

FLOOD DIVERSION BOARD OF AUTHORITY

Thursday, June 9, 2016

3:30 PM

Fargo City Commission Room
Fargo City Hall
200 3rd Street North

1. Call to order
2. Approve minutes from previous meeting Item 2. Action
3. Approve order of agenda Action
4. Management Information
 - a. PMC report
 - b. Remarks from Colonel Koprowski and Colonel Calkins
5. Administrative/Legal Information/action
 - a. JPA
6. Technical Information/action
 - a. Recommended Contracting Actions Item 6a.
7. Public Outreach Information/action
 - a. Committee report
 - b. Business Leaders Task Force update
8. Land Management Information/action
 - a. Committee report
 - b. CCJWRD update
9. Finance Information/action
 - a. Committee report
 - b. Voucher approval Item 9b.
10. Other Business
11. Next Meeting – June 23, 2016
12. Adjournment

cc: Local Media

**FLOOD DIVERSION BOARD OF AUTHORITY
MAY 26, 2016—4:30 PM**

1. MEETING TO ORDER

A meeting of the Flood Diversion Board of Authority was held Thursday, May 26, 2016, at 4:30 PM in the Fargo City Commission Room with the following members present: Cass County Commission representative Darrell Vanyo via conference call; Cass County Commissioner Mary Scherling; West Fargo City Commissioner Mike Thorstad; Fargo City Mayor Tim Mahoney; Fargo City Commissioner Mike Williams; Fargo City Commissioner Melissa Sobolik; Cass County Joint Water Resource District Manager Mark Brodshaug; Clay County Commissioner Kevin Campbell; and Moorhead City Council Member Nancy Otto. Also present was ex-officio member Gerald Van Amburg, Buffalo-Red River Watershed District.

Cass County Joint Water Resource District Manager Rodger Olson arrived late and took his place at the table for the remainder of the meeting.

Staff members and others present: Cass County Administrator Keith Berndt; Fargo City Administrator Bruce Grubb; Cass County Engineer Jason Benson; Fargo City Director of Engineering Mark Bittner; Fargo City Engineer Nathan Boerboom; Martin Nicholson, CH2M; and Bruce Spiller, CH2M.

2. MINUTES APPROVED

MOTION, passed

Mr. Williams moved and Ms. Otto seconded to approve the minutes from the May 12, 2016, meeting as presented. Motion carried.

3. AGENDA ORDER

MOTION, passed

Mrs. Scherling moved and Mr. Williams seconded to approve the order of the agenda. Motion carried.

4. FINANCIAL PLAN PRESENTATION

Martin Nicholson provided a brief summary on the financial plan for the FM Metro Flood Protection project. The plan was prepared using a multi-generational funding approach based on an extension of the current flood sales taxes levied by the City of Fargo and Cass County, which will need to be approved by local residents. No property tax increases or special assessments will be needed through this plan, and the sales tax revenue will be used to secure short and long-term financing for project construction.

Dr. Mahoney thanked staff from CH2M, Ernst & Young and Ohstad Twichell for their excellent work in developing the financial plan. The board received the financial plan as presented.

5. ADMINISTRATIVE UPDATE

Task Order

Keith Berndt said CH2M construction management services for in-town levee work expires this month, and Task Order No. 7 is to continue services from May 28, 2016, to November 25, 2016.

- CH2M Task Order No. 7 Amendment 0 (WP-42 In-Town Levees Construction Management)—construction management services for Work Package 42 In-Town Levee work in the amount of \$1,020,000.

MOTION, passed

Ms. Sobolik moved and Ms. Otto seconded to approve the appropriation of funds for the task order as outlined; and recommend approval of the appropriation of funds by the Dakota Metro Flood Board for the Diversion Authority. On roll call vote, the motion carried unanimously.

6. TECHNICAL UPDATE**Recommended Contract Actions Summary**

Bruce Spiller discussed the following authority work directive, task order amendment, change orders and contract award:

Authority Work Directive

- Houston-Moore Group, LLC AWD-00059 (WP-42 In-Town Levees Services During Construction)—add services during construction scope of work for WP-42F.1S, WP-42H.2 and WP-42I.1 in the amount of \$25,000.

Task Order Amendment

- Houston-Moore Group, LLC Task Order No. 17 Amendment 3 (WP-42F.1N Services During Construction)—add services during construction scope and budget for WP-42F.1N, Flood Control, 2nd Street North, North of Pump Station; add services during bidding scope and budget for WP-42F.2, Flood Control, 2nd Street South; and add requirement to include activity ID on monthly invoices in the amount of \$751,000.

MOTION, passed

Mr. Williams moved and Mr. Olson seconded to approve the appropriation of funds for the authority work directive and task order amendment as outlined; and recommend approval of the appropriation of funds by the Dakota Metro Flood Board for the Diversion Authority. On roll call vote, the motion carried unanimously.

Change Orders

- Industrial Builders, Inc. Change Order 7 (WP-42A.2, 2nd Street North Pump Station)—furnish and install exterior pump station beacons in the amount of \$1,870.32.
- Industrial Builders, Inc. Change Order 7 (WP-42F.1S, 2nd Street North – South of Pump Station)—add tee manhole and revise SS-10 manhole in the amount of \$16,378.55.

MOTION, passed

Ms. Sobolik moved and Mrs. Scherling seconded to approve the appropriation of funds for the change orders as outlined; and recommend approval of the appropriation of funds by the Dakota Metro Flood Board for the Diversion Authority. On roll call vote, the motion carried unanimously.

P3 Insurance, Performance Security and Risk Management Services Contract Award

- Three statements of qualifications were submitted in response to a Request for Proposals (RFP), and the review team recommends selection of Aon Risk Services Central, Inc. (Aon).

MOTION, passed

Ms. Otto moved and Ms. Sobolik seconded to authorize staff to negotiate contract terms with Aon and return a contract to the board for approval; and authorize Aon to begin work prior to contract execution with expenditures not to exceed \$50,000. On roll call vote, the motion carried unanimously.

7. DIVERSION INLET CONTROL STRUCTURE LANDS ACQUISITION UPDATE

Mark Brodshaug said the acquisition process for the inlet area begin in January, 2016 with initial contact letters sent to property owners by land agents contracted by the Cass County Joint Water Resource District (CCJWRD). Three parcels were identified that are needed for inlet structure construction this year. Land appraisals were completed in March and acquisition offers were presented to property owners based on the appraised values. He said none of the property owners have accepted the final offers, and a result, on May 18, 2016, the CCJWRD passed resolutions of necessity and resolutions of offer to purchase for the three properties. The CCJWRD also approved filing eminent domain actions on the three properties and directed attorneys to file the actions and deposit the amounts in court. If agreements are not reached by May 31, 2016, eminent domain actions will begin at that time. Negotiations are permissible and will continue even as court actions commence, and legal actions may be withdrawn at any time if an agreement is reached.

8. NEXT MEETING DATE

The next meeting will be held on Thursday, June 9, 2016, at 3:30 PM.

9. ADJOURNMENT

MOTION, passed

On motion by Ms. Sobolik, seconded by Mr. Williams, and all voting in favor, the meeting was adjourned at 4:47 PM.

Recommended Contracting Actions Summary

Date: June 9, 2016

| Description | Company | Budget Estimate (\$) |
|--|-------------|----------------------|
| Construction Contract Awards | | |
| <p>WP-42F.2 Flood Control, 2nd Street South - Phase 42F.2</p> <ul style="list-style-type: none"> Recommendation of Award for constructing approximately 80 LF of concrete floodwall, approximately 600 LF earthen levee, utility installations, and modifications to 2nd Street South. The project is generally located on the south side of Main Avenue at 2nd Street South, Fargo, ND. | Hough, Inc. | 1,448,373.17 |



Fargo Office
520 Main Avenue
Suite 601
Fargo ND 58103
Tel 701-566-5470
Fax 701-634-9954

June 9, 2016

Metro Flood Diversion Authority
Attention: Darrell Vanyo, Chairman
211 9th Street South, Box 2806
Fargo, ND 58108

Subject: Work Package 42F.2, Flood Control, 2nd Street South - Phase 42F.2
Recommendation of Award

Dear Board Members:

CH2M (Program Management Consultant) recommends the Metro Flood Diversion Authority award Work Package 42F.2, Flood Control, 2nd Street South - Phase 42F.2, to Hough, Inc. in the amount of \$1,448,373.17 as the lowest and best bid.

We conducted a public Bid Opening for this project on June 2, 2016 where 3 bids were received. After review, Hough, Inc. was determined to be the lowest responsive bidder. Their price is approximately 7.2% lower than the Engineer's Opinion of Probable Cost and it appears to be a full and valid bid.

Contact me at 208-771-1686 or tyler.smith@ch2m.com if you have any questions regarding this recommendation.

Sincerely,

Tyler Smith, P.E.
Construction Manager
CH2M HILL
Owner's Representative

c: Keith Berndt/Cass County
Heather Worden/Cass County
Nathan Boerboom/City of Fargo

Gregg Thielmann/HMG
Randy Engelstad/HMG
Martin Nicholson/CH2M

Finance Committee Bills for June 2016

| Vendor | Description | Amount |
|---|---|------------------------|
| Cass County Joint Water Resource District | Reimburse Diversion bills | \$ 3,727,735.77 |
| Dorsey & Whitney LLP | Legal Services Rendered through April 30, 2016 | \$ 81,598.19 |
| Ohnstad Twichell, P.C. | 4th Street Pump Station Litigation through May 21 | \$ 2,523.00 |
| Ohnstad Twichell, P.C. | Bond counsel work; PPP Research | \$ 76,751.58 |
| Ashurst LLP | Professional services rendered through April 30, 2016 | \$ 230,641.69 |
| Total Bills Received in May | | <u>\$ 4,119,250.23</u> |



Cass County
Joint Water
Resource
District

June 1, 2016

Diversion Authority
P.O. Box 2806
Fargo, ND 58108-2806

Mark Brodshaug
Chairman
West Fargo, North Dakota

Greetings:

Rodger Olson
Manager
Leonard, North Dakota

RE: Metro Flood Diversion Project
In-Town Levees Project
Diversion Project Assessment Committee (DPAC)
Oxbow-Hickson-Bakke Ring Levee Project

Dan Jacobson
Manager
West Fargo, North Dakota

Enclosed please find copies of bills totaling \$3,727,735.77 regarding the above referenced projects. The breakdown is as follows:

Ken Lougheed
Manager
Gardner, North Dakota

| | |
|--------------------------------|----------------|
| Metro Flood Diversion | \$1,041,161.33 |
| In-Town Levees | 424,297.34 |
| DPAC | 6,402.38 |
| Oxbow-Hickson-Bakke Ring Levee | 2,118,822.07 |
| Oxbow Golf and Country Club | 137,052.65 |

Jacob Gust
Manager
Fargo, North Dakota

At this time, we respectfully request 100% reimbursement as per the Joint Powers Agreement between the City of Fargo, Cass County and Cass County Joint Water Resource District dated June 1, 2015.

If you have any questions, please feel free to contact us. Thank you.

Sincerely,

CASS COUNTY JOINT WATER RESOURCE DISTRICT

Carol Harbeke Lewis
Secretary-Treasurer

1201 Main Avenue West
West Fargo, ND 58078-1301

Carol Harbeke Lewis
Secretary-Treasurer

Enclosures

701-298-2381
FAX 701-298-2397
wrld@casscountynd.gov
casscountygov.com

METRO FLOOD DIVERSION RIGHT OF ENTRY/LAND ACQUISITION COST SHARE INVOICES

Updated 6/1/16

| Invoice Paid | Invoice Date | Invoice No. | Project No. | Amount | Vendor | Description |
|--------------|--------------|-------------|-------------|---------------------|-------------------------------------|-----------------------------------|
| 5/12/2016 | 4/29/2016 | 142045 | 100007 | 6,920.01 | Ohnstad Twichell, P.C. | Legal-Diversion Right of Entry |
| 5/12/2016 | 4/29/2016 | 142050 | 130007 | 29,381.32 | Ohnstad Twichell, P.C. | Legal-Diversion ROW Acquisition |
| 5/12/2016 | 4/29/2016 | 142044 | 90007 | 6,380.00 | Ohnstad Twichell, P.C. | Legal-DA JPA, open records, MnDNR |
| 5/12/2016 | 4/29/2016 | 142103 | 160007 | 3,914.00 | Ohnstad Twichell, P.C. | Legal-Inlet Right of Entry |
| 5/26/2016 | 5/11/2016 | 689867 | 38810 | 66.00 | Larkin Hoffman Attorneys | Legal-Stefonowicz |
| 5/26/2016 | 5/25/2016 | | | 250,440.00 | Cass County Clerk of District Court | Eminent Domain on inlet parcel |
| 5/26/2016 | 5/25/2016 | | | 476,040.00 | Cass County Clerk of District Court | Eminent Domain on inlet parcel |
| 5/26/2016 | 5/25/2016 | | | 266,020.00 | Cass County Clerk of District Court | Eminent Domain on inlet parcel |
| Total | | | | 1,041,161.33 | | |

IN-TOWN LEVEES INVOICES

| Invoice Paid | Invoice Date | Invoice No. | Project No. | Amount | Vendor | Description |
|--------------|--------------|---------------|-------------|-------------------|-----------------------------|--|
| 05/12/16 | 04/29/16 | 142104 | 160007 | 725.00 | Ohnstad Twichell, P.C. | Mondragon Eminent domain action |
| 05/12/16 | 05/02/16 | 381064421 | 479407 | 128,570.00 | CH2MHill | Construction Management services (98.9% In-Town) |
| 5/26/2016 | 5/22/2016 | 381066420 | 479407 | 130,000.00 | CH2MHill | Construction Management services |
| 5/26/2016 | 4/18/2016 | 7715.08 | | 1,332.15 | Erin and Elizabeth LaVenuta | Partial residential moving and incidental costs |
| 5/2/2016 | 1/4/2016 | 484827960 | | 2,347.30 | Diversified Adjustment | Xcel Energy bill for Spirit Properties |
| 5/12/2016 | 4/28/2016 | 499455186 | | 18.85 | Xcel Energy | Service to 16 N Terrace |
| 5/12/2016 | 5/2/2016 | 499787669 | | 42.43 | Xcel Energy | Service to 18 and 24 N Terrace |
| 5/26/2016 | 5/6/2016 | 500510667 | | 5.65 | Xcel Energy | Service to 18 N Terrace - final invoice |
| 5/26/2016 | 5/6/2016 | 500356534 | | 4.65 | Xcel Energy | Service to 24 N Terrace - final invoice |
| 5/26/2016 | 5/10/2016 | 500726618 | | 5.65 | Xcel Energy | Service to 18 N Terrace - final invoice |
| 5/26/2016 | 5/2/2016 | 31064420-REV2 | 479407 | 161,245.66 | CH2MHill | Land Management Services - (78%) |
| Total | | | | 424,297.34 | | |

DIVERSION PROJECT ASSESSMENT DISTRICT (DPAC) INVOICES

| Invoice Paid | Invoice Date | Invoice No. | Project No. | Amount | Vendor | Description |
|--------------|--------------|-------------|-------------|-----------------|------------------------|-----------------------|
| 5/12/2016 | 4/29/2016 | 142070 | 150007 | 6,402.38 | Ohnstad Twichell, P.C. | Legal - Garaas appeal |
| Total | | | | 6,402.38 | | |

