

NORTHERN WILL COUNTY WATER AGENCY

SEPTEMBER 9, 2014

ROMEOVILLE VILLAGE HALL

1050 West Romeo Road, Romeoville, IL

11:00 A.M.

AGENDA

- I. CALL TO ORDER
- II. PLEDGE OF ALLEGIENCE
- III. ROLL CALL
- IV. MOTION TO GO INTO EXECUTIVE SESSION FOR THE PURPOSE OF DISCUSSING PENDING LITIGATION
- V. MOTION TO RECONVENE
- VI. APPROVAL OF AGENDA
- VII. APPROVAL OF BILLS – EXHIBIT A
  1. TRESSLER \$30,297.29
  2. LABOR RECORD \$426.87
  3. FIRST AMERICAN TITLE \$41,000.00
  4. POSTL-YORE \$629.75
- VIII. ACTION ITEMS
  1. MOTION TO APPROVE RESOLUTION 14-04 AUTHORIZING CERTAIN SETTLEMENTS IN THE AMERICAN LAKE WATER CONDEMNATION CASE.
  2. MOTION TO APPROVE AND RELEASE THE EXECUTIVE SESSION MINUTES OF SEPTEMBER 10, 2012 AND DECEMBER 9, 2013
  3. MOTION TO APPROVE A PRELIMINARY ENGAGEMENT LETTER WITH WILLIAM BLAIR
  4. MOTION TO APPROVE PAYMENT OF FEES
  5. MOTION TO APPROVE RESOLUTION 14-05 AUTHORIZING THE CHAIRMAN OR VICE-CHAIRMAN TO MAKE PURCHASES OF \$5,000.00 OR LESS
- IX. CONSULTANT'S REPORT
  1. TRESSLER LLP
  2. COURT ORDER ENTERED AUGUST 12<sup>TH</sup> (COPY)
- X. FUTURE MEETING DATES
  1. DECEMBER 8, 2014 – WOODRIDGE
  2. MARCH 15, 2015 – BOLINGBROOK
  3. JUNE 8, 2015 - LEMONT
- XI. QUESTIONS FROM THE AUDIENCE
- XII. ADJOURNMENT

\* CITIZEN'S GUIDE TO ADDRESSING THE WATER AGENCY

Anyone wishing to speak under agenda "Questions from the Audience" must adhere to the following guidelines:

- 1) Please announce your name and address before commenting – all comments under PUBLIC COMMENTS are limited to three (3) minutes and each citizen will only be permitted to speak once.
- 2) Questions must be submitted in writing and responses will be provided prior to the next meeting.
- 3) At the Water Agency meeting, all speakers must address their comments to the Chair. The Chair may request that the appropriate member of the Agency or Staff respond to the comment.
- 4) Please do not repeat comments that have already been made by others.

Northern Will County Water Agency  
Board Meeting Minutes  
June 9, 2014  
Village of Homer Glen Village Hall  
14933 Founders Crossing  
Homer Glen, IL

**DRAFT**

**CALL TO ORDER**

The Northern Will County Water Agency Board meeting was called to order by Chairperson Jim Daley at 11:04a.m. at the Homer Glen Village Hall, 14933 Founders Crossing, Homer Glen, IL.

**PLEDGE OF ALLEGIANCE**

Chairperson Daley led the group in the pledge of allegiance.

**ROLL CALL**

The following Board members were present: Village of Bolingbrook (Mayor Claar); Village of Homer Glen (Mayor Daley); Village of Lemont (Mayor Reaves); and Village of Woodridge (Village Administrator Rush). The Village of Romeoville was absent.

Others present included the following: Jim Boan (Bolingbrook & Tressler), Cameron Davis (Homer Glen), George Schafer (Lemont), Si-Yong Yi (Tressler), Mike Zimmerman (Tressler), Daniel Formeller (Tressler), Mark Sterk (Homer Glen – Attorney), Mike Drey (Bolingbrook), and Lucas Rickelman (Bolingbrook), per the attached sign-in sheet.

**APPROVAL OF THE MINUTES OF April 7, 2014 MEETING (Lemont)**

Mayor Claar moved to approve the minutes of April 7, 2014. Mayor Reaves seconded the motion. The motion passed.

**APPROVAL OF THE AGENDA**

Mayor Claar moved to approve the agenda as distributed with one change. The amount listed under approval of bills for #1, Tressler, should read \$76,813.48. Administrator Rush seconded the motion. The motion passed.

**APPROVAL OF THE BILLS**

Administrator Rush moved to approve payment of the bills totaling \$82,624.81, as presented. Mayor Reaves seconded the motion. A roll call was taken and the motion passed unanimously.

1. Tressler (8 Invoices)	\$76,813.48
2. Crowe-Horwath	\$5,792.50
3. Village of Woodridge	\$18.83

**CONSULTANT REPORT**

Representatives from Tressler, LLP, the NWCWA attorneys, provided a brief update to the Board regarding the ongoing lawsuit related to the Agency's acquisition of the IAW/ALW water line.

