORMATION

The Procurement team performed the following outreach: advertised in the Daily Reporter, sent an e-mail notification to all registered firms in the Professional Services/IT/Assessment category, sent targeted e-mails to 102 potential proposers, sent targeted e-mails to 14 SWMBE IT, Assessment, Project Management and Professional Services firms, and notified the various local chambers of commerce. The proposal opportunity is also publicly accessible from the MMSD website and Bonfire, the portal used to post RFPs. Bonfire also performs outreach to its users when an RFP is posted.

S/W/MBE Document Takers:

Automation Service and Design, Resolution Studio, LLC, Oneida Total Integrated Enterprises (OTIE), The Reese Group, LLC, Globetrotters Engineering Corporation, GESTRA Engineering, Inc., MxGrp, Inc., International Automation, LLC, Himalayan Consultants, LLC, Kapur and Assoc., John Kittelson Consulting LLC, M & M Environmental and Educational Services LLC, L&R Engineering Services, LLC, Fusion Integrated Solutions, LLC, SPAAN Tech, Inc

If no or low S/W/MBE participation, explain why:

N/A

Additional Comments:

N/A

AWARDEE INFORMATION

Company: Duff & Phelps, LLC
 Contact Person: Patrick Collins
 Phone Number: (414) 271-7240
 E-mail Address: patrick.collins@duffandphelps.com

EEO DATA

Local or National Office? National Total # of Employees 1233

	<u>Total</u>	<u>%</u>		<u>Total</u>	<u>%</u>
Minorities	283	23.0%	Females	391	31.7%
African American	70	5.7%	African American	42	3.4%
Asian	134	10.9%	Asian	57	4.6%
Hispanic	53	4.3%	Hispanic	22	1.8%
Native American	2	0.2%	Native American	0	0.0%

Labor Market Availability - Minorities 20.0%

Labor Market Availability - Females 48.0%



COMMISSION FILE NO: 17-124-12 **DATE INTRODUCED:** December 4, 2017

INTRODUCED BY: Executive Director (Signature on File in the Office of the Commission)

REFERRED BY COMMISSION CHAIRPERSON TO: Policy, Finance, and Personnel Committee

RELATING TO: Approval of Contract W97004P01, Greenseams® Program Implementation for the Year 2018

SUMMARY:

The Commission is requested to authorize and to direct the Executive Director to negotiate and execute Contract W97004P01, Greenseams® Program Implementation for the Year 2018, with the Conservation Fund. The contract is for an amount not to exceed \$348,024.

The contract is being negotiated with the consultant and is requested for Commission approval. The duration of the contract is for one year, beginning January 1, 2018, with an estimated completion date of December 31, 2018.

The Conservation Fund has managed and overseen MMSD's Greenseams® Program since 2001, when it was selected through a competitive request for proposal process. This agreement represents an increase of \$4,980, or 1.4%, from the 2017 contract budget.

ATTACHMENTS: BACKGROUND KEY ISSUES RESOLUTION
FISCAL NOTE S/W/MBE OTHER _____

*PFP_Greenseams_TCF_Contract_legislative_file.docx
11-15-17*

COMMITTEE ACTION: _____ **DATE:** _____

COMMISSION ACTION: _____ **DATE:** _____

BACKGROUND

Approval of Contract W97004P01, Greenseams® Program Implementation for the Year 2018

MMSD has been implementing the Greenseams® Program since 2001. This innovative program was designed to accomplish environmentally responsible flood management by permanently preserving critical floodplain areas and hydric soils. Undeveloped, vegetated lands reduce future flooding risks by storing and draining water into the ground naturally. Greenseams® complements MMSD's structural flood management projects and helps protect infrastructure investments worth hundreds of millions of dollars.

The Greenseams® Program makes voluntary purchases of undeveloped, privately owned properties in areas expected to experience major growth in the next 20 years. These sites contain water absorbing hydric soils typically found in floodplains and wetlands, and along streams and shorelines.

To date, Greenseams® has purchased 108 parcels totaling approximately 3,647 acres and has restored 761 acres of land within the project boundary. Many of these purchases have been made in partnership with the Wisconsin Knowles Nelson Stewardship Fund, Wisconsin Coastal Management Program, United States Fish and Wildlife Foundation, Fund for Lake Michigan, local land trusts, and area municipalities. Since 2001, the Greenseams® Program has leveraged over \$10.5 million in grant funding.

KEY ISSUES

Approval of Contract W97004P01, Greenseams® Program Implementation for the Year 2018

Project Description

The Conservation Fund is a top-ranked, accredited national land trust that works in all 50 states and has protected over 7.8 million acres since 1985. It has implemented the District's Greenseams® Program since 2001, when it was selected through a competitive request for proposal process. Greenseams® supports environmentally sustainable flood management by preserving undeveloped floodplain areas, along with linear corridors of open space that allow streams, rivers, and the associated wetlands and floodplains to function naturally while accommodating stormwater and floodwater flows. In addition, properties that contain a minimum of five acres of stormwater trees are eligible for acquisition. Conserving such properties is complementary to constructing stormwater storage or detention measures and has the added benefit of providing public open space, which contributes to an improved quality of life. The Greenseams® Program helps the District to satisfy the annual requirement contained in its current discharge permit utilizing green infrastructure through the purchase and protection of hydric soils in wetlands and natural areas.

Scope of Services

Under this contract, the Conservation Fund continues to act as the District's program manager for the Greenseams® Program. The District has ultimate oversight and decision making authority over this service, except with respect to the consultant's right to enter into contracts for sale of real estate in its own name and acquire property interests in its own name.

The Conservation Fund will continue to provide the following consulting services through the contract:

- Project management.
- Data collection and analysis.
- Grant writing.
- Implementation planning, including real estate services and land management services for acquired properties.

RESOLUTION

Approval of Contract W97004P01, Greenseams® Program Implementation for the Year
2018

RESOLVED, by the Milwaukee Metropolitan Sewerage Commission, that the Executive Director is authorized and directed to negotiate and execute Contract W97004P01, Greenseams® Program Implementation for January 1, 2018, through December 31, 2018, with the Conservation Fund in an amount not to exceed \$348,024.



Capital Budget Fiscal Note Total Project Cost

RELATING TO:

Approval of Contract W97004P01, Greenseams® Program Implementation for the Year 2018

Capital Project Number(s) <u>W97004</u>	Impact of Requested Action on Total Project Cost: <input type="checkbox"/> Increase <input type="checkbox"/> Decrease <input type="checkbox"/> New Project <input checked="" type="checkbox"/> No Change
---	--

Total Project Cost Analysis	Project Costs
Adopted 2018 Total Project Cost	*
Previously Approved Changes	\$0
Approved Total Project Cost	*
Requested Total Project Cost	n/a
Requested (Increase)/Decrease	\$0

Action to be taken to Long-Range Financing Plan to address Total Project Cost change
_____ Transfer from Allowance for Cost and Schedule Changes
_____ Transfer from another project (specify in comments)
_____ Delay Project(s) (specify in comments)
_____ Delete Project(s) (specify in comments)
_____ Other _____
_____ Transfer to Allowance for Cost and Schedule Changes

Comments
*The Greenseams® program (W97004) is a capital program and does not have an approved Total Project Cost. The Capital Budget includes \$1.2 million in 2018 and \$1.2 million per year in 2019 - 2023 for a total of \$7.2 million in the long-range financing plan. The 2018 Capital Budget and long-range financing plan have sufficient funding for the current request of \$348,024.

Budget Review by: <u>Christine Durkin</u>	Date: <u>11/3/2017</u>
--	---------------------------

Approval of Contract W97004P01, Greenseams® Program Implementation for the Year 2018



Procurement & S/W/MBE Summary Information

Contract # W97004P01 Cost Center: PRS

Greenseams® Program Implementation for the Year 2018

PROPOSAL SUMMARY

Proposal Receipt Date: NA

	Total	SWMBE	Local
# of Proposals	1	0	0
# of Acceptable Proposals	1	0	0

Proposals (listed by rank)	Negotiated Price	Acceptable?	% Sub	% SWMBE
	Submitted Price			
The Conservation Fund Arlington, VA 22209	\$348,024.00	Acceptable	44.8%	42.5%
	\$348,024.00			

Compensation packages for proposals rated "Conditionally Acceptable" and "Unacceptable" are not opened.

SUBCONSULTANT INFORMATION

Type	Subconsultant Name	Type of Work	%	Amount
MBE	M Squared Engineering, LLC Cedarburg, WI 53012	Surveys	5.7%	\$20,000.00
MBE	MHW Law Group LLP Milwaukee, WI 53202	Appraisals	12.9%	\$45,000.00
SBE	Chaput Land Surveys Milwaukee, WI 53204	Surveys	2.9%	\$10,000.00
SBE	PARE Consultants Reedsburg, WI 53959	Appraisals	1.4%	\$5,000.00
SBE	Stone Appraisals Cottage Grove, WI 53527	Appraisals	5.7%	\$20,000.00
SBE	Conley Harrison & McClellan Inc. Thiensville, WI 53092	Appraisals	5.7%	\$20,000.00

SBE	EC3 Environmental Consulting Group, Inc. Madison, WI 53744	Appraisals	2.9%	\$10,000.00
WBE	LF Green Development, LLC Milwaukee, WI 53223	Phase 1 Environmental	5.2%	\$18,000.00
Non-SWMBE	Land Title Services Wauwatosa, WI 53213	Title Company	0.3%	\$1,000.00
Non-SWMBE	Matrix Title Company West Bend, WI 53095	Title Company	0.3%	\$1,000.00
Non-SWMBE	Royalty Title Corp. Wauwatosa, WI 53226	Title Company	0.3%	\$1,000.00
Non-SWMBE	Sigma Development, Inc. Milwaukee, WI 53233	Title Company	1.4%	\$5,000.00

ECONOMIC DEVELOPMENT ELEMENTS

Local Office Preference? N

Mentor Protégé? N/A

OUTREACH INFORMATION

Non-competitive professional services contracts that were not advertised. Use of an approved vendor list for SWMBE and non-SWMBE firms.

S/W/MBE Document Takers:

N/A

If no or low S/W/MBE participation, explain why:

NA

Additional Comments:

The Conservation Fund has managed and overseen MMSD's Greenseams® Program since 2001, when it was selected through a competitive request for proposal process. This agreement represents an increase of \$4,980, or 1.4%, from the 2017 contract budget.

AWARDEE INFORMATION

Company: The Conservation Fund
 Contact Person: Dave Grusznski
 Phone Number: 414-225-2272
 E-mail Address: DGrusznski@mmsd.com

EEO DATA

Local or National Office? Local Total # of Employees 177

	<u>Total</u>	<u>%</u>		<u>Total</u>	<u>%</u>
Minorities	24	13.6%	Females	100	56.5%
African American	15	8.5%	African American	12	6.8%
Asian	3	1.7%	Asian	1	0.6%
Hispanic	2	1.1%	Hispanic	2	1.1%
Native American	0	0.0%	Native American	0	0.0%

Labor Market Availability - Minorities 20.0% Labor Market Availability - Females 48.0%

PRIME PERFORMANCE HISTORY - SWMBE COMPLIANCE

Contract # P-2698 / W97003P05

Working Soils® Program Implementation for the Year 2017

Performance History - SWMBE Compliance

Potential Awardee: The Conservation Fund

Contract Value: \$170,000 Percent Complete: 68%

Contract Title	Start Date	Payments to Prime	Proposed SWMBE %	SWMBE Actuals \$	SWMBE Actuals %
Working Soils Program Implementation - 2017	1/1/2017	\$ 115,011	24%	\$ 13,500	12%

Contract # P-2695 / W97002P02

Greenseams Program Implementation for the Year 2017

Performance History - SWMBE Compliance

Potential Awardee: The Conservation Fund

Contract Value: \$343,044 Percent Complete: 39%

Contract Title	Start Date	Payments to Prime	Proposed SWMBE %	SWMBE Actuals \$	SWMBE Actuals %
Greenseams Program Implementation - 2017	1/1/2017	\$ 78,381	36%	\$ 3,349	3%



COMMISSION FILE NO: 17-125-12 **DATE INTRODUCED:** December 4, 2017

INTRODUCED BY: Executive Director (Signature on File in the Office of the Commission)

REFERRED BY COMMISSION CHAIRPERSON TO: Policy, Finance, and Personnel Committee

RELATING TO: Approval of Contract W97003P05, Working Soils® Program Implementation for the Year 2018

SUMMARY:

The Commission is requested to authorize and to direct the Executive Director to negotiate and to execute Contract W97003P05, Working Soils® Program Implementation, with the Conservation Fund in an amount not to exceed \$190,000.

