

AGENDA

FOX CITIES HOTEL ROOM TAX COMMISSION

September 19, 2016

3:00 pm

Fox Cities Convention and Visitors Bureau
3433 West College Avenue, Appleton, Wisconsin

Call to order	Adam Hammatt
Roll call of membership	Adam Hammatt
Approval of July Minutes	Adam Hammatt
Financial Report on Status of Room Tax Collections	Pam Seidl
Status of Exhibition Center Project	Karen Harkness
Status of PAC Bonds	Tony Saucerman
CVB Report	Pam Seidl
Old Business 1. Associated Bank returning PAC funds to municipalities 2. Bylaws	Adam Hammatt
New Business 1. Request for payment of expenses related to Fox Cities Exhibition Center	Adam Hammatt
Adjournment	Adam Hammatt

Upcoming meeting dates (all at the CVB) –

December 12, 2016 at 3:00pm

March 20, 2017 at 3:00pm

June 19, 2017 at 3:00pm

Any questions about items on this agenda are to be directed to Adam Hammatt (920) 788-7500

REASONABLE ACCOMMODATIONS FOR PERSONS WITH DISABILITIES WILL BE MADE UPON
REQUEST AND IF FEASIBLE.

**FOX CITIES ROOM TAX COMMISSION
MEETING MINUTES**

DATE: July 18, 2016

TIME: 3:00 p.m.

PLACE: Fox Cities Convention & Visitors Bureau

PRESENT: Karen Harkness, Tony Saucerman, Jay Schumerth, Bruce Sherman, Jeff Nooyen, Mike Easker, Adam Hammatt, Teri Matheny, Thomas Wilde, George Dearborn, Peggy Steeno, Bob Benz, Deb Johnson, Wayne Streck, Chuck Gifford, Jim March

EXCUSED: Peggy Steeno, Lee Meyerhoffer, Wayne Streck
(Tracy Norton no longer serving on Room Tax Commission)

STAFF: Pam Seidl, Kim Tisler

- I. **CALL TO ORDER:** Mr. Hammatt called the meeting to order at 3:00pm.
- II. **MINUTES:** Minutes of the June 2016 meeting were mailed in advance. **Ms. Harkness moved approval of the June minutes as presented. Second by Mr. Schumerth. Motion carried.**
- III. **BY-LAW REVIEW/DISCUSSION:** Commission members continued discussion of Article III, Section 3.01. **Mr. Sherman made a motion was to strike the line stating “The Commission assumes under 66.0615(1m)(c) that the following language “...in which annual room tax collections are \$300,000 or less” means some room tax must be collected in order for a municipality to have a member on the Commission”. A voice vote was taken, resulting in (12) yeas and (2) nays. The motion was seconded by Mr. Benz. Motion carried.**

The next discussion centered on Article VI., Section 6.05. **Mr. Nooyen made a motion to change “are requested to contribute annually by June 1st an amount equal to 0.1% of all collected room tax revenue for the municipality”, and instead, state “are requested to contribute annually by June 1st, \$300 per seat for every voting member”. A voice vote was taken, resulting in (13) yeas and (1) nay. The motion was seconded by Mr. Sherman. Motion carried.**

Possible changes to verbiage in Article X., Room Tax Collections was discussed. **Ms. Harkness moved to leave the language as is for now and wait for pending legislation to be decided at the State level. Second by Mr. Nooyen. Motion carried with all members in agreement.**

Mr. Nooyen moved to take out the word “generally” in Article V., Section 5.09, Meetings. There being no second to the motion, the motion was withdrawn.

Mr. Hammatt will send a copy of the current draft bylaws to all Commission members, in order for each member to receive approval from the municipality they represent. Members were asked to have this done by the September meeting. Members were also asked to bring recommendations for an attorney that would represent the Commission.

- IV. NEW BUSINESS:** Prior to January 1, 2016, Associated Trust Company would receive the 2% of room tax allocated to pay the bonds on the Fox Cities Performing Arts Center and then would distribute 5% of each municipal collection back to the municipality. Associated Bank is no longer required to return this to municipalities. Following the 1st quarter 2016 collection, there was a reimbursement error, with Associated Bank continuing with remitting a portion of room tax collected back to the municipalities. Board members were made aware of this, and were reminded that the municipality they represent may need to return the funds to Associated Bank.

Mr. Hammatt referenced Article VI., Section 6.01, Reports, Audits and Finances, as a reminder to all of the Bureau’s role as it relates to the Fox Cities Room Tax Commission.

- V. ADJOURNMENT: Mr. Gifford moved to adjourn the meeting at 4:40 p.m. Second by Mr. Easker. PASSED.**

Next Meeting:

Monday, September 19 at 3 p.m.

**Fox Cities Area Room Tax Commission
Balance Sheet
As of September 14, 2016**

	<u>Current Year</u>
ASSETS	
<u>CURRENT ASSETS</u>	
Cash	
BLC Expo Center MM Acct	<u>758,462.39</u>
Total Cash	758,462.39
TOTAL ASSETS	<u><u>\$ 758,462.39</u></u>
LIABILITIES AND CAPITAL	
Long-term Liabilities	
BLC Expo Center	<u>756,462.39</u>
Total Long-Term Liabilities	<u>756,462.39</u>
Total Liabilities	<u>756,462.39</u>
TOTAL LIABILITIES & CAPITAL	<u><u>\$ 756,462.39</u></u>

Hotel/Motel Transient Room Tax Remittance 2016 - 1st Quarter

	Appleton	Grand Chute	Kaukauna	Kimberly	Little Chute	City Menasha	Fox Crossing (TMenasha)	City Neenah	Twtn Neenah	Sherwood	Total
Room Revenue for Quarter	\$ 2,969,714.57	\$ 6,159,237.03	\$ 69,017.00	\$ 914,855.13	\$ 357,537.17	\$ 1,670.00	\$ 4,581.88	\$ 994,334.78	\$ -	\$ -	\$ 11,470,947.56
Room tax receipts for quarter	\$ 296,971.46	\$ 615,923.70	\$ 6,901.70	\$ 91,485.51	\$ 35,753.72	\$ 167.00	\$ 458.19	\$ 99,433.48	\$ -	\$ -	\$ 1,147,094.76
CVB Allocation	\$ 89,091.44	\$ 184,777.11	\$ 2,070.51	\$ 27,445.65	\$ 10,726.12	\$ 50.10	\$ 137.46	\$ 29,830.04	\$ -	\$ -	\$ 344,128.43
LESS amount retained by municipality	\$ 4,454.57	\$ 9,238.86	\$ 103.53	\$ 1,372.28	\$ 536.31	\$ 2.51	\$ 6.87	\$ 1,491.50	\$ -	\$ -	\$ 17,206.42
Net CVB allocation	\$ 84,636.87	\$ 175,538.26	\$ 1,966.98	\$ 26,073.37	\$ 10,189.81	\$ 47.60	\$ 130.58	\$ 28,338.54	\$ -	\$ -	\$ 326,922.01
Exhibition Center allocation	\$ 89,091.44	\$ 184,777.11	\$ 2,070.51	\$ 27,445.65	\$ 10,726.12	\$ 50.10	\$ 137.46	\$ 29,830.04	\$ -	\$ -	\$ 344,128.43
Tourism Facility allocation	\$ 29,697.15	\$ 61,592.37	\$ 690.17	\$ 9,148.55	\$ 3,575.37	\$ 16.70	\$ 45.83	\$ 9,943.35	\$ -	\$ -	\$ 114,709.49
Total remitted to CVB	\$ 203,425.45	\$ 421,907.74	\$ 4,727.66	\$ 62,667.58	\$ 24,491.30	\$ 114.40	\$ 313.87	\$ 68,111.93	\$ -	\$ -	\$ 785,759.92
PAC allocation (remitted to Associated)	\$ 59,394.29	\$ 123,184.74	\$ 1,380.34	\$ 18,297.10	\$ 7,150.74	\$ 33.40	\$ 91.64	\$ 19,886.70	\$ -	\$ -	\$ 229,418.95
Municipality allocation to be retained by municipality	\$ 29,697.15	\$ 61,592.37	\$ 690.17	\$ 9,148.55	\$ 3,575.37	\$ 16.70	\$ 45.82	\$ 9,943.35	\$ -	\$ -	\$ 114,709.48
Municipality portion of CVB allocation	\$ 4,454.57	\$ 9,238.86	\$ 103.53	\$ 1,372.28	\$ 536.31	\$ 2.51	\$ 6.87	\$ 1,491.50	\$ -	\$ -	\$ 17,206.42
Total Amount retained by Municipality	\$ 34,151.72	\$ 70,831.23	\$ 793.70	\$ 10,520.83	\$ 4,111.68	\$ 19.21	\$ 52.69	\$ 11,434.85	\$ -	\$ -	\$ 131,915.90