**FUTURE MEETING DATES**

Mayor Daley reminded the Board of future NWCWA meetings. All meetings to begin at 11:00a.m.

<u>Location</u>	<u>Date</u>
Romeoville Village Hall	September 8, 2014
Woodridge Village Hall	December 8, 2014

**EXECUTIVE SESSION**

Mayor Reaves made a motion to go into executive session for the purpose of litigation. Mayor Claar seconded the motion. A roll call was taken and the motion passed unanimously.

Administrator Rush made a motion to exit Executive Session. Mayor Claar seconded the motion. A roll call was taken and the motion passed unanimously.

**QUESTIONS FROM THE AUDIENCE**

Mayor Daley asked for any questions from the audience, per the NWCWA guidelines. Homer Glen resident John Kooi, 12056 Venetian Way, addressed the Board.

Mayor Claar spoke about a recent IAW flyer and expressed his opinions on IAW. He announced that he is encouraging all Bolingbrook residents with concerns about IAW to contact Karla Teasley at IAW.

Jim Boan commented on recent newspaper article from Peoria, Illinois.

Mayor Reaves asked a few questions regarding the lawsuits timeline.

**ADJOURNMENT**

Mayor Daley asked for a motion to adjourn. Mayor Claar moved to adjourn the June 9<sup>th</sup> NWCWA Board meeting. The motion was seconded by Mayor Reaves. A roll call was taken and the motion passed unanimously.

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Jim Daley, Homer Glen Mayor  
NWCWA Chairperson

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Cameron Davis, Homer Glen Village Manager  
on behalf of NWCWA Secretary, Mayor John Noak

# Tressler | LLP

233 S. Wacker Drive, 22<sup>nd</sup> Floor  
Chicago, IL 60606-6399  
312/627-4000  
Fax 312/627-1717  
www.tresslerllp.com

Fed I.D. No. 36-3447958  
Invoice #: 344301

July 10, 2014  
010425-00001

Northern Will County Water Agency  
c/o Village of Woodridge  
5 Plaza Drive  
Woodridge, IL 60517

Attention: Kathleen Rush, Village Manager

For professional services rendered through the June 30, 2014:  
RE: CORPORATE MATTERS FOR NORTHERN WILL COUNTY WATER AGENCY

Fee - July 2014

Matter Fee Charge: \$1,500.00

**Bill Summary:**

Total Fees:	1,500.00
Total:	\$1,500.00

Please reference Invoice # 344301 on your payment. Make checks payable to: Tressler LLP

A payment may also be made directly to our bank account using the following information:

Domestic Wire Transfer: JPMorgan Chase NA Chicago, IL ABA Routing # 021000021 Tressler LLP Account #656514395

Int'l Wire Transfer: same as Domestic include International Routing #: CHASUS33

ACH Transfer: JPMorgan Chase NA Chicago, IL ABA Routing # 071000013 Tressler LLP Account #656514395

Inquiries regarding this invoice should be directed to our Bolingbrook office, 630-759-0800.



233 S. Wacker Drive, 22<sup>nd</sup> Floor  
Chicago, IL 60606-6399  
312/627-4000  
Fax 312/627-1717  
www.tresslerllp.com

Fed I.D. No. 36-3447958  
Invoice #: 345978

August 21, 2014  
010425-00001

Northern Will County Water Agency  
c/o Village of Woodridge  
5 Plaza Drive  
Woodridge, IL 60517

Attention: Kathleen Rush, Village Manager

For professional services rendered through the July 31, 2014:  
RE: CORPORATE MATTERS FOR NORTHERN WILL COUNTY WATER AGENCY

Fee - August 2014

Matter Fee Charge: \$1,500.00

**Bill Summary:**

Total Fees:	1,500.00
Total:	\$1,500.00

Please reference Invoice # 345978 on your payment. Make checks payable to: Tressler LLP

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233 S. Wacker Drive, 22<sup>nd</sup> Floor  
 Chicago, IL 60606-6399  
 312/627-4000  
 Fax 312/627-1717  
 www.tresslerllp.com

Fed I.D. No. 36-3447958  
 Invoice #: 344303

July 10, 2014  
 008415-00002

Village of Woodridge  
 Attn: Kathleen Rush, Village Manager  
 5 Plaza Drive  
 Woodridge, IL 60517

FOR PROFESSIONAL SERVICES RENDERED:  
 RE: NORTHERN WILL COUNTY WATER AGENCY ACQUISITION FROM AMERICAN LAKE WATER  
 COMPANY

<u>Attorney/Paralegal</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Zimmermann, Michael F.	34.60	265.00	9,169.00
Formeller, Daniel R.	28.70	295.00	8,466.50
Stein, Jeffrey M.	1.30	265.00	344.50
Yi, Si-Yong	44.00	195.00	8,580.00
Fitzgibbons, Melanie, L.	5.60	80.00	448.00