OXBOW-HICKSON-BAKKE RING LEVEE INVOICES

| Invoice Paid | Invoice Date | Invoice No. | Purchase Order No. | Project No. | Amount | Vendor | Description |
|--------------|--------------|-------------|--------------------|-------------|------------|----------------------------------|---|
| 5/12/2016 | 4/29/2016 | 142055 | | 140007 | 21,626.50 | Ohnstad Twichell, P.C. | Legal-ROW |
| 05/12/16 | 05/02/16 | 381064421 | | 479407 | 1,430.00 | CH2MHill | Construction Management services (1.1% - see In-Town) |
| 5/13/2016 | 5/3/2016 | 2 | | WP-43E.2B | 7,590.00 | American Enterprises, Inc. | final invoice for Demo of 345 Schnell & 744 Riverbend |
| 5/2/2016 | 5/2/2016 | | | | 185,620.00 | The Title Company | Escrow for Nyhof property |
| 5/5/2016 | 5/5/2016 | | | | 133,000.00 | Chad and Heidi McQuillan | lot payment |
| 5/5/2016 | 5/5/2016 | | | | 64,243.00 | Chad and Heidi McQuillan | builder down payment |
| 5/12/2016 | 5/11/2016 | | | | 329,895.97 | The Title Company | Purchase property - Pearson |
| 5/12/2016 | 5/11/2016 | | | | 556,822.28 | The Title Company | Replacement property - Pearson |
| 5/16/2016 | 5/13/2016 | | | | 222,030.00 | Terrie L. Romine | Earnest money |
| 5/16/2016 | 5/13/2016 | | | | 23,568.00 | Signature Landscapes | earnest money - Marie B. Talley |
| 5/17/2016 | 5/16/2016 | | | | 160,000.00 | Todd E. Debates | lot payment |
| 5/17/2016 | 5/16/2016 | | | | 40,000.00 | Todd E. Debates | builder down payment |
| 5/12/2016 | 4/17/2016 | 462334 | | | 442.00 | Laney's Inc. | replace sump pump at 361 Schnell Drive |
| 5/12/2016 | 4/19/2016 | 462169 | | | 165.00 | Laney's Inc. | install meter at 5059 Makenzie Cir |
| 5/12/2016 | 5/5/2016 | | | 11 invoices | 1,008.82 | Cass County Electric Cooperative | Service to various addresses |
| 5/26/2016 | 5/16/2016 | 1129748 | | | 34.46 | Cass County Electric Cooperative | Service to 326 Schnell Drive |

| | | | | | | |
|-----------|------------|---------------|-----------|------------|----------------------------------|--|
| 5/26/2016 | 5/16/2016 | 1121701 | | 132.15 | Cass County Electric Cooperative | Service to 17485 52 St SE |
| 5/26/2016 | 5/12/2016 | 57799 | R12.00049 | 4,480.75 | Uiteig Engineers | Land Management Services, land acquisition |
| 5/26/2016 | 5/2/2016 | 91064420-REV2 | 479407 | 45,479.54 | CH2MHill | Land Management Services - (22%) see In-Town Levee |
| 4/29/2016 | 10/31/2015 | 16725 | 2830-00 | 40,233.00 | ProSource Technologies, LLC | Project Mgmt, acquisition, relocation |
| 4/29/2016 | 11/30/2015 | 16736 | 2830-00 | 5,544.82 | ProSource Technologies, LLC | Project Mgmt, acquisition, relocation |
| 4/29/2016 | 12/31/2015 | 16795 | 2830-00 | 8,886.90 | ProSource Technologies, LLC | Project Mgmt, acquisition, relocation |
| 5/12/2016 | 1/31/2016 | 16843 | 2830-00 | 39,453.20 | ProSource Technologies, LLC | Project Mgmt, acquisition, relocation |
| 5/12/2016 | 2/29/2016 | 16866 | 2830-00 | 18,295.00 | ProSource Technologies, LLC | Project Mgmt, acquisition, relocation |
| 5/31/2016 | 3/1/2016 | 1264 | 2003 | 206,196.57 | Houston-Moore Group | Project Mgmt, bidding and construction services |
| 5/12/2016 | 4/30/2016 | 5208 | | 1,372.14 | Sentry Security, Inc. | Security patrol services |
| 5/26/2016 | 5/14/2016 | 5233 | | 1,271.97 | Sentry Security, Inc. | Security patrol services |

Total 2,118,822.07

OXBOW GOLF AND COUNTRY CLUB INVOICES

| Invoice Paid | Invoice Date | Invoice No. | Project No. | Amount | Vendor | Description |
|--------------|--------------|-------------|--------------------|---------------------|-----------------------------|---|
| 5/13/2018 | 5/6/2016 | | | 137,052.65 | Oxbow Golf and Country Club | Reimbursement for construction and architectural services |
| | | | Total | 137,052.65 | | |
| | | | Grand Total | 3,727,735.77 | | |



RECEIVED
BY / DATE 5-23-16

MINNEAPOLIS OFFICE
612-340-2600

(Tax Identification No. 41-0223337)

STATEMENT OF ACCOUNT FOR PROFESSIONAL SERVICES

Fargo-Moorhead Flood Diversion Bd of Authority
c/o Erik R. Johnson & Associates, Ltd.
Attn: Erik Johnson
505 Broadway, Suite 206
Fargo, ND 58102

May 18, 2016
Invoice No. 3279246

Client-Matter No.: 491379-00001
Red River Diversion Project

For Legal Services Rendered Through April 30, 2016

INVOICE TOTAL

| | |
|---|--------------------|
| Total For Current Legal Fees | \$80,912.50 |
| Total For Current Disbursements and Service Charges | \$685.69 |
| Total For Current Invoice | \$81,598.19 |

For your convenience, please remit payment to the address below or we offer the option of remitting payment electronically by wire transfer. If you have any questions regarding this information, please contact the lawyer you are working with on this project or Dorsey's Accounts Receivable Department at 1-800-861-0760. Thank you.

Mailing Instructions:
Dorsey & Whitney LLP
P.O. Box 1680
Minneapolis, MN 55480-1680

Wire Instructions:
U.S. Bank National Association
800 Nicollet Mall
Minneapolis, MN 55402

ABA Routing Number: 091000022
Account Number: 1602-3010-8500
Swift Code: USBKUS44IMT

Please make reference to the invoice number

Service charges are based on rates established by Dorsey & Whitney. A schedule of those rates has been provided and is available upon request. Disbursements and service charges, which either have not been received or processed, will appear on a later statement.

ALL INVOICES ARE DUE 30 DAYS FROM DATE OF INVOICE UNLESS OTHERWISE EXPRESSLY AGREED BY DORSEY & WHITNEY



Office of the City Attorney

City Attorney
Erik R. Johnson

Assistant City Attorney
Nancy J. Morris

May 27, 2016

Kent Costin
Finance Director
City of Fargo
200 North Third Street
Fargo, ND 58102

Re: Red River Diversion Project

Dear Kent:

I am enclosing a Summary Invoice dated May 18, 2016 from the Dorsey & Whitney Firm in Minneapolis for their professional services rendered through April 30, 2016 on the Red River Diversion Project. If you have any questions, please feel free to contact me. Please remit payment directly to Dorsey Whitney.

Sincerely,

A handwritten signature in black ink, appearing to be "ERJ", written over the word "Sincerely,".

Erik R. Johnson

ERJ/lmw
Enclosure
cc: Bruce Grubb



OHNSTAD TWICHELL, P.C.
 901 13TH AVENUE EAST
 PO BOX 458
 WEST FARGO ND 58078-0458
 WK 701-282-3249 FAX 701-282-0825
 Federal I.D. #45-0310621

May 27, 2016

METRO FLOOD DIVERSION AUTHORITY
C/O KEITH BERNDT, CASS CO ADMIN.
PO BOX 2806
FARGO, ND 58108-2806

Invoice# 142794 **RGH**
 Our file# 160559 00000
 Billing through 05/21/2016

4TH STREET PUMP STATION LITIGATION

| | | |
|---|------------|--------|
| Balance forward as of invoice dated | 01/01/00 | \$0.00 |
| Last payment received | 01/01/1900 | \$0.00 |
| A/R adjustments made since last invoice | | \$0.00 |
| Accounts receivable balance carried forward | | \$0.00 |

PROFESSIONAL SERVICES

| | | | | | |
|----------------------------|-----|--|----------|------------|------------|
| 05/04/2016 | RGH | Review materials from CH2MHill on 4th Street Pump Station contract; round-trip travel to CH2MHill offices for meeting with Diversion representatives involved; view pump station and defects; notes to file; follow-up email from Nathan to receive letter from Braun and similar letters re ICS on other City projects; copies to file. | 4.20 hrs | 290.00 /hr | 1218.00 |
| 05/05/2016 | RGH | Trade emails with Nathan and Ty regarding rescheduling tomorrow morning meeting at City Hall; calendar same; review of relevant portions of Contract to determine notice requirement, bond requirements, and means of dispute resolution; notes to file. | 0.80 hrs | 290.00 /hr | 232.00 |
| 05/06/2016 | RGH | Round-trip travel to Fargo City Hall; meeting with City and Diversion officials to discuss construction defects at 4th St. Pump Station and best alternatives to a prompt resolution with Contractor; notes to file; follow-up discussions with Ty from CH2M regarding letter. | 1.00 hrs | 290.00 /hr | 290.00 |
| 05/11/2016 | RGH | Receive and review letter draft by Tyler Smith to ICS and comments by Nathan Boerboom; prepare and draft lengthy email to Tyler and Nathan to offer constructive suggestions to improve letter; notes and copy to file. | 1.40 hrs | 290.00 /hr | 406.00 |
| 05/12/2016 | RGH | Review email exchange between Tyler and Nathan regarding letter to ICS; receive and review revised letter to ICS from Tyler; follow-up discussions with Tyler regarding revised draft and complex position of Braun working for Project Engineer and ICS on this project; notes to file. | 1.10 hrs | 290.00 /hr | 319.00 |
| 05/16/2016 | RGH | Receive and review letter sent to CSI regarding 4th Street defects; copy to file. | 0.20 hrs | 290.00 /hr | 58.00 |
| Total fees for this matter | | | | | \$2,523.00 |

Pay online @ www.OhnstadLaw.com

Late payment charge of 1% per month assessed on all accounts not paid 30 days from billing date.

BILLING SUMMARY

| | |
|---------------------------------------|--------------------------|
| Total fees | \$2,523.00 |
| Total of new charges for this invoice | <u>\$2,523.00</u> |
| Total balance now due | <u><u>\$2,523.00</u></u> |

Pay online @ www.OhnstadLaw.com

Late payment charge of 1% per month assessed on all accounts not paid 30 days from billing date.

OHNSTAD TWICHELL, P.C.
ATTORNEYS AT LAW

901 13TH AVENUE EAST
P.O. BOX 458
WEST FARGO, ND 58078-0458
(701) 282-3249

15-1395 JTS Invoice # 142856
Flood Diversion Board
Bond Counsel Work – PPP

DATE: May 31, 2016

To: **Flood Diversion Board**
PO Box 2806
Fargo, ND 58108-2806

AMOUNT REMITTED \$ _____

Please detach. Return upper portion with your payment.
Payments received after the statement date will be reflected on next month's statement. Thank you.

PROFESSIONAL SERVICES RENDERED

| Attorney | Hours | Rate | Fees |
|------------------|--------------|-------------|--------------------|
| JTS | 114.6 | \$290.00 | \$33,234.00 |
| CMM | 2.6 | \$290.00 | \$754.00 |
| RGH | .3 | \$290.00 | \$87.00 |
| KJB | 81.90 | \$225.00 | \$18,427.50 |
| TJL | 52.2 | \$175.00 | \$9,135.00 |
| AJM | 90.4 | \$125.00 | \$11,300.00 |
| ABG | 4.9 | \$125.00 | \$612.50 |
| HCG | 2.5 | \$125.00 | \$312.50 |
| Total | 349.4 | | \$73,862.50 |
| Expenses: | | | |
| Westlaw Research | | | \$ 500.00 |
| AT & T | | | |
| Conference Calls | | | \$82.11 |
| Printing Costs | | | \$236.52 |
| Photocopies | | | \$2,053.60 |
| Travel Expense | | | 16.85 |
| Total | | | \$76,751.58 |

* Drafting of documents and work streams related to financing, P3, and Joint powers agreements.

| | Hourly Rate |
|---|--------------------|
| JTS - John T. Shockley, Partner, Supervising Attorney | \$290.00 |
| CMM - Christopher M. McShane, Partner | \$290.00 |
| RGH, Robert G. Hoy, Partner | \$290.00 |
| KJB - Katie J. Bertsch, Associate | \$225.00 |
| TJL – Tyler J. Leverington, Associate | \$175.00 |
| AJM - Andrea J. Murphy, Paralegal | \$125.00 |
| ABG – Abby R. Pitsenbarger, Paralegal | \$125.00 |
| HCG – Hannah C. Gilbert, Paralegal | \$125.00 |

15-1395 JTS - Flood Diversion Board - Bond Counsel Work – PPP Research 1

Invoice

Ashurst LLP
Times Square Tower
7 Times Square
New York, NY 10036
U.S.A.

Flood Diversion Board of Authority
Box 2806
211 Ninth Street South
Fargo, North Dakota 58108

Tel +1 212 205 7000
Fax +1 212 205 7020
www.ashurst.com

For the attention of: Darrell Vanyo



Invoice Date: **May 13, 2016**

Our Ref: **JTR/FLO16.00002**

Invoice No.: **9607953**

Re: Fargo-Moorhead Area Diversion Project

For our professional services rendered to April 30, 2016

| | |
|---|-----------|
| Procurement Process: | 777.60 |
| Due Diligence: | 18,040.50 |
| Industry Engagement/Industry Forum: | 37,921.05 |
| Review of Near Final JPA Provided by JTS: | 5,737.50 |
| PPA Review/Advice to DA/Communications with USACE | 71,555.40 |
| RFQ: | 56,696.85 |
| Concession Agreement: | 39,548.70 |

Total Fees:

230,277.60

Disbursements

Working lunch with client

364.09

Total

230,641.69

Balance Due

230,641.69

The fees and disbursements the subject of this invoice may include fees and disbursements due to another member of the Ashurst Group.

Wire Transfer Instructions

Bank Name: Citibank, N.A.
Bank Address: New York, NY 10022
Account Name: Ashurst LLP
Account Number: 4971676095
ABA/Routing No: 021000089

Check Remittance Instructions

Address: Ashurst LLP
Times Square Tower
7 Times Square
New York, NY 10036

For direct payment purposes, please quote reference 9607953 when settling this invoice

Payment Terms: 30 days

Taxpayer Identification No. 52-2210201

AUSTRALIA BELGIUM CHINA FRANCE GERMANY HONG KONG SAR INDONESIA (ASSOCIATED OFFICE) ITALY JAPAN PAPUA NEW GUINEA SAUDI ARABIA SINGAPORE SPAIN SWEDEN UNITED ARAB EMIRATES UNITED KINGDOM UNITED STATES OF AMERICA

Ashurst LLP is a limited liability partnership registered in England and Wales under number OC330252 and is part of the Ashurst Group. It is a law firm authorised and regulated by the Solicitors Regulation Authority of England and Wales under number 468653. A list of members of Ashurst LLP and their professional qualifications is open to inspection at its registered office Broadwalk House, 5 Appold Street, London EC2A 2HA. The term 'partner' in relation to Ashurst LLP is used to refer to a member of Ashurst LLP or to an employee or to a consultant with equivalent standing and qualifications. The Ashurst Group has an office in each of the places listed above.

Remittance Copy

Ashurst LLP
Times Square Tower
7 Times Square
New York, NY 10036
U.S.A.

Flood Diversion Board of Authority
Box 2806
211 Ninth Street South
Fargo, North Dakota 58108

Tel +1 212 205 7000
Fax +1 212 205 7020
www.ashurst.com

For the attention of: Darrell Vanyo



Invoice Date: **May 13, 2016**

Our Ref: **JTR/FLO16.00002**

Invoice No.: **9607953**

Re: Fargo-Moorhead Area Diversion Project

For our professional services rendered to April 30, 2016

| | |
|---|-----------|
| Procurement Process: | 777.60 |
| Due Diligence: | 18,040.50 |
| Industry Engagement/Industry Forum: | 37,921.05 |
| Review of Near Final JPA Provided by JTS: | 5,737.50 |
| PPA Review/Advice to DA/Communications with USACE | 71,555.40 |
| RFQ: | 56,696.85 |
| Concession Agreement: | 39,548.70 |

Total Fees:

230,277.60

Disbursements

Working lunch with client

364.09

Total

230,641.69

Balance Due

230,641.69

The fees and disbursements the subject of this invoice may include fees and disbursements due to another member of the Ashurst Group.

