DOWNTOWN

JANESVILLE

Business Improvement District

Operating Plan

2027

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I. Introduction

A. Background

In 1984, the Wisconsin Legislature passed Wisconsin Statute 66.1109. This statute allows cities to establish Business Improvement Districts (BIDs). The primary purpose of a BID is to revitalize the businesses contained within the district. To achieve this purpose, the BID constructs a pooled assessment system that levies a special assessment against the businesses within the BID. The funds received from the special assessment fuel the development of the businesses within the BID, as well as operate, maintain, and promote the BID. The BID was created on October 9, 2017, when the initial BID Operating Plan was approved by the City Council. This proposal is our sixth Operating Plan.

II. District Boundaries

The following will roughly describe the boundaries of the BID. The BID consists of three distinct zones. Zone Three is the outermost zone. Zone Three runs the length of the Rock River between Memorial Drive and E. Racine Street and is bound by Atwood Avenue and Center Avenue to the east and west. Zone Two is bound by Centerway and E. Van Buren to the north and south. Further, Zone Two is bound by Atwood Avenue and Center Avenue to the east and west. Lastly, Zone One is bound by Pease Court and Court Street on the north and south. Zone one is bound by Parker Place and Center Avenue on the east and west.

See Appendix A for a map of the district. Additionally, Appendix A includes a list of the commercial properties included within the BID.

III. Proposed Operating Plan

A. Plan Objectives

The objective of the BID is to provide leadership and management for revitalizing the downtown area. *Through strategic investments, BID works to support, revitalize, and grow the businesses within the district. The BID provides leadership for downtown and provides a unified voice for downtown property and business owners.* By making the downtown area more attractive, accessible, and cleaner, the area will become a safer and more welcoming area to embrace new businesses and foster the growth of existing businesses. By working with the downtown businesses and property owners through improved connections, the BID strives to promote and champion all that the downtown area has to offer.

B. Key Activities of the BID to Support, Revitalize, and Grow Downtown Janesville

- **Walkability & Safety Task Force**
  - The goal of the Walkability & Safety Task Force is to make downtown Janesville more accessible and safer. Key activities that support this goal include:
    - Snow Removal

        - To remove snow from Zone 1 to allow for ease of customer traffic to downtown retail and businesses.
    - Lights, Camera, Action
        - To enhance the safety of downtown Janesville through increased cameras, lighting, signage, and use of P3 Tips.

- **Economic Vitality Task Force**
    - The goal of the Economic Vitality Task Force is to retain businesses currently operating downtown and to recruit businesses to choose downtown to operate. Key activities that support this goal include:
        - Outreach
        - Education and Resources
        - Grants

- **Marketing Task Force**
    - The goal of the Marketing Task Force is to build awareness of downtown and the businesses and properties therein. Key activities that support this goal include:
        - Strategic marketing of downtown and downtown properties for business and real estate development.
        - Coordinating co-op marketing opportunities for existing downtown businesses to enhance awareness and drive foot traffic.
        - Building and maintaining a web and social media presence.

- **Special Project Reserve**
    - The goal of the Special Project Reserve is to create a pool of funds from which to draw for projects that would make a significant impact on downtown Janesville. Funds will accumulate over three (3) years with a special project every 4 years. The funds from the 4th year will go towards the special project.

- **Event Support**
    - The goal of Event Support is to attract local residents and visitors from surrounding communities to visit our downtown, become aware of downtown businesses, and drive foot traffic downtown. Key activities that support this goal include:
        - Supporting annual signature events downtown.
        - Providing one-time support to help launch new downtown events.

- **Administration**
    - The goal of Administration is to fund the administrative needs of the BID Board and execution of Board initiatives as well as short-term, long-term, and strategic planning to support the BID mission.

- **Reserve Fund**
    - The goal of the Reserve Fund is to ensure the financial sustainability of the BID by providing an ability to fund unexpected items and respond to unforeseen

circumstances.

C. **Proposed Budget**

The 2027 BID Budget is below:

2027 BID Budget

Income:

Projected Gross, Special Assessment:	$ 153,000.00
Unspent reserve funds from previous budgets	$52,675.00
Interest Income	$1,200.00
Co-op Advertising Income	$8,125.00
Other Grants and Fund Raising	$0.00
Total:	$215,000.00

Expenses:

Marketing	$40,000.00
Snow Removal	$10,000.00
Events	$15,000.00
Downtown Business Improvement	$90,000.00
Administration	$50,000.00
Miscellaneous/Reserve	$10,000.00
Total: **Total:**	$215,000.00

D. Financing Method

The BID will receive approximately $153,000.00 from the collection of the assessment and $8,125.00 from co-op advertising campaigns. Other income may become available through grants and other sources. We are also utilizing $52,675.00 of unspent funds from previous operating plans/budgets.

