



Record of Meeting | December 15, 2022

The Illinois State Toll Highway Authority (“Tollway”) held the regularly scheduled Finance & Audit Committee meeting on Thursday, December 15, 2022, in the Boardroom of Tollway Headquarters in Downers Grove, Illinois. The meeting was held pursuant to the By-Laws of the Tollway upon call and notice of the meeting executed by Chair Dorothy Abreu and posted in accordance with the requirements of the Open Meetings Act, 5 ILCS 120/1, *et seq.* The meeting was open to the public.

[Bolded entries indicate issues which may require follow-up to present or report to Directors.]

Call to Order / Roll Call

Committee Chair Alice Gallagher called the meeting to order at approximately 9:05 a.m. She then asked the Board Secretary to call the roll, those Directors present and absent being as follows:

Committee Members Present:
Committee Chair Alice Gallagher
Director James Connolly
Director Jacqueline Gomez
Director Scott Paddock
Director Gary Perinar

Other Directors in Attendance:
Chair Dorothy Abreu
Director James Sweeney
Director Karen McConaughay

Committee Members Not Present:
None

The Board Secretary declared a quorum present.

Public Comment

Committee Chair Gallagher opened the floor for public comment. No public comment was offered.

Committee Chair’s Items



Committee Chair Gallagher entertained a motion to approve **Committee Chair's Item 1**, the Minutes of the regular Audit Committee meeting held on June 16, 2022 and the Minutes of the special Audit Committee meeting held on June 29, 2022, as presented. Director Connolly made a motion to approve the minutes, seconded by Director Paddock. Committee Chair Gallagher asked that the roll be called on the motion, the vote of yeas and nays being as follows:

Yeas: Director Connolly, Director Paddock, Director Gomez, Director Perinar, Committee Chair Gallagher (5)

Nays: (0)

The motion PASSED.

Committee Chair Gallagher entertained a motion to approve **Committee Chair's Item 2**, the Minutes of the Executive Session of the special Audit Committee meeting held on June 29, 2022, as presented. Director Connolly made a motion to approve the minutes, seconded by Director Paddock. Committee Chair Gallagher asked that the roll be called on the motion, the vote of yeas and nays being as follows:

Yeas: Director Connolly, Director Paddock, Director Gomez, Director Perinar, Committee Chair Gallagher (5)

Nays: (0)

The motion PASSED.

Having no further items, Committee Chair Gallagher called on Executive Director Cassandra Rouse.

Executive Director's Items

Executive Director Rouse introduced Chief Internal Auditor Shaun Farmer to present to the Committee an update on the Internal Audit Department. [See attached presentation.](#)

Upon conclusion of the presentation, Committee Chair Gallagher thanked Mr. Farmer.

Executive Director Rouse next introduced Controller Patti Pearn to present for the Committee the final audited financial results for the year ended December 31, 2021. [See attached presentation.](#)

Upon conclusion of the presentation, Committee Chair Gallagher thanked Ms. Pearn.



Executive Director Rouse noted that the meeting agenda contains six items for the Committee's consideration.

Finance

Executive Director Rouse asked Cathy Williams, Chief Financial Officer, to present the following items:

Item 1: Approval of the FY 2023 Final Budget.

Item 2: Approval of the payment to the Illinois Auditor General Audit Expense Fund for the 2021 Financial Audit in the amount of \$488,865.00.

Item 3: Award of Contract 22-0152 to Mesirow Insurance Services, Inc. for the purchase of Cyber Liability Insurance Coverage in an amount not to exceed \$270,623.00 (Order Against CMS Master Contract).

Item 4: Approval to extend authorization to refund Series 2013A and 2014B bonds.

Upon conclusion of the presentation of items, Committee Chair Gallagher entertained a motion to consolidate for consideration and action Finance Items 1-4. Director Connolly made a motion to consolidate these items, seconded by Director Paddock. Committee Chair Gallagher asked that the roll be called on the motion, the vote of yeas and nays being as follows:

Yeas: Director Connolly, Director Paddock, Director Perinar, Director Sweeney, Committee Chair Gallagher (5)

Nays: (0)

The motion PASSED.

The motion to consolidate these items having carried, Committee Chair Gallagher entertained a motion to approve placement of **Finance Items 1-4** on the December Board of Directors meeting agenda with the Committee's recommendation for approval by the Board. Director Connolly made a motion to approve these items, seconded by Director Paddock. Committee Chair Gallagher asked that the roll be called on the motion, the vote of yeas and nays being as follows:

Yeas: Director Connolly, Director Paddock, Director Perinar, Director Sweeney, Committee Chair Gallagher (5)

Nays: (0)

The motion PASSED.



Internal Audit

Executive Director Rouse noted that earlier in the meeting, Mr. Farmer presented Internal Audit Item 1 for benefit of the Committee:

Item 1: Approval of the Two-Year Internal Audit Plan for 2023-2024.

Committee Chair Gallagher entertained a motion to approve placement of **Internal Audit Item 1** on the December Board of Directors meeting agenda with the Committee's recommendation for approval by the Board. Director Connolly made a motion to approve this item, seconded by Director Paddock. Committee Chair Gallagher asked that the roll be called on the motion, the vote of yeas and nays being as follows:

Yeas: Director Connolly, Director Paddock, Director Perinar, Director Sweeney, Committee Chair Gallagher (5)

Nays: (0)

The motion PASSED.

Legal

Executive Director Rouse asked that consideration of Legal Item 1 be deferred until the Executive Session of the full Board meeting.

Item 1: Approval of a Settlement Agreement. Cost to the Tollway: As discussed in Executive Session.

Committee Chair Gallagher stated that without objection, Legal Item 1 will be deferred to Executive Session of the full Board meeting.

Adjournment

There being no further Committee business, Committee Chair Gallagher entertained a motion to adjourn. Director Connolly made a motion to adjourn, seconded by Director Paddock. Committee Chair Gallagher asked that the roll be called on the motion, the vote of yeas and nays being as follows:

Yeas: Director Connolly, Director Paddock, Director Perinar, Director Sweeney, Committee Chair Gallagher (5)

Nays: (0)



The motion PASSED.

The meeting was adjourned at approximately 9:34 a.m.

A handwritten signature in cursive script that reads 'Christi Regnery'.

Minutes taken by: _____

Christi Regnery
Board Secretary
Illinois State Toll Highway Authority