The contract is being negotiated with the consultant and is requested for Commission approval. The duration of the contract is one year, beginning January 1, 2018, with an estimated completion date of December 31, 2018.

The Conservation Fund has managed and overseen MMSD's Greenseams® Program since 2001 when they were selected through a competitive process. The Conservation Fund has managed the Working Soils Program® since 2016. This agreement represents an increase of \$20,000, or 11.7%, from the 2017 contract budget.

ATTACHMENTS: BACKGROUND KEY ISSUES RESOLUTION
FISCAL NOTE S/W/MBE OTHER _____

*PFP_WorkingSoils_TCF_Contract_legislative_file.docx
11-15-17*

COMMITTEE ACTION: _____ **DATE:** _____

COMMISSION ACTION: _____ **DATE:** _____

BACKGROUND

Approval of Contract W97003P05, Working Soils® Program Implementation for the Year 2018

MMSD has been implementing the Greenseams® program since 2001. This innovative program was designed to accomplish environmentally responsible flood management by permanently preserving critical floodplain areas. Undeveloped vegetated lands reduce future flooding risks by storing and draining water into the ground naturally.

Like Greenseams®, the Working Soils® program acquires voluntary, permanent easements on undeveloped, privately owned properties in areas expected to experience major growth in the next 20 years. Working Soils® easements provide protection on privately owned farmland and do not accommodate public access to private working lands, whereas Greenseams® properties are typically purchased outright, and allow for public access for recreation. Like Greenseams®, Working Soils® easements protect land with water-absorbing hydric soils typically found along streams, shorelines, and wetlands. The Greenseams® and Working Soils® programs help protect MMSD's structural flood management projects – infrastructure investments worth hundreds of millions of dollars. The Working Soils® program has leveraged \$1 million in grant funding toward the purchase of easements.

KEY ISSUES

Approval of Contract W97003P05, Working Soils® Program Implementation for the Year 2018

Project Description

The Conservation Fund, a national land trust, has been implementing the District's Greenseams® program since 2001 when it was selected through a competitive request for proposals process. Greenseams® and Working Soils® support environmentally sustainable flood management by preserving undeveloped floodplain areas along with linear corridors of open space that allow streams, rivers, and the associated wetlands and floodplains to function as naturally as possible while accommodating stormwater and floodwater flows. Conserving such properties is complementary to constructing stormwater storage and detention measures, and has the added benefit of providing public open space that contributes to an improved quality of life. The Working Soils® program helps the District satisfy the annual requirement in its current operating permit for stormwater management using green infrastructure through the purchase and protection of hydric soils in wetlands and natural areas.

Scope of Services

Under this contract, the Conservation Fund continues to act as the District's program manager for the Working Soils® Program. The District has ultimate oversight and decision making authority over this program, except with respect to the consultant's right to enter into contracts for sale of real estate in its own name and acquire property interests in its own name.

The Conservation Fund will continue to provide the following consulting services through the contract:

- Project management,
- Data collection and analysis,
- Grant writing,
- Implementation planning, including real estate services, and
- Land management services for acquired easements.

The net increase in 2018 total contract value for the Conservation Fund's Working Soils® implementation contract is \$20,000.

RESOLUTION

Approval of Contract W97003P05, Working Soils® Program Implementation for the
Year 2018

RESOLVED, by the Milwaukee Metropolitan Sewerage Commission, that the Executive Director is authorized and directed to execute Contract W97003P05, Working Soils® Program Implementation for January 1, 2018, through December 31, 2018, with the Conservation Fund in an amount not to exceed \$190,000.



**Capital Budget Fiscal Note
Total Project Cost**

RELATING TO:

Approval of Contract W97003P05, Working Soils® Program Implementation for the Year 2018

Capital Project Number(s)	Impact of Requested Action on Total Project Cost:
<u>W97003</u>	<input type="checkbox"/> Increase <input type="checkbox"/> Decrease <input type="checkbox"/> New Project <input checked="" type="checkbox"/> No Change

<u>Total Project Cost Analysis</u>	<u>Project Costs</u>
Adopted 2018 Total Project Cost	\$4,735,063
Previously Approved Changes	\$0
Approved Total Project Cost	\$4,735,063
Requested Total Project Cost	n/a
Requested (Increase)/Decrease	\$0

Action to be taken to Long-Range Financing Plan to address Total Project Cost change	
_____	Transfer from Allowance for Cost and Schedule Changes
_____	Transfer from another project (specify in comments)
_____	Delay Project(s) (specify in comments)
_____	Delete Project(s) (specify in comments)
_____	Other _____
_____	Transfer to Allowance for Cost and Schedule Changes

Comments
The requested contract is not-to-exceed \$190,000.

Budget Review by:	Date:
<u>Christine Durkin</u>	<u>11/3/2017</u>

Approval of Contract W97003P05, Working Soils® Program Implementation for the Year 2018



Procurement & S/W/MBE Summary Information

Contract # W97003P05

Cost Center: PRS

Working Soils® Program Implementation for the Year 2018

PROPOSAL SUMMARY

Proposal Receipt Date: NA

	Total	SWMBE	Local
# of Proposals	1	0	0
# of Acceptable Proposals	1	0	0

Proposals (listed by rank)	Negotiated Price	Acceptable?	% Sub	% SWMBE
	Submitted Price			
The Conservation Fund Arlington, VA 22209	\$190,000.00	Acceptable	29.7%	27.9%
	\$190,000.00			

Compensation packages for proposals rated "Conditionally Acceptable" and "Unacceptable" are not opened.

SUBCONSULTANT INFORMATION

Type	Subconsultant Name	Type of Work	%	Amount
MBE	M Squared Engineering, LLC Cedarburg, WI 53012	Surveys	7.4%	\$14,000.00
WBE	LF Green Development, LLC Milwaukee, WI 53223	Phase 1 Environmental	6.3%	\$12,000.00
SBE	Chaput Land Surveys Milwaukee, WI 53204	Surveys	1.1%	\$2,000.00
SBE	PARE Consultants Reedsburg, WI 53959	Appraisals	6.6%	\$12,500.00
SBE	Stone Appraisals Cottage Grove, WI 53527	Appraisals	6.6%	\$12,500.00
Non-SWMBE	Land Title Services Wauwatosa, WI 53213	Title Company	0.3%	\$500.00
Non-SWMBE	Matrix Title Company West Bend, WI 53095	Title Company	0.3%	\$500.00
Non-SWMBE	Royalty Title Corp. Wauwatosa, WI 53226	Title Company	0.3%	\$500.00
Non-SWMBE	Sigma Development, Inc. Milwaukee, WI 53233	Title Company	1.1%	\$2,000.00

PRIME PERFORMANCE HISTORY - S/W/MBE COMPLIANCE

Contract # P-2698 / W97003P05

Working Soils® Program Implementation for the Year 2017

Performance History - SWMBE Compliance

Potential Awardee: The Conservation Fund

Contract Value: \$170,000 **Percent Complete:** 68%

Contract Title	Start Date	Payments to Prime	Proposed SWMBE %	SWMBE Actuals \$	SWMBE Actuals %
Working Soils Program Implementation - 2017	1/1/2017	\$ 115,011	24%	\$ 13,500	12%

Contract # P-2695 / W97002P02

Greenseams Program Implementation for the Year 2017

Performance History - SWMBE Compliance

Potential Awardee: The Conservation Fund

Contract Value: \$343,044 **Percent Complete:** 39%

Contract Title	Start Date	Payments to Prime	Proposed SWMBE %	SWMBE Actuals \$	SWMBE Actuals %
Greenseams Program Implementation - 2017	1/1/2017	\$ 78,381	36%	\$ 3,349	3%



COMMISSION FILE NO: 17-126-12 **DATE INTRODUCED:** December 4, 2017

INTRODUCED BY: Executive Director (Signature on File in the Office of the Commission)

REFERRED BY COMMISSION CHAIRPERSON TO: Policy, Finance, and Personnel Committee

RELATING TO: Authorizing the Executive Director to Enter into a Contract for Stop Loss Insurance for Milwaukee Metropolitan Sewerage District Group Health Insurance Benefits

SUMMARY:

The Commission is requested to authorize the Executive Director to enter into a contract with BP to provide specific stop loss insurance for the Milwaukee Metropolitan Sewerage District (District) group health benefit payments for active employees and under age 65 retirees of the District for the period of January 1, 2018, through December 31, 2018.

The District has purchased its group health stop loss insurance for the past three years with BP (a UMR owned company). The renewal for 2018 resulted in an 8.4% increase from the 2017 premium. This increase is much more favorable than the 24.4% increase last year, which also included a \$500,000 "laser" (\$350,000 in additional liability). There is no laser nor additional liability for 2018. The specific stop loss benefit is for claims with a \$150,000 deductible.

To ensure the continuation of stop loss insurance at the lowest possible cost, the District's benefits consultant, the Horton Group, marketed the specific stop loss insurance. Two companies submitted quotes; one offered a renewal, and nine declined to quote. The HCC Life quote was not competitive, and the American Fidelity quote was more expensive than the BP renewal quote. Service and accuracy has been very good with BP for the past three years.

Staff recommends the Executive Director be authorized to enter into an agreement with BP for \$150,000 specific stop loss insurance for the period of January 1, 2018 through December 31, 2018.

The increase of the stop loss agreement is estimated to be \$59,599.44. Actual costs will depend on enrollment in the health care plans.

ATTACHMENTS: **BACKGROUND** **KEY ISSUES** **RESOLUTION**
FISCAL NOTE **S/W/MBE** **OTHER** _____

PPF_StopLoss_legislative_file.docx
11-21-17

COMMITTEE ACTION: _____ **DATE:** _____

COMMISSION ACTION: _____ **DATE:** _____

BACKGROUND

Authorizing the Executive Director to Enter into a Contract for Stop Loss Insurance for Milwaukee Metropolitan Sewerage District Group Health Insurance Benefits

The District's health care benefits are currently administered by UMR. The District is self-insured for its health insurance. To limit the liability that the District may be exposed to for health insurance claims, the District purchases specific stop loss insurance for claims with a \$150,000 deductible. To ensure continuation of stop loss insurance at the lowest possible cost, the District's benefits consultant, the Horton Group, solicited proposals in the fall of 2017. Proposals were received from the following providers: American Fidelity; BP; and HCC Life.

The Horton Group and MMSD evaluated the proposals received based on the following:

- Ability to provide the stop loss insurance at competitive rates.
- Quality and financial stability of the provider.
- Cost and funding arrangement.
- Level of administrative services.

Based on the evaluation of the proposals, staff recommends entering into a one-year agreement for \$150,000 specific stop loss insurance with BP effective January 1, 2018, through December 31, 2018, at a monthly cost of \$98.13 per single plan and \$219.03 per family plan. The annual premium for this coverage is estimated to be \$769,654 for 2018. Actual costs will depend on enrollment in the health plan.

RESOLUTION

Authorizing the Executive Director to Enter into a Contract for Stop Loss Insurance for Milwaukee Metropolitan Sewerage District Group Health Insurance Benefits

RESOLVED, by the Milwaukee Metropolitan Sewerage Commission, that the Executive Director is authorized to enter into a contract with BP to provide specific stop loss insurance with a \$150,000 deductible for District active employees and eligible retirees for the period of January 1, 2018, through December 31, 2018, with a monthly cost not to exceed \$98.13 per single plan and \$219.03 per family plan.