E. The BID Board

The City Manager appoints members to the vacancies on the BID Board ("Board"). The Board oversees the implementation of this Operating Plan. To do this, the Board has to negotiate with providers of materials and services necessary to carry out the plan; to enter into contracts; to monitor development; to revise the Operating Plan annually; to ensure that the businesses within the BID are complying; to ensure that the BID complies with all applicable statutes and regulations; and to reimburse for overpayments in a BID assessment.

State law requires that the Board have at least five members and that a majority of the board members be owners or occupants of property within the district.

1. Board Size—The Board consists of nine individuals. If the past chair's term has expired, he or she shall serve an additional one year, increasing the Board to ten (10) individuals for that period of time only.
2. Composition—The Board shall have two (2) members who are property owners within the BID. Additionally, two (2) members shall own businesses within the BID. One (1) member shall be a citizen at large. After these positions are filled, best efforts will be made to include members from all zones, but membership from all zones will not be required.
3. Term— Unless appointed to complete a term, each term shall be three (3) years. Board members can serve a maximum of two (2) consecutive three (3) year terms. If a Board member's term expires and no replacement has been seated, or if a board member resigns before their term expires, the alternate member will become a voting member serving out the remaining term. There are currently two (2) alternate board members – Alternate 1 and Alternate 2. If an alternate needs to move into a Board position, the person in the Alternate 1 position will be called first and so on in numerical succession. The BID Board shall recommend a new replacement for the alternate position to the City Manager.
4. Compensation—Service on the Board is voluntary and shall not be compensated.
5. Meetings
    a. All Board meetings shall comply with Wisconsin's Open Meetings Law.
    b. The Board shall regularly meet. The Board must meet at least three times a year. The Board has adopted the By-Laws, which will govern conduct during the Board's meetings.
6. Record Keeping—Files and records of the Board's affairs shall be kept pursuant to

public records requirements.

7. Staffing—The Board has the ability to make staffing arrangements. The BID Board has direct oversight of the staff to ensure that the objectives and activities of the BID are being realized. The BID currently employs one (1) FTE that answers directly to the Chair.

F. **Relationship with the Forward Janesville, Inc.** The BID has a Memorandum of Understanding with Forward Janesville, Inc. to act as the employment agent for the BID's Administrative Assistant. The BID will be responsible for payment of all compensation and related employment expenses for the employment of the Administrative Assistant through the Forward Janesville, Inc.

IV. Method of Assessment

A. Assessment Rate and Method

i. Parcels Assessed

All tax parcels within the BID that are required to pay real estate taxes, including those that the State taxes as manufacturing, are assessed. Generally, those parcels that are assessed as "commercial" will be assessed. Real property that is used exclusively for residential purposes will not be assessed. Mixed-use commercial and residential properties are subject to this special assessment. Additionally, those properties that are exempt from paying real estate taxes are not assessed. Finally, government-owned property is not assessed.

ii. Levy of Assessment

The special assessment under this Operating Plan is levied against each tax parcel of property within the BID that has a separate tax key number. The assessment is based on the location of the property. Those properties within Zone One have the highest assessment; those in Zone Three have the lowest assessment. The Appendix will contain an assessment schedule that has the different assessment values for the properties in the three zones. The assessment is based on the assessed value of the land and improvements that is kept by the City Assessor's office.

By tying the assessment value to the location of the property, each parcel owner pays into the BID a proportionate amount to the benefits the parcel owner is given.

iii. Assessment Schedule

The parcels will be assessed as follows:

Zone One	$2.25/$1,000.00
Zone Two:	$1.50/$1,000.00
Zone Three:	$1.00/$1,000.00

These assessment levels are unchanged from the original Operating Plan.

Maximum BID assessment is $8,104 per parcel for the 2027 operating plan. This amount is to be increased 5% annually starting with the 2025 operating plan.

B. Excluded and Exempt Property

The statute authorizing a municipality to create a BID also contains specific provisions requiring certain types of property be excluded or exempt from assessment. The following lay out those provisions:

1. Wisconsin Statute § 66.1109(1)(f)1m requires that the Operating Plan designate whether property used exclusively for manufacturing will be included. As indicated above, it will be included in the special assessment. These properties will be assessed because it is likely that they will benefit from the creation of the BID.