\$ 458,837.91

Net CVB allocation	\$ 326,922.01
Exhibition Center allocation	\$ 344,128.43
Tourism Facility allocation	\$ 114,709.49
PAC allocation (remitted to Associated)	\$ 229,418.95
Total Amount retained by Municipality	\$ 131,915.90
Total	\$ 1,147,094.77

Hotel/Motel Transient Room Tax Remittance 2016 - 2nd Quarter

	Appleton	Grand Chute	Kaukauna	Kimberly	Little Chute	City Menasha	Fox Crossing (TMenasha)	City Neenah	Twn Neenah	Sherwood	Total
Room Revenue for Quarter	\$ 3,635,492.50	\$ 7,286,864.50	\$ 108,663.00	\$ 1,127,767.52	\$ 385,653.83	\$ 6,664.00	\$ 3,669.39	\$ 1,256,356.45	\$ -	\$ -	\$ 13,811,131.19
Room tax receipts for quarter	\$ 363,549.25	\$ 728,686.45	\$ 10,866.30	\$ 112,776.75	\$ 38,565.38	\$ 666.40	\$ 366.94	\$ 125,635.65	\$ -	\$ -	\$ 1,381,113.12
CVB Allocation	\$ 109,064.78	\$ 218,605.94	\$ 3,259.89	\$ 33,833.03	\$ 11,569.61	\$ 199.92	\$ 110.08	\$ 37,690.69	\$ -	\$ -	\$ 414,333.94
LESS amount retained by municipality	\$ 5,453.24	\$ 10,930.30	\$ 162.99	\$ 1,691.65	\$ 578.48	\$ 10.00	\$ 5.50	\$ 1,884.53	\$ -	\$ -	\$ 20,716.70
Net CVB allocation	\$ 103,611.54	\$ 207,675.64	\$ 3,096.90	\$ 32,141.37	\$ 10,991.13	\$ 189.92	\$ 104.58	\$ 35,806.16	\$ -	\$ -	\$ 393,617.24
Exhibition Center allocation	\$ 109,064.78	\$ 218,605.94	\$ 3,259.89	\$ 33,833.03	\$ 11,569.61	\$ 199.92	\$ 110.08	\$ 37,690.69	\$ -	\$ -	\$ 414,333.94
Tourism Facility allocation	\$ 36,354.93	\$ 72,868.65	\$ 1,086.63	\$ 11,277.68	\$ 3,856.54	\$ 66.64	\$ 36.69	\$ 12,563.56	\$ -	\$ -	\$ 138,111.31
Total remitted to CVB	\$ 249,031.24	\$ 499,150.22	\$ 7,443.42	\$ 77,252.08	\$ 26,417.29	\$ 456.48	\$ 251.35	\$ 86,060.42	\$ -	\$ -	\$ 946,062.49
PAC allocation (remitted to Associated	\$ 72,709.85	\$ 145,737.29	\$ 2,173.26	\$ 22,555.35	\$ 7,713.08	\$ 133.28	\$ 73.39	\$ 25,127.13	\$ -	\$ -	\$ 276,222.62
Municipality allocation to be retained by municipality	\$ 36,354.93	\$ 72,868.65	\$ 1,086.63	\$ 11,277.68	\$ 3,856.54	\$ 66.64	\$ 36.69	\$ 12,563.56	\$ -	\$ -	\$ 138,111.31
allocation	\$ 5,453.24	\$ 10,930.30	\$ 162.99	\$ 1,691.65	\$ 578.48	\$ 10.00	\$ 5.50	\$ 1,884.53	\$ -	\$ -	\$ 20,716.70
Municipality	\$ 41,808.16	\$ 83,798.94	\$ 1,249.62	\$ 12,969.33	\$ 4,435.02	\$ 76.64	\$ 42.20	\$ 14,448.10	\$ -	\$ -	\$ 158,828.01

\$ 552,445.25

Net CVB allocation	\$ 393,617.24
Exhibition Center allocation	\$ 414,333.94
Tourism Facility allocation	\$ 138,111.31
Associated	\$ 276,222.62
Municipality	\$ 158,828.01
Total	\$ 1,381,113.12

2016	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter	Total
Net CVB allocation	\$ 326,922.01	\$ 393,617.24			\$ 720,539.24
Exhibition Center allocation	\$ 344,128.43	\$ 414,333.94			\$ 758,462.36
Tourism Facility allocation	\$ 114,709.49	\$ 138,111.31			\$ 252,820.80
PAC allocation (remitted to Associated	\$ 229,418.95	\$ 276,222.62			\$ 505,641.58
Total Amount retained by Municipality	\$ 131,915.90	\$ 158,828.01			\$ 290,743.91
Total	\$ 1,147,094.77	\$ 1,381,113.12			\$ 2,528,207.89

Fox Cities Room Tax Commission
 Exhibition Center Expenses
 12/1/15 - 8/31/16

	Vendor	Amount	Date Paid	Check Number	Description
1	Hinshaw Consulting	\$14,635.00	1/27/2016	520494	Consulting services including issues related to room tax, IGA's, cooperation agreements and municipal ordinances
2	Hinshaw Consulting	\$80,000.00	3/9/2016	521277	Consulting services regarding the development of financing package (see p. 3-5 of attached agreement)
3	Hinshaw Consulting	\$40,000.00	4/6/2016	521759	Consulting services regarding the development of financing package (see p. 3-5 of attached agreement)
4	Omnni Associates	\$3,250.00	5/4/2016	522302	Engineering Survey
5	Omnni Associates	\$27,684.23	5/4/2016	522302	Geotechnical Survey
6	Omnni Associates	\$1,625.00	5/4/2016	522302	Engineering Survey
7	Hinshaw Consulting	\$40,000.00	5/11/2016	522397	Consulting services regarding the development of financing package (see p. 3-5 of attached agreement)
8	Hinshaw Consulting	\$40,000.00	6/8/2016	522876	Consulting services regarding the development of financing package (see p. 3-5 of attached agreement)
9	Daily Reporter	\$113.89	6/15/2016	523006	Advertise RFP for architect and engineering services
10	Daily Reporter	\$111.89	6/15/2016	523006	Advertise RFP for construction manager services
11	Wisconsin Media	\$190.35	7/6/2016	523471	Advertise RFP for architect, engineering and construction manager services
12	AIA Products	\$79.99	7/19/2016	Credit Card	AIA documents - owner/architect agreement
13	AIA Products	\$79.99	7/19/2016	Credit Card	AIA documents - digital data protocol exhibit
14	Hinshaw Consulting	\$1,010.00	7/27/2016	523757	Consulting services related to indemnification agreements associated with the EC site
15	Omnni Associates	\$1,888.75	8/13/2016	523908	Geotechnical Survey
16	Amazon Marketplace	\$92.97	8/19/2016	Credit Card	3 enfan 8 GB USB key flash drives to store plans, diagrams, exhibits, etc.
17	Omnni Associates	\$6,899.20	8/24/2016	524278	Geotechnical and environmental consulting
18	Zimmerman Architects	\$72,500.00	8/24/2016	524352	Architect/design services
	Total	\$330,161.26			

To the best of my knowledge, I certify that the above expenses are a true and accurate reporting of expenses associated with the exhibition center construction project.

Anthony D. Saucerman
 Anthony D Saucerman
 Director of Finance
 City of Appleton, WI

9/12/16

Date

Karen E. Harkness
 Karen E Harkness
 Director of Community & Economic Development
 City of Appleton, WI

9/12/16

Date

CLIENT COPY

HINSHAW CONSULTING

Payment Address:
HINSHAW CONSULTING
C/O HINSHAW & CULBERTSON
222 NORTH LASALLE
CHICAGO IL 60601-1081

312.704.3000
IRS IDENTIFICATION NO. 36-2128133

*** INTERIM ***
Invoice No: 11536812

BDL GMB
In Connection with our Matter: 977432

JANUARY 19, 2016

City of Appleton
Karen Harkness
100 N. Appleton Street
Appleton, WI 54911

CITY OF APPLETON - EXHIBITION CENTER PHA
Represent: City of Appleton

For professional services rendered through DECEMBER 31, 2015	\$14,635.00
Total amount due this invoice	<u>\$14,635.00</u>

If you have any questions concerning this invoice please contact BENJAMIN D. LAFROMBOIS, APPLETON office at (920) 738-7550.

