



SOUTHWESTERN ILLINOIS FLOOD PREVENTION DISTRICT COUNCIL
BOARD OF DIRECTORS MEETING
December 18, 2019 7:30 am

Metro-East Park and Recreation District Office
104 United Drive, Collinsville, Illinois 62234

1. Call to Order
Debra Moore, President
2. Approval of Minutes of September 18, 2019
3. Public Comment on Pending Agenda Items
4. Election of Secretary/Treasurer for Remainder of 2019-2020
5. Program Status Report
Chuck Etwert, Chief Supervisor
6. Budget Update and Approval of Disbursements
Chuck Etwert, Chief Supervisor
7. Design and Construction Update
Wood Environment & Infrastructure Solutions, Inc.
8. Resolution providing for the issue of not to exceed \$75,000,000 Flood Prevention District Council Sales Tax Revenue Bonds, Series 2020, of the Southwestern Illinois Flood Prevention District Council, Madison, St. Clair and Monroe Counties, Illinois for the purpose of refunding certain outstanding bonds.
Khaleen Dwyer, Columbia Capital Management
9. Selection of Bond Underwriters
Khaleen Dwyer, Columbia Capital Management
10. Wood Work Order #18 Amendment #4
Wood Environment & Infrastructure Solutions, Inc.
Chuck Etwert, Chief Supervisor

AGENDA

11. Wood Work Order #20 Authorized Level Construction Management
Wood Environment & Infrastructure Solutions, Inc.
Chuck Etwert, Chief Supervisor
12. Selection of Contractor to Perform Construction Activities In Bid Package #18 –
Underseepage Controls from 1207+00 to 1352+00
Wood Environment & Infrastructure Solutions, Inc.
Chuck Etwert, Chief Supervisor
13. Update from Corps of Engineers
Tracey Kelsey, U.S. Army Corps of Engineers
14. Resolution of Appreciation – Ronald S. Motil
15. Public Comment

Executive Session – Review of Executive Session Minutes
16. Release of Executive Session Minutes
17. Other Business
18. Adjournment

Next Meeting: January 15, 2019

* The Madison County Flood Prevention District and the Monroe County Flood Prevention District will be meeting after the conclusion of the Council's meeting.

MINUTES

SOUTHWESTERN ILLINOIS FLOOD PREVENTION DISTRICT COUNCIL BOARD OF DIRECTORS MEETING September 18, 2019

The regular meeting of the Board of Directors was held at the Metro-East Park and Recreation District Office, 104 United Drive, Collinsville, Illinois at 7:30 a.m. on Wednesday September 18, 2019.

Members in Attendance

Debra Moore, President (Chair, St. Clair County Flood Prevention District)
Ron Motil, Secretary/Treasurer (Chair, Madison County Flood Prevention District)
Bruce Brinkman, Monroe County Flood Prevention District
Isabelle Crockett, St. Clair County Flood Prevention District
Aaron Metzger, Monroe County Flood Prevention District
Jeremy Plank, Madison County Flood Prevention District
David Schwind, Madison County Flood Prevention District

Members Absent

John Conrad, Vice-President (Chair, Monroe County Flood Prevention District)
Alvin Parks, Jr., St. Clair County Flood Prevention District

Others in Attendance

Robert Elmore, Monroe County Board Chair
Mark Kern, St. Clair County Board Chair
Kurt Prenzler, Madison County Board Chair
Chuck Etwert, SW Illinois FPD Council
Jeremy Dressel, Juneau Associates Inc.
Khalen Dwyer, Columbia Capital Management, LLC
David Human Jr., Husch Blackwell LLP
Chad Jones, Wood Environment & Infrastructure Solutions, Inc.
Tracey Kelsey, U.S. Army Corps of Engineers
Lance Lunte, Lochmueller Group
Jay Martin, Wood Environment & Infrastructure Solutions, Inc.
Rick Mauch, SCI Engineering
Jack Norman, Kaskaskia Group, Sierra Club, Illinois Groundwater Advisory Council
Rhonda Sauget, Leadership Council Southwestern Illinois
Don Sawicki, Metro-East Sanitary District
Jeff White, Columbia Capital Management, LLC

Call to order

President Debra Moore noted the presence of a quorum and called the meeting to order at 7:30 a.m.

Dr. Moore asked for a roll call to confirm that a quorum was present and the following indicated their attendance.

- Mr. Brinkman – Present
- Ms. Crockett – Present
- Mr. Metzger - Present
- Dr. Moore – Present
- Mr. Motil - Present
- Mr. Plank - Present
- Mr. Schwind - Present

A quorum was present.

Approval of Minutes of August 21, 2019

Dr. Moore asked for a motion to approve the minutes of the Board meeting held on August 21, 2019. A motion was made by Mr. Schwind, seconded by Ms. Crockett, to approve the minutes of the Board meeting held on August 21, 2019. Mr. Motil called the roll and the following votes were made on the motion:

- Mr. Brinkman – Aye
- Mr. Conrad – absent
- Ms. Crockett - Aye
- Mr. Metzger - Aye
- Dr. Moore – Aye
- Mr. Motil – Aye
- Mr. Parks – absent
- Mr. Plank – Aye
- Mr. Schwind – Aye

The meeting minutes were approved.

Public Comment on Pending Agenda Items

Dr. Moore asked if there were any comments from the public on any agenda item on today's agenda. There were none.

Program Status Report

Dr. Moore asked Mr. Etwert to provide a status report for the project.

He indicated there hadn't been a lot of progress during the last month and he would only be providing a few highlights, instead of going over the whole status report as usual.

Mr. Etwert first discussed the 100-Year Certification Packages:

100-Year Certification Packages Status

He indicated on August 30, 2019, FEMA informed the Council that all data required for levee accreditation under 44 CFR 65.10 for the Prairie Du Pont/Fish Lake Levee System had been received and accepted. FEMA will be notifying levee stakeholders by letter within 30 days to confirm that the levee system can be accredited. Hopefully by the next meeting the letter will be in hand.

He then discussed the 500-Year Authorized Level Status.

500-Year Authorized Level Status

MESD Levee System

He indicated the review process is taking longer than anticipated and both the Council's Bid Package #18 (Cahokia Relief Well Project) estimated to cost \$9.7 million dollars and Bid Package #14A (riverside shallow cutoff trench, two riverside clay blankets, and filling of a landside ditch) estimated to cost \$1.3 million dollars would now probably be awarded in January 2020 instead of November 2019.

With all relocation agreements completed and all required easements obtained, a bid opening is currently scheduled for September 23, 2019 for the Corps' East St. Louis Deep Cutoff Wall Project.

Lastly he indicated the Levee Community Preparedness Presentations with the Levee Issues Alliance and the Corps of Engineers continue to go well with recent presentations to the Columbia Chamber of Commerce and the East Alton Rotary.

Dr. Moore asked for a motion to accept the Program Status Report for September 2019. A motion was made by Mr. Brinkman to accept the Program Status Report for September 2019. Ms. Crockett seconded the motion. Mr. Motil called the roll and the following votes were made on the motion:

Mr. Brinkman – Aye
Mr. Conrad – absent
Ms. Crockett - Aye
Mr. Metzger - Aye

Dr. Moore – Aye
Mr. Motil – Aye
Mr. Parks – absent
Mr. Plank – Aye
Mr. Schwind – Aye

The motion was approved unanimously.

Budget Update and Approval of Disbursements

Dr. Moore asked Mr. Etwert to provide a report.

Mr. Etwert noted that the financial statements for August 2019 prepared by fiscal agent, CliftonLarsonAllen, were included in the materials sent for the meeting. The reports include an accounting of revenues and expenditures for the month ending August 31, 2019 as compared to the fiscal year budget.

Accrued expenditures for the current fiscal year beginning on October 1, 2018 thru August 31, 2019 are \$17,552,686 while revenues amounted to \$12,208,588 resulting in a deficit of \$5,344,098. A total of \$33,364,420 is held by the counties in their respective FPD sales tax funds and will be needed by the Council for the 500-Year Authorized Level of Protection.

Monthly sales tax receipts of \$1,070,741 for June 2019 were down 1.52% from last year. Receipts for the year are still down 2.14% from last year, our highest year, due to the February refund in Madison County. Hopefully sales tax receipts will increase the rest of the year, so last year's total can be exceeded.

He also provided for the Board's review and anyone else who was interested, the bank transactions for August 2019. . Total disbursements for August were \$849,552.05. Largest payments were to the Corps of Engineers and Wood.

Mr. Etwert recommended that the Board accept the budget report and disbursements for August 2019.

There was a brief discussion regarding the entity which received the tax refund in Madison County. Mr. Etwert indicated the Illinois Department of Revenue is unable to disclose any information per the Retailers' Occupation Tax Act. It was mentioned that it could be a retailer in the City of Edwardsville per a recent newspaper article, which indicated the City was also affected.

Dr. Moore asked for a motion to accept Mr. Etwert's budget report and disbursements for August 2019. A motion was made by Mr. Schwind, seconded by Ms. Crockett, to accept the budget report and approve the disbursements for August 2019. Mr. Motil called the roll and the following votes were made on the motion:

Mr. Brinkman – Aye
 Mr. Conrad – absent
 Ms. Crockett - Aye
 Mr. Metzger - Aye
 Dr. Moore – Aye
 Mr. Motil – Aye
 Mr. Parks – absent
 Mr. Plank – Aye
 Mr. Schwind – Aye

The motion was approved unanimously.

Design and Construction Update

Dr. Moore called on Jay Martin, Wood Environment & Infrastructure Solutions, Inc., to provide an update report. He mentioned his presentation would also be brief.

He used a PowerPoint® presentation to illustrate his remarks. His presentation focused on FEMA Certification Update and the Authorized Level (500-Year) Design as follows:

FEMA Certification Update

A FEMA Submittal Summary was presented.

FEMA Submittal Summary

	Upper Wood River	East/West Forks Wood River	Lower Wood River	MESD	PDP/FL
County	Madison	Madison	Madison	Madison & St. Clair	St. Clair & Monroe
Initial Submittal	Mar. 10, 2017	Dec. 5, 2016	Oct. 17, 2018	Aug. 31, 2018	Jul. 6, 2017
FEMA Comments	Sep. 5, 2017	Jan. 26, 2018	Apr. 20, 2018	Mar. 2019	Jan. 26, 2018
2 nd Submittal	Jun. 18, 2018	Jun. 29, 2018	Jul. 13, 2018	Mar. 18, 2019	Jun. 29, 2018

FEMA Comments	Sep. 25, 2018	Sep. 24, 2018	Sep. 24, 2018	N/A	Sep. 24, 2018
Submit to ISWS	N/A	Oct. 24, 2018	Oct. 24, 2018	N/A	Oct. 24, 2018
ISWS Comments	N/A	Feb. 18, 2019	Feb. 19, 2019	N/A	Feb. 19, 2019
Resubmit to ISWS	N/A	Jul. 31, 2019	Jul. 31, 2019	N/A	N/A
ISWS / IDNR Comments	N/A	Aug. 7, 2019	Aug. 7, 2019	N/A	N/A
3 rd Submittal	Pending	Pending	Pending	N/A	Apr. 16, 2019
FEMA Comments				Apr. 29, 2019 (Partial)	Jul. 15, 2019
4 th Submittal					Jul. 24, 2019
FEMA Approval					Aug. 30, 2019

He highlighted the August 30th notification from FEMA.

Next, Mr. Martin discussed the status of the Authorized Level (500-Year) Design.

**Authorized Level (~500-Year) Design
Wood River (Bid Packages 8, 9, and 10)**

- Bid Package 8

Design is ongoing

23 relief wells and 1 pump station

USACE plans to bid this project in FY 2020

- Bid Packages 9

Relief well abandonment project

Scope will be defined over the next few years as new relief well projects are completed

- Bid Packages 10

This package is no longer anticipated to be designed/constructed by FPD Council

MESD (Bid Packages 11, 12, 14A, 14B & 18)

- Bid Package 11

Currently discussing necessary pump station modifications with USACE

Drawings and relief well design is underway

- Bid Packages 12

Pump Station Modifications in MESD

Scope TBD

- Bid Package 14A

Clay Blanket & Trench Work at America's Central Port

Ditch Fill near Madison Pump Station

Advertise Fall 2019

Award January 2020

- Bid Package 14B

Filter Blanket Under I-70 Bridge

Construction Postponed until USACE MESD Deep Cutoff Wall Project is complete (~2 + years)

ROW Acquisition will continue

- Bid Package 18

Relief wells, Concrete/Culvert Work, Earth Fill

Working through design modifications

Safety Assurance Review (SAR) is underway

Biddability, Constructability, Operability, Environmental and Sustainability (BCOES) review pending

Advertise for Bid in Fall 2019,

Award January 2020

Prairie Du Pont & Fish Lake (Bid Packages 15, 16, 17)

- Still working with USACE to validate solutions
- Additional drilling postponed to mid-2020
- 100% FPD Council funded design and construction (No Federal match)
- USACE Risk Review

Kick Off was December 2018

1st meeting (PFMA) was April 1-5, 2019

2nd meeting (SQRA) is this week (May 13-17, 2019)

15 month duration estimated

LSOG approval planned for April 2020

There were brief discussion on schedule and possible delays. Mr. Martin indicated the project was progressing with no major problems anticipated.

A discussion on the effects of the recent flood event was discussed next. Mr. Martin indicated all improvements constructed by the Council performed as design. The length of the flood event was a good test of the improvements.

Mr. Etwert indicated it was a 100-Year event regarding flood elevation and it was above flood stage for a record 126 days which was longer than the flood of 1993 which was above flood stage 94 days.

Mr. Martin indicated the longer an event is above flood stage, the more potential there is for problems to occur due to levee saturation. This was a very good test of the improvements constructed.

Dr. Moore asked for a motion to accept Mr. Martin's Design and Construction Update report. A motion was made by Mr. Brinkman, with a second by Ms. Crockett, to accept the Wood Environment & Infrastructure Solutions, Inc. Design and Construction Update report. Mr. Motil called the roll and the following votes were made on the motion:

Mr. Brinkman – Aye
Mr. Conrad – absent
Ms. Crockett - Aye
Mr. Metzger - Aye
Dr. Moore – Aye
Mr. Motil – Aye
Mr. Parks – absent
Mr. Plank – Aye
Mr. Schwind – Aye

The motion was approved unanimously.

Resolution of Intent to Issue not to exceed \$105,000,000 Flood Prevention District Council Sales Tax Revenue Bonds

Dr. Moore asked Mr. Jeff White and Mr. Khalen Dwyer of Columbia Capital to discuss this item.

They presented the following Financing Update presentation.

Refinancing Opportunities

Refinancing Opportunities

The Council has the opportunity to refund its 2010 Bonds for economic savings in April 2020

2010-A (\$39.2 million callable): potential PV savings of \$4.3 million, or 13.0% of refunded par

2010-B (\$9.1 million callable): potential PV savings of \$1.8 million, or 19.7% of refunded par

2010-C (\$21.1 million callable): potential PV savings of \$2.8 million, or 13.2% of refunded par

Refinancing these bonds will...

Generate significant savings for the Council

Potentially increase the Council's capacity to issue additional bonds

Eliminate the Council's dependence on federal subsidy payments related to its Series 2010-B and 2010-C Bonds

Additional Financing Needs

The Council estimates a funding shortfall for Authorized Level (500-Year Flood) Improvements of approximately **\$26 million**

The Council's existing cash and bond proceeds are expected to last through FY 2021

The Flood Prevention District Act (ILCS 750) provides the Council with the authority to borrow through the issuance of sales tax revenues bonds with a maturity "not to exceed 25 years from the date of the bonds..."

The Council's outstanding bonds fall into two categories:

Senior Lien Bonds (Series 2010ABC and Series 2015A)

Subordinate Lien Bonds (Series 2015B)

The Council has borrowing capacity to issue additional bonds on a Senior Lien basis (**\$20 to \$25 million** with a financing as early as 2020). This capacity will grow over time if sales tax revenues continue to increase

Timing the Funding Gap Financing

The Council should consider certain factors when determining the *timing* for financing its funding shortfall:

Interest rate risk—risk of significant upward interest rate movement—long-term rates are near historical lows

Economic risk—risk that an unexpected decline in sales tax revenues limits future bonding capacity

Negative arbitrage risk—risk of inefficient reinvestment of idle bond proceeds prior to disbursement for projects

The value of consolidating the Council’s new money financing with its 2020 refinancing transactions

They used a graph to illustrate long-term interest rates are hovering near historical lows.

The graph to illustrated the Bond Buyer Revenue Bond Index, which measures the average borrowing rate (as an annual percentage) of a portfolio comprised of 25 various 30-year revenue bonds with an average rating of Moody’s ‘A1’ and S&P ‘A+’.

The graph indicated a 20-Year Average of 4.84%, a 5-Year Average of 3.90% and a Current Average of 2.85%

Financing Process & Timeline

September: Authorize the financing team to proceed with the transaction

October/November: Develop a plan of finance, engage underwriter(s), seek County and County FPD governing body approvals

November: Authorize legal and bond offering documents to execute the transaction

December/January: Price the Bonds in the market

January/February: Close financing

April: Redemption of the Refunded Bonds

There was a lengthy discussion involving the federal government lowering the current rates, confirming that today's discussion was only for the intent to issue for the process to begin, authorization would be in November, terms of the refundings would be the same, there were two parts to today's discussion the refunding and the possible new issue, Corps funding, Council funding and needs, advantages of the refunding, costs of issuance, annual payments, pay-as-you-go alternative, construction inflation, interest rates, and sales tax trends.

Columbia Capital indicated it would be providing additional information to the Board prior to a decision being made in November and if the Council decides to move forward, each County FPD and each County would also be required to approve the financing.

Dr. Moore asked for a motion to approve the resolution declaring the intention of the Southwestern Illinois Flood Prevention District Council, Madison, St. Clair, and Monroe Counties, Illinois, to issue not to exceed \$105,000,000 Flood Prevention District Council Sales Tax Revenue Bonds for the purposes of refunding certain outstanding bonds of the Council and providing emergency levee repair and flood protection, providing certain details of said issuance, determining the method of sale of said bonds and engaging certain deal participants in connection therewith. A motion was made by Ms. Crockett, with a second by Mr. Motil, to approve the resolution declaring the intention of the Southwestern Illinois Flood Prevention District Council, Madison, St. Clair, and Monroe Counties, Illinois, to issue not to exceed \$105,000,000 Flood Prevention District Council Sales Tax Revenue Bonds for the purposes of refunding certain outstanding bonds of the Council and providing emergency levee repair and flood protection, providing certain details of said issuance, determining the method of sale of said bonds and engaging certain deal participants in connection therewith. Mr. Motil called the roll and the following votes were made on the motion:

Mr. Brinkman – Aye
Mr. Conrad – absent
Ms. Crockett - Aye
Mr. Metzger - Aye
Dr. Moore – Aye
Mr. Motil – Aye
Mr. Parks – absent
Mr. Plank – No
Mr. Schwind – Aye

The motion was approved.

Fiscal Agent Services FY 2020 - FY 2021

Dr. Moore asked Mr. Etwert to explain this item.

He explained, CliftonLarsonAllen has served as the fiscal agent for the Council since being selected from competitive proposals and has done an excellent job, providing the following services:

- Maintain general ledger, fixed assets ledger, accounts receivable, general journal, and accounts payable.
- Review invoices for services provided to the Council prior to payment to determine compliance with the Council's contracts, agreements and policies.
- Prepare invoices and funding requests to bond Trustee, county treasurers, or other agencies or entities, as authorized by the Council, to pay expenses.
- Receive payments from the bond Trustee, counties or other agencies or entities on Council's behalf and prepare payments of invoices for execution by Council staff or Board members.
- Prepare regular statements of financial activity, including monthly statements showing accrued expenditures, budget comparisons, and disbursements, for Council Board meetings.
- Provide the Council and auditors with information and financial statements required for annual audits.
- Assist in developing annual Council budget.

In response, to a request for an additional two year proposal, CliftonLarsonAllen has proposed a monthly fee of \$2,490 a month with a fee of \$2,500 for assistance with the audit for a total fee of \$32,380 for FY 2020 and a monthly fee of \$2,580 a month with a fee of \$2,500 for assistance with the audit for a total fee of \$33,460 for FY 2021. The fee for the FY 2019 was \$30,920.

With their knowledge and experience of performing as our fiscal agent and working with our auditor and bond trustee, he recommend extending our engagement with CliftonLarsonAllen to act as our fiscal agent for the next two years.

Dr. Moore asked for a motion to authorize the Chief Supervisor to engage CliftonLarsonAllen to act as the Council's fiscal agent for the next two years at a cost not to exceed \$32,380 for FY 2020 and \$33,460 for FY 2021. A motion was made by Mr. Plank with a second by Ms. Crockett to authorize the Chief Supervisor to engage CliftonLarsonAllen to act as the Council's fiscal agent for the next two years at a cost not to \$32,380 for FY 2020 and \$33,460 for FY 2021. Mr. Motil called the roll and the following votes were made on the motion.

Mr. Brinkman – Aye
Mr. Conrad – absent
Ms. Crockett - Aye
Mr. Metzger - Aye
Dr. Moore – Aye
Mr. Motil – Aye
Mr. Parks – absent

Mr. Plank – Aye
Mr. Schwind – Aye

The motion was approved unanimously.

Financial Advisor Services

Dr. Moore asked Mr. Etwert to explain this item.

Mr. Etwert explained Columbia Capital Management, LLC has served as the financial advisor for the Council since being selected by a qualification-based procurement, to provide financial consulting and debt issuance services in 2014, and is currently completing a two year agreement for calendar years 2018 and 2019. Columbia Capital provided an outstanding effort during the long (and at times difficult) process of getting the Series 2015AB Bonds to market and issued.

At his request, Columbia Capital Management, LLC submitted a proposal to continue as the Council's Financial Advisor for the next two years. He provided an attachment identifying details on individual tasks, person-hour estimates and staff costs.

The proposed extension uses the same format as with all previous contracts and consists of the scope of services identified on the attachment including, review of the Council's outstanding bonds, preparing a refunding analysis, preparing a refunding plan, a potential bond transaction, maintenance and support of the Council's debt program, a 2020 update of the Council's financial plan, investment advisory services, post-issuance compliance services, and a contingent amount for work outside the scope of the proposal for a total two year cost not to exceed \$247,985.

Columbia Capital's project team and hourly rates for the next two years remain the same as when they were selected in 2014.

Utilization of fees for the last three contract periods are as follows:

2014/2015 – Fee Proposal - \$176,500 – Utilized \$131,619*
2016/2017 – Fee Proposal - \$164,411 – Utilized \$39,697.50
2018/2019 – Fee Proposal - \$183,396 – Utilized \$30,866.25 to date

* The 2014/2015 contract period included the issuance of the 2015 Bonds

He requested that the Chief Supervisor be authorized to enter into contract with Columbia Capital Management, LLC to provide financial consulting, investment advisory services and post-issuance compliance services for the next two years in accordance with the attached scope of work for a total amount not to exceed \$247,985.

Dr. Moore asked for a motion to authorize the Chief Supervisor to enter into contract with Columbia Capital Management, LLC to provide financial consulting, investment advisory services and post-issuance compliance services for the next two years for a total amount not to exceed \$247,985.

A motion was made by Ms. Crockett, with a second by Mr. Schwind to authorize the Chief Supervisor to enter into contract with Columbia Capital Management, LLC to provide financial consulting, investment advisory services and post-issuance compliance services for the next two years for a total amount not to exceed \$247,985.

Mr. Motil called the roll and the following votes were made on the motion:

Mr. Brinkman – Aye
Mr. Conrad – absent
Ms. Crockett - Aye
Mr. Metzger - Aye
Dr. Moore – Aye
Mr. Motil – Aye
Mr. Parks – absent
Mr. Plank – Aye
Mr. Schwind - Aye

The motion was approved unanimously.