2. Wisconsin Statute § 66.1109(5)(a) provides that "[r]eal property used exclusively for residential purposes and real property that is exempted from general property taxes under s. 70.11 may not be specially assessed for purposes of this section." This is why, as explained above, the residential properties will not be assessed. Additionally, this section, in part, is why those larger apartment buildings, although for tax purposes are assessed as commercial, will not be a part of this special assessment. The owners of those properties that are exempt, but border the BID and benefit from it, may be asked to contribute on a voluntary basis.

The Ability of the BID Board to Amend the Special Assessment

When submitting next year's operating plan to the city council for approval, the BID Board shall have the ability to increase the amount of the special assessment for each zone. Once the BID Board submits next year's operating plan, it will also post it on the Downtown Janesville, Inc., website. Upon an individual's request, the BID Board will make the operating plan available either by email or by hard copy to that individual. The BID Board cannot increase the assessment for a particular zone, if within 30 days of the operating plan being submitted, a petition is filed with the BID Board containing signatures from the owners of property within a particular zone that have an assessed value that is greater than 50% of all the properties within the particular zone.

I. Future Year Operating Plans

A. Phased Development

Based upon the past few years, you can see that the BID Board continues to evolve and develop its Operating Plan. The development and evaluation is responsive to the needs of the owners in the BID or to opportunities that arise within the BID.

Wisconsin Statute Section 66.1109(3)(a) requires the BID Board and the City Council to annually review the Operating Plan and make necessary changes. As such, this is the proposed Operating Plan for 2027. Any changes that need to be made to address different conditions in subsequent years shall be made when the BID Board and the City Council review the Operating Plan. If the City Council approves changes to this Plan, that shall be conclusive evidence the activities of the BID Board are complying with this Plan and the Wisconsin Statutes.

The BID Operating Plan will continue to apply the specified assessment formula with adjustments. If there is any material change to the assessment formula, the City Council must approve the change.

B. Amendment, Severability, and Expansion

Since approved by the City Council, this BID was created under the authority of Wisconsin Statute Section 66.1109. If any court finds any portion of this statue invalid, this BID will remain in effect, but the BID shall be amended to conform to the law. This means that there will not be a need to go through the process of creating a new BID.

If the Wisconsin Legislature amends the statute to include or exclude assessable properties of a certain class, then this Operating Plan may be amended to include those changes during the annual Operating Plan approval. Wisconsin Statute Section 66.1109(3)(b) grants the Janesville City Council or City Manager the specific authority to make this type of amendment.

ATTESTED:

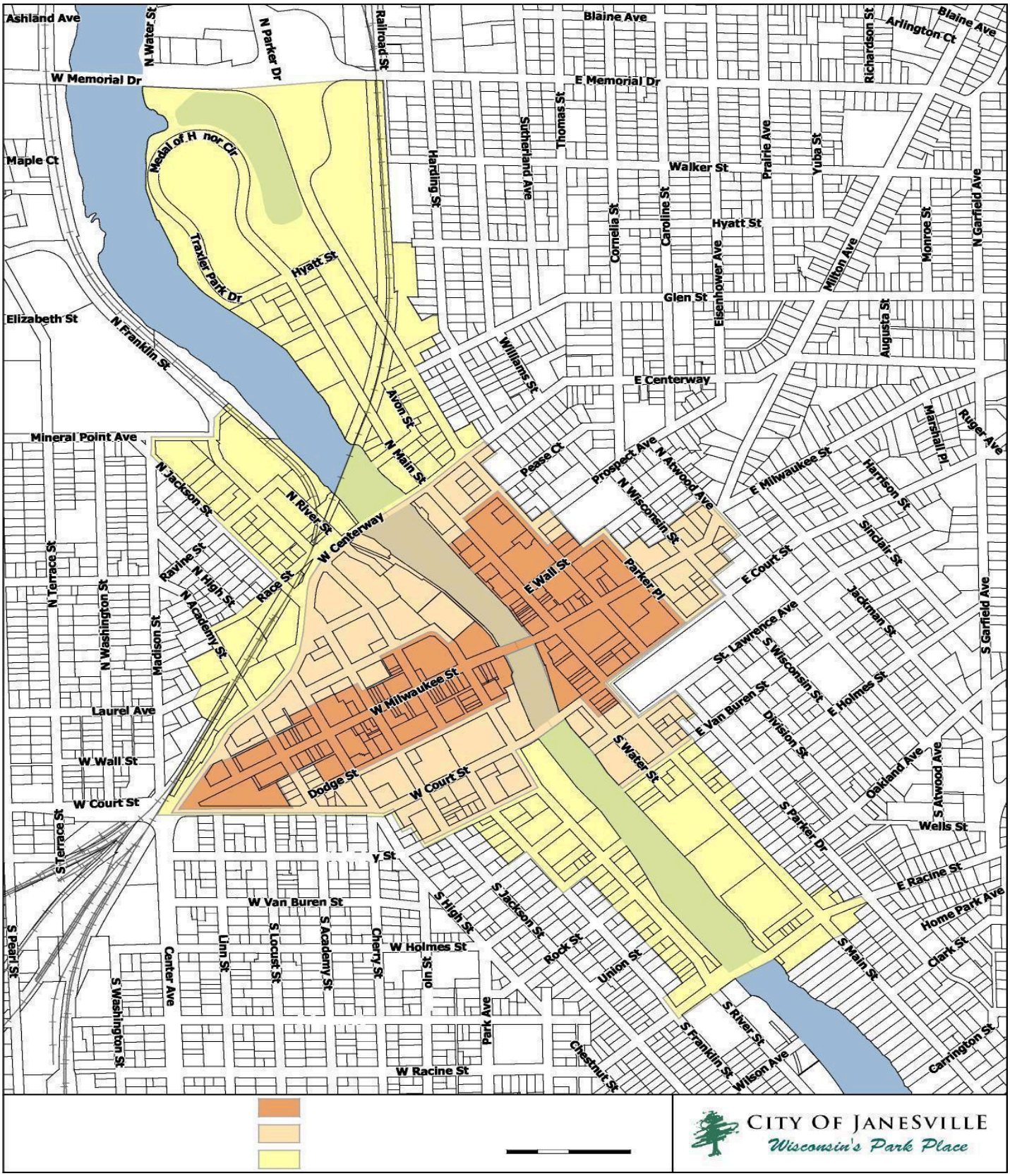
Paul B Murphy

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Paul B. Murphy, Downtown Janesville BID Board Chairperson

Date October 8, 2026

Appendix A


Ashland Ave
N Water St
N Parker Dr
Railroad St
Blaine Ave
Arlington Ct
Richardson St
W Memorial Dr
E Memorial Dr
Thomas St
Sutherland Ave
Harding St
Medal of Honor Cir
Maple Ct
Walker St
Prairie Ave
Yuba St
N Garfield Ave
Traxler Park Dr
Hyatt St
Cornelia St
Caroline St
Monroe St
Elizabeth St
N Franklin St
Glen St
Eisenhower Ave
Milton Ave
Augusta St
Williams St
E Centerway
Avon St
N Main St
Mineral Point Ave
Pease Ct
Prospect Ave
N Atwood Ave
E Milwaukee St
Marshall Pl
Ruger Ave
Harrison St
N Jackson St
N River St
N Wisconsin St
W Centerway
Sinclair St
N Terrace St
Ravine St
N High St
E Wall St
Parker Pl
E Court St
N Washington St
Race St
N Academy St
Madison St
Jackman St
St Lawrence Ave
S Wisconsin St
S Garfield Ave
W Milwaukee St
E Holmes St
Laurel Ave
E Van Buren St
Division St
W Wall St
S Water St
Oakland Ave
Dodge St
W Court St
S Atwood Ave
W Court St
S Parker Dr
Wells St
S Terrace St
Y St
E Racine St
W Van Buren St
S High St
S Jackson St
Home Park Ave
S Pearl St
S Locust St
S Academy St
Cherry St
W Holmes St
Rock St
Union St
S Main St
Clark St
Center Ave
Linn St
S Washington St
Park Ave
S River St
S Franklin St
Chestnut St
Wilson Ave
Carrington St
W Racine St
CITY OF JANESVILLE
Wisconsin's Park Place

66.1109 Business improvement districts

Appendix B

1. In this section:
    a. "Board" means a business improvement district board appointed under sub. (3) (a).
    b. "Business improvement district" means an area within a municipality consisting of contiguous parcels and may include railroad rights–of–way, rivers, or highways continuously bounded by the parcels on at least one side, and shall include parcels that are contiguous to the district but that were not included in the original or amended boundaries of the district because the parcels were tax–exempt when the boundaries were determined and such parcels became taxable after the original or amended boundaries of the district were determined.
    c. "Chief executive officer" means a mayor, city manager, village president or town chairperson.
    d. "Local legislative body" means a common council, village board of trustees or town board of supervisors.
    e. "Municipality" means a city, village or town.
    f. "5 plan" means a plan adopted or amended under this section for the development, redevelopment, maintenance, operation and promotion of a business improvement district, including all of the following:
        - The special assessment method applicable to the business improvement district. 1m. Whether real property used exclusively for manufacturing purposes will be specially assessed.
        - The kind, number and location of all proposed expenditures within the business improvement district.
        - A description of the methods of financing all estimated expenditure and the time when related costs will be incurred.
        - A description of how the creation of the business improvement district promotes the orderly development of the municipality, including its relationship to any municipal master plan.
            1. A legal opinion that subds. 1. to 4. have been complied with.
    g. "Planning commission" means a plan commission under s. 62.23, or if none a board of public land commissioners, or if none a planning committee of the local legislative body.