Hinshaw & Culbertson LLP is an Illinois registered limited liability partnership that has elected to be governed by the Illinois Uniform Partnership Act (1997)

RETURN WITH PAYMENT

JANUARY 19, 2016
Invoice: 11536812
Payor: 82959
Matter: 977432

Regarding:

Fees:	<u>\$14,635.00</u>
Total this invoice:	\$14,635.00

PAYMENT DUE ON THIS INVOICE \$14,635.00

To Wire Payment: The PrivateBank and Trust Company, Chicago, IL ABA# 071006486 Acct# 2195102 - PLEASE REFERENCE INVOICE NUMBER

SERVICES:

12/01/15	BDL	RE: DISCUSS NEXT STEPS AND STRATEGY RELATING TO INDEMNIFICATION AGREEMENT WITH MAYOR.	0.30
12/02/15	BDL	PHONE CALL WITH KAREN REGARDING DEVELOPMENT ITEMS FOR FCBC. DISCUSSION OF PROCESS AND EMAIL COMMUNICATIONS WITH MUNICIPALITIES.	0.70
12/02/15	KEH	PREPARE DRAFT AGREEMENT FOR REMITTANCE OF PAC TAX BETWEEN CITY OF MENASHA AND CITY OF NEENAH. REVIEW OF 2000 AND AMENDED 2012 PLEDGE AGREEMENTS TO DETERMINE REMITTANCE REQUIREMENTS TO TRUSTEE. DRAFT OVERVIEW REGARDING FINDINGS.	2.10
12/02/15	SAF	PHONE CALL AND EMAILS WITH KAREN REGARDING INVOICING BREAKDOWN; PREPARATION OF CHART DEPICTING BREAKDOWN OF CHARGES ACCORDING TO CLIENT INSTRUCTIONS.	2.00
12/03/15	BDL	RE: RECEIVE AND REVIEW FINAL TITLE POLICY.	0.20
12/03/15	BDL	PHONE CALL WITH KAREN; MEETING WITH JIM WALSH; BOTH RE PHASE III ITEMS & PLANNING FOR PHASE IV.	1.50
12/03/15	KEH	WORK ON ROOM TAX COMMISSION BYLAWS AND GOVERNING DOCUMENTS. RESEARCH REGARDING REQUIREMENTS OF COMMISSION STRUCTURE.	0.50
12/03/15	SAF	CONTINUED COMMUNICATIONS WITH CLIENT REGARDING INVOICING BREAKDOWN; PREPARATION OF INVOICES ACCORDING TO CLIENT INSTRUCTIONS.	1.00
12/04/15	KWS	WIND UP COORDINATION OF PROJECT PHASE III.	1.00
12/07/15	BDL	MEETING WITH MAYOR HANNA AND DIRECTOR HARKNESS REGARDING ONGOING EC ITEMS.	1.00
12/08/15	BDL	WORK WITH ASSOCIATED TRUST TO OBTAIN A SOLUTION TO MENASHA REMITTANCE OF ROOM TAX THROUGH CITY OF NEENAH.	0.20
12/08/15	BDL	WORK ON DOCUMENTS FROM EXHIBITION CENTER FOR LEAGUE OF WISCONSIN MUNICIPALITIES.	0.30
12/08/15	SAF	PREPARATION OF IGAS AND TOURISM ENTITY AGREEMENT FOR LEAGUE OF WISCONSIN MUNICIPALITIES.	2.00

12/09/15	BDL	PHONE CALL AND EMAIL WITH DIRECTOR HARKNESS AND WITH ATTORNEY HINTZSCHE REGARDING NEENAH TAX COMMISSION POSITION.	0.70
12/09/15	KEH	WORK ON RESEARCH REGARDING ABILITY OF MUNICIPALITY TO DECLINE TO APPOINT MEMBER TO TAX COMMISSION.	0.60
12/10/15	KWS	DRAFT MEMO CONCERNING FINANCIAL MODELING AND PROJECT BACKGROUND FOR THE FCEC AND THE MODEL'S USE IN RELATION TO PROJECT FUNDING.	3.00
12/14/15	BDL	PREPARATION FOR AND ATTENDANCE AT ROOM TAX COMMISSION MEETING.	1.40
12/14/15	BDL	EMAIL AND PHONE CALLS REGARDING TAX COMMISSION LETTER; MEETING WITH MAYOR HANNA AND KAREN HARKNESS REGARDING EC ONGOING ISSUES.	1.30
12/14/15	KEH	PHONE CALL WITH TRUSTEE OF PAC BONDS REGARDING ALLOCATION OF CITY OF MENASHA PAC TAX ON CITY OF NEENAH REPORTING FORM. FINALIZE RESEARCH AND PREPARE MEMO OF FINDINGS REGARDING QUESTION OF MEMBERSHIP ON ROOM TAX COMMISSION. WORK ON OUTLINE OF OPERATION MANUAL FOR TAX COMMISSION MEETING.	2.20
12/15/15	BDL	DRAFT HOTEL AND MUNICIPALITY LETTERS AND FORMS.	3.50
12/15/15	KEH	REVIEW AND REVISE LETTERS TO MUNICIPALITIES AND HOTELS REGARDING OBLIGATION TO COLLECT AND REMIT TAXES. WORK ON OPERATOR MANUAL FOR PARTIES TO COOPERATION AGREEMENT, ROOM TAX AGREEMENT, ORDINANCE AND CVB AGREEMENT.	1.30
12/15/15	SAF	PROOF AND EDIT FORMS AND LETTERS TO HOTELIERS AND MUNICIPALITIES RE PAYMENT OF ROOM TAXES.	2.00
12/16/15	BDL	DISCUSSION OF TAX COMMISSION BYLAWS WITH KAREN AND THEN KELLY HINTZSCHE; CHANGES TO AND DELIVERY OF ROOM TAX REMITTANCE FORM VERSION 12-14-15.	0.30
12/16/15	SAF	PROOF AND EDIT LETTER REGARDING PHASE IV SERVICES.	0.50

12/17/15	BDL	RESPOND TO EMAIL WITH NUMEROUS QUESTIONS ABOUT THE ROOM TAX; PHONE CALLS WITH ASSOCIATED; PREPARE EMAIL REGARDING PROCEDURES; MAKE MODIFICATIONS TO REPORTING FORMS.	1.50
12/18/15	BDL	PREPARATION FOR AND ATTENDANCE AT MEETING WITH KAREN AND TONY SAUCERMAN; FOLLOW-UP WITH GINO GALLUZZO.	2.00
12/18/15	SAF	MAKE REVISIONS TO HOTEL & MUNICIPALITY REMITTANCE FORMS AND LETTERS; COMMUNICATIONS WITH KAREN HARKNESS.	1.50
12/21/15	BDL	MEETING WITH KAREN AND MAYOR RESPECTING PLANNING FOR EXHIBITION CENTER; INCLUDING REAL ESTATE ISSUES; FINANCE; PHASE IV SERVICES AND DEVELOPMENT PROCESS.	1.00
12/21/15	BDL	MANY PHONE CALLS AND EMAILS RESPECTING FLOW OF TAX FUNDS FROM HOTEL TO MUNICIPALITY/ASSOCIATED TRUST; RESPOND TO QUESTIONS AND BEGIN ADJUSTING TAX REPORTING FORMS.	1.40
12/21/15	KEH	COMPLETE REVIEW OF COOPERATION AGREEMENT, ROOM TAX AGREEMENT, ORDINANCES AND CVB AGREEMENTS TO PULL FAQs. WORK ON OPERATING MANUAL FOR PARTIES TO AGREEMENTS FOR EASY UNDERSTANDING OF RESPONSIBILITIES.	3.40
12/21/15	SAF	MAKE REVISIONS TO HOTEL & MUNICIPALITY REMITTANCE FORMS AND LETTERS; MEETING PREPARATION; COMMUNICATIONS WITH CLIENT REGARDING LETTERS AND INVOICES.	1.50
12/22/15	SAF	REVIEW OF ORDINANCES RECEIVED FROM MUNICIPALITIES; CONTACT CITY OF KAUKAUNA TO FOLLOW-UP ON MISSING SIGNATURES; SET UP BOX FOLDER FOR CLIENT ACCESS TO ORDINANCES; COMMUNICATIONS WITH CLIENT.	2.30
12/23/15	BDL	RESPOND TO EMAIL FROM DIRECT STEEL; REVIEW AND COMMENT ON PROCESS FOR CIVIL ENGINEERING AND OMNI PROPOSAL; WORK ON NEW FORMS FOR HOTELIERS AND MUNICIPALITIES.	1.60
12/24/15	BDL	PREPARATION FOR AND PHONE CALL WITH POTENTIAL FA, GINO AND KEVIN SCHAUER REGARDING EC PROJECT AND FA ROLE.	1.50