Corps of Engineers Update

Dr. Moore asked Ms. Kelsey to provide the report from the Corps.

Ms. Kelsey provided an update of the current activities of the Corps using a PowerPoint® presentation to illustrate her remarks. Her presentation focused on the status of the Metro East Projects as follows:

USACE UPDATE

Metro East Projects, IL Project Status

- **Wood River**
 - Real Estate required for all current work

- **East St. Louis**

- Cutoff Wall

Real estate certification provided September 17, 2019

Proposals due on September 23, 2019

- WIK efforts for BP 11, BP 14, BP 18 continue
- MVS continues design efforts on relief wells and toe drain
- Continued coordination for additional real estate acquisition required

The Corps hopes to have all work under contract within the next four years and total project completion in five years. She confirmed the Corps is fully funded for East St. Louis (MESD), still needs a few funds for Wood River (\$11-\$14 million), and continues to request funds for Prairie Du Pont/Fish Lake, which has a low benefit/cost ratio.

Dr. Moore thanked Ms. Kelsey and asked for a motion to accept the Corps of Engineers Update Report. A motion was made by Mr. Brinkman, with a second by Mr. Schwind to receive the Corps of Engineers Update Report. Mr. Motil called the roll and the following votes were made on the motion:

Mr. Brinkman – Aye
Mr. Conrad – absent
Ms. Crockett - Aye
Mr. Metzger - Aye
Dr. Moore – Aye
Mr. Motil – Aye
Mr. Parks – absent
Mr. Plank – Aye
Mr. Schwind - Aye

The motion was approved unanimously.

Public Comment

Dr. Moore asked if there was any public comment. There was none.

Other Business

Dr. Moore asked if there was any other business. There was none.

Adjournment

Dr. Moore asked for a motion to adjourn the meeting. A motion was made by Ms. Crockett seconded by Mr. Schwind to adjourn the meeting. The motion was approved unanimously by voice vote, all voting aye.

Respectfully submitted,

Ron Motil,
Secretary/Treasurer, Board of Directors



Progress Report September 18, 2019

Southwestern Illinois Levee Systems

By Jay Martin

woodplc.com



FEMA Submittal Summary

	Upper Wood River	East/West Forks Wood River	Lower Wood River	MESD	PDP/FL
County	Madison	Madison	Madison	Madison & St. Clair	St. Clair & Monroe
Initial Submittal	Mar. 10, 2017	Dec. 5, 2016	Oct. 17, 2018	Aug. 31, 2018	Jul. 6, 2017
FEMA Comments	Sep. 5, 2017	Jan. 26, 2018	Apr. 20, 2018	Mar. 2019	Jan. 26, 2018
2 nd Submittal	Jun. 18, 2018	Jun. 29, 2018	Jul. 13, 2018	Mar. 18, 2019	Jun. 29, 2018
FEMA Comments	Sep. 25, 2018	Sep. 24, 2018	Sep. 24, 2018	N/A	Sep. 24, 2018
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ISWS Comments	N/A	Feb. 18, 2019	Feb. 19, 2019	N/A	Feb. 19, 2019
Resubmit to ISWS	N/A	Jul. 31, 2019	Jul. 31, 2019	N/A	N/A
ISWS / IDNR Comments	N/A	Aug. 7, 2019	Aug. 7, 2019	N/A	N/A
3 rd Submittal	Pending	Pending	Pending	N/A	Apr. 16, 2019
FEMA Comments				Apr. 29, 2019 (Partial)	Jul. 15, 2019
4 th Submittal					Jul. 24, 2019
FEMA Approval					Aug. 30, 2019



Authorized Level (~500-Year) Design

Wood River (Bid Packages 8, 9, & 10)

- Bid Package 8
 - Design is ongoing
 - 23 relief wells and 1 pump station
 - USACE plans to bid this project in FY 2020
- Bid Packages 9
 - Relief well abandonment project
 - Scope will be defined over the next few years as new relief well projects are completed
- Bid Package 10
 - This package is no longer anticipated to be designed/constructed by FPD Council.

3

A presentation by Wood.



Authorized Level (~500-Year) Design

MESD (Bid Packages 11, 12, 14A, 14B & 18)

- Bid Packages 11
 - Currently discussing necessary pump station modifications with USACE
 - Drawings and relief well design is underway
- Bid Package 12
 - Pump Station Modifications in MESD
 - Scope TBD

4

A presentation by Wood.



Authorized Level (~500-Year) Design

MESD (Bid Packages 11, 12, 14A, 14B & 18)

- Bid Package 14A
 - Clay Blanket & Trench Work at America's Central Port
 - Ditch Fill near Madison Pump Station
 - Advertise Fall 2019
 - Award January 2020
- Bid Package 14B
 - Filter Blanket Under I-70 Bridge
 - Construction Postponed until USACE MESD Deep Cutoff Wall Project is complete (~2+ years)
 - ROW Acquisition will continue

5

A presentation by Wood.



Authorized Level (~500-Year) Design

MESD (Bid Packages 11, 12, 14A, 14B & 18)

- Bid Package 18
 - Relief wells, Concrete/Culvert Work, Earth Fill
 - Working though design modification
 - Safety Assurance Review (SAR) is underway
 - Biddability, Constructability, Operability, Environmental and Sustainability (BCOES) review pending
 - Advertise Fall 2019
 - Award January 2020

6

A presentation by Wood.



Authorized Level (~500-Year) Design

Prairie du Pont & Fish Lake (Bid Packages 15, 16, & 17)

- Still working with USACE to validate solutions.
- Additional drilling postponed to mid-2020
- 100% FPD Council funded design and construction (No Federal match)
- USACE Risk Review
 - Kick Off was December 2018
 - 1st meeting (PFMA) was April 1-5, 2019
 - 2nd meeting (SQRA) was May 13-17, 2019
 - 15 month duration estimated
 - LSOG approval planned for April 2020

7

A presentation by Wood.



wood.

woodplc.com



Financing Update

COLUMBIA CAPITAL MANAGEMENT, LLC

Khalen Dwyer, Senior Vice President

Jeff White, Managing Member

September 2019

Refinancing Opportunities

Refinancing Opportunities

- The Council has the opportunity to refund its 2010 Bonds for economic savings in April 2020
 - 2010-A (\$39.2 million callable): potential PV savings of \$4.3 million, or 13.0% of refunded par
 - 2010-B (\$9.1 million callable): potential PV savings of \$1.8 million, or 19.7% of refunded par
 - 2010-C (\$21.1 million callable): potential PV savings of \$2.8 million, or 13.2% of refunded par

Refinancing these bonds will...

- Generate significant savings for the Council
- Potentially increase the Council's capacity to issue additional bonds
- Eliminate the Council's dependence on federal subsidy payments related to its Series 2010-B and 2010-C Bonds

Additional Financing Needs

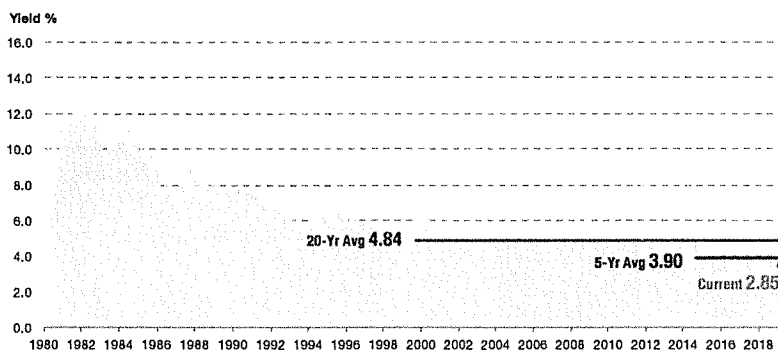
- The Council estimates a funding shortfall for Authorized Level (500-Year Flood) Improvements of approximately \$26 million
- The Council's existing cash and bond proceeds are expected to last through FY 2021
- The Flood Prevention District Act (ILCS 750) provides the Council with the authority to borrow through the issuance of sales tax revenues bonds with a maturity "not to exceed 25 years from the date of the bonds..."
- The Council's outstanding bonds fall into two categories:
 - Senior Lien Bonds (Series 2010ABC and Series 2015A)
 - Subordinate Lien Bonds (Series 2015B)
- The Council has borrowing capacity to issue additional bonds on a Senior Lien basis (\$20 to \$25 million with a financing as early as 2020). This capacity will grow over time if sales tax revenues continue to increase.



Timing the Funding Gap Financing

- The Council should consider certain factors when determining the timing for financing its funding shortfall:
 - Interest rate risk—risk of significant upward interest rate movement—long-term rates are near historical lows
 - Economic risk—risk that an unexpected decline in sales tax revenues limits future bonding capacity
 - Negative arbitrage risk—risk of inefficient reinvestment of idle bond proceeds prior to disbursement for projects
 - The value of consolidating the Council's new money financing with its 2020 refinancing transactions

Bond Buyer Revenue Bond Index



Long-term interest rates are hovering near historical lows. The graph to the left illustrates the Bond Buyer Revenue Bond Index, which measures the average borrowing rate (as an annual percentage) of a portfolio comprised of 25 various 30-year revenue bonds with an average rating of Moody's 'A1' and S&P 'A+'.



Financing Process & Timeline

- **September:** Authorize the financing team to proceed with the transaction
- **October/November:** Develop a plan of finance, engage underwriter(s), seek County and County FPD governing body approvals
- **November:** Authorize legal and bond offering documents to execute the transaction
- **December/January:** Price the Bonds in the market
- **January/February:** Close financing
- **April:** Redemption of the Refunded Bonds



Metro East Projects, IL

Project Status

- Wood River
 - Real Estate required for all current work

- East St Louis
 - Cutoff Wall
 - ✓ Real estate certification provided September 17, 2019
 - ✓ Proposals due on September 23, 2019
 - WIK efforts for BP 11, BP 14, BP 18 continue
 - MVS continues design efforts on relief wells and toe drain
 - Continued coordination for additional real estate acquisition required





Memo to: Board of Directors
From: Chuck Etwert
Subject: Election of Secretary/Treasurer for Remainder of 2019-2020
Date: December 16, 2019

With Ron Motil's service on the Council ending, a new Secretary/Treasurer needs to be elected by the Council.

Under the Council's bylaws, Board officers (President, Vice-President, and Secretary-Treasurer) serve one year terms, must each be from a different County Flood Prevention District. The positions, usually held by the county flood prevention district Chairs, have been rotated on an annual basis among the three county flood prevention districts.

Max S. Merz III was appointed to the Madison County Flood Prevention District on November 20, 2019 replacing Ron Motil.

The election to fill the office of the Secretary/Treasurer will take place at the being of the meeting following the approval of the minutes and public comments on the pending agenda items.





Memo to: Board of Directors
From: Chuck Etwert
Subject: Program Status Report for December 2019
Date: December 16, 2019

100-Year Certification Packages Status

On November 14, 2019, FEMA issued their letter of continued accreditation for the Prairie Du Pont/Fish Lake Levee System.

On April 29, 2019 FEMA accepted the MESD Levee System as structurally sound.

Wood has completed the hydraulic and hydrologic (H&H) modeling updates requested by the Illinois State Water Survey (ISWS) (who is reviewing on behalf of FEMA) and the Illinois Department of Natural Resources (IDNR) Office of Water Resources (OWR). Submittals to both ISWS and IDNR-OWR were made on November 19, 2019. After their review and approval of the H&H models, a final submittal will be made to FEMA including all up-to-date documentation. Similarly, Wood sent their updated H&H models to USACE for their use, as needed/required, in their Levee System Evaluation Report (LSER) submittal to FEMA for the Upper Wood River System.

FEMA's issuance of continued accreditation letters for the Wood River East & West Forks, and Lower Wood River Systems will be dependent on the review of the resubmittal by ISWS and the IDNR-OWR.

The Corps of Engineers continues to wait on FEMA regarding their Upper Wood River resubmittal.

500-Year Authorized Level Status

Wood River Levee System

Wood completed the design of Bid Package #8 and submitted 95% Plans/Specs/Design Document Report to the Corps of Engineers on November 12, 2019. The Corps has reviewed and offered several comments which Wood is currently addressing. Resubmittal to the Corps is scheduled for Friday, December 20th, after which, the Corps will backcheck Woods' documents and then begin their BCOES (Biddability, Constructability, Operability, Environmental and Sustainability) review on January 21, 2020. This bid package will be constructed by the Corps of Engineers with a bid opening and award anticipated next spring.

Work In-Kind credit of \$16,041,496 has been earned to date for the Wood River Levee System.

The remaining \$4,256,750 dollars of Work In-Kind credit needed, will be achieved with eligible Wood design and a relief well abandonment package.

MESD Levee System

The Cahokia Relief Well Project, Bid Package #18 – Underseepage Controls from 1207+00 to 1352+00 bids were opened on December 11, 2019 and will be discussed later as a separate item.

Wood has completed the design of Bid Package #14A, which involves the construction of a riverside shallow cutoff trench, two riverside clay blankets, and filling of a landside ditch. A pre-bid meeting was held on December 10, 2019. The current estimated cost is \$1.25 million dollars. Bid opening is scheduled for January 6, 2020, with a contract award at the January meeting.

The design of Bid Package #11 is ongoing. Design is currently anticipated to be completed in March with Board approval in May 2020. Pump station upgrades could affect the current schedule. The preliminary estimated construction cost is \$9,500,000 dollars.

Wood is developing the scope of the Council's Bid Package #18A, which involves modifications to MESD pump stations at Sites 9 and 10. Flow monitoring data obtained as part of the Bid Package 18 design will be utilized.

The Corp of Engineers opened bids for the East St. Louis Deep Cutoff Wall Project on September 23, 2019. On November 14, 2019 they awarded the contract to Bauer Foundation Corporation, Odessa, Florida for \$32,301,199.18. Tracey Kelsey will provide additional information (# of bidders, cost estimate, etc.) at the December 18, 2019.

Prairie Du Pont/Fish Lake Levee Systems

The design progress for Bid Packages #15, #16, and #17 continues to wait for the Corps' risk assessment.

The Semi-Quantitative Risk Assessment (SQRA) draft has been completed and is under review.

Once all discussions are complete, a design, bid schedule, and revised cost estimate will be developed.

The risk assessment review for possible funding not based on a benefit/cost ratio is now anticipated to be completed by summer 2020.

With the award of the Council's Bid Packages #18 & 14A and the Corps East St. Louis Deep Cutoff Wall & Wood River Bid Package #8, after two years of assessment, design, review, and approval, there will be much Authorized Level construction in 2020.

The Levee Community Preparedness Presentations with the Levee Issues Alliance and the Corps of Engineers continue to go well with a recent presentation to the Waterloo Chamber of Commerce and a presentation scheduled for the Leadership Council Board of Directors in January.



Memo to: Board of Directors
From: Chuck Ewert
Subject: Budget and Disbursement Reports for September/October/November 2019
Date: December 16, 2019

Current Budget Highlights

Attached are the financial statements for September, October, and November 2019 prepared by our fiscal agent, CliftonLarsonAllen. The reports include an accounting of revenues and expenditures for the months ending September 30, 2019, October 31, 2019 and November 30, 2019, as compared to our fiscal year budget.

Accrued expenditures for the current fiscal year beginning on October 1, 2019 thru November 30, 2019 are \$5,406,473 while revenues amounted to \$2,200,276 resulting in a deficit of \$3,206,197. A total of \$34,232,923 is held by the counties in their respective FPD sales tax funds and will be needed by the Council for the 500-Year Authorized Level of Protection.

Monthly sales tax receipts of \$1,026,862 for July 2019 were up 1.63% from last year, monthly sales tax receipts of \$1,038,732 for August 2019 were up .24% from last year and monthly sales tax receipts of \$1,018,760 for September 2019 were up 1.03% from last year. All three monthly receipts were highest amount ever collected for that particular month. Receipts for the year are still down 1.09% from last year, our highest year, due to the February refund in Madison County, but continue trending in the right direction.

Monthly Disbursements

Attached are the lists of bank transactions for September, October, and November 2019. Total disbursements for September were \$1,008,672.52, for October \$481,638.67 and for November were \$208,943.33. The largest payments were to Wood, Terminal Railroad Association of STL, and Ameren Illinois.

Recommendation: Accept the budget reports and disbursements for September, October, and November 2019.

**SOUTHWESTERN ILLINOIS FLOOD PREVENTION
DISTRICT COUNCIL**

**GENERAL FUND
STATEMENT OF REVENUES AND EXPENDITURES – BUDGET AND ACTUAL**

TWELVE MONTHS ENDED SEPTEMBER 30, 2019 AND 2018



CliftonLarsonAllen

CliftonLarsonAllen LLP
www.cliftonlarsonallen.com

Board Members
Southwestern Illinois Flood Prevention District Council
Collinsville, Illinois

Management is responsible for the accompanying General Fund Statement of Revenues and Expenditures of Southwestern Illinois Flood Prevention District Council (the "Council") for the twelve months ended September 30, 2019 and 2018, in accordance with accounting principles generally accepted in the United States of America. We have performed compilation engagements in accordance with Statements on Standards for Accounting and Review services promulgated by the Accounting and Review Services Committee of the American Institute of certified Public Accountants. We did not audit or review the financial statements nor were we required to perform any procedures to verify the accuracy or completeness of information provided by management. Accordingly, we do not express an opinion a conclusion, nor provide any form of assurances on these financial statements.

Management has omitted the management discussion and analysis. Such missing information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context.

Management has not presented government-wide financial statements to display the financial position and changes in financial position of its governmental activity. Accounting principles generally accepted in the United States of America require the presentation of government-wide financial statements. The change in fund balance for the Council's governmental activity is not reasonably determinable.

Management has not presented a balance sheet for the general fund. Accounting principles generally accepted in the United States of America require the presentation of a balance sheet for each fund contained in the financial statements. The amounts that would be reported in a balance sheet of the general fund for the Council are not reasonably determinable.

Management has not presented a change in fund balance on the Statement of Revenues and Expenditures – Budget and Actual. Accounting principles generally accepted in the United States of America require the Statement of Revenues, Expenditures and Changes in Fund Balance include a presentation of changes in fund balance. The amounts that would be reported in government-wide financial statements for the Council's governmental activity is not reasonably determinable.

Management has also elected to omit substantially all of the disclosures required by generally accepted accounting principles. If the omitted disclosures were included with the financial statements, they might influence the user's conclusions about the Council's results of operations. Accordingly, these financial statements are not designed for those who are not informed about such matters.

The accompanying original and final budget amounts presented on the General Fund Statement of Revenues and Expenditures – Budget and Actual presented for the year ending September 30, 2019 and 2018, have not been compiled or examined by us, and, accordingly, we do not express an opinion or any other form of assurance on them.

We are not independent with respect to Southwestern Illinois Flood Prevention District Council.

A handwritten signature in black ink that reads "Clifton Larson Allen LLP". The signature is written in a cursive, flowing style.

CliftonLarsonAllen LLP

St. Louis, Missouri
October 3, 2019

**SOUTHWESTERN ILLINOIS FLOOD PREVENTION DISTRICT COUNCIL
GENERAL FUND
STATEMENT OF REVENUES AND EXPENDITURES - BUDGET AND ACTUAL
TWELVE MONTHS ENDED SEPTMEBER 30, 2019 (Actual)
FISCAL YEAR ENDING SEPTEMBER 30, 2019 (Budget)**

	BUDGET		ACTUAL	VARIANCE WITH
	ORIGINAL	FINAL		FINAL BUDGET
				POSITIVE (NEGATIVE)
REVENUES				
Sales Tax Proceeds From Districts	\$ 12,475,000	\$ 12,475,000	\$ 12,219,935	\$ 255,065
Interest Income	280,000	280,000	1,234,725	(954,725)
Other Contributions	-	-	-	-
Total Revenues	12,755,000	12,755,000	13,454,660	(699,660)
EXPENDITURES				
Current				
Design and Construction				
Engineering Design & Construction Management	7,869,377	7,869,377	2,966,840	4,902,537
Construction	20,527,970	20,527,970	401,131	20,126,839
Construction and design by US ACE	3,500,000	3,500,000	2,100,000	1,400,000
Total Design and Construction	31,897,347	31,897,347	5,467,971	26,429,376
Professional Services				
Legal & Legislative Consulting	322,500	322,500	69,764	252,736
Financial Advisor	65,000	65,000	23,299	41,701
Bond Underwriter/Conduit Issuer	12,000	12,000	9,959	2,041
Total Professional Services	399,500	399,500	103,022	296,478
Refund of Surplus Funds to County FPD Accounts				
Madison County	1,243,675	1,243,675	907,890	335,785
Monroe County	118,750	118,750	87,137	31,613
St. Clair County	1,137,575	1,137,575	841,234	296,341
Total Refund of Surplus Funds to County	2,500,000	2,500,000	1,836,261	663,739
Debt Service				
Principal and Interest	10,876,570	10,876,570	10,876,570	-
Federal Interest Subsidy	(850,070)	(850,070)	(853,711)	3,641
Total Debt Service	10,026,500	10,026,500	10,022,859	3,641
Total Operating Expenses	44,823,347	44,823,347	17,430,113	27,393,234
General and Administrative Costs				
Salaries, Benefits	213,000	213,000	222,975	(9,975)
Bank Service Charges	1,200	1,200	833	367
Equipment and Software	2,000	2,000	1,410	590
Fiscal Agency Services	32,000	32,000	31,120	880
Audit Services	16,500	16,500	16,500	-
Meeting Expenses	1,000	1,000	-	1,000
Postage/Delivery	1,000	1,000	501	499
Printing/Photocopies	2,500	2,500	1,438	1,062
Professional Services	10,000	10,000	-	10,000
Supplies	3,000	3,000	143	2,857
Telecommunications/Internet	3,000	3,000	2,934	66
Travel	5,000	5,000	403	4,597
Insurance	1,000	1,000	484	516
Total General & Administrative Costs	291,200	291,200	278,741	12,459
Total Expenditures	45,114,547	45,114,547	17,708,854	27,405,693
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES				
	(32,359,547)	(32,359,547)	(4,254,194)	28,105,353
OTHER FINANCING SOURCES				
Proceeds From Borrowing	-	-	-	-
NET CHANGE IN FUND BALANCE	\$ (32,359,547)	\$ (32,359,547)	\$ (4,254,194)	\$ 28,105,353

**SOUTHWESTERN ILLINOIS FLOOD PREVENTION DISTRICT COUNCIL
GENERAL FUND
STATEMENT OF REVENUES AND EXPENDITURES - BUDGET AND ACTUAL
TWELVE MONTHS ENDED SEPTEMBER 30, 2018 (Actual)
FISCAL YEAR ENDING SEPTEMBER 30, 2018 (Budget)**