2. A municipality may create a business improvement district and adopt its operating plan if all of the following are met:
    a. An owner of real property used for commercial purposes and located in the proposed business improvement district designated under par.
    b. has petitioned the municipality for creation of a business improvement district. (b) The planning commission has designated a proposed business improvement district and adopted its proposed initial operating plan.
    c. At least 30 days before creation of the business improvement district and adoption of its initial operating plan by the municipality, the planning commission has held a public hearing on its proposed business improvement district and initial operating plan. Notice of the hearing shall be published as a class 2 notice under ch. 985. Before publication, a copy of the notice together with a copy of the proposed initial operating plan and a copy of a detail map showing the boundaries of the proposed business improvement district shall be sent by certified mail to all owners of real

property within the proposed business improvement district. The notice shall state the boundaries of the proposed business improvement district and shall indicate that copies of the proposed initial operating plan are available from the planning commission on request.

d. Within 30 days after the hearing under par. (c), the owners of property to be assessed under the proposed initial operating plan having a valuation equal to more than 40 percent of the valuation of all property to be assessed under the proposed initial operating plan, using the method of valuation specified in the proposed initial operating plan, or the owners of property to be assessed under the proposed initial operating plan having an assessed valuation equal to more than 40 percent of the assessed valuation of all property to be assessed under the proposed initial operating plan, have not filed a petition with the planning commission protesting the proposed business improvement district or its proposed initial operating plan.

e. The local legislative body has voted to adopt the proposed initial operating plan for the municipality.

*** A municipality may annex territory to an existing business improvement district if all of the following are met: (a) An owner of real property used for commercial purposes and located in the territory proposed to be annexed has petitioned the municipality for annexation. (b) The planning commission has approved the annexation. (c) At least 30 days before annexation of the territory, the planning commission has held a public hearing on the proposed annexation. Notice of the hearing shall be published as a class 2 notice under ch. 985. Before publication, a copy of the notice together with a copy of a detail map showing the boundaries proposed to be annexed to the business improvement district shall be sent by certified mail to all owners of real property within the territory proposed to be annexed. The notice shall state the boundaries of the territory proposed to be annexed. (d) Within 30 days after the hearing under par. (c), the owners of property in the territory to be annexed that would be assessed under the operating plan having a valuation equal to more than 40 percent of the valuation of all property in the territory to be annexed that would be assessed under the operating plan, using the method of valuation specified in the operating plan, or the owners of property in the territory to be annexed that would be assessed under the operating plan having an assessed valuation equal to more than 40 percent of the assessed valuation of all property in the territory to be annexed that would be assessed under the operating plan, have not filed a petition with the planning commission protesting the annexation.

3.

a. The chief executive officer shall appoint members to a business improvement district board to implement the operating plan. Board members shall be confirmed by the local legislative body and shall serve staggered terms designated by the local legislative body. The board should have at least 5 members. A majority of board members own or occupy real property in the business improvement district.

b. The board shall annually consider and may make changes to the operating plan,

which may include termination of the plan, for its business improvement district. The board shall then submit the operating plan to the local legislative body for its approval. If the local legislative body disapproves of the operating plan, the board shall consider and may make changes to the operating plan and may continue to resubmit the operating plan until local legislative body approval is obtained. Any change to the special assessment method applicable to the business improvement district shall be approved by the local legislative body.

c. The board shall prepare and make available to the public annual reports describing the current status of the business improvement district, including expenditures and revenues. The report shall include one of the following:
   - If the cash balance in the segregated account described under sub. (4) equaled or exceeded $300,000 at any time during the period covered by the report, the municipality shall obtain an independent certified audit of the implementation of the operating plan.
   - If the cash balance in the segregated account described under sub. (4) was less than $300,000 at all times during the period covered by the report, the municipality shall obtain a reviewed financial statement for the most recently completed fiscal year. The statement shall be prepared in accordance with generally accepted accounting principles and include a review of the financial statement by an independent certified public accountant.