Service Charges \$27,008.00

Disbursements

Court Fees	Recording Fee For Notice Of Lis Pendens.	37.75
Fed. Ex. /UPS/Outside Delivery Service	Fedex Charges - 06/10/2014	10.10
Fed. Ex. /UPS/Outside Delivery Service	Fedex Charges - 06/10/2014	15.19
Fed. Ex. /UPS/Outside Delivery Service	Fedex Charges - 06/10/2014	10.10
Fed. Ex. /UPS/Outside Delivery Service	Fedex Charges - 06/10/2014	10.10
Fed. Ex. /UPS/Outside Delivery Service	Fedex Charges - 06/10/2014	12.07
Fed. Ex. /UPS/Outside Delivery Service	Fedex Charges - 06/10/2014	10.10
Fed. Ex. /UPS/Outside Delivery Service	Fedex Charges - 06/10/2014	10.10
Fed. Ex. /UPS/Outside Delivery Service	Fedex Charges - 06/10/2014	10.10
Fed. Ex. /UPS/Outside Delivery Service	/Vendor: Fedex	10.10
Fed. Ex. /UPS/Outside Delivery Service	Fedex Charges - 06/10/2014	10.10
Fed. Ex. /UPS/Outside Delivery Service	Fedex Charges - 06/10/2014	12.07
Fed. Ex. /UPS/Outside Delivery Service	Fedex Charges - 06/10/2014	10.10
Fed. Ex. /UPS/Outside Delivery Service	Fedex Charges - 06/10/2014	10.10
Fed. Ex. /UPS/Outside Delivery Service	Fedex Charges - 06/10/2014	10.10
Fed. Ex. /UPS/Outside Delivery Service	Fedex Charges - 06/10/2014	10.10
Fed. Ex. /UPS/Outside Delivery Service	Fedex Charges - 06/10/2014	10.10
Fed. Ex. /UPS/Outside Delivery Service	Fedex Charges - 06/10/2014	10.10
Fed. Ex. /UPS/Outside Delivery Service	Fedex Charges - 06/10/2014	10.10
Fed. Ex. /UPS/Outside Delivery Service	Fedex Charges - 06/10/2014	10.10
Fed. Ex. /UPS/Outside Delivery Service	Fedex Charges - 06/10/2014	10.10
Fed. Ex. /UPS/Outside Delivery Service	Fedex Charges - 06/10/2014	10.10
Fed. Ex. /UPS/Outside Delivery Service	Fedex Charges - 06/11/2014	11.22
Fed. Ex. /UPS/Outside Delivery Service	Fedex Charges - 06/12/2014	15.19

Disbursement Charges \$289.29



**Bill Summary:**

<b>Total Fees:</b>	27,008.00
<b>Total Disbursements:</b>	289.29
<b>Total:</b>	\$27,297.29

Please reference Invoice # 344303 on your payment. Make checks payable to: Tressler LLP

A payment may also be made directly to our bank account using the following information:

Domestic Wire Transfer: JPMorgan Chase NA Chicago, IL ABA Routing # 021000021 Tressler LLP Account #656514395

Int'l Wire Transfer: same as Domestic include International Routing #: CHASUS33

ACH Transfer: JPMorgan Chase NA Chicago, IL ABA Routing # 071000013 Tressler LLP Account #656514395

Client/Matter: 008415-00002  
Matter Name: NORTHERN WILL COUNTY WATER AGENCY ACQUISITION FROM AMERICAN  
LAKE WATER COMPANY  
Invoice #: 344303

THIS STATEMENT INCLUDES CHARGES FOR RECENT ACTIVITY ON THIS MATTER. LISTED  
BELOW ARE AMOUNTS REMAINING OUTSTANDING FROM PREVIOUS INVOICES. THE TOTAL  
AMOUNT NOW DUE IS LISTED BELOW. MAKE CHECKS PAYABLE TO TRESSLER LLP, 233 S.  
WACKER DRIVE, 22<sup>ND</sup> FLOOR, CHICAGO, IL 60606-6399

TOTAL OF CURRENT FEES	27,008.00
TOTAL OF CURRENT DISBURSEMENTS	289.29
TOTAL OF CURRENT INVOICE	\$27,297.29
TOTAL BALANCE DUE AS OF July 10, 2014	\$27,297.29

# INVOICE

## THE LABOR RECORD

PH (815) 744-2886  
P.O. BOX 2878  
JOLIET, IL 60434

54010

INVOICE NUMBER:

6/23/2014

INVOICE DATE:

PAGE:

### SOLD TO:

Tressler LLP  
Formeller, Zimmermann, Maniatis, Yi  
233 S. Wacker Drive, 22nd Floor  
Chicago, Illinois 60606

CUSTOMER ID	CUSTOMER P.O.	PAYMENT TERMS		
		Net 30		
SALES REPT ID	SHIPPING METHOD	SHIP DATE	DUE DATE	
QUANTITY	ITEM NUMBER	DESCRIPTION	UNIT PRICE	EXTENSION

3

LN

Legal Notice

142.29

426.87

Condemnation: 14 ED 33

Northern Will County Water Agency  
vs  
American Lake Water Company, et. al.