	BUDGET		ACTUAL	VARIANCE WITH FINAL BUDGET POSITIVE (NEGATIVE)
	ORIGINAL	FINAL		
REVENUES				
Sales Tax Proceeds From Districts	\$ 11,835,000	\$ 11,835,000	\$ 12,243,127	\$ (408,127)
Interest Income	225,000	225,000	650,302	(425,302)
Other Contributions	-	-	-	-
Total Revenues	<u>12,060,000</u>	<u>12,060,000</u>	<u>12,893,429</u>	<u>(833,429)</u>
EXPENDITURES				
Current				
Design and Construction				
Engineering Design & Construction Management	5,688,038	5,688,038	2,615,428	3,072,610
Construction	7,330,945	7,330,945	2,719,937	4,611,008
Construction and design by US ACE	<u>6,157,291</u>	<u>6,157,291</u>	<u>207,000</u>	<u>5,950,291</u>
Total Design and Construction	19,176,274	19,176,274	5,542,365	13,633,909
Professional Services				
Legal & Legislative Consulting	486,000	486,000	154,024	331,976
Diversity Program Manager	11,525	11,525	6,600	4,925
Financial Advisor	65,000	65,000	15,210	49,790
Bond Underwriter/Conduit Issuer	<u>16,000</u>	<u>16,000</u>	<u>9,521</u>	<u>6,479</u>
Total Professional Services	578,525	578,525	185,355	393,170
Refund of Surplus Funds to County FPD Accounts				
Madison County	1,459,170	1,459,170	813,376	645,794
Monroe County	141,990	141,990	80,851	61,139
St. Clair County	<u>1,398,840</u>	<u>1,398,840</u>	<u>789,674</u>	<u>609,166</u>
Total Refund of Surplus Funds to County	3,000,000	3,000,000	1,683,901	1,316,099
Debt Service				
Principal and Interest	10,798,620	10,798,620	10,784,424	14,196
Federal Interest Subsidy	<u>(847,340)</u>	<u>(847,340)</u>	<u>(850,071)</u>	<u>2,731</u>
Total Debt Service	9,951,280	9,951,280	9,934,353	16,927
Total Operating Expenses	32,706,079	32,706,079	17,345,974	15,360,105
General and Administrative Costs				
Salaries, Benefits	203,000	203,000	193,016	9,984
Bank Service Charges	1,500	1,500	866	634
Conference Registration	350	350	307	43
Equipment and Software	2,000	2,000	3,141	(1,141)
Fiscal Agency Services	31,000	31,000	30,280	720
Audit Services	16,000	16,000	16,000	-
Meeting Expenses	1,000	1,000	-	1,000
Postage/Delivery	1,000	1,000	709	291
Printing/Photocopies	3,500	3,500	1,870	1,630
Professional Services	10,000	10,000	-	10,000
Publications/Subscriptions	250	250	-	250
Supplies	3,300	3,300	464	2,836
Telecommunications/Internet	3,000	3,000	2,900	100
Travel	5,000	5,000	689	4,311
Insurance	<u>1,000</u>	<u>1,000</u>	<u>484</u>	<u>516</u>
Total General & Administrative Costs	281,900	281,900	250,726	31,174
Total Expenditures	<u>32,987,979</u>	<u>32,987,979</u>	<u>17,596,700</u>	<u>15,391,279</u>
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES	(20,927,979)	(20,927,979)	(4,703,271)	16,224,708
OTHER FINANCING SOURCES				
Proceeds From Borrowing	-	-	-	-
NET CHANGE IN FUND BALANCE	<u>\$ (20,927,979)</u>	<u>\$ (20,927,979)</u>	<u>\$ (4,703,271)</u>	<u>\$ 16,224,708</u>

**SOUTHWESTERN ILLINOIS FLOOD PREVENTION
DISTRICT COUNCIL**

**GENERAL FUND
STATEMENT OF REVENUES AND EXPENDITURES – BUDGET AND ACTUAL**

ONE MONTH ENDED OCTOBER 31, 2019 AND 2018



CliftonLarsonAllen

CliftonLarsonAllen LLP
www.cliftonlarsonallen.com

Board Members
Southwestern Illinois Flood Prevention District Council
Collinsville, Illinois

Management is responsible for the accompanying General Fund Statement of Revenues and Expenditures of Southwestern Illinois Flood Prevention District Council (the "Council") for the one month ended October 31, 2019 and 2018, in accordance with accounting principles generally accepted in the United States of America. We have performed compilation engagements in accordance with Statements on Standards for Accounting and Review services promulgated by the Accounting and Review Services Committee of the American Institute of certified Public Accountants. We did not audit or review the financial statements nor were we required to perform any procedures to verify the accuracy or completeness of information provided by management. Accordingly, we do not express an opinion a conclusion, nor provide any form of assurances on these financial statements.

Management has omitted the management discussion and analysis. Such missing information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context.

Management has not presented government-wide financial statements to display the financial position and changes in financial position of its governmental activity. Accounting principles generally accepted in the United States of America require the presentation of government-wide financial statements. The change in fund balance for the Council's governmental activity is not reasonably determinable.

Management has not presented a balance sheet for the general fund. Accounting principles generally accepted in the United States of America require the presentation of a balance sheet for each fund contained in the financial statements. The amounts that would be reported in a balance sheet of the general fund for the Council are not reasonably determinable.

Management has not presented a change in fund balance on the Statement of Revenues and Expenditures – Budget and Actual. Accounting principles generally accepted in the United States of America require the Statement of Revenues, Expenditures and Changes in Fund Balance include a presentation of changes in fund balance. The amounts that would be reported in government-wide financial statements for the Council's governmental activity is not reasonably determinable.

Management has also elected to omit substantially all of the disclosures required by generally accepted accounting principles. If the omitted disclosures were included with the financial statements, they might influence the user's conclusions about the Council's results of operations. Accordingly, these financial statements are not designed for those who are not informed about such matters.

The accompanying original and final budget amounts presented on the General Fund Statement of Revenues and Expenditures – Budget and Actual presented for the year ending September 30, 2020 and 2019, have not been compiled or examined by us, and, accordingly, we do not express an opinion or any other form of assurance on them.

We are not independent with respect to Southwestern Illinois Flood Prevention District Council.

A handwritten signature in black ink that reads "Clifton Larson Allen LLP". The signature is written in a cursive, flowing style.

CliftonLarsonAllen LLP

St. Louis, Missouri
November 11, 2019

**SOUTHWESTERN ILLINOIS FLOOD PREVENTION DISTRICT COUNCIL
GENERAL FUND
STATEMENT OF REVENUES AND EXPENDITURES - BUDGET AND ACTUAL
ONE MONTH ENDED OCTOBER 31, 2019 (Actual)
FISCAL YEAR ENDING SEPTEMBER 30, 2020 (Budget)**

	BUDGET		ACTUAL	VARIANCE WITH
	ORIGINAL	FINAL		FINAL BUDGET
				POSITIVE (NEGATIVE)
REVENUES				
Sales Tax Proceeds From Districts	\$ 12,455,000	\$ 12,455,000	\$ 1,026,862	\$ 11,428,138
Interest Income	350,000	350,000	163,528	186,472
Other Contributions	-	-	-	-
Total Revenues	12,805,000	12,805,000	1,190,390	11,614,610
EXPENDITURES				
Current				
Design and Construction				
Engineering Design & Construction Management	5,250,032	5,250,032	137,420	5,112,612
Construction	20,170,000	20,170,000	4,451	20,165,549
Construction and design by US ACE	2,772,851	2,772,851	-	2,772,851
Total Design and Construction	28,192,883	28,192,883	141,871	28,051,012
Professional Services				
Legal & Legislative Consulting	297,500	297,500	9,430	288,070
Financial Advisor	65,000	65,000	5,432	59,568
Bond Underwriter/Conduit Issuer	12,000	12,000	-	12,000
Total Professional Services	374,500	374,500	14,862	359,638
Refund of Surplus Funds to County FPD Accounts				
Madison County	1,005,800	1,005,800	432,054	573,746
Monroe County	95,700	95,700	41,254	54,446
St. Clair County	898,500	898,500	395,195	503,305
Total Refund of Surplus Funds to County	2,000,000	2,000,000	868,503	1,131,497
Debt Service				
Principal and Interest	10,949,970	10,949,970	4,167,835	6,782,135
Federal Interest Subsidy	(853,711)	(853,711)	-	(853,711)
Total Debt Service	10,096,259	10,096,259	4,167,835	5,928,424
Total Operating Expenses	40,663,642	40,663,642	5,193,071	35,470,571
General and Administrative Costs				
Salaries, Benefits	220,000	220,000	177	219,823
Bank Service Charges	1,000	1,000	97	904
Equipment and Software	2,000	2,000	-	2,000
Fiscal Agency Services	34,000	34,000	2,450	31,550
Audit Services	17,000	17,000	-	17,000
Meeting Expenses	1,000	1,000	-	1,000
Postage/Delivery	1,000	1,000	50	950
Printing/Photocopies	2,000	2,000	-	2,000
Professional Services	10,000	10,000	-	10,000
Supplies	3,000	3,000	45	2,955
Telecommunications/Internet	3,000	3,000	246	2,754
Travel	5,000	5,000	-	5,000
Insurance	1,000	1,000	484	516
Total General & Administrative Costs	300,000	300,000	3,549	296,452
Total Expenditures	40,963,642	40,963,642	5,196,620	35,767,023
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES	(28,158,642)	(28,158,642)	(4,006,230)	24,152,413
OTHER FINANCING SOURCES				
Proceeds From Borrowing	-	-	-	-
NET CHANGE IN FUND BALANCE	\$ (28,158,642)	\$ (28,158,642)	\$ (4,006,230)	\$ 24,152,413

**SOUTHWESTERN ILLINOIS FLOOD PREVENTION DISTRICT COUNCIL
GENERAL FUND
STATEMENT OF REVENUES AND EXPENDITURES - BUDGET AND ACTUAL
ONE MONTH ENDED OCTOBER 31, 2018 (Actual)
FISCAL YEAR ENDING SEPTEMBER 30, 2019 (Budget)**

	BUDGET		ACTUAL	VARIANCE WITH FINAL BUDGET
	ORIGINAL	FINAL		POSITIVE (NEGATIVE)
REVENUES				
Sales Tax Proceeds From Districts	\$ 12,475,000	\$ 12,475,000	\$ 1,010,353	\$ 11,464,647
Interest Income	280,000	280,000	275,877	4,123
Other Contributions	-	-	-	-
Total Revenues	<u>12,755,000</u>	<u>12,755,000</u>	<u>1,286,230</u>	<u>11,468,770</u>
EXPENDITURES				
Current				
Design and Construction				
Engineering Design & Construction Management	7,869,377	7,869,377	152,982	7,716,395
Construction	20,527,970	20,527,970	2,857	20,525,113
Construction and design by US ACE	<u>3,500,000</u>	<u>3,500,000</u>	<u>507,480</u>	<u>2,992,520</u>
Total Design and Construction	<u>31,897,347</u>	<u>31,897,347</u>	<u>663,319</u>	<u>31,234,028</u>
Professional Services				
Legal & Legislative Consulting	322,500	322,500	5,794	316,706
Financial Advisor	65,000	65,000	900	64,100
Bond Underwriter/Conduit Issuer	<u>12,000</u>	<u>12,000</u>	<u>-</u>	<u>12,000</u>
Total Professional Services	<u>399,500</u>	<u>399,500</u>	<u>6,694</u>	<u>392,806</u>
Refund of Surplus Funds to County FPD Accounts				
Madison County	1,243,675	1,243,675	245,596	998,079
Monroe County	118,750	118,750	23,899	94,851
St. Clair County	<u>1,137,575</u>	<u>1,137,575</u>	<u>235,442</u>	<u>902,133</u>
Total Refund of Surplus Funds to County	<u>2,500,000</u>	<u>2,500,000</u>	<u>504,937</u>	<u>1,995,063</u>
Debt Service				
Principal and Interest	10,876,570	10,876,570	4,127,685	6,748,885
Federal Interest Subsidy	<u>(850,070)</u>	<u>(850,070)</u>	<u>-</u>	<u>(850,070)</u>
Total Debt Service	<u>10,026,500</u>	<u>10,026,500</u>	<u>4,127,685</u>	<u>5,898,815</u>
Total Operating Expenses	<u>44,823,347</u>	<u>44,823,347</u>	<u>5,302,635</u>	<u>39,520,712</u>
General and Administrative Costs				
Salaries, Benefits	213,000	213,000	18,557	194,443
Bank Service Charges	1,200	1,200	61	1,139
Equipment and Software	2,000	2,000	19	1,981
Fiscal Agency Services	32,000	32,000	2,410	29,590
Audit Services	16,500	16,500	-	16,500
Meeting Expenses	1,000	1,000	-	1,000
Postage/Delivery	1,000	1,000	98	902
Printing/Photocopies	2,500	2,500	-	2,500
Professional Services	10,000	10,000	-	10,000
Supplies	3,000	3,000	92	2,908
Telecommunications/Internet	3,000	3,000	244	2,756
Travel	5,000	5,000	-	5,000
Insurance	<u>1,000</u>	<u>1,000</u>	<u>484</u>	<u>516</u>
Total General & Administrative Costs	<u>291,200</u>	<u>291,200</u>	<u>21,965</u>	<u>269,235</u>
Total Expenditures	<u>45,114,547</u>	<u>45,114,547</u>	<u>5,324,600</u>	<u>39,789,947</u>
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES	(32,359,547)	(32,359,547)	(4,038,370)	28,321,177
OTHER FINANCING SOURCES				
Proceeds From Borrowing	-	-	-	-
NET CHANGE IN FUND BALANCE	<u>\$ (32,359,547)</u>	<u>\$ (32,359,547)</u>	<u>\$ (4,038,370)</u>	<u>\$ 28,321,177</u>

**SOUTHWESTERN ILLINOIS FLOOD PREVENTION
DISTRICT COUNCIL**

**GENERAL FUND
STATEMENT OF REVENUES AND EXPENDITURES – BUDGET AND ACTUAL**

TWO MONTHS ENDED NOVEMBER 30, 2019 AND 2018



CliftonLarsonAllen

CliftonLarsonAllen LLP
www.cliftonlarsonallen.com

Board Members
Southwestern Illinois Flood Prevention District Council
Collinsville, Illinois

Management is responsible for the accompanying General Fund Statement of Revenues and Expenditures of Southwestern Illinois Flood Prevention District Council (the "Council") for the two months ended November 30, 2019 and 2018, in accordance with accounting principles generally accepted in the United States of America. We have performed compilation engagements in accordance with Statements on Standards for Accounting and Review services promulgated by the Accounting and Review Services Committee of the American Institute of certified Public Accountants. We did not audit or review the financial statements nor were we required to perform any procedures to verify the accuracy or completeness of information provided by management. Accordingly, we do not express an opinion a conclusion, nor provide any form of assurances on these financial statements.

Management has omitted the management discussion and analysis. Such missing information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context.

Management has not presented government-wide financial statements to display the financial position and changes in financial position of its governmental activity. Accounting principles generally accepted in the United States of America require the presentation of government-wide financial statements. The change in fund balance for the Council's governmental activity is not reasonably determinable.

Management has not presented a balance sheet for the general fund. Accounting principles generally accepted in the United States of America require the presentation of a balance sheet for each fund contained in the financial statements. The amounts that would be reported in a balance sheet of the general fund for the Council are not reasonably determinable.

Management has not presented a change in fund balance on the Statement of Revenues and Expenditures – Budget and Actual. Accounting principles generally accepted in the United States of America require the Statement of Revenues, Expenditures and Changes in Fund Balance include a presentation of changes in fund balance. The amounts that would be reported in government-wide financial statements for the Council's governmental activity is not reasonably determinable.

Management has also elected to omit substantially all of the disclosures required by generally accepted accounting principles. If the omitted disclosures were included with the financial statements, they might influence the user's conclusions about the Council's results of operations. Accordingly, these financial statements are not designed for those who are not informed about such matters.

The accompanying original and final budget amounts presented on the General Fund Statement of Revenues and Expenditures – Budget and Actual presented for the year ending September 30, 2020 and 2019, have not been compiled or examined by us, and, accordingly, we do not express an opinion or any other form of assurance on them.

We are not independent with respect to Southwestern Illinois Flood Prevention District Council.

A handwritten signature in black ink that reads "Clifton Larson Allen LLP". The signature is written in a cursive, flowing style.

CliftonLarsonAllen LLP

St. Louis, Missouri
December 6, 2019

**SOUTHWESTERN ILLINOIS FLOOD PREVENTION DISTRICT COUNCIL
GENERAL FUND
STATEMENT OF REVENUES AND EXPENDITURES - BUDGET AND ACTUAL
TWO MONTHS ENDED NOVEMBER 30, 2019 (Actual)
FISCAL YEAR ENDING SEPTEMBER 30, 2020 (Budget)**

	BUDGET		ACTUAL	VARIANCE WITH
	ORIGINAL	FINAL		FINAL BUDGET
				POSITIVE (NEGATIVE)
REVENUES				
Sales Tax Proceeds From Districts	\$ 12,455,000	\$ 12,455,000	\$ 2,065,595	\$ 10,389,405
Interest Income	350,000	350,000	134,681	215,319
Other Contributions	-	-	-	-
Total Revenues	<u>12,805,000</u>	<u>12,805,000</u>	<u>2,200,276</u>	<u>10,604,724</u>
EXPENDITURES				
Current				
Design and Construction				
Engineering Design & Construction Management	5,250,032	5,250,032	303,907	4,946,125
Construction	20,170,000	20,170,000	8,806	20,161,194
Construction and design by US ACE	2,772,851	2,772,851	-	2,772,851
Total Design and Construction	<u>28,192,883</u>	<u>28,192,883</u>	<u>312,713</u>	<u>27,880,170</u>
Professional Services				
Legal & Legislative Consulting	297,500	297,500	12,056	285,444
Financial Advisor	65,000	65,000	19,115	45,885
Bond Underwriter/Conduit Issuer	12,000	12,000	1,097	10,903
Total Professional Services	<u>374,500</u>	<u>374,500</u>	<u>32,268</u>	<u>342,232</u>
Refund of Surplus Funds to County FPD Accounts				
Madison County	1,005,800	1,005,800	432,054	573,746
Monroe County	95,700	95,700	41,254	54,446
St. Clair County	898,500	898,500	395,195	503,305
Total Refund of Surplus Funds to County	<u>2,000,000</u>	<u>2,000,000</u>	<u>868,503</u>	<u>1,131,497</u>
Debt Service				
Principal and Interest	10,949,970	10,949,970	4,167,835	6,782,135
Federal Interest Subsidy	(853,711)	(853,711)	-	(853,711)
Total Debt Service	<u>10,096,259</u>	<u>10,096,259</u>	<u>4,167,835</u>	<u>5,928,424</u>
Total Operating Expenses	<u>40,663,642</u>	<u>40,663,642</u>	<u>5,381,319</u>	<u>35,282,323</u>
General and Administrative Costs				
Salaries, Benefits	220,000	220,000	18,987	201,013
Bank Service Charges	1,000	1,000	128	872
Equipment and Software	2,000	2,000	-	2,000
Fiscal Agency Services	34,000	34,000	4,940	29,060
Audit Services	17,000	17,000	-	17,000
Meeting Expenses	1,000	1,000	-	1,000
Postage/Delivery	1,000	1,000	85	915
Printing/Photocopies	2,000	2,000	-	2,000
Professional Services	10,000	10,000	-	10,000
Supplies	3,000	3,000	45	2,955
Telecommunications/Internet	3,000	3,000	485	2,515
Travel	5,000	5,000	-	5,000
Insurance	1,000	1,000	484	516
Total General & Administrative Costs	<u>300,000</u>	<u>300,000</u>	<u>25,154</u>	<u>274,846</u>
Total Expenditures	<u>40,963,642</u>	<u>40,963,642</u>	<u>5,406,473</u>	<u>35,557,169</u>
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES	(28,158,642)	(28,158,642)	(3,206,197)	24,952,445
OTHER FINANCING SOURCES				
Proceeds From Borrowing	-	-	-	-
NET CHANGE IN FUND BALANCE	<u>\$ (28,158,642)</u>	<u>\$ (28,158,642)</u>	<u>\$ (3,206,197)</u>	<u>\$ 24,952,445</u>

**SOUTHWESTERN ILLINOIS FLOOD PREVENTION DISTRICT COUNCIL
GENERAL FUND
STATEMENT OF REVENUES AND EXPENDITURES - BUDGET AND ACTUAL
TWO MONTHS ENDED NOVEMBER 30, 2018 (Actual)
FISCAL YEAR ENDING SEPTEMBER 30, 2019 (Budget)**

	BUDGET		ACTUAL	VARIANCE WITH
	ORIGINAL	FINAL		FINAL BUDGET
				POSITIVE (NEGATIVE)
REVENUES				
Sales Tax Proceeds From Districts	\$ 12,475,000	\$ 12,475,000	\$ 2,046,597	\$ 10,428,403
Interest Income	280,000	280,000	293,033	(13,033)
Other Contributions	-	-	-	-
Total Revenues	<u>12,755,000</u>	<u>12,755,000</u>	<u>2,339,630</u>	<u>10,415,370</u>
EXPENDITURES				
Current				
Design and Construction				
Engineering Design & Construction Management	7,869,377	7,869,377	312,258	7,557,119
Construction	20,527,970	20,527,970	(72,244)	20,600,214
Construction and design by US ACE	<u>3,500,000</u>	<u>3,500,000</u>	<u>507,480</u>	<u>2,992,520</u>
Total Design and Construction	<u>31,897,347</u>	<u>31,897,347</u>	<u>747,494</u>	<u>31,149,853</u>
Professional Services				
Legal & Legislative Consulting	322,500	322,500	8,556	313,944
Financial Advisor	65,000	65,000	5,050	59,950
Bond Underwriter/Conduit Issuer	<u>12,000</u>	<u>12,000</u>	<u>1,224</u>	<u>10,776</u>
Total Professional Services	<u>399,500</u>	<u>399,500</u>	<u>14,830</u>	<u>384,670</u>
Refund of Surplus Funds to County FPD Accounts				
Madison County	1,243,675	1,243,675	245,596	998,079
Monroe County	118,750	118,750	23,899	94,851
St. Clair County	<u>1,137,575</u>	<u>1,137,575</u>	<u>235,442</u>	<u>902,133</u>
Total Refund of Surplus Funds to County	<u>2,500,000</u>	<u>2,500,000</u>	<u>504,937</u>	<u>1,995,063</u>
Debt Service				
Principal and Interest	10,876,570	10,876,570	4,127,685	6,748,885
Federal Interest Subsidy	<u>(850,070)</u>	<u>(850,070)</u>	<u>-</u>	<u>(850,070)</u>
Total Debt Service	<u>10,026,500</u>	<u>10,026,500</u>	<u>4,127,685</u>	<u>5,898,815</u>
Total Operating Expenses	<u>44,823,347</u>	<u>44,823,347</u>	<u>5,394,946</u>	<u>39,428,401</u>
General and Administrative Costs				
Salaries, Benefits	213,000	213,000	35,648	177,352
Bank Service Charges	1,200	1,200	123	1,077
Equipment and Software	2,000	2,000	19	1,981
Fiscal Agency Services	32,000	32,000	4,820	27,180
Audit Services	16,500	16,500	-	16,500
Meeting Expenses	1,000	1,000	-	1,000
Postage/Delivery	1,000	1,000	148	852
Printing/Photocopies	2,500	2,500	156	2,344
Professional Services	10,000	10,000	-	10,000
Supplies	3,000	3,000	92	2,908
Telecommunications/Internet	3,000	3,000	344	2,656
Travel	5,000	5,000	-	5,000
Insurance	<u>1,000</u>	<u>1,000</u>	<u>484</u>	<u>516</u>
Total General & Administrative Costs	<u>291,200</u>	<u>291,200</u>	<u>41,834</u>	<u>249,366</u>
Total Expenditures	<u>45,114,547</u>	<u>45,114,547</u>	<u>5,436,780</u>	<u>39,677,767</u>
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES	(32,359,547)	(32,359,547)	(3,097,150)	29,262,397
OTHER FINANCING SOURCES				
Proceeds From Borrowing	-	-	-	-
NET CHANGE IN FUND BALANCE	<u>\$ (32,359,547)</u>	<u>\$ (32,359,547)</u>	<u>\$ (3,097,150)</u>	<u>\$ 29,262,397</u>