CITY OF APPLETON
Re: CITY OF APPLETON - EXHIBITION CENTER PHA

Page: 5 JANUARY 19, 2016
0977432-11536812

12/29/15	BDL	DISCUSSION REGARDING AND PREPARATION OF LETTER RE ST. JOE'S.	4.00
12/29/15	SAF	BEGIN CONVERTING MUNICIPALITY REMITTANCE FORMS TO EXCEL FORMAT WITH FORMULAS.	1.00
12/30/15	BDL	CHANGES TO MUNICIPALITY AND HOTELIER REPORTING FORMS IN CONVERTING TO EXCEL.	1.20
12/30/15	SAF	FURTHER WORK ON CONVERTING MUNICIPALITY REMITTANCE FORMS TO EXCEL FORMAT WITH FORMULAS.	2.00
12/31/15	KWS	WORK ON FINANCING MODEL - PREPARE FOR DISSEMINATION TO SPEER FINANCIAL.	1.00
12/31/15	SAF	FINALIZE REFORMATTED REMITTANCE FORMS; COMMUNICATION WITH CLIENT RE SAME.	1.00

Total hours this matter:	57.50
Total fees this matter:	\$14,635.00

Total fees this bill	<u>\$14,635.00</u>
Total this bill	\$14,635.00

Recap of Fees: Timekeeper, Hours, Rate

KWS	SCHAUER, KEVIN W	5.00	Hours	at	230.00	=	\$1,150.00
KEH	HINTZSCHE, KELLY E	10.10	Hours	at	290.00	=	\$2,929.00
BDL	LAFROMBOIS, BENJAMIN D	25.60	Hours	at	350.00	=	\$8,960.00
SAF	FLUNKER, SHELLY A	16.80	Hours	at	95.00	=	\$1,596.00
							<u>\$14,635.00</u>

Recap of Disbursements:

Total disbursements \$0.00

HINSHAW

& CULBERTSON LLP

2a
ATTORNEYS AT LAW
100 West Lawrence Street
Appleton, WI 54911-5754

920-738-7550
920-738-9294 (fax)
www.hinshawlaw.com

January 1, 2016

Karen Harkness
Community and Economic Development
City of Appleton
VIA EMAIL

Re: Fox Cities Exhibition Center

Dear Karen:

Thank you for the continued opportunity to serve the City of Appleton (City) with respect to the Fox Cities Exhibition Center (FCEC). Below you will find a summary of the work we recently completed in our phase III of services of which the flat fee portion of our work pertaining to the closing of the real estate for the construction of the FCEC on November 25, 2015 and the hourly fee portion of our phase III work will be concluded on December 31, 2015.

As we move into our phase IV of our work I thought it would be good to recap our progress to date and then provide an overview of the work we will complete during phase IV. To put in context the work just completed as well as the work we will be undertaking as we move ahead, I will provide a brief recap of Phase I and Phase II (which is described in greater detail in prior engagement letters) and then provide a more detailed description of the work we are just completing.

Phase I & II Overview:

Key accomplishments/activities during Phase I included review with City Staff of the due diligence related to the purchase agreement, a review of the governing documents of the Appleton Redevelopment Authority, a comparison of alternative ownership structures and analysis of the project's eligibility under tax exempt status. Through our work with the City's bond counsel and hotel management we were able to obtain approval on a structure that would provide the facility with the greatest opportunity to be financed with tax exempt bonds.

Key accomplishments during Phase II included the approval of the purchase agreement by the City of land from the County, identification and remediation of a deficient financing structure that may have prevented tax-exempt status for the project, identification of current and potential sources and economic modeling of various techniques that could likely save the City many times the cost of our services.

Building on the Barger Tradition

Phase III Review:

1. Coalition Establishment

Hinshaw provided objective planning recommendations and strategy to assist the development of the ten communities into a unified coalition for the financing, ownership and management of the FCEC. This work included the creation of an objectively balanced financial contribution plan from each community, and a developmental and operational oversight and participation plan for all of them to be involved in the FCEC's construction and oversight. In developing an 'ask' from each community stakeholder's participation, we objectively weighed the source and quality of the region's hotel taxes, and the financing risk to construct a financial model that allowed the stakeholders to more fully and quickly appreciate and agree upon a plan documented by ordinance(s) and or intergovernmental agreement(s). A fundamental aspect of our work in this area drove the coalition building amongst the local government stakeholders that allowed all of them to reach agreement that was ultimately memorialized in intergovernmental agreements. As part of this work, we also:

- a) Drafted intergovernmental agreements and ordinance(s) to have such agreements authorized by each of the local government coalition members, including custom ordinances for each municipality and follow-up to collect the executed agreements; and
- b) Reviewed governmental policies and procedures to allow the Hotel Tax Commission to work in harmony with bond documents, the management agreement, and any marketing agreement(s). Hinshaw advised the City with respect to the legal aspects of the hotel room tax commission structure necessary to accommodate bond requirements in particular as it relates to authorization of the central government assessment, collection, auditing and distribution of hotel room tax proceeds.

2. Finance

Coordination & Collaboration – Hinshaw unified the efforts of the City's prospective third-party advisors – (i.e. lead lender, financial advisor, bond counsel) as well as the City's internal directors who have a role in finance. In carrying out this financial coordination role, Hinshaw maintained a financial model developed so that the members of the coalition were able to more easily understand the financial issues, their role in such issues and to reach accord on the intergovernmental agreements.

Lender – During Phase III Hinshaw assisted the City with utilizing the financial model to review and discuss how the lending marketplace might respond to a borrowing collateralized by room tax as envisioned in the model prepared by Hinshaw. We engaged in discussions with parties familiar with the markets that may lend into this FCEC project. Hinshaw performed preliminary review of the market conditions for debt financing. During Phase II, Hinshaw had identified and contracted with a financial advisor for the project at a fee that was advantageous for the City. This contract did not move forward because the real estate purchase agreement was not approved by the City at that time. During Phase III, we maintained the contact and relationship with the financial advisor as well as others who may serve in that capacity. The primary focus with

January 1, 2016

Page.3

respect to the finance piece of the project during Phase III was the financial model and assessing market conditions. The work relating to contracting with parties who will be involved in the debt structuring was by necessity deferred to Phase IV. Now that the real property is purchased, Phase IV will include the scope of services that builds upon the work done in Phase II and Phase III. During Phase III, Hinshaw has sought to minimize costs by avoiding overlap of services, minimizing errors to minimize gaps in required future services, as well as contribute to the efficient cohesive participation of all of these key professionals in the project. These professionals will include but are not limited to the identification of the City's / ARA's Financial / Municipal Advisor in accordance with the Municipal Securities Rulemaking Board (MSRB), its Bond Counsel, Issuer's Counsel, and Lender if applicable.

3. Management Agreement

Hinshaw negotiated and drafted the Fox Cities Exhibition Center Management Agreement, which was fully executed November 18, 2015.

4. Real Estate Closing

Hinshaw provided services related to the closing of the transaction with Outagamie County, including title policy review (successfully removed easement exceptions from Schedule BII of the title commitment), preparation of the warranty deed, Wisconsin Real Estate Transfer Return, Assignment of Environment Indemnification Agreement, Right of First Refusal, Closing Statement, and memorializing parking obligations of the City that survive closing and generally coordinated closing activity and requirements.

Phase IV:

This letter is to memorialize the agreement we have reached regarding our firm's deliverables and fees for the project's next phase (Phase IV) of work. Our client in this work will continue to be the City of Appleton and the Appleton Redevelopment Authority (hereinafter collectively "Client" or "Clients") whose interests are aligned in this matter. As such, there is no expectation of confidentiality between the Clients. The City shall be the party responsible for the fees identified herein.

Phase IV Flat Fee Services:

The scope of work we collectively created with the Clients includes three primary aspects of the project for which our firm will provide as flat fee services during Phase IV of this engagement:

(1) Finance-Related Services

As noted above, Phase I, II and III laid the foundation for Phase IV Financing, which is where the planning will most likely result in a completed financing package for the FCEC. The following is a description of those items which will need to be accomplished to finance the construction of the FCEC.

