



DETERMINATION OF THE INCORPORATION REVIEW BOARD

July 29, 2015

In Re:

THE INCORPORATION OF A PORTION OF THE TOWNS OF BROOKFIELD
AND WAUKESHA, WAUKESHA COUNTY, WISCONSIN AS A VILLAGE

Case No. 11-CV-4071

JAY WALT, Representative of the Petitioners

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**WISCONSIN DEPARTMENT OF
ADMINISTRATION**

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It is the function of the Incorporation Review Board to prepare findings and to make a determination as to whether the territory petitioned for incorporation meets the applicable standards prescribed in Section 66.0207, Wis. Stats. Membership of the Board members is provided at Appendix A.

The Town of Brookfield's incorporation process began with the "Notice of Intention to Circulate an Incorporation Petition" being published on March 25, 2011. After circulating the petition and gathering sufficient signatures, the petition was filed in Waukesha County Circuit Court and a court hearing was held on January 30, 2012. The court found the petition met the minimal area and population standards required by section 66.0205 Wis. Stats. and also recognized the Cities of Brookfield and Waukesha, and Village of Sussex, to intervene in the case as Parties in Interest. The court forwarded the petition to the Board for its review of the standards in section 66.0207 Wis. Stats. On March 16th, 2012, Petitioners submitted their review fee and supporting materials, which commenced the Board's 180-day review period. However, this review period was stayed on May 3rd, 2012 by Waukesha County Circuit Court Judge Donald Hassin to enable Petitioners and Intervenors time to mediate a resolution to their issues. The mediation period lasted over four months, expiring on September 20, 2012. Unfortunately, the mediation was unsuccessful. The Incorporation Review Board's 180-day review period was stayed once again on October 15, 2012, this time by newly assigned Waukesha County Circuit Court Judge James Kieffer, to allow for several Town of Waukesha issues before the Wisconsin Court of Appeals to be heard and resolved. The petition was subsequently re-commenced on February 1, 2015.

In summary, it is the DETERMINATION OF THE INCORPORATION REVIEW BOARD that when considering the petition under Section 66.0207, Wis. Stats.:

- STANDARD 1 (a), Homogeneity and Compactness – currently not met
- STANDARD 1 (b), Territory Beyond the Core – met
- STANDARD 2 (a), Tax Revenue - met
- STANDARD 2 (b), Level of Services – met
- STANDARD 2 (c), Impact on the Remainder of the Town – currently not met
- STANDARD 2 (d), Impact on the Metropolitan Community – currently not met

The facts and analysis supporting these findings are discussed in the body of this determination. The Determination of the Incorporation Review Board to the Circuit Court, as prescribed by s. 66.0203 (9) (e) 3, Wis. Stats., is as follows:

The petition as submitted is dismissed with a recommendation that a new petition be submitted to include less territory as specified in the Board's findings and determination.

Dated this 29th day of July 2015.

By the Incorporation Review Board:

Ed Eberle

Chair of the Incorporation Review Board and
Administrator, Division of Intergovernmental Relations

NOTICE OF RIGHT TO APPEAL

This Notice sets forth the requirements and procedures for obtaining review for those persons who wish to obtain review of the attached decision of the Board. Per s. 66.0209 (2), Wis. Stats., decisions of the Board are subject to judicial review under s. 227.52. Per s. 227.53 any person aggrieved by a decision of the Board is entitled to review. Per s. 227.53 (1) (a) 1., proceedings for review are instituted by serving a petition therefor upon the agency, either personally or by certified mail, and by filing the petition in the office of the clerk of the circuit court for the county where the judicial review proceedings are to be held. Per s. 227.53 (1) (a) 2m., an appeal must be filed within 30 days after mailing of the decision by the agency. Per s. 227.53 (1) (b), the petition shall state the nature of the petitioner's interest, the facts showing that petitioner is a person aggrieved by the decision, and the grounds specified in s. 227.57 upon which petitioner contends that the decision should be reversed or modified. Any petition for judicial review shall name the Incorporation Review Board as the Respondent. Petitions for review should be served on the Chairperson of the Board. The address for service is:

c/o DOA, Municipal Boundary Review
101 East Wilson Street, 9th Floor
PO Box 1645
Madison, WI 53701

Persons desiring to file for judicial review are advised to closely examine all provisions of Wis. Stat. sec.s 227.52, 227.53 and 227.57 to ensure strict compliance with all requirements. The summary of appeal rights in this notice shall not be relied upon as a substitute for the careful review of all applicable statutes, nor shall it be relied upon as a substitute for obtaining the assistance of legal counsel.

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EXECUTIVE SUMMARY

This document constitutes the Findings and Determination of the Incorporation Review Board on the petition filed by residents of the Town of Brookfield to incorporate a portion of the Towns of Brookfield and Waukesha comprising 4.22 square miles and 6255 people.

The area proposed for incorporation is shown in **Map 1**, at Appendix B. The proposed village would include the primary Town of Brookfield Core Area located at the confluence of Interstate 94 (I-94), US Highway 18, Bluemound Road, and State Highway 164. This core area contains dense neighborhoods, institutions such as schools and churches, and major business development. The area is already fully urbanized. As a result, new development that is occurring is redevelopment at even higher densities, such as the ongoing *The Corners* project, a \$160 million 500,000 square foot department store/residential project. Other town lands are receiving similar redevelopment interest. The Brookfield Town Core Area is one of the busiest intersections in Wisconsin and of significant economic importance to southeast Wisconsin.

Recognizing the Town's need for additional powers to promote redevelopment projects such as *The Corners*, the state legislature passed special legislation in 2011 giving the Town of Brookfield Tax Incremental Financing (TIF) authority. At that time, most Wisconsin towns did not have TIF authority. The Town of Brookfield established its first TIF district, Tax Increment District (TID) #1 on February 18, 2014 for *The Corners* project.

In addition to the Town Core Area, the proposed village would also include two smaller Town of Brookfield island areas that are physically separate from the Town Core Area. These areas are:

- Holly Crest/Gaywood Island – located just off Springdale Drive, roughly one mile north of the Town Core Area, comprised of two subdivisions containing 128 homes;
- Bluemound Road Island – located along Bluemound Road, this area is essentially physically separate from the Town Core Area, connected only via a narrow strip of land 800 feet long and 66 feet wide.

Several other separate Town of Brookfield lands have not been included in the petition and instead are proposed to remain as Town of Brookfield lands.

The petition also includes a piece of territory from the Town of Waukesha. Located in the far northeast corner of the Town, this 288-acre piece is physically separated from the rest of the Town of Waukesha by the Cities of Waukesha and New Berlin. The Town of Waukesha Territory is connected to the Town of Brookfield Core Area.

Subsequent to filing this petition, the legislature enacted 2013 Wisconsin Act 11 which requires express consent by resolution from each town whose territory is included within an incorporation petition. In response to the new legislation, the Town of Waukesha passed a resolution in 2013 and in 2014 expressing its opposition to this incorporation. The impact of 2013 Wisconsin Act 11 on this petition is beyond the scope of duties of the Incorporation Review Board.

The proposed village area is part of a regional community whose other members include not only the Town of Waukesha but also the City of Brookfield to the north and west, the City of New Berlin to the south, the City of Waukesha to the west, City of Pewaukee to the west and north, the Village of Sussex to the north, the Village of Menomonee Falls and the Town of Lisbon to the

North. The Cities of Brookfield and Waukesha, Village of Sussex, and Town of Waukesha appeared at the petition's initial circuit court hearing in 2012, concerned that an incorporated Town of Brookfield will be detrimental to their own interests as well as those of the larger metropolitan community. The court recognized them as Parties in Interest.

On May 3, 2012, Judge Donald Hassin ordered the Board's review process stayed to enable these Parties in Interest communities to attempt mediation with the Town of Brookfield to resolve their concerns. However, the mediation was ultimately unsuccessful. The process was subsequently stayed once more on September 20, 2012 so that legal objections raised by the Town of Waukesha could be heard. Over two years later, on December 4, 2014, the Court of Appeals released its decision, published as *Walt v. City of Brookfield*, 2015 WI App 3. The Court of Appeals also ordered DOA and the Incorporation Review Board to complete its review and issue findings and a determination on the petition. As a result, Judge James Kieffer ordered the Board's review process recommenced on February 1, 2015.

This is the Town of Brookfield's third attempt at incorporation, its two prior attempts coming in 1999 and 2001. Both were dismissed for failure to meet the *Compactness & Homogeneity* and *Impact on the Metropolitan Community* standards. Both the 1999 and 2001 attempts proposed somewhat different boundaries from what is currently being proposed because they included the entire Town of Brookfield, which was split across numerous separate and distinct island areas separated by the City of Brookfield. Also, the 1999 and 2001 petitions did not include any Town of Waukesha Territory.

In 2005 the City of Brookfield and Town of Brookfield participated in a study regarding the feasibility of consolidating the two Brookfields. The City hired and paid for a consultant who gathered and analyzed information from each community and compiled their findings and recommendations in a report titled *One Brookfield*. The City and Town each interpret this report differently. The City interprets the report as recommending that the City and Town consolidate governments, because doing so will lead to significant cost savings, service and efficiency improvements, and enable Brookfield to become a much stronger member of the southeast Wisconsin region.

Meanwhile, the Town interprets the report as finding that consolidation is unfeasible and not in the best interest of either municipality. Acting in response to its interpretation, the Town of Brookfield is pursuing incorporation so as to better maintain itself as a distinct and separate community apart from the City of Brookfield, City of Waukesha, and other municipal neighbors. Doing so would enable Town residents to permanently protect their community's boundaries, a critical aspect since the tax base from these lands is being used to secure bonds being issued for *The Corners* project. Petitioners also desire incorporation in order to administer their own land use regulations independent of the county.

Petitioners urge the Board to grant them incorporation because the Town of Brookfield is essentially already a village, in terms of the services it provides, its population density, and its urban land uses. Also, the legislature granted village TIF powers to the Town in 2011, which petitioners take to be yet another indication that the Town of Brookfield is already a village, except in name.

However, desiring to become a village is not enough. Instead, communities petitioning for incorporation must meet six statutory standards or criteria found in s. 66.0207 Wis. Stats. This

determination and findings is an analysis of the Town of Brookfield's petition in relation to each of the six statutory standards, as summarized below:

1). Compactness & Homogeneity – Currently not met. This standard requires the petitioned territory to be sufficiently compact and uniform to function as a city or village. Factors include existing natural boundaries such as rivers and topography, existing political boundaries, the current and potential transportation network, employment, business, social, and recreational opportunities. A petition may be weaker with certain factors or considerations and stronger with others, but it must show that on balance it supports a finding of compactness and homogeneity.

The Town Core Area of the petition relates very favorably to all of the compact and homogenous factors. This area is well defined by wetland and woodland environmental areas, as well as political boundaries. It contains a fully-developed commercial core, a variety of housing options, a diverse mix of urban land uses, excellent transportation system, a clear sense of community, and a greater population density even than many surrounding cities and villages.

Petitioners have also included the Town of Waukesha Territory, but haven't clearly shown how this area is compact and homogenous to the proposed village. The City of Waukesha believes that this area is compact and homogenous with the City, not with the proposed village.

This petition also includes the Holly Crest/Gaywood and the Bluemound Road island areas, which are physically separate from the primary Town Core Area. In its previous determinations in 1999 and 2001, the Department found these islands to be more homogenous and compact to the City of Brookfield than to the proposed village. The situation appears unchanged 15 years later. The Board recommends re-submitting this petition with the Holly Crest/Gaywood and Bluemound Road islands excluded, and transitioning the islands to neighboring municipalities. The Town Core Area would clearly be found compact and homogenous.

2). Territory Beyond the Core – Met. This standard requires that vacant land included within the proposed village show a potential to be developed to urban uses within the next 3 years. There is essentially no vacant developable territory remaining within the Town of Brookfield. Instead, the development that is occurring is re-development. Therefore, this standard is clearly met.

3). Tax Revenue – Met. This standard ensures that the territory petitioned for incorporation has the capacity to raise sufficient tax revenue to function as a village without unduly burdening residents. Given the proposed village's high assessed value, low debt level, high debt capacity, and the fact that the Town of Brookfield already operates like a village in terms of service provision, clearly the proposed village can raise sufficient revenue without unduly burdening residents.

4). Level of Services – Met. This standard compares the services proposed by petitioners for the new village, which are the same services residents currently receive from the Town of Brookfield, with those proposed by the adjacent City of Brookfield. Both the City and the petitioners propose excellent services that clearly can meet residents' needs and desires. The City cites the 2005 *One Brookfield* study to show that consolidated services are best for the region. However, the statutory standard does not include

regional or efficiency considerations. Instead, the standard is the level of services desired or needed by residents. Because residents already receive services from the Town of Brookfield, and appear to be content with these services, the Board finds the proposed village meets this standard.

5) Impact on the Remainder of the Town – Currently not met. This standard requires the Board to consider the impact that incorporation would have upon remaining Town of Brookfield and Waukesha residents so as to safeguard that incorporation will not negatively impact them. The Board finds that impact on the remaining Town of Waukesha is likely to be minor given that the Town of Waukesha Territory proposed for incorporation constitutes a small portion of the Town's total area, population, and value. This area is already cut off physically from the rest of the Town and ultimately expected to transition into an adjoining municipality.

The situation for the remaining Town of Brookfield is more problematic because of the small and physically scattered remnant with its low population and resulting equalized value. Comparing its current and expected revenues against its predicted and potential liabilities, incorporation could negatively impact the remaining Town and its residents.

Therefore, the Board finds the standard to be met with respect to the remaining Town of Waukesha but not met with respect to the remaining Town of Brookfield.

6). Impact on the Metropolitan Community – Currently not met. This standard ensures that incorporation will not negatively harm the larger metropolitan community. In its 1999 and 2001 determinations, the Department (now Board) noted a critical need for cooperation and reconciliation between the Town and its municipal neighbors. It appears that this need still remains today. However, there are signs that cooperation and reconciliation could occur. For example, the parties did stay this incorporation process in 2012 in order to attempt mediation, and Petitioners and Parties in Interest indicate that the communities have continued to communicate throughout the Board's review process on how to resolve the intergovernmental issues such as the Holly Crest/Gaywood and Bluemound Islands, the remnant Town of Brookfield islands, and the Town of Waukesha Territory. The Board recommends that petitioners and the Town of Brookfield continue to work with their municipal neighbors on resolving these issues

The Board thanks Petitioners and the Parties in Interest for all their testimony and information provided, which greatly facilitated the Board's review.

Given that the petition could be modified so as to meet each of the six statutory standards, the Board recommends that the petition be re-filed with changes. This will require the Town of Brookfield to cooperate with its municipal neighbors to resolve the boundary and regional issues facing this group of communities. It may involve negotiation and study of the issues and alternatives in order to reach a consensus. Many communities across Wisconsin have faced issues and challenges as those faced by the Town of Brookfield. For example, the Village of Summit, Village of Somers, and City of Pewaukee are all examples of communities that have successfully resolved the intergovernmental issues in their regions in order to pave the way for subsequent incorporation.

The Wisconsin legislature has provided communities with the intergovernmental cooperation tools they need to resolve their regional issues, such as the boundary agreement mechanisms provided in ss. 66.0225, 66.0301, 66.0305, and 66.0307 Wis. Stats. Copies of successful

boundary agreements and communities are available on the Department of Administration's website at: <http://doa.wi.gov/municipalboundaryreview>, along with guides, fact sheets, FAQs, checklists, and other information to assist communities in developing boundary agreements.

The Board wishes the best of success for Town of Brookfield as it works with its municipal neighbors to resolve the issues that lie between it and incorporation.

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SECTION 1(A) HOMOGENEITY AND COMPACTNESS

The standard to be applied is found in s. 66.0207(1)(a) and is as follows:

The entire territory of the proposed village or city shall be reasonably homogenous and compact, taking into consideration natural boundaries, natural drainage basin, soil conditions, present and potential transportation facilities, previous political boundaries, boundaries of school districts, shopping and social customs.

In addition to the statutory factors cited above, the court in Pleasant Prairie v. Department of Local Affairs & Development¹ held that the Department may also consider land-use patterns, population density, employment patterns, recreation and health care customs.²

The facts surrounding each incorporation petition are different. However, in each case and for each requirement, the Board must be able to state that, even though the situation presented may not be entirely perfect, *when taken as a whole*, the facts support a finding of homogeneity and compactness.

Political Boundaries

The current Town of Brookfield is split among seven town island areas, which can be seen at **Map 1**. The Town's previous incorporation attempts in 1999 and 2001 included all seven of these areas. However, this petition includes just three of these islands and one peninsula area, leaving behind the other islands as proposed town remnant areas.

Town of Brookfield Areas Included Within Proposed Village

The following are the specific areas of the Town of Brookfield and Town of Waukesha which are being included as part of this incorporation petition. They are also shown at **Map 1** as the green areas.

- Town Core Area - the largest part of the Town of Brookfield, this 3.67 square mile area contains the vast majority of the Town's total population. The area consists of the busy transit hub of Goerke's Corners, several large shopping centers, *The Corners* redevelopment site, schools, churches, parks, more than 500 businesses, and numerous dense residential subdivisions and neighborhoods.

Walking clockwise around the Town Core Area, the area's northern boundary is primarily shaped by the environmental constraints of the Fox River, Dousman Ditch, and wetlands that run east-west atop several town subdivisions and then further east into the City of Brookfield. The Town Core Area's eastern edge is more arbitrarily defined, based on past annexations by the City of Brookfield. However, moving further south, the area's southeastern boundary is delineated by Poplar and Deer Creeks and their associated wetlands. The Town Core Area's southern boundary is the perfect straight line from the original Public Lands Survey developed in the 1800s that separated the Town of Brookfield from the City of New Berlin and the Town of Waukesha. The City of New Berlin has never annexed into the Town. The southwest corner of the Town Core Area cuts unexpectedly west into the City of Waukesha. This area was detached from the Town of Pewaukee in the early 1990's when the Town of Pewaukee desired to

¹ Pleasant Prairie v. Department of Local Affairs & Development, 108 Wis.2d 465 (Ct.App. 1982), affirmed, 113 Wis.2d 327 (1983).

² Ibid., page 337.

incorporate in 1998. The western boundary of the Town Core Area primarily runs along Springdale Road, which is also the original PLS boundary line separating the Town of Brookfield from the Town of Pewaukee. However, just north of US Highway 18/State Highway (STH) 164 the City of Waukesha has annexed a large chunk of Town of Brookfield land territory – roughly one square mile. **Map 1** shows the extent of this annexation activity.

- Holly Crest/Gaywood Island – located just off Springdale Drive in the western ½ of Section 18, roughly one mile north of the Town Core Area, this 90-acre town island is comprised of two subdivisions containing 128 homes. The subdivisions are Holly Crest, platted in 1956, and Gaywood, platted in 1960. Both subdivisions predate the residential development in the City of Brookfield immediately to the east and south, and the City of Pewaukee to the west. **Map 2** is an aerial photograph showing the jurisdictional context of this island area.

Petitioners contend that the Holly Crest/Gaywood Island has a ‘different feel’ from the adjacent City of Brookfield and City of Pewaukee subdivisions. However, this was not apparent to the Board members and Department staff during our site visit. Instead, the City and Town neighborhoods appeared similar in character, with the same age and suburban-style homes, similar building construction type and lot configuration, socioeconomic mix, and a well inter-connected street network. **Map 2** highlights how this residential neighborhood falls across three different municipal jurisdictions, but is essentially the same large neighborhood from a functional standpoint.

Petitioners indicate that they included the Holly Crest/Gaywood Island to respect the wishes of the island residents themselves who desire to remain part of the Town of Brookfield community. Petitioners point out that these residents could have annexed many years into the City of Brookfield, however they have resisted annexation and chosen to remain in the Town.

- Bluemound Road Island – located along Bluemound Road, this area is physically separated from the Town Core Area, with the exception of a narrow connecting strip of land 800 feet long by 66 feet wide. Petitioners point out that the Town Core Area is just 700 feet due east, easily accessible via Bluemound Road and just over one mile from the Brookfield Town Hall and the Town police and fire departments. The Bluemound Road Island already receives full urban services from the Town, and Petitioners also believe that the wetlands running just to the north of this area make it more connected with the Bluemound Road corridor and Town of Brookfield than with the City of Brookfield which surrounds it.³

Meanwhile, the Parties in Interest point out that the Bluemound Road Island’s type of configuration is known as a *Balloon-on-a-String* configuration. The road right-of-way providing connection to the Town Core is considered the *String* while the island area itself is considered the *Balloon*. Wisconsin’s Supreme Court has found balloon-on-string type of configurations to be illegal because they are not compact and not truly contiguous to the annexing municipality. The Parties in Interest point out that just as Wisconsin’s annexation statutes require compactness, so too is compactness a requirement of its incorporation statutes. Therefore, if the Bluemound Road Island would not comply with

³ *Information in Support of the Town of Brookfield Incorporation Petition* (March 2012), page 30.