Flood Prevention District Sales Tax Trends 2009-2019

	2009												County Share	
	Jan	Feb	March	April	May	June	July	August	Sept	October	November	December	Total	
Total Month	\$691,588	\$732,364	\$859,811	\$824,537	\$874,802	\$900,479	\$849,401	\$849,169	\$868,594	\$859,754	\$893,068	\$1,124,290	\$10,327,857	
2010														
Total Month	\$757,374	\$808,220	\$960,768	\$946,214	\$924,312	\$953,709	\$895,275	\$898,581	\$886,633	\$902,537	\$946,242	\$1,167,140	\$11,047,005	
2011														
Total Month	\$782,320	\$813,966	\$956,883	\$937,357	\$945,180	\$999,204	\$914,984	\$950,403	\$931,850	\$899,687	\$949,484	\$1,183,395	\$11,264,713	
2012														
Total Month	\$780,668	\$860,871	\$987,625	\$949,415	\$997,002	\$996,492	\$896,548	\$921,748	\$912,018	\$899,040	\$929,472	\$1,163,485	\$11,294,384	
2013														
Total Month	\$794,931	\$818,376	\$919,593	\$905,383	\$963,366	\$961,791	\$902,250	\$919,787	\$905,288	\$893,572	\$927,728	\$1,114,251	\$11,026,316	
2014														
Madison	\$373,895	\$383,909	\$456,964	\$457,729	\$484,657	\$491,911	\$455,629	\$454,995	\$442,808	\$447,128	\$452,169	\$521,522	\$5,423,317	47.785%
St. Clair	\$354,762	\$395,885	\$460,143	\$436,379	\$458,819	\$470,546	\$426,263	\$434,064	\$445,419	\$433,077	\$446,001	\$591,387	\$5,352,747	47.163%
Monroe	\$42,321	\$39,665	\$47,587	\$47,796	\$52,206	\$49,022	\$47,357	\$46,167	\$50,056	\$48,920	\$49,552	\$52,714	\$573,362	5.052%
Total Month	\$770,978	\$819,459	\$964,694	\$941,905	\$995,682	\$1,011,479	\$929,249	\$935,226	\$938,283	\$929,126	\$947,722	\$1,165,623	\$11,349,426	
Cumulative Total	\$770,978	\$1,590,437	\$2,555,131	\$3,497,036	\$4,492,718	\$5,504,197	\$6,433,446	\$7,368,671	\$8,306,955	\$9,236,081	\$10,183,803	\$11,349,426		
% change/month	-3.01%	0.13%	4.90%	4.03%	3.35%	5.17%	2.99%	1.68%	3.64%	3.98%	2.16%	4.61%		
% change/total	-3.01%	-1.42%	0.88%	1.71%	2.07%	2.62%	2.68%	2.55%	2.67%	2.80%	2.74%	2.93%	2.93%	
2015														
Madison	\$399,500	\$390,593	\$446,269	\$464,703	\$481,304	\$486,423	\$453,262	\$461,408	\$460,379	\$462,462	\$452,448	\$543,239	\$5,501,990	47.932%
St. Clair	\$379,901	\$383,206	\$462,400	\$425,254	\$455,740	\$483,020	\$432,378	\$448,558	\$448,981	\$443,474	\$449,738	\$604,257	\$5,416,905	47.191%
Monroe	\$42,760	\$39,903	\$45,866	\$47,189	\$50,546	\$48,723	\$47,636	\$45,837	\$46,257	\$46,831	\$46,048	\$52,198	\$559,793	4.877%
Total Month	\$822,161	\$813,702	\$954,534	\$937,146	\$987,590	\$1,018,166	\$933,276	\$955,803	\$955,617	\$952,766	\$948,234	\$1,199,694	\$11,478,688	
Cumulative Total	\$822,161	\$1,635,863	\$2,590,397	\$3,527,543	\$4,515,133	\$5,533,299	\$6,466,575	\$7,422,377	\$8,377,994	\$9,330,760	\$10,278,994	\$11,478,688		
% change/month	6.64%	-0.70%	-1.05%	-0.51%	-0.81%	0.66%	0.43%	2.20%	1.85%	2.54%	0.05%	2.92%		
% change/total	6.64%	2.86%	1.38%	0.87%	0.50%	0.53%	0.51%	0.73%	0.86%	1.03%	0.93%	1.14%	1.14%	

Flood Prevention District Sales Tax Trends 2009-2019

2016

	Jan	Feb	March	April	May	June	July	August	Sept	October	November	December	Total
Madison	\$395,852	\$411,203	\$475,278	\$456,249	\$478,524	\$494,024	\$452,132	\$458,210	\$470,096	\$475,402	\$484,213	\$567,037	\$5,618,218
St. Clair	\$372,259	\$406,919	\$474,256	\$423,758	\$448,782	\$480,827	\$436,971	\$434,488	\$445,274	\$426,875	\$453,732	\$581,743	\$5,385,884
Monroe	\$40,343	\$38,630	\$45,925	\$48,147	\$46,862	\$46,530	\$44,151	\$43,946	\$44,775	\$47,195	\$43,931	\$56,287	\$546,721
Total Month	\$808,455	\$856,751	\$995,459	\$928,154	\$974,167	\$1,021,380	\$933,254	\$936,644	\$960,144	\$949,471	\$981,877	\$1,205,068	\$11,550,824
Cumulative Total	\$808,455	\$1,665,206	\$2,660,665	\$3,588,818	\$4,562,986	\$5,584,366	\$6,517,619	\$7,454,264	\$8,414,408	\$9,363,879	\$10,345,756	\$11,550,824	
% change/month	-1.67%	5.29%	4.29%	-0.96%	-1.36%	0.32%	0.00%	-2.00%	0.47%	-0.35%	3.55%	0.45%	
% change/total	-1.67%	1.79%	2.71%	1.74%	1.06%	0.92%	0.79%	0.43%	0.43%	0.35%	0.65%	0.63%	0.63%

2017

	Jan	Feb	March	April	May	June	July	August	Sept	October	November	December	Total
Madison	\$415,258	\$430,036	\$504,211	\$491,654	\$526,342	\$520,314	\$491,546	\$503,604	\$498,967	\$498,088	\$515,011	\$590,042	\$5,985,073
St. Clair	\$372,274	\$401,535	\$478,561	\$447,083	\$470,278	\$475,488	\$434,801	\$452,641	\$452,607	\$448,381	\$469,634	\$571,184	\$5,474,466
Monroe	\$41,692	\$40,595	\$46,453	\$46,375	\$48,562	\$48,715	\$46,928	\$47,831	\$49,327	\$49,432	\$48,091	\$57,529	\$571,530
Total Month	\$829,224	\$872,167	\$1,029,226	\$985,112	\$1,045,182	\$1,044,517	\$973,275	\$1,004,076	\$1,000,900	\$995,901	\$1,032,735	\$1,218,755	\$12,031,070
Cumulative Total	\$829,224	\$1,701,391	\$2,730,617	\$3,715,729	\$4,760,911	\$5,805,428	\$6,778,703	\$7,782,779	\$8,783,679	\$9,779,580	\$10,812,315	\$12,031,070	
% change/month	2.57%	1.80%	3.39%	6.14%	7.29%	2.27%	4.29%	7.20%	4.24%	4.89%	5.18%	1.14%	
% change/total	2.57%	2.17%	2.63%	3.54%	4.34%	3.96%	4.01%	4.41%	4.39%	4.44%	4.51%	4.16%	4.16%

2018

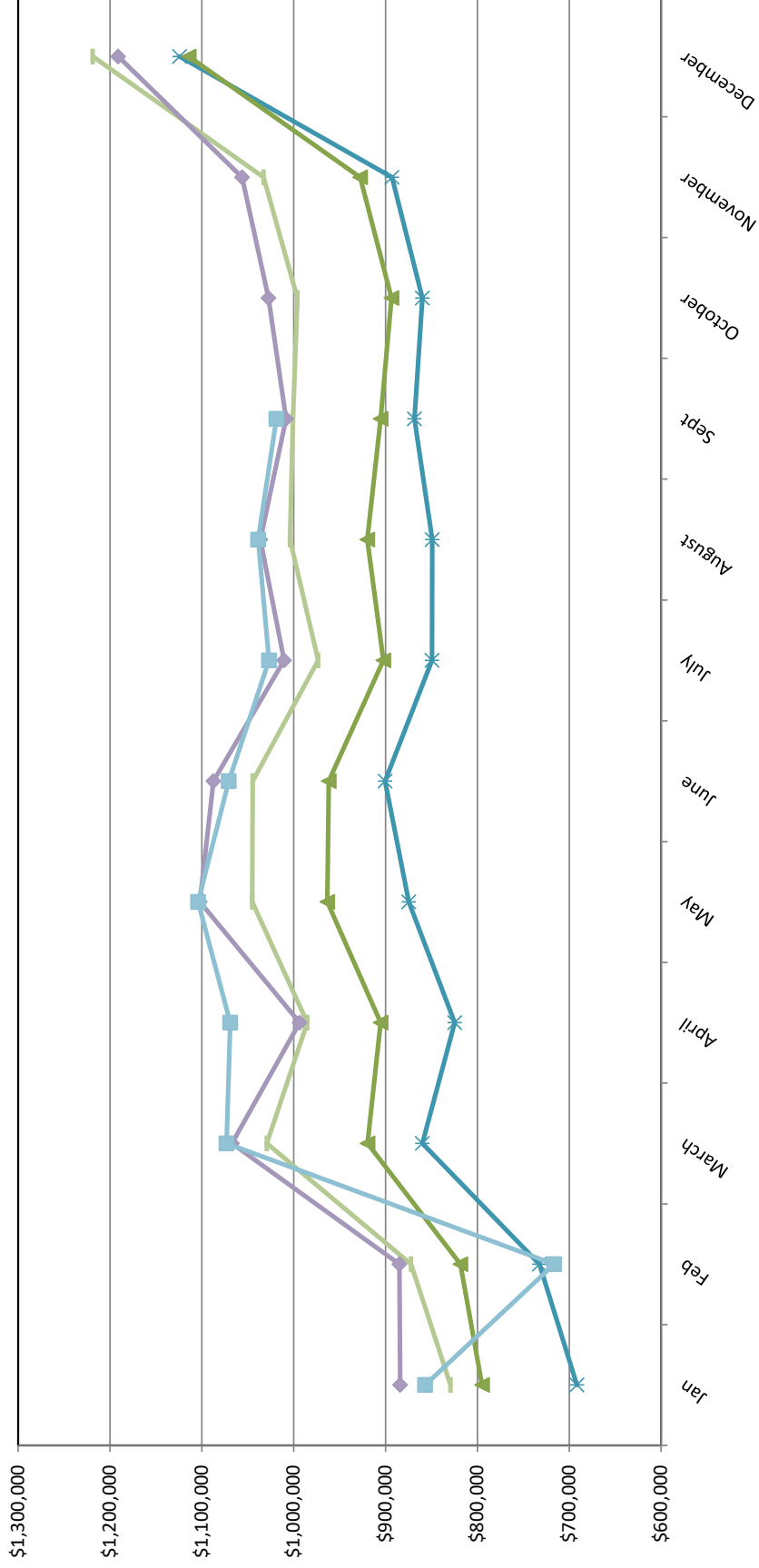
	Jan	Feb	March	April	May	June	July	August	Sept	October	November	December	Total
Madison	\$443,850	\$446,844	\$534,938	\$504,589	\$559,962	\$545,446	\$513,918	\$523,807	\$504,297	\$520,584	\$529,285	\$582,616	\$6,210,136
St. Clair	\$396,750	\$397,343	\$483,255	\$441,038	\$487,559	\$491,515	\$446,749	\$464,302	\$454,152	\$453,626	\$478,027	\$553,293	\$5,547,610
Monroe	\$43,425	\$40,823	\$48,929	\$47,933	\$54,616	\$50,298	\$49,686	\$48,134	\$49,971	\$53,079	\$48,778	\$55,188	\$590,860
Total Month	\$884,025	\$885,009	\$1,067,122	\$993,560	\$1,102,138	\$1,087,259	\$1,010,353	\$1,036,244	\$1,008,420	\$1,027,289	\$1,056,091	\$1,191,097	\$12,348,606
Cumulative Total	\$884,025	\$1,769,033	\$2,836,155	\$3,829,715	\$4,931,852	\$6,019,112	\$7,029,465	\$8,065,709	\$9,074,129	\$10,101,418	\$11,157,509	\$12,348,606	
% change/month	6.61%	1.47%	3.68%	0.86%	5.45%	4.09%	3.81%	3.20%	0.75%	3.15%	2.26%	-2.27%	
% change/total	6.61%	3.98%	3.87%	3.07%	3.59%	3.68%	3.70%	3.64%	3.31%	3.29%	3.19%	2.64%	2.64%

2019

	Jan	Feb	March	April	May	June	July	August	Sept	October	November	December	Total
Madison	\$440,766	\$292,073	\$541,776	\$564,760	\$566,362	\$544,462	\$527,639	\$526,931	\$511,146				\$4,515,914
St. Clair	\$372,163	\$384,592	\$481,112	\$452,586	\$483,774	\$478,864	\$449,788	\$464,817	\$460,785				\$4,028,481
Monroe	\$43,983	\$39,680	\$50,326	\$51,795	\$53,953	\$47,416	\$49,435	\$46,984	\$46,829				\$430,401
Total Month	\$856,912	\$716,345	\$1,073,214	\$1,069,141	\$1,104,088	\$1,070,741	\$1,026,862	\$1,038,732	\$1,018,760				\$8,974,795
Cumulative Total	\$856,912	\$1,573,257	\$2,646,470	\$3,715,611	\$4,819,699	\$5,890,441	\$6,917,303	\$7,956,035	\$8,974,795				
% change/month	-3.07%	-19.06%	0.57%	7.61%	0.18%	-1.52%	1.63%	0.24%	1.03%				
% change/total	-3.07%	-11.07%	-6.69%	-2.98%	-2.27%	-2.14%	-1.60%	-1.36%	-1.09%				

Flood Prevention District Sales Tax Trends 2009-2019

Monthly Receipts 2009-2013-2017-2018-2019



**SOUTHWESTERN ILLINOIS FLOOD PREVENTION DISTRICT COUNCIL
SUPPLEMENTARY SUPPORTING SCHEDULE
BANK TRANSACTIONS
September 30, 2019**

Beginning Bank Balance as of September 1, 2019 **\$ 1,139,066.75**
Receipts

UMB Bank	09/17/2019 Admin Transfer	20,918.62
UMB Bank	09/17/2019 Construction Transfer	543,851.35
The Bank of Edwardsville	09/30/2019 Interest	1,683.04
IRS	09/24/2019 US Treasury Receipts	104,434.69
IRS	09/24/2019 US Treasury Receipts	322,420.87

\$ 993,308.57

Disbursements

East-West Gateway	09/10/2019 Supervisor Management	17,734.50
East-West Gateway	09/24/2019 Supervisor Management	17,363.20
Wood Environmental	09/10/2019 Construction	154,150.95
Craney Law Group, LLC	09/12/2019 Legal	867.00
Craney Law Group, LLC	09/12/2019 Legal	115.00
Husch Blackwell	09/12/2019 Legal	17,127.25
CDW Government	09/11/2019 Equipment & Software	387.97
AT&T	09/10/2019 Internet	102.53
Ameren Illinois	09/10/2019 Design & Construction	57,500.00
CliftonLarsonAllen LLP	09/17/2019 Accounting	1,205.00
The Bank of Edwardsville	09/17/2019 Wire Fee	15.00
The Bank of Edwardsville	09/17/2019 Wire Fee	15.00
The Bank of Edwardsville	09/25/2019 Wire Fee	20.00
The Bank of Edwardsville	09/25/2019 Wire Fee	20.00
CopyLess Copy Center	09/17/2019 Copies	211.20
Metro East Parks & Rec	09/17/2019 Internet	720.00
Union Electric Company	09/10/2019 Easements & Legal	9,100.00
Terminal Railroad Assoc of STL	09/10/2019 Easements & Legal	303,662.40
Columbia Capital	09/10/2019 Financial Advisor	428.75
Columbia Capital	09/19/2019 Financial Advisor	122.50
Columbia Capital	09/24/2019 Financial Advisor	900.00
CliftonLarsonAllen LLP	09/24/2019 Accounting	15.95
The Bank of Edwardsville	09/30/2019 Service Fees	32.76
UMB	09/25/2019 US Treasury Receipts	322,420.87
UMB	09/25/2019 US Treasury Receipts	104,434.69

\$ 1,008,672.52

\$ 1,123,702.80

**SOUTHWESTERN ILLINOIS FLOOD PREVENTION DISTRICT COUNCIL
SUPPLEMENTARY SUPPORTING SCHEDULE
BANK TRANSACTIONS
October 31, 2019**

Beginning Bank Balance as of October 1, 2019 **\$ 1,427,365.20**
Receipts

UMB Bank	10/15/2019 Admin Transfer	21,837.22
UMB Bank	10/15/2019 Construction Transfer	150,249.95
Busey Bank	10/31/2019 Interest	1,620.23
Busey Bank	10/04/2019 Addtl Interest	368.26

\$ 174,075.66

Disbursements

Selective Insurance	10/08/2019 Insurance	484.00
East-West Gateway	10/21/2019 Supervisor Management	17,911.55
Wood Environmental	10/08/2019 Construction	137,419.95
Craney Law Group, LLC	10/15/2019 Legal	2,073.00
HostGator.Com	10/21/2019 Domain	143.40
Husch Blackwell	10/14/2019 Legal	11,807.50
Endicia	10/29/2019 Postage	50.00
AT&T	10/14/2019 Telephone	103.34
Walmart	10/14/2019 Supplies	44.53
CliftonLarsonAllen LLP	10/02/2019 Fiscal Agent	1,205.00
Busey Bank	10/15/2019 Wire Fee	15.00
Busey Bank	10/15/2019 Wire Fee	15.00
Busey Bank	10/29/2019 Stop Payment Fee	35.00
Busey Bank	10/31/2019 Service Fees	15.00
Busey Bank	10/31/2019 Service Fees	16.50
Terminal Railroad Assoc of STL	10/29/2019 Easements & Legal	303,662.40
Columbia Capital	10/21/2019 Financial Advisor	4,532.50
Columbia Capital	10/22/2019 Financial Advisor	900.00
CliftonLarsonAllen LLP	10/14/2019 Fiscal Agent	1,205.00

\$ 481,638.67

\$ 1,119,802.19

**SOUTHWESTERN ILLINOIS FLOOD PREVENTION DISTRICT COUNCIL
SUPPLEMENTARY SUPPORTING SCHEDULE
BANK TRANSACTIONS
November 30, 2019**

Beginning Bank Balance as of November 1, 2019		\$ 1,119,802.19
Receipts		
UMB Bank	11/15/2019 Admin Transfer	20,859.15
UMB Bank	11/15/2019 Construction Transfer	180,973.81
Busey Bank	11/29/2019 Interest	1,936.22
		\$ 203,769.18
Disbursements		
CliftonLarsonAllen LLP	11/05/2019 Fiscal Agent	1,245.00
Wood Environmental	11/12/2019 Construction	166,487.56
AT&T	11/12/2019 Telephone	104.66
Webroot Software	11/12/2019 Domain	133.26
CliftonLarsonAllen LLP	11/13/2019 Fiscal Agent	1,271.28
Craney Law Group, LLC	11/13/2019 Legal	195.00
Husch Blackwell	11/14/2019 Legal	6,785.75
Busey Bank	11/15/2019 Wire Fee	15.00
Busey Bank	11/15/2019 Wire Fee	15.00
UMB Bank	11/20/2019 Bond Trustee Fee	1,097.10
Columbia Capital	11/20/2019 Financial Advisor	11,882.50
East-West Gateway	11/21/2019 Supervisor Management	18,810.17
Columbia Capital	11/21/2019 Financial Advisor	900.00
Busey Bank	11/29/2019 Service Fees	1.05
		\$ 208,943.33
		\$ 1,114,628.04



Memo to: Board of Directors

From: Chuck Etwert

Subject: Resolution providing for the issue of not to exceed \$75,000,000 Flood Prevention District Council Sales Tax Revenue Bonds, Series 2020, of the Southwestern Illinois Flood Prevention District Council, Madison, St. Clair and Monroe Counties, Illinois, for the purpose of refunding certain outstanding bonds.

Date: December 16, 2019

As a follow-up to the Board's Bond Sale Intention Resolution approved at the September meeting, Columbia Capital will be requesting the adoption of a resolution providing for the issue of not to exceed \$75,000,000 Flood Prevention District Council Sales Tax Revenue Bonds, Series 2020, of the Southwestern Illinois Flood Prevention District Council, Madison, St. Clair and Monroe Counties, Illinois, for the purpose of refunding certain outstanding bonds.

Due to timing constraints and to take advantage of the current historical low interest rates, only the refunding issue is going forward at this time. The Refunding Bonds have the potential to generate interest savings of several million dollars, lowering the Council's financing costs and providing for additional borrowing capacity in the future, if a new issue is pursued to address the current estimated twenty-six million dollars still needed to complete the Authorized Level Project.

All three County Boards and the St. Clair County Flood Prevention District have authorized the \$75,000,000 Bond Refunding. The Madison and Monroe County Flood Prevention Districts will be meeting after the Council's meeting concludes, to also authorize the \$75,000,000 Bond Refunding.

Khalen Dwyer will discuss the issuance timing, potential savings, and the whole process at the meeting. A copy of the resolution is attached.

Recommendation: Approve the attached "Resolution providing for the issue of not to exceed \$75,000,000 Flood Prevention District Council Sales Tax Revenue Bonds, Series 2020, of the Southwestern Illinois Flood Prevention District Council, Madison, St. Clair and Monroe Counties, Illinois, for the purpose of refunding certain outstanding bonds."

RESOLUTION providing for the issue of not to exceed \$75,000,000 Flood Prevention District Council Sales Tax Revenue Bonds, Series 2020, of the Southwestern Illinois Flood Prevention District Council, Madison, St. Clair and Monroe Counties, Illinois for the purpose of refunding certain outstanding bonds.

