

July 10, 2004

Mr. Daniel F. Ertl
City of Brookfield
2000 North Calhoun Road
Brookfield, WI 53005

Re: Project Plan for Tax Incremental District #3 for the City of Brookfield

Dear Mr. Ertl:

We have acted as counsel for the Brookfield Community Development Authority and the City of Brookfield in connection with the proposed creation of Tax Incremental District #3 of the City of Brookfield (the "District") and have reviewed the project plan dated the 26th day of July, 2004, as edited for the District (the "Project Plan").

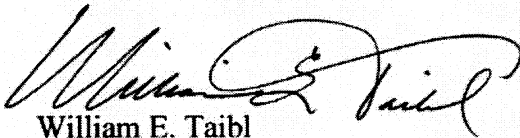
In connection with the proposed creation of the District, we have also reviewed such other documents as we deemed necessary to enable us to give this opinion including prior drafts of the Project Plan dated July 12, 2004 and July 26, 2004 which were previously considered by the Community Development Authority and the Plan Commission.

We have not been engaged too, nor have we undertaken too, verify the accuracy of the assumptions, estimates, or financial projections contained in the Project Plan or the financial analysis of the city's ability to create this district and express no opinion relating to those items.

Based upon our review, and in reliance on the accuracy of the statements set forth in the Project Plan, it is our opinion that the Project Plan is complete and complies with Section 66.1105 of the Wisconsin Statutes. It is also our opinion that the July 12th and 26th, 2004 drafts of the Project Plan were complete and complied with Section 66.1105 of the Wisconsin Statutes.

Very truly yours,

von BRIESEN & ROPER, s.c.



William E. Taibl

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