Wisconsin’s annexation requirement for compactness, then it must also fall short of Wisconsin’s incorporation requirement for compactness.

- Greenfield Avenue Peninsula – located at the southern end of the Town Core Area, this piece of Town of Brookfield land, which consists of wetlands and parcels zoned as B-1 Neighborhood Business District, extends roughly 400 meters along Greenfield Road. To the north are wetlands located in the City of Brookfield. To the south are wetlands located in the City of New Berlin. To the east are more wetlands in the Town Core Area. The Parties in Interest argue that these wetlands serve to isolate this peninsula from the Town Core Area and make it more homogenous to the residential development in the City of Brookfield to the east.
- Town of Waukesha Territory – located in the far northeast corner of the Town of Waukesha, this 288-acre piece is physically isolated from the rest of the Town of Waukesha. **Map 1** shows how this territory connects with the Town of Brookfield’s Town Core area at its northwest corner. Petitioners indicate that they included this territory for three reasons:
 - 1) Comply with the 4 square mile requirement in s. 66.0205(5) Wis. Stats.;
 - 2) Provide the new village with some vacant developable lands because the Town of Brookfield is completely urbanized, and
 - 3) The territory’s physical and social isolation from the rest of the Town of Waukesha leads petitioners to believe that the territory would be better off by assimilating into the new village.

Residents from this Town of Waukesha Territory disagree. They testified that they do feel a strong connection with the Town of Waukesha.⁴

The City of Waukesha also disagrees with petitioners’ characterization of the Town of Waukesha Territory, contending that this territory relates more to the City of Waukesha than it would to the new village. The City points out that the Town of Brookfield’s connection to this territory is only 1330 feet, while the City of Waukesha’s connection is 14,035, over ten times greater. As **Table 1** shows, even the Village of New Berlin has greater connection to the Town of Waukesha Territory than the proposed village.

Table 1: Connection to Town of Waukesha Territory

Municipality	Length of Connection	% of Total
Proposed Village	1330	7%
City of Waukesha	14035	72%
Village of New Berlin	4185	21%

The City of Waukesha also points out that both its comprehensive plan, and Waukesha County’s comprehensive development plan, includes this Town of Waukesha Territory as a future City growth area, as residents choose to annex to the City.

In anticipation of this area ultimately joining the City, infrastructure investments and decisions have already been made. For example, the City has sized sewer and water mains in adjacent City lands so as to be able to accommodate residential and business users within the Town of

⁴ Citizen testimony at the May 20, 2015 public hearing at the Town of Brookfield.

Waukesha Territory in the future. The City has also located a fire station immediately adjacent to this territory at 1714 Pearl Street so as to ultimately provide excellent service to the territory as it transitions into the City.

The City also points out that streets within the Town of Waukesha Territory connect with City of Waukesha streets and lead residents into the City of Waukesha to access nearby banks, restaurants, shopping, gas stations, parks, schools, and to meet other daily needs. There are little to no streets that connect the territory to the proposed village. Residents would need to travel an extra 5-10 minutes to meet their needs within the proposed village.⁵

Town of Brookfield Areas Excluded from the Proposed Village

The following areas have not been included in the proposed village and would instead remain under town jurisdiction as town remnant areas. These proposed remnant areas are shown at **Map 1** in pink.

- Greenfield Avenue Islands – located just east of the Greenfield Avenue Peninsula are two very small Town of Brookfield islands. The first island, located directly across Beythorn Way, is roughly 4 acres in size and includes a residential structure. The second island, located roughly one-quarter mile further east, is roughly 24 acres in size and consists of wetlands;
- Springdale Avenue Fragment – south of the Holly Crest/Gaywood Island and along Springdale Avenue is a 1.8 acre fragment of Town land consisting of a residential structure;
- Helene Drive Fragment – immediately north of the Bluemound Road Island and across Lucy Circle, is a 40-acre fragment consisting of wetlands;
- Capitol Drive Area – the largest proposed town remnant area is located in the far northwest corner of the Town of Brookfield. Roughly 800 acres in size, this area is contiguous to the Village of Menomonee Falls to the north and the City of Pewaukee to the west, the Village of Sussex to the northwest and the City of Brookfield to the south and east.

Annexation Activity

The City of Brookfield incorporated in 1954 and immediately thereafter began annexing territory to the west during the 1950's and 1960's. This is when most of the current boundaries between the City and the Town were established and when the City reached Springdale Road. Since that time the boundaries between the City and the Town of Brookfield have remained relatively stable, particularly within the Town Core Area. However, annexations to the Capitol Drive Area continue to occur, with several hundred acres being annexed since 2000, and two annexations occurring as recently as 2014.

Schools

Map 3 shows that almost the entire Town Core Area and the Town of Waukesha Territory are served by the Waukesha School District. Only two small areas of the Town Core Area lying east of Brookfield Road fall outside of the district. The Waukesha School District has no schools within the proposed village area. The district's Pleasant Hills Elementary School on South Barker Road would have been located within the proposed village. However, that school recently

⁵ Testimony by Jennifer Andrews, City of Waukesha planner, at the May 20, 2015 public hearing in the Town of Brookfield.

closed and is now being leased to Heritage Christian School, a private school that hosts 160 9-12th graders.⁶

Map 3 also shows that the Hill Crest/Gaywood and Bluemound Road islands are located in a different school district - the Elmbrook School District.

Table 2 shows attendance by school district and school type for the proposed incorporation area.

Table 2: School Attendance of Proposed Village Area Children⁷

School Type	Elm Brook	Waukesha – Public	Waukesha – Private
Elementary	33	131	86
Middle	15	67	56
High	27	119	68
Total	75	317	210

Sanitary Sewer and Water Districts

Map 4 shows that almost all of the proposed village area falls within the *Brookfield-Elm Grove West Sanitary Sewer Service Area*. Only the Town of Waukesha Territory falls outside this sewer service area. Roughly 90% of the Town of Waukesha Territory is contained within the *Waukesha Sewer Service Area*. A small 40-acre parcel within the Town of Waukesha Territory was transferred to the Brookfield-Elm Grove sewer service area in 2008 due to environmental constraints with this parcel. Petitioners believe that SEWRPC would agree to expanding the area to include the remaining territory, while the City of Waukesha disagrees, indicating that it fully intends to provide sewer and water service to the remainder of the territory. This issue will be discussed in more detail in the *Services* section of this determination.

The Town of Brookfield’s Sanitary District No. 4 provides both sewer and water service to approximately 5,900 people or 92% of the Town’s total population. **Map 5** shows that current district sewer, water, and stormwater infrastructure extends throughout the Town.

Table 3 compares the municipal water service of area municipalities. Petitioners point out that the Town’s Sanitary District No. 4 serves over 92% of its total population, second most of area municipalities behind only the City of Waukesha.

Table 3: Municipal Water Service Comparison

Jurisdiction	Population	Population Served	% of Population Served
C. Waukesha	64,825	65,000	100.0%
T. Brookfield	6,390	5,900	92.3%
V. Menomonee Falls	32,647	29,600	90.6%
C. New Berlin	38,220	30,100	78.8%
C. Brookfield	38,649	24,000	62.1%
C. Pewaukee	11,783	6,850	58.1%
V. Elm Grove	6,249	0	0.0%

Sanitary District No. 4 owns and maintains a network of sewer and water mains, an elevated water tower, two ground storage reservoirs, and a 12% percent share (1.49 million gallons per day) of the Fox River Water Pollution Control Center’s 12.5 million gallons per day capacity.

⁶ Information in Support of the Town of Brookfield Incorporation Petition, March 14, 2012, page 8.

⁷ Ibid, at page 8.

Other municipalities discharging waste to this Fox River wastewater treatment facility are the City of Brookfield, City and Village of Pewaukee, Villages of Sussex and Lannon, and portions of the Villages of New Berlin, Menomonee Falls, and Town of Lisbon.

Were the proposed incorporation to be successful, Sanitary District No. 4 would be dissolved according to the process in s. 60.79 Wis. Stats. and all of its assets, liabilities, and responsibilities will be assumed by the new village and town remnant.

Currently the Hillcrest/Gaywood Island receives only sewer service, not water service.⁸ However, the Town of Brookfield recently reached an agreement with the City of Brookfield for the City to eventually provide water service to this island regardless of the outcome of this incorporation petition.⁹

Stormwater Utility Districts

To reduce the quantity of stormwater and improve stormwater quality, the Town of Brookfield created Stormwater Utility District No. 1, whose boundaries are identical to Town boundaries. The district charges a user fee to residents and businesses to fund construction and maintenance of numerous stormwater management improvements. Petitioners indicate that new engineering studies and a boundary change would be needed in order to expand the utility's boundaries to include the Town of Waukesha Territory.¹⁰

Physical and Natural Boundaries

Geology and Topography

As with much of southeast Wisconsin, Town of Brookfield lands have been shaped by glacial events occurring 10,000 – 20,000 years ago in the form of glacial outwash and till, and kettles and drumlins. Drumlins in the Town range between 100-200 feet in thickness, flat to gently rolling, and 800-900 feet in elevation. However, in the southwest corner of the proposed village, a drumlin several hundred acres in size rises to 1000-1100 feet in elevation. This elevated area extends to the west into the City of Waukesha.

Overall, topography tends not to distinguish the proposed new village from the adjacent Cities of Brookfield, Waukesha, and Pewaukee.

Soils

The Town of Brookfield's soils are wet, mucky, and poorly drained, a tendency shared by the City of Brookfield, City of New Berlin, and parts of the City of Pewaukee. The Town has little to no prime agricultural soils.¹¹

Despite the area's significant soil limitations for development, substantial urban development has nonetheless occurred.

Overall, soil characteristics do not physically distinguish the proposed village from neighboring municipalities.

⁸ *Information in Support of the Town of Brookfield Incorporation Petition*, March 14, 2012, page 25.

⁹ *Ibid.*, page 25.

¹⁰ *Ibid.*, page 37

¹¹ *Waukesha County Comprehensive Development Plan*, Map III-3.

Drainage Basins

Surface water within the proposed village territory consists of Poplar Creek and Deer Creek as they flow northwards to the Fox River in the City of Brookfield. Both Poplar and Deer Creeks run along the proposed village's southeastern boundary. Currently these form a natural boundary between the City and Town, and if incorporated, could also constitute a boundary between the City and new village.

Wetlands and Environmental Corridors

Essentially all of the undeveloped territory remaining within the proposed village contains wetlands; were it not for these wetlands, these lands would have been completely developed many years ago, like the rest of the Town of Brookfield. The Town's roughly 300 acres of wetlands generally run along Poplar and Deer Creeks, serving to further define the proposed village's southeastern boundary. Wetlands are also found along the northern edge of the proposed village, spreading out along flat expanses. These wetlands provide a natural boundary of the proposed village's northern edge.

Transportation

The Town of Brookfield's Town Core Area is located at the confluence of Interstate 94, US Highway (USH) 18, Bluemound Road, and USH 164 - among Wisconsin's busiest traffic intersections. The Town Core Area also includes hundreds of miles of local roads and streets that provide good connectivity between residential, commercial, school, industrial, and other developed land uses.

The following paragraphs describe the proposed village's transportation system, including its streets and highways, rail, air, transit, and pedestrian and bicycle facilities that residents and visitors would utilize to move throughout the area.

Major Highways

Traffic counts on I-94, US Highway 18, and Bluemound Road are shown in **Table 4**. The table shows the enormous levels of traffic flowing along these major highways, so much so that posted electronic signs routinely flash information and messages on specific traffic delays due to congestion.

Table 4: Traffic Counts¹²

Location	Traffic Count
Interstate 94 between CTH Y and Brookfield Road	118,000
Bluemound Road between CTH Y and Janacek Road	40,200
Brookfield Road north of Bluemound Road	12,600
CTH Y south of Interstate 94	16,500

¹² *Information in Support of the Town of Brookfield Incorporation Petition*, March 14, 2012, page 17.

Roads & Streets

Beyond I-94, USH 18, Bluemound Road, and USH 164, other significant arterial roads in the Core Area are:

- State Highway 59/Greenfield Avenue
- County Highway Y/Barker Road
- County Highway SR/Springdale Road
- Brookfield Road
- County Highway M/Watertown Road
- Springdale Road

In addition to these arterials, the proposed village contains 34 miles of local roads to connect residential subdivisions and neighborhoods. Taken together, all of these freeways, highways, and local streets provide residents and visitors to the area with an excellent means to access the core area of the proposed village.

Petitioners point out that while the connectivity within the proposed village is very good, connectivity between the proposed village and the City of Brookfield is limited, other than via the major arterial roads. This is a result of the wetlands bordering the Town Core Area on the north and southern sides. Petitioners believe that this poor connectivity acts to separate the two communities, and further reinforce the distinctiveness and homogeneity of the proposed village area.¹³

Transit

The Town of Brookfield is served by Waukesha Metro Transit, which has five routes that run throughout the Town Core Area, from its western border with the City of Waukesha to past Brookfield Road, and south as far as Davidson Road.

The Town also hosts the Wisconsin Department of Transportation's Goerkes Corners Public Transit Station, which is a busy park & ride and bus stop located in the Town Core Area at the Bluemound Road/I-94 interchange. Badger Bus, Greyhound, and Megabus stop at Goerkes Corners and provide service throughout the region, state, and Midwest. Five Waukesha Metro Transit routes also stop at Goerkes Corners. These routes are:

- Routes 1 and 901 - service to Brookfield Square Mall in the City of Brookfield, which is also a stop for the Milwaukee County Transit Systems Route 10 serving Downtown Milwaukee;
- Route 2 - a travel option west from Goerke's Corners along Bluemound Road and then further west into the City of Waukesha, and
- Routes 904 and 905 - express service to Downtown Milwaukee.

The fact that Town of Brookfield residents have access to such an extensive transit system is yet another indication for how compact and urban the area is. Many incorporated municipalities in Southeast Wisconsin and statewide cannot offer such extensive transit service.

¹³ *Information in Support of the Town of Brookfield Incorporation Petition* (March 2012), page 19.

Rail

There are no rail lines that run through the proposed incorporation area. Despite the tremendous level of traffic and congestion on I-94, USH 18, Bluemound Road, USH 164, there is no rail, monorail, or other rail transit option.

Airports

The Town of Brookfield has no airports. The nearest airport is the private Capitol Drive Airport in the City of Brookfield, located in Sections 6 and 7, and surrounded by the Capital Drive Area which is proposed to remain as Town of Brookfield territory.

Waukesha County Airport lies approximately 5 miles west via Interstate 94 and Pewaukee Road. The airport serves corporate customers and offers charter flights. For commercial flights, Town residents may travel 26 miles east to General Mitchell International Airport.

Pedestrian and bicycle

The Town of Brookfield has a Bikeway Master Plan¹⁴ which was developed in 1997 in coordination with SEWRPC and the surrounding Cities of Brookfield, Pewaukee, Waukesha, and New Berlin. Goals of the plan include connecting neighborhoods within the Town Core Area, connecting the separate portions of the Town, and improving access between the Town and surrounding communities.

To date, a bike/pedestrian path has been completed on Barker Road, from Bluemound Road to Greenfield Road. The path runs along the east side of the road and then switches over to the west side from the former Pleasant Hill School to Davidson Road. A path has also been completed on the south side of Bluemound Road from Barker Road east into the City of Brookfield. A path has also been planned and developed running along the north side of the road.¹⁵

Additional future recommended bicycle and pedestrian improvements include:

- Sidewalks on North Avenue, Gebhart Road, and portions of Brookfield Road, Barker Road, and Bluemound Road;
- Bike lanes on Barker Road south of Bluemound Road;
- Bike lanes on Watertown Road;
- A bike path in the right-of-way on: Barker Road from Watertown Road to just north of the Fox River; on Janacek Road from Bluemound Road to Briar Ridge Drive; on Brookfield Road from Black Forest Drive to Corporate Drive; and on Wisconsin Avenue from Brookfield Road to Calhoun Road;
- An off-road bike path from Mark Park to Briar Court and from the Town Hall west to Watertown Road.

In addition to the designated bike paths and lanes, the fact that the proposed village core area contains such a dense network of interconnected low-speed local roads also tends to disperse automobile traffic so as to result in a safe and enjoyable walking and biking environment.

¹⁴ Petitioner's Exhibit 26: Landscape Architects, Inc., *Town of Brookfield Master Plan* (1997).

¹⁵ *Information in Support of the Town of Brookfield Incorporation Petition* (March 2012), page 18.

Anticipated Transportation Improvements

The Southeastern Wisconsin Regional Planning Commission (SEWRPC) has adopted a plan – the *Regional Transportation System Plan for Southeastern Wisconsin: 2035* – for its 7-county region. Some of the transportation improvements recommended for the proposed village include:

- Creation of an express bus and bus rapid transit (BRT) system using the I-94 and USH 18 corridors, linking the Town Core Area to Downtown Milwaukee;
- Widening I-94 from 6 lanes to 8 lanes from the US Highway 16 interchange in the City of Pewaukee, through the Town of Brookfield, and all the way to the City of Milwaukee;
- Installing a new interchange at I-94 and Calhoun Road in the City of Brookfield, which could improve the accessibility to the Holly Crest/Gaywood Island area of the proposed village, and
- Extending Springdale Road from Capitol Drive to Lisbon Road, which will increase accessibility to the Town Core Area from the north.

Transportation in Islands and Peninsula Areas

While the transportation system within the Town Core Area provides excellent connectivity, the Holly Crest/Gaywood Island and the Bluemound Road Island are not well connected. These islands are only accessible via City of Brookfield roads.

The Town of Waukesha Territory is also not as well connected to the Town Core Area. Due to the wetlands and woodlands that separate these areas, streets in Town Core Area subdivisions immediately abruptly stop at the boundary line. This means that moving between the Town Core Area and the Town of Waukesha Territory requires using busy Springdale Road.

Shopping and Social Customs

The following paragraphs describe the shopping and social customs available within the proposed village territory, and examine the area's businesses, employment patterns, and social opportunities such as clubs organizations, churches, festivals, and parks. Social and economic activity helps establish whether or not the proposed village area has homogeneity with regard to these opportunities, or whether residents turn elsewhere for these.

Shopping and Employment Opportunities

The table in **Appendix C** shows an extraordinarily number of businesses located within the proposed village area. The businesses listed in **Appendix C** include the following business types or categories:

- ✓ Banks
- ✓ Car dealerships
- ✓ Financiers
- ✓ Doctors' clinics
- ✓ Dentists
- ✓ Kmart
- ✓ Grocery stores
- ✓ Pharmacies
- ✓ Convenience stores
- ✓ Engineers
- ✓ Restaurants
- ✓ Accountants
- ✓ Clothing stores
- ✓ Hotels/inns,
- ✓ Carpeting & Installation
- ✓ Health clubs
- ✓ Landscapers
- ✓ Bakeries
- ✓ Sporting goods
- ✓ Copy shops
- ✓ Salons/hairdressers
- ✓ Insurance offices
- ✓ Telemarketers
- ✓ Recyclers
- ✓ Title companies
- ✓ Dry cleaners
- ✓ Soda bottlers
- ✓ Photographers
- ✓ Warehouses
- ✓ Jewelers
- ✓ Hardware stores
- ✓ Cleaning companies
- ✓ Acupuncture
- ✓ Dog grooming
- ✓ Computer sales & Specialists
- ✓ Oriental rugs
- ✓ Gymnastics clubs
- ✓ Cell phone providers
- ✓ Electricians
- ✓ Law offices
- ✓ Real estate offices
- ✓ Shoe stores
- ✓ Pet shops
- ✓ Publishers
- ✓ Title companies
- ✓ Beer distributors
- ✓ Movie theaters
- ✓ Paving contractors
- ✓ Automotive repair
- ✓ Hotels/inns
- ✓ Physical therapy
- ✓ Massage
- ✓ Equipment rental
- ✓ United Parcel Service
- ✓ Coffee shops
- ✓ Veterinary Clinic
- ✓ Architects
- ✓ Appraisers

The Town of Brookfield contains a high level of business and commercial activity, especially considering its unincorporated status. Not only can Town residents meet their basic day-to-day needs, the Town Core area also functions to meet the basic and specialized services and needs, as well as employment opportunities, for residents throughout all of southeast Wisconsin. In fact, **Table 5**, below, shows that over 9,000 people travel into the Town of Brookfield for employment, from a variety of southeast Wisconsin communities.