d. For calendar years beginning after December 31, 2018, the dollar amount at which a municipality is required to obtain an independent certified audit under par. (c) 1. and the dollar amount at which a municipality is required to obtain a reviewed financial statement under par. (c) 2. shall be increased each year by a percentage equal to the percentage change between the U.S. consumer price index for all urban consumers, U.S. city average, for the month of August of the previous year and the U.S. consumer price index for all urban consumers, U.S. city average, for the month of August 2017, as determined by the federal department of labor. Each amount that is revised under this paragraph shall be rounded to the nearest multiple of $10 if the revised amount is not a multiple of $10 or, if the revised amount is a multiple of $5, such an amount shall be increased to the next higher multiple of $10.

e. The municipality shall obtain an additional independent certified audit of the implementation of the operating plan upon termination of the business improvement district.

f. Either the board or the municipality, as specified in the operating plan as adopted, or amended and approved under this section, has all the necessary or convenient powers to implement the operating plan, including the power to contract.

4. All special assessments received from a business improvement district and all other appropriations by the municipality or other money received for the benefit of the business improvement district shall be placed in a segregated account in the municipal treasury. No disbursements from the account may be made except to reimburse the municipality for

appropriations other than special assessments, to pay the costs of audits and reviewed financial statements required under sub. (3) (c), or on order of the board for the purpose of implementing the operating plan. On termination of the business improvement district by the municipality, all moneys collected by special assessment remaining in the account shall be disbursed to the owners of specially assessed property in the business improvement district, in the same proportion as the last collected special assessment.

a. A municipality may convert a business improvement district under this section into a neighborhood improvement district under s. 66.1110 if an owner of real property that is subject to general real estate taxes, that is used exclusively for residential purposes, and that is located in the business improvement district petitions the municipality for the conversion. If the municipality approves the petition, the board shall consider and may make changes to the operating plan under s. 66.1110 (4) (b).

b. A municipality shall terminate a business improvement district if the owners of property assessed under the operating plan having a valuation equal to more than 50 percent of the valuation of all property assessed under the operating plan, using the method of valuation specified in the operating plan, or the owners of property assessed under the operating plan having an assessed valuation equal to more than 50 percent of the assessed valuation of all property assessed under the operating plan, file a petition with the planning commission requesting termination of the business improvement district, subject to all of the following conditions:

c. A petition may not be filed under this subsection earlier than one year after the date the municipality first adopts the operating plan for the business improvement district.

d. On and after the date a petition is filed under this subsection, neither the board nor the municipality may enter into any new obligations by contract or otherwise to implement the operating plan until the expiration of 30 days after the date of hearing under par.

e. and unless the business improvement district is not terminated under par. (e). (c) Within 30 days after the filing of a petition under this subsection, the planning commission shall hold a public hearing on the proposed termination. Notice of the hearing shall be published as a class 2 notice under ch. 985. Before publication, a copy of the notice together with a copy of the operating plan and a copy of a detailed map showing the boundaries of the business improvement district shall be sent by certified mail to all owners of real property within the business improvement district. The notice shall state the boundaries of the business improvement district and shall indicate that copies of the operating plan are available from the planning commission on request.

f. Within 30 days after the date of hearing under par. (c), every owner of property assessed under the operating plan may send written notice to the planning commission indicating, if the owner signed a petition under this subsection, that the owner retracts the owner's request to terminate the business improvement

district, or, if the owner did not sign the petition, that the owner requests termination of the business improvement district.

g. If after the expiration of 30 days after the date of hearing under par. (c), by petition under this subsection or subsequent notification under par. (d), and after subtracting any retractions under par. (d), the owners of property assessed under the operating plan having a valuation equal to more than 50 percent of the valuation of all property assessed under the operating plan, using the method of valuation specified in the operating plan, or the owners of property assessed under the operating plan having an assessed valuation equal to more than 50 percent of the assessed valuation of all property assessed under the operating plan, have requested the termination of the business improvement district, the municipality shall terminate the business improvement district on the date that the obligation with the latest completion date entered into to implement the operating plan expires.

5. F

a. Real property used exclusively for residential purposes and real property that is exempted from general property taxes under s. 70.11 may not be specially assessed for purposes of this section.

b. A municipality may terminate a business improvement district at any time.