Wire Transfer Instructions

Bank Name: Citibank, N.A.
Bank Address: New York, NY 10022
Account Name: Ashurst LLP
Account Number: 4971676095
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AUSTRALIA BELGIUM CHINA FRANCE GERMANY HONG KONG SAR INDONESIA (ASSOCIATED OFFICE) ITALY JAPAN PAPUA NEW GUINEA SAUDI ARABIA SINGAPORE SPAIN SWEDEN UNITED ARAB EMIRATES UNITED KINGDOM UNITED STATES OF AMERICA

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Flood Diversion Board of Authority
Re: Fargo-Moorhead Area Diversion Project
JTR/JTR/FLO16.00002
For the period: to 04/30/2016
Bill Number:9607953

Matter: FLO16.00002 - Fargo-Moorhead Area Diversion Project

8608 ERI: Procurement Process

| | | Time (Decimal) | Agreed Rate (USD /hour) | Amount |
|------------------|------------------|---------------------------|------------------------------------|----------------------|
| Partner | | | | |
| JTR | Jason Radford | 0.20 | 967.50 | 193.50 |
| Associate | | | | |
| KSADEG | Katayoun Sadeghi | 1.10 | 531.00 | 584.10 |
| | | | Total | <u>777.60</u> |

Detailed Time Breakdown

| Date | Lawyer | Action | Narrative | Time (Decimal) | Rate | Amount |
|-------------|------------------|---------------|---|---------------------------|-------------|----------------------|
| 04/04/2016 | Jason Radford | PHON | Discussing financing plans and next steps with Tom Rousakis | 0.20 | 967.50 | 193.50 |
| 04/26/2016 | Katayoun Sadeghi | LETT | Correspondence re: finance structure and federal regulations that accompany PABs. | 1.10 | 531.00 | 584.10 |
| | | | | | | <u>777.60</u> |

8610 ERI: Due Diligence

| | | Time (Decimal) | Agreed Rate (USD /hour) | Amount |
|------------------|------------------|---------------------------|------------------------------------|------------------|
| Partner | | | | |
| JTR | Jason Radford | 5.60 | 967.50 | 5,418.00 |
| Counsel | | | | |
| RMCKIN | Ross McKinnon | 5.00 | 666.00 | 3,330.00 |
| Associate | | | | |
| KSADEG | Katayoun Sadeghi | 17.50 | 531.00 | 9,292.50 |
| Total | | | | 18,040.50 |

Detailed Time Breakdown

| Date | Lawyer | Action | Narrative | Time (Decimal) | Rate | Amount |
|--------------|------------------|---------------|---|---------------------------|-------------|------------------|
| 04/05/2016 | Katayoun Sadeghi | LETT | Beginning to review revised supplemental memo; correspondence with JR and RM re: disclosure approach. | 0.80 | 531.00 | 424.80 |
| 04/05/2016 | Ross McKinnon | REVI | Reviewing revised memorandums in relation to information disclosure requirements under state law. | 0.50 | 666.00 | 333.00 |
| 04/06/2016 | Jason Radford | READ | Reviewing note on information protocol | 0.40 | 967.50 | 387.00 |
| 04/06/2016 | Katayoun Sadeghi | DRFT | Attention to information disclosure memo and related correspondence with RM and JR. | 7.40 | 531.00 | 3,929.40 |
| 04/06/2016 | Katayoun Sadeghi | LETT | Review of Ohnstad supplemental memo. | 1.30 | 531.00 | 690.30 |
| 04/06/2016 | Ross McKinnon | REVI | Discussing information memorandum with K Sadeghi, including review of relevant memorandum from Ohnstad Twichell. | 1.50 | 666.00 | 999.00 |
| 04/11/2016 | Katayoun Sadeghi | LETT | Correspondence re: disclosure issues. | 0.30 | 531.00 | 159.30 |
| 04/13/2016 | Jason Radford | READ | Reviewing indemnification note from John Shockley | 0.20 | 967.50 | 193.50 |
| 04/13/2016 | Ross McKinnon | REVI | Initial review of indemnification memo. | 0.50 | 666.00 | 333.00 |
| 04/14/2016 | Jason Radford | LETT | Reviewing indemnity note from OT; assessing conclusions and follow-up questions with team | 4.00 | 967.50 | 3,870.00 |
| 04/14/2016 | Katayoun Sadeghi | LETT | Attention to indemnification memo and related analysis and composition of responses. | 7.70 | 531.00 | 4,088.70 |
| 04/14/2016 | Ross McKinnon | REVI | Reviewing indemnity memo from Ohnstad Twichell, discussing implications with J Radford and K Sadeghi including what follow up questions need to be answered, and reviewing draft note of conclusions and follow up questions. | 2.50 | 666.00 | 1,665.00 |
| 04/15/2016 | Jason Radford | READ | Indemnity/insurance note mark-up | 1.00 | 967.50 | 967.50 |
| Total | | | | | | 18,040.50 |

8612 **ERI: Industry Engagement/Industry Forum**

| | | Time (Decimal) | Agreed Rate (USD /hour) | Amount |
|------------------|------------------|---------------------------|------------------------------------|-------------------------|
| Partner | | | | |
| JTR | Jason Radford | 26.50 | 967.50 | 25,638.75 |
| Counsel | | | | |
| RMCKIN | Ross McKinnon | 7.20 | 666.00 | 4,795.20 |
| Associate | | | | |
| KSADEG | Katayoun Sadeghi | 14.10 | 531.00 | 7,487.10 |
| | | | Total | <u>37,921.05</u> |

8612 ERI: Industry Engagement/Industry Forum

| Detailed Time Breakdown | | | | Time (Decimal) | Agreed Rate (USD /hour) | Amount |
|--------------------------------|------------------|---------------|--|---------------------------|------------------------------------|---------------|
| Date | Lawyer | Action | Narrative | Time (Decimal) | Rate | Amount |
| 04/04/2016 | Jason Radford | ATTD | Discussion with Ferrovia (Tony Elkins), Aecom (Karun Malhotra) and InfraAmericas (Carl Winfield) | 1.50 | 967.50 | 1,451.25 |
| 04/04/2016 | Katayoun Sadeghi | LETT | Attention to list of bidders and other follow ups. | 1.00 | 531.00 | 531.00 |
| 04/05/2016 | Jason Radford | PHON | Receiving calls from Goldman Sachs and John Laing re process, IPFA event etc plus emails from Plenary | 1.00 | 967.50 | 967.50 |
| 04/06/2016 | Jason Radford | LETT | Emails from John Laing and Sacyr about meetings; liaison with Commercial Working Group | 0.30 | 967.50 | 290.25 |
| 04/06/2016 | Katayoun Sadeghi | LETT | Correspondence about teaming arrangements and IPFA event; compilation of to do list. | 0.60 | 531.00 | 318.60 |
| 04/07/2016 | Jason Radford | LETT | Planning IPFA presentation and industry meetings | 0.30 | 967.50 | 290.25 |
| 04/12/2016 | Jason Radford | LETT | Industry engagement with IPFA, JP Morgan, Sacyr, Skanska, InfraAmericas, John Laing | 1.10 | 967.50 | 1,064.25 |
| 04/12/2016 | Jason Radford | LETT | Emails with JP Morgan, Cintra and others re IPFA event attendance and meetings with Diversion Authority | 0.50 | 967.50 | 483.75 |
| 04/13/2016 | Jason Radford | LETT | IPFA presentation coordination; emails with various potential bidders including John Laing, Sacyr, Plenary and Fluor | 1.10 | 967.50 | 1,064.25 |
| 04/14/2016 | Jason Radford | PHON | Reviewing IPFA presentation and coordinating presentation arrangements; providing comments to John Shockley; liaising with various industry players for meetings and attendance at the IPFA event including Sacyr, John Laing, Plenary and Fluor; call with Kent Marshall from Granite | 3.00 | 967.50 | 2,902.50 |
| 04/14/2016 | Katayoun Sadeghi | LETT | Attention to IPFA event and related review of slides etc; review of attendance list and related correspondence. | 2.40 | 531.00 | 1,274.40 |
| 04/15/2016 | Jason Radford | LETT | Reviewing IPFA presentation slides and devising Q&A; industry engagement re Acciona and Axium etc | 2.80 | 967.50 | 2,709.00 |
| 04/15/2016 | Katayoun Sadeghi | LETT | Preparation for IPFA event; related correspondence. | 1.90 | 531.00 | 1,008.90 |
| 04/15/2016 | Ross McKinnon | REVI | Reviewing slides for industry day presentation | 0.50 | 666.00 | 333.00 |
| 04/17/2016 | Katayoun Sadeghi | LETT | Correspondence re: IPFA event slides and scheduling. | 0.60 | 531.00 | 318.60 |
| 04/18/2016 | Katayoun Sadeghi | LETT | Attention to IPFA slides and planning for IPFA event. | 2.60 | 531.00 | 1,380.60 |
| 04/18/2016 | Ross McKinnon | MISC | Reviewing presentation for industry day and conforming and finalising questions for Q&A for industry day | 2.00 | 666.00 | 1,332.00 |
| 04/19/2016 | Jason Radford | ATTD | Prep for and coordination of IPFA event - attending presentation and follow-up drinks; attending meeting with John Laing/Sacyr | 10.00 | 967.50 | 9,675.00 |
| 04/19/2016 | Katayoun Sadeghi | ATTD | Preparation for IPFA event and event itself. | 5.00 | 531.00 | 2,655.00 |
| 04/19/2016 | Ross McKinnon | LETT | Attending industry event for the project including relevant discussions with potential bidders | 3.00 | 666.00 | 1,998.00 |
| 04/20/2016 | Jason Radford | ATTD | Meetings with Cintra/Ferrovia and Acciona/Axium | 2.20 | 967.50 | 2,128.50 |
| 04/21/2016 | Jason Radford | LETT | Emails with Carl Winfield re meeting follow-up for InfraAmericas story; emails from prospective bidders | 0.30 | 967.50 | 290.25 |

8612 **ERI: Industry Engagement/Industry Forum**

| | | | | Time (Decimal) | Agreed Rate (USD /hour) | Amount |
|------------|---------------|------|---|---------------------------|------------------------------------|------------------------------|
| 04/22/2016 | Jason Radford | LETT | Emails with Amber/Hunt and InfraAmericas | 0.20 | 967.50 | 193.50 |
| 04/25/2016 | Jason Radford | PHON | Call with Hunt Companies/Amber Infrastructure potential team for project. Planning for Industry Day in Fargo. | 1.00 | 967.50 | 967.50 |
| 04/28/2016 | Jason Radford | ATTD | Meeting with Hochtief PPP and follow-up note | 1.20 | 967.50 | 1,161.00 |
| 04/28/2016 | Ross McKinnon | LETT | Meeting with Hochtief PPP Solutions to discuss project. Preparing follow up note to circulate to working group. | 1.70 | 666.00 | 1,132.20 |
| | | | | | | <hr/> 37,921.05 <hr/> |

8614 ERI: Review of Near Final JPA Provided by JTS

| | | Time (Decimal) | Agreed Rate (USD /hour) | Amount |
|----------------|---------------|-------------------|----------------------------|------------------------|
| Partner | | | | |
| JTR | Jason Radford | 1.80 | 967.50 | 1,741.50 |
| Counsel | | | | |
| RMCKIN | Ross McKinnon | 6.00 | 666.00 | 3,996.00 |
| | | | Total | <u>5,737.50</u> |

Detailed Time Breakdown

| Date | Lawyer | Action | Narrative | Time (Decimal) | Rate | Amount |
|------------|---------------|--------|--|-------------------|--------|------------------------|
| 04/27/2016 | Ross McKinnon | REVI | Reviewing JPA and associated issues for P3, and preparing initial list of comments for further discussion. | 3.50 | 666.00 | 2,331.00 |
| 04/28/2016 | Jason Radford | READ | Reviewing draft JPA and related issues | 1.80 | 967.50 | 1,741.50 |
| 04/28/2016 | Ross McKinnon | REVI | Reviewing EY comments on JPA. Reviewing and discussing JPA and associated issues with J Radford and preparing comments on JPA. | 2.50 | 666.00 | 1,665.00 |
| | | | | | | <u>5,737.50</u> |

8615 **ERI: PPA Review/Advice to DA/Communications
with USACE**

| | | Time (Decimal) | Agreed Rate (USD /hour) | Amount |
|-------------------------|-------------------|---------------------------|------------------------------------|-------------------------|
| Partner | | | | |
| JTR | Jason Radford | 21.20 | 967.50 | 20,511.00 |
| Counsel | | | | |
| RMCKIN | Ross McKinnon | 9.50 | 666.00 | 6,327.00 |
| Associate | | | | |
| KSADEG | Katayoun Sadeghi | 82.20 | 531.00 | 43,648.20 |
| Junior Associate | | | | |
| AKARRE | Annelise Karreman | 2.70 | 396.00 | 1,069.20 |
| | | | Total | <u>71,555.40</u> |

8615 **ERI: PPA Review/Advice to DA/Communications with USACE**

| Detailed Time Breakdown | | | | Time (Decimal) | Agreed Rate (USD /hour) | Amount |
|--------------------------------|-------------------|---------------|---|---------------------------|------------------------------------|---------------|
| Date | Lawyer | Action | Narrative | Time (Decimal) | Rate | Amount |
| 04/01/2016 | Jason Radford | PHON | Prep for, attending and follow-ups on call with USACE with respect to PPA/P3 MOU and FOIA issues | 0.80 | 967.50 | 774.00 |
| 04/01/2016 | Katayoun Sadeghi | LETT | Follow ups re: PPA and P3 MoU; call with USACE re: P3 MoU and NDAs etc. | 3.20 | 531.00 | 1,699.20 |
| 04/03/2016 | Jason Radford | READ | P3 MOU/PPA review and planning next steps and coordinating with team | 1.00 | 967.50 | 967.50 |
| 04/05/2016 | Katayoun Sadeghi | LETT | Comments to P3 MOU and PPA; related correspondence and outstanding item review. | 2.80 | 531.00 | 1,486.80 |
| 04/06/2016 | Katayoun Sadeghi | REVI | Attention to review of PPA and P3 MOU in preparation for call. | 1.10 | 531.00 | 584.10 |
| 04/07/2016 | Jason Radford | PHON | Working Group calls and follow-ups; amending P3 MOU and IRC change memo | 3.50 | 967.50 | 3,386.25 |
| 04/07/2016 | Katayoun Sadeghi | LETT | Calls with P3 Working Group and DA re: PPA, P3 MOU and USACE change process memo; related correspondence with JR; revising P3 MOU; changes to USACE change memo. | 7.30 | 531.00 | 3,876.30 |
| 04/08/2016 | Annelise Karreman | DRFT | Reviewing and amending Memorandum on ICR Evaluation Process with USACE. | 0.50 | 396.00 | 198.00 |
| 04/08/2016 | Katayoun Sadeghi | LETT | Revisions to USACE P3 MOU and change process memo; consolidation of group comments to change process memo; related correspondence; call with USACE and DA. | 6.50 | 531.00 | 3,451.50 |
| 04/08/2016 | Ross McKinnon | PHON | Call with clients and USACE to discuss PPA and P3 MOU, including reviewing documents and discussions with K Sadeghi in preparation for call. | 2.00 | 666.00 | 1,332.00 |
| 04/11/2016 | Jason Radford | LETT | USACE change memo and comments; PPA response from USACE and emails on the same | 0.70 | 967.50 | 677.25 |
| 04/11/2016 | Katayoun Sadeghi | LETT | Attention to USACE change process memo; attention to review of PPA and production of issues list; related correspondence. | 8.10 | 531.00 | 4,301.10 |
| 04/12/2016 | Jason Radford | READ | Reviewing P3MOU and PPA aspects relating to the P3 project and call with working group | 1.80 | 967.50 | 1,741.50 |
| 04/12/2016 | Katayoun Sadeghi | LETT | Call re: PPA, P3 MOU etc; review of land acquisition memo; revisions to P3 MOU comments; correspondence with RM and JR. | 5.90 | 531.00 | 3,132.90 |
| 04/13/2016 | Jason Radford | READ | Reviewing land acquisition paper and comments; reviewing PPA and P3MOU issues, including outcome of further discussions with Molly Hunt from USACE | 1.80 | 967.50 | 1,741.50 |
| 04/13/2016 | Katayoun Sadeghi | LETT | Distribution of land acquisition memo comments; drafting PPA revisions and P3 MOU revisions and related explanations; call with Molly (USACE) re disclosure issues and related correspondence with RM and JR. | 6.40 | 531.00 | 3,398.40 |
| 04/13/2016 | Ross McKinnon | LETT | Discussions with J Radford and K Sadeghi in relation to PPA and P3 MoU | 1.00 | 666.00 | 666.00 |
| 04/14/2016 | Katayoun Sadeghi | LETT | Attention to review of Ohstad PPA comments; related correspondence. | 1.10 | 531.00 | 584.10 |
| 04/15/2016 | Jason Radford | PHON | Reviewing PPA/P3 MOU mark-up and call with John Shockley | 1.80 | 967.50 | 1,741.50 |
| 04/15/2016 | Katayoun Sadeghi | LETT | Revisions to PPA; discussion with Ohnstad; drafting explanatory notes to accompany comments. | 7.60 | 531.00 | 4,035.60 |
| 04/15/2016 | Ross McKinnon | REVI | Reviewing and drafting amendments to PPA, including discussions with J Radford and K | 2.50 | 666.00 | 1,665.00 |