* * *

WHEREAS, The Counties of Madison, St. Clair and Monroe, Illinois (each a “*County*” and together the “*Counties*”), are duly organized and validly existing units of local government created under the provisions of the laws of the State of Illinois, and are now operating under the provisions of the Counties Code of the State of Illinois, and all laws amendatory thereof and supplementary thereto; and

WHEREAS, the County Board of each County (each, a “*County Board*”), pursuant to the Flood Prevention District Act of the State of Illinois, 70 ILCS 750, *et seq.*, as amended (the “*Act*”), has heretofore declared an emergency and created, respectively, the Madison County Flood Prevention District, Madison County, Illinois, the St. Clair County Flood Prevention District, St. Clair County, Illinois and the Monroe County Flood Prevention District, Monroe County, Illinois (each, a “*District*” and collectively the “*Districts*”) for the purpose of performing emergency levee repair and flood prevention in order to prevent the loss of life or property (the “*Project*”); and

WHEREAS, the Districts are duly organized and validly existing units of local government created under the provisions of the laws of the State of Illinois, and are now operating under the provisions of the Act, and all laws amendatory thereof and supplementary thereto; and

WHEREAS, the Board of Commissioners of each District (each, a “*Board of Commissioners*”) has been duly appointed by the Chairman of the applicable County Board; and

WHEREAS, each Board of Commissioners has determined that an emergency situation exists regarding levee repair or flood prevention within the applicable District and County; and

WHEREAS, each County Board has confirmed the determination of the respective Board of Commissioners that an emergency situation exists; and

WHEREAS, each County Board has imposed a flood prevention retailers' occupation tax and a flood prevention service occupation tax pursuant to the Act (the "*Flood Prevention District Sales Taxes*"); and

WHEREAS, each Board of Commissioners has determined that it is advisable, necessary and in the best interests of the applicable District and County to perform emergency levee repair and flood protection, within or outside of the applicable District's corporate limits as permitted by the Act; and

WHEREAS, subject to and in accordance with the provisions of the Act, each District is authorized to issue revenue bonds for the purpose of providing funds to pay the cost of the Project, such bonds being payable from revenues received from the Flood Prevention District Sales Taxes and from any other revenue sources available to such District; and

WHEREAS, pursuant to the authority granted by Article VII, Section 10(a) of the Constitution of the State of Illinois and the Intergovernmental Cooperation Act, 5 ILCS 220/1, *et seq.*, as amended, the Districts have entered into An Intergovernmental Agreement to Finance, Design, and Manage the Rebuilding of the Levee Systems in Southwestern Illinois, dated as of June 11, 2009 (as amended, the "*District/Council Intergovernmental Agreement*") to finance, design, construct, manage and oversee the Project; and

WHEREAS, the Act provides that the Districts may join together through an intergovernmental cooperation agreement to provide any services described in the Act, to construct, reconstruct, repair or otherwise provide any facilities described in the Act either within or outside of each District's corporate limits, to issue bonds, notes or other evidences of

indebtedness, to pledge the sales taxes imposed pursuant to the Act to the obligations of any other District, and to exercise any other power authorized by the Act; and

WHEREAS, pursuant to the District/Council Intergovernmental Agreement there has been created the Southwestern Illinois Flood Prevention District Council, Madison, St. Clair and Monroe Counties, Illinois (the “*Council*”), to coordinate the financing, design, construction, management and oversight of the Project; and

WHEREAS, the Council has heretofore issued (a) its \$64,015,000 Flood Prevention District Council Sales Tax Revenue Bonds, Series 2010A (the “*Series 2010A Bonds*”), (b) its \$9,050,000 Taxable Flood Prevention District Council Sales Tax Revenue Bonds, Series 2010B (Build America Bonds) (the “*Series 2010B Bonds*”), (c) its \$21,130,000 Taxable Flood Prevention District Council Sales Tax Revenue Bonds, Series 2010C (Recovery Zone Economic Development Bonds) (the “*Series 2010C Bonds*” and, together with the Series 2010A Bonds and Series 2010B Bonds, the “*Series 2010 Bonds*”), (d) its \$27,705,000 Flood Prevention District Council Sales Tax Revenue Bonds, Series 2015A (the “*Series 2015A Bonds*”) and (e) its \$56,130,000 Flood Prevention District Council Subordinate Sales Tax Revenue Bonds, Series 2015B (the “*Series 2015B Bonds*” and, together with the Series 2015A Bonds, the “*Series 2015 Bonds*”) to pay a portion of the costs of the Project; and

WHEREAS, it is necessary and desirable to refund all or a portion of the Series 2010 Bonds (said portion of the Series 2010 Bonds to be refunded being referred to herein as the “*Refunded Bonds*”) (the “*Refunding*”) in order to realize debt service savings for the Council; and

WHEREAS, the Refunded Bonds are presently outstanding and unpaid and are binding and subsisting legal obligations of the Council; and

WHEREAS, sufficient funds of the Council are not available for the Refunding, and it will therefore be necessary to borrow money in an amount not to exceed \$75,000,000, for the purpose of paying such costs; and

WHEREAS, it is in the best interest of the Counties and the Districts that, pursuant to the Indenture of Trust by and between the Council and UMB Bank, National Association, St. Louis, Missouri, dated as of November 23, 2010, as amended on December 1, 2015 and proposed to be amended as of February 1, 2020, the Council issue Bonds on behalf of the Counties and the Districts for the Refunding in an aggregate principal amount not to exceed \$75,000,000 (the “*Series 2020 Bonds*”); and

WHEREAS, before the Council may issue the Series 2020 Bonds it is required by the Act to submit a request to the County Board of each County and to the Board of Commissioners of each District for approval of the issuance of the Series 2020 Bonds; and

WHEREAS, the County Board of each County and the Board of Commissioners of each District have approved of the issuance of the Series 2020 Bonds by the Council; and

WHEREAS, in order to provide credit enhancement for the Series 2010 Bonds, the Series 2015 Bonds, the Series 2020 Bonds and other bonds issued by the Council pursuant to the Senior Indenture or the Subordinate Indenture (each as defined herein) (the “*Subsequent Bonds*” and, collectively with the Series 2010 Bonds, the Series 2015 Bonds and the Series 2020 Bonds, the “*Bonds*”), it is in the best interest of the Council to enter into an amendment to the existing intergovernmental agreement with each County and District providing for the continued direct deposit of the Flood Prevention District Sales Taxes with a trustee for the payment of the Bonds (the “*County/Council Intergovernmental Agreement*”):

NOW, THEREFORE, Be It and It Is Hereby Resolved by the Board of Directors of the Southwestern Illinois Flood Prevention District Council, Madison, St. Clair and Monroe Counties, Illinois, as follows:

Section 1. Definitions. The following words and terms used in this Resolution shall have the following meanings unless the context or use clearly indicates another or different meaning is intended:

“*Act*” means the Flood Prevention District Act of the State of Illinois, 70 ILCS 750, *et seq.*, as amended.

“*Amendment*” means the proposed amendment to the District/Council Intergovernmental Agreement in substantially the form attached hereto as *Exhibit A*.

“*Board of Commissioners*” means the Board of Commissioners of the applicable District or Districts.

“*Board of Directors*” means the Board of Directors of the Council.

“*Bond Counsel*” means, with respect to the original issuance of the Series 2020 Bonds, Chapman and Cutler LLP, Chicago, Illinois, and otherwise, Chapman and Cutler LLP, or any firm of attorneys whose opinions are generally acceptable to purchasers of tax-exempt obligations of political subdivisions of state and local government, selected by the Council, and acceptable to the Trustee.

“*Bond Fund*” means, collectively, the Senior Bond Fund and the Subordinate Lien Bond Fund.

“*Bond Resolution*” means, collectively, (i) the resolution, duly adopted by the Board of Directors of the Council on October 21, 2010, authorizing the execution and delivery of the Series 2010 Bonds, (ii) the resolution, duly adopted by the Board of Directors of the Council on

October 21, 2015, authorizing the issuance, sale, and delivery of the Series 2015 Bonds and (iii) this resolution authorizing the issuance, sale and delivery of the Series 2020 Bonds.

“*Bonds*” is defined in the preambles.

“*Code*” means the Internal Revenue Code of 1986, as amended.

“*Continuing Disclosure Undertaking*” means the proposed Continuing Disclosure Agreement in substantially the form attached hereto as *Exhibit H*.

“*Council*” means the Southwestern Illinois Flood Prevention District Council, Madison, St. Clair and Monroe Counties, Illinois.

“*Council Sales Tax Fund*” means, collectively, the Southwestern Illinois Flood Prevention District Council Sales Tax Fund created and established by the Senior Indenture or, if no Outstanding Bonds under the Senior Indenture, the Southwestern Illinois Flood Prevention District Council Sales Tax Fund created and established by the Subordinate Indenture.

“*Counties*” means The Counties of Madison, St. Clair and Monroe, Illinois.

“*Counties Code*” means the Counties Code of the State of Illinois, as amended.

“*County Board*” means the County Board of the applicable County or Counties.

“*County/Council Intergovernmental Agreement*” means each Intergovernmental Agreement dated as of November 23, 2010 among a County, the related District and the Council, as amended by the First Supplement to Intergovernmental Agreement and the Second Supplement to Intergovernmental Agreement, providing for the continued direct deposit of the Flood Prevention District Sales Taxes with the Trustee.

“*County Flood Prevention Occupation Tax Fund*” means the special fund known as the (name of County) County Flood Prevention Occupation Tax Fund, established by each County pursuant to Section 25(j) of the Act.

“Debt Reform Act” means the Local Government Debt Reform Act of the State of Illinois, as amended.

“Designated Representative” means the President of the Board of Directors or the Chief Supervisor of Construction and the Works.

“District/Council Intergovernmental Agreement” is defined in the preambles.

“Districts” means the Madison County Flood Prevention District, Madison County, Illinois, the St. Clair County Flood Prevention District, St. Clair County, Illinois and the Monroe County Flood Prevention District, Monroe County, Illinois.

“First Supplement to Intergovernmental Agreement” means, with respect to each Intergovernmental Agreement, the Supplement thereto dated December 1, 2015.

“Flood Prevention District Revenues” means (i) the Flood Prevention District Sales Taxes and (ii) any other revenues of the Districts and the Council which are permitted to be used to pay debt service on the Bonds.

“Flood Prevention District Sales Taxes” means the Flood Prevention District Retailers’ Occupation Tax and the Flood Prevention District Service Occupation Tax imposed by each County pursuant to Section 25 of the Act and any substitute therefor as provided by the State in the future.

“Local Government Securities Purchase Agreement” means the Local Government Securities Purchase Agreement, by and between the Council and the Purchaser, in substantially the form attached hereto as *Exhibit D-1*, relating to the purchase of the Series 2020 Bonds by the Purchaser.

“Official Statement” means the Official Statement relating to the offering and sale of the Purchaser’s Bonds, to be dated the date of the Purchase Contract.

“*Outstanding Bonds*” means the Bonds which are outstanding and unpaid; *provided, however,* such term shall not include Bonds (i) which have matured and for which moneys are on deposit with proper paying agents, or are otherwise properly available, sufficient to pay all principal thereof and interest thereon, or (ii) the provision for payment of which has been made by the Council by the deposit in an irrevocable trust or escrow of funds or direct, full faith and credit obligations of the United States of America, the principal of and interest on which will be sufficient to pay at maturity or as called for redemption all the principal of and interest on such Bonds, as provided in the Senior Indenture or the Subordinate Indenture, as applicable.

“*Preliminary Official Statement*” means the Preliminary Official Statement relating to the offering and sale of the Purchaser’s Bonds, in substantially the form attached hereto as *Exhibit F-1*.

“*Project*” is defined in the preambles hereto.

“*Project Fund*” means the Southwestern Illinois Flood Prevention District Council Project Fund created and established by Section 5.01 of the Senior Indenture.

“*Purchase Contract*” means the Purchase Contract among the Underwriter, the Purchaser and the Council, relating to the sale of the Purchaser’s Bonds, in substantially the form attached hereto as *Exhibit E-1*.

“*Purchaser*” means the Southwestern Illinois Development Authority.

“*Purchaser’s Bonds*” means the Purchaser’s Local Government Program Revenue Bonds, Series 2020 (Southwestern Illinois Flood Prevention District Council Project).

“*Second Supplement to Intergovernmental Agreement*” means, with respect to each Intergovernmental Agreement, the applicable Second Supplement to Intergovernmental Agreement in substantially the forms attached hereto as *Exhibit G-1, G-2 and G-3*.

“*Second Supplemental Indenture*” means the Second Supplemental Indenture of Trust, by and between the Council and the Trustee, in substantially the form attached hereto as *Exhibit B*,

amending and supplementing the Senior Indenture and relating to the issuance of the Series 2020 Senior Bonds.

“*Secretary*” means the Secretary of the Treasury of the United States of America.

“*Senior Bond Fund*” means the Southwestern Illinois Flood Prevention District Council Sales Tax Revenue Bond and Interest Fund created and established in the Senior Indenture.

“*Senior Indenture*” means the Indenture of Trust dated as of November 23, 2010 by and between the Council and the Trustee, as amended and supplemented by the First Supplemental Indenture and the Second Supplemental Indenture, relating to the Series 2010 Bonds, the Series 2015 Senior Bonds and the Series 2020 Bonds.

“*Series 2010 Bonds*” means, collectively, the Council’s Flood Prevention District Council Sales Tax Revenue Bonds, Series 2010A in the amount of \$64,015,000, Taxable Flood Prevention District Council Sales Tax Revenue Bonds, Series 2010B (Build America Bonds) in the amount of \$9,050,000 and Taxable Flood Prevention District Council Sales Tax Revenue Bonds, Series 2010C (Recovery Zone Economic Development Bonds) in the amount of \$21,130,000, all issued under the Senior Indenture.

“*Series 2015 Bonds*” means, collectively, the Series 2015 Senior Bonds and the Series 2015 Subordinate Bonds.

“*Series 2015 Senior Bonds*” means the Flood Prevention District Council Sales Tax Revenue Bonds, Series 2015 in the amount of \$27,705,000, issued by the Council under the Senior Indenture.

“*Series 2015 Subordinate Bonds*” means the Flood Prevention District Council Subordinate Sales Tax Revenue Bonds, Series 2015 in the amount of \$56,130,000, issued by the Council under the Subordinate Indenture.

“*State*” means the State of Illinois.

“Stated Maturity” means the stated date of final maturity with respect to the Bonds.

“Subordinate Bonds” means Bonds issued by the Council under the Subordinate Indenture and payable from Flood Prevention District Revenues on a subordinate basis with respect to the Bonds issued under the Senior Indenture.

“Subordinate Indenture” means the Subordinate Indenture of Trust by and between the Council and the Trustee, dated December 1, 2015, relating to the Series 2015 Subordinate Bonds.

“Subordinate Lien Bond Fund” means the Southwestern Illinois Flood Prevention District Council Sales Tax Revenue Bond and Interest Fund created and established in the Subordinate Indenture.

“Subsequent Bonds” means any bonds other than the Series 2010 Bonds, the Series 2015 Bonds and the Serie 2020 Bonds issued by the Council pursuant to the Senior Indenture or the Subordinate Indenture.

“Supplemental Indenture” means a supplemental indenture executed and delivered in accordance with Article IX of the Senior Indenture or the Subordinate Indenture, as applicable.

“Surplus Fund” means the sub-fund of that name established in Section 5.09 of the Senior Indenture and the Subordinate Indenture.

“Tax Agreement” means, collectively, each tax compliance agreement to be executed and delivered by the Purchaser, the Council and the Trustee in connection with the issuance of the bonds by the Purchaser to purchase Bonds.

“Trustee” means UMB Bank, N.A., St. Louis, Missouri, as bond registrar, paying agent and trustee, and successors and assigns.

“Underwriter” means Piper Jaffray & Co., Minneapolis, Minnesota, its successors and assigns, on behalf of itself and as representative of Citigroup Global Markets Inc., Chicago,

Illinois, Loop Capital Markets LLC, Chicago, Illinois and Wells Fargo Bank, National Association, Chicago, Illinois, as the original purchaser of the Purchaser's Bonds.

Section 2. Incorporation of Preambles. It is hereby found and determined that all of the recitals contained in the preambles to this resolution are full, true and correct and the same are hereby incorporated into this resolution by this reference.

Section 3. Authorization; Amendment of the County/Council Intergovernmental Agreements. It is hereby found and determined that the Council has been authorized by the Act to issue revenue bonds, the proceeds of said revenue bonds to be used for the purpose of refunding the Refunded Bonds, and it is necessary and for the best interests of the Council that there be issued at this time the bonds so authorized in an amount not to exceed \$75,000,000. The Council hereby acknowledges and consents to the execution and delivery of the Amendment by the Districts.

Section 4. Series 2020 Bond Details; Authorization of the Second Supplemental Indenture. There shall be borrowed for and on behalf of the Council an amount not to exceed \$75,000,000 for the purpose aforesaid; and the Series 2020 Bonds of the Council shall be issued in an aggregate principal amount not to exceed \$75,000,000 and shall be designated "Flood Prevention District Council Sales Tax Revenue Bonds, Series 2020."

The Series 2020 Bonds shall be issued in one series and shall be dated the date of their original issuance and delivery and shall also bear the date of authentication thereof. The Series 2020 Bonds shall be in fully registered form, shall be in denominations of \$5,000 each and authorized integral multiples thereof (but no single Series 2020 Bond shall represent principal maturing on more than one date), and shall be numbered 1 and upwards.

The Series 2020 Bonds shall mature or be subject to mandatory redemption prior to maturity (subject to prior optional redemption as hereinafter set forth) on the dates set forth in the Second Supplemental Indenture, in an aggregate principal amount not to exceed \$75,000,000 and

bear interest at the rates per annum (not to exceed nine percent (9.0%) per annum), as set forth in the Second Supplemental Indenture. The true interest cost (“TIC”) of the Series 2020 Bonds shall not exceed 3.80% per annum.

The terms and provisions of the Series 2020 Bonds, including provisions for execution, authentication, payment of principal and interest, transfer and exchange, redemption, defeasance, events of default and remedies, are as contained in the Senior Indenture. The Second Supplemental Indenture, amending and supplementing the Senior Indenture, is hereby authorized and approved and the Designated Representative is hereby authorized and directed to execute and deliver the same.

Section 5. Sale of the Series 2020 Bonds. The Local Government Securities Purchase Agreement is hereby authorized and approved and the Designated Representative is hereby authorized and directed, without any further authorization or direction from the Board of Directors, to execute and deliver the same and to sell and deliver the Series 2020 Bonds upon the terms as prescribed in this Section.

The Purchase Contract is hereby authorized and approved and the Designated Representative is hereby authorized and directed, without any further authorization or direction from the Board of Directors, to execute and deliver the same upon the terms as prescribed in this Section.

The Series 2020 Bonds hereby authorized shall be executed as provided in the Senior Indenture, and, after authentication thereof by the Trustee, shall be delivered to the Purchaser, upon receipt of the purchase price therefor set forth in the Local Government Securities Purchase Agreement, the same being not less than 95% of the principal amount of the Series 2020 Bonds, plus accrued interest to date of delivery.

Prior to the execution and delivery of the Purchase Contract, the Designated Representative shall find and determine that no person holding any office of the Council, either by election or appointment, is in any manner financially interested directly in his or her own name or indirectly in the name of any other person, association, trust or corporation, in such Purchase Contract for the purchase of the Purchaser's Bonds.

Upon the sale of the Series 2020 Bonds, the Designated Representative shall find and determine that the Series 2020 Bonds have been sold at such price and bear interest at such rate that neither the true interest cost nor the net interest rate received upon the sale of the Series 2020 Bonds exceeds the maximum rate otherwise authorized by applicable law.

The use by the Underwriter of the Preliminary Official Statement is hereby ratified, approved and confirmed. The Board of Directors hereby authorizes the preparation and circulation of the final Official Statement, in substantially the same form as the Preliminary Official Statement incorporating such changes therein as may be necessary to reflect the pricing of the Series 2020 Bonds. The Designated Representative is hereby authorized and directed, to execute and deliver said final Official Statement.

Section 6. Security for the Bonds; Council Sales Tax Fund; Debt Service Reserve Fund.

The Bonds are payable solely from the Flood Prevention District Revenues, and for the purpose of providing funds required to pay the principal and interest on the Bonds promptly when and as the same falls due, the Council covenants and agrees with the purchasers and the owners of the Bonds that the Bonds issued under the Senior Indenture shall have a first and prior claim on and a security interest in all Flood Prevention District Revenues, the Council Sales Tax Fund and all amounts in such Fund and the Bonds issued under the Subordinate Indenture shall have a claim on and a security interest in all Flood Prevention District Revenues, the Council Sales Tax Fund and all amounts in such Fund subordinate only to the claim and security interest of the Bonds issued

under the Senior Indenture. The Flood Prevention District Revenues are hereby directed to be used pursuant to the Bond Resolution for the purpose of paying the principal of and interest on the Bonds when and as the same come due, and shall be used and disbursed as set forth in the Senior Indenture and the Subordinate Indenture. The pledge and grant of lien and security interest is also subject to the right of the Council to apply any amounts not required to be deposited in the Council Sales Tax Fund for its other lawful purposes.

Each County has heretofore established a County Flood Prevention Occupation Tax Fund. Pursuant to the County/Council Intergovernmental Agreement each County shall direct the Comptroller of the State of Illinois to, for the period during which any of the Bonds are Outstanding, continue to pay the Flood Prevention District Sales Taxes directly to the Trustee rather than to the respective County, for deposit to the Council Sales Tax Fund. The funds held by the Trustee in the Council Sales Tax Fund shall be held, invested and distributed as set forth in the Senior Indenture and the Subordinate Indenture.

The Council covenants and agrees with the purchasers and the owners of the Bonds that so long as the Bonds remain outstanding, the Council will take no action or fail to take any action which in any way would adversely affect the ability of the Counties to collect and apply the Flood Prevention District Sales Taxes or the ability of the Council to collect the Flood Prevention District Revenues for the payment of the Bonds. The Council and its officers will comply with all present and future applicable laws in order to assure that the Flood Prevention District Revenues will be available as provided herein and deposited as provided in the Senior Indenture and the Subordinate Indenture.

The amendment of each of the County/Council Intergovernmental Agreements by the execution and delivery of the Second Supplement to Intergovernmental Agreement relating thereto

is hereby authorized and approved and the Designated Representative is hereby authorized and directed to execute and deliver the same.

Section 7. Additional Debt. Additional Bonds and debt may be incurred payable from the Flood Prevention District Revenues only as set forth in the Senior Indenture and the Subordinate Indenture.

Section 8. Use of Series 2020 Bond Proceeds; Call of the Refunded Bonds. Accrued interest received on the delivery of the Series 2020 Bonds and capitalized interest in the amount set forth in the Second Supplemental Indenture is hereby appropriated for the purpose of paying first interest due on the Series 2020 Bonds and is hereby ordered deposited into the account for the Series 2020 Bonds in the Senior Bond Fund. Principal proceeds of the Series 2020 Bonds shall be deposited in the Reserve Fund, the Costs of Issuance Account, and the Senior Bond Fund to pay the redemption price of the Refunded Bonds on their redemption date (each as defined in the Senior Indenture) under the Second Supplemental Indenture in the amounts set forth in the Second Supplemental Indenture.

Amounts deposited to the Senior Bond Fund for the purposes of paying the redemption price of the Refunded Bonds are hereby appropriated for such purpose.

The moneys in the Senior Bond Fund (but solely to the extent deposited therein to provide funds for the Refunding) under the Senior Indenture shall be held in trust by the Trustee, shall be applied to the payment of the costs of the Refunding except to the extent required to be transferred to a rebate fund in accordance with a tax compliance agreement and, pending such application, shall be held as trust funds under the Senior Indenture until paid out or transferred as provided in the Senior Indenture. The Senior Bonds are secured by a pledge of all of the moneys on deposit in the Project Fund under the Senior Indenture as provided in the Senior Indenture and the Subordinate Bonds are secured by a pledge of all of the moneys on deposit in the Project Fund

under the Subordinate Indenture as provided in the Subordinate Indenture, and such pledge is irrevocable until the obligations of the Council are discharged under the Senior Indenture or the Subordinate Indenture, as applicable. The Trustee may, in its discretion, establish such other accounts within a Project Fund, and subaccounts within any of such accounts, as the Trustee may deem necessary or useful for the purpose of identifying more precisely the sources of payments into and disbursements from such Project Fund and its accounts, or, if directed by the Council, for the purpose of complying with the requirements of the Code relating to arbitrage, but the establishment of any such account or subaccount shall not alter or modify any of the requirements of the Bond Resolution, the Senior Indenture or the Subordinate Indenture with respect to the deposit or use of money or result in commingling of funds not permitted hereunder or under the Senior Indenture and the Subordinate Indenture. In establishing such accounts or subaccounts, the Trustee may at any time request, receive and rely with full acquittance upon an opinion of Bond Counsel, addressed to the Trustee, that the establishment of such accounts or subaccounts will not adversely affect any exemption from federal income taxation to which interest on the Bonds would otherwise be entitled. Moneys deposited into the Project Fund under the Senior Indenture shall be held in such Project Fund and disbursed as provided in the Senior Indenture. Moneys deposited into the Senior Bond Fund under the Senior Indenture shall be held in such Senior Bond Fund and disbursed as provided in the Senior Indenture.

The Council hereby calls the Refunded Bonds for redemption on the date set forth in the Second Supplemental Indenture, being a date not more than 90 days after the issuance of the Series 2020 Bonds and the Trustee is hereby authorized to give notice of such redemption to the holders of the Refunded Bonds in such manner as set forth in the Senior Indenture.

Section 9. Provisions a Contract. The provisions of the Bond Resolution shall constitute a contract between the Council and the holders of the Outstanding Bonds and no

changes, additions, or alterations of any kind shall be made hereto, except as herein provided, so long as there are any Outstanding Bonds.