Table 5: Place of Residence for People Working in the Town of Brookfield

Residence Location	People Working in T. Brookfield	% of Town Employment
C. Milwaukee	1,638	17.5%
C. Waukesha	1,331	14.2%
C. Brookfield	748	8.0%
C. West Allis	468	5.0%
C. Wauwatosa	388	4.1%
T. Brookfield	375	4.0%
C. New Berlin	350	3.7%
C. Pewaukee	270	2.9%
V. Menom. Falls	254	2.7%
C. Muskego	213	2.3%
T. Waukesha	213	2.3%
C. Greenfield	163	1.7%
V. Pewaukee	134	1.4%
C. Franklin	127	1.4%
C. Oak Creek	110	1.2%
Other	2,603	27.7%
Total	9,385	100.0%

Table 6 shows where Town of Brookfield residents are employed. Taken together, Tables 5 and 6 show that the Town of Brookfield is a net importer of workers during the day, being the place of employment for 9,385 workers, versus an exporter of the Town’s own 2,842 workers.

Table 6: Workplace of Town of Brookfield Residents

Employment Location	Number of Town Residents	% of Town Residents
C. Milwaukee	558	19.6%
C. Waukesha	406	14.3%
T. Brookfield	375	13.2%
C. Brookfield	347	12.2%
C. Wauwatosa	240	8.4%
C. Pewaukee	133	4.7%
C. New Berlin	107	3.8%
C. West Allis	80	2.8%
V. Menom. Falls	73	2.6%
C. Mequon	43	1.5%
V. Sussex	41	1.4%
V. Pewaukee	38	1.3%
V. Hartland	34	1.2%
C. Oak Creek	33	1.2%
C. Glendale	30	1.1%
Other	304	10.7%
Total	2,842	100.0%

Another indication of the significant level of commercial activity occurring within the Town of Brookfield can also be seen in the fact that commercial and industrial land use accounts for 204 acres of the area’s 2080 acres of urban land uses, or almost 10%.¹⁶

Town of Waukesha Territory

The Parties in Interest submitted information showing that for residents of the Town of Waukesha Territory, the City of Waukesha provides shopping and employment opportunities. **Map 6** shows how residents can meet daily commercial needs such as grocery stores, gas stations, banks, and restaurants much more conveniently within the City of Waukesha.¹⁷

Social and recreation opportunities

The Town of Brookfield has been a distinct community for well over 100 years. The Town was first surveyed in 1836, prior to Wisconsin becoming a state in 1848. In 1851, the Milwaukee & Mississippi Railroad made four stops at various points within the Town, before traveling further west to Waukesha. Also in the 1850s, Watertown Plank Road was built through the Town. This later became Bluemound Road. From the late 1800s through the mid-1900s, Brookfield was one of the most productive agricultural towns in Waukesha County, producing wheat, barley, wool, and butter. After World War II, the Town began transformation from a rural agricultural community to a suburban community. In 1954 the City of Brookfield incorporated a large portion of these suburban Town lands. By the 1960s, as I-94 was constructed and the Town of Brookfield became an important transportation corridor, farming became rare.

¹⁶ *Information in Support of the Town of Brookfield Incorporation Petition* (March 2012), page 16.

¹⁷ *Town of Waukesha’s and City of Brookfield’s Submittal Opposing Incorporation*, May 29, 2015, page 14, as well as testimony at the May 20, 2015 public hearing.

Many prominent early residents of the Town have been honored with parks, roads or intersections named for them, such as:

- Woelfel Road - named for a local Catholic priest;
- Eble Park – named for the Eble family, a local farming family;
- Gebhardt Road - named for the Gebhardt family, a local farming family;
- Goerke’s Corners – named for the Frederick Goerke, who opened a hotel at what became known as Goerke’s Corners, which also contained a school, gas stations, and restaurants.

The following paragraphs provide specifics regarding the numerous social and recreational opportunities for residents within the proposed village area.

Churches

The Town of Brookfield is home to two churches:

- Elmbrook Church – located within the Town Core Area, Elmbrook is among the largest churches in the state, drawing over 7,000 people per week from throughout southeast Wisconsin, and featuring the largest sanctuary in the state, accommodating up to 3,200 people. The church has a pastoral staff of 18 and a missionary staff of over 100.
- St. John’s Lutheran Church – located within the Town Core Area, St. Johns has a full-time staff of five and a dozen more part-time staff.¹⁸

Parks

Table 7 shows the parks located within the proposed village, as well as parks nearby that residents utilize.

Table 7: Parks within the Proposed Village¹⁹

Park Name	Acres	Location	Jurisdiction	Activities
Marx Park	8.3	Town Core Area	T. Brookfield	Shelter, baseball and softball fields, basketball court, 2 tennis courts, playground equipment, grills, picnic tables
Wray Park	10.5	Town Core Area	T. Brookfield	Baseball field, basketball court, 2 tennis courts, nature walkway, detention ponds and Poplar Creek, ice skating, playground equipment
Brook Park	19.2	Town Core Area	T. Brookfield	Two fishing ponds, picnic tables, grills, natural green space
Eble Park	32.0	Town Core Area	Waukesha County	Ice arena, natural green space, and trails
Heritage Christian School	9.0	Town Core Area	Private	Large grass field
Conservancy Lands	34.5	Town-wide	T. Brookfield	Natural green space located throughout the Town

¹⁸ Information in Support of the Town of Brookfield Incorporation Petition (March 2012), page 17.

¹⁹ Ibid., pages 48-50.

Table 7 shows that the Town of Brookfield maintains three parks – Marx, Wray, and Brooks Parks. However, Brookfield residents also benefit from the availability of a number of nearby City and County parks. Specifically:

- Fox Brook Park - county park located just south of the Capitol Drive Area, which includes a quarry lake, swimming, a paved trail, concession stand, shelters, and picnic tables;
- Rolling Meadows Park – City of Brookfield park located just north of the Bluemound Road Island, includes play areas, picnic tables, trails, and ice skating, and
- Camelot Park – City of Brookfield park located just west of the Holly Crest/Gaywood Island, includes baseball and soccer fields, tennis and basketball courts, playground equipment, trails, conservation areas, and ice skating.

The Town of Brookfield’s parks department has one full-time employee and 3-5 seasonal staff, however a great deal of parks and recreation work is also accomplished by resident volunteers. For example, volunteer committees have been created for beautification of the Town, for trees, bike paths, celebrations, and mosquito abatement. The Town of Brookfield’s parks and recreational activities are generally guided by the *Town of Brookfield Comprehensive Outdoor Recreation Plan*.²⁰

Table 8 shows the various organized recreational activities sponsored in full or part by the Town of Brookfield.

Table 8: Town of Brookfield Recreational Activities²¹

Activity	Age Range	Comments
Fall/Spring Soccer	4-6 year olds	
Learn to Skate	4-11 year olds	In conjunction with Waukesha County Eble Ice Rink
Hockey Player Initiation	4-11 year olds	In conjunction with Waukesha County Eble Ice Rink
Cooking Classes	16+	
Senior Story Telling	65+	In conjunction with Brookfield Regency Senior Community
Ice Skating	Anyone	
Art Classes	5-12 year olds	
Coaching Clinics	Adults	
Landscape Courses	Adults	
Golf Lessons	7-Adult	
Skincare Classes	10-Adult	
Senior Health Programs	65+	In conjunction with Brookfield Regency Senior Community
Tennis Lessons	5-15 year olds	
Babysitting Courses	11-15 year olds	
Fishing Clinic	0-15 year olds	In conjunction with Waukesha County Foxbrook Park
Swimming Lessons	4-18 year olds	In conjunction with Waukesha County Foxbrook Park
Baseball	4-15 year olds	
Softball	4-15 year olds	

²⁰ Information in Support of the Town of Brookfield Incorporation Petition (March 2012), page 50.

²¹ Ibid., page 50.

Special Events & Celebrations

The following special events and celebrations attract Town residents, as well as people from throughout the larger metropolitan community:

- *Town Truck Day* – Town residents can see what it takes to keep the Town running smoothly, including police vehicles, fire engines, and snowplows;
- *Punt, Pass, and Kick Contest* – youth football competition held at Marx Park;
- *Santa is Coming to Town* – Holiday celebration with Christmas lights, carols, hot chocolate, cookies, and more;
- *Town Skate Night* – free night of roller-skating and rollerblading at Waukesha Skateland;
- *Easter Egg Hunt* – Easter egg hunt at Marx Park for kids 8 and younger;
- *Carp O-Rama* – fishing event for Town residents at Brook Park;
- *Opening Day* – the beginning of the Town’s youth baseball and softball seasons is a celebration with photos, practicing, and other activities;
- *Fourth of July* – parade, kids games, picnic, and
- *Big Splash Day* – chance for residents to beat the summer heat by bringing squirt guns, water balloons, water cannons, etc. to Marx Park. The Town provides hoses, sprinklers, and refreshments are also available.²²

Newsletter

To disseminate information to residents about all of these recreational and social opportunities, the Town publishes a twice-yearly newsletter in May and November called *Town Tidings*.

Town Tidings also contains information about recycling, trash pickup, yard waste, fire safety, elections, and other Town projects and events.²³

Holly Crest/Gaywood and Bluemound Road Islands

Petitioners point out that the residents and business owners in these islands feel a part of the Town of Brookfield, despite their being physically separated. For example, they participate in Town social, civic, and recreational activities, they interact with Town employees for services, and they vote for their representatives in Town elections.

The City of Brookfield disagrees. While these residents may technically reside in the Town and pay property taxes to the Town, the City asserts that these island residents are really City residents from a functional standpoint. They travel on City streets as they go about their daily activities, they attend schools in the City, utilize adjacent City parks, City recreation programs, and City library. The City testified that many island residents do not realize they live in the Town of Brookfield and routinely attempt to vote at City polling stations, call City staff for service needs and questions, and attempt to use the City recycling center.²⁴

Town of Waukesha Territory

The Parties in Interest stated that the residents and landowners in the Town of Waukesha Territory feel social cohesion with the Town and City of Waukesha, not the proposed Village of Brookfield.²⁵

²² *Information in Support of the Town of Brookfield Incorporation Petition* (March 2012), page 6.

²³ *Ibid.*, page 5.

²⁴ Testimony of Stan Riffle, attorney for the City of Brookfield, Town of Waukesha, and Village of Sussex, at the May 20, 2015 public hearing in the Town of Brookfield.

²⁵ *Town of Waukesha’s and City of Brookfield’s Submittal Opposing Incorporation*, May 29, 2015, page 12.

Population Distribution

Table 9 shows that the proposed village contains 6,255 people, including 5,974 from the Town of Brookfield and 281 from the Town of Waukesha Territory. The proposed Town of Brookfield remnant would contain 138 people. Over the next 20 years, **Table 9** also shows the new village would be anticipated to grow by over one-thousand persons over the next 20 years.

Table 9: Population of Proposed Village²⁶

	2010 Census Population	Projected 2030 Population
From T. Brookfield	5,974	7,318
From T. Waukesha	281	
Total Population	6,255	7,318

The incorporation area is 4.22 square miles, resulting in a fairly dense population density of 1,482 people per square mile.²⁷ As **Table 10** shows, this density compares favorably with previous recent incorporated communities. Since 2006, only Harrison was more densely populated than this proposed village. In fact, this proposed village would be more densely populated than the neighboring City of Brookfield (1,374) and City of New Berlin (1,073).

Table 10: Population Density Comparison (Incorporations since 2006)²⁸

	Harrison	Brookfield	Bloomfield	Richfield	Bristol	Summit
Land Area	4.69	4.22	12	36	10	25
Population	7,373	6,255	5,095	11,385	2,547	5,177
Pop. Density	1,572 (sq. mi.)	1,482 (sq.mi.)	424.5 (sq.mi.)	316 (sq.mi.)	254.7 (sq.mi.)	207 (sq.mi.)

Land Uses

Proposed Village Territory - Town Core Area, Holly Crest/Gaywood, and Bluemound Road Islands

As mentioned previously, the proposed village developed around the historic Goerkes Corners node, following a traditional pattern of post-World War II suburban development where commercial and industrial land uses are located along busy highways, while less intensive land uses such as single-family residential areas are located on adjacent local streets.²⁹ **Map 7** clearly shows this development pattern, with industrial (shown in purple) and commercial (shown in red) located along I-94 and Bluemound Road.

Table 11 shows land uses for the proposed village and proposed town remnant area. **Table 11** shows that almost all of the Town's urban land uses are concentrated within the proposed village territory, while the remnant would contain over 91% open space lands such as wetlands. **Map 7** clearly shows that the Town Core Area, Bluemound Road Island, and Holly Crest/Gaywood Islands are completely urbanized with a diverse range of land use categories.

The new village contains virtually no vacant land. In 2008 the Town of Brookfield developed a plan called the *Town of Brookfield – Bluemound Road Corridor Redevelopment Plan* and learned that the Town's land values for residential, commercial, and manufacturing uses lagged behind

²⁶ Information in Support of the Town of Brookfield Incorporation Petition (March 2012), page 32.

²⁷ Ibid., page 32.

²⁸ Ibid., page 22.

²⁹ Ibid., page 13.

other Waukesha County communities. This was attributed to the Town of Brookfield being fully urbanized, as well as to the fact that development along Bluemound Road tended to be older, lower-density retail development. As a result, the plan recommended that underutilized parcels be redeveloped to higher densities and values in order to boost the Town’s tax base and better serve the region. This plan directly led to the current *The Corners* redevelopment project. Petitioners believe that additional commercial areas are also ripe for redevelopment to their highest and best use, which would further benefit the area and the region.

Developing on property which is already developed tends to be significantly more complex than greenfield development. In order to better manage these complex redevelopments, the Town of Brookfield created a Community Development Authority (CDA) in 2012, as authorized under the community’s new TIF authority in s. 66.1335. The CDA designated a boundary for redevelopment and recently negotiated an agreement financing a parking structure for *The Corners* project. The agreement the developer to install a bridge over Poplar Creek to provide access to an additional area designated for redevelopment on the east side of the Creek. The CDA and *The Corners* also entered into a separate redevelopment agreement detailing specific responsibilities for completing the project. The new TIF district agreement is one of the primary motivating factors for incorporation because failure to incorporate would mean continued exposure of the Town’s tax base to possible annexation by the Cities of Waukesha and Brookfield. With the TIF district bonds being secured by Town of Brookfield lands, any erosion of that tax base places greater financial risk on remaining Town residents.

Table 11: Land Uses in the T. Brookfield, Proposed Village, and Proposed Town Remnant³⁰

Land Use Category	Proposed Village		Remnant Town	
	Acres	%	Acres	%
Urban Land Uses				
Single-Family Residential	919.52	34.10%	53.35	5.81%
Two-Family Residential	52.75	1.96%	0.00	0.00%
Multi-Family Residential	83.96	3.11%	0.00	0.00%
Residential Under Development	11.40	.42%	2.10	.23%
Commercial	125.81	4.67%	13.84	1.51%
Communications/Utilities	13.71	.51%	0.00	0.00%
Government/Institutional	39.27	1.46%	0.00	0.00%
Industrial	79.06	2.93%	4.06	.44%
Transportation	754.72	27.99%	50.05	5.45%
Subtotal – Urban Land Uses	2,080	77.15%	73	13.43%
Open Space Land Uses				
Agricultural	11.37	.42%	91.84	10.00%
Recreation	18.33	.68%	16.39	1.78%
Surface Water	18.76	.70%	17.72	1.93%
Wetlands	284.98	10.57%	548.29	59.68%
Woodlands	50.34	1.87%	.25	.03%
Open Lands	232.45	8.62%	120.87	13.16%
Subtotal – Opens Space Land Uses	616	22.85%	795	91.60%
Totals	2696	100.00%	868	100.00%

³⁰ Information in Support of the Town of Brookfield Incorporation Petition (March 2012), page 16.

The Town of Brookfield's housing tended to develop outward from the Bluemound Road/I-94 corridor starting in the 1950s and early 1960s. Examples are subdivisions such as Westbrooke (1955), Hulburt Hills (1957), Rip Van Winkle Park (1959), Summit Lawn Estates (1960), and Ravenswood Hills (1962).³¹ Further out from Bluemound Road and I-94 are later-built subdivisions such as Lookout Hill (1976), Brook Park Estates (1976), and Hawthorne Ridge Highlands (1977). The last large-scale subdivisions were platted along the edges of the Town Core Area in the late 1980s and early 1990s.

Although housing in the proposed village is primarily single-family, over one-hundred acres of two-family and multi-family residential housing currently exists within the Town Core Area, constituting over 12% of the proposed village area's total housing stock, and more is being proposed for the future. In fact, because the Town has been experiencing so many multi-family housing requests, the Town commissioned a housing study in 2013 to evaluate the impact of additional multi-family housing. The study found that the Town's zoning ordinance was outdated. Designed for a time when the Town was first developing in the 1950s, this zoning ordinance is no longer well-suited to regulate and guide redevelopment projects that bring substantially higher densities to the Town. As a result, the Town will be evaluating its zoning ordinance and making needed revisions.³²

Proposed Village Territory - Town of Waukesha Territory

Development within the Town of Waukesha Territory is less uniform, with a mixture of large and small lots, narrow and deep lots, and lots located among a disconnected mix of commercial, retail, and vacant land parcels.³³ Petitioners believe that becoming part of the proposed village will enable the Town of Waukesha Territory to redevelop at higher densities and become part of a dynamic new community.³⁴ Petitioners developed a future land use map for the territory, which proposes increased commercial and industrial development, as well as continued single and multi-family residential.³⁵

³¹ *Information in Support of the Town of Brookfield Incorporation Petition* (March 2012), page 15.

³² *Updated Information in Support of the Town of Brookfield Incorporation Petition*, May 20, 2015.

³³ *Information in Support of the Town of Brookfield Incorporation Petition* (March 2012), page 15.

³⁴ *Ibid.*, page 15.

³⁵ *Future Land Use Map*, submitted by Petitioners July 14, 2015.

Land Use Regulations and Plans

The Town of Brookfield has its own zoning and subdivision regulations, along with other regulations that impact development, such as building permits, stormwater management, and erosion control ordinances.³⁶

Table 12 shows that the Town of Brookfield’s zoning ordinance allows for comparable and sometimes even smaller lots and denser development than neighboring cities and villages, and also permits Traditional Neighborhood Design (TND) developments.

Table 12: Zoning Comparisons³⁷

Municipality	Smallest Single-Family Lot	Mixed Use TND District?
Town of Brookfield	15,000	Yes
City of Brookfield	20,000	Yes
City of New Berlin	15,000	No
City of Pewaukee	12,500	No
City of Menom. Falls	7,200	No
City of Waukesha	7,200	Yes

Land use within the proposed village area is affected by a number of plans, including the following:

- SEWRPC Regional Land Use Plan for Southeast Wisconsin: 2035
- Waukesha County/Town of Brookfield Comprehensive Plan
- Town of Brookfield Blue Mound Rd. Corridor Redevelopment Plan
- City of Brookfield Comprehensive Plan
- One Brookfield: Consolidation Feasibility Study
- City of Waukesha Comprehensive Plan

³⁶ Information in Support of the Town of Brookfield Incorporation Petition (March 2012), page 9.

³⁷ Ibid., page 12.

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DETERMINATION

According to Pleasant Prairie³⁸, the various factors enumerated in section 66.0207(1)(a) Wis. Stats., the *Compact and Homogenous* standard are to be viewed not as individual determinants, but as considerations to be weighed together along with the other factors. In this way, a petition may be weaker with certain factors or considerations and stronger with others, but a petition must show that on balance it supports a finding of compactness and homogeneity. All of the factors are to be used by the Board to arrive at a final determination.

The Town Core Area of the petition relates very favorably to all of the compact and homogenous factors. That area is well defined by wetland and woodland environmental areas, as well as political boundaries. It contains a fully-developed commercial core, a variety of housing options, a diverse mix of urban land uses, excellent transportation system, a clear sense of community, and a greater population density even than many surrounding cities and villages. In fact, the Town Core Area, would be one of the strongest petitions the Department or Board has reviewed.

However, this petition also includes the Holly Crest/Gaywood and the Bluemound Road island areas, which are physically separate from the primary Town Core Area. In its previous determinations in 1999 and 2001, the Department found these islands to be more homogenous and compact to the City of Brookfield than to the proposed village. The situation appears unchanged 15 years later. In addition to the obvious physical separation, examination of transportation, school district boundaries, natural features, and community identity, these island areas still appear to bear greater connection to the surrounding City of Brookfield.

Petitioners have also included the Town of Waukesha Territory. Unlike the two islands, this territory is physically connected to the rest of the proposed village. However, petitioners have not clearly shown how this area is compact and homogenous to the proposed village. Residents of the territory have testified that they do feel socially connected to the Town and City of Waukesha, not the Town of Brookfield, and they want no part of the proposed village. Additionally, the City of Waukesha has testified how this territory is compact and homogenous to the City, not the proposed village.