8615 **ERI: PPA Review/Advice to DA/Communications with USACE**

| | | | | Time (Decimal) | Agreed Rate (USD /hour) | | Amount |
|------------|-------------------|------|--|---------------------------|------------------------------------|--|------------------|
| 04/17/2016 | Katayoun Sadeghi | LETT | Drafting PPA memo excerpts. | 2.00 | 531.00 | | 1,062.00 |
| 04/18/2016 | Katayoun Sadeghi | DRFT | Attention to changes to the PPA and PPA memo; related correspondence. | 5.60 | 531.00 | | 2,973.60 |
| 04/18/2016 | Ross McKinnon | LETT | Reviewing proposed amendments to PPA and memo providing commentary on proposed modifications. Drafting amendments to memo. | 2.00 | 666.00 | | 1,332.00 |
| 04/20/2016 | Katayoun Sadeghi | REVI | Review of USACE PPA changes and related correspondence with JR and RM. | 0.70 | 531.00 | | 371.70 |
| 04/21/2016 | Jason Radford | PHON | Prep for and attending call with USACE to discuss PPA mark-up; follow-up emails with alternative drafting | 1.50 | 967.50 | | 1,451.25 |
| 04/21/2016 | Katayoun Sadeghi | REVI | Call with USACE re: PPA; correspondence; revisions to PPA and related correspondence. | 2.10 | 531.00 | | 1,115.10 |
| 04/22/2016 | Annelise Karreman | DRFT | Drafting form of non-disclosure certificate in connection with PPA. | 0.20 | 396.00 | | 79.20 |
| 04/22/2016 | Jason Radford | PHON | Emails, calls and background review of PPA and legislation around USACE rights to step-in. | 4.40 | 967.50 | | 4,257.00 |
| 04/22/2016 | Katayoun Sadeghi | LETT | Correspondence re: PPA revisions; drafting PPA memo re: potential revisions; related correspondence. | 6.90 | 531.00 | | 3,663.90 |
| 04/22/2016 | Ross McKinnon | REVI | Discussions with J Radford and K Sadeghi in relation to the PPA and outstanding issues | 2.00 | 666.00 | | 1,332.00 |
| 04/23/2016 | Katayoun Sadeghi | DRFT | Attention to PPA revision memo for USACE. | 5.30 | 531.00 | | 2,814.30 |
| 04/25/2016 | Annelise Karreman | DRFT | Drafting non-disclosure certificate | 2.00 | 396.00 | | 792.00 |
| 04/25/2016 | Jason Radford | LETT | PPA memo and discussing process for submission etc | 1.00 | 967.50 | | 967.50 |
| 04/25/2016 | Katayoun Sadeghi | DRFT | Correspondence re: PPA memo and revision of PPA memo; correspondence re: scheduling calls etc. | 2.70 | 531.00 | | 1,433.70 |
| 04/26/2016 | Jason Radford | PHON | Emails and calls relating to USACE's response on the PPA memo submitted. | 1.40 | 967.50 | | 1,354.50 |
| 04/26/2016 | Katayoun Sadeghi | LETT | P3 Working Group Call; correspondence re: PPA revisions from Corps and process forward. | 1.40 | 531.00 | | 743.40 |
| 04/27/2016 | Jason Radford | PHON | PPA call and follow-up | 1.50 | 967.50 | | 1,451.25 |
| 04/27/2016 | Katayoun Sadeghi | DRFT | Call re: PPA changes; prep for call; revisions to PPA MOU. | 5.50 | 531.00 | | 2,920.50 |
| | | | | | | | 71,555.40 |

8616 **ERI: RFQ**

| | | Time (Decimal) | Agreed Rate (USD /hour) | Amount |
|-------------------------|-------------------|---------------------------|------------------------------------|-------------------------|
| Partner | | | | |
| JTR | Jason Radford | 1.70 | 967.50 | 1,644.75 |
| Counsel | | | | |
| RMCKIN | Ross McKinnon | 22.00 | 666.00 | 14,652.00 |
| Associate | | | | |
| KSADEG | Katayoun Sadeghi | 42.30 | 531.00 | 22,461.30 |
| Junior Associate | | | | |
| AKARRE | Annelise Karreman | 45.30 | 396.00 | 17,938.80 |
| | | | Total | <u>56,696.85</u> |

8616 **ERI: RFQ**

| Detailed Time Breakdown | | | | Time (Decimal) | Agreed Rate (USD /hour) | Amount |
|--------------------------------|-------------------|---------------|--|---------------------------|------------------------------------|---------------|
| Date | Lawyer | Action | Narrative | Time (Decimal) | Rate | Amount |
| 04/01/2016 | Annelise Karreman | DRFT | Drafting RFQ | 4.40 | 396.00 | 1,742.40 |
| 04/01/2016 | Katayoun Sadeghi | LETT | RFQ lessons learned compiled; drafting RFQ sections. | 3.00 | 531.00 | 1,593.00 |
| 04/01/2016 | Ross McKinnon | REVI | Reviewing draft RFQ sections and providing comments to K Sadeghi, including follow up discussions. | 1.50 | 666.00 | 999.00 |
| 04/03/2016 | Katayoun Sadeghi | LETT | Attention to revisions to RFQ sections and to do lists. | 2.40 | 531.00 | 1,274.40 |
| 04/04/2016 | Annelise Karreman | DRFT | Drafting RFQ | 7.50 | 396.00 | 2,970.00 |
| 04/04/2016 | Katayoun Sadeghi | LETT | Attention to RFQ discussions and related outstanding sections. | 0.80 | 531.00 | 424.80 |
| 04/05/2016 | Annelise Karreman | DRFT | Drafting RFQ | 3.60 | 396.00 | 1,425.60 |
| 04/05/2016 | Katayoun Sadeghi | LETT | Correspondence re: RFQ lessons learned w/ potential bidders. | 0.60 | 531.00 | 318.60 |
| 04/07/2016 | Katayoun Sadeghi | LETT | Review of RFQ instructions and related correspondence w/ CH2M; review of JS changes to glossary. | 1.80 | 531.00 | 955.80 |
| 04/08/2016 | Katayoun Sadeghi | LETT | Correspondence with ACS re: RFQ general lessons learned/tips for drafting. | 0.60 | 531.00 | 318.60 |
| 04/11/2016 | Jason Radford | LETT | Industry feedback on RFQ | 0.20 | 967.50 | 193.50 |
| 04/11/2016 | Katayoun Sadeghi | LETT | Call with InfraRed re: RFQ drafting; correspondence with CH2M re: RFQ drafting and SharePoint. | 1.60 | 531.00 | 849.60 |
| 04/11/2016 | Ross McKinnon | LETT | Considering RFQ issues | 0.50 | 666.00 | 333.00 |
| 04/12/2016 | Annelise Karreman | DRFT | Drafting RFQ | 1.80 | 396.00 | 712.80 |
| 04/12/2016 | Jason Radford | PHON | RFQ feedback and evaluation criteria discussion; discussing RFQ process with working group | 0.70 | 967.50 | 677.25 |
| 04/12/2016 | Katayoun Sadeghi | LETT | Correspondence re: RFQ drafting and SharePoint; attention to RFQ definitions glossary including acronyms. | 3.10 | 531.00 | 1,646.10 |
| 04/12/2016 | Ross McKinnon | LETT | Considering key issues for RFQ process including relevant discussions with industry, J Radford and K Sadeghi. | 1.00 | 666.00 | 666.00 |
| 04/13/2016 | Annelise Karreman | DRFT | Drafting RFQ | 3.30 | 396.00 | 1,306.80 |
| 04/13/2016 | Katayoun Sadeghi | LETT | Attention to list of acronyms and uploading documents to SharePoint; related correspondence with Gail (CH2M); correspondence with AK re: RFQ drafting. | 2.10 | 531.00 | 1,115.10 |
| 04/14/2016 | Annelise Karreman | DRFT | Drafting RFQ | 2.50 | 396.00 | 990.00 |
| 04/19/2016 | Katayoun Sadeghi | DRFT | RFQ section drafting; modifications to definitions. | 3.10 | 531.00 | 1,646.10 |
| 04/21/2016 | Annelise Karreman | ATTD | Attendance at meeting with John Shockley and Jason Radford regarding the RFQ | 0.80 | 396.00 | 316.80 |
| 04/21/2016 | Annelise Karreman | DRFT | Reviewing and amending RFQ | 3.70 | 396.00 | 1,465.20 |
| 04/21/2016 | Jason Radford | ATTD | Agreeing approach to conflicts and disclosure for the RFQ with John Shockley | 0.80 | 967.50 | 774.00 |
| 04/21/2016 | Katayoun Sadeghi | DRFT | Correspondence re: RFQ drafting; related revisions to RFQ sections. | 1.40 | 531.00 | 743.40 |
| 04/21/2016 | Ross McKinnon | DRFT | Reviewing and providing comments on RFQ sections | 3.50 | 666.00 | 2,331.00 |
| 04/22/2016 | Ross McKinnon | DRFT | Working on RFQ | 3.50 | 666.00 | 2,331.00 |
| 04/24/2016 | Annelise Karreman | DRFT | Drafting RFQ | 0.70 | 396.00 | 277.20 |
| 04/24/2016 | Annelise Karreman | DRFT | Drafting RFQ | 0.30 | 396.00 | 118.80 |
| 04/24/2016 | Katayoun Sadeghi | DRFT | Attention to drafting Role of USACE section for RFQ. | 2.30 | 531.00 | 1,221.30 |

8616 **ERI: RFQ**

| | | | | Time (Decimal) | Agreed Rate (USD /hour) | | Amount |
|------------|-------------------|------|---|---------------------------|------------------------------------|--------|------------------|
| 04/25/2016 | Annelise Karreman | DRFT | Drafting RFQ | | 5.50 | 396.00 | 2,178.00 |
| 04/25/2016 | Katayoun Sadeghi | DRFT | RFQ review and modification; related correspondence. | | 7.50 | 531.00 | 3,982.50 |
| 04/25/2016 | Ross McKinnon | DRFT | Reviewing draft RFQ sections and providing comments | | 5.00 | 666.00 | 3,330.00 |
| 04/26/2016 | Annelise Karreman | DRFT | Drafting RFQ | | 10.70 | 396.00 | 4,237.20 |
| 04/26/2016 | Katayoun Sadeghi | DRFT | Attention to RFQ drafting/revising; related correspondence. | | 10.10 | 531.00 | 5,363.10 |
| 04/26/2016 | Ross McKinnon | DRFT | Reviewing draft RFQ sections and providing comments and settling same | | 7.00 | 666.00 | 4,662.00 |
| 04/27/2016 | Annelise Karreman | READ | Considering draft RFQ | | 0.20 | 396.00 | 79.20 |
| 04/27/2016 | Katayoun Sadeghi | REVI | Correspondence re: revised RFQ; beginning to read compiled sections. | | 1.90 | 531.00 | 1,008.90 |
| 04/28/2016 | Annelise Karreman | READ | Reviewing compiled RFQ | | 0.30 | 396.00 | 118.80 |
| | | | | | | | 56,696.85 |

8619 **ERI: Concession Agreement**

| | | Time (Decimal) | Agreed Rate (USD /hour) | Amount |
|-------------------------|-------------------|---------------------------|------------------------------------|-------------------------|
| Partner | | | | |
| JTR | Jason Radford | 15.40 | 967.50 | 14,899.50 |
| PWV | Philip Vernon | 0.40 | 999.00 | 399.60 |
| Counsel | | | | |
| RMCKIN | Ross McKinnon | 5.30 | 666.00 | 3,529.80 |
| Associate | | | | |
| KSADEG | Katayoun Sadeghi | 38.20 | 531.00 | 20,284.20 |
| Junior Associate | | | | |
| AKARRE | Annelise Karreman | 1.10 | 396.00 | 435.60 |
| | | | Total | <u>39,548.70</u> |

8619 ERI: Concession Agreement

| Detailed Time Breakdown | | | | Time (Decimal) | Agreed Rate (USD /hour) | Amount |
|--------------------------------|-------------------|---------------|--|---------------------------|------------------------------------|---------------|
| Date | Lawyer | Action | Narrative | Time (Decimal) | Rate | Amount |
| 04/01/2016 | Annelise Karreman | DRFT | Reviewing and amending risk matrix | 1.10 | 396.00 | 435.60 |
| 04/01/2016 | Jason Radford | READ | Risk Matrix review and amendments. Discussing internally. | 2.20 | 967.50 | 2,128.50 |
| 04/01/2016 | Katayoun Sadeghi | DRFT | Turning/proofing comments to the risk matrix. | 2.10 | 531.00 | 1,115.10 |
| 04/03/2016 | Jason Radford | READ | Risk Matrix review and amendment | 3.00 | 967.50 | 2,902.50 |
| 04/04/2016 | Katayoun Sadeghi | LETT | Attention to risk matrix. | 6.90 | 531.00 | 3,663.90 |
| 04/04/2016 | Ross McKinnon | LETT | Discussions with K Sadeghi in relation to risk allocation. | 0.30 | 666.00 | 199.80 |
| 04/05/2016 | Jason Radford | LETT | Risk matrix comments | 0.10 | 967.50 | 96.75 |
| 04/05/2016 | Katayoun Sadeghi | LETT | Attention to revisions to risk matrix; related correspondence with RM; related precedent research (TTT etc). | 4.60 | 531.00 | 2,442.60 |
| 04/19/2016 | Katayoun Sadeghi | REVI | Review of risk matrix in preparation for meetings. | 0.90 | 531.00 | 477.90 |
| 04/20/2016 | Jason Radford | ATTD | RFP risk matrix review with DA team | 6.00 | 967.50 | 5,805.00 |
| 04/20/2016 | Katayoun Sadeghi | ATTD | Risk matrix review meeting with DA team; related preparation of materials. | 6.50 | 531.00 | 3,451.50 |
| 04/20/2016 | Katayoun Sadeghi | DRFT | Revisions to risk matrix; related correspondence with RM and JR. | 1.90 | 531.00 | 1,008.90 |
| 04/20/2016 | Ross McKinnon | ATTD | Attending meeting with J Radford, K Sadeghi and the Diversion Authority to discuss risk matrix. | 2.50 | 666.00 | 1,665.00 |
| 04/21/2016 | Jason Radford | ATTD | Risk Matrix review meeting with DA team | 3.00 | 967.50 | 2,902.50 |
| 04/21/2016 | Katayoun Sadeghi | DRFT | Meeting with P3 Working Group re: risk matrix; turning changes to risk matrix; related correspondence. | 11.90 | 531.00 | 6,318.90 |
| 04/21/2016 | Ross McKinnon | ATTD | Meeting with Project Working group to discuss risk matrix | 2.00 | 666.00 | 1,332.00 |
| 04/22/2016 | Jason Radford | READ | Follow-up review of matrix and items from meetings earlier in the week; discussing next steps on various items including fuel supply and soil revenues | 0.50 | 967.50 | 483.75 |
| 04/22/2016 | Katayoun Sadeghi | REVI | Revisions to risk matrix; related correspondence and compilation of action items and to do list. | 1.70 | 531.00 | 902.70 |
| 04/26/2016 | Katayoun Sadeghi | LETT | Coordination for risk matrix call next week. | 0.40 | 531.00 | 212.40 |
| 04/27/2016 | Katayoun Sadeghi | PHON | Discussions relating to PABs and federal requirements in connection with risk matrix; correspondence with EY. | 1.30 | 531.00 | 690.30 |
| 04/29/2016 | Jason Radford | PHON | Discussing approach to risk on key issues with London and industry experts | 0.60 | 967.50 | 580.50 |
| 04/29/2016 | Phillip Vernon | READ | Check on precedent from Thames Tideway Tunnel for two stage commissioning procedure (handover certificate/system acceptance) at concession level to allow time for climatic scenario testing after completion of works - subcontract position to be checked separately | 0.40 | 999.00 | 399.60 |
| 04/29/2016 | Ross McKinnon | LETT | Considering issues associated with completion testing for project, including liaising with colleagues in relation to issue in comparable projects. | 0.50 | 666.00 | 333.00 |

39,548.70

Disbursements Detailed Breakdown

Fares, Courier Charges and Incidental Expenses (Meals)

04/19/2016

VENDOR: GrubHub Holdings Inc. d/b/a Seamless; -INVOICE#: 22371732; DATE: 24/04/2016 -
Lunch

364.09

364.09

FM Diversion Authority
Fiscal Accountability Report Design Phase (Fund 790)
As of 5/31/2016

| | 2011 | 2012 | 2013 | 2014 | 2015 | 2016 | Cumulative Totals |
|---|----------------|-------------------|-------------------|-------------------|-------------------|-------------------|----------------------|
| Revenues | | | | | | | |
| City of Fargo | 443,138 | 7,652,681 | 7,072,961 | 19,373,131 | 28,310,373 | 7,436,379 | 70,288,663 |
| Cass County | 443,138 | 7,652,681 | 7,072,961 | 19,373,131 | 28,310,373 | 7,007,234 | 69,859,518 |
| State Water Commission | - | - | 3,782,215 | 602,918 | 31,056,740 | 17,892,289 | 53,334,162 |
| Other Agencies | 98,475 | 1,700,595 | 1,571,769 | 4,305,140 | 6,291,194 | 1,510,881 | 15,478,054 |
| City of Oxbow MOU Repayment | - | - | - | - | - | 2,894,000 | 2,894,000 |
| Reimbursements | - | - | - | - | - | 16,631 | 16,631 |
| Lease/Rental Payments | - | - | 17,358 | 154,180 | 180,341 | 253,306 | 605,185 |
| Asset Sales | - | - | - | 616,774 | 315,892 | 175,190 | 1,107,856 |
| Miscellaneous | - | - | 1,705 | 626 | 427 | - | 2,758 |
| Total Revenues | 984,750 | 17,005,957 | 19,518,970 | 44,425,900 | 94,465,339 | 37,185,910 | 213,586,827 |
| Expenditures | | | | | | | |
| 7905 Army Corp Payments | - | - | 875,000 | 1,050,000 | 2,725,000 | 2,279,000 | 6,929,000 |
| 7910 WIK - Administration | 107,301 | 331,321 | 77,614 | 169,019 | 282,227 | 126,150 | 1,093,631 |
| 7915 WIK - Project Design | 149,632 | 5,366,147 | 3,220,859 | 9,118,723 | 4,660,226 | 1,418,798 | 23,934,385 |
| 7920 WIK - Project Management | 679,037 | 7,223,650 | 4,695,477 | 3,579,339 | 4,500,955 | 1,547,918 | 22,226,377 |
| 7925 WIK - Recreation | - | 163,223 | - | - | - | - | 163,223 |
| 7930 LERRDS - North Dakota | 48,664 | 3,843,620 | 2,763,404 | 17,013,358 | 55,948,209 | 19,234,769 | 98,852,023 |
| 7931 LERRDS - Minnesota | - | 27,996 | 289,387 | 13,068 | 32,452 | 273,195 | 636,097 |
| 7940 WIK Mitigation - North Dakota | - | - | - | 587,180 | - | - | 587,180 |
| 7941 WIK Mitigation - Minnesota | - | - | - | - | - | - | - |
| 7950 Construction - North Dakota | - | - | - | 1,738,638 | 19,269,055 | 9,535,132 | 30,542,825 |
| 7951 Construction - Minnesota | - | - | - | - | - | - | - |
| 7952 Construction - O/H/B | - | - | - | 11,282,504 | 5,044,001 | 568,029 | 16,894,534 |
| 7955 Construction Management | - | - | - | 556,209 | 2,867,422 | 1,350,656 | 4,774,288 |
| 7990 Project Financing | - | 50,000 | 70,000 | 216,376 | 566,600 | 1,301,055 | 2,204,031 |
| 7995 Project Eligible - Off Formula Costs | - | - | - | - | - | - | - |
| 7999 Non Federal Participating Costs | 116 | - | - | - | - | - | 116 |
| 0000 Advance to City of Oxbow | - | - | 7,527,231 | 630 | - | - | 7,527,861 |
| Total Expenditures | 984,750 | 17,005,957 | 19,518,970 | 45,325,044 | 95,896,147 | 37,634,701 | 216,365,570 |