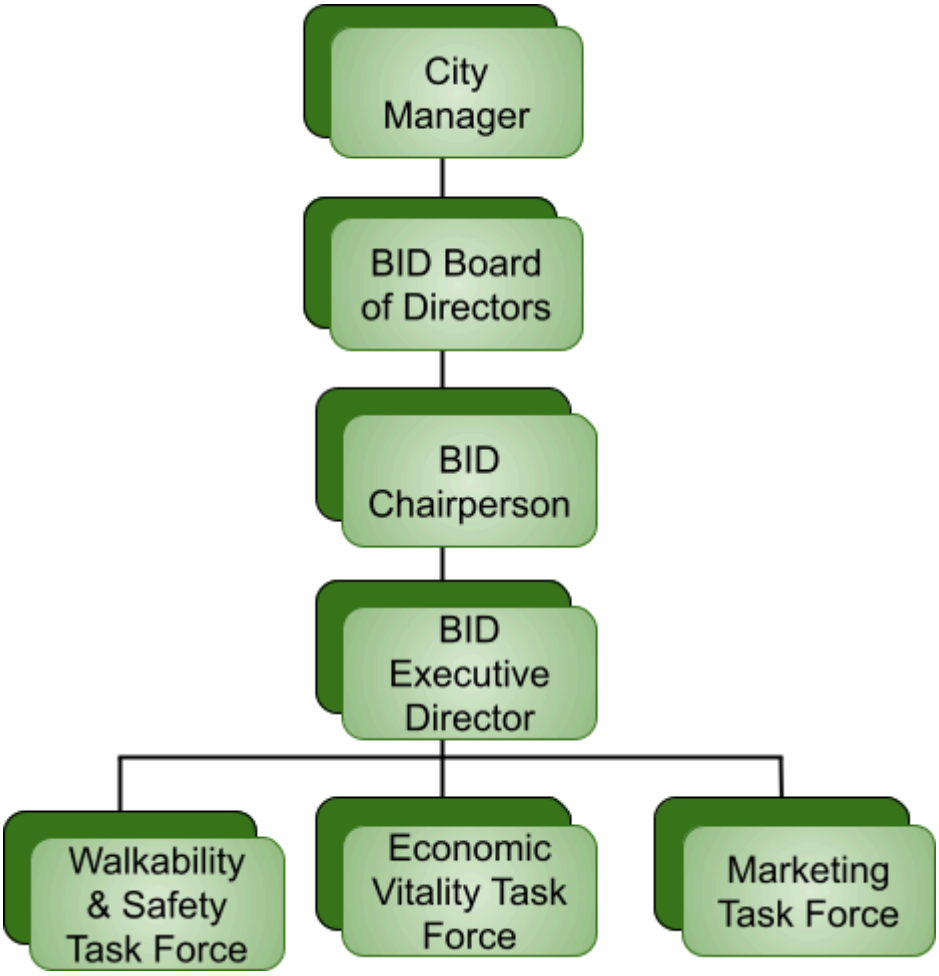
c. This section does not limit the power of a municipality under other law to regulate the use of or specially assess real property.

d. If real property that is specially assessed as authorized under this section is of mixed use such that part of the real property is exempted from general property taxes under s. 70.11 or is residential, or both, and part of the real property is taxable, the municipality may specially assess as authorized under this section only the percentage of the real property that is not tax–exempt or residential. This paragraph applies only to a 1st class city

(Wisconsin Statues as updated through 2023)

Appendix C

Organizational Structure of the Downtown Janesville Business Improvement District



Appendix D

The following will act as a guide for the members of the BID Board when they meet to discuss the operation of the BID.

Article I: Offices

To keep operating costs low and prioritize funding for budget items to improve the BID District, the BID Board shall not maintain a permanent office unless space is either donated or available for nominal cost.

Article II: Purpose

The objective of the BID is to provide leadership and management for revitalizing the downtown area. *Through strategic investments, BID works to support, revitalize, and grow the businesses within the district. The BID provides leadership for downtown and provides a unified voice for downtown property and business owners.* By making the downtown area more attractive, accessible, and cleaner, the area will become a safer and more welcoming area to embrace new businesses and foster the growth of existing businesses. By working with the downtown businesses and property owners through improved connections, the BID strives to promote and champion all that the downtown area has to offer.

Article III: Membership

The BID Board shall be composed of nine individuals. Those individuals will be appointed by the Janesville City Manager. For this purpose, the City Manager will comply with the conditions set forth in the Operating Plan.

Article IV: Meetings

The BID Board shall hold a minimum of three meetings annually. The first, shall be held in the first quarter of the year to evaluate the BID's performance in the year prior. Additionally, the BID Board shall discuss changes to the BID Operating Plan at this first meeting.

The BID shall hold the second meeting mid-year. This meeting shall provide the BID Board with the opportunity to check the progress of the BID in that year, as well as discuss other matters.

The third board meeting shall be held in September or early October to approve the Operating Plan for the following year for presentation to the City.