O&M Budget Fiscal Note

RELATING TO:

Authorizing the Executive Director to Enter Into a Contract for Stop Loss Insurance for Milwaukee Metropolitan Sewerage District Group Health Insurance Benefits

Cost Center:	Line Item:
Fringe Benefits _____	542 / 582 _____

Line Item Impact

2018 Original Budget	10,531,514
Carryovers or Transfers	\$0
Adjusted Budget	\$10,531,514
Estimated Annual Expenditure including Request	\$10,531,514
Anticipated Year End Balance	\$0
Actual Year to Date Expenditures Through 11/16	N/A

For unfavorable Year End Balance, identify funding source: Absorbed within the Division
 Other Division
 Unallocated Reserve

Anticipated Expenditure Timing	Requested Expenditures	Anticipated Savings/Revenues	Net Fiscal Impact
Current Year (2018)	\$769,654	\$164,474	\$605,180
Subsequent	\$0	\$0	\$0
Total Cost	\$769,654	\$164,474	\$605,180

Comments: The \$769,654 is the annual premium for \$150,000 stop loss coverage. The anticipated savings/revenues are reimbursement payments from both United Water Services and Veolia Water Milwaukee.

Budget Review by:	Date
Theresa Zwieg _____	11/16/2017 _____



COMMISSION FILE NO: 17-127-12 **DATE INTRODUCED:** December 4, 2017

INTRODUCED BY: Executive Director (Signature on File in the Office of the Commission)

REFERRED BY COMMISSION CHAIRPERSON TO: Policy, Finance, and Personnel Committee

RELATING TO: Adoption of Commission Policy 1-76.08, Declaration as Original Record: Paper Records Converted to Electronic Format

SUMMARY:

The Commission is requested to approve the creation of Commission Policy 1-76.08, Declaration as Original Record: Paper Records Converted to Electronic Format. It is the intent of the Milwaukee Metropolitan Sewerage Commission that: (1) certain records currently maintained as hardcopy will be converted to electronic format in the interest of reducing records storage costs while maintaining compliance with Wisconsin Open Records Law; and (2) the electronic format of these records will then become the original record of the District and will replace the paper record held by the District. If the original paper record is subsequently destroyed, the electronic version shall substitute as the original version of the record.

ATTACHMENTS: BACKGROUND KEY ISSUES RESOLUTION
FISCAL NOTE S/W/MBE OTHER Commission Policy 1-76.08

PFP_CommPolicy_RecordsConvertedToElectronicFormat_legislative_file.docx
11-09-17

COMMITTEE ACTION: _____ **DATE:** _____

COMMISSION ACTION: _____ **DATE:** _____

BACKGROUND

Adoption of Commission Policy 1-76.08, Declaration as Original Record: Paper Records Converted to Electronic Format

To effectively and efficiently maintain its records in formats which meet the requirements to ensure that they are authentic, accurate, reliable, and accessible, this Policy will allow the District to convert the format of the original paper record as a normal course of business to an electronic format. These converted records will then become the original record of the District and will be identified per District record standards and will have appropriate retention periods applied. The District understands that, regardless of format or storage media, it is still obligated to meet all requirements of the Open Records Law, Wis. Stat. §§19.21-19.39. This conversion process is critical to the District's ability to efficiently and effectively manage records and limit duplicative steps in managing multiple copies of its records.

Under Wis. Stat. §16.61(7), the State of Wisconsin may declare its agency records that are converted to electronic format as the original records when stated statutory conditions are met. The purpose of this resolution by the Commission is to declare, pursuant to §19.21(4)(c), Wis. Stat., the Commission's intent to follow this same practice. Other municipalities have adopted similar practices for the conversion of paper records into electronic original records; these include the City of Madison and the City of Milwaukee.

RESOLUTION

Adoption of Commission Policy 1-76.08, Declaration as Original Record: Paper Records
Converted to Electronic Format

RESOLVED, by the Milwaukee Metropolitan Sewerage Commission, that Commission Policy 1-76.08, Declaration as Original Record: Paper Records Converted to Electronic Format, is adopted, as shown in the attached policy.



Commission Policy

Title: Declaration as Original Record: Paper Records Converted to Electronic Format	Policy #: 1-76.08 Page: 1 of 1
Authority Statute: Wis. Stat. §19.21(4)(c) Resolution: 17-127-12	Date Issued: 12/18/17 Date Revised:

Declaration of Policy: It is the intent of the Milwaukee Metropolitan Sewerage Commission that: (1) certain records currently maintained as hardcopy will be converted to electronic format in the interest of reducing records storage costs while maintaining compliance with Wisconsin Open Records Law; and (2) that the electronic format of these records will then become the original record of the District and will replace the paper record held by the District. If the original paper record is subsequently destroyed, the electronic version shall substitute as the original version of the record.

Pursuant to Wis. Stat. §19.21(4)(c) and Commission Resolution 17-127-12, the Milwaukee Metropolitan Sewerage District shall convert certain public records, where appropriate, currently maintained or received as hardcopy to an electronic format (i.e., by scanning as PDFs, or similar) and declare these electronic records to be the original records of the District. The District acknowledges and intends that, regardless of format or storage media, all requirements under the Wisconsin Open Records Law, Wis. Stat. §§19.21-19.39 shall be met.

The process of conversion of paper records by the District to electronic format shall maintain the records in a format to ensure that they are authentic, accurate, reliable, and accessible in accord with requirements for State records under Wis. Stat. §16.611(2)(a) and are available as required under the Wisconsin Open Records Law, as well as applicable regulations.



COMMISSION FILE NO: 17-128-12 **DATE INTRODUCED:** December 4, 2017

INTRODUCED BY: Executive Director (Signature on File in the Office of the Commission)

REFERRED BY COMMISSION CHAIRPERSON TO: Policy, Finance, and Personnel Committee

RELATING TO: Authorizing and Providing for the Sale and Issuance of Two Series of General Obligation Sewerage System Promissory Notes, Levying Taxes for the Payment Thereof, and All Related Details

SUMMARY:

As part of the State of Wisconsin Clean Water Fund Program (CWFP), the Commission is requested to approve the issuance of up to \$5,877,600 in general obligation notes to finance two capital projects. These loans are included in the Milwaukee Metropolitan Sewerage District's (District) 2017 Capital Budget.

Approval of the attached sale resolutions will enable the District to finance project expenditures over a 20-year period with two CWFP loans. The District will save an estimated \$736,319 in interest costs over the 20-year period of debt repayment by obtaining low interest financing from the CWFP as compared to issuing its own debt (1.76% versus 2.78%).

The State of Wisconsin requires that all borrowing municipalities provide security for repayment of loans. One form of security is a general obligation pledge of ad valorem taxes. This pledge requires a resolution authorizing a sale of general obligation bonds or notes and provides for the collection of a non-repealable, direct annual tax to pay the principal and interest on the bonds or notes (i.e., the CWFP loans). The State is the purchaser and owner of the securities.

A two-thirds affirmative vote of the Commission is required for approval.

ATTACHMENTS: **BACKGROUND** **KEY ISSUES** **RESOLUTION**
FISCAL NOTE **S/W/MBE** **OTHER** Sale Resolutions

PFP_Sale_Issuance_Promissory_Notes_3230_3242_legislative_file.docx
11-15-17

COMMITTEE ACTION: _____ **DATE:** _____

COMMISSION ACTION: _____ **DATE:** _____

BACKGROUND

Authorizing and Providing for the Sale and Issuance of Two Series of General Obligation Sewerage System Promissory Notes, Levying Taxes for the Payment Thereof, and All Related Details

The Commission is requested to approve the issuance of up to \$5,877,600 in general obligation notes as security for two CFWP loans for the following projects:

Note Series	CWFP Number	District Project	Project Name	Maximum Loan Amount	Interest Rate
2018A	3230-01	C98053	Conveyance Gate Cylinder Replacement, Phase 4	\$3,077,435	1.76%
2018B	3242-01	J04040	Dewatering and Drying Freight and Passenger Elevators	\$2,800,165	1.76%
			Total	\$5,877,600	

District projects undertaken to maintain permit compliance are eligible for 20-year loans from the CFWP at an interest rate below the effective rate for state revenue bonds, with market rate funds currently available at 3.20%. The compliance maintenance interest rate is currently 55% of the CFWP market rate or 1.76% (3.20% x 55%).

Estimated principal and interest payments for the loans are as follows:

<u>Year</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2018	\$ 247,738	\$ 184,884	\$ 432,622
2019 – 2023	1,305,646	438,781	1,744,427
2024 – 2038	<u>4,324,216</u>	<u>554,299</u>	<u>4,878,515</u>
Total	<u>\$5,877,600</u>	<u>\$1,177,964</u>	<u>\$7,055,564</u>

The District will save an estimated \$736,319 in interest costs over the 20-year period of debt repayment by obtaining low interest financing from the CFWP as compared to issuing its own debt (1.76% versus 2.78%).

KEY ISSUES

Authorizing and Providing for the Sale and Issuance of Two Series of General Obligation Sewerage System Promissory Notes, Levying Taxes for the Payment Thereof, and All Related Details

Each Financial Assistance Agreement (FAA) for a CWFP loan requires that the borrowing municipality establish one or more dedicated sources of revenue that the State of Wisconsin Department of Administration deems sufficient for repayment of a project loan or loans. The municipality's obligation to repay a project loan may be in the form of a general obligation or a revenue obligation. The District has elected to make a general obligation pledge of ad valorem taxes.

This pledge requires a resolution authorizing a sale of general obligation bonds or notes for the purpose of financing capital projects and provides for the collection of a direct annual tax sufficient in amount to pay and discharge the principal and interest on these bonds or notes. The bonds or notes are in effect sold to the State of Wisconsin.

The attached sale resolutions for the two capital projects accomplish the following objectives:

- Provide low interest rate financing of capital project expenditures within the financing objectives set in the 2018 Capital Budget and long-range financing plan.
- Authorize the District to sell up to \$5,877,600 of notes for the CWFP to the State of Wisconsin in accordance with the terms and conditions of the FAA's. Authorize the Commission Chairperson and the Commission Secretary to execute the FAA's.
- Provide security for the State of Wisconsin.
- Provide for levying upon all the taxable property in the District, a non-repealable, direct annual tax in an amount sufficient to pay the principal and interest on the notes (i.e., the CWFP loan).
- Provide for continuing disclosure to bondholders in compliance with Rule 15c2-12(b)(5) promulgated by the Securities and Exchange Commission.
- Provide a repayment schedule up to 20 years.

A two-thirds affirmative vote of the Commission is required for approval.

RESOLUTION

Authorizing and Providing for the Sale and Issuance of Two Series of General Obligation Sewerage System Promissory Notes, Levying Taxes for the Payment Thereof, and All Related Details

WHEREAS, the State of Wisconsin Clean Water Fund Program (CWFP) permits the Milwaukee Metropolitan Sewerage District Commission (Commission) to obtain financial assistance for the construction of eligible wastewater pollution abatement projects; and

WHEREAS, the Commission intends to authorize, sell, and issue general obligation sewerage system promissory notes for two separate CWFP projects as described below; and

WHEREAS, the Commission has determined to sell the notes by private rather than public sale due to efficiencies of borrowing through the CWFP, including reduced issuance costs, flexible draw-down of principal and favorable interest rates.

NOW, THEREFORE, BE IT RESOLVED, by the Milwaukee Metropolitan Sewerage Commission, that the resolutions attached hereto and described below are hereby adopted.

1. "A Resolution Authorizing and Providing for the Sale and Issuance of up to \$3,077,435 General Obligation Sewerage System Promissory Notes, Series 2018A, Levying Taxes for the Payment Thereof, and All Related Details" for CWFP Project Number 3230-01, consisting of Phase 4 of the rehabilitation and replacement of conveyance gate components at various locations in the Metropolitan Interceptor System.
2. "A Resolution Authorizing and Providing for the Sale and Issuance of up to \$2,800,165 General Obligation Sewerage System Promissory Notes, Series 2018B, Levying Taxes for the Payment Thereof, and All Related Details" for CWFP Project Number 3242-01, consisting of modernization of Elevator No. 1 (Passenger) and Elevator No. 2 (Freight) in the Dewatering and Drying Building at the Jones Island Water Reclamation Facility which includes replacement of drives, controls, car components, and mechanical and electrical upgrades in the elevator shafts and machine rooms along with miscellaneous architectural repairs.