FM Diversion Authority
FY 2016 Summary Budget Report (In Thousands)
As of May 31, 2016

| | FY 2016 Approved Budget | Current Month | Fiscal Year To Date | % Expended | Outstanding Encumbrances | Remaining Budget Balance |
|------------------------------|-------------------------------|------------------|------------------------|---------------|-----------------------------|--------------------------------|
| Revenue Sources | | | | | | |
| City of Fargo | 39,375 | 3,048 | 7,436 | | | 31,939 |
| Cass County | 39,375 | 2,815 | 7,007 | | | 32,368 |
| State of ND - 50% Match | 40,100 | 1,093 | 14,155 | | | 25,945 |
| State of ND - 100% Match | 109,900 | 1,116 | 3,737 | | | 106,163 |
| State of Minnesota | - | - | - | | | - |
| Other Agencies | 8,750 | 600 | 1,511 | | | 7,239 |
| City of Oxbow MOU Repayments | - | - | 2,894 | | | (2,894) |
| Financing Proceeds | - | - | - | | | - |
| Reimbursements | - | - | 17 | | | (17) |
| Sale of Assets | - | - | 175 | | | (175) |
| Property Income | - | 51 | 253 | | | (253) |
| Miscellaneous | - | - | - | | | - |
| Total Revenue Sources | 237,500 | 8,723 | 37,186 | | | 200,314 |
| Funds Appropriated | | | | | | |
| Army Corp Local Share | - | - | 2,279 | | - | (2,279) |
| Management Oversight | 11,340 | 1,531 | 3,024 | 27% | 11,291 | (2,975) |
| Technical Activities | 7,500 | 670 | 1,419 | 19% | 2,987 | 3,094 |
| Land Acquisitions | 109,900 | 3,096 | 19,508 | 18% | 32,757 | 57,635 |
| Construction | 105,000 | 3,097 | 10,103 | 10% | 41,838 | 53,059 |
| Mitigation | 2,200 | - | - | 0% | 366 | 1,834 |
| Other Costs | 1,560 | 524 | 1,301 | 83% | 2,959 | (2,700) |
| Total Appropriations | 237,500 | 8,919 | 37,634 | 16% | 92,198 | 107,668 |

**FM Diversion Authority
Summary of Cash Disbursements
May 2016**

| Account Number | Check Date | Check Number | Vendor Name | Transaction Amount | Description 1 | Project Number | Project Description |
|---|------------|--------------|-----------------------------|--------------------|---------------------------|----------------|---------------------------|
| 790-0000-206.10-00 | 5/18/2016 | 268137 | OXBOW, CITY OF | \$ 53,460.06 | Retainage PO #172163 | V02409 | OXBOW MOU-CONST RPLM AREA |
| Total - Retainage Paid | | | | 53,460.06 | | | |
| 790-7910-429.33-20 | 5/31/2016 | JB05160018 | CITY OF FARGO | 600.00 | CHARGE COF TIME - 5/16 | V00102 | General & Admin. WIK |
| Total WIK - General & Admin. - Accounting Services | | | | 600.00 | | | |
| 790-7910-429.33-25 | 5/4/2016 | 267722 | OXBOW, CITY OF | 670.56 | OHNSTAD TWICHELL | V02407 | OXBOW MOU-LEGAL SERVICES |
| | 5/4/2016 | 267722 | OXBOW, CITY OF | 847.56 | OHNSTAD TWICHELL | V02407 | OXBOW MOU-LEGAL SERVICES |
| | 5/4/2016 | 267722 | OXBOW, CITY OF | 691.64 | OHNSTAD TWICHELL | V02407 | OXBOW MOU-LEGAL SERVICES |
| | 5/4/2016 | 267722 | OXBOW, CITY OF | 350.00 | OHNSTAD TWICHELL | V02407 | OXBOW MOU-LEGAL SERVICES |
| | 5/4/2016 | 267722 | OXBOW, CITY OF | 4,070.38 | TURNAM & LANG | V02407 | OXBOW MOU-LEGAL SERVICES |
| | 5/18/2016 | 268137 | OXBOW, CITY OF | 2,415.72 | TURMAN & LANG | V02407 | OXBOW MOU-LEGAL SERVICES |
| | 5/18/2016 | 268043 | ERIK R JOHNSON & ASSOCIATES | 12,812.30 | METRO FLOOD PROJECT | V00102 | General & Admin. WIK |
| Total WIK - General & Admin. - Legal Services | | | | 21,858.16 | | | |
| 790-7910-429.38-68 | 6/3/2016 | 555 | P CARD BMO | 3,500.00 | FREDRIKSON AND BYRON P | V00102 | General & Admin. WIK |
| | 5/6/2016 | 553 | P CARD BMO | 3,500.00 | FREDRIKSON AND BYRON P | V00102 | General & Admin. WIK |
| Total WIK - General & Admin. - Lobbyist | | | | 7,000.00 | | | |
| 790-7915-429.33-05 | 5/4/2016 | 267722 | OXBOW, CITY OF | 2,602.50 | MOORE ENGINEERING, INC | V02402 | OXBOW MOU-PRELIM ENGINRNG |
| | 5/18/2016 | 268137 | OXBOW, CITY OF | 1,712.50 | MOORE ENGINEERING, INC | V02402 | OXBOW MOU-PRELIM ENGINRNG |
| | 5/18/2016 | 268137 | OXBOW, CITY OF | 402.50 | MOORE ENGINEERING, INC | V02403 | OXBOW MOU-CONCEPT LAYOUTS |
| | 5/18/2016 | 268137 | OXBOW, CITY OF | 3,165.00 | MOORE ENGINEERING, INC | V02420 | OXBOW MOU-MOORE ENG TO #6 |
| | 5/25/2016 | 268248 | HOUSTON-MOORE GROUP LLC | 4,949.18 | REC/USE MASTER PLAN | V01607 | RECREATION/USE MASTER PLN |
| | 5/25/2016 | 268248 | HOUSTON-MOORE GROUP LLC | 537.92 | REC/USE MATER PLAN | V01607 | RECREATION/USE MASTER PLN |
| | 5/25/2016 | 268248 | HOUSTON-MOORE GROUP LLC | 120,004.17 | HYDROLOGIC/HYD MODELING | V01609 | HYDROLOGY/HYDRAULIC MODEL |
| | 5/25/2016 | 268248 | HOUSTON-MOORE GROUP LLC | 270.25 | PERMIT SUBMITTAL PREP | V01616 | PERMIT SUBMITTAL PREP |
| | 5/25/2016 | 268248 | HOUSTON-MOORE GROUP LLC | 5,910.80 | PERMIT SUBMITTAL PREP | V01616 | PERMIT SUBMITTAL PREP |
| | 5/25/2016 | 268248 | HOUSTON-MOORE GROUP LLC | 11,291.62 | WORK IN KIND | V01608 | WORK-IN-KIND (WIK) |
| | 6/1/2016 | 268401 | HOUSTON-MOORE GROUP LLC | 15,428.08 | LEVEE DESIGN & SUPPORT | V01613 | LEVEE DESIGN & SUPPORT |
| | 6/1/2016 | 268401 | HOUSTON-MOORE GROUP LLC | 135,935.00 | LEVEE DESIGN & SUPPORT | V01613 | LEVEE DESIGN & SUPPORT |
| | 6/1/2016 | 268401 | HOUSTON-MOORE GROUP LLC | 4,692.97 | WORK IN KIND | V01608 | WORK-IN-KIND (WIK) |
| | 6/1/2016 | 268401 | HOUSTON-MOORE GROUP LLC | 37,462.25 | HYROLOGY & HYDRAULIC | V01609 | HYDROLOGY/HYDRAULIC MODEL |
| | 6/1/2016 | 268401 | HOUSTON-MOORE GROUP LLC | 35,504.16 | LEVEE DESIGN & SUPPORT | V01613 | LEVEE DESIGN & SUPPORT |
| | 6/1/2016 | 268401 | HOUSTON-MOORE GROUP LLC | 193,701.62 | LEVEE DESIGN & SUPPORT | V01613 | LEVEE DESIGN & SUPPORT |
| | 5/11/2016 | 267789 | BEAVER CREEK ARCHAEOLOGY | 70,438.32 | CULTURAL INVESTIGATION | V02601 | CULTURAL INVESTIGATION |
| | 5/11/2016 | 267948 | URS CORPORATION | 16,861.25 | CULTUTRAL RESOURCES INVES | V01003 | CULTURAL RESOURCES INVEST |
| | 6/1/2016 | 268484 | URS CORPORATION | 9,091.25 | CULTURAL RESOURCES INVEST | V01003 | CULTURAL RESOURCES INVEST |
| Total WIK - Project Design - Engineering Services | | | | 669,961.34 | | | |

FM Diversion Authority
Summary of Cash Disbursements
May 2016

| Account Number | Check Date | Check Number | Vendor Name | Transaction Amount | Description 1 | Project Number | Project Description |
|---|---|--------------|-------------------------------------|--------------------|--------------------------|----------------|---------------------------|
| 790-7920-429.33-05 | 5/25/2016 | 268248 | HOUSTON-MOORE GROUP LLC | 51,111.34 | PROJECT MANAGEMENT | V01601 | HMG - PROJECT MANAGEMENT |
| | 6/1/2016 | 268401 | HOUSTON-MOORE GROUP LLC | 1,033.83 | DIVERSION PROJECT MGMT | V01601 | HMG - PROJECT MANAGEMENT |
| | 6/1/2016 | 268401 | HOUSTON-MOORE GROUP LLC | 26,344.73 | DIVERSION PROJECT MGMT | V01601 | HMG - PROJECT MANAGEMENT |
| Total WIK Construction Mgmt. - Engineering Services | | | | 78,489.90 | | | |
| 790-7920-429.33-79 | 5/4/2016 | 267722 | OXBOW, CITY OF | 9,543.75 | MOORE ENGINEERING, INC | V02421 | OXBOW MOU-MOORE PROJ MGMT |
| | 5/18/2016 | 268137 | OXBOW, CITY OF | 5,238.30 | MOORE ENGINEERING, INC | V02421 | OXBOW MOU-MOORE PROJ MGMT |
| | 5/11/2016 | 267802 | CH2M HILL ENGINEERS INC | 425,000.00 | CONTRACT MGMT EXTENSION | V00205 | CH2M Hill-8.30.14-3.11.16 |
| Total WIK Construction Mgmt. - Construction Management | | | | 439,782.05 | | | |
| 790-7930-429.33-05 | 5/18/2016 | 268026 | CASS COUNTY JOINT WATER RESOURCE DI | 3,872.15 | ULTEIG ENGINEERS | V01203 | Cass Joint Water OHB |
| | 5/18/2016 | 268026 | CASS COUNTY JOINT WATER RESOURCE DI | 7,985.00 | ULTEIG ENGINEERS | V01203 | Cass Joint Water OHB |
| | 5/25/2016 | 268248 | HOUSTON-MOORE GROUP LLC | 945.00 | LAND MANAGEMENT SERVICES | V01606 | LAND MANAGEMENT SERVICES |
| | 5/25/2016 | 268248 | HOUSTON-MOORE GROUP LLC | 863.85 | MILEAGE EXPENSES | V01610 | UTILITIES DESIGN |
| | 6/1/2016 | 268401 | HOUSTON-MOORE GROUP LLC | 3,306.60 | UTILITIES DESIGN | V01610 | UTILITIES DESIGN |
| | 6/1/2016 | 268401 | HOUSTON-MOORE GROUP LLC | 86,096.92 | DESIGN OF WORK PACKAGE | V01618 | WP28 - CR-16/CR-17 BRIDGE |
| | 6/1/2016 | 268401 | HOUSTON-MOORE GROUP LLC | 1,239.79 | DESIGN OF WORK PACKAGE | V01618 | WP28 - CR-16/CR-17 BRIDGE |
| | 6/1/2016 | 268401 | HOUSTON-MOORE GROUP LLC | 178,346.64 | DESIGN OF WORK PACKAGE | V01618 | WP28 - CR-16/CR-17 BRIDGE |
| Total LERRDS - North Dakota - Engineering Services | | | | 282,655.95 | | | |
| 790-7930-429.33-06 | 5/18/2016 | 268026 | CASS COUNTY JOINT WATER RESOURCE DI | 1,830.75 | BRAUN INTERTEC | V01203 | Cass Joint Water OHB |
| Total LERRDS - North Dakota - Quality Testing | | | | 1,830.75 | | | |
| 790-7930-429.33-25 | 5/18/2016 | 268026 | CASS COUNTY JOINT WATER RESOURCE DI | 6,626.43 | OHNSTAD TWICHELL, P.C. | V01201 | Cass Joint Water ROE |
| | 5/18/2016 | 268026 | CASS COUNTY JOINT WATER RESOURCE DI | 270.00 | OHNSTAD TWICHELL, P.C. | V01202 | Cass Joint Water DPAC |
| | 5/18/2016 | 268026 | CASS COUNTY JOINT WATER RESOURCE DI | 5,616.00 | OHNSTAD TWICHELL, P.C. | V01201 | Cass Joint Water ROE |
| | 5/18/2016 | 268026 | CASS COUNTY JOINT WATER RESOURCE DI | 3,220.20 | OHNSTAD TWICHELL, P.C. | V02807 | CASS JOINT WATER IN-TOWN |
| | 5/18/2016 | 268026 | CASS COUNTY JOINT WATER RESOURCE DI | 128.00 | OHNSTAD TWICHELL, P.C. | V02807 | CASS JOINT WATER IN-TOWN |
| | 5/18/2016 | 268026 | CASS COUNTY JOINT WATER RESOURCE DI | 7,159.00 | OHNSTAD TWICHELL, P.C. | V01203 | Cass Joint Water OHB |
| | 5/18/2016 | 268026 | CASS COUNTY JOINT WATER RESOURCE DI | 33,668.99 | OHNSTAD TWICHELL, P.C. | V01201 | Cass Joint Water ROE |
| | 5/18/2016 | 268026 | CASS COUNTY JOINT WATER RESOURCE DI | 8,352.00 | OHNSTAD TWICHELL, P.C. | V01201 | Cass Joint Water ROE |
| | 5/6/2016 | 553 | P CARD BMO | 54,505.25 | DORSEY WHITNEY LLP | V00101 | Dorsey Whitney Legal |
| | 5/18/2016 | 268043 | ERIK R JOHNSON & ASSOCIATES | 841.50 | FLOOD PROJECT-LERRDS | V00103 | General & Admin. LERRDS |
| | Total LERRDS - North Dakota - Legal Services | | | | 120,387.37 | | |
| 790-7930-429.33-79 | 5/18/2016 | 268026 | CASS COUNTY JOINT WATER RESOURCE DI | 150,501.44 | CH2MHILL | V02807 | CASS JOINT WATER IN-TOWN |
| | 5/18/2016 | 268026 | CASS COUNTY JOINT WATER RESOURCE DI | 42,449.13 | CH2MHILL | V01203 | Cass Joint Water OHB |
| Total LERRDS - North Dakota - Construction Management | | | | 192,950.57 | | | |