For the preceding reasons, the Board finds that the petition as presently submitted does not currently meet the compact and homogenous standard in s. 66.0207(1)(a) Wis. Stats. However, by re-submitting this petition with the Holly Crest/Gaywood and Bluemound Road islands excluded, and transitioning the remnant town islands to neighboring municipalities, this standard could be met.

³⁸ Pleasant Prairie v. Local Affairs Dept., 113 Wis.2d 327, 340 (1983).

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SECTION 1(B), TERRITORY BEYOND THE CORE

The standard to be applied for metropolitan communities is found in s. 66.0207(1)(b), Wis.Stats, and reads as follows:

The territory beyond the most densely populated square mile as specified in s. 66.0205 (3) or (4) shall have the potential for residential or other land use development on a substantial scale within the next three years. The Department may waive these requirements to the extent that water, terrain or geography prevents such development.

Most Densely Populated Square Mile

The Town Core Area contains the greatest concentration of population, with numerous subdivisions and neighborhoods providing a high population density. As mentioned in the previous section, the Town of Brookfield's population density of 1482 persons per square mile is higher than that of several of its incorporated municipal neighbors.

Vacant Lands Suitable for Development

As mentioned, all of the Town of Brookfield lands included within the proposed village are already developed at urbanized densities. As a result, the new development that is now occurring is re-development at even higher urban densities, such as *The Corners* re-development.

The only developable vacant land is found within the Town of Waukesha Territory where a 25-acre vacant parcel is located at Highway 59 and Springdale Avenue. For purposes of the statutory standard, only these 25 acres are considered available for development.

Lands Subject to Waiver

The statute permits the Board to waive certain lands from the standard to the "extent that water, terrain or geography prevents such development."

The proposed village territory includes 285 acres of wetlands which are appropriate for waiver from the standard because state and federal law prevents their development. In fact, without this legal protection these lands would have long ago been developed with the urbanized type of land uses which predominates Town of Brookfield lands.

Past Development Trends

The Incorporation Review Board typically examines past development trends in order to help predict whether a petitioned incorporation territory has the potential for substantial future urban development. Past development trends are often reflected by data on building permits, new subdivisions, and rezonings. The assumption is that the greater a community's recent development activity, the more likely it is that a similar level of development activity will continue into the future, and that a petition's vacant land may be potentially developed within the three years required by the statutory standard.

However, in the case here where essentially no vacant developable land remains, examining data on recent development activity may be misleading. For example, only a handful of rezoning requests occurred over the past five years, and none of these requested rezoning from an agricultural or other rural land use to an urban land use. Instead, all of the rezonings were requesting change from one urban zoning classification to a different urban zoning classification.

Building permit data and subdivision activity has been slow over the past five years, with only 5 CSMs and 10 building permits for new construction. Petitioners indicate that this lack of new construction shows that Brookfield is a mature and fully built-out community. **Table 11** and Map 7, which show Town of Brookfield land uses, clearly bears this out.

Population Growth

Table 13 shows the Town of Brookfield’s population growth from 1970 to 2010, as well as projected growth out to the year 2030. The strongest period of population growth was the 1990s, when the Town’s population grew by over 50%. Population growth essentially came to a halt by 2000 as the Town was fully built out. However, population may begin to climb once again as developed areas are re-developed to higher densities and as single-family homes transition to duplex or multi-family housing.

Table 13: Town of Brookfield Population³⁹

Year	Population	% Change from Previous Value
1970 Census	4,303	--
1980 Census	4,364	1.4%
1990 Census	4,232	-3.0%
2000 Census	6,390	51.0%
2010 Census	6,116	-4.3%
2020 WI DOA Projection	7,310	19.5%
2030 WI DOA Projection	7,833	7.2%

Sewer Service Area

The Board typically examines municipal sewer service because generally urban development requires public sewer service, and the availability of service is an indicator future development is likely. In this case, the area is fully contained within a sewer service area and is already receiving sewer and water service, or will be in the near future in the case of the Holly Crest/Gaywood Island.

³⁹ *Information in Support of the Town of Brookfield Incorporation Petition* (March 2012), page 30.

DETERMINATION

The Board finds that substantial urban development already exists in the Town Core Area, Holly Crest/Gaywood Island, Bluemound Road Island, and Town of Waukesha Piece. There is essentially no vacant developable land remaining within the proposed village. Instead, the development that is occurring is re-development

For these reasons, the Board determines that the petition as submitted meets the *Territory Beyond the Core* standard set forth in s. 66.0207(1)(b), Wis. Stats.

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SECTION 2(A) TAX REVENUE

The standard to be applied is found in s. 66.0207(2)(a), Wis. Stats., and provides as follows:

"The present and potential sources of tax revenue appear sufficient to defray the anticipated cost of governmental services at a local tax rate which compares favorably with the tax rate in a similar area for the same level of services."

Prior to the incorporation standards in s. 66.0207 Wis. Stats. being developed, a number of incorporations occurred in Wisconsin that were very small. Containing just a few hundred households, these new villages struggled to function as a village. They lacked a sufficient population to fill village board and committee positions, and also lacked sufficient tax base to raise the revenue required to provide village services. Therefore, when the legislature created the incorporation standards in 1959, this tax revenue standard was included.

Revenue is unlikely to be a problem for the proposed village, which contains roughly \$1 billion in equalized value and already functions as a village in terms of the services it provides and regulations it administers.

The paragraphs below describe the Town's current financial situation, as well as its capacity to continue to provide urban services.

Equalized value

Table 14 shows the 2010 equalized value of the proposed village, for both the Town of Brookfield and Town of Waukesha portions.

Table 14: Equalized Value⁴⁰

Jurisdiction	2010 Equalized Value
T. Brookfield Portions	\$1,007,141,796
T. Waukesha Territory	\$43,500,178
Total	\$1,050,641,974

Table 15 shows 2011 equalized value by land use category and how the Town of Brookfield's total equalized value declined slightly due to the economic recession.

Table 15: Equalized Value by Category⁴¹

Category	2011
Residential	\$500,889,900
Commercial	\$436,843,900
Manufacturing	\$41,730,700
Agricultural	\$29,500
Undeveloped	\$1,855,100
Forest	\$1,401,600
Other	\$0
Total	\$982,750,700

⁴⁰ Information in Support of the Town of Brookfield Incorporation Petition (March 2012), page 35.

⁴¹ Ibid., page 35.

Tax Rate

As shown by **Table 16**, the Town of Brookfield’s tax rate is lower than all of its municipal neighbors except for the City of Pewaukee. Because the proposed village includes almost all of the Town of Brookfield’s high-value developed lands, and because the existing level of services is expected to remain the same, petitioners anticipate the mill rate to also remain low. In fact, *The Corners* re-development, as well as other upcoming re-development projects, would likely increase the new village’s equalized value so as to provide the same revenue level at a reduced mill rate.

Table 16: Property Tax Comparison

Jurisdiction	Local Mill Rate	Local Property Tax Collected	Local Property Tax Collected Per Resident
City of Pewaukee	.0028	\$7,550,768	\$606
Town of Brookfield	.0035	\$3,620,382	\$563
Village of Menomonee Falls	.0048	\$21,513,493	\$622
Village of Pewaukee	.0048	\$4,426,075	\$498
City of New Berlin	.0050	\$23,763,954	\$605
City of Brookfield	.0057	\$34,975,017	\$883
Village of Elm Grove	.0061	\$6,452,095	\$1,048
City of Waukesha	.0087	\$51,407,107	\$744

Debt

State statutes limit the amount of general obligation debt a governmental entity may issue to 5% of its total equalized value. However, the Town of Brookfield utilizes just 4% of its allowed \$50 million limit, leaving it with a very substantial cushion.

Proposed Budget

Instead of submitting a detailed category-by-category proposed budget, Petitioners indicate that since the new village would provide the same level of services as the current Town of Brookfield, they anticipate using same budget and tax levy.

The Parties in Interest do not believe that this constitutes an adequate proposed budget according to the statutory standard, especially considering the impact of *The Corners* re-development and possibly needing to serve town remnant pieces. For example, the City of Brookfield provided testimony showing that its own Brookfield Square shopping center consistently produces additional police and fire department calls.⁴²

Petitioners counter that *The Corners* will utilize private security staff. Also, *The Corners* will be covered by the new TIF which includes \$50,000 in annual administrative costs to reimburse the Town for costs and services incurred as a result of this project.

Regarding serving the proposed Town remnant fragments, these represent “a miniscule portion of the total proposed village budget”, so serving them will clearly not be a problem.⁴³

⁴² *Town of Waukesha’s and City of Brookfield’s Submittal Opposing Incorporation*, May 20, 2015.

⁴³ Petitioners testimony at June 23, 2015 Incorporation Review Board meeting in Madison.

DETERMINATION

For the preceding reasons, it is the Board's finding that should incorporation occur, the proposed village will have sufficient revenue to continue to provide home-rule powers and services at a favorable tax rate. The proposed village's high assessed value, low debt level, high debt capacity, and the fact that it already operates like a village, are all favorable factors. Inclusion of the Town of Waukesha Territory would add \$45 million to the proposed village's equalized value, while not adding substantially to its costs or liabilities.

For the preceding reasons, the Board determines that the petition meets the tax revenue standards set forth in s. 66.0207 (2) (a), Wis. Stats.

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SECTION 2(B) LEVEL OF SERVICES

The standard to be applied is found in s.66.0207(2)(b), Wis. Stats., and provides as follows:

The level of governmental services desired or needed by the residents of the territory compared to the level of services offered by the proposed village or city and the level available from a contiguous municipality which files a certified copy of a resolution as provided in s.66.0203(6), Wis. Stats.

On October 4, 2011, the City of Brookfield adopted resolution #8392-11 indicating its willingness to annex the entire territory proposed for incorporation.⁴⁴ The City's resolution triggers the services standard in s. 66.0207(2)(b) Wis. Stats. which requires the Board to compare the services proposed by petitioners for the incorporation territory with those that the City of Brookfield can provide.

The following paragraphs identify the services currently provided by the Town and City as well as their proposals for serving the petitioned village territory. Petitioners assert that the Town of Brookfield currently provides a full range of urban services at perhaps the lowest cost in Waukesha County, and could continue to provide this same service level to the proposed village far more efficiently and effectively than could the City. On the other hand, the City of Brookfield cites the 2005 *One Brookfield Consolidation Feasibility Study* as recommending consolidation in large part because combined City and Town services would provide area residents with a higher service level at a relative lower cost.

Fire Protection Service

Town of Brookfield Fire Service

Petitioners indicate that the Town of Brookfield has the lowest average fire department response time - four minutes- among other Waukesha County fire departments.⁴⁵ It also consistently provides mutual aid service to other communities more frequently than it receives mutual aid response from other municipalities. Petitioners believe this indicates that not only can the Town handle its own calls, but also calls region-wide.

The Town of Brookfield Fire Department has an ISO rating of 4, which puts it in the top 20% of Waukesha County fire departments. The fire department participates in numerous community educational programs on fire prevention and safety.

The Town continues to upgrade its equipment, with a new ambulance and fire engine recently being added. Current equipment includes several command vehicles, a brush fire truck, two ambulances, two fire engines, and one ladder truck.

Petitioners point out that the City of Brookfield in 2007 briefly considered contracting with the Town of Brookfield for fire service in the City's southwest side, but ultimately decided to build two new fire stations instead.⁴⁶

⁴⁴ *Town of Waukesha's and City of Brookfield's Submittal Opposing Incorporation*, May 20, 2015, page 31.

⁴⁵ Waukesha County Fire and EMS Survey.

⁴⁶ *Information in Support of the Town of Brookfield Incorporation Petition* (March 2012), page 52..

Map 8 shows response times to various parts of the proposed village. The map shows that response times within the Town Core Area are generally 4-5 minutes, most likely due to the fire station being centrally located in this area. However, response time to the Holly Crest/Gaywood Island is nearly 7 minutes, and response time to the Town of Waukesha Territory is nearly 6 minutes.

City of Brookfield Fire Service

The City indicates that from its three fire stations, plus the existing Town of Brookfield station, it can provide the proposed village with outstanding service well beyond what residents currently receive. For example, the City's minimum staffing level for emergency response is 16 full-time personnel, compared to the Town's 5-person response.⁴⁷

Police Protection

Town of Brookfield Police Department

The Town of Brookfield's Police Department includes 1 captain, 2 sergeants, and 15 patrol officers. The department staffs at least three officers at all times and also participates in the Suburban Mutual Aid Response Team (SMART) which enables the Town to call upon up to 25 additional officers from area police departments, as well as the County's SWAT Team. The Department's vehicle equipment includes 3 squad cars, 4 SUVs, a speed trailer and police bicycle.

⁴⁷ *Town of Waukesha's and City of Brookfield's Submittal Opposing Incorporation*, May 20, 2015, page 28.

Table 17 compares the Town’s police department with other area police departments. Petitioners note the Town’s high ratio of officers per residents, third highest among area departments. In order to achieve the Town’s 2.29 officers per 1,000 population; the City of Brookfield would need to hire 22 more police officers, a 34% increase in the size of their department.⁴⁸

Table 17: Police Department Comparison⁴⁹

Municipality	Full-time Officers	Total Supervisory Personnel	2010 Population	Full-Time Officers per 1,000 Residents
Village of Chenequa	8	2	590	13.56
Village of Elm Grove	17	6	5,934	2.86
Town of Brookfield	14	3	6,116	2.29
City of Delafield	15	2	7,085	2.12
Village of Mukwonago	14	3	7,355	1.90
Village of Hartland	16	4	9,110	1.76
City of Cedarburg	20	7	11,412	1.75
City of New Berlin	68	25	39,584	1.72
City of Brookfield	65	21	37,920	1.71
Village of Summit	8	1	4,674	1.71
City of Waukesha	118	35	70,718	1.67
Village of Menom. Falls	59	19	35,626	1.66
City of Muskego	37	14	24,135	1.53
City of Oconomowoc	22	7	15,759	1.40
Village of Pewaukee	18	6	13,195	1.36

The Town of Brookfield Police Department also undertakes numerous public education and crime prevention programs such as *Neighborhood Watch* and *Vacation/House Checks*, among many others.

City of Brookfield Police Department

The City of Brookfield indicates that by consolidating City and Town police departments, the two communities could eliminate 2 supervisory positions and one staff position. The 2005 *One Brookfield* consolidation report found that a combined Town/City police department would utilize 72 officers and 19 support staff, resulting in 1.62 officers per 1,000 residents. Town of Brookfield residents would benefit from a more robust police department, including a full-time police social worker, 7 full-time detectives (over 2 shifts), round the clock clerical support, a police reserve program of 18 civilian volunteers, 4 bilingual officers, 12 trained evidence technicians/photographers a forensic artist and several state certified instructors, in addition to specialized equipment such as state of the art body cameras, a state certified lock-up facility and an in-house shooting range.⁵⁰

⁴⁸ *Information in Support of the Town of Brookfield Incorporation Petition* (March 2012), page 56.

⁴⁹ *Ibid.*, page 56.

⁵⁰ *Town of Waukesha’s and City of Brookfield’s Submittal Opposing Incorporation*, May 20, 2015, page 31.

The City of Brookfield also argues that the Holly Crest/Gaywood and Bluemound islands should be served by the City because these areas are surrounded by the City. Doing so would substantially improve efficiency and eliminate the significant confusion currently experienced by island residents who mistakenly contact the City and service providers who must interrogate residents on where exactly they live.

Public Works Services

The Town of Brookfield Public Works Department has 7 full-time and 2 part-time employees to provide residents with snow plowing and salting, road maintenance and minor repair, tree removal, storm sewer cleaning, grass cutting, park maintenance, yard waste, paint striping, and sign maintenance. Other services such as trash & recycling collection, major road construction, and major equipment repairs are contracted out. Petitioners indicate that the Town's pavement ratings are consistently rated as good or very good by Wisconsin's Pavement Surface Evaluation and Rating System (PASER).⁵¹ Petitioners anticipate providing this same level of service to the proposed village.

The City of Brookfield indicates that it would need to increase the number of employees to serve the consolidated area both for highway maintenance and engineering by 5.5 employees.⁵²

Administration Services

The Town of Brookfield has a full-time administrator, full time building inspector/zoning administrator, clerk, two deputy clerks, and bookkeeper to handle day-to-day administration of the Town. Some larger and more specialized projects are contracted out, and the Town also contracts out for plumbing and electrical inspection work, and property assessment work. Petitioners anticipate providing this same level of service to the proposed village.⁵³

The City of Brookfield indicates that administering the proposed village area could be done with no increases in the clerk, finance, human resources, legal, IT, city hall/facilities or administration offices. A small increase in staffing would be needed in the assessor's department, specifically a .68 full-time employee position.⁵⁴

Library Services

The Town of Brookfield does not have a library of its own, but does belong to the Catalog Access For Everyone (CAFÉ) library group which enables Town of Brookfield residents to utilize any of the 16 libraries in Waukesha County. The closest libraries are in the City of Brookfield (a 2.7 mile drive to 1900 N. Calhoun Road) and City of Waukesha (a 5.2 mile drive to 321 Wisconsin Avenue from Town Hall). The CAFÉ program is funded by a County tax on municipalities that do not have a library, such as the Town of Brookfield.⁵⁵ Petitioners anticipate that the proposed village would continue to participate in the CAFÉ program.

The City of Brookfield believes that it clearly can meet the library needs of the proposed village because it already does so. For example, in 2011 Town of Brookfield residents circulated over 41,000 items from the City of Brookfield library.

⁵¹ *Information in Support of the Town of Brookfield Incorporation Petition* (March 2012), page 46.

⁵² July 13, 2015 letter from City of Brookfield attorney Stan Riffle.

⁵³ *Information in Support of the Town of Brookfield Incorporation Petition* (March 2012), page 47.

⁵⁴ July 13, 2015 letter from City of Brookfield attorney Stan Riffle.

⁵⁵ *Ibid.*, 46-48

Stormwater Management

The Town of Brookfield is proud of its accomplishments to improve its stormwater quality and quantity. Stormwater from Town lands drains into Poplar Creek and Deer Creek, which in turn empty into the Fox River in the City of Brookfield. The Town became particularly intent on stormwater management planning in 1998 following two 100-year floods in back-to-back years. This came five years before the State of Wisconsin would create NR 216 and begin to require that local communities plan for stormwater.

The following are some of the Town's stormwater management activities and achievements:

- Updating of the Town's storm sewer system maps using GPS;
- Conducting hundreds of annual construction-site inspections, leading to dozens of written or verbal orders to correct erosion controls;
- Public education and outreach on stormwater management education, such as educational handouts, a stormwater website, and frequent articles in the *Town Tidings* newsletter;
- Training of municipal staff on erosion control and stormwater management;
- Street sweeping to annually collect many tons of solids off Town roads;
- Cleaning catch basins a minimum of twice per year, and
- Developing a Stormwater Pollution Prevention Plan, a Winter Road Management Plan, and a Stormwater Best Management Practice Guide.

Petitioners anticipate providing this same level of service to the proposed village. As previously mentioned, new engineering studies and expanding the Stormwater Utility District No. 1's boundaries may need to occur to include the Town of Waukesha Territory.

The City of Brookfield indicates that its engineering department could easily assume responsibility for stormwater management work within the proposed incorporation territory.⁵⁶

Sewer & Water

As mentioned, the Town of Brookfield's Sanitary District No. 4 provides sewer and water service to 92% of Town residents, a higher rate than most of its municipal neighbors.⁵⁷ The district's system includes 2 water towers and 2 ground storage reservoirs, 6 wells, numerous in-ground infrastructure, and ownership of 12% percent (1.49 million gallons per day) capacity of the Fox River Water Pollution Control Center, of which it is currently using 78% of its capacity. The district's staff includes a superintendent, 2 field operators, 1 bookkeeper, and 1 billing clerk.⁵⁸

The Holly Crest/Gaywood island does not currently receive water service, only sewer service. However, the Town reached an agreement with the City of Brookfield in 2011 for the City to ultimately provide water service to this neighborhood regardless of the outcome of the incorporation petition.

As shown by **Map 4**, the proposed village is nearly entirely covered by the Brookfield-Elm Grove West Sewer Service Area, with only Town of Waukesha Territory primarily located outside of this area.

⁵⁶ July 13, 2015 letter from City of Brookfield attorney Stan Riffle.

⁵⁷ *Information in Support of the Town of Brookfield Incorporation Petition* (March 2012), page 24.

⁵⁸ *Ibid.*, page 24.