PIN: 12-02-12-408-006;  
16-05-11-400-024

Default Date: July 31, 2014

Ran: June 26, July 3 and 10, 2014

**CERTIFICATE of PUBLICATION**

will be mailed to you upon

**RECEIPT of PAYMENT**

\$426.87



**First American Title Insurance Company**

27775 Diehl Rd

Warrenville, IL 60555

Phone: (866)563-7707 / Fax: (877)315-1066

PR: 17001

Ofc: 1810 (12295)

**Final Invoice**

To: Tressler, LLP  
233 S Wacker Dr Fl 22  
Chicago, IL 60606

Invoice No.: 12295 - 18102197

Date: 04/22/2014

Our File No.: 2527661

Title Officer:

Escrow Officer:

Customer ID: AA6120

Attention: Melanie Fitzgibbons & Si-yong Yi

Your Reference No.: Northern Will Water Agency

RE: Property:  
Multiple properties & PINS, IL

Liability Amounts

Owners:

Lenders:

Buyers:

Sellers:

Description of Charge	Invoice Amount
Necessary Parties Exam	\$41,000.00

**INVOICE TOTAL**

**\$41,000.00**

Comments:

**Thank you for your business!**

*To assure proper credit, please send a copy of this Invoice and Payment to:*

*Attention: Accounts Receivable Department*

*PO Box 100266*

*Los Angeles, CA 91189-0266*

**DATE:** 08/01/14**PROJECT #:** 12219.00-7**TO:** Mr. James Boan  
c/o Village of Bolingbrook  
375 W. Briarcliff Road  
Bolingbrook, IL 60440**RE:** Will County Joint Action Water Agency  
Water System Valuation Analysis

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**INVOICE FOR PROFESSIONAL SERVICES**

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The present status of your account is as follows:

For Services Rendered July 1<sup>st</sup> 2014 thru July 31<sup>st</sup> 2014;

Professional Engineering Services Relating to the Northern Will County Water Agency vs American Water Company; Information Production for Attorney.

Principal	1.75 hours at 185.00	\$ 323.75
Technician	3.00 hours at 102.00	<u>306.00</u>
		629.75

**Total Amount Due** \$ **629.75**

IN THE CIRCUIT COURT OF THE TWELFTH JUDICIAL CIRCUIT  
WILL COUNTY, ILLINOIS

NORTHERN WILL COUNTY WATER )  
AGENCY, an Illinois municipal )  
corporation, )

Plaintiff, )

v. )

AMERICAN LAKE WATER COMPANY, )  
an Illinois corporation, )

Defendant. )

Case No. 13ED0003

Jury Demand

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**ORDER ON DEFENDANT'S PETITION FOR COSTS, EXPENSES AND  
REASONABLE ATTORNEYS' FEES PURSUANT TO 735 ILCS 30/10-5-70(a)**

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This cause came to be heard on June 26, 2014 and for further hearing and ruling on July 23, 2014 to resolve the Defendant's Petition for Costs, Expenses and Reasonable Attorney Fees pursuant to 735 ILCS 30/10-5-70(a) (the "Petition") as a result of the voluntary dismissal by Plaintiff of the complaint in the instant action, which was effective upon entry of this Court's order of dismissal dated March 7, 2014. Daniel Formeller with Tressler LLP appeared for the Plaintiff and Joe Conner with Baker Donelson and William Ryan with Ryan and Ryan appeared for the Defendant. Based on the Petition and briefs filed by the parties, argument of counsel and for good cause shown, the Court enters the following findings of fact and rulings of law:

1. On March 7, 2014, the Court entered an order dismissing the complaint pursuant to the Plaintiff's February 27, 2014 Motion to Voluntarily Dismiss Without Prejudice. The order of dismissal gave the Defendant until April 22, 2014 to file a petition for recovery from the Plaintiff of its fees and costs incurred in the litigation pursuant to 735 ILCS 30/10-5-70(a).

2. On April 14, 2014, the Defendant filed the Petition seeking payment by the Plaintiff of the fees and expenses it paid to the law firm of Baker Donelson in the amount of \$107,351.15 in attorney fees and \$7,142.63 in expenses. In addition, Defendant sought recovery of the fees and expenses it paid to the law firm of Ryan and Ryan in the amount of \$7,290.00 and \$161.00 in expenses. The total amount of fees and expenses requested in the Petition was \$121,783.78.

3. On May 30, 2014, the Plaintiff filed its response objecting to the Petition and requested that the Court reduce the amount requested in the Petition to \$19,518.37.

4. In the reply filed by Defendant on or about June 18, 2014, the Defendant agreed to reduce its expense claim by \$402.58 on the Baker Donelson expense summary in order to exclude expenses designated as "Photo Reproduction Charge," "Long Distance Charge," "Shipping Expense," "Conference Call," and "Postage Charge" due to objections to these expenses raised by Plaintiff in reliance on *Harris Trust & Savings Bank*, 230 Ill. App. 3d 591 (Ill. App. 1 Dist. 1992).