January 1, 2016

Page 4

Financial Advisor Selection Process and Collaboration - Hinshaw will participate in the Financial Advisor Selection Process. Hinshaw will coordinate the efforts of the City's prime independent, third-party advisors - (i.e. lender, underwriter, municipal advisor, bond counsel) as well as the City's internal directors who have a role in finance. In carrying out this financial coordination role, Hinshaw Consulting will maintain the financial model to support the efforts of the financial advisor, underwriter and others with a role in financing the FCBC to reach accord on specific deal structuring terms. Hinshaw will further assist the City in its identification of, scoping services for and negotiating fees with other professionals. Hinshaw will continue to seek to minimize costs by avoiding overlap of services, minimizing errors to minimize gaps in required services, as well as contribute to the efficient cohesive participation of all of these key professionals in the project. The professionals identified will include, but are not limited to, the Financial / Municipal Advisor in accordance with the Municipal Securities Rule Making Board (MSRB), its Bond Counsel, Issuer's Counsel and Lender/Underwriter if applicable. Given the uncertain form and timetable for the project's funding, one of various funding paths may be selected which will determine when Hinshaw's duties under Phase IV will conclude with respect to Finance-Related Services. Although we cannot predict the precise path the financing will take, we would like to identify alternate paths so that we can both have a reasonable expectation of the services to be provided under Phase IV Financing. The description of the paths are as follows:

- (a) The primary objective includes a path that combines construction financing within the long term financing package. If this package is identified as the most advantageous to the Project, then Hinshaw's Phase IV Finance-Related Services will be concluded upon the closing of the financing package.
- (b) A second path may include construction financing package that is distinct from the long-term financing package. In this situation the construction financing will be documented separately from the long-term financing package and the long-term financing package will be deferred until the construction is complete. The reason this option may be utilized is because of the interest savings by not having to draw the entire cost of the project before the money is needed. The interest savings of this type of approach would need to be balanced with the inherent market risks of deferring the locking in of long term interest rates. Hinshaw will assist in exploring the available options while working with the financial advisor and other professionals that can provide advice and counsel so that the stakeholders have information necessary to decide the best course of action. In this instance, Hinshaw's Phase IV Finance-Related Services will be concluded upon the closing of the construction loan and the completion of all legal documentation relating to that loan. Subsequent work relating to the long-term financing package would be outside the scope of Phase IV.
- (c) In the event that Client does not proceed with the financing options contemplated in (a) or (b) above and no suitable alternative is agreed upon, Hinshaw's Phase IV Finance-Related Services will be deemed completed on July 31, 2016.

January 1, 2016

Page 5

(2) Issuer's Counsel Services

Hinshaw will act as local counsel for bond issuance including opinion letters to the City's Bond Counsel, drafting of loan documents (if requested by bond counsel) and other required documents, and coordinating the completion and delivery of all required information to Bond Counsel. Hinshaw will participate in finance meetings, negotiations, and closing to facilitate and expedite financing.

(3) Development Process Advice

Hinshaw will provide input with respect to varying process options as to how to manage the development and construction of the Exhibition Center project. This advice shall include a review the different delivery methods available to the City and the pros and cons of the methods. Additionally, Hinshaw will advise on how to initiate the process selected. This scope is limited to advice and counsel and does not include the work arising from the selected development process.

Scope limit on document review: Under the Phase IV Flat Fee portion we shall prepare and review the financing documents. The Flat Fee portion includes up to three rounds of comments by bond counsel and other interested parties. Prior to the third round of comments, we will inform and advise the City of the status and mutually cooperate to minimize further comments and additional costs. After the third round of comments, the services for completing drafting shall be billed at hourly rates for the time expended.

Phase III/IV Hourly Services:

Post-closing follow-up to the real estate closing:

Complete steps necessary following the closing of a transaction. In addition, provide advice and counsel respecting the notice of assignment of the environmental indemnity. Real Estate services as described herein shall be provided primarily by Attorney Ben LaFrombois.

Our firm's hourly services will be provided by our firm's professionals whose particular expertise is required to advance the deliverables outlined above. The parties anticipate that members of the Hinshaw team will include Paul Nicolosi (Partner with extensive municipal experience with projects such as the Exhibition Center), Gino Galluzzo (Partner with extensive municipal experience with projects such as the Exhibition Center), Kevin Schauer (analyst with extensive experience with municipal projects of this type), Greg Cox (Partner with in-depth experience with intergovernmental agreements and the strategies to enact them), Kelly Hintzsche (experienced associate with experience with similar projects), Courtney Coccimiglio (attorney and architect with commercial real estate, design and development expertise), Alyssa Campbell (Appleton based associate to support the above services in an economical and efficient manner) and others as deemed appropriate by our firm. We will apply the hourly rates typically charged for these professionals. Hourly fees shall be capped at \$24,000. Any services in excess of \$24,000 shall be approved in writing by the City prior to the services being performed. Out of scope services shall be approved in writing by the City prior to those services being performed.

January 1, 2016
Page 6

All hourly fees shall be billed and paid monthly. Frequently multiple events are contained in a single time entry with sufficient detail to describe the consolidated work provided by the professional and the time for all such events aggregated.

The hourly rates for the attorneys listed above range from \$230 to \$465 per hour. The hourly rates of other attorneys which may be used range from \$200 to \$465 per hour.

The Basic Relationship Terms (Client, Direction, Disclosure & Confidentiality including Disclosure regarding Hinshaw Law & Consulting) are unchanged from prior phases of services, unless the more specific and detailed provision is contained herein such as the identification of the client as both the City of Appleton and the Appleton Redevelopment Authority.

It is the intent of the City and Hinshaw to cooperatively pursue the scope of services described above. The City and Hinshaw will communicate regularly regarding progress toward completing the scope of services. Hinshaw shall work diligently toward achieving the objectives defined above without any guarantee with respect to results.

The Ongoing General Services are unchanged from prior phases of services.

Other than as listed below, the miscellaneous items remain unchanged from prior phases of services.

Compensation and Reimbursable Expenses

We have agreed that our firm's services and fees under the Phase IV Flat Fee will be a flat fee of \$240,000.00, payable in equal monthly installments to be fully paid by the end of July, 2016. All monthly payments of the flat fee are due on the 15th of the respective month without further invoicing and should be made payable to Hinshaw Consulting in reference to the matter number to be assigned upon approval of this letter and sent to:

Attn: Jose Leon
222 N. LaSalle Street
Suite 300
Chicago, IL 60601

The hourly fee portion of our firm's services will be billed monthly and shall be due within thirty days from the date of the invoice.

In the event payment is not timely received, Hinshaw will issue an invoice notifying the Client of the amount due.

Phase IV work will conclude no later than July, 2016, subject to the Client's approval.

In addition to these fees, the City shall be responsible for payment of all costs and disbursements reasonably incurred by Hinshaw on its behalf to the extent that said expenses are approved in

January 1, 2016
Page 7

writing and in advance by the Client. Such costs and disbursements may include, but are not limited to, photocopying, travel expenses (economy class unless otherwise approved in advance), and internet research charges such as Westlaw or other specialized database related to the services being provided.

This Agreement is made effective as of the 1st day of January, 2016.

Yours truly,

HINSHAW & CULBERTSON LLP

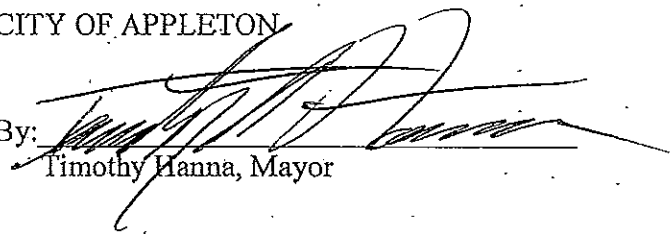


Benjamin D. LaFrombois
920-380-2067
blafrombois@hinshawlaw.com

BDL:sf

Accepted and agreed to:

CITY OF APPLETON

By: 
Timothy Hanna, Mayor

Date: 3/1/16

ENGINEERING
ARCHITECTURE
ENVIRONMENTAL



OMNI Associates, Inc.
One Systems Drive
Appleton, WI 54914-1654
920-735-8900
Fax 920-830-6100

Appleton Parks, Recreation, & Facilities
Management
100 N Appleton St
Appleton, WI 54911

INVOICE

No. N2188B16_002-2

03/17/2016

Proposed Fox Cities Exhibition Center Survey

N2188B16_002

For Services Rendered Through 2/29/2016

Project Manager: Timothy A. Bolwerk

Professional Services	Contract	%	Fee Earned	Prior Billing	Current Fee
	\$6,500.00	75.00	\$4,875.00	\$1,825.00	\$3,250.00

Invoice Total \$3,250.00

Project Manager: Timothy A. Bolwerk

APR 27 2016

ENGINEERING
ARCHITECTURE
ENVIRONMENTAL



OMNI Associates, Inc.
One Systems Drive
Appleton, WI 54914-1654
920-735-6900
Fax 920-830-6100

Dean Gazza
Appleton Parks, Recreation, & Facilities
Management
100 N Appleton St
Appleton, WI 54911