Should incorporation occur, Town Sanitary District No. 4 would most likely be dissolved pursuant to s. 60.79 Wis. Stats. and become part of the new Village.⁵⁹

The City of Brookfield indicates that most of the proposed village landowners already receive sewer and water service from the Town. The City confirms that it will ultimately provide water service to the Holly Crest/Gaywood island pursuant to the 2011 agreement with the Town. Regarding serving the Town of Waukesha Territory, the City indicates that it could provide service however the sewer service area plan would first need to be amended.⁶⁰

Parks and Recreation

As mentioned previously, the Town of Brookfield currently maintains 3 developed parks in the Town Core Area as well as numerous conservation areas totaling over 72 acres.

The Town of Brookfield's parks department has one full-time employee and 3-5 seasonal instructors, however a great deal of parks and recreation work is also accomplished by resident volunteers. Petitioners anticipate providing this same level of service to the proposed village.

The City of Brookfield owns 26 parks and 9 conservancy areas totaling 1825 acres or 10% of the City's total acreage. These parks are located throughout the City, several in close proximity to the proposed village. Additionally, the City provides a wide range of recreational activities, including youth and adult sports, arts and crafts, swimming, dance, yoga and fitness, chorus and band, and a senior center, among many others. The City indicates that its park and recreation program can effectively serve the proposed village, especially by including the Town's existing parks. In fact, many Town of Brookfield residents already utilize the City's parks and recreation programs. Currently Town residents pay an additional charge for that privilege, however consolidation of the City and Town would mean that these residents no longer pay an additional charge.

Planning

The Town of Brookfield has a fulltime planner/zoning staff person who also issues building permits and reviews building plans. When specific planning studies are needed, the Town of Brookfield contracts with Vierbicher and Associates for those specialized planning services.⁶¹

The City of Brookfield's planning department includes four full-time planners who work on long-range planning, redevelopment planning, economic development, real estate brokerage and development, urban design, site and building plan review, city marketing and tourism promotion, transportation planning, and environmental preservation. The City says that it can effectively provide the proposed village territory with planning services by designating a specific staff person to oversee these lands. Because land uses and development in the City and Town of Brookfield are so similar, integration of proposed village territory into the City, and vice versa, is likely to be seamless.⁶²

⁵⁹ *Information in Support of the Town of Brookfield Incorporation Petition* (March 2012), page 24.

⁶⁰ July 13, 2015 letter from City of Brookfield attorney Stan Riffle.

⁶¹ Petitioners' July 14, 2015 letter to the Department.

⁶² *Town of Waukesha's and City of Brookfield's Submittal Opposing Incorporation*, May 20, 2015, page 36.

DETERMINATION

Review of petitioners' submissions and testimony clearly show that the Town of Brookfield currently provides its residents with a high level of services at a favorable tax rate. If residents were not satisfied with Town services, they could have sought annexation into the neighboring Cities of Brookfield or Waukesha. However, proposed village lands have instead remained stable for many years. While annexations have occurred in proposed remnant areas, they have essentially not occurred within the Town Core Area, nor within the Holly Crest/Gaywood or Bluemound Road islands.

Were incorporation to occur, no additional services would be required. Petitioners already provide police protection, along with the range of services that typical cities and villages provide. As a result, petitioners anticipate continuing to provide the same service level to the proposed village territory at substantially the same cost. As the area continues to redevelop at greater urbanized levels, it is possible that residents and business will demand higher service levels. However, as indicated previously, the area has more than adequate tax base to incrementally increase service levels.

The City of Brookfield meanwhile proposes significant changes. Citing the 2005 *One Brookfield* consolidation study, the City believes that consolidating City and Town departments could result in a higher level of service for Town of Brookfield residents and greater efficiency for both communities because of reduced duplication and economies of scale. Reviewing the services the City currently provides, and the services it proposes to provide to the new village, it is clear that consolidated service would be adequate for the area. Town of Brookfield residents may see a higher tax rate but they would also benefit from the City's expanded service level. Town residents already receive some City services, such as City recreation programs and library service, for a fee or cost, while some other services they may utilize at no cost, such as City parks. This may especially be the case for the island areas of this petition where residents are surrounded by the City. By consolidating City and Town services, Town residents would no longer pay the special fees they pay for certain City services but they would begin to pay for certain other City services they currently enjoy at no cost.

The Board believes that both the services proposed by petitioners and the consolidated services proposed by the City would be reasonable and more than adequate to meet the needs of proposed village residents residing within the proposed village territory.

In determining whether or not petitioners have met this Services standard, the Board notes that the standard is the "level of governmental services *desired or needed*"⁶³ by the residents of the proposed village area. Residents already appear to be receiving the services that they *desire* and *need* from the Town of Brookfield based on an assessment of Town services and on the fact that very few annexations of proposed village territory have occurred. Therefore, while the City's points about regarding efficiency, regionalism, and economies of scale are well taken, the Board finds that the standard in s. 66.0207(2)(b) Wis. Stats. is met.

The Town of Brookfield currently provides adequate services to the Holly Crest/Gaywood and the Bluemound Road islands, despite their isolation, and no doubt could continue providing services in the future. However, the surrounding City of Brookfield would ideally be the

⁶³ Section 66.0207(2)(b) Wis. Stats.

municipality providing services to these areas due to improved efficiency and ease of service provision. For example, the Parties in Interest indicate that staff from the Waukesha County emergency dispatch center must routinely question callers to determine their location and send the correct community to respond. Residents of the Holly Crest/Gaywood Island frequently attempt to use the City of Brookfield's Recycling Center, not understanding that they are Town of Brookfield residents. Therefore, although the Board finds that petitioners meet the standard, and can provide the services needed and desired by residents of the proposed village, these islands may more rationally be served by the City.

Regarding the Town of Waukesha Territory, Petitioners indicate that they propose to provide the Town of Waukesha Territory with the same services as those currently provided to Town of Brookfield residents, such as snow plowing, and police and fire protection. Sanitary District No. 4 also has the capacity to provide sewer and water service, as residents and landowners request connection.⁶⁴ However, the current sewer service area plans for the territory would need to be amended.

The City of Waukesha provided information on how it can serve, and is already serving this Town of Waukesha Territory, but did not file the required resolution under s. 66.0207(2)(b) Wis. Stats. indicating a willingness to annex and serve the territory. The City of Brookfield indicates that it can serve the area, but did not provide specifics, instead noting that the small size of this territory does not significantly change the analysis contained in the *One Brookfield* study. Therefore, for the preceding reasons, the Board determines that the proposed village could more readily provide services needed and desired by residents and landowners within the Town of Waukesha Territory.

For all of the preceding reasons, and considering the proposed village area as a whole, the Board finds this standard to be met.

⁶⁴ Petitioners' July 14, 2015 letter to the Department.

SECTION 2(C) IMPACT ON THE REMAINDER OF THE TOWN

Section 66.0207(2)(c), Wis. Stats., requires the Board to consider “the impact, financial and otherwise, upon the remainder of the town from which the territory is to be incorporated”. This standard ensures the well-being of those town residents who are not included within the proposed village area, safeguarding that incorporation will not negatively impact continued governance of their remaining town.

In this case, there are two town remainders to consider – the remaining Town of Brookfield and the remaining Town of Waukesha. This section examines the impact that incorporation would have on both of these remaining towns.

Physical Effects of Proposed Village Boundary and Shape

Town of Brookfield Remnant

The proposed Town of Brookfield remnant totals 1.3 square miles. The shape of this remnant territory is neither compact nor easily identified. **Map 1** shows that the town remnant would lie scattered among six separate islands, found as far south as New Berlin and as far north as Menomonee Falls, Sussex, and Lisbon, a separation of 4-6 miles.

Being separated makes social cohesion among remaining Town of Brookfield residents difficult. For example, residents within the Capital Drive Area are more likely to feel social cohesion with their adjacent Menomonee Falls, Sussex, Lisbon, and City of Brookfield neighbors, while Town of Brookfield residents residing 6 miles south adjacent to New Berlin and the city and Town of Waukesha may feel more connection to their neighbors in those communities.

Expansive separation of the remnant islands also makes providing services in an efficient or cost-effective manner challenging. Also, given the lack of distinguishing physical features, Town remnant residents may believe that they reside in the City of Brookfield and mistakenly attempt to receive services from the City.

Town of Waukesha Remnant

The 281-acre Town of Waukesha Territory accounts for only 2.2% of the Town of Waukesha’s total area of almost 20 square miles. The piece lies physically separate from the primary part of the Town of Waukesha, located approximately one mile north, with City of Waukesha land lying in between. In this way, residents and businesses located within the Town of Waukesha Territory would be physically closer to the proposed village than they are to the remaining Town. This good physical connection was a strong factor for why petitioners included this territory.

Population

Town of Brookfield Remnant

The proposed village would receive the vast majority of the Town of Brookfield's 6,112 residents. Only 138 residents, or 2% of the Town's total population, would remain with the remnant. **Table 18** compares the proposed remnant's population of 138 individuals with other Waukesha County municipalities and shows that the remnant would become the least most populous community in the county. **Table 19** compares the proposed remnant's population with the remnants from other incorporation petitions over the past 15 years and shows that the remnant would also become the least most populous remnant over the past 15 years.

Petitioners point out that while a population of 138 may seem like a low number for a municipality, Wisconsin does have 18 villages and 22 towns with less than 138 people.⁶⁶ However, many of these are located in sparsely-populated rural counties rather than within a major metropolitan area like southeastern Wisconsin.

Town of Waukesha Remnant

The Town of Waukesha Territory contains 281 residents, or 3.1% of the Total population of 8852. Therefore, incorporation will not have a significant effect on the remaining Town of Waukesha in terms of population.

Table 18: Populations of Waukesha County Municipalities⁶⁵

Municipality	Population
C. Waukesha	71,020
C. New Berlin	39,770
C. Brookfield	37,870
V. Menomonee Falls	35,680
C. Muskego	24,217
C. Oconomowoc	15,834
C. Pewaukee	13,464
V. Sussex	10,573
T. Lisbon	10,184
T. Waukesha	9,142
V. Hartland	9,118
T. Oconomowoc	8,505
T. Merton	8,361
T. Delafield	8,195
V. Pewaukee	8,178
T. Mukwonago	7,976
T. Vernon	7,603
T. Genesee	7,331
V. Mukwonago	7,390
C. Delafield	7,095
Proposed Village	6,255
T. Brookfield	6,102
V. Elm Grove	5,930
V. Summit	4,680
T. Ottawa	3,867
T. Eagle	3,514
V. Merton	3,384
V. Wales	2,547
V. Dousman	2,317
V. North Prairie	2,145
V. Eagle	1,947
V. Butler	1,837
V. Nashotah	1,387
V. Big Bend	1,287
V. Lannon	1,104
V. Oconomowoc Lake	594
V. Chenequa	586
V. Lac La Belle	290
Proposed Town Remnant	138

⁶⁵ Wisconsin Department of Administration 2012 Population Estimates.

⁶⁶ *Information in Support of the Town of Brookfield Incorporation Petition* (March 2012), page 41.

Financial Capacity

Town of Brookfield Remnant

Of the Town of Brookfield’s roughly \$1 billion in equalized value, \$28.5 million will stay with the remaining Town, 2.7% of its former value. **Table 19** compares this value with the equalized values of other recent town remnants and shows only the Town of Hallie’s remnant with less value. Petitioners indicate that their proposed remnant compares favorably with the Town of Halle remnant’s equalized value.⁶⁷ However, the Parties in Interest point out that Hallie was different in a number of respects. For example, the Town of Hallie remnant was a compact 7.5 square mile rectangular-shaped block of entirely rural and agricultural lands which require minimal service needs. On the other hand, the Town of Brookfield remnant contains developed land uses and residents who might reasonably expect to continue receiving their current urban level of services.

Table 19: Equalized Value Comparison with prior incorporations⁶⁸

Jurisdiction	Year	Population	2010 Equalized Value
Proposed Village	2013	7,318	\$1,050,641,974
Town of Harrison Remnant	2012	3,471	\$357,771,322
Town of Bristol Remnant	2009	1,341	\$311,000,000
Town of Suamico Remnant	2003	2,819	\$180,861,200
Town of Kronenwetter Remnant	2002	1,176	\$166,147,000
Town of Bloomfield Remnant	2000	1,285	\$150,643,280
Town of Bloomfield Remnant	2011	1,248	\$120,230,900
Proposed Town of Brookfield Remnant	2013	138	\$28,554,400
Town of Halle Remnant	2002	190	\$9,100,000

Petitioners indicate that the Town passed a resolution⁶⁹ offering that should incorporation occur, the new village will provide town remnant residents and landowners with the same level of municipal services they currently enjoy at the same tax level. According to the resolution, the newly elected town remnant board members would select the services they desire. The cost would depend on the services selected, but could not exceed 90% of the 2012 Town of Brookfield tax levy for those taxable parcels in the remnant. In 2012 the local-purpose property tax collected from proposed remnant lands was approximately \$100,000. Therefore, depending on the services selected, the remnant’s budget amount would be \$90,000 or less, with the remaining 10%, or roughly \$10,000 to be retained by the Town for administrative services, costs of operating elections, and other miscellaneous expenses.⁷⁰

Petitioners propose a \$78,400 budget for the remaining Town of Brookfield with limited expenditures for general government, attorney fees, and insurance. The largest budget amounts

⁶⁷ Petitioners indicate that in 2010 dollars, Hallie’s equalized value would be \$13.6 million. See *Information in Support of the Town of Brookfield Incorporation Petition* (March 2012), page 40.

⁶⁸ *Ibid.*, page 35.

⁶⁹ Resolution 2012-03-02 at Appendix 19 of *Information in Support of the Town of Brookfield Incorporation Petition* (March 2012),

⁷⁰ *Ibid.*, page 34, and Petitioners July 14, 2015 letter to the Department.

are \$25,000 for road maintenance, and \$20,000 for fire and police protection.⁷¹ Petitioners have modeled this proposed budget after the Town of Germantown remnant in Washington County, which is the smallest town in the State of Wisconsin and shares similar characteristics as the proposed Brookfield remnant. For example, the Germantown remnant contains a population of 253 residents, an equalized value of just \$23 million, and a budget of \$41,800, and also consists of unconnected fragments. The Town of Germantown maintains 4 miles of local roads, while the proposed Brookfield remnant would maintain roughly 1 mile. The Town of Brookfield also contains substantial wetlands, while Germantown does not. Petitioners note that despite its challenges, the Town of Germantown has successfully operated as a community for many years, which is an indication that the Brookfield remnant could similarly be successful.

The Parties in Interest disagree with Petitioners' comparing Germantown, pointing out that the Town of Germantown is almost entirely rural, with farming being the dominant land use and its fragment pieces not as widely dispersed.⁷²

The Parties in Interest also question petitioners' resolution offering services from the new village, pointing out that this resolution has no legally binding effect and does not constitute an enforceable contract. For example, the newly elected village board could ignore the resolution or simply pass another resolution reversing the offer. The Parties in Interest also believe the only means for the new village to continue to provide the remnant with the same service level at no more 90% of the 2012 tax levy, would be for the new village to subsidize the remnant. This is due to the remnant's very minimal equalized value. The Parties in Interest question how long residents within the new village would be willing to subsidize residents from a different community.

Petitioners also point out that the remnant would not depend entirely upon property taxes to support its budget. For example, the remnant would also receive annual state shared revenue aid, state transportation aids, and any charges for local permits, fines and forfeitures. In addition, the remnant would receive a one-time division of assets and liabilities payment from the new village according to s. 66.0235 Wis. Stats., which is a process of dividing assets and liabilities based on the remnant's equalized value in proportion to the new village. Typically this division is negotiated and paid as scheduled monetary payments, services in lieu of charges, or other arrangements that the parties agree to.

Petitioners also indicate that the remnant could opt for other service alternatives, such as contracting with the City of Brookfield. Landowners of remnant pieces could also choose to become part of an adjoining municipality via annexation or boundary agreement. For example, remnant pieces in the northwest corner could choose to become part of the Town of Lisbon, City of Pewaukee, Village of Menomonee Falls, or City of Brookfield. Remnant portions to the south could choose to become part of the City of Brookfield or City of New Berlin. In fact, in 2011 the Town of Brookfield passed a resolution⁷³ expressing its willingness to negotiate boundary agreements with neighboring municipalities to transfer away these town remnant pieces.

The Parties in Interest argue there is no guarantee that adjacent communities would be willing to provide services. Future annexations could make the remnant's already difficult situation even worse by shrinking the remnant's equalized value and population. The Parties in Interest point

⁷¹ See proposed *Town of Brookfield Budget – Northern Town Island*, submitted on July 14, 2015.

⁷² *Town of Waukesha's and City of Brookfield's Submittal Opposing Incorporation*, May 20, 2015, page 43.

⁷³ Town of Brookfield Resolution 2011-12-3.

out that one out of every two of the remnant's 95 adults will need to serve the remnant town in some capacity in order to fulfill its required 45 positions of statutory responsibility.

They also point out that the remnant contains the Master Landfill Disposal Superfund site, which could possibly expose the Town remnant to liability, cleanup, or containment costs in the future.

Town of Waukesha Remnant

The Town of Waukesha Territory is valued at roughly \$43 million, which is approximately 4% of the remaining Town of Waukesha's total value. The Town of Waukesha argues that this territory is critical because it provides needed commercial and manufacturing land uses and a more diversified tax base, something which the Town lacks because it is primarily a community of single-family residential homes. Additionally, the Town anticipates that the re-development set to occur within this territory will further increase property value even more.⁷⁴

⁷⁴ City of Brookfield, Town of Waukesha, Village of Sussex Powerpoint, slide #53, presented at the May 20, 2015 public hearing at the Town of Brookfield.

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DETERMINATION

Examination of the physical shape, population, and financial conditions of both the proposed Town of Brookfield and Town of Waukesha remnants yields two different findings.

Regarding the Town of Waukesha, should the remaining Town lose the Town of Waukesha Territory due to incorporation, the impacts are likely to be minor because that area constitutes a small portion of the Town's total population and value. This area is already cut off physically from the rest of the Town. For this reason, the Board finds the standard in s. 66.0207(2)(c) Wis. Stats. is met with respect to the Town of Waukesha.

The Board finds the remaining Town of Brookfield potentially more problematic. The proposed remnant is small and physically scattered. Comparing its current and expected revenues against its predicted and potential liabilities, incorporation could negatively impact the remaining Town and its residents. For this reason, the Board finds the standard in s. 66.0207(2)(c) Wis. Stats. not currently met. However, the Board recommends that petitioners and the Town of Brookfield administration and staff work with their neighboring municipalities on ways in which to resolve the future of these remnant islands, possibly by using a cooperative boundary plan agreement under s. 66.0307 Wis. Stats.

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SECTION 2(D), IMPACT UPON THE METROPOLITAN COMMUNITY

The standard to be applied is found in s. 66.0207(2)(d) Wis. Stats. and is as follows:

The effect upon the future rendering of governmental services both inside the territory proposed for incorporation and elsewhere within the metropolitan community. There shall be an express finding that the proposed incorporation will not substantially hinder the solution of governmental problems affecting the metropolitan community.

The “metropolitan community” term in the above standard is defined in s. 66.013(2)(c), Wis. Stats., to mean:

[T]he territory consisting of any city having a population of 25,000 or more, or any two incorporated municipalities whose boundaries are within 5 miles of each other whose populations aggregate 25,000, plus all the contiguous area which has a population density of 100 or more persons per square mile, or which the department has determined on the basis of population trend and other pertinent facts will have a minimum density of 100 persons per square mile within 3 years.

The metropolitan communities for this petition are the Cities of Brookfield, New Berlin, Waukesha, and Pewaukee, Villages of Pewaukee, Menomonee Falls, Sussex, and Elm Grove, and Towns of Waukesha and Lisbon. These communities represent the immediate metropolitan community for the purposes of s. 66.0207(2)(d), Wis. Stats., although obviously the Town of Brookfield is also part of the much larger southeast Wisconsin region.

This metropolitan impact standard can be difficult to meet because it requires a finding that incorporation will cause no harm. Petitioners urge the Board to grant the incorporation because doing so will immediately elevate them to having the same level of municipal authority and powers as their incorporated neighbors. This will enable the communities to negotiate and cooperate on regional issues as equals on a level playing field and will result in intergovernmental cooperation. Petitioners assert that regional cooperation has been very difficult for the Town of Brookfield because it has always been negotiating from a lower level than its neighbors, always needing to react to the actions of its incorporated neighbors.

Despite similarly finding themselves on unequal playing fields with their incorporated municipal neighbors, the towns for numerous recent incorporation petitions have nonetheless successfully managed to meet this standard. Somers (2015), Harrison (2012), Summit (2010), Bristol (2009), and Richfield (2007) are all recent examples of town communities that successfully took a lead on resolving regional and intergovernmental issues with their municipal neighbors.