5. In further response to issues and concerns raised during oral argument on June 26, 2014, Defendant filed a Supplemental Brief on July 16, 2014 in which it agreed to strike \$5,539.95 in attorney fees on the Baker Donelson summary fee chart. See Exhibit 1 to the Defendant's Supplemental Brief Regarding Defendant's Petition for Costs, Expenses and

Reasonable Attorneys' Fees for the specific entries removed from the fee chart. Accordingly, the total amount of fees and expenses sought by Defendant in the Petition was \$115,841.25.

6. At the hearing on July 23, 2014, the Court acknowledged the voluntary reduction in fees and expenses by the Defendant and found that an additional \$8,602.27 in attorneys fees reflected on Exhibit A to the Petition and incurred by Baker Donelson should be excluded from recovery. The fee entries excluded by the Court are reflected on the following chart:

Date	Timekeeper	Description	Hours	Hourly Rate	Total	Invoice No.
02/19/13	Conner, Joe	Revised Pro Hac Vice Motions for admission in Illinois to be filed in Will County condemnation case (0.8)	0.8	\$365.75	\$292.60	7800706
02/21/13	Mullens, Amy	E-mail communications with Bill Ryan regarding information needed for Joe Conner's pro hac vice admission papers (0.2); finalize Application, Motion and Order for pro hac vice admission and forward to Mr. Ryan for filings, FedExing signed original Application to Mr. Ryan (0.8)	1	\$185.25	\$185.25	7800706
11/13/13	Morton, Jamie	Begin reviewing documents produced by Plaintiff, including identification and coding of each document	4.8	\$166.25	\$798.00	7899332
11/14/13	Morton, Jamie	Continue reviewing documents produced by Plaintiff, including identification and coding of each document	6.9	\$166.25	\$1,147.13	7899332
11/15/13	Morton, Jamie	Continue reviewing documents produced by Plaintiff, including identification and coding of each document	0.5	\$166.25	\$83.13	7899332
11/16/13	Ingalls, Andrew	Review and label produced documents	0.5	\$171.00	\$85.50	7899332



Date	Timekeeper	Description	Hours	Hourly Rate	Total	Invoice No.
11/17/13	Ingalls, Andrew	Review and label produced documents	0.4	\$171.00	\$68.00	7899332
11/18/13	Ingalls, Andrew	Review and label produced documents	3	\$171.00	\$513.00	7899332
11/19/13	Ingalls, Andrew	Review and label produced documents	3.2	\$171.00	\$547.20	7899332
11/20/13	Morton, Jamie	Continue reviewing documents produced by Plaintiff, including identification and coding of each document	4.5	\$166.25	\$748.13	7899332
11/20/13	Ingalls, Andrew	Review and label produced documents	4.9	\$171.00	\$837.90	7899332
11/21/13	Morton, Jamie	Continue reviewing, identifying, and categorizing documents produced by Plaintiff	9.5	\$166.25	\$1,579.38	7899332
11/22/13	Morton, Jamie	Continue reviewing, identifying, and categorizing documents produced by Plaintiff	2.8	\$166.25	\$465.50	7899332
11/22/13	Ingalls, Andrew	Review and label produced documents	3.7	\$171.00	\$632.70	7899332

The Court found that after all adjustments, the remaining fees of Baker Donelson reflected on Exhibit A to the Petition in the amount of \$93,208.93 were reasonable and recoverable by Defendant from Plaintiff in accordance with 735 ILCS 30/10-5-70(a). The Court also found that the Defendant should be paid \$5,011.42 for expenses incurred for Travel, Airfare and Deposition Expense and that the other expenses incurred by Baker Donelson and reflected on Exhibit A to the Petition were not recoverable under 735 ILCS 30/10-5-70(a). The Court further found that the attorneys' fees and expenses paid to Ryan and Ryan in the amount of \$7,290.00 were reasonable and recoverable by the Defendant from Plaintiff in accordance with 735 ILCS 30/10-5-70(a).

7. Accordingly, the Court found that the reasonable attorneys' fees and expenses that are to be paid by Plaintiff to Defendant pursuant to 735 ILCS 30/10-5-70 equals \$105,510.35.

IT IS HEREBY ORDERED,

That judgment is entered against the Plaintiff and in favor of the Defendant in the amount of \$105,510.35, for which execution may issue if necessary.

This \_\_\_\_\_ day of August, 2014.

---

Joe A. Conner (*Pro Hac Vice*)  
Adam C. Sanders (*Pro Hac Vice*)  
BAKER, DONELSON, BEARMAN  
CALDWELL & BERKOWITZ, P.C.  
1800 Republic Centre  
633 Chestnut Street  
Chattanooga, TN 37411

William E. Ryan, ARDC No. 2434709  
RYAN AND RYAN  
9501 W. Devon Avenue  
Suite 300  
Rosemont, Illinois 60018

*Attorneys for Defendant American Lake  
Water Company*

**CERTIFICATE OF SERVICE**

This is to certify that the undersigned has this day served a true and correct copy of the foregoing pleading by depositing same in the United States mail, postage prepaid, and addressed to the following:

Daniel R. Formeller  
CHARMAGNE T. SUTHERLIN  
Si-Yong Yi  
Tressler LLP  
233 South Wacker Drive, 22nd Floor  
Chicago, Illinois 60606-6399

Mark Sterk  
ODELSON & STERK, LTD.  
3318 West 95th Street  
Evergreen Park, Illinois 60805

This \_\_\_\_\_ day of August, 2014.