**FM Diversion Authority
Summary of Cash Disbursements
May 2016**

| Account Number | Check Date | Check Number | Vendor Name | Transaction Amount | Description 1 | Project Number | Project Description |
|---|------------|--------------|-------------------------------------|--------------------|---------------------------|----------------|---------------------------|
| 790-7930-429.38-61 | 5/18/2016 | 268026 | CASS COUNTY JOINT WATER RESOURCE DI | 1,526.04 | SENTRY SECURITY INC | V01203 | Cass Joint Water OHB |
| | 5/18/2016 | 268026 | CASS COUNTY JOINT WATER RESOURCE DI | 1,303.02 | SENTRY SECURITY INC | V01203 | Cass Joint Water OHB |
| Total LERRDS - North Dakota - Security Services | | | | 2,829.06 | | | |
| 790-7930-429.38-99 | 5/18/2016 | 268026 | CASS COUNTY JOINT WATER RESOURCE DI | 12,800.00 | TECHTRON ENGINEERING INC | V01203 | Cass Joint Water OHB |
| Total LERRDS - North Dakota - Other Services | | | | 12,800.00 | | | |
| 790-7930-429.41-05 | 5/18/2016 | 268026 | CASS COUNTY JOINT WATER RESOURCE DI | 264.00 | CASS RURAL WATER | V01701 | ND LAND PURCH-OUT OF TOWN |
| Total LERRDS - North Dakota - Water and Sewer | | | | 264.00 | | | |
| 790-7930-429.54-10 | 5/18/2016 | 268137 | OXBOW, CITY OF | 2,700.00 | FORUM COMMUNICATIONS | V02418 | OXBOW MOU - MISC SERVICES |
| Total LERRDS - North Dakota - Legal Publications | | | | 2,700.00 | | | |
| 790-7930-429.62-51 | 5/18/2016 | 268026 | CASS COUNTY JOINT WATER RESOURCE DI | 74.94 | CASS COUNTY ELECTRIC COOP | V01701 | ND LAND PURCH-OUT OF TOWN |
| | 5/18/2016 | 268026 | CASS COUNTY JOINT WATER RESOURCE DI | 191.80 | CASS COUNTY ELECTRIC COOP | V01701 | ND LAND PURCH-OUT OF TOWN |
| | 5/18/2016 | 268026 | CASS COUNTY JOINT WATER RESOURCE DI | 115.60 | CASS COUNTY ELECTRIC COOP | V01701 | ND LAND PURCH-OUT OF TOWN |
| | 5/18/2016 | 268026 | CASS COUNTY JOINT WATER RESOURCE DI | 661.05 | CASS COUNTY ELECTRIC COOP | V01701 | ND LAND PURCH-OUT OF TOWN |
| | 5/18/2016 | 268026 | CASS COUNTY JOINT WATER RESOURCE DI | 46.61 | CASS COUNTY ELECTRIC COOP | V01701 | ND LAND PURCH-OUT OF TOWN |
| | 5/18/2016 | 268026 | CASS COUNTY JOINT WATER RESOURCE DI | 279.90 | CASS COUNTY ELECTRIC COOP | V01701 | ND LAND PURCH-OUT OF TOWN |
| | 5/18/2016 | 268026 | CASS COUNTY JOINT WATER RESOURCE DI | 32.51 | CASS COUNTY ELECTRIC COOP | V01701 | ND LAND PURCH-OUT OF TOWN |
| | 5/18/2016 | 268026 | CASS COUNTY JOINT WATER RESOURCE DI | 65.78 | CASS COUNTY ELECTRIC COOP | V01701 | ND LAND PURCH-OUT OF TOWN |
| | 5/18/2016 | 268026 | CASS COUNTY JOINT WATER RESOURCE DI | 58.38 | CASS COUNTY ELECTRIC COOP | V01701 | ND LAND PURCH-OUT OF TOWN |
| | 5/18/2016 | 268026 | CASS COUNTY JOINT WATER RESOURCE DI | 104.53 | CASS COUNTY ELECTRIC COOP | V01701 | ND LAND PURCH-OUT OF TOWN |
| | 5/18/2016 | 268026 | CASS COUNTY JOINT WATER RESOURCE DI | 60.62 | CASS COUNTY ELECTRIC COOP | V01702 | ND LAND PURCHASE-HARDSHIP |
| | 5/18/2016 | 268026 | CASS COUNTY JOINT WATER RESOURCE DI | 152.80 | CASS COUNTY ELECTRIC COOP | V01701 | ND LAND PURCH-OUT OF TOWN |
| | 5/18/2016 | 268026 | CASS COUNTY JOINT WATER RESOURCE DI | 77.87 | CASS COUNTY ELECTRIC COOP | V01701 | ND LAND PURCH-OUT OF TOWN |
| | 5/18/2016 | 268026 | CASS COUNTY JOINT WATER RESOURCE DI | 18.06 | XCEL ENERGY | V01703 | ND LAND PURCH - IN TOWN |
| | 5/18/2016 | 268026 | CASS COUNTY JOINT WATER RESOURCE DI | 63.51 | XCEL ENERGY | V01703 | ND LAND PURCH - IN TOWN |
| | 5/18/2016 | 268026 | CASS COUNTY JOINT WATER RESOURCE DI | 77.80 | XCEL ENERGY | V01703 | ND LAND PURCH - IN TOWN |
| | 5/18/2016 | 268026 | CASS COUNTY JOINT WATER RESOURCE DI | 16.87 | XCEL ENERGY | V01703 | ND LAND PURCH - IN TOWN |
| | 5/18/2016 | 268026 | CASS COUNTY JOINT WATER RESOURCE DI | 178.10 | XCEL ENERGY | V01703 | ND LAND PURCH - IN TOWN |
| | 5/18/2016 | 268026 | CASS COUNTY JOINT WATER RESOURCE DI | 20.54 | XCEL ENERGY | V01703 | ND LAND PURCH - IN TOWN |
| | 5/18/2016 | 268026 | CASS COUNTY JOINT WATER RESOURCE DI | 10.03 | XCEL ENERGY | V01703 | ND LAND PURCH - IN TOWN |
| | 5/18/2016 | 268026 | CASS COUNTY JOINT WATER RESOURCE DI | 11.14 | XCEL ENERGY | V01703 | ND LAND PURCH - IN TOWN |
| Total LERRDS - North Dakota - Electricity | | | | 2,318.44 | | | |

FM Diversion Authority
Summary of Cash Disbursements
May 2016

| Account Number | Check Date | Check Number | Vendor Name | Transaction Amount | Description 1 | Project Number | Project Description |
|--|------------|--------------|-------------------------------------|---------------------|----------------------------|----------------|----------------------------|
| 790-7930-429.67-11 | 5/18/2016 | 268026 | CASS COUNTY JOINT WATER RESOURCE DI | 1,694.70 | NATHAN QUAL | V01703 | ND LAND PURCH - IN TOWN |
| | 5/18/2016 | 268026 | CASS COUNTY JOINT WATER RESOURCE DI | 368,421.20 | GREGORY & BRIENA GOLDSMITH | V02411 | OXBOW MOU - RESIDENT RLCTN |
| Total LERRDS - North Dakota - Residential Buildings | | | | 370,115.90 | | | |
| 790-7930-429.67-12 | 5/18/2016 | 268026 | CASS COUNTY JOINT WATER RESOURCE DI | 71,641.05 | SPIRIT PROPERTIES | V01703 | ND LAND PURCH - IN TOWN |
| Total LERRDS - North Dakota - Commercial Buildings | | | | 71,641.05 | | | |
| 790-7930-429.71-30 | 5/18/2016 | 268026 | CASS COUNTY JOINT WATER RESOURCE DI | 15,210.00 | THE TITLE COMPANY | V01701 | ND LAND PURCH-OUT OF TOWN |
| | 5/18/2016 | 268026 | CASS COUNTY JOINT WATER RESOURCE DI | 117,000.00 | CASEY JOHNSON AND HEATHER | V01701 | ND LAND PURCH-OUT OF TOWN |
| | 5/18/2016 | 268026 | CASS COUNTY JOINT WATER RESOURCE DI | 76,259.00 | CASEY JOHNSON AND HEATHER | V01701 | ND LAND PURCH-OUT OF TOWN |
| | 5/18/2016 | 268026 | CASS COUNTY JOINT WATER RESOURCE DI | 400,000.00 | DANIEL AND ESTHER LEAKE | V01701 | ND LAND PURCH-OUT OF TOWN |
| | 5/18/2016 | 268026 | CASS COUNTY JOINT WATER RESOURCE DI | 1,000,000.00 | VISIONBANK | V01701 | ND LAND PURCH-OUT OF TOWN |
| | 5/18/2016 | 268026 | CASS COUNTY JOINT WATER RESOURCE DI | 150,000.00 | MICHAEL STREI AND DONNIE | V01701 | ND LAND PURCH-OUT OF TOWN |
| | 5/18/2016 | 268026 | CASS COUNTY JOINT WATER RESOURCE DI | 46,211.25 | MICHAEL STREI AND DONNIE | V01701 | ND LAND PURCH-OUT OF TOWN |
| | 5/18/2016 | 268026 | CASS COUNTY JOINT WATER RESOURCE DI | 194,000.00 | JOEL WOLD | V01701 | ND LAND PURCH-OUT OF TOWN |
| | 5/18/2016 | 268026 | CASS COUNTY JOINT WATER RESOURCE DI | (4,000.00) | JOEL WOLD | V01701 | ND LAND PURCH-OUT OF TOWN |
| Total LERRDS - North Dakota - Land Purchases | | | | 1,994,680.25 | | | |
| 790-7930-429.71-31 | 5/18/2016 | 268026 | CASS COUNTY JOINT WATER RESOURCE DI | 37,020.00 | BOMEN FAMILY LIMITED PART | V01703 | ND LAND PURCH - IN TOWN |
| Total LERRDS - North Dakota - Easements | | | | 37,020.00 | | | |
| 790-7930-429.80-17 | 5/18/2016 | 268026 | CASS COUNTY JOINT WATER RESOURCE DI | 3,503.65 | CASS COUNTY TREASURER | V01701 | ND LAND PURCH-OUT OF TOWN |
| Total LERRDS - North Dakota - Property Tax - FMDA | | | | 3,503.65 | | | |
| 790-7931-429.67-11 | 5/18/2016 | 268026 | CASS COUNTY JOINT WATER RESOURCE DI | 756.80 | ROBERT AND JUDITH ANDERSON | V02302 | MN LAND PURCHASE-HARDSHIP |
| Total LERRDS - Minnesota - Residential Buildings | | | | 756.80 | | | |
| 790-7950-429.73-20 | 5/11/2016 | 267882 | LANDWEHR CONSTRUCTION INC | 85,334.00 | PAY #2 DEMO WORK | V02816 | DOWNTOWN AREA DEMOLITION |
| | 6/1/2016 | 268427 | LANDWEHR CONSTRUCTION INC | 103,384.54 | PARK EAST DEMO | V02813 | PARK EAST DEMOLITION |
| Total ND Construction - Site Improvements | | | | 188,718.54 | | | |
| 790-7950-429.73-52 | 5/18/2016 | 268157 | REINER CONTRACTING INC | 248,902.62 | EL ZAGAL PHASE 2 | V02817 | EL ZAGAL - PHASE 2 |
| | 6/1/2016 | 268404 | INDUSTRIAL BUILDERS INC | 212,521.99 | 2 ST N PUMP STATION | V02801 | 2ND ST NORTH PUMP STATION |
| | 6/1/2016 | 268404 | INDUSTRIAL BUILDERS INC | 1,955,242.00 | 2 ST FLOODWALL | V02812 | 2ND ST NORTH FLOODWALL |
| | 5/25/2016 | 268249 | INDUSTRIAL CONTRACT SERVICES INC | 77,187.61 | PUMP STATION & FLOODWALL | V02805 | PUMP STATION & FLOODWALL |
| Total ND Construction - Flood Control | | | | 2,493,854.22 | | | |
| 790-7950-429.73-70 | 5/18/2016 | 268002 | AT&T NETWORK OPERATIONS | 125,238.30 | RELOCATE FIBER COMM CABLE | V02809 | AT&T WP42 UTILITY RELOCT |

FM Diversion Authority
Summary of Cash Disbursements
May 2016

| Account Number | Check Date | Check Number | Vendor Name | Transaction Amount | Description 1 | Project Number | Project Description |
|--|------------|--------------|-------------------------------------|---------------------|---------------------------|----------------|----------------------------|
| | 5/11/2016 | 267806 | CONSOLIDATED COMMUNICATIONS | 23,496.23 | LEVEE UTILITY RELOCATION | V02803 | EVENTIS WP42 UTILITY RLCT |
| | 5/11/2016 | 267806 | CONSOLIDATED COMMUNICATIONS | 82,007.11 | WP-42A.1/A.3 SOUTH ROUTE | V02803 | EVENTIS WP42 UTILITY RLCT |
| | 5/25/2016 | 268228 | CONSOLIDATED COMMUNICATIONS | 28,698.75 | LEVEE UTILITY RELOCATION | V02803 | EVENTIS WP42 UTILITY RLCT |
| | 5/25/2016 | 268228 | CONSOLIDATED COMMUNICATIONS | 5,688.17 | SOUTH ROUTE | V02803 | EVENTIS WP42 UTILITY RLCT |
| | 5/18/2016 | 268028 | CENTURYLINK ASSET ACCOUNTING-BART | 74,195.92 | RELOCATE CABLE 1ST AVE N | V02815 | IN-TOWN UTILITY RELOCATE |
| Total ND Construction - Utilities | | | | 339,324.48 | | | |
| 790-7952-429.73-53 | 5/18/2016 | 268137 | OXBOW, CITY OF | 75,144.33 | DAKOTA UNDERGROUND | V02409 | OXBOW MOU-CONST RPLM AREA |
| Total O/H/B Construction - Dams/Reservoirs/Diversion | | | | 75,144.33 | | | |
| 790-7955-429.33-05 | 6/1/2016 | 268401 | HOUSTON-MOORE GROUP LLC | 398,731.17 | SERVICES DURING CONSTRUCT | V02806 | CONSTRUCTION SVCS WP42 |
| | 6/1/2016 | 268401 | HOUSTON-MOORE GROUP LLC | 152,543.07 | SERVICES DURING CONSTRUCT | V02806 | CONSTRUCTION SVCS WP42 |
| | 6/1/2016 | 268401 | HOUSTON-MOORE GROUP LLC | 94,804.13 | SERVICES DURING CONSTRUCT | V02806 | CONSTRUCTION SVCS WP42 |
| | 6/1/2016 | 268401 | HOUSTON-MOORE GROUP LLC | 129,883.22 | SERVICES DURING CONSTRUCT | V02806 | CONSTRUCTION SVCS WP42 |
| Total Construction Management - Engineering Services | | | | 775,961.59 | | | |
| 790-7955-429.33-06 | 5/4/2016 | 267754 | TERRACON CONSULTING ENGINEERS | 58,357.62 | MATERIALS TESTING | V02802 | WP-42 MATERIALS TESTING |
| | 5/11/2016 | 267942 | TERRACON CONSULTING ENGINEERS | 2,876.00 | MATERIALS TESTING | V02802 | WP-42 MATERIALS TESTING |
| | 6/1/2016 | 268480 | TERRACON CONSULTING ENGINEERS | 3,218.25 | MATERIALS TESTING | V02802 | WP-42 MATERIALS TESTING |
| | 6/1/2016 | 268480 | TERRACON CONSULTING ENGINEERS | 11,208.90 | MATERIALS TESTING | V02802 | WP-42 MATERIALS TESTING |
| | 6/1/2016 | 268480 | TERRACON CONSULTING ENGINEERS | 1,980.00 | MATERIALS TESTING | V02802 | WP-42 MATERIALS TESTING |
| Total Construction Management - Quality Testing | | | | 77,640.77 | | | |
| 790-7955-429.33-79 | 5/18/2016 | 268026 | CASS COUNTY JOINT WATER RESOURCE DI | 130,000.00 | CH2MHILL | V02807 | CASS JOINT WATER IN-TOWN |
| Total Construction Management - Construction Management | | | | 130,000.00 | | | |
| 790-7990-429.33-05 | 6/1/2016 | 268401 | HOUSTON-MOORE GROUP LLC | 10,587.70 | DOCUMENT PREPERATION | V01619 | PPP DOCUMENT PREP SUPPRT |
| Total Project Financing - Engineering Services | | | | 10,587.70 | | | |
| 790-7990-429.33-25 | 5/25/2016 | 268209 | ASHURST LLP | 230,641.69 | LEGAL COUNSEL | V03001 | P3 LEGAL COUNSEL-ASHURST |
| | 5/6/2016 | 553 | P CARD BMO | 50,732.04 | OHNSTAD TWICHELL PC | V00102 | General & Admin. WIK |
| Total Project Financing - Legal Services | | | | 281,373.73 | | | |
| 790-7990-520.80-20 | 5/11/2016 | 267798 | CASS COUNTY TREASURER | 197,460.94 | US BANK LOAN INTEREST PMT | V02901 | \$50M CASS US BANK ADVANCE |
| | 5/2/2016 | JB05160001 | CITY OF FARGO | 34,505.21 | US BANK INTEREST PAYMENT | V02902 | \$50M FARGO USBANK ADVANCE |
| Total Project Financing - Interest On Bonds | | | | 231,966.15 | | | |
| Total Disbursed for Period | | | | 8,972,176.81 | | | |