Examples of Intergovernmental Cooperation

Petitioners believe that the Town of Brookfield is a valuable regional community member. The Town of Brookfield is not an emerging or developing community but a community that is already fully urbanized and already provides a full set of urban services. Being an established community benefits the region in many ways. For example, economic and employment opportunities, housing, transportation, education, social and community recreation, among many others. They feel that incorporation would further enhance the community and its contribution to the region.

Both regional governments overseeing the area, SEWRPC and Waukesha County, support the continued existence and urban re-development of Town of Brookfield lands.⁷⁵

Petitioners indicate that the following are specific ways in which the Town of Brookfield cooperates with its neighboring metropolitan municipalities:

- Preserve Remaining County Greenspace – by focusing on re-developing its existing urban land uses to even higher density urban development, the Town is effectively shouldering much of the region’s growth demand and thereby preserving remaining farmland, open spaces, and other greenfield lands throughout the county, particularly those lying further west along the I-94 corridor;⁷⁶
- Stormwater management – as described previously, the Town of Brookfield has taken a lead on stormwater management;
- Economic Development - as described previously, the Town of Brookfield has shown itself to be a regional leader in economic development, being a net importer of jobs and workers. Development of *The Corners* project will further enhance the region’s economy;
- Regional Transportation - the Town believes it has proven itself to be a good regional partner for transportation, such as providing the Goerke’s Corners transit hub which is the most important and heavily used multi-modal transit hub in Wisconsin;
- Regional Committees & Planning Groups – Town elected officials and staff serve on county level committees and planning groups such as the Waukesha County Dispatch Center Advisory Committee, Waukesha County Comprehensive Development Plan Committee, Waukesha County Trunked Radio Advisory Council, and the Waukesha County Cooperation Council. The Town contributes 25% of the yearly budget of the Brookfield Convention and Visitors Bureau and the Town’s Administrator has also served as this group’s president and treasurer.⁷⁷
- Fire Protection Cooperation – as described previously, the Town offered to partner with the City of Brookfield to serve the southwest part of the City from its fire station in order to save the City the expense of building new and duplicative infrastructure to serve this. The fact that the City ultimately decided to build two new fire stations of its own does not detract from the Town’s offer to assist. The Town also consistently provides more mutual aid to neighboring communities than it receives in return.
- Willingness to Enter into Boundary Agreements – the Town indicates that it has always been willing to enter into boundary agreements with its municipal neighbors in order to resolve boundary, land use, regulatory, and other issues. In fact, it recently passed a resolution to formalize its ongoing willingness to resolve local and regional issues.

⁷⁵ *Southeastern Wisconsin Regional Planning Commission (SEWRPC) Regional Land Use Plan for Southeastern Wisconsin: 2035* (2006) and *Town of Brookfield Comprehensive Plan / Waukesha County Comprehensive Plan* (date?)

⁷⁶ *Information in Support of the Town of Brookfield Incorporation Petition* (March 2012), at 40.

⁷⁷ *Ibid.*, at 45-46.

Petitioners also point to the numerous intergovernmental agreements the Town of Brookfield has developed with its municipal neighbors as evidence for its being a good regional citizen. These agreements include the following:

- *Countywide Mutual Aid Agreement (2008)* - agreement to provide emergency response aid to participating municipalities in the event of a disaster;
- *City of Waukesha/Town of Brookfield rescue service training agreement (2011)* - Agreement that the City of Waukesha will provide Technical Rescue Service Response and Awareness Training to the Town of Brookfield Fire Department;
- *City of Waukesha/Town of Brookfield Transit Service Agreement (2011)* - agreement expands bus service provided by the City of Waukesha within the Town;
- *Emergency Water Service Agreement (1998)* - agreement between the Town and City Brookfield that allows emergency provision of water due to situations like a water main failure;
- *Emergency Water Service Agreement (2007)* - agreement between the Town of Brookfield and City of Pewaukee that allows emergency provision of water due to situations like a water main failure;
- *Sanitary Sewer Interceptor Construction and Operation Agreement (1976)* - agreement between the Town of Brookfield and Cities of Brookfield and New Berlin to build and operate the “Poplar Creek-Deer Creek Interceptor” in the Fox River drainage basin;
- *Sanitary Sewer Construction and Operation Agreement (1984)* – agreement between the City and Town of Brookfield to jointly build and operate sewer facilities referred to as the “Bluemound Road/Deer Creek Sewer.”
- *Sewer Interceptor Construction and Operation Agreement (1984)* - agreement between the City of Pewaukee and Town of Brookfield to jointly build and operate a sewer interceptor at Springdale Road;
- *Trunked Radio System Contract Addendum (2009)* - agreement to upgrade the county-wide radio system from analog to a digital;
- *Agreement for Construction and Operation of a Sanitary Sewer System for the Davidson Road Connection-Poplar Creek Interceptor (1987)* – an agreement between the City and Town of Brookfield to jointly design and construct a sanitary sewer facility that both communities will utilize in transporting waste to the Fox River sewage treatment plant;
- *Intermunicipal Agreement between the City of Brookfield and Sanitary District No. 4 – Town of Brookfield (2011)* – a water and sanitary sewer agreement specifying that Sanitary District No. 4 agrees to sewer service to that portion of the City just north of the Town’s Greenfield Avenue peninsula, and the City agrees to provide water service to the Town’s Holly Crest/Gaywood Island.

The Parties in Interest disagree with petitioners’ view that the Town of Brookfield is a good regional citizen. Specifically, the Parties in Interest argue that: 1) the City of Waukesha is already prepared to provide services to the Town of Waukesha piece more effectively than could the new village; 2) the town islands included within the petition creates problems for the metropolitan community; and 3) the fact that so many of its municipal neighbors are opposed to this petition means that petitioners have not met the metropolitan impact standard.

Town of Waukesha Territory

The City of Waukesha argues that should this incorporation occur, the result would be an inefficient and unnecessary duplication of services to the Town of Waukesha Territory, because the City either already serves this area or has detailed plans to do so as landowners incrementally request annexation. As mentioned previously, 88% of this area is located within the City of Waukesha's sewer service area. In fact, the City already provides sewer and water service to 3 residential parcels and 8 businesses, a total of 36 acres. **Map 9** shows how the City's sewer and water infrastructure lies immediately proximate to the Town of Waukesha Territory, and already extends into the territory to serve a handful of residential and business property owners.

Also, immediately south of the Town of Waukesha Territory the City has strategically located its Fire Station No. 2, which enables City to respond to emergency calls within the territory in mere minutes. The City has installed water hydrants adjacent to, and within, the Town of Waukesha Territory.

Finally, the City believes the Town of Waukesha Territory is critical because the area includes Arcadian Avenue and Les Paul Parkway, an important gateway into the City. This gateway area should have a consistent appearance with other City areas, such as sidewalks, curbs and gutters, zoning standards, signage, and design standards, among others. However, incorporation of the proposed village would permanently prevent this area from ultimately joining the City and serving as the intended gateway.

Island Areas Create Problems for Metropolitan Community

Were incorporation to occur, it would make permanent the problems caused by the existence of the Holly Crest/Gaywood and Bluemound islands. The separation of these areas and the fact that they are surrounded by the City of Brookfield creates problems for the City such as confusion among citizens and service providers, regulatory problems, and inequities for adjacent Brookfield residents.

Opposition of Municipal Neighbors

The Parties in Interest contend that their opposition to this petition is prima facie evidence that the metropolitan impact standard is not met. They argue that were the proposed village a benefit to the region, then adjacent municipalities would support the proposal, or at least be neutral.

The Parties in Interest question the value of permanently adding yet another governmental body into an already fully urbanized setting. They suggest that the proposed village is indistinct from the Cities of Brookfield and Waukesha, the Town of Brookfield should remain a town so that these communities can continue to gradually expand into the town. Eventually consolidating the Town with its City neighbors would create a stronger, more efficient, and more unified government and region.

DETERMINATION

Petitioners recognize that the Town of Brookfield's current relationships with its municipal neighbors could be improved. By negotiating with its neighbors while on a "level playing field" and eliminating the threat of annexation the proposed village would be free to partner with its municipal neighbors to help create a strong and vibrant region. The Parties in Interest disagree with the manner in which petitioners frame the issue.

The differing manner in which the parties interpret the 2005 *One Brookfield* consolidation study is instructive. The City of Brookfield reads the study as recommending merger of the Brookfields, that both the Town and City are fundamentally the same community and that consolidating results in a bigger and better community for the benefit of residents and the region as a whole. The Town of Brookfield interprets the study as finding consolidation unfeasible. Whether to face tomorrow's world as one community, or two, is a decision communities across Wisconsin have faced and have managed to resolve by utilizing the boundary agreement tools the legislature has provided in ss. 66.0225, 66.0301, 66.0305, and 66.0307 Wis. Stats. Copies of these boundary agreements are available on the Department's website at: <http://doa.wi.gov/municipalboundaryreview>, along with other information such as guides, factsheets, FAQ sheets, flow charts, checklists, and other information to assist communities in developing their boundary agreements.

In its 2001 determination, the Department noted a critical need for cooperation and reconciliation between the Town and its municipal neighbors. There are signs that cooperation and reconciliation could occur. For example, both the Town and City of Brookfield comprehensive plans – the official policy document for those communities - recommends development of a boundary agreement. Also, the parties did stay this incorporation process in 2012 in order to attempt mediation. The Board recommends that petitioners and the Town of Brookfield continue to work with municipal neighbors to develop a boundary agreement that resolves these regional issues. While the Board finds that this standard is not currently met, the Board believes that the petition does have the potential to meet this standard. Therefore, the Board recommends that the petition be re-submitted after such time as the parties have resolved their regional issues by entering into a Cooperative Boundary Plan or Agreement.

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APPENDIX A: INCORPORATION REVIEW BOARD

The Incorporation Review Board was created by 2003 Wisconsin Act 171. It is charged with reviewing incorporation petitions forwarded by the circuit court in order to ensure that these petitions meet the public interest standards in s. 66.0207 Wis. Stats. The board advises the circuit court on whether incorporation petitions should be granted, dismissed, or resubmitted with new boundaries. The Board is also authorized to set and collect an incorporation review fee to pay for the costs of reviewing the petition. The Board has currently set the fee at \$25,000.

Members

Department of Administration Member and Chair

Ed Eberle, Chair of Incorporation Review Board
Administrator, Division of Intergovernmental Relations

Wisconsin Towns Association Member #1

Terrence J. McMahon, Supervisor
Town of Yorkville (Racine County)

Wisconsin Towns Association Member #2

Vacant

Wisconsin League of Municipalities Member

Paul Fisk, Mayor
City of Lodi

Wisconsin Alliance of Cities Member

Rich Eggleston

Staff

Erich Schmidtke
Renee Powers
Phil Wells

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APPENDIX B: MAPS

Map 1	Proposed Village Area
Map 2	Holly Crest/Gaywood Island
Map 3	School District Boundaries
Map 4	Sewer Service Area Boundaries
Map 5	Town of Brookfield Utilities
Map 6	City of Waukesha Shopping
Map 7	Existing Land Use
Map 8	Fire Protection Response Times
Map 9	City of Waukesha Utility Infrastructure

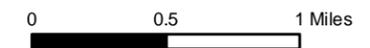
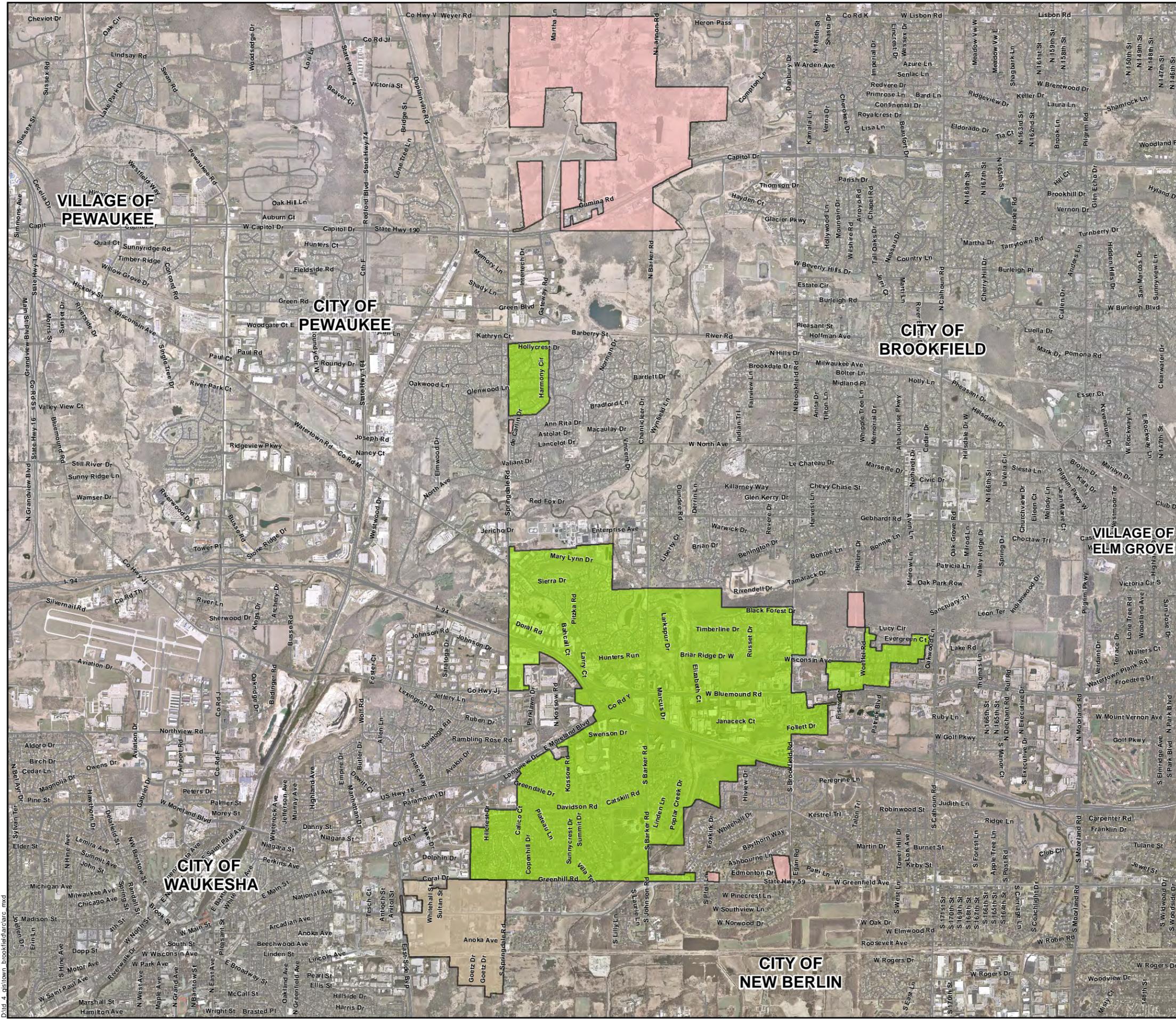
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Map 1 Local Context

Town of Brookfield, Wisconsin

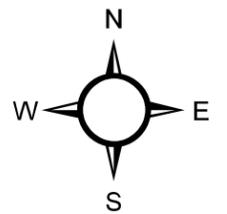
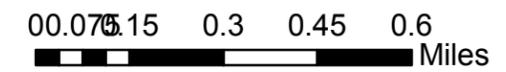
September 19, 2011

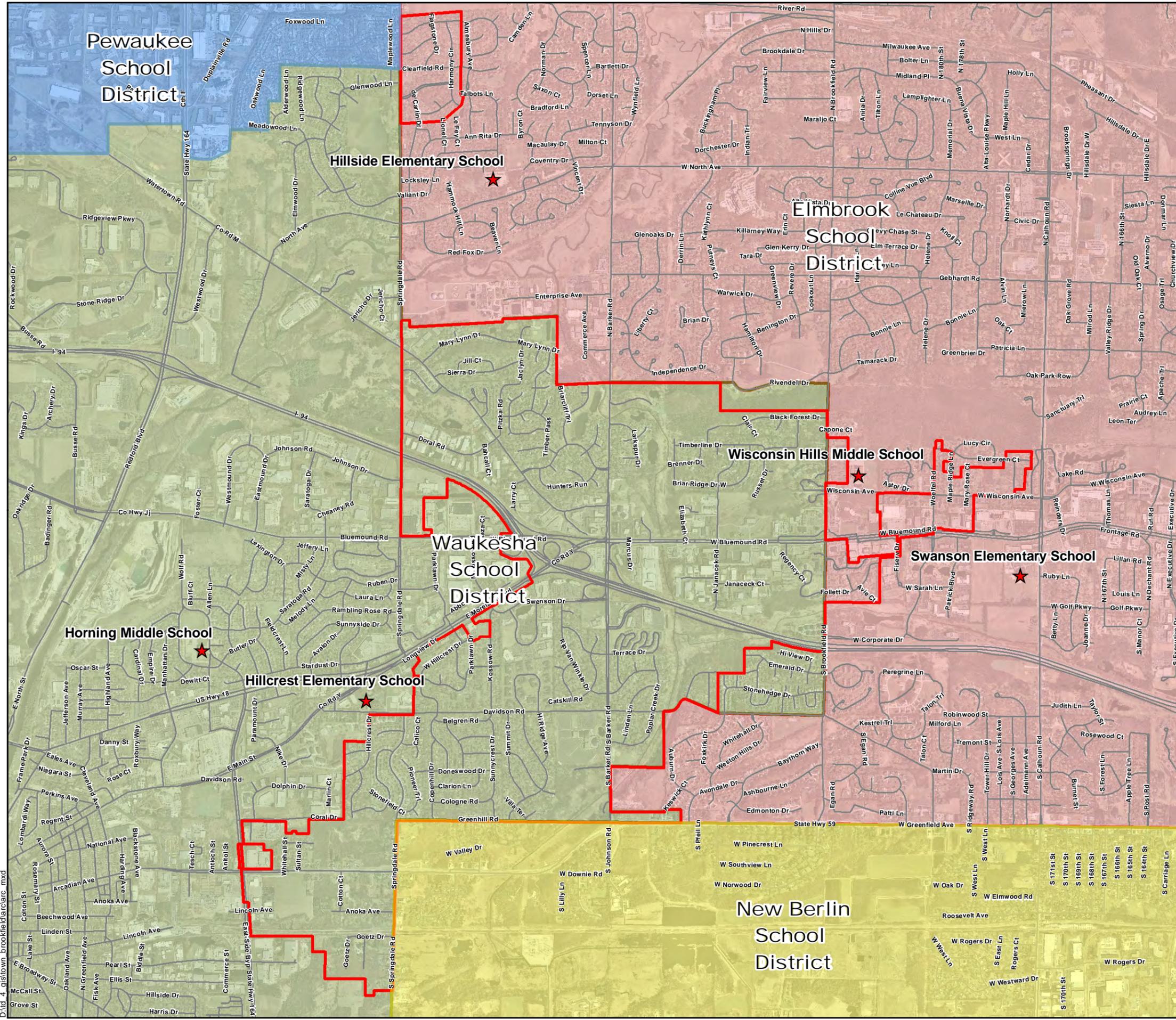
-  Town of Brookfield Portion Included in Incorporation
-  Town of Waukesha Portion Included in Incorporation
-  Town of Brookfield Remnant