---

Joe A. Conner

Resolution No.: \_\_\_\_\_

**A Resolution Authorizing Certain Settlements  
in the American Lake Water Condemnation Case**

**WHEREAS**, the Northern Will County Water Agency (the “Water Agency”) is a duly established municipal joint action water agency formed pursuant to 5 ILCS 220/3.1 and 5 ILCS 220/1 *et seq.*; and

**WHEREAS**, the Board of Directors of the Water Agency (“Board”) has previously adopted Resolution 2014-02 authorizing the acquisition of the American Lake Water Company transmission pipeline system (“System”) which carries Lake Michigan water from the Village of Bedford Park to customers within the corporate limits of the member municipalities of the Water Agency;

**WHEREAS**, the individual member municipalities each adopted an ordinance also authorizing the acquisition, the use of eminent domain power and further authorizing the respective head of the corporate authorities to take all necessary actions to carry out the acquisition (“Enabling Ordinances”);

**WHEREAS**, the Agency and its municipal members filed case number 14 ED 33 in the 12<sup>th</sup> Judicial Circuit, being an eminent domain action in order to acquire the System (“Condemnation Case”);

**WHEREAS**, the Board finds that from time to time during the pendency of the Condemnation Case, the Agency’s counsel shall need direction and approval of various actions;

**WHEREAS**, the following parties were named as necessary parties to the Condemnation Case:

BNSF Railway Company	Illinois Central Railroad
Catellus Development Corporation	Internationale Centre Unit 28 Owner's Association
Catellus Operating Limited Partnership	Metropolitan Water Reclamation District of Greater Chicago
Commonwealth Edison Company	Natural Gas Pipeline Company of America LLC
Wells Fargo Bank, N.A. as Successor in Interest to Fidelity Bank, N.A.	Orchard Hill Building Company
First Union National Bank, f/k/a First Fidelity Bank, National Association	Rowell Chemical Corporation
Forest Preserve District of Cook County	Village of Bedford Park
Forest Preserve District of DuPage County	Village of Plainfield
Hannah Inland Waterways Corporation	

Holnam Inc.

Village of Willow Springs

Will County Department of Highways

**WHEREAS**, the Agency's attorneys have received signed stipulations to settle and dismiss Metropolitan Water Reclamation District of Greater Chicago and the Village of Bedford Park from the Condemnation Case;

**WHEREAS**, the Agency's attorneys are in active discussions to settle and dismiss the following 9 defendants: BNSF Railway Company, Catellus Development Corporation, Commonwealth Edison Company, Forest Preserve District of DuPage County, Holcim (US) Inc. (successor to Holnam Inc.); Rowell Chemical Corporation, Village of Plainfield, Village of Willow Springs, Will County Department of Highways;

**WHEREAS**, the Agency's attorneys anticipate similar settlement discussions with the following 6 defendants: Catellus Operating Limited Partnership, Forest Preserve District of Cook County, Hannah Inland Waterways Corporation, Illinois Central Railroad, Internationale Centre Unit 28 Owner's Association, Natural Gas Pipeline Company of America LLC, and Orchard Hill Building Company; and

**WHEREAS**, the Agency and the municipal members, acting through their respective delegates to the Board as contemplated in their respective Enabling Ordinances, have determined to approve the stipulations to dismiss Metropolitan Water Reclamation District of Greater Chicago and the Village of Bedford Park and to authorize the Chairman to approve additional stipulations to dismiss which are on substantially the same terms as those and which do not result in the payment of more than Five Hundred Dollars for the costs of each settling defendant;

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE NORTHERN WILL COUNTY WATER AGENCY AS FOLLOWS:**

**SECTION ONE:** The foregoing recitals shall be and are hereby adopted and incorporated into this Resolution as if said recitals were fully set forth within this Section One.

**SECTION TWO:** The stipulations to dismiss Metropolitan Water Reclamation District of Greater Chicago and the Village of Bedford Park attached hereto as Group Exhibit A are hereby approved. Any Partner of Tressler LLP is authorized to execute same on behalf of the Plaintiffs.

**SECTION THREE:** The Chairman of the Board of the Water Agency is authorized to evaluate and approve any settlement agreement or stipulation to settle and dismiss which is made on substantially the same terms as those attached as group Exhibit A and which do not result in the payment of more than Five Hundred Dollars for the costs to each settling defendant.

**SECTION FOUR:** The Chairman of the Board of the Water Agency is authorized and directed to take any action necessary to carry out the purpose of this resolution.

**SECTION FIVE:** This Resolution shall be in full force and effect from and after its passage and approval in the manner provided by law.

PASSED this \_\_\_\_ day of \_\_\_\_\_, 2014.

AYES:

NAYS:

ABSENT:

APPROVED this \_\_\_\_ day of \_\_\_\_\_, 2014.

