

W S M T D

WEST SUBURBAN MASS TRANSIT DISTRICT

203 N. LASALLE ST., SUITE 2500
CHICAGO, ILLINOIS 60601
(312) 245-7496
FAX NO. (312) 245-7467

October 30, 2020

OFFICERS

CURTIS A. LINDER
Chairman

JONATHAN MCCABE
Vice Chairman

JASON T. JOHNS
Treasurer

WILLIAM F. MURRAY, JR.
Secretary

Douglas Krieger
City Manager
City of Naperville
P.O. Box 3020
Naperville, IL 60566-7020

TRUSTEES

Elizabeth Capua
Berwyn

Charles P. Hall
Brookfield

Jonathan McCabe
Clarendon Hills

Vacant
Hinsdale

Curtis A. Linder
LaGrange

William F. Murray, Jr.
Lisle

Michael Garlich
Naperville

Jason T. Johns
Riverside

Patrick Higgins
Western Springs

John E. Cannon
Westmont

Re: West Suburban Mass Transit District Resolution of Discontinuance

Dear Mr. Krieger:

I am writing to you to advise you of two actions taken at the October 21, 2020 meeting of the Board of Trustees of the West Suburban Mass Transit District.

First, the Trustees voted to establish a Grant VII program, pursuant to which the District will distribute \$6,500.00 to each of its member communities. Funds must be used by the member community to fund capital expenditures along the commuter rail line in the member community. The member community will not be required to submit invoices to the District for approval. We anticipate that all funds will be distributed to the treasurer for each member community on or about December 21, 2020.

Second, the Trustees voted unanimously to discontinue services and dissolve the West Suburban Mass Transit District. The Trustees are working to finalize dissolution on or before December 31, 2020 in order to limit costs and maximize the further funds available for distribution to member communities.

Enclosed please find two executed copies of the Resolution of the Board of Trustees which authorizes the discontinuance of services by and the dissolution of the District.

Please also find enclosed a selection from the Illinois Mass Transit District Act governing the dissolution of a mass transit district under Illinois law (70 ILCS 3610/9). Our counsel advises us that in order to proceed with dissolution, the boards of each of our member communities will need to approve the enclosed resolution and cause the resolution to be filed with your community's clerk's

COUNSEL

Gregory M. Wright

City of Naperville
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office and with the Illinois Secretary of State. In order to facilitate this process, our counsel has prepared a form of resolution for your community's board to consider at its next meeting. Use of the suggested wording enclosed is optional; all we need is for the District's resolution to be explicitly approved and for the member community's resolution to be filed with member community's clerk's office and with the Illinois Secretary of State.

In order to meet our deadline of December 31, 2020, we are asking member communities to make every effort to cause the District's resolution to be approved prior to November 30, 2020. Once approval is complete, please submit two certified copies of the member community's resolution to the member community's clerk's office and direct the clerk to file one locally and the second with the Illinois Secretary of State. Finally, please send a copy of your member community's approval resolution, certified by your secretary or chairperson, to our counsel, Greg Wright of Masuda Funai (312-245-7496, gwright@masudafunai.com), together with confirmation that said resolution has been filed with your clerk's office and with the Illinois Secretary of State.

If you or your counsel have any questions or comments about the enclosed materials or this process, please contact your appointed District Trustee or Mr. Wright.

It has been our pleasure serving your community and the riders along the BNSF commuter line. Thank you for your community's support of our activities, and thank you for your assistance in this process of dissolution.

Very truly yours,

WEST SUBURBAN MASS TRANSIT DISTRICT



Curtis A. Linder
Chairman

Enclosures

cc: Michael Garlich, Trustee of West Suburban Mass Transit District for City of Naperville

Selection from the Illinois Mass Transit District Act (70 ILCS 3610/1 et seq.) regarding discontinuance and dissolution:

(70 ILCS 3610/9) (from Ch. 111 2/3, par. 359)
Sec. 9. Discontinuance.

(a) Whenever the Board of Trustees of any District shall determine that there is no longer a public need for its transportation services or that other adequate services are or can be made available, and that it should terminate its existence and services, it may by resolution so certify to the participating municipalities and counties which created it. If the participating municipalities and counties approve of such discontinuance, they may by ordinance or resolution, as the case may be, authorize the District to discontinue its services and wind up its affairs. A copy of such ordinance or resolution or both, shall be filed with the county or municipal clerk or clerks and the Secretary of State. After payment of all its debts and settlement of all obligations and claims, any funds remaining after the sale and disposition of its property shall be disposed of by payment to the treasurer of the county or municipality which created it, or if created by 2 or more municipalities or counties, by payment to the several treasurers, first, to repay in whole or pro rata, funds advanced to the authority, and the balance, if any, pro rata according to the length of scheduled transportation route miles operated in the several municipalities and unincorporated areas of the several counties during the preceding calendar year.

(b) Whenever the Board of Trustees of any District created under the provisions of Section 3.1 determines that there is no longer a public need for its existence or services, it may discontinue its existence by passing an ordinance or resolution stating that the District shall cease its existence on the date stated therein or, if no date is stated therein, on the date the ordinance or resolution was passed. A certified copy of the ordinance or resolution shall be filed with the Secretary of State and with the County Clerk of each county within the boundary of the District. The funds remaining after the payment of all debts and settlement of all obligations and claims shall be paid over on a pro rata basis based on area as follows:

(1) to the Treasurer of each municipality that was in whole or in part within the boundary of the District; and

(2) to the Treasurer of each county in which any unincorporated area of the county was within the boundary of the District.