INVOICE

No. N2188B16_001-1

04/18/2016

4351.6408

Geotechnical - Proposed Fox Cities Exhibition Center
N2188B16_001

For Services Rendered Through 3/31/2016
Project Manager: Timothy A. Bolwerk

Labor	Hours	Rate	Amount
Geotechnical - Proposed Fox Cities Exhibition Center			
Bolwerk, Timothy A.	14.75	\$120.00	\$1,770.00
Coyne, Patrick	6.50	\$55.00	\$357.50
Nadziejka, Brynley	78.25	\$55.00	\$4,303.75
Weis, Jason C.	2.00	\$95.00	\$190.00
Labor Total			\$6,621.25

Expenses	Qty	Unit Rate	Amount
Mileage-OMNNI	52.00	\$.90	\$46.80
City of Appleton	1.00	\$100.00	\$100.00
Plotter - Black & White	22.36	\$.50	\$11.18
Expense Total			\$157.98

Sub-Consultants	Date	Invoice	Amount
Geotechnical Drilling Contractors LLC	3/23/2016	5051149	\$20,905.00
Sub-Consultant Total			\$20,905.00
Invoice Total			\$27,684.23

Project Manager: Timothy A. Bolwerk

ENGINEERING
ARCHITECTURE
ENVIRONMENTAL



OMNI Associates, Inc.
One Systems Drive
Appleton, WI 54914-1654
920-735-6900
Fax 920-830-6100

Appleton Parks, Recreation, & Facilities
Management
100 N Appleton St
Appleton, WI 54911

INVOICE

No. N2188B16_002-3

04/18/2016

4351.6408

Survey - Proposed Fox Cities Exhibition Center
N2188B16_002
For Services Rendered Through 3/31/2016
Project Manager: Timothy A. Bolwerk

Professional Services	Contract	%	Fee Earned	Prior Billing	Current Fee
	\$6,500.00	100.00	\$6,500.00	\$4,875.00	\$1,625.00

Invoice Total \$1,625.00


Project Manager: Timothy A. Bolwerk

INVOICE

9a

Daily Reporter Publishing Company

Wisconsin's Construction News Source Since 1897
 225 E. Michigan Street Ste. #540
 Milwaukee, WI 53202-4900
 1 (414) 276-0273
 www.dailyreporter.com

City of Appleton
 1819 E Witzke Blvd
 Appleton, WI 54911-8401

Account #	10075937
Invoice Date	5/31/2016
Invoice #	742774184
Order #	11073983
Terms	NET 30
PO/Case #	
Salesrep	

Days/Inserts	Description	Size/Qty	Unit Price	Amount
2	CONSTRUCTION OF THE FOX CITIES EXHIBITION CENTER Daily Reporter (WI) Bids / Goods and Services Bid Location Milwaukee County; Due 06/07/2016 at 01:00 PM 05/24/2016,5/31 -Base Charge	1 col x 6.33in. 255 wrd / 57 ln		113.89
TOTAL DUE				113.89

DETACH AND RETURN THIS PORTION WITH YOUR PAYMENT TO:

Daily Reporter Publishing Company
 SDS 12-2603
 PO Box 86
 Minneapolis, MN 55486-2603

Account #	Customer	Bill Attention	Invoice #	Invoice Date	Total Due
10075937	City of Appleton		742774184	5/31/2016	113.89



_____ / _____
 CARD NUMBER

M M Y Y
 _____ / _____ Security Code:
 EXP. DATE

Charge My Credit Card \$ _____ CUSTOMER SIGNATURE _____

PROOF OF PUBLICATION

STATE OF WISCONSIN }
MILWAUKEE COUNTY } s.s.

William J. Gaier, being the first duly sworn on oath, says that he is the Publisher of THE DAILY REPORTER, which is a public newspaper of general circulation, printed and published daily in the English language in the City of Milwaukee, in said county, and fully complying with the laws of Wisconsin, relating to the publication of legal notices; that the notice of which the printed one attached is a true copy, which was clipped from the said newspaper, was inserted and published in said newspaper on

May. 24, 2016 May. 31, 2016

William J. Gaier, Publisher

Sworn to me this 31st day of May 2016



[Signature]
Russell A. Klingaman
Notary Public, Milwaukee County, Wisconsin
My Commission Is Permanent

LEGAL NOTICE
CITY OF APPLETON REQUEST
FOR PROPOSALS
ARCHITECTURAL AND ENGINEERING SERVICES FOR THE PRE-CONSTRUCTION AND CONSTRUCTION OF THE FOX CITIES EXHIBITION CENTER, APPLETON, WISCONSIN

In accordance with the terms and conditions of this Request for Proposal (the RFP), the City of Appleton, requests submission of qualifications and fee proposals for firms to provide architectural and engineering for the above project.

The RFP can be downloaded from the City's website www.appleton.org.

Respondents are to submit proposals as follows: one double sided original and six double-sided copies and one complete electronic copy (on a thumb drive, in a SINGLE ".pdf" file) marked "Fox Cities Exhibition Center, Architectural and Engineering Services." Respondents are to submit Fee Proposals as follows: one original, in a separate, sealed envelope, clearly labeled: "FEE PROPOSAL: Fox Cities Exhibition Center, Architectural and Engineering Services" to:
 City of Appleton

Attention: Dean R. Gazza
 Parks, Recreation and Facilities Management
 1819 E. Witzke Boulevard
 Appleton, WI 54911

All materials are due no later than 1:00 p.m. on June 7, 2016. Materials received after that date and time will be rejected unopened. No materials will be returned.

Please direct all questions concerning this RFP via email to: Dean Gazza (dean.gazza@appleton.org). No questions concerning this RFP will be accepted after 1:00 PM on June 3, 2016.

The City of Appleton reserves the right to terminate the selection process at any time and reject any or all offers. The City shall not be liable for any pre-contract costs incurred by interested firms participating in the selection process.

11073983/05-24-31

PROOF OF PUBLICATION

INVOICE

10a

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 Milwaukee, WI 53202-4900
 1 (414) 276-0273
 www.dailyreporter.com

City of Appleton
 1819 E Witzke Blvd
 Appleton, WI 54911-8401

Account #	10075937
Invoice Date	5/31/2016
Invoice #	742774186
Order #	11073993
Terms	NET 30
PO/Case #	
Salesrep	

Days/Inserts	Description	Size/Qty	Unit Price	Amount
2	CONSTRUCTION OF THE FOX CITIES EXHIBITION CENTER Daily Reporter (WI) Bids / Goods and Services Bid Location Milwaukee County; Due 06/07/2016 at 01:00 PM 05/24/2016,5/31 -Base Charge	1 col x 6.22in 256 wrd / 56 ln		111.89
TOTAL DUE				111.89

DETACH AND RETURN THIS PORTION WITH YOUR PAYMENT TO:

Daily Reporter Publishing Company
 SDS 12-2603
 PO Box 86
 Minneapolis, MN 55486-2603

Account #	Customer	Bill Attention	Invoice #	Invoice Date	Total Due
10075937	City of Appleton		742774186	5/31/2016	111.89



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Charge My Credit Card \$ _____ CUSTOMER SIGNATURE _____

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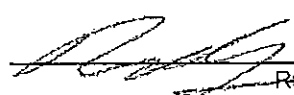
STATE OF WISCONSIN }
MILWAUKEE COUNTY } S.S.

William J. Gaier, being the first duly sworn on oath, says that he is the Publisher of THE DAILY REPORTER, which is a public newspaper of general circulation, printed and published daily in the English language in the City of Milwaukee, in said county, and fully complying with the laws of Wisconsin, relating to the publication of legal notices; that the notice of which the printed one attached is a true copy, which was clipped from the said newspaper, was inserted and published in said newspaper on

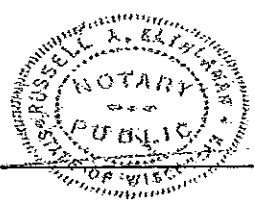
May. 24, 2016 May. 31, 2016

William J. Gaier, Publisher

Sworn to me this 31st day of May 2016



Russell A. Klingaman
Notary Public, Milwaukee County, Wisconsin
My Commission Is Permanent



**LEGAL NOTICE
CITY OF APPLETON REQUEST
FOR PROPOSALS
CONSTRUCTION MANAGEMENT
SERVICES FOR THE CONSTRUCTION
OF THE FOX CITIES EXHIBITION
CENTER, APPLETON,
WISCONSIN.**

In accordance with the terms and conditions of this Request for Proposal (the RFP), the City of Appleton, requests submission of qualifications and fee proposals for firms to provide pre-construction, cost estimating, bidding, construction phase and post construction services for the above project.