\_\_\_\_\_  
Chairman of the Board of Directors

\_\_\_\_\_  
Secretary

**Northern Will County Water Agency**

**Board Meeting**

**Executive Session Minutes**

September 10, 2012

Homer Glen Village Hall – Mayor's Office

14917 S Founders Crossing

Homer Glen, IL

At approximately 11:09a.m. a motion was passed, in open session, to go into executive session for the purposes of discussing land acquisition and potential litigation.

Roll was taken in executive session. Those present included the following: Bolingbrook (Claar, Boan); Homer Glen (Daley, Davis); Lemont (Reaves, Wehmeir); Romeoville (Gulden); and Woodridge (Rush).

Also present were the following: Tressler, LLP (Formeller, Sutherlin); and Odelson and Sterk, Ltd. (Sterk).

The Board discussed the ALW/IAW response to the NWCWA's Bedford Park Water Transmission Line purchase offer. The Board agreed that the response was not definitive.

Discussion ensued regarding the request from ALW/IAW to provide the Agency's supporting documentation for the purchase offer. Tressler LLP representatives advised against providing documentation at this time. Board members concurred.

Board members directed Tressler LLP (Formeller) to send a second letter to ALW/IAW asking for them to officially respond "yes" or "no" to the NWCWA's purchase offer for the Bedford Park Water Transmission Line.

The Board ended executive session and reconvened to the Board meeting's open session at approximately 11:16a.m.

Respectfully Submitted:

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Cameron Davis, Village Manager on behalf of  
Mayor John Noak, Romeoville, Board Secretary

**NORTHERN WILL COUNTY WATER AGENCY**  
**EXECUTIVE SESSION MINUTES**  
**DECEMBER 9, 2013**

**CALL TO ORDER**

The Executive Session meeting of the Northern Will County Water Agency was called to order at 10:30 a.m. at the Village of Bolingbrook Board Room, December 9, 2013, in Bolingbrook, Illinois, by Co-Chair Mayor Roger C. Claar of Bolingbrook for the purpose of discussing pending litigation [5 ILCS 120/2(c)(11)].

**ROLL CALL**

Present were:           Bolingbrook - Mayor Roger C. Claar  
                              Homer Glen - Cam Davis, Village Manager, in for Mayor Jim Daley  
                              Lemont - Mayor Brian K. Reaves  
                              Romeoville - Mayor John Noak (arrived at 10:40 a.m.)  
                              Woodridge - Mayor Gina Cunningham

                              Jim Boan - Attorney representing Northern Will County Water Agency  
                              Mike Drey - Consultant to the Northern Will County Water Agency  
                              Attorney Dan Formeller/

**DISCUSSION**

Attorney Dan Formeller of Tressler informed the Agency that a "Motion to Traverse" the Water Agency's Eminent Domain suit is expected to be filed by Illinois American Water. This type of action was explained and the future timeline for the litigation was discussed.

**ADJOURN**

Motion Mayor Reaves/Lemont, second Mayor Noak/Romeoville to adjourn the Executive Session meeting.

Motion carried. Meeting was adjourned at 10:50 a.m.

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Mayor Roger C. Claar/Bolingbrook, Co-Chair

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Mayor Jim Daley/Homer Glen, Co-Chair

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Mayor John Noak/Romeoville, Secretary



# *William Blair*

September 8, 2014

Northern Will County Water Agency  
C/O James Boan, Attorney

Dear Mr. Boan:

The Northern Will County Water Agency (the "Agency") wishes to engage William Blair & Company ("William Blair") as the underwriter for a potential issuance of municipal bonds (the "Bonds") to be issued by the Agency to finance the possible acquisition of various assets now owned by American Lake Water and its parent Illinois American Water. As an underwriter, William Blair may provide advice to the Agency on the structure, timing, terms, and other similar matters concerning the Bonds. This "Underwriter Letter of Intent" is executed in order for William Blair to obtain an exclusion from the definition of "municipal advisor" under the "Municipal Advisor Rule" of the Securities and Exchange Commission (effective July 1, 2014).

It is the Agency's present intention that William Blair underwrite the Bonds, subject to formal approval by the Agency, finalizing the structure of the Bonds and the execution of a mutually agreed upon bond purchase agreement. While the Agency intends to engage William Blair as the underwriter for the Bonds, this engagement letter is preliminary in nature. It is nonbinding and may be terminated by either the Agency or William Blair at any time. Furthermore, this engagement letter does not restrict the Agency or its affiliates from entering into the proposed or any other municipal securities transaction with any other underwriters or selecting an underwriting syndicate that does not include William Blair.

This engagement letter is delivered to you for the purpose of working with you as an underwriter on the transaction described above and defining the nature of our relationship. We will be providing information for discussion purposes in anticipation of serving as an underwriter to you. In our capacity as underwriter, we will be acting as a principal in a commercial, arms' length transaction and not as a municipal advisor, financial advisor or fiduciary to you regardless of whether we or an affiliate has or is currently acting as such on a separate transaction. The information we provide to you is not intended to be and should not be construed as "advice" within the meaning of Section 15B of the Securities Exchange Act of 1934 and we encourage you to consult with your own legal, accounting, tax, financial and other advisors, as applicable, to the extent you deem appropriate.