Section 10. Tax Covenants. The Council agrees to comply with all provisions of the Code which, if not complied with by the Council, would cause the interest on the Series 2020 Bonds not to be excludable from gross income for federal income tax purposes. In furtherance of the foregoing provisions, but without limiting their generality, the Council agrees: (a) through its officers, to make such further specific covenants, representations as shall be truthful, and assurances as may be necessary or advisable; (b) to comply with all representations, covenants and assurances contained in certificates or agreements as may be prepared by Bond Counsel; (c) to consult with Bond Counsel and to comply with such advice as may be given; (d) to file such forms, statements and supporting documents as may be required and in a timely manner; and (e) if deemed necessary or advisable by its officers, to employ and pay fiscal agents, financial advisors, attorneys and other persons to assist the Council in such compliance.

The Council also certifies and further covenants with the Underwriter and registered owners of the Series 2020 Bonds from time to time outstanding that moneys on deposit in any fund or account in connection with the Series 2020 Bonds, whether or not such moneys were derived from the proceeds of the sale of the Series 2020 Bonds or from any other source, will not be used in a manner which will cause any of the Series 2020 Bonds to be “arbitrage bonds” within the meaning of Code Section 148 and any lawful regulations promulgated thereunder, as the same presently exist or may from time to time hereafter be amended, supplemented or revised.

The Council further covenants that it will not take any action, or omit to take any action or permit the taking or omission of any action within its control (including, without limitation, making or permitting any use of the proceeds of the Series 2020 Bonds) if taking, permitting or omitting to take such action would cause any Series 2020 Bond to be a private activity bond within

the meaning of the Code or would otherwise cause interest on any of the Series 2020 Bonds to be included in the gross income of the recipients thereof for federal income tax purposes. The Council acknowledges that, in the event of an examination by the Internal Revenue Service of the exemption from federal income taxation of interest on any of the Series 2020 Bonds, under present rules, the Council may be treated as a “taxpayer” in the examination and agrees that it will respond in a commercially reasonable manner to any inquiries from the Internal Revenue Service in connection with such an examination.

Section 11. Registered Form. The Council agrees that it will not take any action to permit the Series 2020 Bonds to be issued in, or converted into, bearer or coupon form.

Section 12. Continuing Disclosure Undertaking. The execution and delivery of the Continuing Disclosure Undertaking is hereby authorized and approved and the Designated Representative is hereby authorized and directed to execute and deliver the same. When the Continuing Disclosure Undertaking is executed and delivered on behalf of the Council as herein provided, the Continuing Disclosure Undertaking will be binding on the Council and the officers, employees and agents of the Council, and the officers, employees and agents of the Council are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the Continuing Disclosure Undertaking as executed. Notwithstanding any other provision of the Bond Resolution, the Senior Indenture or the Subordinate Indenture, the sole remedy for failure to comply with the Continuing Disclosure Undertaking shall be the ability of the Trustee or the beneficial owner of any Series 2020 Bond to seek mandamus or specific performance by court order, to cause the Council to comply with its obligations under the Continuing Disclosure Undertaking.

Section 13. Municipal Bond Insurance. In the event the payment of principal and interest on any of the Series 2020 Bonds is insured pursuant to a bond insurance policy or financial

guaranty policy, and as long as such bond insurance policy or financial guaranty policy shall be in full force and effect, the Council and the Trustee agree to comply with such usual and reasonable provisions regarding presentment and payment of such Series 2020 Bonds, subrogation of the rights of the holders of such Series 2020 Bonds to the issuer of such bond insurance policy or financial guaranty policy upon payment of Series 2020 Bonds by the issuer of such bond insurance policy or financial guaranty policy, amendment hereof or of the Senior Indenture or the Subordinate Indenture, as applicable, or other terms, as approved by the Designated Representative on advice of counsel, his approval to constitute full and complete acceptance by the Council of such terms and provisions under authority of this Section.

Section 14. Further Authority. The President of the Board of Directors, the Chief Supervisor of Construction and Works and the other officers, officials and employees of the Council are hereby authorized, empowered and directed to do all such acts and things and to execute, acknowledge and deliver all such documents (including, without limiting the generality of the foregoing, any closing certificate, non-arbitrage certificate or tax compliance agreement in connection with the issuance of the Series 2020 Bonds) as may in her, his or their discretion be deemed necessary or desirable in order to carry out or comply with the terms and provisions of this Resolution and the Official Statement and to make ministerial alterations, changes or additions in the foregoing agreements, statements, instruments or other documents herein approved, authorized and confirmed which they may approve and the execution or taking of such action shall be taken as conclusive evidence of its necessity or advisability. All of the acts and undertakings of such officers, officials and employees which are in conformity with the intent and purposes of this Resolution, whether heretofore or hereafter taken or done shall be and the same are hereby in all respects, ratified, confirmed and approved.

Section 15. Severability. If any section, paragraph or provision of this resolution shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability of such section, paragraph or provision shall not affect any of the remaining provisions of this resolution.

Section 16. Repeal. All resolutions, ordinances or parts thereof in conflict herewith be and the same are hereby repealed and this resolution shall be in full force and effect forthwith upon its adoption.

Adopted December 18, 2019.

President, Board of Directors

Attest:

Secretary, Board of Directors

Director _____ moved and Director _____ seconded the motion that said resolution as presented and read be adopted.

After a full and complete discussion thereof, the President of the Board of Directors directed that the roll be called for a vote upon the motion to adopt said resolution as read.

Upon the roll being called, Directors _____

voted "AYE", and Directors _____

voted "NAY", whereupon the President of the Board of Directors declared the motion carried and the resolution adopted, and henceforth did approve and sign the same in open meeting and did direct the Secretary of the Board of Directors to record the same in full in the records of the Southwestern Illinois Flood Prevention District Council, Madison, St. Clair and Monroe Counties, Illinois, which was done.

Other business not pertinent to the adoption of said resolution was duly transacted at said meeting.

Upon motion duly made, seconded and carried, the meeting was adjourned.

Secretary, Board of Directors

STATE OF ILLINOIS)
) SS
COUNTY OF MADISON)

CERTIFICATION OF RESOLUTION AND MINUTES

I, the undersigned, do hereby certify that I am the duly qualified and acting Secretary of the Board of Directors (the “*Board of Directors*”) of the Southwestern Illinois Flood Prevention District Council, Madison, St. Clair and Monroe Counties, Illinois (the “*Council*”), and as such official I am the keeper of the books, records and files of the District and the Board of Directors.

I do further certify that the foregoing constitutes a full, true and complete transcript of the minutes of the meeting of the Board of Directors held on the 18th day of December, 2019, insofar as same relates to the adoption of a resolution entitled:

RESOLUTION providing for the issue of not to exceed \$75,000,000 Flood Prevention District Council Sales Tax Revenue Bonds, Series 2020, of the Southwestern Illinois Flood Prevention District Council, Madison, St. Clair and Monroe Counties, Illinois for the purpose of refunding certain outstanding bonds.

a true, correct and complete copy of which said resolution as adopted at said meeting appears in the foregoing transcript of the minutes of said meeting.

I do further certify that the deliberations of the Board of Directors on the adoption of said resolution were taken openly, that the vote on the adoption of said resolution was taken openly, that said meeting was held at a specified time and place convenient to the public, that notice of said meeting was duly given to all of the news media requesting such notice, that an agenda for said meeting was posted at the location where said meeting was held and at the principal office of the Board of Directors at least 48 hours in advance of the holding of said meeting, that a true, correct and complete copy of said agenda as so posted is attached hereto as *Exhibit A*, that said meeting was called and held in strict accordance with the provisions of the Flood Prevention District Act of the State of Illinois, as amended, and the Open Meetings Act of the State of Illinois, as amended, and that the Board of Directors has complied with all of the applicable provisions of said Acts and its procedural rules of the Board of Directors.

IN WITNESS WHEREOF, I hereunto affix my official signature this 18th day of December, 2019.

Secretary, Board of Directors



Memo to: Board of Directors
From: Chuck Etwert
Subject: Selection of Bond Underwriters
Date: December 16, 2019

At the September meeting the Board approved the Bond Sale Intention Resolution, presented by Columbia Capital Management, the Council's financial advisor, which allowed the refunding of the Series 2010 ABC revenue bonds process to begin, with final approval for the transaction to be sought at a subsequent meeting. Similar to the process utilized in 2015, Columbia Capital utilized a competitive selection process for the underwriters of the bonds.

On October 15, 2019, Columbia Capital Management issued a Requests for Proposals (RFPs) for Bond Underwriting Services on behalf of the Council to 8 firms that regularly underwrite municipal bond transactions in the region and that have the capacity to manage a transaction of the size and complexity of the Council's. Seven firms responded in the capacity of senior managing underwriter (the primary underwriting firm involved on a financing) and one firm responded as a co-managing underwriter only (a member of the underwriting team, but not the primary firm).

Khalen Dwyer will be at the meeting to discuss the results of the RFP process and Columbia Capital Management's recommendation for selecting a bond underwriter.

It is recommended that Piper Jaffray be the senior manager with Citigroup, Loop Capital, and Wells Fargo as co-managers.

Attached is Columbia Capital Management's Request for Proposals and Memorandum with their Summary Recommendation.

Recommendation:

Confirm the selection of Bond Underwriters for the Revenue Bonds, Series 2020 as recommended by Columbia Capital Management in their November 12, 2019 Memorandum.

MEMORANDUM

11.12.19

Chuck Ewert
Southwestern Illinois Flood
Prevention District Council

The purpose of this memorandum is to recommend the underwriting team for the anticipated issuance of the Southwestern Illinois Development Authority Local Government Program Revenue Bonds, Series 2020 (Southwestern Illinois Flood Prevention District Council Project) (the “Bonds”). The Bonds are being issued to refund for economic savings certain of the Council’s outstanding bonds.

SUMMARY RECOMMENDATIONS

Based on the overall quality of its written proposal and proposed interest rates, we recommend the appointment of **Piper Jaffray** as the senior manager on the Bonds, contingent upon Piper Jaffray’s willingness reduce their quoted fee to \$3.00 per \$1,000 in bonds issued. We further recommend the Council engage (alphabetically) **Citigroup**, **Loop Capital**, and **Wells Fargo** as co-managers. We recommend that liabilities be assigned as 64% to the senior manager and 12% each to the co-managers. We also recommend a net designated compensation policy, with no more than 64% designation allocated to any firm and a requirement that at least three firms be designated.

METHOD OF SALE CONSIDERATIONS

Municipal bonds are generally offered to investors in one of two ways: (1) through a *competitive sale*, an analogue to a sealed bid process, where underwriters place bids at a specific time to buy the bonds; or (2) through a *negotiated sale*, where the issuer selects its underwriter in advance of the bond sale, negotiating the terms and conditions of that sale with the underwriter at pricing. For straightforward, highly rated transactions from frequent borrowers, we generally recommend issuers consider a competitive sale process. In this case, however, we believe that including the input of the underwriter in the development of the financing—due to the transaction’s complexity from both an analytical and marketing perspective—will be fundamental to the success of the financing. As a result, we recommend the Council use a *negotiated sale* for this transaction.

BACKGROUND AND PROCESS

In recent months Columbia Capital has presented the Council with analyses examining: (i) opportunities to refund certain of the Council’s outstanding bonds to achieve significant debt service savings, and (ii) the feasibility of issuing bonds to leverage the Council’s sales tax receipts to fund additional 500-year protection level flood control projects. At its regular board meeting in September, the Council authorized staff to proceed with a request for proposals to engage one or more underwriting teams for the financing.

In October, on the Council’s behalf, we sent a request for proposals for underwriting services (RFP) to a list of eight firms, each of which regularly underwrites municipal bond transactions in the region and has the capacity to manage a transaction the size and complexity of the Council’s. The list of banks includes a mix of Wall Street and regional underwriting firms. In compiling the list of potential firms, we considered the efforts that certain banks have made to provide unsolicited analysis to the Council in recent years, and the expertise and experience that each firms’ banking personnel has managing similar financings.

Seven firms responded in the capacity of senior managing underwriter (the primary underwriting firm involved on a financing) and one firm responded as a co-managing underwriter only (a member of the underwriting team, but not the primary firm). These firms are listed alphabetically in the table below:

RFP Respondents			
Firm	Lead Banker	Location	Notes
Citigroup	Samantha Costanzo	Chicago	
Loop Capital	Clarence Bourne	Chicago	MBE
Piper Jaffray	Neil Pritz	Chicago	
Raymond James	Kevin Thompson	Memphis	
Stern Brothers	Joyce Opinsky	St. Louis	WBE; Co-Manager Only
Stifel	Anne Noble	St. Louis	
UBS Financial	Beth Coolidge	Chicago	
Wells Fargo	Kevin Hoecker	Chicago	

We asked respondents to provide their thoughts and recommendations with respect to transaction structure, rating agency strategy, and approach to marketing the Bonds. We also asked each firm to demonstrate its recent experience managing similar financings, identify its expected interest rates on the transaction in today’s market, and provide a quotation for its underwriting fees and expenses.

RESPONSE EVALUATIONS

We reviewed each proposal in detail for certain *qualitative* factors discussed herein, and we created a scoring tool to allow us to compare the *quantitative* features of each response (expected pricing levels and underwriting fees) on an “apples-to-apples” basis. Our scoring tool relied on a model financing that “normalized” the structure across each of the responses. Through the normalization process, we were able to compare each respondent’s proposed interest rates and underwriting fees directly using a metric called *true interest cost* (TIC)—effectively an average cost of borrowing through the final maturity date. We also compared the hypothetical cost of each proposal assuming the bonds were called at the first optional redemption date (the “Yield-to-Call”).

Qualitative Evaluations

We evaluated each response across four qualitative factors: (1) relevant experience demonstrated, (2) financing analysis, (3) rating/marketing plan, and (4) comparable transaction analysis supporting the proposed interest rates. Each category was scored ranging from 0 (Nonresponsive) to 3 (Great), resulting in a maximum qualitative score of 12 points.

From a qualitative perspective, we were most impressed with the responses of Wells Fargo, Piper Jaffray, Citigroup, and Loop Capital. The overall quality of the RFP response from these four firms was very high. These firms clearly demonstrated their relevant transaction experience, a clear understanding of the Council’s financing goals and challenges, and the nuances of marketing the credit. The table below summarizes the qualitative score of each respondent. Additional scoring details are provided in the **Attachment**.

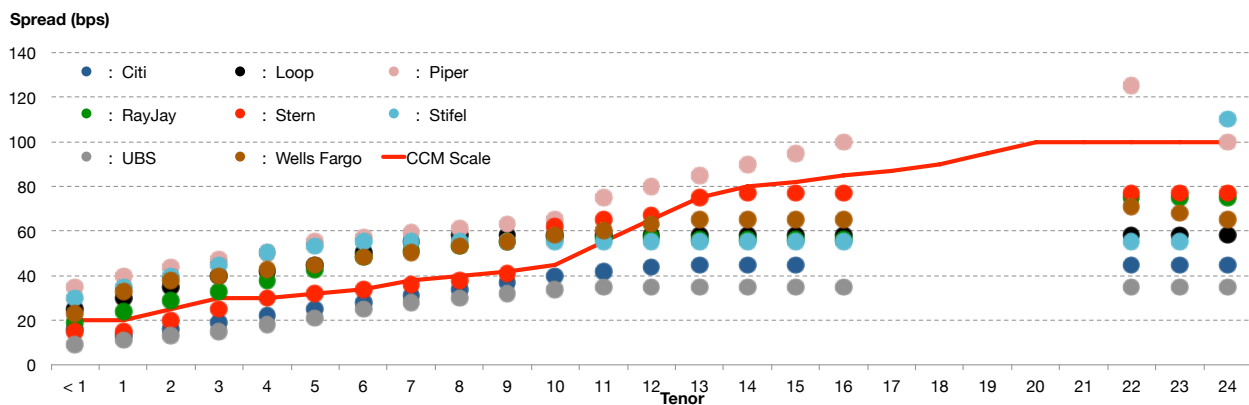
Qualitative Factor Rankings		
Rank	Firm	Points (Max. 12)
1	Wells Fargo	11
2	Piper Jaffray	10
3(T)	Citigroup	9
3(T)	Loop Capital	9
5	Raymond James	8
6	Stifel	7
7	UBS Financial	6
8	Stern Brothers	4

Quantitative Evaluations

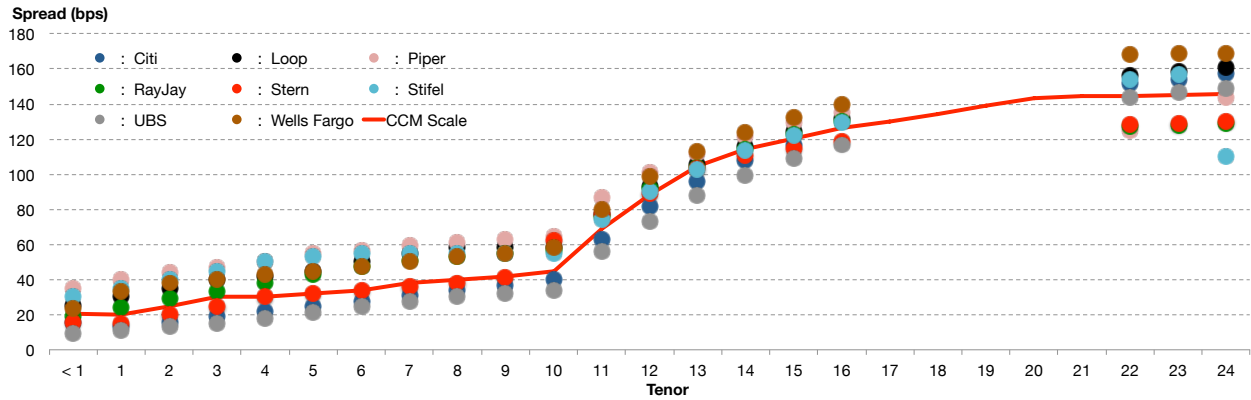
Proposed Interest Rates

The RFP asked each respondent to present its expectations of how the Council’s offering would fare if sold in the market today. We asked each firm to justify its proposed interest rates with recent market data. We also conducted our own evaluation of interest rate expectations based upon comparable transactions in the municipal market recently. We can also look to the groupings of expectations (where they exist) from the respondents themselves to identify consensus cost estimates. To ensure an apples-to-apples comparison, we asked each firm to make its presentation of interest rates as a differential, or “spread,” to the ‘AAA’ rated tax-exempt benchmark index, allowing us to directly compare each proposal. The figures below present each firm’s expectations for credit spreads; we show the results on both a reoffering yield (yield-to-worst) and yield-to-maturity basis to properly reflect the varying coupon structures.

Reoffering Yields | Proposed Spreads



Yield to Maturity | Proposed Spreads



The figures above show that there is a certain level of disagreement among the proposers about the expected borrowing costs for the proposed financing. Expectations for overly aggressive interest rates are unlikely to be realized, even with very astute negotiations by the Council and its advisors. Similarly, starting with expectations of overly conservative interest rates makes it difficult to move the underwriter to actual market levels at the time of pricing. Ideally, we would pick a lead manager with a proposal for interest rates that is “on the market.” The definition of “market” levels is subject to debate—reasonable minds will differ.

Underwriting Fees

Along with proposed interest rates, underwriting fees play a role in the overall cost of a financing, and significant differences in fees demanded from firm to firm can create material differences in borrowing costs. But, generally speaking, interest rates matter more. A proposal with lower interest rates coupled with higher fees can produce a better overall outcome than a proposal with very low fees but less competitive borrowing costs. The table below presents modeled average underwriting costs by firm using Columbia Capital’s normalized bond structure.

Firm	Avg. Fee	Rank
Raymond James	\$ 1.75	1
UBS Financial	2.50	2
Loop Capital	2.92	3
Citi	3.00	4
Wells Fargo	3.25	5
Stern Brothers	3.40	6
Stifel	3.95	7
Piper Jaffray*	4.18	8

*Columbia Capital recommends the Council negotiate Piper Jaffray’s fee to \$3.00 per \$1,000 in bonds, which is commensurate with the fees quoted by other respondents, on average.

Total Interest Cost Evaluations

Using a model bond sizing and structure, we can compare the aggregate cost of borrowing using each respondent’s fee and interest rate proposal. (Because Stern Brothers proposed as a co-manager only, we did not include its response in this analysis.) The first table below ranks each firm on a true interest cost (TIC) basis, while the second table ranks each firm on

a yield-to-call (YTC) basis, which measures the effective interest cost if the bonds are refunded at the earliest optional redemption date (as opposed to maturing as scheduled). The difference between these two measurements is a factor of the coupon structure (par vs. premium vs. discount). Compared to bonds sold with discount or par pricing structures, longer-term premium coupon bonds typically offer lower quoted yields to the first optional redemption date, but higher yields to maturity, and vice versa. Accordingly, comparing the cost of interest rate proposals to both maturity and the call date provides a more complete picture of the potential interest cost.

True Interest Cost (Yield-to-Maturity)			Yield-to-Call		
Rank	Firm	TIC	Rank	Firm	TIC
1	UBS Financial	2.720%	1	UBS Financial	1.993%
2	Piper Jaffray	2.743%	2	Citigroup	2.077%
3	Raymond James	2.746%	3	Loop Capital	2.238%
4	Citigroup	2.782%	4	Raymond James	2.245%
5	Stifel	2.820%	5	Stifel	2.277%
6	Loop Capital Markets	2.902%	6	Wells Fargo	2.284%
7	Wells Fargo	2.936%	7	Piper Jaffray	2.382%

Notably, UBS' proposal resulted in the lowest borrowing cost on *both* a yield-to-maturity and yield-to-worst basis. This is a result, however, of UBS proposing interest rates that appear to be below market levels. In fact, UBS was the only respondent that did not support their pricing proposal with recent market pricing data. Accordingly, we do not consider UBS' interest rate proposal to be realistic. Piper Jaffray submitted the next lowest TIC. Piper Jaffray was the only senior manager respondent that proposed lower (sub-5%) coupons throughout the entire yield curve. This resulted in aggressive pricing on a yield-to-maturity basis, which is particularly conducive to achieving the Council's goals for this transaction. Since TIC (yield-to-maturity) reflects the total cost of repaying the debt through the life of the bonds, minimizing this measurement maximizes both the Council's refunding savings and its capacity to borrow for new projects at a later date, if necessary. Piper Jaffray's lower coupon structure also resulted in the highest YTC cost. For the reasons cited above, however, we believe the Council should place more emphasis on TIC.

CONCLUSIONS

We recommend Piper Jaffray as the senior manager based upon the quality of its RFP response, its assessment of likely borrowing costs, and its proposed couponing approach. Notably, Piper Jaffray was one of a handful of firms that has provided unsolicited refunding analysis to the Council in recent months. **Please note our recommendation is contingent, however, on Piper Jaffray agreeing to lower its fees to \$3.00 per \$1,000 in bonds.** In rounding out the underwriting team, we think there is value in rewarding firms with other high-quality proposals. As a result, we recommend the appointment of Citigroup, Loop Capital, and Wells Fargo as co-managing underwriters.

Please let us know if you have any questions about our analysis or conclusions.