**FM Diversion Authority
Cumulative Vendor Payments Since Inception
As of May 31, 2016**

| Vendor Name | Approved Contract/Invoice Amount | Liquidated | Outstanding Encumbrance | Purpose |
|--------------------------------|---|-------------------|--------------------------------|--|
| CASS COUNTY JOINT WATER RESOUR | \$ 133,461,820.59 | \$ 96,314,049.56 | \$ 37,147,771.03 | Land Purchases, O/H/B Ring Levee, DPAC, & ROE |
| INDUSTRIAL BUILDERS INC | 39,047,380.99 | 12,762,345.94 | 26,285,035.05 | 2nd St North Pump Station Project and 2nd Street Floodwall |
| HOUSTON-MOORE GROUP LLC | 32,777,294.10 | 25,954,094.26 | 6,823,199.84 | Engineering Services |
| CH2M HILL ENGINEERS INC | 26,165,819.01 | 18,665,819.01 | 7,500,000.00 | Project & Construction Management |
| INDUSTRIAL CONTRACT SERVICES I | 17,364,063.63 | 14,192,034.80 | 3,172,028.83 | 4th St Pump Station and 2nd Street Floodwall |
| OXBOW, CITY OF | 15,239,944.56 | 14,425,798.67 | 814,145.89 | City of Oxbow - MOU |
| ARMY CORP OF ENGINEERS | 6,929,000.00 | 6,929,000.00 | - | Local Share |
| COMMERCIAL TITLE LLC | 3,869,541.00 | 3,869,541.00 | - | Oxbow MOU - Advance for Land Purchase |
| TITLE COMPANY | 3,641,500.00 | 3,641,500.00 | - | Oxbow MOU - Advance for Land Purchase |
| DORSEY & WHITNEY LLP | 2,928,729.07 | 2,928,729.07 | - | Legal Services |
| CENTURYLINK COMMUNICATIONS | 2,660,937.92 | 74,195.92 | 2,586,742.00 | Utility Relocation |
| MINNESOTA DNR | 2,325,472.35 | 2,325,472.35 | - | EIS Scoping |
| LANDWEHR CONSTRUCTION INC | 1,984,635.31 | 1,312,769.74 | 671,865.57 | In-Town Demolition Contracts |
| ASHURST LLP | 1,979,133.70 | 497,153.39 | 1,481,980.31 | PPP Legal Counsel |
| URS CORPORATION | 1,922,118.42 | 1,610,454.93 | 311,663.49 | Engineering Services |
| CONSOLIDATED COMMUNICATIONS | 1,731,312.00 | 917,332.42 | 813,979.58 | Utility Relocation |
| KENNELLY & OKEEFFE | 1,729,310.56 | 1,729,310.56 | - | Home Buyouts |
| REINER CONTRACTING INC | 1,542,795.94 | 248,902.62 | 1,293,893.32 | EI Zagal Flood Risk Management |
| JP MORGAN CHASE-LOCKBOX PROCES | 1,527,000.00 | 241,521.09 | 1,285,478.91 | Financial Advisor |
| XCEL ENERGY | 925,076.69 | 190,530.93 | 734,545.76 | Utility Relocation |
| MOORE ENGINEERING INC | 662,468.17 | 662,468.17 | - | Engineering Services |
| US BANK | 626,849.03 | 626,849.03 | - | Loan Advance Debt Service Payments |
| TERRACON CONSULTING ENGINEERS | 607,500.00 | 376,587.04 | 230,912.96 | Materials Testing |
| DUCKS UNLIMITED | 587,180.00 | 587,180.00 | - | Wetland Mitigation Credits |
| HOUSTON ENGINEERING INC | 576,669.57 | 576,669.57 | - | Engineering Services |
| AT & T | 566,568.74 | 404,202.58 | 162,366.16 | Utility Relocation |
| RED RIVER BASIN COMMISSION | 500,000.00 | 500,000.00 | - | Retention Projects - Engineering Services |
| NORTHERN TITLE CO | 484,016.00 | 484,016.00 | - | Land Purchases |
| ERIK R JOHNSON & ASSOCIATES | 467,907.21 | 467,907.21 | - | Legal Services |
| CASS COUNTY TREASURER | 446,632.45 | 446,632.45 | - | Property Taxes and US Bank Loan Advance DS Payments |

**FM Diversion Authority
Cumulative Vendor Payments Since Inception
As of May 31, 2016**

| Vendor Name | Approved Contract/Invoice Amount | Liquidated | Outstanding Encumbrance | Purpose |
|--------------------------------|---|-------------------|--------------------------------|--|
| CITY OF FARGO | 421,212.25 | 406,492.25 | 14,720.00 | Digital Imagery Project, Utility Relocation, Accounting Svcs, and US Bank Loan Advance DS Payments |
| 702 COMMUNICATIONS | 326,243.91 | 266,892.07 | 59,351.84 | Utility Relocation |
| OHNSTAD TWICHELL PC | 233,703.47 | 233,703.47 | - | ROE and Bonding Legal Fees |
| BUFFALO-RED RIVER WATERSHED DI | 220,768.00 | - | 220,768.00 | Retention Projects - Engineering Services |
| ROBERT TRENT JONES | 200,000.00 | 200,000.00 | - | Oxbow MOU - Golf Course Consulting Agreement |
| CABLE ONE (FARGO) | 148,511.37 | - | 148,511.37 | Utility Relocation |
| PFM PUBLIC FINANCIAL MANAGEMEN | 146,460.00 | 146,460.00 | - | Financial Advisor |
| BOIS DE SIOUX WATERSHED DISTRI | 145,380.00 | - | 145,380.00 | Retention Projects - Engineering Services |
| NDSU BUSINESS OFFICE-BOX 6050 | 135,167.00 | 135,167.00 | - | Ag Risk Study Services |
| ENVENTIS | 115,685.62 | 115,685.62 | - | Utility Relocation |
| BEAVER CREEK ARCHAEOLOGY | 111,000.00 | 70,438.32 | 40,561.68 | Engineering Services |
| UNITED STATES GEOLOGICAL SURVE | 104,600.00 | 104,600.00 | - | Water Level Discharge Collection |
| FREDRIKSON & BYRON, PA | 101,500.00 | 59,500.00 | 42,000.00 | Lobbying Services |
| PROSOURCE TECHNOLOGIES, INC | 100,000.00 | 8,324.94 | 91,675.06 | Engineering Services |
| ULTEIG ENGINEERS INC | 100,000.00 | - | 100,000.00 | Engineering Services |
| BRAUN INTERTEC CORP | 90,210.00 | 77,629.00 | 12,581.00 | Quality Testing |
| EL ZAGAL TEMPLE HOLDING CO | 68,040.72 | 68,040.72 | - | Easement Purchase for El Zagal Levee |
| GRAY PANNELL & WOODWARD LLP | 66,300.68 | 66,300.68 | - | Legal Services |
| NIXON PEABODY LLC | 60,000.00 | 60,000.00 | - | Legal Services |
| IN SITU ENGINEERING | 54,800.00 | 47,973.00 | 6,827.00 | Quality Testing |
| ADVANCED ENGINEERING INC | 50,000.00 | 50,000.00 | - | Public Outreach |
| US GEOLOGICAL SURVEY | 46,920.00 | 46,920.00 | - | Stage Gage Installation |
| CLAY COUNTY AUDITOR | 34,180.71 | 34,180.71 | - | Property Tax, Home Buyout Demo |
| GEEKON INC | 33,815.36 | 33,815.36 | - | Vibrating Wire Piezometer Equipment |
| COLDWELL BANKER | 33,066.02 | 33,066.02 | - | Property Management Services |
| WARNER & CO | 24,875.00 | 24,875.00 | - | General Liability Insurance |
| PRIMORIS AEVENIA INC | 16,230.00 | 16,230.00 | - | Utility Relocation |
| SPRINGSTED INCORPORATED | 16,184.00 | 16,184.00 | - | Financial Advisor |
| INNOVATIVE ABSTRACT & TITLE CO | 15,921.53 | 15,921.53 | - | Oxbow MOU - Advance for Land Purchase |
| MOORHEAD, CITY OF | 15,062.90 | 15,062.90 | - | ROE Legal Fees |

**FM Diversion Authority
Cumulative Vendor Payments Since Inception
As of May 31, 2016**

| Vendor Name | Approved Contract/Invoice Amount | Liquidated | Outstanding Encumbrance | Purpose |
|--------------------------------|---|--------------------------|--------------------------------|---|
| BRIGGS & MORGAN PA | 12,727.56 | 12,727.56 | - | Legal Services |
| ND WATER USERS ASSOCIATN | 10,000.00 | 10,000.00 | - | Membership Dues |
| BNSF RAILWAY CO | 3,700.00 | 3,700.00 | - | Permits for In-Town Levee Projects |
| ONE | 3,575.00 | 3,575.00 | - | Utility Relocation |
| MCKINZIE METRO APPRAISAL | 3,200.00 | 3,200.00 | - | Appraisal Services |
| FORUM COMMUNICATIONS (LEGALS) | 2,224.20 | 2,224.20 | - | Advertising Services |
| DAWSON INSURANCE AGENCY | 1,867.81 | 1,867.81 | - | Property Insurance - Home Buyouts |
| FORUM COMMUNICATIONS (ADVERT) | 1,743.77 | 1,743.77 | - | Advertising Services |
| NORTH DAKOTA TELEPHONE CO | 1,697.00 | 1,697.00 | - | Communication |
| SEIGEL COMMUNICATIONS SERVICE | 1,490.00 | 1,490.00 | - | Public Outreach |
| RED RIVER TITLE SERVICES INC | 1,305.00 | 1,305.00 | - | Abstract Updates |
| HUBER, STEVE | 1,056.43 | 1,056.43 | - | Home Buyouts |
| DEPT OF NATURAL RESOUR | 1,000.00 | 1,000.00 | - | DNR Dam Safety Permit Application Fee |
| TRIO ENVIRONMENTAL CONSULTING | 747.60 | 747.60 | - | Asbestos and LBP Testing - Home Buyouts |
| RED RIVER VALLEY COOPERATIVE A | 536.96 | 536.96 | - | Electricity - Home Buyouts |
| FERRELLGAS | 496.00 | 496.00 | - | Propane - Home Buyouts |
| BROKERAGE PRINTING | 473.33 | 473.33 | - | Custom Printed Forms |
| KOCHMANN, CARTER | 315.00 | 315.00 | - | Lawn Mowing Services |
| GALLAGHER BENEFIT SERVICES INC | 250.00 | 250.00 | - | Job Description Review |
| DONS PLUMBING | 240.00 | 240.00 | - | Winterize - Home Buyouts |
| CURTS LOCK & KEY SERVICE INC | 138.10 | 138.10 | - | Service Call - Home Buyouts |
| GOOGLE LOVEINTHEOVEN | 116.00 | 116.00 | - | Meeting Incidentals |
| FEDERAL EXPRESS CORPORATION | 71.89 | 71.89 | - | Postage |
| CASS COUNTY RECORDER | 68.00 | 68.00 | - | Oxbow MOU - Advance for Land Purchase |
| Grand Total | \$ 308,563,555.20 | \$ 216,365,570.55 | \$ 92,197,984.65 | |

**FM Diversion Authority
In-Town Levee Work
as of May 31, 2016**

| Vcode # | Vendor Name | Descriptions | Contract Amount | Amount Paid |
|----------------|-----------------------------|--|--------------------------|-------------------------|
| V02801 | Industrial Builders | 2nd Street North Pump Station - Work Package 42.A2 | \$ 8,720,218.99 | \$ 8,374,614.31 |
| V02802 | Terracon Consulting | WP-42 (In Town Levees) Materials Testing | 607,500.00 | 376,587.04 |
| V02803 | Consolidated Communications | 2nd Street Utility Relocation | 1,846,997.62 | 1,033,018.04 |
| V02804 | 702 Communications | 2nd Street Utility Relocation | 326,243.91 | 266,892.07 |
| V02805 | ICS | 4th St Pump Station & Gatewell and 2nd St Floodwall S - WP-42A.1/A.3 | 17,364,663.63 | 14,192,634.80 |
| V02806 | HMG | Services During Construction - Work Package 42 | 4,599,000.00 | 2,009,994.76 |
| V02807 | CCJWRD | In-Town Levee Work | 2,797,345.29 | 2,797,345.29 |
| V02808 | City of Fargo | Relocation of fiber optic along 2nd Street North | 38,002.05 | 38,002.05 |
| V02809 | AT & T | 2nd Street Utility Relocation | 728,934.90 | 404,202.58 |
| V02810 | Cable One | 2nd Street Utility Relocation | 148,511.37 | - |
| V02811 | Xcel Energy | 2nd Street & 4th Street Utility Relocations | 959,622.45 | 190,530.93 |
| V02812 | Industrial Builders | 2nd Street North Floodwall, South of Pump Station - WP-42F.1S | 16,632,552.95 | 4,387,731.63 |
| V02813 | Landwehr Construction | Park East Apartments Demolition | 1,177,151.74 | 1,169,651.74 |
| V02814 | Primoris Aevenia | 2nd Street Utility Relocation | 16,230.00 | 16,230.00 |
| V02815 | Centurylink Communications | 2nd Street Utility Relocation | 2,660,937.92 | 74,195.92 |
| V02816 | Landwehr Construction | WP-42C.1 In-Town Levees 2nd Street/Downtown Area Demo | 807,483.57 | 143,118.00 |
| V02817 | Reiner Contracting, Inc | WP-42H.2 El Zagal Area Flood Risk Management | 1,542,795.94 | 248,902.62 |
| V02818 | Industrial Builders | WP-42I.1 Mickelson Levee Extension | 724,910.00 | - |
| V02819 | TBD | WP42F.1N | 12,972,799.05 | 3,100.00 |
| V02820 | CH2M Hill | WP42 Construction Management Services | 1,200,000.00 | - |
| V01703 | Various | In-Town Property Purchases | 33,445,036.45 | 30,325,599.48 |
| | | | \$ 109,316,937.83 | \$ 66,052,351.26 |