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William Blair & Company

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Northern Will County Water Agency

+1 312 236 1600 tel

William Blair & Company, L.L.C.  
222 West Adams Street  
Chicago, Illinois 60606

## Disclosures Pursuant to MSRB Rule G-17

### I. Disclosures Concerning the Underwriter's Role:

(i) MSRB Rule G-17 requires an underwriter to deal fairly at all times with both municipal issuers and investors.

(ii) An underwriter's primary role is to purchase the Bonds with a view to distribution in an arm's-length commercial transaction with the Issuer. An underwriter has financial and other interests that differ from those of the Issuer.

(iii) Unlike a municipal advisor, an underwriter does not have a fiduciary duty to the Issuer under the federal securities laws and is, therefore, not required by federal law to act in the best interests of the Issuer without regard to its own financial or other interests.

(iv) An underwriter has a duty to purchase the Bonds from the Issuer at a fair and reasonable price, but must balance that duty with its duty to sell the Bonds to investors at prices that are fair and reasonable.

(v) An underwriter will review the official statement for the Bonds in accordance with, and as part of, its respective responsibilities to investors under the federal securities laws, as applied to the facts and circumstances of this transaction.

### II. Disclosures Concerning the Underwriter's Compensation

The underwriter will be compensated by a fee and/or an underwriting discount that will be set forth in the bond purchase agreement to be negotiated and entered into in connection with the issuance of the Bonds. Payment or receipt of the underwriting fee or discount will be contingent on the closing of the transaction and the amount of the fee or discount may be based, in whole or in part, on a percentage of the principal amount of the Bonds. While this form of compensation is customary in the municipal securities market, it presents a conflict of interest since the underwriter may have an incentive to recommend to the Issuer a transaction that is unnecessary or to recommend that the size of the transaction be larger than is necessary.

### III. Additional Conflicts Disclosures:

William Blair has not identified any additional potential or actual material conflicts that require disclosure.

# Northern Will County Water Agency

Stub Year 2014 Summary  
8/25/2014

	Stub Year 2014 Budget	Dismissed case	
<b>REVENUES</b>			
Allocation			
78.689% Bolingbrook	\$ 442,940.38		83,025.04
20.546% Homer Glen	115,653.43		21,678.16
0.684% Woodridge	3,850.24		721.69
0.059% Lemont	332.11		62.25
0.022% Romeoville	123.84		23.21
<b>Invoiced to municipalities</b>	<b>\$ 562,900.00</b>		<b>\$ 105,510.35</b>
<b>EXPENDITURES (year to-date) *</b>			
Crowe Horwath	5,792.50		
Tressler LLP	76,813.48	TBD?	105,510.35
<b>Paid to vendors</b>	<b>\$ 82,605.98</b>		<b>\$ 105,510.35</b>

\* future vendor payments TBD

Resolution No.: 14-05

**A RESOLUTION AUTHORIZING THE CHAIRMAN OR  
VICE-CHAIRMAN TO MAKE PURCHASES OF \$5,000 OR LESS**

**WHEREAS**, the Northern Will County Water Agency (the "Water Agency") is a duly established municipal joint action water agency formed pursuant to 5 ILCS 220/3.1 and 5 ILCS 220/1 *et seq.*; and

**WHEREAS**, the Board of Directors of the Water Agency ("Board") meets quarterly and finds that in the period between meetings there may arise Water Agency expenses which need to be paid;

**WHEREAS**, in order to further the business of the Water Agency, the Board finds that it is necessary and desirable for its member municipalities to authorize the Chairman and Vice-Chairman to make expenditures on behalf of the Water Agency in amounts not more than \$5,000;

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE NORTHERN WILL COUNTY WATER AGENCY AS FOLLOWS:**

**SECTION ONE:** The foregoing recitals shall be and are hereby adopted and incorporated into this Resolution as if said recitals were fully set forth within this Section One.

**SECTION TWO:** The Chairman and Vice Chairman shall each, independently have the power to authorize the purchase of supplies, services or equipment of any kind on behalf of and in the name of the Water Agency where the cost of same is not more than \$5,000. Said purchases shall be made in accord with applicable law. The Chairman and the Vice Chairman shall not make "serial purchases" and shall not aggregate their individual purchasing authority in order to exceed the limitations of this section.

**SECTION THREE:** The Treasurer is authorized to issue payment for any purchase authorized by the Chairman or Vice Chairman in accord with section two above. The Treasurer shall report all such purchases to the Board in writing prior to each quarterly meeting of the Board.

**SECTION FOUR:** This Resolution shall be in full force and effect from and after its passage and approval in the manner provided by law.

PASSED this \_\_\_\_ day of \_\_\_\_\_, 2014.

AYES:

NAYS:

ABSENT:

APPROVED this \_\_\_\_ day of \_\_\_\_\_, 2014.

\_\_\_\_\_  
Chairman of the Board of Directors

\_\_\_\_\_  
Secretary