**A Resolution Authorizing and Providing for the Sale and Issuance of up to
\$3,077,435 General Obligation Sewerage System Promissory Notes, Series 2018A,
Levying Taxes for the Payment Thereof,
and All Related Details**

RECITALS

The Metropolitan Sewerage District Commission (the “**Governing Body**”) of the Milwaukee Metropolitan Sewerage District, Wisconsin (the “**Issuer**”) makes the following findings and determinations:

1. Certain improvements to the Issuer’s sewerage system (the “**System**”) are necessary to meet the needs of the communities served by the System and the residents thereof, consisting of Phase 4 of the rehabilitation and replacement of conveyance gate components at various locations in the Metropolitan Interceptor System (collectively, the “**Project**”).
2. The Project has been assigned Clean Water Fund Program Project No. 3230-01 by the State of Wisconsin Department of Natural Resources (the “**Department of Natural Resources**”), and as defined in Department of Natural Resources approval letter for the Plans and Specifications of the Project, or portions thereof, issued under Section 281.41 of the Wisconsin Statutes; and assigned Number S-2017-0367 dated June 21, 2017.
3. The Governing Body wishes to borrow the funds needed for the Project by selling and issuing general obligation sewerage system promissory notes pursuant to the provisions of Section 67.12 (12) of the Wisconsin Statutes.
4. The Issuer has taken all actions required by law and has the power to sell and issue the \$3,077,435 Milwaukee Metropolitan Sewerage District, Wisconsin General Obligation Sewerage System Promissory Notes, Series 2018A authorized by this resolution.

RESOLUTIONS

The Governing Body resolves as follows:

Section 1. Definitions.

In this resolution, the following terms have the meanings given in this section, unless the context requires another meaning.

“**Commission Officers**” means the Chairperson and the Secretary of the Governing Body of the Issuer. These are the officers required by law to execute general obligations on the Issuer’s behalf.

“**Continuing Disclosure Agreement**” means the Continuing Disclosure Agreement, dated as of the Original Issue Date, to be executed by the Issuer and delivered on the closing date for the Obligations.

“**CWFP**” means the State of Wisconsin Clean Water Fund Program.

“**Debt Service Fund**” means the fund created by the Issuer pursuant to Section 67.11 of the Wisconsin Statutes to provide for the payment of debt service on its general obligations.

“**Debt Service Fund Account**” has the meaning given in Section 13.

“**Director of Finance/Treasurer**” means the Issuer’s Director of Finance/Treasurer.

“**Financial Assistance Agreement**” means the Financial Assistance Agreement, dated as of the Original Issue Date, by and between the Issuer and the State of Wisconsin by the Department of Natural Resources and the Department of Administration, pursuant to which the Obligations are to be issued and sold to the State, in substantially the form accompanying this resolution and incorporated herein by reference.

“**Financial Officer**” means the Director of Finance/Treasurer.

“**Fiscal Agent**” means the Director of Finance/Treasurer or any successor fiscal agent appointed by the Issuer to act as authentication agent, paying agent, and registrar for the Obligations pursuant to Section 67.10 (2) of the Wisconsin Statutes.

“**Governing Body**” means the Issuer’s Metropolitan Sewerage District Commission.

“**Issuer**” means the Milwaukee Metropolitan Sewerage District, Wisconsin.

“**Obligations**” means the \$3,077,435 Milwaukee Metropolitan Sewerage District, Wisconsin General Obligation Sewerage System Promissory Notes, Series 2018A, which will be issued pursuant to this resolution.

“**Original Issue Date**” means January 10, 2018.

“**Project**” has the meaning given in the recitals to this resolution.

“**Purchase Price**” means up to \$3,077,435.

“**Record Date**” means the 15th day (whether or not a business day) of the calendar month just before each regularly scheduled interest payment date for the Obligations.

“**Recording Officer**” means the Secretary of the Issuer’s Governing Body.

“**Register**” means the register maintained by the Fiscal Agent at its principal office, in which the Fiscal Agent records:

- (i) The name and address of the owner of each Obligation.
- (ii) All transfers of each Obligation.

“**State**” means the State of Wisconsin Department of Administration.

Section 2. Exhibits.

The attached exhibits are also a part of this resolution as though they were fully written out in this resolution:

- (i) *Exhibit A* — Form of Obligation.
- (ii) *Exhibit B* — Notice to Electors of Sale.

Section 3. Purposes of Borrowing; Issuance of Obligations.

The Governing Body authorizes the Obligations and orders that they be prepared, executed, and issued. The Obligations will be fully registered, negotiable, general obligation sewerage system promissory notes of the Issuer in the principal amount of up to \$3,077,435. The Obligations will be issued pursuant to the provisions of the Financial Assistance Agreement and Section 67.12 (12) of the Wisconsin Statutes to pay the costs of the Project and to pay certain expenses of issuing the Obligations (including, but not limited to, printing costs and fees for financial consultants, bond counsel, rating agencies, insurance, and registration, as applicable).

Section 4. Terms of Obligations.

The Obligations will be named “Milwaukee Metropolitan Sewerage District, Wisconsin General Obligation Sewerage System Promissory Notes, Series 2018A.” The Obligations will be dated the Original Issue Date, even if they are actually issued or executed on another date. Each Obligation will also be dated the date to which it is authenticated by the Fiscal Agent. That date is its registration date.

The face amount of each Obligation will be in denominations of \$.01 or any multiple of \$.01 up to the principal amount authorized for that maturity.

The Obligations will bear interest from the Original Issue Date, or from the date principal evidenced by the Obligations was drawn by the Issuer (as described below), or from the most recent interest payment date to which interest has been paid. Interest will be due and payable on each May 1 and November 1 until the principal of the Obligations has been paid, beginning on May 1, 2018. Interest on each Obligation will be (i) computed on the basis of a 360-day year of twelve 30-day months and (ii) payable to the person or entity in whose name the Obligation is registered on the Register at the end of the day on the applicable Record Date. The Obligations will be numbered consecutively as may be required to comply with any applicable rules or customs or as determined by the Commission Officers executing the Obligations. The Obligations will mature on May 1, 2037 and will bear interest at the rate of 1.76%.

The principal evidenced by the Obligations may be drawn upon by the Issuer in accordance with the Financial Assistance Agreement. The principal of the Obligations so drawn

is payable in annual installments on each May 1, beginning on May 1, 2019, in the amounts set forth in the repayment schedule attached as Exhibit B to the Financial Assistance Agreement and in the attached Schedule 2 to Exhibit A. The repayment schedule has been calculated by the State assuming the full principal amount of the Obligations has been drawn by the Issuer on the Original Issue Date. The repayment schedule will be adjusted by the State from time to time based on the actual principal amounts drawn by the Issuer. The principal amounts so drawn shall be repaid in an amount equal to an amount which when amortized over the remaining term of the Obligations plus current payments of interest (but only on amounts drawn) at the interest rate set forth above shall result in equal annual payments of the total of principal of and interest due on the Obligations. The State shall record such draws of principal and principal repayments in the format shown on the attached Schedule 1 to Exhibit A.

The principal of and interest on the Obligations will be payable in lawful money of the United States of America.

Section 5. Fiscal Agent.

The Issuer appoints the Fiscal Agent to act as authentication agent, paying agent, and registrar for the Obligations. Among other things, the Fiscal Agent must maintain the Register.

Section 6. Redemption.

The Obligations are subject to optional redemption prior to maturity only as provided in the Financial Assistance Agreement and upon the written consent of the CWFP.

Section 7. Manner of Payment/Transfers/Redemption Notices.

Payment. On each principal payment date (whether at maturity, installment payment date, or redemption date) and on each interest payment date, the Fiscal Agent will pay the principal of, and interest on, each Obligation by electronic funds transfer or by check mailed to the person or entity in whose name the Obligation is registered on the Register at the end of the day on the applicable Record Date.

Transfers. Each Obligation is transferable, only upon the Register, for a like aggregate principal amount of the same maturity and interest rate in denominations of \$.01. A transfer may be requested by the registered owner in person or by a person with a written power of attorney. The Obligation must be surrendered to the Fiscal Agent, together with a written instrument of transfer satisfactory to the Fiscal Agent signed by the registered owner or by the person with the written power of attorney. The Issuer will issue one or more new fully registered Obligations in the same aggregate principal amount to the transferee or transferees, as applicable, in exchange for the surrendered Obligations and upon the payment of a charge sufficient to reimburse the Issuer or the Fiscal Agent for any tax, fee, or other governmental charge required to be paid with respect to such registration.

The Fiscal Agent will not be required to make any transfer of the Obligations (i) during the 15 calendar days before the date of any proposed redemption of the Obligations, or (ii) with respect to any particular Obligation, after the Obligation has been called for redemption.

Partial Redemptions. If less than all of the Obligations have been called for redemption, then the State will adjust the principal repayment schedule to reflect such partial redemption.

Notice of Redemption. So long as the CWFPP is the registered owner of the Obligations, no redemption notice is required to be sent in the event of any redemption of the Obligations.

Accrual of Interest. If payment of an Obligation called for redemption has been made or provided for, then interest on the Obligation stops accruing on the stated redemption date.

Register. The Issuer and the Fiscal Agent may treat the entity or person in whose name any Obligation is registered on the Register as the absolute owner of the Obligation for all purposes whatsoever under this resolution.

Section 8. Form of Obligations.

The Obligations shall be in substantially the form shown in Exhibit A. Omissions, insertions, or variations are permitted if they are deemed necessary or desirable and are consistent with this resolution or any supplemental resolution.

Section 9. Execution of Obligations.

The Obligations shall be signed by the persons who are the Commission Officers on the Original Issue Date. The Obligations shall be sealed with the Issuer's corporate seal (or a facsimile), if the Issuer has one, and they shall also be authenticated by the manual signature of the Fiscal Agent.

The Obligations will be valid and binding even if before they are delivered any person whose signature appears on the Obligations is no longer living or is no longer the person authorized to sign the Obligations. In that event, the Obligations will have the same effect as if the person were living or were still the person authorized to sign the Obligations.

A facsimile signature may be used as long as at least one signature of a Commission Officer is a manual signature or the Fiscal Agent's certificate of authentication has a manual signature. If a facsimile signature is used, then it will be treated as the officer's own signature.

Section 10. Continuing Disclosure.

The appropriate officers of the Issuer are directed to sign the Continuing Disclosure Agreement, and the Issuer agrees to comply with all of its terms. The Issuer shall amend the Continuing Disclosure Agreement from time to time as the CWFPP may require and to conform with any changes in rules or regulations by the Securities and Exchange Commission with respect to continuing disclosure.

Section 11. Sale of Obligations; Financial Assistance Agreement.

The Issuer awards the sale of the Obligations to the CWFP at the Purchase Price, plus any accrued interest from the Original Issue Date to the date of delivery of the Obligations. The Issuer approves and accepts the Financial Assistance Agreement presented by the CWFP to purchase the Obligations and agrees to perform all obligations of the Issuer set forth therein. The Commission Officers are directed to (i) sign the Financial Assistance Agreement in the Issuer's name and (ii) take any additional actions needed to complete the sale of the Obligations, including arranging for a closing of the sale. The Purchase Price for the Obligations shall be paid upon request therefor as provided in the Financial Assistance Agreement.

The Commission Officers are directed to sign the Obligations and to arrange for delivery of the Obligations to the CWFP upon payment by the CWFP of the Purchase Price, plus any accrued interest, as required by this resolution.

Unless waived by the CWFP, the sale of the Obligations is conditioned upon the Issuer furnishing the following items to the CWFP:

- (i) The Obligations, together with the written, unqualified approving opinions of the law firms of MWH Law Group LLP and Foley & Lardner LLP, co-bond counsel, evidencing the legality of the Obligations and that interest on the Obligations will be excluded from gross income for federal income tax purposes.
- (ii) A transcript of the proceedings relating to the issuance of the Obligations.
- (iii) A certificate showing that no litigation has been threatened or is pending that would affect the legality of the Obligations or the right of the Issuer to issue them at the time of their delivery.