Data Sources: Southeast Wisconsin RPC; Waukesha County; U.S. Census

Town of Brookfield Incorporation Holly Crest/Gaywood Island Area





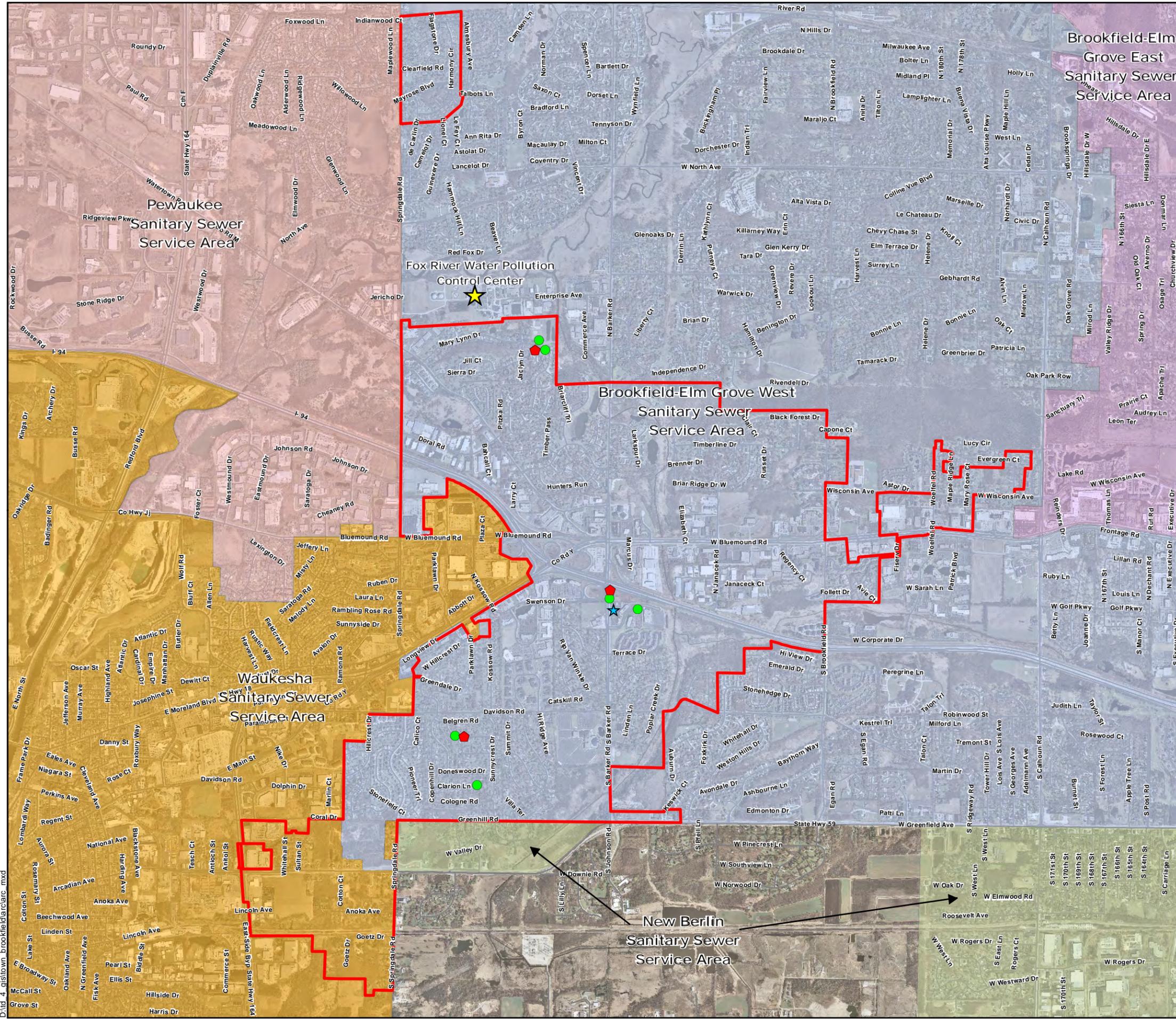
Map 3 School District Boundaries

Town of Brookfield, Wisconsin
October 25, 2011

-  Town of Brookfield Incorporation Boundary
-  Schools with Town Resident Attendance



Data Sources: Southeast Wisconsin RPC; Waukesha County; U.S. Census

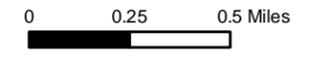


Map 4 Sewer Service Area Boundaries

Town of Brookfield, Wisconsin

December 6, 2011

-  Town of Brookfield Incorporation Boundary
-  Water Tower
-  Pumping Stations
-  Wells



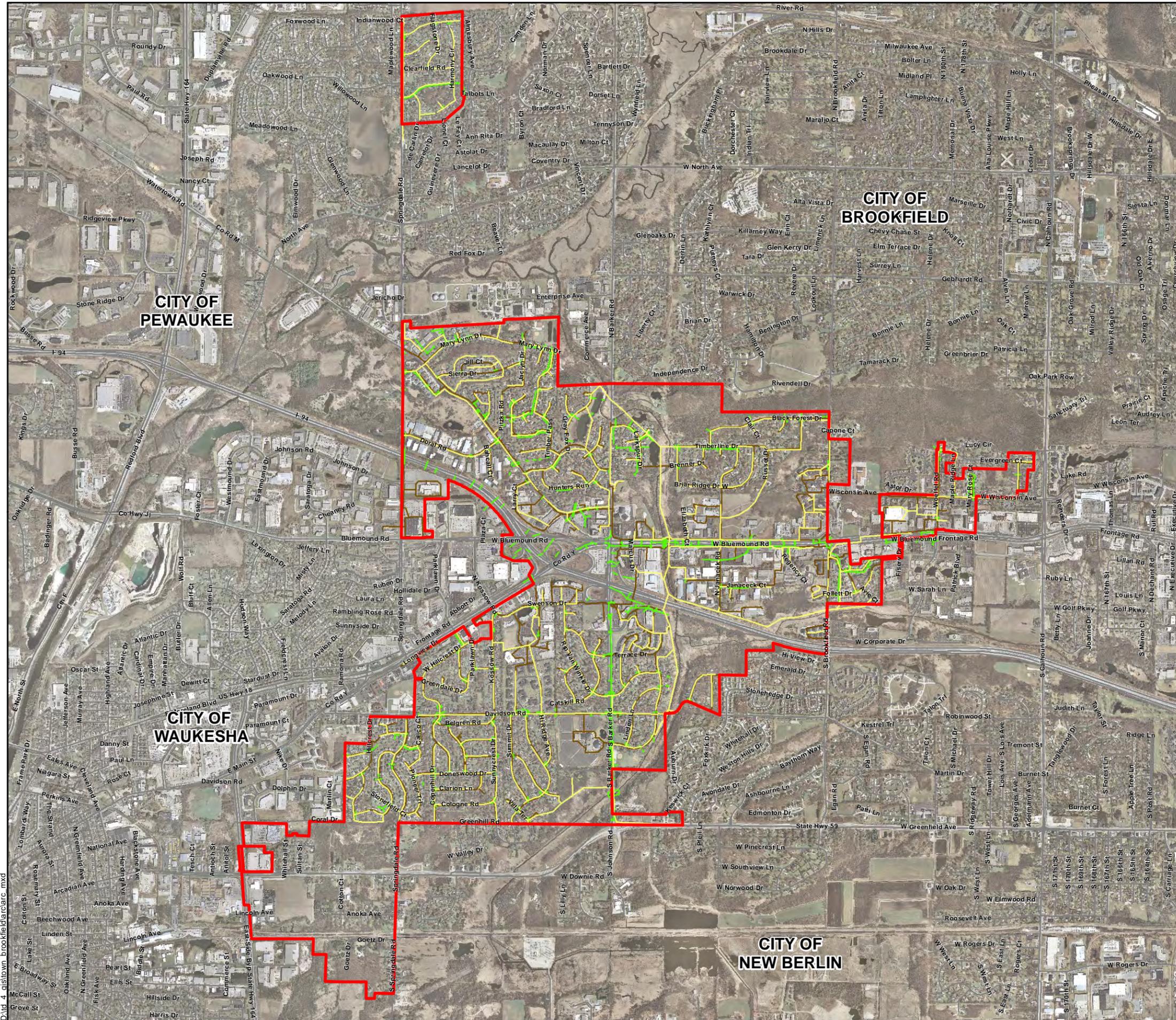
Data Sources: Southeast Wisconsin RPC; Waukesha County; U.S. Census

D:\d 4 g1stowm brookfield\arc\arc.mxd

Map 5 Utilities

Town of Brookfield, Wisconsin

December 6, 2011



-  Town of Brookfield Incorporation Boundary
-  Sanitary Sewer
-  Storm Sewer
-  Water Main

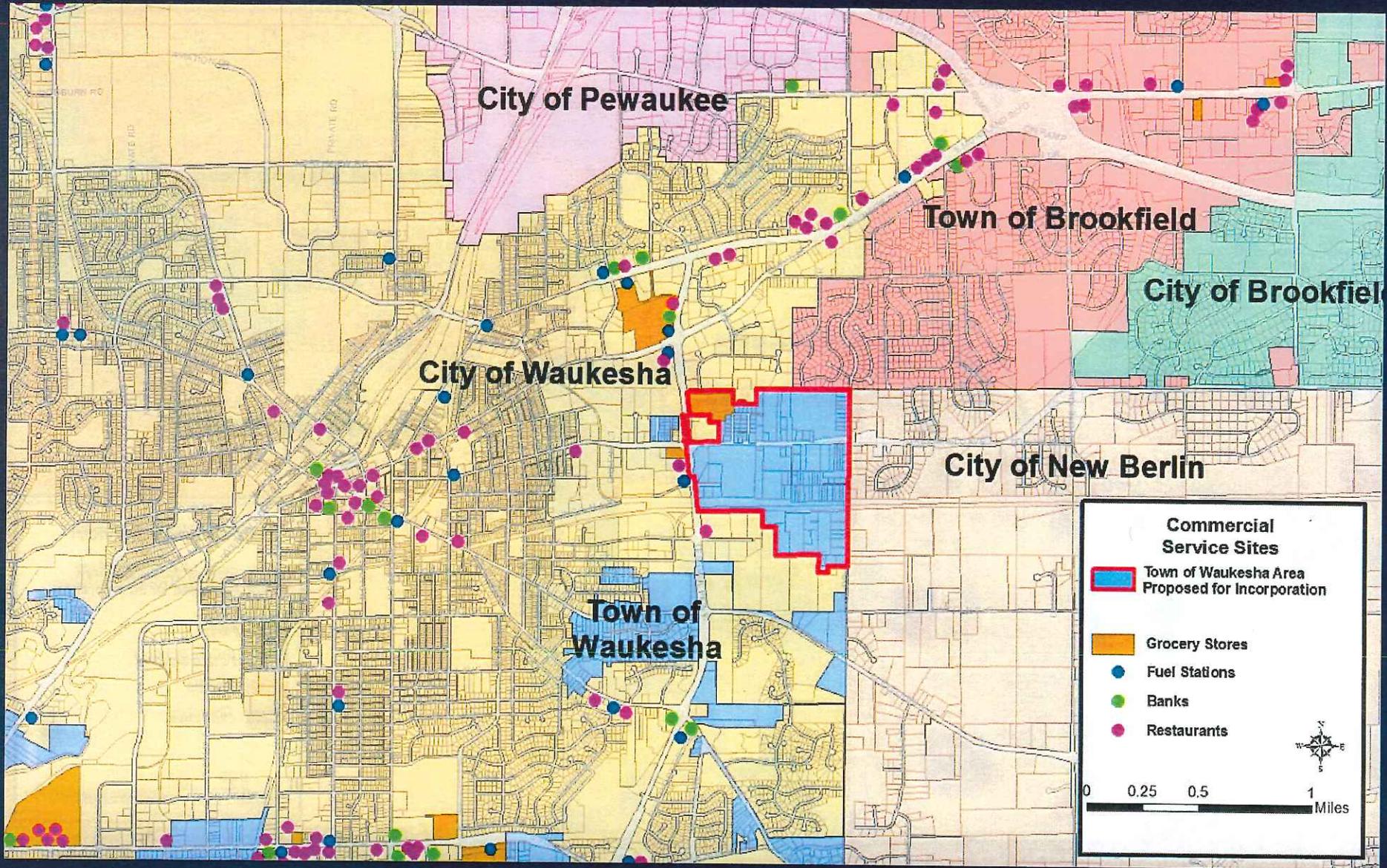
Note:

1. Exact Town of Waukesha utilities data was unavailable to the Town of Brookfield at this time.
2. See Map 11 for sewer service area boundaries.

0 0.25 0.5 Miles



Data Sources: Southeast Wisconsin RPC; Waukesha County; U.S. Census

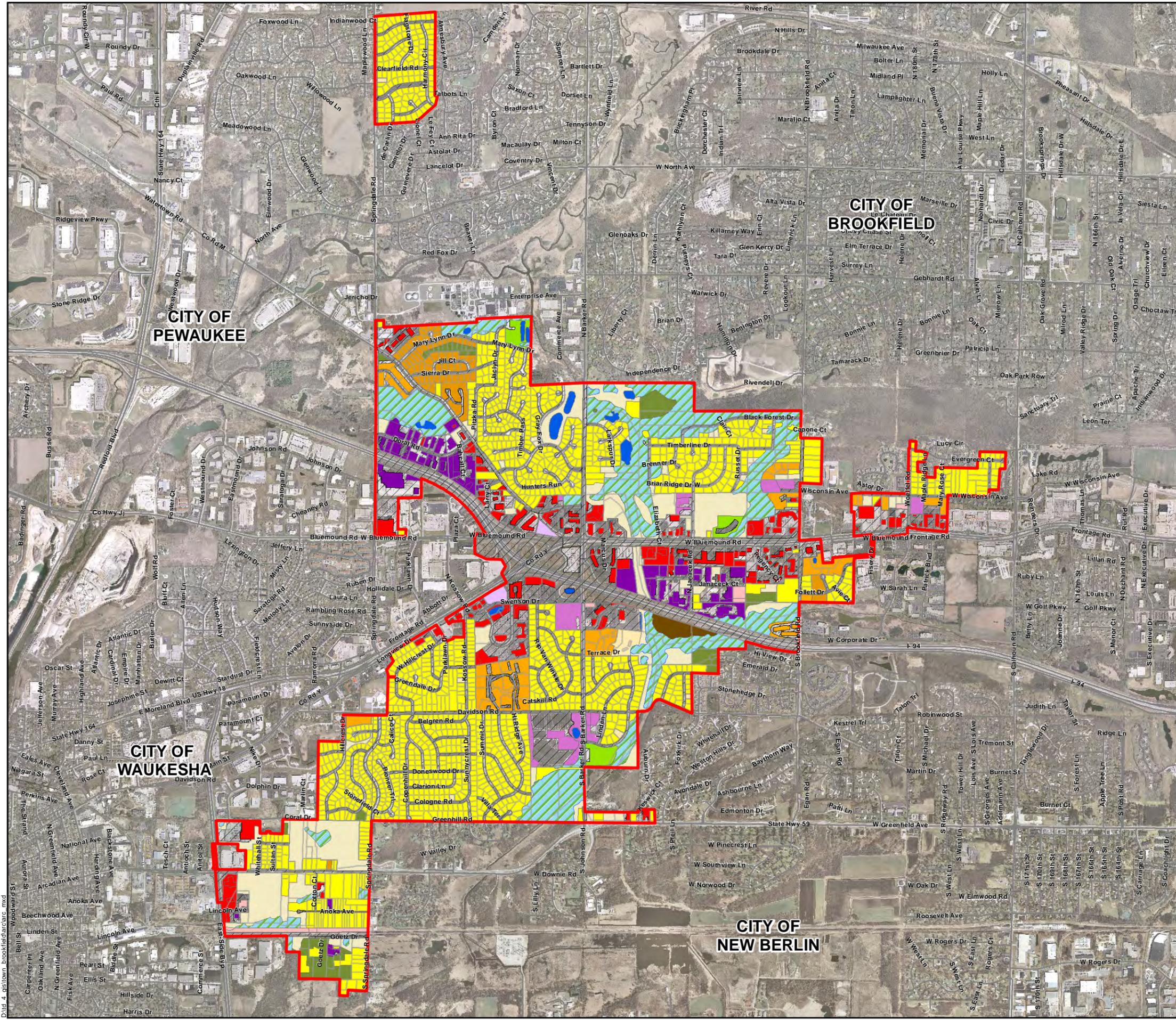


9
Daily Commercial Services

Map 7 Existing Land Use

Town of Brookfield, Wisconsin

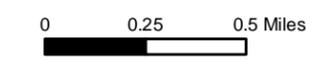
December 6, 2011



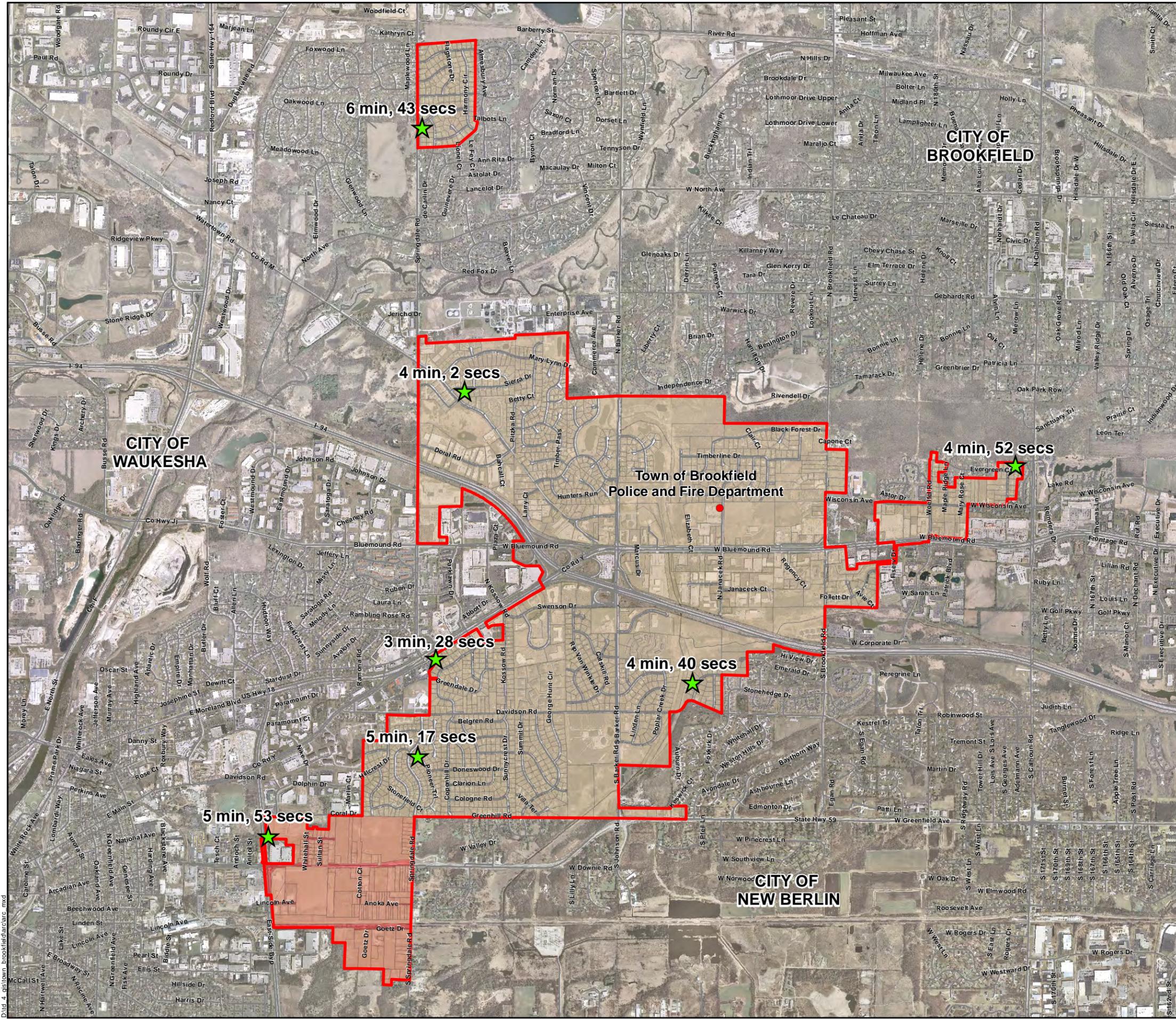
-  Town of Brookfield Incorporation Boundary
-  Single-Family Residential
-  Two-Family Residential
-  Multi-Family Residential
-  Residential Under Development
-  Agriculture
-  Commercial
-  Commercial Under Development
-  Communications/Utilities
-  Government/Institutional
-  Industrial
-  Recreation
-  Transportation
-  Surface Water
-  Wetlands
-  Woodlands
-  Open Lands

Note:

See Appendix 7 for a map of land use in the surrounding area.