(c) Prior to the effective date of this amendatory Act of the 98th General Assembly, if the Board of Trustees of any District created under Section 3.1 of this Act passed an ordinance or resolution intended to effect a dissolution of its existence, the discontinuation of that District is confirmed as valid and effective on the date set forth in the ordinance or resolution or, if no date is stated therein, on the date the ordinance or resolution was passed.

(Source: P.A. 98-1161, eff. 6-1-15.)

**WEST SUBURBAN MASS TRANSIT DISTRICT
RESOLUTION AUTHORIZING DISSOLUTION OF THE DISTRICT**

WHEREAS, in 1972, the West Suburban Mass Transit District (the “District”), an area including the Illinois communities of Berwyn, Brookfield, Clarendon Hills, Hinsdale, LaGrange, Lisle, Naperville, Riverside, Western Springs and Westmont (each, a “Member Community”, collectively, the “Member Communities”), was created under the provisions of 70 ILCS 3610/3; and

WHEREAS, each of the Member Communities has appointed a member to serve on the Board of Trustees of the District; and

WHEREAS, since its creation, the District has distributed in excess of \$10 million in funds for improvement projects along the Burlington Northern Santa Fe commuter rail line that runs from Chicago Union Station to Aurora (the “BNSF Line”); and

WHEREAS, for most of the life of the District, commuter rail service has been provided along the line by BNSF Railway under the terms of a purchase of service agreement with Commuter Rail Division of the Regional Transportation Authority doing business as Metra (“Metra”), and such service has never been operated or subsidized by the District; and

WHEREAS, the District previously owned and leased to BNSF Railway and Metra certain locomotives and rolling stock used to conduct commuter rail service on the BNSF Line; and

WHEREAS, the District sold its locomotives and rolling stock as the equipment aged and the potential costs of future maintenance and storage made divestiture an attractive option to the District; and

WHEREAS, the District sold its final set of rolling stock to Metra in March 2016, and it has not since that time owned any locomotives or rolling stock; and

WHEREAS, the District has never engaged in activities relating to the operation or subsidy of other forms of public transportation within its Member Communities such as bus service; and

WHEREAS, Metra continues to provide daily commuter rail service on the BNSF Line and the other transit agencies in the Regional Transportation Authority (“RTA”) provide service in many of the Member Communities; and

WHEREAS, the funds available to the District through initial federal and state grant monies, investment returns and the sale of locomotives and rolling stock have been substantially exhausted committed to improvement projects in the Member Communities; and

WHEREAS, it is the sense of the Trustees that there is not sufficient political desire within the Member Communities or their local government bodies to facilitate an exercise of the District’s statutory tax-raising powers, and the District has not identified any other material sources of further revenue to fund further project grants to Member Communities; and

NOW, THEREFORE, BE IT RESOLVED that in light of the scope of the services provided in the Member Communities by the RTA and the exhaustion of funds available to fund further grant projects, other adequate public transportation services are available or can be made available, and the existence of the West Suburban Mass Transit District should be terminated; and

BE IT FURTHER RESOLVED that a copy of this Resolution or a memorandum hereof shall be delivered to the local government in each of the Member Communities together with a request and recommendation that dissolution of the District be approved thereby at the earliest opportunity; and

BE IT FURTHER RESOLVED that upon receipt of approval from each of the Member Communities of the dissolution proposed by this Resolution, the District shall marshal its assets, pay its debts, and settle its obligations and claims; and

BE IT FURTHER RESOLVED that upon receipt of approval from each of the Member Communities of the dissolution proposed by this Resolution, the District shall formally notify each of the Member Communities of its intention to terminate its services as of December 31, 2020, and that upon termination of the District's services, all previously approved grants shall terminate and cease to be payable unless otherwise determined by an act of the Board of Trustees of the District; and

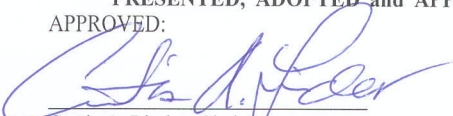
BE IT FURTHER RESOLVED that, pursuant to 70 ILCS 3610/9, after payment of all of the District's debts and settlement of all obligations and claims have been made, any funds remaining after the sale and disposition of its property shall be disposed of by payment to the Member Communities *pro rata* in accordance with the length of scheduled transportation route miles operated in each Member Community; and

BE IT FURTHER RESOLVED that the Board of Trustees recognizes the following as the length of scheduled transportation route miles operated in each Member Community as of the date hereof:

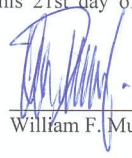
Member Community	Mile Post Range	Miles	Share
Berwyn	8.8-10.1	1.3	7.39%
Riverside	10.1-11.7	1.6	9.09%
Brookfield	11.7-13.3	1.6	9.09%
LaGrange	13.3-14.8	1.5	8.52%
Western Springs	14.8-16.2	1.4	7.95%
Hinsdale	16.2-17.9	1.7	9.66%
Clarendon Hills	17.9-18.9	1	5.68%
Westmont	18.9-19.8	0.9	5.11%
Lisle	23.6-25.8	2.2	12.50%
Naperville	27.2-31.6	4.4	25.00%
TOTAL		17.6	

BE IT FURTHER RESOLVED by the Board of Trustees of the West Suburban Mass Transit District that this Resolution be filed with the Illinois Secretary of State.

PRESENTED, ADOPTED and APPROVED this 21st day of October, A.D. 2020.
APPROVED:



Curtis A. Linder, Chairman



William F. Murray, Jr., Secretary