Section 12. General Obligation Pledge; Tax Levy.

For the prompt payment of the principal of and interest on the Obligations, the Issuer irrevocably pledges its full faith and credit. The Issuer hereby levies upon all taxable property in its territory a direct, annual, and irrevocable tax in an amount sufficient to pay, and for the express purpose of paying, the interest on the Obligations as it falls due and also to pay and discharge the principal of the Obligations on the principal installment payment dates and at maturity.

This tax shall be carried from year to year into the Issuer's tax roll. It shall be collected in addition to all other taxes and in the same manner and at the same time as all other taxes. The amount of this tax that is carried into the Issuer's tax roll may be reduced in any year by the amount of any surplus money in the Debt Service Fund Account available to pay debt service on the Obligations for such year. Assuming the entire principal amount of the Obligations is drawn, the tax for each year the levy is made will be in the following amounts:

<u>Levy Year</u>	<u>Debt Service Amount Due in Following Year</u>	<u>Levy Year</u>	<u>Debt Service Amount Due in Following Year</u>
2018	\$ 190,753.70	2028	\$ 190,522.54
2019	190,732.35	2029	190,497.13
2020	190,710.62	2030	190,471.27
2021	190,688.53	2031	190,444.95
2022	190,666.04	2032	190,418.17
2023	190,643.15	2033	190,390.93
2024	190,619.87	2034	190,363.20
2025	190,596.17	2035	190,334.99
2026	190,572.05	2036	190,306.28
2027	190,547.51		

The Issuer levied taxes in 2017 for the purpose of paying debt service coming due in 2018 on anticipated CWFPP loans such as the Obligations, and from such levy, the Issuer hereby appropriates an amount sufficient to pay the interest coming due on the Obligations on May 1, 2018 and November 1, 2018. As a result of the foregoing, the Issuer does not need to levy a tax for the May 1, 2018 and November 1, 2018 interest payments on the Obligations.

Section 13. Debt Service Fund Account.

The Issuer shall create a separate account within the Debt Service Fund solely for the Obligations (the “**Debt Service Fund Account**”), which shall be maintained and administered as provided in Section 67.11 of the Wisconsin Statutes. The Director of Finance/Treasurer is directed to keep the proceeds of the taxes levied under this resolution, when they are collected, in the Debt Service Fund Account. Any accrued interest received at the time of delivery of the Obligations and the premium, if any, paid to the Issuer by the CWFPP in excess of the stated principal amount of the Obligations must be deposited into the Debt Service Fund Account and used to pay interest on the Obligations. If the money in the Debt Service Fund Account is insufficient to make a payment of principal of or interest on the Obligations on a date on which such a payment is due, then the Issuer will promptly provide the necessary funds to make the payment from other available sources. Money in the Debt Service Fund Account may be temporarily invested as provided in Section 66.0603 (1m) of the Wisconsin Statutes.

Section 14. Borrowed Money Fund.

In accordance with Section 67.10(3) of the Wisconsin Statutes, the sale proceeds of the Obligations (not including any accrued interest or premium received) shall be deposited and kept by the Director of Finance/Treasurer in a separate fund. The fund shall be designated with both the name of the Obligations and the name Borrowed Money Fund (herein referred to as

the “**Borrowed Money Fund**”). Money in the Borrowed Money Fund, including any earnings, shall be (i) used to pay the costs of the Project, the costs of issuing the Obligations, and the costs of investing amounts in the Borrowed Money Fund, or (ii) transferred to the Debt Service Fund Account as provided by law. Money in the Borrowed Money Fund may be temporarily invested as provided in Section 66.0603 (1m) of the Wisconsin Statutes; *provided, however*, that pursuant to the terms of the Financial Assistance Agreement, money in the Borrowed Money Fund must be disbursed within three business days after the Original Issue Date, or the date of receipt by the Issuer of any draws of principal on the Obligations, and must not be invested in an interest bearing account.

Section 15. Publication of Notice.

The Recording Officer is directed to publish notice that the Issuer has agreed to sell the Obligations. The notice shall be published in the Issuer’s official newspaper as a class 1 notice under Chapter 985 of the Wisconsin Statutes promptly after the execution of the Financial Assistant Agreement. The notice shall be in substantially the form shown in Exhibit B. The Recording Officer shall obtain proof, in affidavit form, of the publication, and shall compare the notice as published with the attached form to make sure that no mistake was made in publication.

Section 16. Authorization of Officers.

The appropriate officers of the Issuer are directed to prepare and furnish the following items to the CWFP and the attorneys approving the legality of the Obligations:

- (i) Certified copies of proceedings and records of the Issuer relating to the Obligations and to the financial condition and affairs of the Issuer.
- (ii) Other affidavits, certificates, and information that may be required to show the facts about the legality of the Obligations, as such facts appear on the books and records under the officer’s custody or control or as are otherwise known to the officer.

All certified copies, affidavits, certificates, and information furnished for such purpose will be representations of the Issuer as to the facts they present.

Section 17. Tax Law Covenants.

The Issuer covenants that it will comply with all requirements of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations promulgated thereunder, that must be satisfied so that interest on the Obligations will be excluded from gross income for federal income tax purposes.

Section 18. Amendments.

This resolution may (i) be amended from time to time without the written consent of the CWFP, to cure any ambiguity, administrative conflicts, formal defect, or omission or procedural inconsistency of this resolution, and (ii) be amended from time to time with the written consent of the CWFP, to modify any terms of the Obligations deemed necessary or advisable by the Issuer or the CWFP.

In the event the CWFPS sells all or a portion of the Obligations, written consent referred to in (ii) above shall be required by the owners of not less than two-thirds of the principal amount then outstanding of the Obligations.

Section 19. Further Authorization.

The Issuer authorizes its officers, attorneys, and other agents or employees to do all acts required of them to carry out the purposes of this resolution.

Section 20. Conflict with Prior Acts.

In case any part of a prior action of the Governing Body conflicts with this resolution, that part of the prior action is hereby rescinded.

Section 21. Severability of Invalid Provisions.

If a court holds any provision of this resolution to be illegal or invalid, then the illegality or invalidity shall not affect any other provision of this resolution.

Section 22. Resolution Effective upon Adoption and Approval.

This resolution takes effect upon its adoption and approval in the manner provided by law.

[Signature Page Follows]

Adopted: December 18, 2017.

John Hermes
Commission Chairperson

Anna Kettlewell
Commission Secretary

EXHIBIT A
FORM OF OBLIGATION

STATE OF WISCONSIN
MILWAUKEE METROPOLITAN SEWERAGE DISTRICT

No. R-1

Registered
\$3,077,435

GENERAL OBLIGATION SEWERAGE SYSTEM PROMISSORY NOTE,
SERIES 2018A

<u>Interest Rate</u>	<u>Maturity Date</u>	<u>Original Issue Date</u>	<u>CUSIP</u>
1.76%	May 1, 2037	January 10, 2018	None

REGISTERED OWNER: STATE OF WISCONSIN CLEAN WATER FUND PROGRAM

PRINCIPAL AMOUNT: THREE MILLION SEVENTY-SEVEN THOUSAND
FOUR HUNDRED THIRTY-FIVE DOLLARS

THE MILWAUKEE METROPOLITAN SEWERAGE DISTRICT, WISCONSIN (herein called the “**Issuer**”), hereby acknowledges itself to owe and for value received promises to pay the Principal Amount to the Registered Owner on the Maturity Date or earlier installment payment date (as hereinafter described), and interest on the Principal Amount from the Original Issue Date at the annual rate of the Interest Rate. The actual interest amount due is based on the amount of principal drawn, from the dates so drawn (as hereinafter described), or from the most recent interest payment date to which interest has been paid. Interest is due and payable on each May 1 and November 1 until the Principal Amount has been paid, beginning on May 1, 2018. Interest is computed on the basis of a 360-day year of twelve 30-day months.

This Obligation is one of a duly authorized issue of notes (the “**Obligations**”) of the Issuer of an aggregate principal amount of \$3,077,435, all of like tenor, except as to denomination, issued by the Issuer pursuant to the provisions of Section 67.12 (12) of the Wisconsin Statutes, and is authorized by the resolution duly adopted by the governing body of the Issuer on December 18, 2017, entitled: “A Resolution Authorizing and Providing for the Sale and Issuance of up to \$3,077,435 General Obligation Sewerage System Promissory Notes, Series 2018A, Levying Taxes for the Payment Thereof, and All Related Details” (the “**Resolution**”). The Obligations are issuable only in the form of fully registered notes.

The Principal Amount evidenced by this Obligation may be drawn upon by the Issuer in accordance with the Financial Assistance Agreement (as defined in the Resolution).

The Principal Amount so drawn shall be repaid in annual installments on each May 1, beginning on May 1, 2019, in the amounts set forth in the repayment schedule attached as Exhibit B to the Financial Assistance Agreement and in the attached Schedule 2. The repayment schedule has been calculated by the State of Wisconsin Department of Administration (the “**State**”) assuming the full Principal Amount of the Obligations has been drawn by the Issuer on the Original Issue Date. The repayment schedule will be adjusted by the State from time to time based on the actual Principal Amounts drawn by the Issuer. The Principal Amounts so drawn shall be repaid in an amount equal to an amount which when amortized over the remaining term of this Obligation plus current payments of interest (but only on amounts drawn hereunder) at the Interest Rate shall result in equal annual payments of the total of principal of and interest on the Obligations. The State shall record draws of principal and principal repayments in the format shown on the attached Schedule 1.

On each principal payment date (whether at maturity or earlier installment payment or redemption date) and on each interest payment date, the Director of Finance/Treasurer of the Issuer (who will act as authentication agent, paying agent, and registrar for the Obligations), or any successor fiscal agent appointed by the Issuer to act as authentication agent, paying agent, and registrar for the Obligations under Section 67.10 (2) of the Wisconsin Statutes (hereinafter called the “**Fiscal Agent**”), will pay the principal of, and interest on, this Obligation by electronic funds transfer or by check mailed to the person or entity in whose name this Obligation is registered on the register (hereinafter called the “**Register**”) maintained by the Fiscal Agent at the end of the 15th day (whether or not a business day) of the calendar month just before a regularly scheduled interest payment date for the Obligations (the “**Record Date**”).

The principal of and interest on this Obligation is payable in lawful money of the United States of America. For the prompt payment of the principal of and interest on this Obligation, the Issuer has irrevocably pledged its full faith and credit. The Issuer has levied upon all taxable property in its territory a direct, annual, and irrevocable tax sufficient in amount to pay, and for the express purpose of paying, the interest on this Obligation as it falls due and the principal of this Obligation on the Maturity Date or earlier installment payment date.

The Obligations are subject to optional redemption prior to maturity only as provided in the Financial Assistance Agreement and upon the written consent of the Registered Owner.

Transfers. Each Obligation is transferable, only upon the Register, for a like aggregate principal amount of the same maturity and interest rate in denominations of \$.01. A transfer may be requested by the registered owner in person or by a person with a written power of attorney. The Obligation shall be surrendered to the Fiscal Agent, together with a written instrument of transfer satisfactory to the Fiscal Agent signed by the registered owner or by the person with the written power of attorney. The Issuer will issue one or more new fully registered Obligations, in the same aggregate principal amount to the transferee or transferees, as applicable, in exchange for the surrendered Obligations and upon the payment of a charge sufficient to reimburse the Issuer or the Fiscal Agent for any tax, fee, or other governmental charge required to be paid with respect to such registration.

The Fiscal Agent will not be required to make any transfer of the Obligations (i) during the 15 calendar days before the date of any proposed redemption of the Obligations, or (ii) with respect to any particular Obligation, after such Obligation has been called for redemption.

Partial Redemptions. If less than all of the Obligations have been called for redemption, then the State will adjust the principal repayment schedule to reflect such partial redemption.