Qualitative

0 - Nonresponsive | 1 - Poor | 2 - Adequate | 3 - Great

	Citi	Loop	Piper	RayJay	Stern	Stifel	UBS	Wells
Experience	3	3	2	1	1	3	1	3
Analysis	3	2	3	3	1	1	3	3
Rating/Marketing	2	2	3	2	1	2	2	3
Supporting Comps	1	2	2	2	1	1	0	2
Total	9	9	10	8	4	7	6	11

Quantitative

True Interest Cost	2.782%	2.902%	2.743%	2.746%	2.726%	2.820%	2.720%	2.936%
	5	7	3	4	2	6	1	8
Yield-to-Call	2.077%	2.238%	2.382%	2.245%	2.301%	2.277%	1.993%	2.284%
	2	3	8	4	7	5	1	6
Total U/W Fees	0.300%	0.292%	0.418%	0.175%	0.340%	0.395%	0.250%	0.325%
	4	3	8	1	6	7	2	5

Notes

IL Penalty	10-20 bps	0 bps (due to unusual lockbox structure)	25 bps	Yes, but does not quantify	20-25 bps	10 bps	10 bps	12-15 bps
Structure	CIBs & CABs (+ 75 bps to CIBs)	CIBs	CIBs & CABs (+20 to 25 bps to CIBs)	CIBs	CIBs	CIBs	CIBs	CIBs
Rating Strategy	Maintain S&P; Push Moody's for upgrade	-	Maintain	Maintain	Maintain	Maintain	Maintain	Replace Moody's w/ Fitch; Warn of sublien downgrade from S&P



REQUEST FOR PROPOSALS **BOND UNDERWRITING SERVICES**

SOUTHWESTERN ILLINOIS DEVELOPMENT AUTHORITY

\$99,055,000[†]

Local Government Program

Revenue Bonds

Series 2020-A

(Southwestern Illinois Flood Prevention District Council Project)

RFP Published	October 15, 2019
Questions Due	October 22, 2019 2:00 PM CT
Answers Circulated	October 25, 2019
Responses Due	November 1, 2019 2:00 PM CT
Electronic Submission	kdwyer@columbiacapital.com
Appointment	November or December 2019
Contacts	Jeff White Managing Member 913.312.8077 jwhite@columbiacapital.com Khalen Dwyer Senior Vice President 913.312.8068 kdwyer@columbiacapital.com

[†] Preliminary, subject to change.

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SUMMARY

REQUEST FOR PROPOSALS

The Southwestern Illinois Flood Prevention District Council (the “Council”) seeks responses to this Request for Proposals for Bond Underwriting Services (the “RFP”) from qualified firms interested in providing the underwriting services described herein.

FORMAT

Proposals should be limited to about twelve (12) pages, exclusive of a transmittal letter, analysis, and any appendices. Proposals should be delivered in PDF format and labeled and organized as identified below. See **PROPOSAL FORMAT** herein for additional instructions. The page limit will not be strictly enforced, but brevity is appreciated.

1. Transmittal Letter
2. Experience
3. Team Structure
4. Analysis
5. Marketing
6. Rating Strategy
7. Underwriting Proposal

SUBMISSION

Responses should be delivered via electronic mail pursuant to the instructions on the cover page hereto. Late responses, responses submitted by means other than electronic mail, or responses delivered to recipients other than the recipient(s) identified for submission on the cover page hereto, may be subject to disqualification.

EVALUATION

The Council will review qualifying proposals using its own staff and other professionals deemed appropriate. Proposals will be evaluated based on the following criteria:

1. Firm experience, particularly with respect to other levee districts and on sales tax backed bonds;
2. Coupon structure and anticipated spreads to the ‘AAA’ MMD index, including the quality of supporting market data;
3. Quality and responsiveness of proposal;
4. Fee quotation.

TEAM STRUCTURE

The Council anticipates forming an underwriting team comprised of one senior manager and one or more co-managers.

APPOINTMENT

The Council plans to evaluate proposals and submit its findings and recommendation for appointment to the Council’s Board of Directors in November or December 2019.

The Council reserves the right to appoint multiple lead underwriters or co-managers, and to add a selling group to include any institution registered to sell bonds in the State of Illinois. The Council reserves the right to interview or request additional information from each respondent prior to finalizing its selection, as well as consider information pertaining to a respondent from information or sources other than those included in the respondent’s submission.

PROFESSIONALS

The Council has engaged Chapman and Cutler LLP as bond counsel, Thompson Coburn LLP as disclosure counsel, and Columbia Capital Management, LLC as financial advisor for the issuance of the Bonds. The Southwestern Illinois Development Authority (the “Authority”) will offer the bonds on behalf of the Council.

RESOURCES

Certain information pertaining to the Council, including annual financial reports and budget documentation, are found on the District's website (<http://www.floodpreventiondistrict.org>).

DISCLAIMER

Under no circumstances shall the Authority, the Council or the Council's financial advisor be held liable for costs or expenses incurred by the respondent in the preparation of its response to this RFP. The submission of a response to this RFP establishes the responding firm's acceptance and willingness to adhere to the rules and expectations described herein.

If additional information is necessary to interpret the requirements of this RFP, please direct your questions via electronic mail to the Council's financial advisor at jwhite@columbiacapital.com and kdwyer@columbiacapital.com no later than the date indicated for such questions on the cover page hereto. **No telephone inquiries are permitted.** All questions (less identification of the requestor), and the Council's response to such questions, will be circulated to potential respondents on or about the date indicated on the cover letter hereto.

Unauthorized communication with any member of, or employees or representative for, the Authority, Council or the Council's Board of Directors, during the response and evaluation period concerning any matter related to this RFP is grounds for immediate disqualification.

BACKGROUND

THE COUNCIL

The Southwestern Illinois Flood Prevention District Council (the "Council") was formed as a governmental entity duly created through an intergovernmental agreement between the Flood Prevention Districts of Madison, St. Clair and Monroe, Illinois, as authorized by the Illinois Flood Prevention District Act of 2008. The boundaries of the Council are coterminous with the boundaries of the Counties of Madison, St. Clair and Monroe, Illinois (the "Counties"). The primary responsibility of the Council is to plan, design and build capital improvements to the Levee System. In late 2018 the Council completed its 100-year level of flood protection improvements, and the Council is now working toward improving the Levee System to the 500-year level of flood protection.

THE AUTHORITY

The Southwestern Illinois Development Authority (the "Authority") issues bonds on behalf of the Council. The Authority is a political subdivision, body politic and municipal corporation organized and existing under the Southwestern Illinois Development Authority Act of the State of Illinois. As with the structure of the Series 2010 and 2015 Bonds, the Authority expects to use the proceeds of the Series 2020-A Bonds to purchase "local government securities" issued by the Council. The ultimate security for the bonds is described below.

THE LEVEE SYSTEM

The Levee System is comprised of 85 miles of mainline and wing levees protecting the American Bottom in Southwestern Illinois. The American Bottom is a 174 square mile floodplain area situated along the eastern bank of the Mississippi River. The Levee System was originally designed and built by the U.S. Army Corps of Engineers (the "Corps") to exceed the 500-year level of flood protection. In August 2007, the Corps announced that, due to design deficiencies and reconstruction needs, it now had reduced confidence that the Levee System could protect against a 100-year flood (base flood). Based on the Corps' findings, FEMA decided to deaccredit the Levee System. The Council has since completed improvements for retaining a 100-year flood level of protection.

PLAN OF FINANCE

THE BONDS

The Bonds will be issued to purchase “local government securities” issued by the Council to:

1. refund for economic savings the Council’s Series 2010-A, 2020-B and 2010-C Bonds; and
2. provide approximately \$26,000,000 to partially fund the cost of improving the Levee System to a 500-year flood protection level.

The size and structure of the Bonds will ultimately be determined by market conditions, the final funding requirement, and the Council’s borrowing capacity at the time of issuance.

TIMELINE

The Council anticipates pricing and closing the Bonds as early as mid-January and early February, respectively. The Council currently anticipates securing all approvals for the transaction by December 2019. However, the timeline could slip based on the status of proceedings and board meetings relating to the authorization of transaction.

SECURITY & TAX STATUS

The Series 2020-A Bonds will be issued as tax-exempt senior lien obligations on parity with the Council’s Series 2015A Bonds, secured by the Council’s pledge of Flood Prevention District Revenues. The Series 2020-A Bonds will be additionally secured by a Debt Service Reserve Fund.

CONSTRAINTS

The issuance of the Series 2020-A Bonds is subject to certain conditions discussed in the Indenture, including a 150% Maximum Annual Debt Service coverage constraint for the issuance of parity bonds. The Council is further constrained under the Flood Prevention District Act to a maximum borrowing term of twenty-five (25) years from the date of issuance.

WORK DESCRIPTION

The senior underwriter will be responsible for the following services, including but not limited to:

- Reviewing cash flow and debt payment models prepared by the financial advisor for the analysis of financing alternatives and appropriate cash flow schedules based upon the debt structure selected by the Council;
- If requested, developing and presenting information to: the Boards of the Council, the Issuer and the Counties (as necessary); rating agencies; and any other appropriate parties;
- Coordinating with and assisting other transaction professionals, including bond counsel, financial advisors, and the Council or Authority staff;
- Undertaking detailed review of the preliminary and final official statements and any other documentation necessary to market the Bonds;
- Developing a marketing plan for the sale of the Bonds and undertaking primary responsibility for implementing the marketing plan with approval of the Council;
- Coordinating and conducting any necessary informational meetings with potential investors prior to the sale of the Bonds;

- No later than three business days prior to pricing, providing pre-pricing scales from both the senior and co-managers, as applicable, and transaction comparables to support its proposed pricing scale. The senior manager shall amend and update this information at least daily until the time of pricing;
- Monitoring market movement in relation to its proposed spreads to the MMD ‘AAA’ Index. The senior manager will be responsible for notifying the Council and its financial advisor in advance of the sale date of any material deviation from the proposed trading scale relative to the benchmarks;
- Marketing and selling the bonds with best execution according to the expectations developed during pre-pricing discussions with the Council and its financial advisor. As a part of this process, the Council will require the senior manager to use the i-Deal order platform, or a similar electronic order system, to maintain its book of orders and to provide access to order information, including order details for each maturity, to the Council and its financial advisor;
- Coordinating the work of the underwriting team, including co-managers and the selling group (if any), as applicable, and implementing the designation rules and allocation guidelines established by the Council or its financial advisor;
- Assisting the Council and bond counsel in any other matters related to the issuance and sale of the Bonds as may be necessary to accomplish any of the foregoing or completing the marketing, sale, issuance and delivery of the Bonds;
- Preparing a closing memorandum and closing the transaction on time in accordance with the bond purchase agreement;
- Preparing and delivering to the Council and its financial advisor a post-pricing analysis for the transaction.
- Participating in a post-sale evaluation process, if elected by the Council.

PROPOSAL FORMAT

All submissions must provide responses to each of the questions below, maintaining substantially the labeling and format described below. Responses should be delivered electronically in PDF format.

1. TRANSMITTAL LETTER

Responses should include a transmittal letter signed by an officer of the firm who is authorized to commit the firm’s resources, and a listing of the professionals the firm intends to assign to this engagement along with brief biographies of each.

2. EXPERIENCE

Describe your firm’s:

- recent (last 36 months) experience serving Illinois issuers and levee districts;
- recent (last 36 months) experience managing transactions secured by sales tax revenues or other similar credit types;
- familiarity with the Illinois municipal market.

3. ANALYSIS

Present:

- refunding analysis related to the Council’s Series 2010-A, 2010-B and 2010-C Bonds;
- analysis of the Council’s capacity to fund \$26 million in improvements with traditional tax-exempt fixed rate bonds, including quantitative analysis, and a summary of analytical assumptions;

- C. analysis of the Council’s maximum senior lien funding capacity for new projects with traditional tax-exempt fixed rate bonds, including quantitative analysis, and a summary of analytical assumptions;
- D. a discussion of any pertinent concerns related to the plan of finance (e.g. diluting coverage for junior lien bond holders), and any alternative financing strategies your firm believes the Council should consider for achieving its funding objectives; and
- E. advantages and disadvantages of the financing structure contemplated by your firm’s funding capacity analysis, particularly with respect to the Council’s ability to issue again in the future to complete its 500-year protection level capital plan.

4. MARKETING

Discuss:

- A. your firm’s suggested approach to marketing the Bonds;
- B. the types of investors likely to purchase the Bonds at yields most favorable to the Council at different maturities;
- C. your firm’s distinguishing qualifications to market the Bonds;
- D. potential impediments to successfully marketing the Bonds;
- E. the estimated “Illinois Penalty,” if any, the Council will face as an Illinois borrower;
- F. the potential for, and implications of, unusual or aggressive borrower provisions (e.g. short optional redemption provisions); and

5. RATING STRATEGY

Discuss your firm’s view on the impact the Council’s plan of finance will have on its existing credit ratings.

6. UNDERWRITING PROPOSAL

Discuss where your firm believes the Bonds will price relative to the ‘AAA’ MMD assuming an issue date of February 2020 and that bonds maturing on or after April 15, 2031 are subject to optional redemption at par on April 15, 2030. Include primary or secondary market data to support the firm’s price levels. (Please provide both your reference data for the MMD you are using and the spreads to the ‘AAA’ index that day.)

Complete and sign the attached **UNDERWRITING PROPOSAL** form. The principal amortization schedule provided therein is preliminary and determined from analysis performed by the Council’s financial advisor.

Please note, the information provided on the proposal form will serve as an integral part of the Council’s selection decision. **The Council expects the successful underwriter(s) to deliver a financing transaction at these spreads or better.** Proposed widening from these spreads at the time of pricing must be justified using actual market data such as pricing comparables and/or secondary market trading data (including demonstrating spread changes between the time of the submission of the proposal and the time of pricing), changes in key market relationships, or other quantifiable or demonstrable data supporting the proposed shift in spreads. In the event the Council can demonstrate a narrowing of spreads, it expects a similar adjustment to the spreads for the Series 2020-A Bonds.

When considering your firm’s need for and cost of underwriter’s counsel, please note that the Council anticipates that Disclosure Counsel will provide a 10b-5 opinion with respect to the official statement on the transaction, and that Bond Counsel will draft the bond purchase transactions.

UNDERWRITING PROPOSAL

FIXED EXPENSE COMPONENTS

<u>Description</u>	<u>\$ Estimate</u>
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

VARIABLE EXPENSE COMPONENTS

<u>Description</u>	<u>\$ / \$1,000 Par</u>
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

UNDERWRITER'S COUNSEL

<u>Firm (provide at least two firms)</u>	<u>\$ Estimate</u>
_____	_____
_____	_____

SCALE & FEE PROPOSAL

Provide your firm's proposed coupon rates and yield spreads for the Bonds assuming an issue date of February 2020 and bonds maturing on or after April 15, 2031 are subject to optional redemption at par on April 15, 2030.

MMD Tenor	MMD Yield ¹	Maturity ²	Principal Amount ²	Coupon Rate	Bond Yield	Yield Spread	Fee (Per \$1,000)	
							Retail	Instit.
1		4/15/20	\$ 3,330,000					
1		4/15/21	3,825,000					
2		4/15/22	3,935,000					
3		4/15/23	4,055,000					
4		4/15/24	4,175,000					
5		4/15/25	4,305,000					
6		4/15/26	4,430,000					
7		4/15/27	4,565,000					
8		4/15/28	4,700,000					
9		4/15/29	4,845,000					
10		4/15/30	4,990,000					
11		4/15/31	4,990,000					
12		4/15/32	5,140,000					
13		4/15/33	5,435,000					
14		4/15/34	5,590,000					
15		4/15/35	5,745,000					
16		4/15/36	3,045,000					
22		4/15/42	7,095,000					
23		4/15/43	7,315,000					
24		4/15/44	7,545,000					

Firm: _____ Representative: _____

Date: _____ Signature: _____

¹ Use traditional 'AAA' MMD. Do not use "Early", "Mid" or "Late" benchmarks.

² Preliminary, subject to change.



Memo to: Board of Directors

From: Chuck Etwert

Subject: Wood Work Order #18 – Amendment #4
MESD Cutoff Wall Utility/Easement Assistance

Date: December 16, 2019

Wood has submitted Amendment #4 to Work Order #18, MESD Cutoff Wall Utility/Easement Assistance, for additional services including the preparation of easement documents in accordance with applicable Federal guidelines for the acquisition of permanent and temporary easements for the MESD Toe Drain Project and MESD Bid Package 12 (Phase I), the extents of which have been provided by USACE. Additional services include appraisals, in accordance with applicable Federal guidelines, and negotiation services for obtaining the easements identified by USACE needed for the Design Deficiency Corrections for the East St. Louis, Illinois Flood Protection Project.

The majority of the work will be performed by MESD's engineer Juneau Associates Inc. with Wood providing oversight, environmental work, and coordination with owners and utilities as needed.

These costs are the responsibility of the non-federal partner and are eligible to be included in the Land Easements Relocations Right of Way & Disposal Sites (LERRDs) costs which can be part of the non-federal thirty five percent share of overall project costs.

To date, the Corp of Engineers has approved \$12,415,405.70 of Work In-Kind Credit for the East St. Louis, Illinois Flood Protection Project

A copy of Work Order #18 Amendment #4 is attached to this memo.

Recommendation: Authorize the Chief Supervisor to execute Work Order #18 Amendment #4 with Wood Environment & Infrastructure Solutions, Inc. for the MESD Toe Drain Project and MESD Bid Package 12 (Phase I) required for the Authorized Level Protection Project, as shown in the attachment, in the amount of \$410,000.00.



WORK ORDER NO: MSA01-WO18 – Amendment #4

MESD C.O.W. Utility/Easement Assistance

Issued Pursuant to Master Services Agreement Effective **August 18, 2010**,
as amended, and Change of Name Notification dated **April 16, 2018**

By and Between

Wood Environment & Infrastructure Solutions, Inc. (Wood)

and

Southwestern Illinois Flood Prevention District Council (CLIENT)

CLIENT Office:	<u>104 United Drive</u> <u>Collinsville, IL 62234</u>	Wood Project No:	<u>563170001</u>
CLIENT Contact:	<u>Charles Etwert</u>	Work Order Type: (Check One)	
Wood Office:	<u>15933 Clayton Road</u> <u>Suite 215</u> <u>Ballwin, MO 63011</u>	Time and Materials	<u>X</u>
		Fixed Price	<u> </u>
Wood Contact:	<u>Randy Cook Jr.</u>	CLIENT Reference No:	<u>n/a</u>

1. SCOPE OF WORK: See Attachment A (incorporated herein by reference)
2. LOCATION/CLIENT FACILITY INVOLVED: MESD Levee System
3. PERIOD OF PERFORMANCE: November 15, 2017 through Dec 31, 2021
4. AUTHORIZED FUNDING: \$410,000
5. SPECIAL PROVISIONS: n/a

**Southwestern
Illinois Flood Prevention District Council**

**Wood Environment & Infrastructure
Solutions, Inc.**

By: _____
Name: Charles Etwert
Title: Chief Supervisor of
Construction and the Works

By: _____
Name: Steve Stumne
Title: St. Louis Office Manager

Date: _____
Address: 104 United Drive
Collinsville, IL 62234

Date: _____
Address: 15933 Clayton Road, Suite 215
Ballwin, MO 63011

**Attachment A
Scope of Work**

WORK ORDER NO: MSA01-WO18

Wood's services will include meetings with USACE and MESD, review of documents provided by USACE, acquisition and review of documents from MESD, and review of easements to identify utilities located within the probable footprint of the deep cut off wall in MESD being designed by USACE.

Amendment #1 – 03/21/2018

Easement Appraisal, Preparation, and Negotiation:

Additional services include preparation of easement documents in accordance with applicable Federal guidelines for the acquisition of permanent and temporary easements, the extents of which have been provided by USACE. Additional services include appraisals, in accordance with applicable Federal guidelines, and negotiation services for obtaining the easements identified by USACE needed for the MESD deep cutoff wall.

This scope does not include the fee paid to the parcel owner for obtaining the easements.

Amendment #2 – 07/18/2018

Utility Coordination:

Additional services include coordination with utility companies to facilitate the necessary utility abandonments and/or relocation. Additional effort for meetings with MESD and USACE, as well as easement appraisal, preparation, and negotiation. Services associated with locating and obtaining land rights for a disposal site for spoil material.

Amendment #3 – 05/15/2019

Easement Appraisal, Preparation, and Negotiation:

Additional services include preparation of easement documents in accordance with applicable Federal guidelines for the acquisition of permanent and temporary easements, the extents of which have been provided by USACE. Additional services include appraisals, in accordance with applicable Federal guidelines, and negotiation services for obtaining the easements identified by USACE needed for the Design Deficiency Corrections for the East St. Louis, Illinois Flood Protection Project.

Amendment #4 – 12/18/2019

MESD Toe Drain and Bid Package 12 (Phase I) Surveying, Coordination, and Acquisition:

Additional services include preparation of easement documents in accordance with applicable Federal guidelines for the acquisition of permanent and temporary easements for the MESD Toe Drain Project and MESD Bid Package 12 (Phase I), the extents of which have been

provided by USACE. Additional services include appraisals, in accordance with applicable Federal guidelines, and negotiation services for obtaining the easements identified by USACE needed for the Design Deficiency Corrections for the East St. Louis, Illinois Flood Protection Project.

SUMMARY

Total for Original Agreement	= \$ 50,000.00
Total for Amendment #1	= \$ 45,000.00
Total for Amendment #2	= \$160,000.00
Total for Amendment #3	= \$130,000.00
Total for Amendment #4	= \$410,000.00
Total for Work Order 18	= \$795,000.00



Memo to: Board of Directors
From: Chuck Etwert
Subject: Wood Work Order #20 – Authorized Level
Construction Management
Date: December 16, 2019

Our agreement with Wood Environment & Infrastructure Solutions, Inc. provides for the firm to serve as the Council’s construction manager for the project.

The role of the construction manager is to act as the Council’s representative in managing all phases of the construction process, including administration of construction contracts, assuring that all work meets the standards shown in contract documents, managing decisions in the field to interpret or clarify plans and specifications, and determining amounts to be paid to contractors.

With the award of the construction contract for Bid Package #18, execution of a Work Order with Wood to provide construction management services is needed.

A detailed scope of work and cost estimate for construction management services is shown as an attachment to this memo. The cost of construction management for Bid Packages #11, #14A, and #18 is \$2,500,000 and goes through December 31, 2021. The adopted FY 2020 budget includes \$1,950,000 for this purpose.

Recommendation: Authorize the Chief Supervisor to execute Work Order #20 with Wood Environment & Infrastructure Solutions, Inc. as shown in the attached Work Order for \$2,500,000 to provide construction management services for Bid Packages #11, #14A, and #18.