Data Sources: Southeast Wisconsin RPC (Land Use data is from 2000); Waukesha County; U.S. Census



Map 8 Fire and EMS Response Times

Town of Brookfield, Wisconsin

September 29, 2011

-  Example Emergency Response Locations
-  Town of Brookfield Incorporation Boundary
-  Town of Brookfield Parcels Included in Incorporation
-  Town of Waukesha Parcels Included in Incorporation

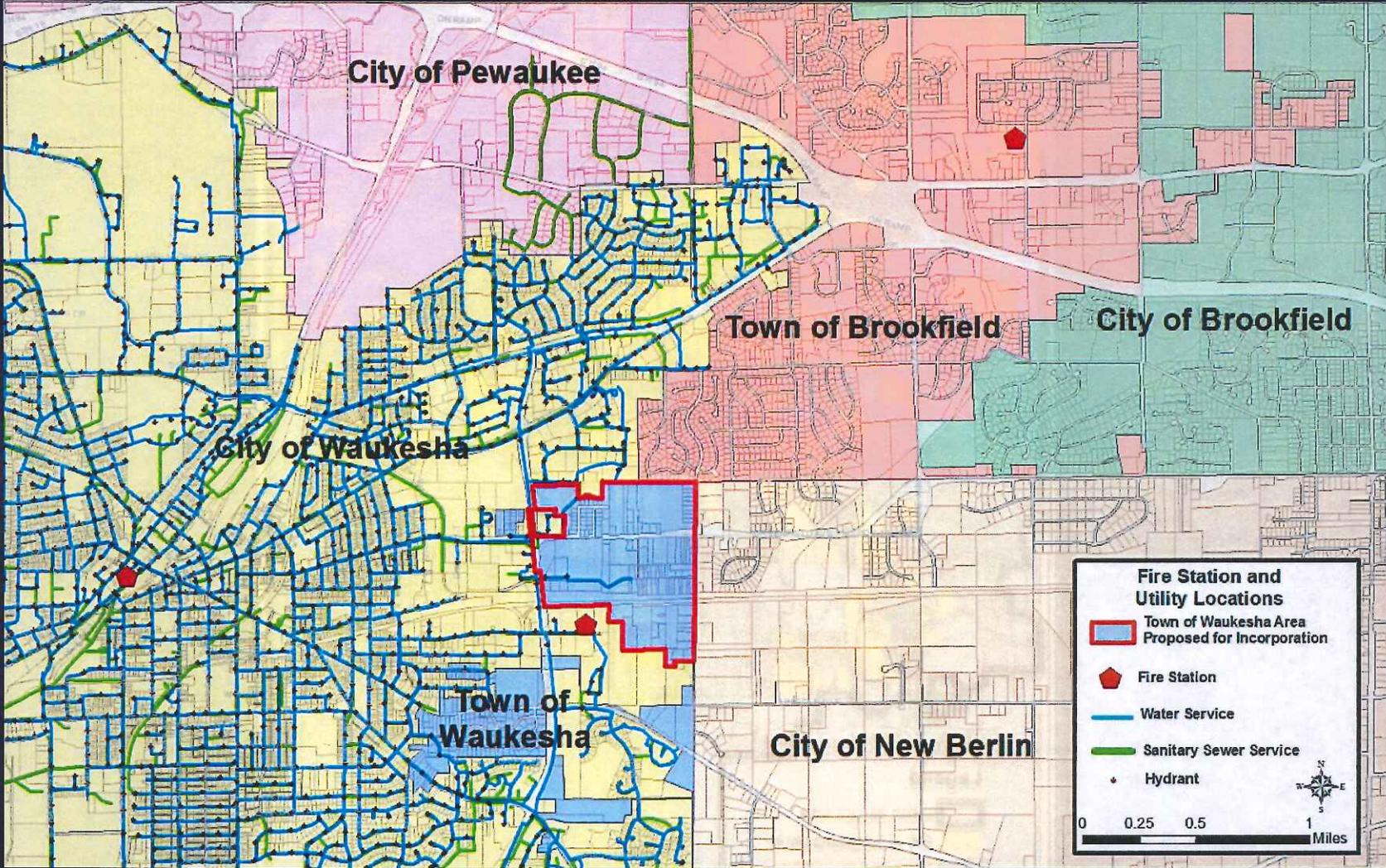
Note:

Example response times were provided by the Town of Brookfield Fire Department and are for fire and emergency medical services. The response times given are designed to demonstrate the overall capability of the department in reaching different parts of the Town in a timely manner.

Between January 1, 2009 and August 5, 2011, 383 fire/EMS runs were made by the Town of Brookfield Fire Department. The highest response time was 10:00, the lowest was 4:00, and the average response time was 4:40.

0 0.25 0.5 Miles





Infrastructure & Service Planning

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APPENDIX C: BUSINESSES WITHIN THE PROPOSED VILLAGE

Businesses within the Proposed village		
1. Acura of Brookfield	181. Full Servcie Car Wash	361. Pizza Hut
2. Allen Edmonds Shoe	182. Fastek International	362. Penzeys Spices
3. Abere Dentistry	183. Fayes Inc	363. Pepsi Cola General Bottlers
4. Apker & Foth	184. F & F Tire Servcie Inc	364. Powrttek Engineering
5. American Energy Inspection Co	185. Fiserve Solutions	365. Phoenix International
6. American Industrial Leasing Co	186. 403 Labs	366. Publishing Perfection
7. Applebee's	187. First Data Merchant Services Co.	367. Panos Char House
8. Associated Bank	188. Forida's Natural Food Service	368. Primerica
9. Auer Steel & Heating Supply	189. Foottech of Racine	369. Potbelly Sandwich Works
10. Alberti Electric C	190. FirstLease Inc	370. Peltz Group LLC
11. Argosy Ltd	191. Farmer Bros Co	371. Pump It Up
12. A Loving Home Inc	192. Galleria 890	372. Prime Cigar Co
13. Art of Hair	193. Gaeth Electric INc	373. Pitney Bowes Global Financial Servcies
14. Advance Auto Parts	194.GCI	374. Pasternak & Zirgibel SC
15. Avtex Solutions LLC	195. Gayatri Center	375. Turn-Key Homes
16. Alterra Wynwood /Brookfield Gardens	196. Great America Leasing Co	376. Pepsico Sales
17. Amcon Design & Construction LLC	197. GNC/Donal Patzfahl	377. Presidio Technology Capital LLC
18. Advanced Fastening Supply	198. Golf Galaxy	378. Pattison Sign Group
19. All City/Novo 1	199. Guardian Business Solutions	379. Phase II Clothing & Skateboards
20. Apartment Laundry Center	200. General Electric Capital Corp	380. Park Bank
21. American Honda Motor Co	201. GE Capital Information Tech Solutions	381. Park Bank Leasing
22. A Professional Touch	202. Genesis Global Resources LLC	382. Parata Systems
23. Aurora Sinai Medical Center	203. Getz Majdoch Inc	383. Posh Pet Styles
24. Audio Visual of Milwaukee	204. Gant Travel Management	384. Pro Health Care Medical Associates
25. Automobile Club of WI/AAA	205. Wm Heinz & Sons Inc	385. Praxair Distribution
26. American Marketing & Publishing	206. Health Hut Inc	386. Quinette & Traudt Inc
27. Avada Hearing Care	207. Hood Cleaning Inc	387. Quality Inn
28. ADP Inc	208. Hall Imports LLC	388. Quest Home Loan Center
29. Aro Behavioral Healthcare Inc	209. Hampton Inn	389. Rehabilitation Institute
30. Allure Intimate Apparel	210. Hatch Staffing Servcies	390. Recycle Technologies
31. Argon Inc	211. Hockey Haven Inc	391. Rembrant Commercial Cleaning
32. Air Wireless LLC	212. Honey Baked Ham Company & Caf�	392. Russ's Mulch & Topsoil
33. Aldi Inc	213. Hey & Associates Inc	393. RSC Equipment Rental
34. Arctic Clacier	214. H & H Insurance Services Inc	394. Reputable Independent Consulting
35. American Family Mutual Ins	215. Hallmark Marketing Co	395. Reitz Insurance Agency
36. Aplin & Ringsmuth Law Office	216. Hyde Environmental Inc	396. Robertson Ryan &

Businesses within the Proposed village		
		Associates
37. Aneu Salon	217. Kathy Hartke MD	397. Red Prairie Co
38. A Gluten Free Frenzy	218. Health Insurance Associates	398. Robert half International
39. Apex Acupuncture & Natural Health Clinic	219. A Healing Center	399. Risk Enterprise Mgmt Ltd
40. American Robot Sales Inc	220. Hale Vision Correction	400. Rub A Dub Dog Grooming
41. ADP Commercial Leasing Inc	221. Holistic Wellness Center	401. Reliable Water Services FKA
42. Anderson Restaurants Inc	222. John Hansen Insurance Sales	402. Ramiah Investment Group
43. Air Serve Group LLC	223. HP Financial Services	403. Reese & Associeates
44. Adler Financial	224. H & R Block	404. Rozman Wealth Management
45. Boerner CPA	225. Hower Financial Services LLC	405. Restaurant Technologies Inc
46. Burger King	226. Harwood Associates Inc	406. Ricoh Amnericas Co
47. Best Buy	227. HS Properties LLC	407. RCA Plowing & Lawn Care LLC
48. Bunell & Associates	228. Horizon Law Group LLC	408. Rogan Shoes
49. Brennan's Country Farm Market	229. Heaven & Earth Acupuncture	409. Reyna Capital Co
50. Bazaar Factory Outlet	230. Halling & Cayo SC Attorneys	410. RP Contractors
51. BRE/LQ Properties LLC/LaQuinta Hotel	231. Hallease Inc	411. River Boutique
52. Brookfield Computers	232. Hologic LP	412. Real D
53. Better Living Center	233. Hill-Romm Company Inc	413. Road Runinger HoldCo
54. Boston Market Inc	234. HP Enterprise Servcies LLC	414. Rapid Displays Inc
55. Brookfield Highlands Apts	235. IV Media Inc	415. River Valley Remodeling
56. Bridgestreet Corporate Housing LLC	236. Innotech Solutions LLC	416. Safro Car Imports
57. Comprehensive Accounting Inc	237. IBM Credit LLC	417. Select Leasing
58. Brayton management Co	238. IBC Sales Corp (Hostess)	418. Speedway Inn
59. Bopnness Cosmetic Surgery	239. Insurance Processing Center	419. State Farm Insurance
60. Bearing Distributors Inc	240. IKON Office Solutions Inc	420. Paul J Smith & Associates
61. Bluemound Elite Inc	241. Integrity Wealth Mgmt	421. Sam's Wholesale Club
62. Becker Audiology	242. Integrity Retirement Plan Services	422. St Paul Fire & Marine Ins
63. Beautiful Cleaning	243. Toppers Pizza	423. Scheibe & Scheibe Landscape
64. BCH & H	244. ICS Management LLC	424. Robert Silvestri
65. Brookfield Fondue LLC	245. Integrated Tire Systems	425. Sanborn Tube Sales
66. Brook Furniture Rental Inc	246. iGPS Co	426. Stefan's Soccer Supply
67. Bank of America	247. Inlanta Mortgage Inc	427. State Farm Ins
68. Brock Endodontics	248. JZ Hairdesigns	428. Subway Restaurant
69. Banc of America Leasing & Capitol LLC	249. JRS Holding Inc	429. Schroeder Group
70. Betters & Associates SC	250. Jacobson Bros Meats & Deli	430. Spruce Computer Systems
71. Brookfield Sightlab	251. Jimmy Johns	431. Shabahang Oriental Rugs
72. Blue Cross Blue Shield of WI	252. John Deere Landscapes Inc	432. Starbucks
73. BFG Supply co	253. Jenny Nail Spa	433. Salon Nouveaux
74. Body Transitions	254. Jose's Blue Sombrero	434. Salto Gymnastics
75. BB & T Centralized Solutions	255. JP Morgan Chase Bank	435. Sodexho Operations LLC

Businesses within the Proposed village		
Inc		
76. Brookfield Family Restaurant	256. Joseph Group	436. State Farm Insurance
77. Buelow Vetter Buikema Olson & Vliet LLC	257. Kerns Carpets	437. Sentry Financial Co
78. Best Defense	258. Kay & Kay Law Firm	438. Jeff Stouthamer Insurance
79. Boston Scientific Co.	259. Kentucky Fried Chicken	439. SC Kiosks Inc
80. Biomerieux Inc	260. Kmart	440. Schweitzer Law Office
81. Blue Cross Blue Shield of WI	261. Kopp's Grocery	441. Michael Shefsky Phd
82. Brookfield Hair Studio	262. Konica Minolta Business Technologies	442. Schoendorf Law Office
83. Baxter Healthcare Co	263. Key Equipment Finance	443. State Farm Insurance
84. Chicago Title Ins	264. Laacke & Joys	444. Simandl & Prentice SC
85. Cabintree of Wis	265. La Petite Academy	445. Sara Lee Co
86. Crivello Camera Center	266. Lexus	446. Simon Group
87. Compusource Inc	267. Lessiter Publications	447. Siemens Product Lifecycle Mgmt Software
88. Casper Coffee	268. Les Moise	448. SRI Gayathri Foods
89. Custom Tailoring Service	269. LodgeNet Interactive Co	449. Stamm Financial Group/Northwestern Mutual
90. Cannon & Dunphy Law	270. Litgen Concrete Cutting & Coring Co	450. Sprint United Management Co
91. Culligan Water Conditioning	271. Lasik Vision Institute	451. Safety-Kleen Systems
92. Century Venture Co.	272. LodgeNet Interactive Co	452. Stanley Convergent Security Solutions
93. Chuck-E-Cheese Restaurant	273. Lincoln Financial LLC	453. Steinhafels
94. Capri Management LLC	274. Louise's Restaurant	454. Stephanie Horne Boutique
95. Coca-Cola Refreshments	275. LakePointe Holdings LLC	455. Sherwin Williams
96. CIT Communications Finance Co	276. LE Myers Co	456. Soaps-R-Us
97. Canon Financial Services	277. LeaseNet Group LLC	457. Siding Unlimited
98. Creative Pals Inc	278. La Bri Group	458. Siemens Energy
99. Clear Channel Outdoor	279. Lemback Global Sourcing LLC	459. Siemens Water Technologies
100. Coldwell Banker Residential Brokerage	280. Logicalis Inc	460. Taco Bell
101. Carl Stahl American Lifting LLC	281. Law Office of Chomi Prag LLC	461. Tee-Aire Inc
102. Chicos	282. Leeco Financial Services INC	462. Tech-Tron Sales Inc
103. Confidence Driving School	283. Liberty Property LP	463. Talbots Inc
104. CIT Technology Financing Serv Inc	284. Metal Finishing Supply	464. Told Development Co
105. Commission Express	285. Mavroff Inc	465. Taste of India
106. Commercial Pool & Supplies Inc	286. Mars Gold & Diamonds	466. Tuesday Morning Inc
107. Childrens Theater	287. Motel 6 Operating LP	467. Thompson Media
108. C & C Erecting/Mega Construction	288. Metropolitan Engineering INC	468. Tony & Friends Salon & Spa
109. Crossroads Acquisition Co.	289. Mama Mias	469. Tech Recruiters
110. Cisco Systems Capital Co.	290. McDonald's	470. Technical Point Resources
111. CSI Leasing Inc	291. Medical Screening Services Inc	471. Teho Pro Compliance/Life Mark Institute
112. Cousins Subs	292. Meridien Resource Co	472. Travelers Indemnity Co
113. Consultis Inc	293. Mobile Dental Centers	473. TMFS Milwaukee LLC

Businesses within the Proposed village		
114. Circle Track Specialties	294. Marlin Leasing Co	474. Tan & Nail World Inc
115. CLE LLC	295. Meineke Muffler	475. Tech Resources
116. Chiang Mai Thai	296. Cocina Real 1	476. Standard Companies
117. Catalina Marketing Co	297. Metso Minerals INC	477. Travelers Casualty & Surety Co
118. California Closets	298. Swiss Dip	478. Thrivent Financial for Lutherans
119. Celtic Gypsy	299. M2 Lease Funds	479. Touching Hearts at Home
120. Cocinia DeLeon LLC	300. Medtronic USA	480. Talent network Group
121. Chema Technologies Inc	301. Muzak LLC	481. T Distribution Inc
122. Canon Business Solutions	302. Mortensen Photography	482. TRM Copy Centers LLC
123. Coinmach Service Co.	303. Medical Technology Mgmt Institute	483. Townsley Ltd
124. Cash for Gold	304. Metrix LLC	484. Tri-State Adjustments
125. Center for Neurology & Sleep Disorders	305. Milwaukee Direct Marketing	485. Tech Squad
126. Cosmetic & Complementary Medicine	306. Marcus Theatres	486. Those Nails
127. Don & Roys Cycle Shop	307. John Moser DDS	487. Technology Solutions Group
128. Dentist of Galleria West	308. MJB Management Consulting LLC	488. USA Today
129. Donovan Mirro & Glass	309. Macquarie Equipment Finance LLC	489. Ultimos LLC
130. Drexel Inc	310. Mobile Mini	490. United Parcel Service
131. Decolink Division/Construction Specialties INC	311. Randall Moles DDS	491. University of Phoenix
132. Dent Clinic Inc	312. Mega Media	492. US Bancorp Equipment Finance
133. Dunn Chiropractic Office SC	313. MSI Mortgage Services LLC	493. Charro Tacos & Tequila
134. Dequardo Insurance	314. ME Lou	494. Univita-Long Term Care Group
135. Dettlaff & Company Inc	315. MailFinance Inc	495. United Leasing Assoicates
136. Diamond Designs	316. Mid America Bank	496. Valvoline Instand Oil Change
137. Diesel & Gas Turbine Publications	317. Miss Pole LLC	497. Varilease Technology Finance Group
138. Demitros Appraisal	318. Mattress Firm	498. Veolia ES Solid Waste Midwest LLC
139. Cleaning Authority	319. Mad Science	499. Vector Surgical LLC
140. Dillett Mechanical Service Inc	320. Miss Julia's Bake Shop	500. Verizon Credit
141. Jerome Doomek, Attorney	321. McCollister, Shafer & Stewart	501. Wild Birds Unlimited
142. De Lage Landen Operational Services LLC	322. Vicky Mondloch MD	502. Warzyn Sales
143. Diamond Communications LLC	323. Metro Paint & Décor	503. Robert Wyler DDS
144. Dell Financial Services LP	324. Melinda Wilke	504. Womenscare Inc
145. Disciplined Investro Group	325. Mitel Leasing	505. West Suburban Center for Arthritis
146. DISH Network LLC	326. Blackbox Network Services	506. Waukesha Physical Therapy Clinic
147. Dollar Tree	327. New Life Resource	507. Walgreens

Businesses within the Proposed village		
148. Davidson Family Chiropractic	328. William Newby Financial Planning	508. Westtown Veterinary Clinic
149. Dignified Home Care Services	329. Neopost USA	509. West New Brook Orthodontists
150. DMX Inc	330. Nails U Luv	510. Welman Architects
151. Double Take Gallery & Gifts	331. R & N Ventures LLC	511. Wells Fargo Financial Leasing
152. Elmbrook Veterinary Clinic	332. Nurturing Balance	512. WJS Financial Services
153. Thomas Edwards CD	333. Neu's Hardware Gallery	513. Wiscosnin Compensation Ratings Bureau
154. Emperors Kitchen II	334. NuCO2 Supply	514. Wells Fargo Advisors LLC
155. E & S Solutions Inc	335. Nails By Jo	515. Watts Communications Inc
156. Elmbrook Vending	336. Noble Medical Inc	516. Wolfe Retail Services
157. Emerson Power Transmission	337. Nelson Clean Care	517. Wabasha Leasing LLC
158. Eclectica/Bead Studio	338. National Entertainment Network	518. Waterstone Bank/Wauwatosa Savings
159. EWH Small Business Accounting	339. Northstar Financial Insurance Services LLC	519. Wisconsin Automobile Insurance Plan
160. Erie Insurance Exchange	340. Noble Diagnostics Inc	520. Wilke Electric
161. Elematic Inc	341. NCMIC Finance Co	521. David Worden Insurance Agency
162. Essential Balance	342. Live Garden	522. Wisconsin Appraisal Service
163. Edible Arrangements	343. Oscar's Froxzen Custard	523. Wheaton Franciscan Healthcare
164. Executive Sales & Marketing	344. Oral Surgery Associates	524. The WellPoint Companies
165. Engel & Engel	345. Osinga Law Offices SC	525. Xerox Corporation
166. eFunds Co.	346. Open Pantry Food Mart	526. York Properties
167. Electrical Solutions	347. OSI Environmental Inc	527. William Yellin Attorney's Office
168. Elavon	348. Oce Imagistics Inc	528. York Store Online
169. Ellipse Fitness	349. Orthodontic Centers of Wisconsin Inc	529. Zurich-American Insurance
170. Ellen Pederson	350. Oasis Massage	530. Zurich American Claims Center
171. Eurest Servcies	351. Open Pantry Food Mart	531. Zurich American Insurance Group
172. ESA P Portfolio LLC	352. Pitney Bowes Inc	
173. EverBank Commercial Finance Inc.	353. Pediatric Healthcare SC	
174. Gordon Flesch Co	354. PDQ Store	
175. FSC Co.	355. Pro-Clean Dry Cleaners	
176. Fuchs Business Solutions	356. Perkins Family Restaurant	
177. Fairview Senior Homes	357. Picardy Shoe Parlour West	
178. Foxhaven LLC	358. Priority Title Co	
179. Fidelity Asset Management Inc	359. Sherry Prowatzke MD	
180. First Weber Group	360. Partners Mutual Insurance Co	