Notice of Redemption. So long as the State of Wisconsin Clean Water Fund Program is the registered owner of the Obligations, no redemption notice is required to be sent in the event of any redemption of the Obligations.

Accrual of Interest. If payment of an Obligation called for redemption has been made or provided for, then interest on the Obligation stops accruing on the stated redemption date.

Register. The Issuer and the Fiscal Agent may treat the entity or person in whose name this Obligation is registered on the Register as the absolute owner of this Obligation for all purposes.

The Issuer certifies, recites, and declares that all acts, conditions, and procedures required by law to exist, to have happened, and to be performed, leading up to and in the issuing of this Obligation and of the issue of which it is a part, do exist, have happened, and have been performed in regular and due form, time, and manner as required by law; that the indebtedness of the Issuer, including this Obligation and the issue of which it is a part, does not exceed any limitation, general or special, imposed by law; and that a valid, direct, annual and irrevocable tax has been levied by the Issuer sufficient to pay the interest on this Obligation when it falls due and also to pay and discharge the principal of this Obligation at maturity or earlier installment payment date.

IN WITNESS WHEREOF, the Issuer, by its governing body, has caused this Obligation to be executed in its name and on its behalf by the manual or facsimile signatures of its Commission Chairperson and Commission Secretary and to be sealed with its corporate seal (or a facsimile thereof), if any, all as of the date specified above.

MILWAUKEE METROPOLITAN SEWERAGE DISTRICT,
WISCONSIN

By: _____
John Hermes
Commission Chairperson

[SEAL]

And: _____
Anna Kettlewell
Commission Secretary

Certificate of Authentication

Dated: January 10, 2018

This Obligation is one of the Obligations described in the Resolution.

By: _____
Director of Finance/Treasurer, as Fiscal Agent

SCHEDULE 1

RECORD OF DRAWS OF PRINCIPAL AND PRINCIPAL REPAYMENTS

\$3,077,435

Milwaukee Metropolitan Sewerage District, Wisconsin
General Obligation Sewerage System Promissory Notes, Series 2018A

<u>Amount of Principal Drawn</u>	<u>Draw Date</u>	<u>Amount of Principal Repaid</u>	<u>Principal Outstanding After Repayment</u>
\$ _____	_____	\$ _____	\$ _____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

SCHEDULE 2

PRINCIPAL REPAYMENT SCHEDULE

<u>Date</u>	<u>Principal Amount</u>
May 1, 2019	\$ 137,803.51
May 1, 2020	140,228.85
May 1, 2021	142,696.87
May 1, 2022	145,208.34
May 1, 2023	147,764.01
May 1, 2024	150,364.65
May 1, 2025	153,011.07
May 1, 2026	155,704.07
May 1, 2027	158,444.46
May 1, 2028	161,233.08
May 1, 2029	164,070.78
May 1, 2030	166,958.43
May 1, 2031	169,896.90
May 1, 2032	172,887.08
May 1, 2033	175,929.89
May 1, 2034	179,026.26
May 1, 2035	182,177.12
May 1, 2036	185,383.44
May 1, 2037	188,646.19

ASSIGNMENT

For value received, the undersigned hereby sells, assigns, and transfers unto

PLEASE INSERT SOCIAL SECURITY OR
OTHER IDENTIFYING NUMBER OF ASSIGNEE

[Empty rectangular box for Social Security or other identifying number]

(Please Print or Type Name and Address of Assignee)

the within-mentioned Obligation and all rights thereunder and does hereby irrevocably constitute and appoint _____ attorney-in-fact, to transfer the same on the books of the registry in the office of the Fiscal Agent, with full power of substitution in the premises.

Dated: _____

Signature Guaranteed

NOTICE: Signatures must be guaranteed by an “eligible guarantor institution” meeting the requirements of the Fiscal Agent. Those requirements include membership or participation in the Securities Transfer Association Medallion Program (“STAMP”) or such other “signature guarantee program” as may be determined by the Fiscal Agent in addition to, or in substitution for, STAMP, all in accordance with the Securities Exchange Act of 1934, as amended.

Note: The signature to this assignment must correspond with the name as written on the face of the within Obligation in every particular, without any alteration or change. When assignment is made by a guardian, trustee, executor or administrator, an officer of a corporation, or anyone in a representative capacity, proof of the person’s authority to act must accompany this Obligation.

EXHIBIT B

NOTICE TO THE ELECTORS
RESIDING IN THE
MILWAUKEE METROPOLITAN SEWERAGE DISTRICT, WISCONSIN
RELATING TO NOTE SALE

On December 18, 2017, pursuant to Section 67.12 (12) of the Wisconsin Statutes, a resolution was offered, read, approved, and adopted whereby the Milwaukee Metropolitan Sewerage District, Wisconsin authorized the borrowing of money and the execution and delivery of a contract to sell general obligation sewerage system promissory notes in the principal amount of up to \$3,077,435. It is anticipated that the closing of this note financing will be held on or about January 10, 2018. A copy of all proceedings had to date with respect to the authorization and sale of said notes is on file and may be examined in the office of the Commission Secretary of the Milwaukee Metropolitan Sewerage District, at 260 West Seeboth Street, Milwaukee, Wisconsin between the hours of 9:00 a.m. and 4:30 p.m. on weekdays.

This notice is given pursuant to Section 893.77 of the Wisconsin Statutes, which provides that an action or proceeding to contest the validity of such financing, for other than constitutional reasons, shall be commenced within 30 days after the date of publication of this notice.

Publication Date: _____, 20__

/s/ Anna Kettlewell
Commission Secretary

**A Resolution Authorizing and Providing for the Sale and Issuance of up to
\$2,800,165 General Obligation Sewerage System Promissory Notes, Series 2018B,
Levying Taxes for the Payment Thereof,
and All Related Details**

RECITALS

The Metropolitan Sewerage District Commission (the “**Governing Body**”) of the Milwaukee Metropolitan Sewerage District, Wisconsin (the “**Issuer**”) makes the following findings and determinations:

1. Certain improvements to the Issuer’s sewerage system (the “**System**”) are necessary to meet the needs of the communities served by the System and the residents thereof, consisting of modernization of Elevator No. 1 (Passenger) and Elevator No. 2 (Freight) in the Dewatering and Drying Building at the Jones Island Water Reclamation Facility which includes replacement of drives, controls, car components, and mechanical and electrical upgrades in the elevator shafts and machine rooms along with miscellaneous architectural repairs (collectively, the “**Project**”).

2. The Project has been assigned Clean Water Fund Program Project No. 3242-01 by the State of Wisconsin Department of Natural Resources (the “**Department of Natural Resources**”), and as defined in Department of Natural Resources approval letter for the Plans and Specifications of the Project, or portions thereof, issued under Section 281.41 of the Wisconsin Statutes; and assigned Number S-2017-0352 dated May 24, 2017.

3. The Governing Body wishes to borrow the funds needed for the Project by selling and issuing general obligation sewerage system promissory notes pursuant to the provisions of Section 67.12 (12) of the Wisconsin Statutes.

4. The Issuer has taken all actions required by law and has the power to sell and issue the \$2,800,165 Milwaukee Metropolitan Sewerage District, Wisconsin General Obligation Sewerage System Promissory Notes, Series 2018B authorized by this resolution.

RESOLUTIONS

The Governing Body resolves as follows:

Section 1. Definitions.

In this resolution, the following terms have the meanings given in this section, unless the context requires another meaning.

“**Commission Officers**” means the Chairperson and the Secretary of the Governing Body of the Issuer. These are the officers required by law to execute general obligations on the Issuer’s behalf.

“Continuing Disclosure Agreement” means the Continuing Disclosure Agreement, dated as of the Original Issue Date, to be executed by the Issuer and delivered on the closing date for the Obligations.

“CWFP” means the State of Wisconsin Clean Water Fund Program.

“Debt Service Fund” means the fund created by the Issuer pursuant to Section 67.11 of the Wisconsin Statutes to provide for the payment of debt service on its general obligations.

“Debt Service Fund Account” has the meaning given in Section 13.

“Director of Finance/Treasurer” means the Issuer’s Director of Finance/Treasurer.

“Financial Assistance Agreement” means the Financial Assistance Agreement, dated as of the Original Issue Date, by and between the Issuer and the State of Wisconsin by the Department of Natural Resources and the Department of Administration, pursuant to which the Obligations are to be issued and sold to the State, in substantially the form accompanying this resolution and incorporated herein by reference.

“Financial Officer” means the Director of Finance/Treasurer.

“Fiscal Agent” means the Director of Finance/Treasurer or any successor fiscal agent appointed by the Issuer to act as authentication agent, paying agent, and registrar for the Obligations pursuant to Section 67.10 (2) of the Wisconsin Statutes.

“Governing Body” means the Issuer’s Metropolitan Sewerage District Commission.

“Issuer” means the Milwaukee Metropolitan Sewerage District, Wisconsin.

“Obligations” means the \$2,800,165 Milwaukee Metropolitan Sewerage District, Wisconsin General Obligation Sewerage System Promissory Notes, Series 2018B, which will be issued pursuant to this resolution.

“Original Issue Date” means January 10, 2018.

“Project” has the meaning given in the recitals to this resolution.

“Purchase Price” means up to \$2,800,165.

“Record Date” means the 15th day (whether or not a business day) of the calendar month just before each regularly scheduled interest payment date for the Obligations.

“Recording Officer” means the Secretary of the Issuer’s Governing Body.

“Register” means the register maintained by the Fiscal Agent at its principal office, in which the Fiscal Agent records:

- (i) The name and address of the owner of each Obligation.
- (ii) All transfers of each Obligation.

“**State**” means the State of Wisconsin Department of Administration.

Section 2. Exhibits.

The attached exhibits are also a part of this resolution as though they were fully written out in this resolution:

- (i) *Exhibit A* — Form of Obligation.
- (ii) *Exhibit B* — Notice to Electors of Sale.

Section 3. Purposes of Borrowing; Issuance of Obligations.

The Governing Body authorizes the Obligations and orders that they be prepared, executed, and issued. The Obligations will be fully registered, negotiable, general obligation sewerage system promissory notes of the Issuer in the principal amount of up to \$2,800,165. The Obligations will be issued pursuant to the provisions of the Financial Assistance Agreement and Section 67.12 (12) of the Wisconsin Statutes to pay the costs of the Project and to pay certain expenses of issuing the Obligations (including, but not limited to, printing costs and fees for financial consultants, bond counsel, rating agencies, insurance, and registration, as applicable).

Section 4. Terms of Obligations.

The Obligations will be named “Milwaukee Metropolitan Sewerage District, Wisconsin General Obligation Sewerage System Promissory Notes, Series 2018B.” The Obligations will be dated the Original Issue Date, even if they are actually issued or executed on another date. Each Obligation will also be dated the date to which it is authenticated by the Fiscal Agent. That date is its registration date.

The face amount of each Obligation will be in denominations of \$.01 or any multiple of \$.01 up to the principal amount authorized for that maturity.

The Obligations will bear interest from the Original Issue Date, or from the date principal evidenced by the Obligations was drawn by the Issuer (as described below), or from the most recent interest payment date to which interest has been paid. Interest will be due and payable on each May 1 and November 1 until the principal of the Obligations has been paid, beginning on May 1, 2018. Interest on each Obligation will be (i) computed on the basis of a 360-day year of twelve 30-day months and (ii) payable to the person or entity in whose name the Obligation is registered on the Register at the end of the day on the applicable Record Date. The Obligations will be numbered consecutively as may be required to comply with any applicable rules or customs or as determined by the Commission Officers executing the Obligations. The Obligations will mature on May 1, 2037 and will bear interest at the rate of 1.76%.