**FM Diversion Authority
Lands Expense - Life To Date
As of May 31, 2016**

| Property Address | Purchase Date | Purchase Price | Replacement Lot | Down Payment | Earnest Deposit | Tax Payment | Relocation Assistance | Property Management Expense | Property Management Income | Sale Proceeds | Total |
|--|---------------|----------------|-----------------|--------------|-----------------|-------------|-----------------------|-----------------------------|----------------------------|---------------|---------------|
| Commercial Relocations - Fargo | | | | | | | | | | | |
| Park East Apartments - 1 2nd St S | 6/23/2015 | 9,002,442.20 | - | - | - | 94,832.78 | 1,367,581.09 | 74,283.50 | (2,166.32) | - | 10,536,973.25 |
| Howard Johnson - 301 3rd Ave N | 11/2/2015 | 3,266,079.60 | - | - | - | - | 3,271,847.09 | 33,091.50 | - | (1,100.00) | 6,569,918.19 |
| Fargo Public School District - 419 3rd St N | 3/16/2016 | 1,903,475.78 | - | - | - | - | 7,550,036.23 | - | (23.00) | - | 9,453,489.01 |
| Home Buyouts - Fargo | | | | | | | | | | | |
| 1322 Elm St N | 11/19/2014 | 347,270.27 | - | - | - | 2,981.20 | 47,168.14 | 2,595.24 | - | - | 400,014.85 |
| 1326 Elm St N | 12/23/2014 | 230,196.41 | - | - | - | - | 8,001.02 | 297.09 | - | - | 238,494.52 |
| 1341 N Oak St | 1/29/2015 | 309,888.24 | - | - | - | 3,153.40 | 78,889.24 | 64.79 | - | - | 391,995.67 |
| 1330 Elm St N | 2/12/2015 | 229,982.44 | - | - | - | 651.52 | 62,362.63 | 775.28 | - | - | 293,771.87 |
| 18 North Terrace N | 4/2/2015 | 129,698.25 | - | - | - | 829.15 | 44,688.72 | 358.70 | - | - | 175,574.82 |
| 1318 Elm St N | 5/29/2015 | 229,012.67 | - | - | - | 1,289.52 | 55,452.01 | 50.00 | - | - | 285,804.20 |
| 724 North River Road | 6/8/2015 | 204,457.83 | - | - | - | 1,547.60 | 35,615.30 | 109.35 | - | (10,000.00) | 231,730.08 |
| 1333 Oak Street N | 6/24/2015 | 238,513.23 | - | - | - | 1,627.75 | 2,700.85 | 50.00 | - | - | 242,891.83 |
| 26 North Terrace N | 9/11/2015 | 138,619.58 | - | - | - | 1,737.30 | 12,620.00 | 118.50 | - | - | 153,095.38 |
| 16 North Terrace N | 9/24/2015 | 227,987.50 | - | - | - | 2,072.31 | 96,717.14 | 177.79 | - | - | 326,954.74 |
| 24 North Terrace N | 11/25/2015 | 182,437.38 | - | - | - | 1,606.21 | 29,269.60 | 207.14 | - | - | 213,520.33 |
| 1314 Elm Street N | 12/18/2015 | 225,800.09 | - | - | - | - | 21,525.00 | 161.43 | - | - | 247,486.52 |
| 12 North Terrace N | 2/9/2016 | 10,191.00 | - | - | - | - | - | - | - | - | 10,191.00 |
| 1313 Elm Street N | | 350,000.00 | - | - | - | - | 3,360.00 | - | - | - | 353,360.00 |
| Home Buyouts - Moorhead | | | | | | | | | | | |
| 387 170th Ave SW | 11/1/2013 | 281,809.91 | - | - | - | 2,354.00 | - | 34,073.72 | - | (8,440.00) | 309,797.63 |
| 16678 3rd St S | | - | - | - | 192,600.00 | - | 80,210.80 | - | - | - | 272,810.80 |
| Home Buyouts - Oxbow | | | | | | | | | | | |
| 105 Oxbow Drive | 11/28/2012 | 216,651.85 | - | - | - | 4,993.72 | - | 13,695.77 | (18,680.72) | (181,249.54) | 35,411.08 |
| 744 Riverbend Rd | 12/3/2012 | 343,828.30 | - | - | - | 14,276.50 | 2,435.00 | 38,416.48 | (37,617.16) | - | 361,339.12 |
| 121 Oxbow Drive | 7/31/2013 | 378,781.20 | - | - | - | 1,581.52 | - | 19,519.02 | - | (186,918.33) | 212,963.41 |
| 333 Schnell Drive | 9/20/2013 | 104,087.79 | - | - | - | 4,302.38 | - | 30,137.65 | - | - | 138,527.82 |
| 346 Schnell Drive | 2/13/2014 | 512,970.73 | - | - | - | 6,638.91 | 7,200.00 | 13,887.81 | (18,000.00) | - | 522,697.45 |
| 345 Schnell Drive | 10/24/2014 | 478,702.98 | - | - | - | 6,453.35 | 6,869.44 | 28,749.98 | - | - | 520,775.75 |
| 336 Schnell Drive | 1/29/2015 | 310,888.51 | - | - | - | 2,376.26 | - | 311.09 | (2,759.00) | - | 310,816.86 |
| 5059 Makenzie Circle | 5/21/2015 | 2,698,226.97 | - | - | - | 5,095.25 | 10,549.70 | 7,282.82 | (3,850.00) | - | 2,717,304.74 |
| 357 Schnell Dr / 760 River Bend Rd | 6/18/2015 | 466,720.80 | - | - | - | 6,643.74 | 176,524.79 | 1,053.95 | - | - | 650,943.28 |
| 349 Schnell Dr / 761 River Bend Rd | 6/26/2015 | 306,725.20 | - | - | - | 2,234.53 | 309,992.53 | 984.49 | - | - | 619,936.75 |
| 748 Riverbend Rd / 755 River Bend Rd | 9/1/2015 | 480,784.30 | - | - | - | 4,002.89 | 205,699.82 | 181.53 | - | - | 690,668.54 |
| 361 Schnell Dr / 764 River Bend Rd | 9/2/2015 | 490,091.32 | - | - | - | 3,554.24 | 267,757.65 | 1,386.31 | - | - | 762,789.52 |
| 752 Riverbend Rd / 768 River Bend Rd | 9/4/2015 | 469,078.13 | - | - | - | 7,007.30 | 507,103.56 | 1,124.17 | - | - | 984,313.16 |
| 353 Schnell Dr / 772 River Bend Rd | 9/11/2015 | 494,342.87 | - | - | - | 2,818.16 | 312,212.95 | 1,649.93 | - | - | 811,023.91 |
| SE 1/4-23-137-49 & NW 1/4 SW 1/4 24-137-49 - Heitman | 9/30/2015 | 1,328,151.00 | - | - | - | 1,710.55 | - | 36.67 | (17,966.31) | - | 1,311,931.91 |
| 350 Schnell Dr / 769 River Bend Rd | 12/15/2015 | 491,024.01 | - | - | - | - | 279,237.35 | - | - | - | 770,261.36 |
| 365 Schnell Drive | 1/7/2016 | 125,077.88 | - | - | - | - | - | - | - | - | 125,077.88 |
| 852 Riverbend Rd | 1/11/2016 | 1,222,608.19 | - | - | - | - | 10,891.60 | 996.59 | - | - | 1,234,496.38 |
| 334 Schnell Dr / 751 River Bend Rd | 1/15/2016 | 321,089.77 | - | - | - | - | 284,349.88 | 300.60 | - | - | 605,740.25 |
| 749 Riverbend Rd / 433 Trent Jones Dr | 2/1/2016 | 598,885.43 | - | - | - | - | 469,875.64 | 484.40 | - | - | 1,069,245.47 |
| 326 Schnell Drive | 2/19/2016 | 326,842.17 | - | - | - | - | 219,275.09 | 77.87 | - | - | 546,195.13 |
| 829 Riverbend Rd / 788 River Bend Rd | | - | - | - | - | - | 8,000.00 | - | - | - | 8,000.00 |
| 828 Riverbend Rd | | - | - | 25,000.00 | 25,000.00 | - | - | - | - | - | 25,000.00 |
| 330 Schnell Drive | | - | - | 150,000.00 | 150,000.00 | - | - | - | - | - | 150,000.00 |
| 839 Riverbend Road | | - | - | 1,000,000.00 | 1,000,000.00 | - | - | - | - | - | 1,000,000.00 |
| 844 Riverbend Road | | - | - | 400,000.00 | 400,000.00 | - | - | - | - | - | 400,000.00 |
| 328 Schnell Dr / 347 Trent Jones Dr | | - | 150,000.00 | 50,000.00 | 200,000.00 | - | - | - | - | - | 200,000.00 |
| 338 Schnell Dr / 775 River Bend Rd | | - | 115,000.00 | 107,500.00 | 222,500.00 | - | - | - | - | - | 222,500.00 |

**FM Diversion Authority
Lands Expense - Life To Date
As of May 31, 2016**

| Property Address | Purchase Date | Purchase Price | Replacement Lot | Down Payment | Earnest Deposit | Tax Payment | Relocation Assistance | Property Management Expense | Property Management Income | Sale Proceeds | Total |
|---|---------------|----------------------|---------------------|---------------------|---------------------|-------------------|-----------------------|-----------------------------|----------------------------|-----------------------|----------------------|
| 813 Riverbend Rd / 449 Trent Jones Dr | | - | 163,000.00 | 65,000.00 | 228,000.00 | - | - | - | - | - | 228,000.00 |
| 341 Schnell Dr / 351 Trent Jones Dr | | - | 143,000.00 | 95,500.00 | 238,500.00 | - | - | - | - | - | 238,500.00 |
| 329 Schnell Dr / 417 Trent Jones Dr | | - | 130,000.00 | 50,000.00 | 180,000.00 | - | - | - | - | - | 180,000.00 |
| 805 Riverbend Rd / 776 River Bend Rd | | - | 131,000.00 | 89,855.00 | 220,855.00 | - | - | - | - | - | 220,855.00 |
| 317 Schnell Dr / 409 Trent Jones Dr | | - | 136,000.00 | 86,000.00 | 222,000.00 | - | - | - | - | - | 222,000.00 |
| 309 Schnell Dr / 261 S Schnell Dr | | - | 160,000.00 | 50,000.00 | 210,000.00 | - | - | - | - | - | 210,000.00 |
| 810 Riverbend Rd / 787 River Bend Rd | | - | 174,000.00 | 115,500.00 | 289,500.00 | - | - | - | - | - | 289,500.00 |
| 332 Schnell Dr / 421 Trent Jones Dr | | - | 133,000.00 | 25,000.00 | 158,000.00 | - | - | - | - | - | 158,000.00 |
| 833 Riverbend Rd / 446 Trent Jones Dr | | - | 149,000.00 | 120,000.00 | 269,000.00 | - | - | - | - | - | 269,000.00 |
| 821 Riverbend Rd / 434 Trent Jones Dr | | - | 108,000.00 | 77,000.00 | 185,000.00 | - | - | - | - | - | 185,000.00 |
| 321 Schnell Dr / 410 Trent Jones Dr | | - | 148,000.00 | 90,566.00 | 238,566.00 | - | - | - | - | - | 238,566.00 |
| 337 Schnell Dr / 355 Trent Jones Dr | | - | 124,000.00 | 82,021.00 | 206,021.00 | - | - | - | - | - | 206,021.00 |
| 840 Riverbend Rd / 442 Trent Jones Dr | | - | 139,000.00 | 50,000.00 | 189,000.00 | - | - | - | - | - | 189,000.00 |
| 325 Schnell Drive | | - | 141,000.00 | 84,800.00 | 225,800.00 | - | 368,421.20 | - | - | - | 594,221.20 |
| 816 Riverbend Rd / 429 Trent Jones Dr | | - | 107,000.00 | 270,426.00 | 377,426.00 | - | - | - | - | - | 377,426.00 |
| 808 Riverbend Road | | - | 150,000.00 | 46,211.25 | 196,211.25 | - | - | - | - | - | 196,211.25 |
| 817 Riverbend Road | | - | 117,000.00 | 76,259.00 | 193,259.00 | - | - | - | - | - | 193,259.00 |
| Home Buyouts - Hickson | | | | | | | | | | | |
| 17495 52nd St SE | 4/28/2015 | 785,747.66 | - | - | - | 4,390.23 | 27,604.74 | 1,754.12 | - | - | 819,496.75 |
| Easements - Fargo | | | | | | | | | | | |
| Part of Lot 5 El Zagal Park | 10/9/2014 | 68,040.72 | - | - | - | - | - | - | - | - | 68,040.72 |
| 72 2nd St N | 4/13/2016 | 37,020.00 | - | - | - | - | - | - | - | - | 37,020.00 |
| Easements - Oxbow | | | | | | | | | | | |
| Oxbow Parcel 57-0000-10356-070 - Pearson | 10/13/2014 | 55,500.00 | - | - | - | - | - | - | - | - | 55,500.00 |
| Farmland Purchases | | | | | | | | | | | |
| SE 1/4 11-140-50 (Raymond Twp) - Ueland | 1/20/2014 | 959,840.00 | - | - | - | - | - | - | (46,683.63) | - | 913,156.37 |
| 2 Tracts in the E 1/2-2-137-49 - Sorby/Maier | 1/24/2014 | 1,636,230.00 | - | - | - | - | - | - | (88,361.76) | - | 1,547,868.24 |
| 3 Tracts NW1/4 1-140-50, NW1/4 11-140-50, & S1/2 25-141-50 - Rust | 2/18/2014 | 3,458,980.70 | - | - | - | - | - | - | (189,269.99) | - | 3,269,710.71 |
| 11-140-50 NE1/4 (Raymond Twp) - Diekrager | 4/15/2014 | 991,128.19 | - | - | - | - | - | - | (53,008.60) | - | 938,119.59 |
| NW 1/4 36-141-50 - Monson | 5/7/2014 | 943,560.05 | - | - | - | - | - | - | (43,571.18) | - | 899,988.87 |
| W 1/2 SE 1/4 SW 1/4 & SW 1/4 SW 1/4 2-137-49 - Gordier | 5/13/2014 | 321,386.00 | - | - | - | - | - | - | (12,594.20) | - | 308,791.80 |
| SW 1/4-11-140-50 - Hoglund | 7/21/2014 | 989,706.03 | - | - | - | 2,566.59 | - | - | (3,725.49) | - | 988,547.13 |
| NW 1/4 14-140-50 - Hoglund | 10/23/2014 | 948,782.22 | - | - | - | 5,327.10 | - | - | (48,808.67) | - | 905,300.65 |
| SW 1/4 2-140-50 -Rust | 10/29/2014 | 955,901.00 | - | - | - | - | - | - | (24,573.95) | - | 931,327.05 |
| 2-140-50 S 1/2 of NW 1/4 & Lot 4A - Pile | 3/4/2015 | 594,108.00 | - | - | - | - | - | - | - | - | 594,108.00 |
| Fercho Family Farms, | 3/25/2015 | 464,600.00 | - | - | - | - | - | - | - | - | 464,600.00 |
| W 1/2 NW 1/4 2-141-49 - Heiden | 4/24/2015 | 433,409.00 | - | - | - | - | - | - | (6,510.69) | - | 426,898.31 |
| (Raymond Twp) - Henke | 6/17/2015 | 1,196,215.00 | - | - | - | - | - | - | (12,452.23) | - | 1,183,762.77 |
| Land Purchases | | | | | | | | | | | |
| Hayden Heights Land, West Fargo ND | 10/12/2012 | 484,016.00 | - | - | - | 223,505.56 | - | - | - | (730,148.14) | (22,626.58) |
| Lot 4, Block 4, ND R-2 Urban Renewal Addition, Fargo ND - Professional Associates | 5/14/2015 | 39,900.00 | - | - | - | - | - | - | - | - | 39,900.00 |
| BNSF Railway Company | | - | - | - | 27,000.00 | - | - | - | - | - | 27,000.00 |
| Total | | 45,037,492.35 | 2,618,000.00 | 3,206,638.25 | 6,044,238.25 | 424,161.52 | 16,242,045.80 | 308,445.28 | (630,622.90) | (1,117,856.01) | 66,307,904.29 |

**FM Diversion Authority
State Water Commission Funds Reimbursement Worksheet
Fargo Flood Control Project Costs**

Time Period for This Request: May 1, 2016 - May 31, 2016

| | |
|--|---------------------|
| Drawdown Request No: 28 | |
| Requested Amount: | \$ 2,209,200 |
| Total Funds Expended This Period: | \$ 3,302,390 |
| Total Funds Requested at 100% Match | 1,116,010 |
| Remaining Funds Requested at 50% Match | 2,186,380 |
| SB 2020 Matching Requirements | 50% |
| Total Funds Requested at 50% Match | 1,093,190 |
| Total Funds Requested: | \$ 2,209,200 |

| | | |
|--|--------------------|----------------------|
| STATE AID SUMMARY: | | |
| Summary of State Funds Appropriated | | |
| Appropriations from 2009 Legislative Session | \$ | 45,000,000 |
| Appropriations from 2011 Legislative Session | | 30,000,000 |
| Appropriations from 2013 Legislative Session | | 100,000,000 |
| Appropriations from 2015 Legislative Session | | 69,000,000 |
| Appropriations to be funded in 2017 Legislative Session - Available 7/1/2017 | 51,500,000 | |
| Appropriations to be funded in 2019 Legislative Session - Available 7/1/2019 | 51,500,000 | |
| Appropriations to be funded in 2021 Legislative Session - Available 7/1/2021 | 51,500,000 | |
| Appropriations to be funded in 2023 Legislative Session - Available 7/1/2023 | 51,500,000 | |
| Total State Funds | 206,000,000 | 244,000,000 |
| Less: Payment #1 through #35 - City of Fargo | | (55,510,209) |
| Less: Payment #1 - Cass County | | (136,039) |
| Less: Payment #1 through #20 - FM Diversion Authority | | (28,862,208) |
| Less: Payment #21 - FM Diversion Authority | | (2,580,786) |
| Less: Payment #22 - FM Diversion Authority | | (3,998,879) |
| Less: Payment #23 - FM Diversion Authority | | (1,985,040) |
| Less: Payment #24 - FM Diversion Authority | | (2,752,283) |
| Less: Payment #25 - FM Diversion Authority - Revised | | (4,983,200) |
| Less: Payment #26 - FM Diversion Authority | | (1,021,657) |
| Less: Payment #27 - FM Diversion Authority | | (4,940,909) |
| Less: Payment #28 - FM Diversion Authority | | (2,209,200) |
| Total Funds Reimbursed | | (108,980,410) |
| Total State Fund Balances Remaining | \$ | 135,019,590 |

FM Diversion Authority
 State Water Commission Funds Reimbursement Worksheet
 Fargo Flood Control Project Costs

| LOCAL MATCHING FUNDS SUMMARY: | |
|--|---------------------|
| Matching Funds Expended To Date - City of Fargo | \$ 47,629,069 |
| Matching Funds Expended To Date - Cass County | 291,500 |
| Matching Funds Expended To Date - FM Diversion Authority | 11,052,710 |
| Total Matching Funds Expended To Date | 58,973,279 |
| Less: Match Used on Payment #1 through #35 - City of Fargo | (41,506,620) |
| Less: Match used on Payment #1 - Cass County | (136,039) |
| Less: Match Used on Payment #1 - FM Diversion Authority | (18,600) |
| Less: Match Used on Payment #2 - FM Diversion Authority | (66,888) |
| Less: Match Used on Payment #6 - FM Diversion Authority | (238,241) |
| Less: Match Used on Payment #8 - FM Diversion Authority | (346,664) |
| Less: Match Used on Payment #11 - FM Diversion Authority | (470,398) |
| Less: Match Used on Payment #12 - FM Diversion Authority | (237,286) |
| Less: Match Used on Payment #16 - FM Diversion Authority | (3,018,978) |
| Less: Match Used on Payment #17 - FM Diversion Authority | (1,374,624) |
| Less: Match Used on Payment #20 - FM Diversion Authority | (1,427,344) |
| Less: Match Used on Payment #22 - FM Diversion Authority | (116,437) |
| Less: Match Used on Payment #23 - FM Diversion Authority | (487,124) |
| Less: Match Used on Payment #24 - FM Diversion Authority | (1,688,474) |
| Less: Match Used on Payment #26 - FM Diversion Authority | (445,642) |
| Less: Match Used on Payment #28 - FM Diversion Authority | (1,116,010) |
| Balance of Local Matching Funds Available | \$ 6,277,910 |