The Chairperson may call a Special Meeting at any time. If four members approve,

the BID Board shall call a special meeting.

Missing one of the required meetings without notice may result in the Board recommending that the Janesville City Manager remove that Board Member from the BID Board.

These meetings are public and shall be subject to Wisconsin's open meetings and open records laws.

Article V: Quorum

No meeting of the BID Board shall be valid and binding unless a quorum of the BID Board members is present. A quorum shall be present when at least five of the nine BID Board members are present. Per meeting an alternate can be used to establish a quorum and have voting right.

Article VI: Officers

The BID Board shall have five officers: Chairperson, Vice Chairperson, past Chairperson, Secretary, and Treasurer. The individuals for these positions shall be nominated and elected by the BID Board. The officers shall be elected annually, except for the Chairperson and Vice Chairperson who shall serve for two years and the past Chairperson who shall serve following their time as Chairperson until a new Chairperson is elected.

An officer may be removed by a super majority (2/3) vote of the BID Board if it would be in the best interests of the BID to do so.

Chairperson. The Chairperson shall preside at all meetings of the Board and the general membership. She or he may sign, with the Secretary, or any other duly authorized officer of the Board, any deed, mortgage, bond, contract, or other instrument which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated to some other officer or agent of the Board; in general, she or he shall perform all duties incident to the office of Chairperson and such other duties which shall be prescribed by the Board of Directors from time to time.

Vice Chairperson. In the absence of the Chairperson or in the event of the Chairperson's inability or refusal to act, the Vice Chairperson shall perform the duties of the Chairperson, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Vice Chairperson shall perform other duties as from time to time may be assigned by the Chairperson or by the Board of Directors.

Secretary. The Secretary shall maintain the permanent minutes of the meetings of the Board of Directors electronically filed or in one or more books provided for that

purpose; see that all notices are duly given in accordance with the provisions of these By-laws or as required by law; ensure proper storage of the records; maintain a register of the name and mailing address of each BID Board member; and, in general, perform all duties incident to the office of Secretary and perform other such duties as from time to time may be assigned by the Chairperson or the Board of Directors.

Treasurer. The Treasurer shall have charge and joint custody of and be responsible for all funds and securities of the BID Board; the Treasurer shall perform all the duties incident to the office of Treasurer and shall perform other such duties as from time to time may be assigned by the Chairperson or the Board of Directors. The Treasurer and Chairperson shall, with the appropriate standing committee(s), prepare an Annual Operating Budget indicating income and expenses, to be presented to the Board of Directors for approval.

Immediate Past Chairperson. The immediate Past Chairperson shall provide guidance to the BID Board in the performance of their duties. While providing such guidance, the immediate Past Chairperson shall perform other such duties as from time to time may be assigned by the Chairperson or the Board of Directors. If the immediate Past Chairperson's term has expired, he or she will serve one additional year, increasing the full board to ten (10) members. Otherwise, the immediate Past Chairperson will serve in the role for one year and serve out the remaining term as a regular board member.

Article VII: Task Forces

The Officers of the BID Board shall have the ability to establish task forces as they deem necessary. If any such task force is formed, the Officers reserve the right to change the task force's membership or change the chairperson.

No task force or member of a task force shall incur debt or enter into an obligation on behalf of the BID Board without approval from the Officers.

All task force meetings are public and will be subject to Wisconsin open records and open meetings laws.

Article VIII: Financials

Either the Chairperson or the Treasurer may open specified bank accounts with a Janesville financial institution. All checks and orders of withdrawal shall be signed by two (2) members so designated by the Officers. The BID Executive Committee can approve financial expenditures up to $2,500 without approval of the entire BID Board. Any expenditure of more than $2,500 must go to the full BID Board for approval.

All invoices for goods supplied or services rendered to the BID shall be approved for payment by the Treasure and Chairperson.

The Treasurer will provide timely financial statements that indicate the Board's revenues, expenditures, and appropriate fund balances. The Treasurer shall assist with an annual financial review of the BID consistent with Wisconsin Statutes and performed by an Audit Committee Appointed by the Chairperson and excluding the current Treasurer as a committee member.

The fiscal year for the BID Board shall run with the calendar year.

Article IX: Nonpartisan and Nonprofit

The Janesville Business Improvement District shall be a non-profit, non-partisan, and non-sectarian organization. Therefore, it shall take no part or lend its influence, either directly or indirectly, to the nomination, election, or appointment of any candidate for public office in the City, County, State, or Nation.

Article X: Amending By-Laws

A resolution to amend these by-laws may be adopted by a majority of the BID Board members at a regularly scheduled Board meeting.