The principal evidenced by the Obligations may be drawn upon by the Issuer in accordance with the Financial Assistance Agreement. The principal of the Obligations so drawn

is payable in annual installments on each May 1, beginning on May 1, 2019, in the amounts set forth in the repayment schedule attached as Exhibit B to the Financial Assistance Agreement and in the attached Schedule 2 to Exhibit A. The repayment schedule has been calculated by the State assuming the full principal amount of the Obligations has been drawn by the Issuer on the Original Issue Date. The repayment schedule will be adjusted by the State from time to time based on the actual principal amounts drawn by the Issuer. The principal amounts so drawn shall be repaid in an amount equal to an amount which when amortized over the remaining term of the Obligations plus current payments of interest (but only on amounts drawn) at the interest rate set forth above shall result in equal annual payments of the total of principal of and interest due on the Obligations. The State shall record such draws of principal and principal repayments in the format shown on the attached Schedule 1 to Exhibit A.

The principal of and interest on the Obligations will be payable in lawful money of the United States of America.

Section 5. Fiscal Agent.

The Issuer appoints the Fiscal Agent to act as authentication agent, paying agent, and registrar for the Obligations. Among other things, the Fiscal Agent must maintain the Register.

Section 6. Redemption.

The Obligations are subject to optional redemption prior to maturity only as provided in the Financial Assistance Agreement and upon the written consent of the CWFP.

Section 7. Manner of Payment/Transfers/Redemption Notices.

Payment. On each principal payment date (whether at maturity, installment payment date, or redemption date) and on each interest payment date, the Fiscal Agent will pay the principal of, and interest on, each Obligation by electronic funds transfer or by check mailed to the person or entity in whose name the Obligation is registered on the Register at the end of the day on the applicable Record Date.

Transfers. Each Obligation is transferable, only upon the Register, for a like aggregate principal amount of the same maturity and interest rate in denominations of \$.01. A transfer may be requested by the registered owner in person or by a person with a written power of attorney. The Obligation must be surrendered to the Fiscal Agent, together with a written instrument of transfer satisfactory to the Fiscal Agent signed by the registered owner or by the person with the written power of attorney. The Issuer will issue one or more new fully registered Obligations in the same aggregate principal amount to the transferee or transferees, as applicable, in exchange for the surrendered Obligations and upon the payment of a charge sufficient to reimburse the Issuer or the Fiscal Agent for any tax, fee, or other governmental charge required to be paid with respect to such registration.

The Fiscal Agent will not be required to make any transfer of the Obligations (i) during the 15 calendar days before the date of any proposed redemption of the Obligations, or (ii) with respect to any particular Obligation, after the Obligation has been called for redemption.

Partial Redemptions. If less than all of the Obligations have been called for redemption, then the State will adjust the principal repayment schedule to reflect such partial redemption.

Notice of Redemption. So long as the CWFPP is the registered owner of the Obligations, no redemption notice is required to be sent in the event of any redemption of the Obligations.

Accrual of Interest. If payment of an Obligation called for redemption has been made or provided for, then interest on the Obligation stops accruing on the stated redemption date.

Register. The Issuer and the Fiscal Agent may treat the entity or person in whose name any Obligation is registered on the Register as the absolute owner of the Obligation for all purposes whatsoever under this resolution.

Section 8. Form of Obligations.

The Obligations shall be in substantially the form shown in Exhibit A. Omissions, insertions, or variations are permitted if they are deemed necessary or desirable and are consistent with this resolution or any supplemental resolution.

Section 9. Execution of Obligations.

The Obligations shall be signed by the persons who are the Commission Officers on the Original Issue Date. The Obligations shall be sealed with the Issuer's corporate seal (or a facsimile), if the Issuer has one, and they shall also be authenticated by the manual signature of the Fiscal Agent.

The Obligations will be valid and binding even if before they are delivered any person whose signature appears on the Obligations is no longer living or is no longer the person authorized to sign the Obligations. In that event, the Obligations will have the same effect as if the person were living or were still the person authorized to sign the Obligations.

A facsimile signature may be used as long as at least one signature of a Commission Officer is a manual signature or the Fiscal Agent's certificate of authentication has a manual signature. If a facsimile signature is used, then it will be treated as the officer's own signature.

Section 10. Continuing Disclosure.

The appropriate officers of the Issuer are directed to sign the Continuing Disclosure Agreement, and the Issuer agrees to comply with all of its terms. The Issuer shall amend the Continuing Disclosure Agreement from time to time as the CWFPP may require and to conform with any changes in rules or regulations by the Securities and Exchange Commission with respect to continuing disclosure.

Section 11. Sale of Obligations; Financial Assistance Agreement.

The Issuer awards the sale of the Obligations to the CWFP at the Purchase Price, plus any accrued interest from the Original Issue Date to the date of delivery of the Obligations. The Issuer approves and accepts the Financial Assistance Agreement presented by the CWFP to purchase the Obligations and agrees to perform all obligations of the Issuer set forth therein. The Commission Officers are directed to (i) sign the Financial Assistance Agreement in the Issuer's name and (ii) take any additional actions needed to complete the sale of the Obligations, including arranging for a closing of the sale. The Purchase Price for the Obligations shall be paid upon request therefor as provided in the Financial Assistance Agreement.

The Commission Officers are directed to sign the Obligations and to arrange for delivery of the Obligations to the CWFP upon payment by the CWFP of the Purchase Price, plus any accrued interest, as required by this resolution.

Unless waived by the CWFP, the sale of the Obligations is conditioned upon the Issuer furnishing the following items to the CWFP:

- (i) The Obligations, together with the written, unqualified approving opinions of the law firms of MWH Law Group LLP and Foley & Lardner LLP, co-bond counsel, evidencing the legality of the Obligations and that interest on the Obligations will be excluded from gross income for federal income tax purposes.
- (ii) A transcript of the proceedings relating to the issuance of the Obligations.
- (iii) A certificate showing that no litigation has been threatened or is pending that would affect the legality of the Obligations or the right of the Issuer to issue them at the time of their delivery.

Section 12. General Obligation Pledge; Tax Levy.

For the prompt payment of the principal of and interest on the Obligations, the Issuer irrevocably pledges its full faith and credit. The Issuer hereby levies upon all taxable property in its territory a direct, annual, and irrevocable tax in an amount sufficient to pay, and for the express purpose of paying, the interest on the Obligations as it falls due and also to pay and discharge the principal of the Obligations on the principal installment payment dates and at maturity.

This tax shall be carried from year to year into the Issuer's tax roll. It shall be collected in addition to all other taxes and in the same manner and at the same time as all other taxes. The amount of this tax that is carried into the Issuer's tax roll may be reduced in any year by the amount of any surplus money in the Debt Service Fund Account available to pay debt service on the Obligations for such year. Assuming the entire principal amount of the Obligations is drawn, the tax for each year the levy is made will be in the following amounts:

<u>Levy Year</u>	<u>Debt Service Amount Due in Following Year</u>	<u>Levy Year</u>	<u>Debt Service Amount Due in Following Year</u>
2018	\$ 173,567.21	2028	\$ 173,356.88
2019	173,547.79	2029	173,333.77
2020	173,528.03	2030	173,310.24
2021	173,507.91	2031	173,286.29
2022	173,487.45	2032	173,261.92
2023	173,466.63	2033	173,237.13
2024	173,445.44	2034	173,211.91
2025	173,423.88	2035	173,186.24
2026	173,401.94	2036	173,160.11
2027	173,379.60		

The Issuer levied taxes in 2017 for the purpose of paying debt service coming due in 2018 on anticipated CWFPP loans such as the Obligations, and from such levy, the Issuer hereby appropriates an amount sufficient to pay the interest coming due on the Obligations on May 1, 2018 and November 1, 2018. As a result of the foregoing, the Issuer does not need to levy a tax for the May 1, 2018 and November 1, 2018 interest payments on the Obligations.

Section 13. Debt Service Fund Account.

The Issuer shall create a separate account within the Debt Service Fund solely for the Obligations (the “**Debt Service Fund Account**”), which shall be maintained and administered as provided in Section 67.11 of the Wisconsin Statutes. The Director of Finance/Treasurer is directed to keep the proceeds of the taxes levied under this resolution, when they are collected, in the Debt Service Fund Account. Any accrued interest received at the time of delivery of the Obligations and the premium, if any, paid to the Issuer by the CWFPP in excess of the stated principal amount of the Obligations must be deposited into the Debt Service Fund Account and used to pay interest on the Obligations. If the money in the Debt Service Fund Account is insufficient to make a payment of principal of or interest on the Obligations on a date on which such a payment is due, then the Issuer will promptly provide the necessary funds to make the payment from other available sources. Money in the Debt Service Fund Account may be temporarily invested as provided in Section 66.0603 (1m) of the Wisconsin Statutes.

Section 14. Borrowed Money Fund.

In accordance with Section 67.10(3) of the Wisconsin Statutes, the sale proceeds of the Obligations (not including any accrued interest or premium received) shall be deposited and kept by the Director of Finance/Treasurer in a separate fund. The fund shall be designated with both the name of the Obligations and the name Borrowed Money Fund (herein referred to as

the “**Borrowed Money Fund**”). Money in the Borrowed Money Fund, including any earnings, shall be (i) used to pay the costs of the Project, the costs of issuing the Obligations, and the costs of investing amounts in the Borrowed Money Fund, or (ii) transferred to the Debt Service Fund Account as provided by law. Money in the Borrowed Money Fund may be temporarily invested as provided in Section 66.0603 (1m) of the Wisconsin Statutes; *provided, however*, that pursuant to the terms of the Financial Assistance Agreement, money in the Borrowed Money Fund must be disbursed within three business days after the Original Issue Date, or the date of receipt by the Issuer of any draws of principal on the Obligations, and must not be invested in an interest bearing account.

Section 15. Publication of Notice.

The Recording Officer is directed to publish notice that the Issuer has agreed to sell the Obligations. The notice shall be published in the Issuer’s official newspaper as a class 1 notice under Chapter 985 of the Wisconsin Statutes promptly after the execution of the Financial Assistant Agreement. The notice shall be in substantially the form shown in Exhibit B. The Recording Officer shall obtain proof, in affidavit form, of the publication, and shall compare the notice as published with the attached form to make sure that no mistake was made in publication.

Section 16. Authorization of Officers.

The appropriate officers of the Issuer are directed to prepare and furnish the following items to the CWFP and the attorneys approving the legality of the Obligations:

- (i) Certified copies of proceedings and records of the Issuer relating to the Obligations and to the financial condition and affairs of the Issuer.
- (ii) Other affidavits, certificates, and information that may be required to show the facts about the legality of the Obligations, as such facts appear on the books and records under the officer’s custody or control or as are otherwise known to the officer.

All certified copies, affidavits, certificates, and information furnished for such purpose will be representations of the Issuer as to the facts they present.

Section 17. Tax Law Covenants.

The Issuer covenants that it will comply with all requirements of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations promulgated thereunder, that must be satisfied so that interest on the Obligations will be excluded from gross income for federal income tax purposes.

Section 18. Amendments.

This resolution may (i) be amended from time to time without the written consent of the CWFP, to cure any ambiguity, administrative conflicts, formal defect, or omission or procedural inconsistency of this resolution, and (ii) be amended from time to time with the written consent of the CWFP, to modify any terms of the Obligations deemed necessary or advisable by the Issuer or the CWFP.

In the event the CWFPP sells all or a portion of the Obligations, written consent referred to in (ii) above shall be required by the owners of not less than two-thirds of the principal amount then outstanding of the Obligations.

Section 19. Further Authorization.

The Issuer authorizes its officers, attorneys, and other agents or employees to do all acts required of them to carry out the purposes of this resolution.

Section 20. Conflict with Prior Acts.

In case any part of a prior action of the Governing Body conflicts with this resolution, that part of the prior action is hereby rescinded.

Section 21. Severability of Invalid Provisions.

If a court holds any provision of this resolution to be illegal or invalid, then the illegality or invalidity shall not affect any other provision of this resolution.

Section 22. Resolution Effective upon Adoption and Approval.

This resolution takes effect upon its adoption and approval in the manner provided by law.

[Signature Page Follows]

Adopted: December 18, 2017.