WORK ORDER NO: MSA01-WO20

CONSTRUCTION PHASE SERVICES

Issued Pursuant to Master Services Agreement Effective **August 18, 2010**,
as amended, and Change of Name Notification dated **April 16, 2018**

By and Between

Wood Environment and Infrastructure Solutions, Inc. (Wood)

and

Southwestern Illinois Flood Prevention District Council (CLIENT)

CLIENT Office:	<u>104 United Drive</u> <u>Collinsville, IL 62234</u>	Wood Project No:	<u>563170001</u>
CLIENT Contact:	<u>Charles Etwert</u>	Work Order Type: (Check One)	
Wood Office:	<u>15933 Clayton Road</u> <u>Suite 215</u> <u>Ballwin, MO 63011</u>	Time and Materials (rates attached)	<u>X</u>
		Fixed Price	<u></u>
Wood Contact:	<u>Jon Omvig</u>	CLIENT Reference No:	<u>n/a</u>
1. SCOPE OF WORK:	<u>See Attachment A (incorporated herein by reference)</u>		
2. LOCATION/CLIENT FACILITY INVOLVED:	<u>Wood River Flood Protection Project, East St.</u> <u>Louis, Illinois & Vicinity Flood Protection Project, and the Prairie du Pont and Fish Lake</u> <u>Flood Protection Project.</u>		
3. PERIOD OF PERFORMANCE:	<u>December 18, 2019 through December 31, 2021</u>		
4. AUTHORIZED FUNDING:	<u>\$2,500,000.00</u>		
5. SPECIAL PROVISIONS:	<u>n/a</u>		

**Southwestern
Illinois Flood Prevention District Council**

**Wood Environment & Infrastructure
Solutions, Inc.**

By: _____
Name: Charles Etwert
Title: Chief Supervisor of Construction
and the Works
Date: _____
Address: 104 United Drive
Collinsville, IL 62234

By: _____
Name: Steve Stumne
Title: St. Louis Office Manager
Date: _____
Address: 15933 Clayton Road, Suite 215
Ballwin, MO 63011

Attachment A – Scope of Work
WORK ORDER NO: MSA01-WO20

I. Services Provided by the Engineer (Wood) during the Construction Phase

- A. Upon successful completion of the Bidding and Negotiating Phase, and upon written authorization from Owner, Engineer shall:
1. Conduct general administration of construction contracts: Consult with owner and act as owner's representative as provided in the construction contract.
 2. Act as Resident Project Representative (RPR): Provide the services of an RPR at the Site to assist the Engineer and to provide observation of Contractor's work.
 3. Provide management of independent testing laboratory: Select an independent testing laboratory to perform Quality Assurance (QA) testing as required. Manage all QA testing and documentation thereof.
 4. Conduct pre-construction conferences: Conduct pre-construction conferences prior to commencement of major portions of work at the site.
 5. Manage construction schedules: Receive, review, and determine the acceptability of any and all schedules that Contractor is required to submit to Engineer, including the Progress Schedule, Schedule of Submittals, and Schedule of Values.
 6. Establish baselines and benchmarks: As appropriate, establish baselines and benchmarks for locating the work which in engineer's judgment are necessary to enable contractor to proceed.
 7. Perform construction site visits: Make visits to the site at intervals appropriate to the various stages of construction, as engineer deems necessary.
 - a. Address defective work: Reject work if, on the basis of engineer's observations, engineer believes that such work (a) is defective under the standards set forth in the contract documents, (b) will not produce a completed project that conforms to the contract documents, or (c) will imperil the integrity of the design concept of the completed project as a functioning whole as indicated by the contract documents.
 8. Issue clarifications and interpretations: Issue necessary clarifications and interpretations of the contract documents as appropriate to the orderly completion of Contractor's work.
 9. Issue change orders and work change directives: Recommend change orders and work change directives to owner, as appropriate, and prepare change orders and work change directives as required.

10. Review submittals: Review, approve or take other appropriate action in respect to shop drawings, work plans, product data and samples and other data which contractor is required to submit, for conformance the Contract Documents.
11. Review substitutes and "or-equal": Evaluate and determine the acceptability of substitute or "or-equal" materials and equipment proposed by contractor as required.
12. Manage inspections and tests: Require such special inspections or tests of contractor's work as deemed reasonably necessary, and receive and review all certificates of inspections, tests, and approvals required by Laws and Regulations or the Contract Documents.
13. Participation in disagreements between owner and contractor: Render formal written decisions on all duly submitted issues relating to the acceptability of contractor's work or the interpretation of the requirements of the contract documents pertaining to the execution, performance, or progress of contractor's work; review each duly submitted claim by owner or contractor, and in writing either deny such claim in whole or in part, approve such claim, or decline to resolve such claim if engineer in its discretion concludes that to do so would be inappropriate. In rendering such decisions, engineer shall be fair and not show partiality to owner or contractor and shall not be liable in connection with any decision rendered in good faith in such capacity.
14. Review applications for payment: After receipt of each application for payment, review said application and recommend the amount that contractor shall be paid. Such recommendations of payment shall be in writing and will constitute engineer's representation to owner, based on such observations and review, to the best of the engineer's knowledge. In the case of unit price work, engineer's recommendations of payment will include final determinations of quantities and classifications of contractor's work (subject to any subsequent adjustments allowed by the contract documents).
15. Review contractor's completion documents: Receive, review, and transmit to owner maintenance and operating instructions, schedules, guarantees, bonds, certificates or other evidence of insurance required by the contract documents, certificates of inspection, tests and approvals, shop drawings, samples and other data approved as provided above, and transmit the annotated record documents which are to be assembled by contractor in accordance with the contract documents to obtain final payment.
16. Address substantial completion: Promptly after notice from contractor that contractor considers the entire work ready for its intended use, in company with owner, contractor, and any other applicable stakeholders, visit the project to determine if the work is substantially complete. If after considering any objections of owner, and other stakeholders, engineer considers the work substantially complete, engineer shall deliver a certificate of substantial completion to owner and contractor.

17. Issue final notice of acceptability of the work: Conduct a final visit to the Project to determine if the completed Work of Contractor is acceptable so that Engineer may recommend, in writing, final payment to Contractor.
 18. Perform flood monitoring: During times when work is pending shut down due to river level restrictions, engineer shall routinely observe the site for damage as a result of river stage on an uncompleted project and take steps to notify appropriate parties when concerns arise.
 19. Coordinate with stakeholders: Hold and/or participate in meetings as necessary with project stakeholders such as levee district personnel, members of the public, residents, businesses, and utility companies.
 20. Provide construction job trailer(s): Construction trailer(s) will be provided by the engineer near each project site to facilitate daily observations and inspections.
- B. The bid packages initially covered by this work order are:
1. Bid Package 11
 2. Bid Package 14A
 3. Bid Package 18



Memo to: Board of Directors
From: Chuck Etwert
Subject: Selection of Contractor for Construction Package #18– Underseepage Controls from 1207+00 to 1352+00
Date: December 16, 2019

The Southwestern Illinois Flood Prevention District Council (FPD Council) issued an advertisement for construction bids for Bid Package 18 on November 6, 2019. Bid Package 18 is generally for construction of Metro East Sanitary District underseepage improvement to include relief wells, conveyance systems, sluice gates and modifications to the existing Cahokia Pump Station and the pump station forebay. A copy of the invitation is included as an attachment.

An advertisement for bid was published in the following newspapers the weeks of November 4, November 11, and November 18, 2019: Edwardsville Intelligencer, Belleville News Democrat, East St. Louis Monitor, Alton Telegraph and the Republic Times.

A pre-bid meeting was held on November 12, 2019 at the FPD Council offices. The meeting and subsequent site visit was attended by 28 individuals, including staff.

On December 11, 2019, bids were received from three firms and read aloud. Results are as follows:

Keller Construction in the amount of:	\$4,798,418.20
Kamadulski Excavating and Grading in the amount of:	\$4,926,617.40
Hank’s Excavating and Landscaping in the amount of:	\$7,525,066.00

The engineer’s estimate was \$8,186,632 plus a 20% contingency totaling \$9,823,958.

The apparent low bid was Keller Construction from Glen Carbon, Illinois.

Wood reviewed the following:

- Confirmed the prequalification status as stated on the bid form
- Confirmed the addendums were acknowledged
- Verified the math on the schedule of values
- Confirmed the bid form was signed and attested
- Reviewed the schedules provided
- Reviewed the bid bond
- Contacted and reviewed references
- Reviewed and discussed utilization of M/D/WBE subcontractors.

Wood further reviewed the specifications, bonding requirements, QA/QC material testing procedures and payment procedures to verify the FPD Council is protected during construction and quality construction is provided.

Wood reviewed the bids for primary difference between the three bidders. The prices for the bid items varied across all the bidders. The detailed bids are attached.

Based on their review, Wood concludes that Keller Construction is qualified to perform the work and has recommended that the FPD Council select this company to perform construction of Bid Package 18. Keller Construction was awarded and successfully completed two of the FPD Council's previous bid packages (Bid Packages 03 and 05).

The next closest bidder was \$128,199.20 higher and, while individual line items vary between all the bidders, a comparison between the apparent low bidder and the next lowest bidder on the larger features of work such as relief well installation, modification, and abandonment; pump station modification; and installation of the 10-foot by 10-foot box culvert indicated that multiple contractors planned to execute the project in a similar manner as evidenced by a bid difference of less than 3%.

Keller Construction has proposed to use both DM Hauling and R.M. Scott, LLC out of Cahokia and East St. Louis, respectively, for trucking. Both contractors have DBE certification with both IDOT and IL-UCP. Keller Construction e-mailed 127 DBE-certified companies about providing bids on this project and had phone calls and follow-up e-mails with interested companies. Keller Construction also ran a classified advertisement in the Belleville News Democrat on 11/27/2019 seeking DBE quotes for the project. Ultimately Keller Construction received quotes from 9 DBE-certified companies. With respect to Keller Construction's history on FPD Council projects, they had the highest DBE percentage among all the general contractors used for the FEMA certification work. Table 1 summarizes all the bidder's proposed MBE utilization. It's noteworthy that, while they do not propose to use a DBE-certified company for fencing, Keller Construction did call three companies seeking a fencing quote but did not receive a response/call back from two and the third did not provide a quote, citing that they were too busy at this time.

Table 1 – Proposed MBE Utilization				
Bidder	Total Bid	MBE Utilization	Percentage	Trade
Keller Construction	\$4,798,418.20	\$109,000.00	2.27%	Trucking
Kamadulski Excavating and Grading	\$4,926,617.40	\$100,550.00	2.04%	Trucking, Fencing
Hank’s Excavating and Landscaping	\$7,525,066.00	\$538,544.00	7.16%	Trucking, Fencing

A discrepancy exists between the engineer’s estimate and all three bidders on relief well installation, modification, and abandonment. In our estimation, this can be attributed to several factors. Lessons learned from the FEMA bid packages necessitated that the contractors re-tool to enhance their success when drilling through challenging formations. This re-tooling will undoubtedly increase production rates, lessen downtime, and thus reduce overall installation costs. This coupled with lower material costs and the scarcity of projects such as this in the mid-west has resulted in unit costs well below the 2013 rates for smaller diameter wells.

Recommendation:

Authorize the Chief Supervisor to execute a \$4,798,418.20 contract with Keller Construction to perform construction of Bid Package 18 with a total cost not to exceed \$5,278,260.00 (\$4,798,418.20 plus a 10% contingency).

ITEM NO.	DESCRIPTION	ESTIMATED QTY	UNIT	Hanks Excavating & Landscaping	Kamadulski Excavating and Grading	Keller Construction	HIGH	LOW	AVERAGE
18.01	Mobilization	1	LS	\$ 355,000.00	\$ 232,000.00	\$ 216,077.75	\$ 355,000.00	\$ 216,077.75	\$ 267,692.58
18.02	Bonds and Insurance	1	LS	\$ 75,000.00	\$ 52,500.00	\$ 64,200.00	\$ 75,000.00	\$ 52,500.00	\$ 63,900.00
18.03	Construction Staking	1	LS	\$ 50,000.00	\$ 42,000.00	\$ 29,000.00	\$ 50,000.00	\$ 29,000.00	\$ 40,333.33
18.04	Environmental Protection	1	LS	\$ 55,000.00	\$ 6,000.00	\$ 30,000.00	\$ 55,000.00	\$ 6,000.00	\$ 30,333.33
18.05	Seeding, Mulching, and Site Protection and Restoration	1	LS	\$ 115,000.00	\$ 55,250.00	\$ 30,000.00	\$ 115,000.00	\$ 30,000.00	\$ 66,750.00
18.06	Temporary Access Roads and Road Maintenance	1	LS	\$ 600,000.00	\$ 40,750.00	\$ 20,000.00	\$ 600,000.00	\$ 20,000.00	\$ 220,250.00
18.07	Dewatering	1	LS	\$ 815,000.00	\$ 80,240.00	\$ 286,000.00	\$ 815,000.00	\$ 80,240.00	\$ 393,746.67
18.08	Temporary Cofferdam and Maintenance	1	LS	\$ 45,000.00	\$ 68,600.00	\$ 40,000.00	\$ 68,600.00	\$ 40,000.00	\$ 51,200.00
18.09	Care of Water and Bypass Pumping	1	LS	\$ 855,000.00	\$ 103,700.00	\$ 150,000.00	\$ 855,000.00	\$ 103,700.00	\$ 369,566.67
18.10	Cahokia Pump Station Modifications (Complete)	1	LS	\$ 600,000.00	\$ 340,000.00	\$ 340,000.00	\$ 600,000.00	\$ 340,000.00	\$ 426,666.67
18.11	Removal of Existing Revetment and Spoils at Cahokia Pump Station Forebay	1	LS	\$ 85,000.00	\$ 11,290.00	\$ 28,000.00	\$ 85,000.00	\$ 11,290.00	\$ 41,430.00
18.12	Remove Existing Pipes and Backfill	1	LS	\$ 40,000.00	\$ 21,515.00	\$ 8,700.00	\$ 40,000.00	\$ 8,700.00	\$ 23,405.00
18.13	10-foot-x-10-foot Reinforced Concrete Box Culvert	1	LS	\$ 480,000.00	\$ 223,685.00	\$ 196,000.00	\$ 480,000.00	\$ 196,000.00	\$ 299,895.00
18.14	Reinforced Concrete Box Culvert - Rip Rap	532	CY	\$ 71,820.00	\$ 49,476.00	\$ 31,920.00	\$ 71,820.00	\$ 31,920.00	\$ 51,072.00
18.15	Imported Fill - Impervious (Clay) Materials	8,387	CY	\$ 251,610.00	\$ 134,192.00	\$ 137,127.45	\$ 251,610.00	\$ 134,192.00	\$ 174,309.82
18.16	Imported Fill - Pervious (Sand) Materials	6,218	CY	\$ 279,810.00	\$ 197,421.50	\$ 130,578.00	\$ 279,810.00	\$ 130,578.00	\$ 202,603.17
18.17	Crushed Stone Material	238	CY	\$ 15,708.00	\$ 13,090.00	\$ 12,376.00	\$ 15,708.00	\$ 12,376.00	\$ 13,724.67
18.18	Articulated Concrete Blocks	1	LS	\$ 27,500.00	\$ 23,340.00	\$ 33,000.00	\$ 33,000.00	\$ 23,340.00	\$ 27,946.67
18.19	Turf Reinforcement Mat	4,720	SF	\$ 2,832.00	\$ 2,360.00	\$ 3,068.00	\$ 3,068.00	\$ 2,360.00	\$ 2,753.33
18.20	Relief Well - Type "D"	3,000	VF	\$ 1,500,000.00	\$ 1,926,000.00	\$ 1,749,000.00	\$ 1,926,000.00	\$ 1,500,000.00	\$ 1,725,000.00
18.21	Relief Well - Type "T"	900	VF	\$ 450,000.00	\$ 567,900.00	\$ 529,650.00	\$ 567,900.00	\$ 450,000.00	\$ 515,850.00
18.22	Relief Well - Drilling Through Obstructions	1,000	VF	\$ 8,500.00	\$ 105,000.00	\$ 8,500.00	\$ 105,000.00	\$ 8,500.00	\$ 40,666.67
18.23	Relief Well - Bore Hole Abandonment	250	VF	\$ 11,250.00	\$ 21,250.00	\$ 12,250.00	\$ 21,250.00	\$ 11,250.00	\$ 14,916.67
18.24	Relief Well - Pump Testing	51	EA	\$ 94,350.00	\$ 80,325.00	\$ 97,257.00	\$ 97,257.00	\$ 80,325.00	\$ 90,644.00
18.25	Relief Well - Abandon Existing Relief Well	80	EA	\$ 173,010.00	\$ 223,965.00	\$ 125,215.00	\$ 223,965.00	\$ 125,215.00	\$ 174,063.33
18.26	Relief Well - Conversion of Existing Type "T" Relief Well	4	EA	\$ 41,700.00	\$ 28,916.00	\$ 33,600.00	\$ 41,700.00	\$ 28,916.00	\$ 34,738.67
18.27	Rip Rap Relief Well Ditch	640	LF	\$ 67,200.00	\$ 10,240.00	\$ 14,752.00	\$ 67,200.00	\$ 10,240.00	\$ 30,730.67
18.28	5D-85 Modifications	1	EA	\$ 930.00	\$ 5,800.00	\$ 1,900.00	\$ 930.00	\$ 5,800.00	\$ 2,876.67
18.29	JN-1601 Modifications	1	EA	\$ 15,000.00	\$ 9,945.00	\$ 17,000.00	\$ 17,000.00	\$ 9,945.00	\$ 13,981.67
18.30	48-inch Relief Well Manhole	11	EA	\$ 70,000.00	\$ 51,800.00	\$ 19,400.00	\$ 82,000.00	\$ 19,400.00	\$ 67,933.33
18.31	72-inch Manhole	2	EA	\$ 17,000.00	\$ 11,050.00	\$ 19,400.00	\$ 19,400.00	\$ 11,050.00	\$ 15,816.67
18.32	48-inch Square Manhole	5	EA	\$ 8,700.00	\$ 5,150.00	\$ 9,500.00	\$ 9,500.00	\$ 5,150.00	\$ 7,783.33
18.33	48-inch Manhole	1	EA	\$ 26,700.00	\$ 16,000.00	\$ 27,200.00	\$ 27,200.00	\$ 16,000.00	\$ 23,300.00
18.34	12-inch Reinforced Concrete Pipe	400	LF	\$ 48,000.00	\$ 38,100.00	\$ 100,000.00	\$ 100,000.00	\$ 38,100.00	\$ 62,033.33
18.35	24-inch Reinforced Concrete Pipe	182	LF	\$ 36,036.00	\$ 26,117.00	\$ 47,320.00	\$ 47,320.00	\$ 26,117.00	\$ 36,491.00
18.36	27-inch Reinforced Concrete Pipe	130	LF	\$ 31,200.00	\$ 22,750.00	\$ 35,100.00	\$ 35,100.00	\$ 22,750.00	\$ 29,683.33
18.37	30-inch Reinforced Concrete Pipe	59	LF	\$ 15,340.00	\$ 11,345.70	\$ 21,653.00	\$ 21,653.00	\$ 11,345.70	\$ 16,112.90
18.38	36-inch Reinforced Concrete Pipe	31	LF	\$ 8,370.00	\$ 7,037.00	\$ 17,825.00	\$ 17,825.00	\$ 7,037.00	\$ 11,077.33
18.39	24-inch Reinforced Concrete Flared End Section with Trash Rack	1	EA	\$ 2,175.00	\$ 1,850.00	\$ 2,685.00	\$ 2,685.00	\$ 1,850.00	\$ 2,236.67
18.40	36-inch Reinforced Concrete Flared End Section with Trash Rack	1	EA	\$ 3,400.00	\$ 2,960.00	\$ 3,400.00	\$ 3,400.00	\$ 2,960.00	\$ 3,253.33
18.41	Collector System Revetment	28	CY	\$ 3,640.00	\$ 1,831.20	\$ 2,464.00	\$ 3,640.00	\$ 1,831.20	\$ 2,645.07
18.42	30-inch Flap Gate	1	EA	\$ 9,500.00	\$ 7,410.00	\$ 6,300.00	\$ 9,500.00	\$ 6,300.00	\$ 7,736.67
18.43	36-inch Flap Gate	1	EA	\$ 11,000.00	\$ 7,956.00	\$ 7,200.00	\$ 11,000.00	\$ 7,200.00	\$ 8,712.00
18.44	24-inch Sluice Gate	1	EA	\$ 14,000.00	\$ 10,255.00	\$ 11,500.00	\$ 14,000.00	\$ 10,255.00	\$ 11,918.33
18.45	36-inch Sluice Gate	1	EA	\$ 16,000.00	\$ 12,525.00	\$ 14,700.00	\$ 16,000.00	\$ 12,525.00	\$ 14,408.33
18.46	Abandonment of Pipes and Structures	1	LS	\$ 22,785.00	\$ 15,750.00	\$ 15,000.00	\$ 22,785.00	\$ 15,000.00	\$ 17,845.00
BID PACKAGE 18 GRAND TOTAL				\$ 7,525,066.00	\$ 4,926,617.40	\$ 4,798,418.20	\$ 7,525,066.00	\$ 4,798,418.20	\$ 5,750,033.87

CONTRACTOR INFORMATION

American Institute of Architects (AIA) Document A305	YES
IDOT Prequalified	YES
MoDOT Prequalified	NO
Schedule of Values	YES
Bid Security (Bid Bond) - Attachment 300-B	YES
Tabulation of Subcontractors & Suppliers	YES
Acknowledgement of Addendum #1	YES
Acknowledgement of Addendum #2	YES
Acknowledgement of Addendum #3	YES
Acknowledgement of MBE Policy (ATTACHMENT 200-D)	YES
Contractor's Good Faith Efforts Verification Report (ATTACHMENT 300-C)	YES
MBE Utilization Statement (ATTACHMENT 300-D)	YES
Bid Signed & Sealed	YES
Was Present at Prebid Meeting	YES
Illinois Business Registration	YES
Contact Information Provided	YES
References	YES



Memo to: Board of Directors
From: Chuck Etwert
Subject: Resolution of Appreciation – Ronald S. Motil
Date: December 16, 2019

As you all aware, Ronald S. Motil completed his term on the Council on June 18th.

Attached is a resolution expressing recognition and appreciation of his distinguished service to the Council.

Southwestern Illinois Flood Prevention District Council

RESOLUTION Expressing Recognition and Appreciation to Ronald S. Motil for Distinguished Service In Restoring Flood Protection in the Metro-East

WHEREAS, Ronald S. Motil has served as a Commissioner on the Madison County Flood Prevention District since its inception in 2008, with reappointments in 2010, 2013, and 2016; and

WHEREAS, he has served on the Board of Directors of the Southwestern Illinois Flood Prevention District Council since its inception in 2009; and

WHEREAS, he has provided outstanding leadership and guidance to the Southwestern Illinois Flood Prevention District Council; and

WHEREAS, he faithfully and with honor, integrity and great distinction served as Secretary/Treasurer, Vice President, and President of the Southwestern Illinois Flood Prevention District Council; and

WHEREAS, his efforts have demonstrated that Counties working together can achieve much; and

WHEREAS, he has always been mindful of the goal of the Southwestern Illinois Flood Prevention District Council of achieving Federal Emergency Management Agency accreditation certifying the Metro-East levees meet federal standards; and

WHEREAS, he has worked tirelessly to avert the threat to classify the area as prone to flooding along with the terrible economic consequences of such action; and

WHEREAS, he has encouraged workforce policies that ensure fair wages and working conditions for project workers, encouraging the use of local workers, and avoiding work stoppages that could delay project completion; and

WHEREAS, under his leadership, the Southwestern Illinois Flood Prevention District Council has succeeded in achieving its goal of fully protecting the Metro-East area from a 100-year flood, such as recently experienced in May to July of this year; and

WHEREAS, his leadership helped initiate the restoration of the federally authorized 500-year level of flood protection in the Metro-East area providing the region with a higher level of flood protection and economic growth, while simultaneously completing the 100-year level projects.

NOW, THEREFORE, IT IS HEREBY RESOLVED, that the Board of Directors of Southwestern Illinois Flood Prevention District Council formally acknowledges and extends its recognition and appreciation to Ronald S. Motil for his many years of service to the Southwestern Illinois Flood Prevention District Council and his efforts to provide expeditious and cost-effective flood protection to the Metro-East area.



Memo to: Board of Directors
From: Chuck Ewert
Subject: Release of Executive Session Minutes
Date: December 16, 2019

Pursuant to the Open Meeting Act section 5ILCS 120/2.06(d), it is the policy of the Board of Directors of the Southwestern Illinois Flood Prevention District Council to semi-annually review the minutes of all closed meeting and acknowledge (1) if the need for confidentiality still exists as to all or part of the minutes or (2) that the minutes or portions thereof no longer require confidential treatment and are available for public inspection.

At the December 2017 Board meeting, the Board established a revised schedule of reviewing and releasing minutes no longer requiring confidentiality in May and November of each calendar year. Since no meeting was held in November, the review is being held this month.

A Public Statement identifying minutes that can be released and those that must remain confidential, as identified in the December 18, 2019 closed session, will be reported in open session.

All minutes released will be available for public inspection at the Council's office.

Recommendation:

Accept the Public Statement identifying minutes that can be released and those that must remain confidential.