The RFP can be downloaded from the City's website www.appleton.org.

Respondents are to submit Qualifications as follows: one double sided original and six double-sided copies and one complete electronic copy (on a thumb drive, in a SINGLE ".pdf" file) marked "Fox Cities Exhibition Center, CM Services." Respondents are to submit Fee Proposals as follows: one original, in a separate, sealed envelope, clearly labeled: "FEEPROPOSAL: Fox Cities Exhibition Center CM Services," to:
City of Appleton
Attention: Dean R. Gazza
Parks, Recreation and Facilities
Management Department
1819 E. Witzke Boulevard
Appleton, WI 54911

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11073993/05-24-31

PROOF OF PUBLICATION

435 E. Walnut St.
P.O. Box 23430
Green Bay, WI 54305-3430

AMOUNT PAID	BILLING PERIOD		ADVERTISER/CLIENT NAME	
	05/02/16 - 05/29/16		CITY OF APPLETON	
TOTAL AMOUNT DUE		UNAPPLIED AMOUNT	TERMS OF PAYMENT	
12,179.37		.00	DUE ON - 06/13/16	
CURRENT NET AMOUNT DUE		30 DAYS	60 DAYS	OVER 90 DAYS
Invoice Number 0009884991	7,395.83	4,783.54	.00	.00

BILLED ACCOUNT NAME AND ADDRESS		REMITTANCE ADDRESS	
<input type="checkbox"/> Change of information (fill out form on reverse side)		MAKE CHECKS PAYABLE TO: Wisconsin Media PO Box 677386 Dallas, TX 75267-7386	
CITY OF APPLETON PO BOX 2428 APPLETON WI 54912-2428			
PAGE #	BILLING DATE	BILLED ACCOUNT #	ADVERTISER/CLIENT #
M177 2	05/29/16	1010270	

1010270000000000000000000098849910121793715273

PLEASE DETACH AND RETURN UPPER PORTION WITH YOUR REMITTANCE

DATE	NEWSPAPER REFERENCE	DESCRIPTION - OTHER COMMENTS/CHARGES	SAU SIZE BILLED UNITS	TIMES RUN RATE	GROSS AMOUNT	NET AMOUNT
05/09	APC 0001261466	Ordinance AN ORDINANCE OF 2425-LEGALS	1	1X170.00=	170.00	180.63 <i>Cl</i>
05/09	APC 0001261563	CC Mins 4/ City of Applet 2425-LEGALS	1	1X614.00=	614.00	652.56 <i>Cl</i>
05/13	APC 0001268882	Project Un SEALED BIDS Se 2425-LEGALS	2	1X 75.00=	150.00	141.78 <i>Cl</i>
05/14	APC 0001268849	Map Amendm CITY OF APPLETON 2425-LEGALS	1	1X 44.00=	44.00	46.70 <i>Cl</i>
05/14	APC 0001273571	Rezone 3-1 NOTICE OF PUBL 2425-LEGALS	2	1X 33.00=	66.00	61.88 <i>Cl</i>
05/16	APC 0001275436	BOR Meetin NOTICE OF BOAR 2425-LEGALS	1	2X 39.00=	78.00	86.19 <i>Cl</i>
05/20	APC 0001292714	RFP Archit LEGAL NOTICE C 2425-LEGALS	2	1X 51.00=	102.00	96.13 <i>Pr</i>
05/20	APC 0001292717	RFP Constr LEGAL NOTICE C 2425-LEGALS	2	1X 50.00=	100.00	94.22 <i>Pr</i>
05/21	APC 0001293937	Rezoning 4 NOTICE OF PUBL 2425-LEGALS	2	1X 31.00=	62.00	58.08 <i>Cl</i>
05/22	APC /ECS-DISPL 5002014259	2016/2017- LIQUOR LICENSES 2425-LEGALS	1	5X 15.75= 18.71	78.75	1,473.41 <i>Cl</i>
05/23	APC 0001295041	CAPER-CDBG City of Applet 2425-LEGALS	1	1X 35.00=	35.00	37.14 <i>Cl</i>

TERMS: NET 30, NO CLAIMS FOR ALLOWANCES PERMITTED UNLESS PRESENTED WITHIN 20 DAYS OF BILLING DATE. THE RATE SHOWN ON THIS INVOICE MAY BE SUBJECT TO ADJUSTMENT.

*UNAPPLIED AMOUNTS ARE INCLUDED IN TOTAL AMOUNT DUE

STATEMENT OF ACCOUNT AGING OF PAST DUE AMOUNTS

CURRENT NET AMOUNT	30 DAYS	60 DAYS	OVER 90 DAYS	UNAPPLIED AMOUNT	TOTAL AMOUNT DUE
7,395.83	4,783.54	.00	.00	.00	12,179.37

INVOICE NUMBER	ADVERTISER INFORMATION			ADVERTISER/CLIENT NAME
0009884991	BILLING PERIOD	BILLED ACCOUNT NUMBER	ADVERTISER/CLIENT NUMBER	CITY OF APPLETON
	05/02/16 - 05/29/16	1010270		



Dean Gazza

From: AIA Contract Documents <auto-confirm@aia.org>
Sent: Wednesday, May 25, 2016 11:17 AM
To: Dean Gazza
Subject: AIA Contract Documents - Purchase Confirmation and Receipt

**ACD5's AIA Documents-on-Demand® Plus
Purchase Confirmation and Receipt**

Dear Dean Gazza,

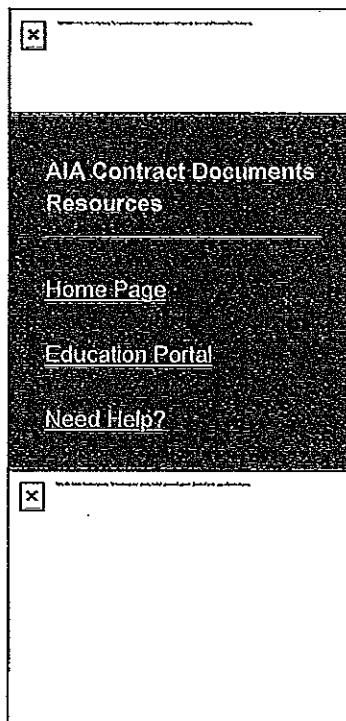
Thank you for your AIA Documents-on-Demand® Plus purchase. Please save this email for your records, as this email is your purchase receipt.

Order Details

Product Name : B133™ – 2014 Owner/Architect Agreement, CMC Edition
Order Number : 2148003866
Service Start Date : 05/25/2016
Service End Date : 05/25/2017

Billing Information

Billing Address : Dean Gazza
 City of Appleton
 1819 East Witzke Boulevard
 Appleton, WI 54911
 (920)832-5572
Email Address : dean.gazza@appleton.org
Credit Card Type : Mastercard
Cardholder Name : Dean R Gazza
Credit Card Number : 54*****1126
Item Cost : \$79.99
Member Discount : -\$0.00



4351.6408.1193

Dear Dean Gazza,

Thank you for your AIA Documents-on-Demand® Plus purchase.
Please save this email for your records, as this email is your purchase receipt.

Order Details

Product Name : E201™-2007, Digital Data Protocol Exhibit
Order Number : 4314459253
Service Start Date : 05/26/2016
Service End Date : 05/26/2017

Billing Information

Billing Address : Dean Gazza
City of Appleton
1819 East Witzke Boulevard
Appleton, WI 54911
(920)832-5572

Email Address : dean.gazza@appleton.org

Credit Card Type : Mastercard

Cardholder Name : Dean R Gazza

Credit Card Number : 54*****1126

Item Cost : \$79.99

Member Discount : -\$0.00

Promotion Discount : -\$0.00

Subtotal : \$79.99

Tax : \$0.00

Total : \$79.99

ACD5 Login Information

Use your AIA username and password to login and start using AIA Documents-on-Demand® Plus

CLIENT COPY

HINSHAW CONSULTING

Payment Address:
HINSHAW CONSULTING
C/O HINSHAW & CULBERTSON
222 NORTH LASALLE
CHICAGO IL 60601-1081

312.704.3000
IRS IDENTIFICATION NO. 36-2128133

*** INTERIM ***
Invoice No: 11571231

BDL GMB
In Connection with our Matter: 984104

APRIL 29, 2016

City of Appleton
Karen Harkness
100 N. Appleton Street
Appleton, WI 54911

CITY OF APPLETON PHASE IV REAL ESTATE
Represent: City of Appleton

For professional services rendered through APRIL 25, 2016	\$1,010.00
Total amount due this invoice	<u>\$1,010.00</u>

If you have any questions concerning this invoice please contact BENJAMIN D. LAFROMBOIS, APPLETON office at (920) 738-7550.