John Hermes
Commission Chairperson

Anna Kettlewell
Commission Secretary

EXHIBIT A
FORM OF OBLIGATION

STATE OF WISCONSIN
MILWAUKEE METROPOLITAN SEWERAGE DISTRICT

No. R-1

Registered
\$2,800,165

GENERAL OBLIGATION SEWERAGE SYSTEM PROMISSORY NOTE,
SERIES 2018B

<u>Interest Rate</u>	<u>Maturity Date</u>	<u>Original Issue Date</u>	<u>CUSIP</u>
1.76%	May 1, 2037	January 10, 2018	None

REGISTERED OWNER: STATE OF WISCONSIN CLEAN WATER FUND PROGRAM

PRINCIPAL AMOUNT: TWO MILLION EIGHT HUNDRED THOUSAND ONE HUNDRED SIXTY-FIVE DOLLARS

THE MILWAUKEE METROPOLITAN SEWERAGE DISTRICT, WISCONSIN (herein called the “**Issuer**”), hereby acknowledges itself to owe and for value received promises to pay the Principal Amount to the Registered Owner on the Maturity Date or earlier installment payment date (as hereinafter described), and interest on the Principal Amount from the Original Issue Date at the annual rate of the Interest Rate. The actual interest amount due is based on the amount of principal drawn, from the dates so drawn (as hereinafter described), or from the most recent interest payment date to which interest has been paid. Interest is due and payable on each May 1 and November 1 until the Principal Amount has been paid, beginning on May 1, 2018. Interest is computed on the basis of a 360-day year of twelve 30-day months.

This Obligation is one of a duly authorized issue of notes (the “**Obligations**”) of the Issuer of an aggregate principal amount of \$2,800,165, all of like tenor, except as to denomination, issued by the Issuer pursuant to the provisions of Section 67.12 (12) of the Wisconsin Statutes, and is authorized by the resolution duly adopted by the governing body of the Issuer on December 18, 2017, entitled: “A Resolution Authorizing and Providing for the Sale and Issuance of up to \$2,800,165 General Obligation Sewerage System Promissory Notes, Series 2018B, Levying Taxes for the Payment Thereof, and All Related Details” (the “**Resolution**”). The Obligations are issuable only in the form of fully registered notes.

The Principal Amount evidenced by this Obligation may be drawn upon by the Issuer in accordance with the Financial Assistance Agreement (as defined in the Resolution).

The Principal Amount so drawn shall be repaid in annual installments on each May 1, beginning on May 1, 2019, in the amounts set forth in the repayment schedule attached as Exhibit B to the Financial Assistance Agreement and in the attached Schedule 2. The repayment schedule has been calculated by the State of Wisconsin Department of Administration (the “**State**”) assuming the full Principal Amount of the Obligations has been drawn by the Issuer on the Original Issue Date. The repayment schedule will be adjusted by the State from time to time based on the actual Principal Amounts drawn by the Issuer. The Principal Amounts so drawn shall be repaid in an amount equal to an amount which when amortized over the remaining term of this Obligation plus current payments of interest (but only on amounts drawn hereunder) at the Interest Rate shall result in equal annual payments of the total of principal of and interest on the Obligations. The State shall record draws of principal and principal repayments in the format shown on the attached Schedule 1.

On each principal payment date (whether at maturity or earlier installment payment or redemption date) and on each interest payment date, the Director of Finance/Treasurer of the Issuer (who will act as authentication agent, paying agent, and registrar for the Obligations), or any successor fiscal agent appointed by the Issuer to act as authentication agent, paying agent, and registrar for the Obligations under Section 67.10 (2) of the Wisconsin Statutes (hereinafter called the “**Fiscal Agent**”), will pay the principal of, and interest on, this Obligation by electronic funds transfer or by check mailed to the person or entity in whose name this Obligation is registered on the register (hereinafter called the “**Register**”) maintained by the Fiscal Agent at the end of the 15th day (whether or not a business day) of the calendar month just before a regularly scheduled interest payment date for the Obligations (the “**Record Date**”).

The principal of and interest on this Obligation is payable in lawful money of the United States of America. For the prompt payment of the principal of and interest on this Obligation, the Issuer has irrevocably pledged its full faith and credit. The Issuer has levied upon all taxable property in its territory a direct, annual, and irrevocable tax sufficient in amount to pay, and for the express purpose of paying, the interest on this Obligation as it falls due and the principal of this Obligation on the Maturity Date or earlier installment payment date.

The Obligations are subject to optional redemption prior to maturity only as provided in the Financial Assistance Agreement and upon the written consent of the Registered Owner.

Transfers. Each Obligation is transferable, only upon the Register, for a like aggregate principal amount of the same maturity and interest rate in denominations of \$.01. A transfer may be requested by the registered owner in person or by a person with a written power of attorney. The Obligation shall be surrendered to the Fiscal Agent, together with a written instrument of transfer satisfactory to the Fiscal Agent signed by the registered owner or by the person with the written power of attorney. The Issuer will issue one or more new fully registered Obligations, in the same aggregate principal amount to the transferee or transferees, as applicable, in exchange for the surrendered Obligations and upon the payment of a charge sufficient to reimburse the Issuer or the Fiscal Agent for any tax, fee, or other governmental charge required to be paid with respect to such registration.

The Fiscal Agent will not be required to make any transfer of the Obligations (i) during the 15 calendar days before the date of any proposed redemption of the Obligations, or (ii) with respect to any particular Obligation, after such Obligation has been called for redemption.

Partial Redemptions. If less than all of the Obligations have been called for redemption, then the State will adjust the principal repayment schedule to reflect such partial redemption.

Notice of Redemption. So long as the State of Wisconsin Clean Water Fund Program is the registered owner of the Obligations, no redemption notice is required to be sent in the event of any redemption of the Obligations.

Accrual of Interest. If payment of an Obligation called for redemption has been made or provided for, then interest on the Obligation stops accruing on the stated redemption date.

Register. The Issuer and the Fiscal Agent may treat the entity or person in whose name this Obligation is registered on the Register as the absolute owner of this Obligation for all purposes.

The Issuer certifies, recites, and declares that all acts, conditions, and procedures required by law to exist, to have happened, and to be performed, leading up to and in the issuing of this Obligation and of the issue of which it is a part, do exist, have happened, and have been performed in regular and due form, time, and manner as required by law; that the indebtedness of the Issuer, including this Obligation and the issue of which it is a part, does not exceed any limitation, general or special, imposed by law; and that a valid, direct, annual and irrevocable tax has been levied by the Issuer sufficient to pay the interest on this Obligation when it falls due and also to pay and discharge the principal of this Obligation at maturity or earlier installment payment date.

IN WITNESS WHEREOF, the Issuer, by its governing body, has caused this Obligation to be executed in its name and on its behalf by the manual or facsimile signatures of its Commission Chairperson and Commission Secretary and to be sealed with its corporate seal (or a facsimile thereof), if any, all as of the date specified above.

MILWAUKEE METROPOLITAN SEWERAGE DISTRICT,
WISCONSIN

By: _____
John Hermes
Commission Chairperson

[SEAL]

And: _____
Anna Kettlewell
Commission Secretary

Certificate of Authentication

Dated: January 10, 2018

This Obligation is one of the Obligations described in the Resolution.

By: _____
Director of Finance/Treasurer, as Fiscal Agent

SCHEDULE 1

RECORD OF DRAWS OF PRINCIPAL AND PRINCIPAL REPAYMENTS

\$2,800,165

Milwaukee Metropolitan Sewerage District, Wisconsin
General Obligation Sewerage System Promissory Notes, Series 2018B

<u>Amount of Principal Drawn</u>	<u>Draw Date</u>	<u>Amount of Principal Repaid</u>	<u>Principal Outstanding After Repayment</u>
\$ _____	_____	\$ _____	\$ _____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

SCHEDULE 2

PRINCIPAL REPAYMENT SCHEDULE

<u>Date</u>	<u>Principal Amount</u>
May 1, 2019	\$125,387.72
May 1, 2020	127,594.54
May 1, 2021	129,840.21
May 1, 2022	132,125.39
May 1, 2023	134,450.80
May 1, 2024	136,817.14
May 1, 2025	139,225.12
May 1, 2026	141,675.48
May 1, 2027	144,168.97
May 1, 2028	146,706.34
May 1, 2029	149,288.37
May 1, 2030	151,915.85
May 1, 2031	154,589.57
May 1, 2032	157,310.34
May 1, 2033	160,079.00
May 1, 2034	162,896.39
May 1, 2035	165,763.37
May 1, 2036	168,680.81
May 1, 2037	171,649.59

ASSIGNMENT

For value received, the undersigned hereby sells, assigns, and transfers unto

PLEASE INSERT SOCIAL SECURITY OR
OTHER IDENTIFYING NUMBER OF ASSIGNEE

(Please Print or Type Name and Address of Assignee)

the within-mentioned Obligation and all rights thereunder and does hereby irrevocably constitute and appoint _____ attorney-in-fact, to transfer the same on the books of the registry in the office of the Fiscal Agent, with full power of substitution in the premises.

Dated: _____

Signature Guaranteed

NOTICE: Signatures must be guaranteed by an “eligible guarantor institution” meeting the requirements of the Fiscal Agent. Those requirements include membership or participation in the Securities Transfer Association Medallion Program (“STAMP”) or such other “signature guarantee program” as may be determined by the Fiscal Agent in addition to, or in substitution for, STAMP, all in accordance with the Securities Exchange Act of 1934, as amended.

Note: The signature to this assignment must correspond with the name as written on the face of the within Obligation in every particular, without any alteration or change. When assignment is made by a guardian, trustee, executor or administrator, an officer of a corporation, or anyone in a representative capacity, proof of the person’s authority to act must accompany this Obligation.

EXHIBIT B

NOTICE TO THE ELECTORS
RESIDING IN THE
MILWAUKEE METROPOLITAN SEWERAGE DISTRICT, WISCONSIN
RELATING TO NOTE SALE

On December 18, 2017, pursuant to Section 67.12 (12) of the Wisconsin Statutes, a resolution was offered, read, approved, and adopted whereby the Milwaukee Metropolitan Sewerage District, Wisconsin authorized the borrowing of money and the execution and delivery of a contract to sell general obligation sewerage system promissory notes in the principal amount of up to \$2,800,165. It is anticipated that the closing of this note financing will be held on or about January 10, 2018. A copy of all proceedings had to date with respect to the authorization and sale of said notes is on file and may be examined in the office of the Commission Secretary of the Milwaukee Metropolitan Sewerage District, at 260 West Seeboth Street, Milwaukee, Wisconsin between the hours of 9:00 a.m. and 4:30 p.m. on weekdays.

This notice is given pursuant to Section 893.77 of the Wisconsin Statutes, which provides that an action or proceeding to contest the validity of such financing, for other than constitutional reasons, shall be commenced within 30 days after the date of publication of this notice.

Publication Date: _____, 20__

/s/ Anna Kettlewell
Commission Secretary

COMMISSION MEETING

December 18, 2017

EXECUTIVE DIRECTOR'S REPORT

17-003-01

- A. Monthly Reports**
- B. Staff Recognition (Kevin Shafer)**
- C. 2050 Facilities Plan Update (Bill Krill)**
- D. Greenseams® Program Overview (Stephen McCarthy)**
- E. Government Finance Officers Association Award of Financial Reporting Achievement (Mark Kaminski)**

December 2017

Sun	Mon	Tue	Wed	Thu	Fri	Sat
					<i>1</i>	<i>2</i>
<i>3</i>	<i>4</i> Operations Committee-9:00 a.m. PF&P Committee-9:05 a.m. Special Commission-9:10	<i>5</i>	<i>6</i>	<i>7</i>	<i>8</i>	<i>9</i>
<i>10</i>	<i>11</i>	<i>12</i>	<i>13</i>	<i>14</i>	<i>15</i>	<i>16</i>
<i>17</i>	<i>18</i> Commission-9:00 a.m.	<i>19</i>	<i>20</i>	<i>21</i>	<i>22</i>	<i>23</i>
<i>24</i>	<i>25</i> CHRISTMAS - MMSD OFFICES CLOSED	<i>26</i> MMSD OFFICES CLOSED	<i>27</i>	<i>28</i>	<i>29</i>	<i>30</i>
<i>31</i>						