Hinshaw & Culbertson LLP is an Illinois registered limited liability partnership that has elected to be governed by the Illinois Uniform Partnership Act (1997)

RETURN WITH PAYMENT

APRIL 29, 2016
Invoice: 11571231
Payor: 82959
Matter: 984104

Regarding:

Fees:	<u>\$1,010.00</u>
Total this invoice:	\$1,010.00

PAYMENT DUE ON THIS INVOICE \$1,010.00

To Wire Payment: The PrivateBank and Trust Company, Chicago, IL ABA# 071006486 Acct# 2195102 - PLEASE REFERENCE INVOICE NUMBER

CITY OF APPLETON
Re: CITY OF APPLETON PHASE IV REAL ESTATE

Page: 2 APRIL 29, 2016
0984104-11571231

SERVICES:

04/04/16	BDL	DRAFT LETTER TO ST. JOSEPHS. DISCUSSION WITH MAYOR REGARDING THE STRATEGY AND TACTICS OF THE LETTER.	1.30
04/05/16	BDL	REVISE LETTER TO ST. JOSEPHS PER DISCUSSION WITH MAYOR. REVIEW INDEMNIFICATION AGREEMENT AND ASSIGNMENT OF INDEMNIFICATION AGREEMENT. PREPARE LETTER FOR FINAL REVIEW AND DELIVERY.	0.90
04/05/16	SAF	PROOF AND EDIT LETTER TO ST. JOE'S; EMAIL DRAFT TO CLIENT FOR REVIEW.	0.50
04/25/16	BDL	REVIEW LETTER FROM ATTORNEY KRAUSE AND SEND TO CLIENT.	0.30

Total hours this matter:	3.00
Total fees this matter:	\$1,010.00

Total fees this bill	<u>\$1,010.00</u>
Total this bill	\$1,010.00

Recap of Fees: Timekeeper, Hours, Rate

BDL	LAFROMBOIS, BENJAMIN D	2.50 Hours	at	385.00	=	\$962.50
SAF	FLUNKER, SHELLY A	0.50 Hours	at	95.00	=	\$47.50
						<u>\$1,010.00</u>

Recap of Disbursements:

Total disbursements \$0.00

ENGINEERING
ARCHITECTURE
ENVIRONMENTAL



OMNI Associates, Inc.
One Systems Drive
Appleton, WI 54914-1654
920-735-6900
Fax 920-830-6100

Parks & Recreation
City of Appleton
PO Box 2428
Appleton, WI 54912-2428

INVOICE
No. N2188B16_001-3
07/18/2016

Geotechnical - Proposed Fox Cities Exhibition Center
N2188B16_001

For Services Rendered Through 6/30/2016
Project Manager: Timothy A Bolwerk

Labor	Hours	Rate	Amount
Geotechnical - Proposed Fox Cities Exhibition Center			
Bolwerk, Timothy A	10.25	\$120.00	\$1,230.00
Weeks, Kyle	7.75	\$85.00	\$658.75
		Labor Total	\$1,888.75

Invoice Total \$1,888.75


Project Manager: Timothy A Bolwerk

JUL 25 2016

Dean Gazza

From: auto-confirm@amazon.com
 Sent: Wednesday, July 13, 2016 3:18 PM
 To: Dean Gazza
 Subject: Your Amazon.com order of 3 x "Enfain 8GB USB Key Flash..."



Order Confirmation

Hello Dean Gazza,
 Thank you for shopping with us. You ordered 3 of "Enfain 8GB USB Key Flash...". We'll send a confirmation when your items ship.

4351.6408.1193

Details

Order #106-5167349-4818657

EC project

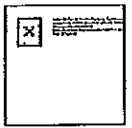
Arriving: Tuesday, July 19 - Saturday, July 23
 Ship to: City of Appleton - D Gazza
 1819 E WITZKE BLVD...



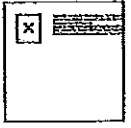
Total Before Tax: \$92.97
 Estimated Tax: \$0.00
 Order Total: \$92.97

We hope to see you again soon. Amazon.com

Customers Who Bought Items in Your Order Also Bought



Enfain Hand Wrist Strap Lanyard for...
 \$4.99



Bundle 20 PCS king's deal of...
 \$6.88

The payment for your invoice is processed by Amazon Payments, Inc. P.O. Box 81226 Seattle, Washington 98108-1226. If you need more information, please contact (866) 216-1075

By placing your order, you agree to Amazon.com's Privacy Notice and Conditions of Use. Unless otherwise noted, items sold by Amazon.com LLC are subject to sales tax in select states in accordance with the applicable laws of that state. If your order contains one or more items from a seller other than Amazon.com LLC, it may be subject to state and local sales tax, depending upon the seller's business policies and the location of their operations. Learn more about tax and seller information.

ENGINEERING
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ENVIRONMENTAL



OMNI ASSOCIATES, INC.
ONE SYSTEMS DRIVE
APPLETON, WI 54914-1654
1-800-571-6677 920-735-6900
FAX 920-830-6100

August 3, 2016

Mr. Dean R. Gazza
Director
Parks, Recreation & Facilities Management
City of Appleton
1819 E. Witzke Boulevard
Appleton, WI 54911-8401

**Re: Fox Cities Exhibition Center - Site Development Support
Status report and OMNNI invoice**

Dear Mr. Gazza:

Attached is OMNNI's invoice #N2188B16_005-1 for geotechnical and environmental consulting services on the Fox Cities Exhibition Center project.

The services on the invoice include: attending meetings on the Fox Cities Exhibition Center design, responding to geotechnical questions and performing additional soil calculations, discussions with the DNR on soil handling, copying reports to provide to DNR, tracking down contacts at county knowledgeable on site backfill, and discussions on using Mackville location for soil staging and handling.

If you have any questions regarding this invoice or the project in general, please contact me.

Sincerely,
OMNNI Associates, Inc.

Brian D. Wayner, P.E.
Environmental Manager

Attachment

ENGINEERING
ARCHITECTURE
ENVIRONMENTAL



OMNI Associates, Inc.
One Systems Drive
Appleton, WI 54914-1654
920-735-6900
Fax 920-830-6100

Dean Gazza
Appleton Parks, Recreation, & Facilities
Management
PO Box 2428
Appleton, WI 54912

INVOICE
No. N2188B16_005-1
08/03/2016

Site Development Support
N2188B16_005
For Services Rendered Through 7/31/2016
Project Manager: Brian Wayner

Labor	Hours	Rate	Amount
Site Development Support			
Bolwerk, Timothy A	12.00	\$120.00	\$1,440.00
Brittnacher, Don	1.75	\$95.00	\$166.25
Kennedy, Kimberly M	2.75	\$60.00	\$165.00
Wayner, Brian	34.00	\$98.00	\$3,332.00
Wayner, Sydney M	1.50	\$39.00	\$58.50
Weeks, Kyle	20.25	\$85.00	\$1,721.25
		Labor Total	\$6,883.00

Description	Qty	Unit Rate	Amount
Mileage-Bolwerk, Timothy A	30.00	\$.54	\$16.20
		Sub-total	\$16.20
		Invoice Total	\$6,899.20

AUG -3 2016

Project Manager: Brian Wayner

Zimmerman

ARCHITECTURAL STUDIOS, INC

200 West Main Street, Appleton, WI 54912
Phone: 920.833.3333 Fax: 920.833.3333
www.zimmermanarch.com

2/22

53233

City of Appleton
Dean Gaza
P. O. Box 2428
Appleton, WI 54912-2428

Invoice number 55148
Date 07/31/2016

Project 160087.00 FOX CITIES EXHIBITION
CENTER APPLETON

For Professional Services through July 24,2016

Description	Contract Amount	Percent Complete	Prior Billed	Total Billed	Current Billed
Zimmerman	859,593.00	8.43	0.00	72,500.00	72,500.00
Fentress	180,000.00	0.00	0.00	0.00	0.00
Engineering Services	456,875.00	0.00	0.00	0.00	0.00
Other Consultants	133,856.00	0.00	0.00	0.00	0.00
Total	1,630,324.00	4.45	0.00	72,500.00	72,500.00

Invoice total 72,500.00

Aging Summary

Invoice Number	Invoice Date	Outstanding	Current	Over 30	Over 60	Over 90	Over 120
55148	07/31/2016	72,500.00	72,500.00				
	Total	72,500.00	72,500.00	0.00	0.00	0.00	0.00

Payment is due within 30 days

AUG -4 2016