



Record of Meeting | December 18, 2025

The Illinois State Toll Highway Authority (“Tollway”) held the regularly scheduled Finance & Audit Committee meeting on Thursday, December 18, 2025, 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 Chairman Arnaldo Rivera and posted in accordance with the requirements of the Open Meetings Act, 5 ILCS 120/1, *et seq.*

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

Call to Order / Roll Call

Given Director Connolly’s advance notice to the Board Secretary of his inability to attend due to business conflicts and given that a quorum of the committee was physically present, in accordance with the Open Meetings Act and Tollway By-laws, Committee Chair Perinar entertained a motion to allow Director Connolly’s participation by audio conference. Director Paddock made such a motion, seconded by Director Mehta. The motion PASSED unanimously by voice vote.

Committee Chair Perinar called the meeting to order at approximately 9:15 a.m. He then asked the Board Secretary to call the roll, those Directors present and absent being as follows:

Committee Members Present:
Director James Connolly <i>[by telephone]</i>
Director Manish Mehta
Director Scott Paddock
Committee Chair Gary Perinar, Jr.

Other Directors in Attendance:
Director Melissa Neddermeyer
Chairman Arnaldo Rivera
Director James Sweeney
Director Mark Wright

Committee Members Not Present:
Director Jacqueline Gomez

The Board Secretary declared a quorum present.

Public Comment

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



Committee Chair's Items

Committee Chair Perinar entertained a motion to approve **Committee Chair's Item 1**, the minutes of the regular Finance & Audit Committee meeting held on November 20, 2025. Director Paddock made a motion to approve the minutes, seconded by Director Mehta. The motion PASSED unanimously by voice vote.

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

Executive Director

Executive Director Rouse introduced Chief Internal Auditor Shaun Farmer to present an Internal Audit update and the 2-Year Audit Plan. [See attached presentation.](#)

Items for Consideration

Finance

Executive Director Rouse asked Chief Financial Officer Cathy Williams to present to the Committee the following item:

Item 1: Approval of the FY2026 Final Budget.

Upon conclusion of the item presentation, Committee Chair Perinar entertained a motion to approve placement of **Finance Item 1** on the December Board of Directors meeting agenda with the Committee's recommendation for approval by the Board. Director Mehta made a motion to approve this item, seconded by Director Paddock. The motion PASSED unanimously by voice vote.

Internal Audit

Item 1: Approval of the 2-Year Audit Plan for 2026-2027.

Committee Chair Perinar 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 Mehta made a motion to approve this item, seconded by Director Paddock. The motion PASSED unanimously by voice vote.

Adjournment



There being no further Committee business, Committee Chair Perinar entertained a motion to adjourn. Director Mehta made a motion to adjourn, seconded by Director Paddock. The motion PASSED unanimously by voice vote.

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

Minutes taken by: _____

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

Christi Regnery
Board Secretary
Illinois State Toll Highway Authority



INTERNAL AUDIT UPDATE

Shaun Farmer – Chief Internal Auditor

DECEMBER 18, 2025



PRESENTATION AGENDA

- 1 Key Board Updates
- 2 Internal Audit Charter
- 3 Internal Audit Resources
- 4 Audit Plan Considerations
- 5 Internal Audit Plan
- 6 Audit Department Highlights

2026 KEY UPDATES



Tentative Agenda Items

APR 4

- Summary of IA purpose, authority and responsibility
- Audit activities update
- Governance issues/concerns
- Internal control program updates

JUN 6

Internal control program updates

SEP 9

DEC 12

- Current state of Internal Audit resources
- Approval of two-year audit plan
- Audit charter review *(if needed)*

INTERNAL AUDIT CHARTER

Internal Audit confirms that there are no significant facts or matters that impacted or impaired our independence or scope of work as auditors.

Purpose

Responsibilities

Independence

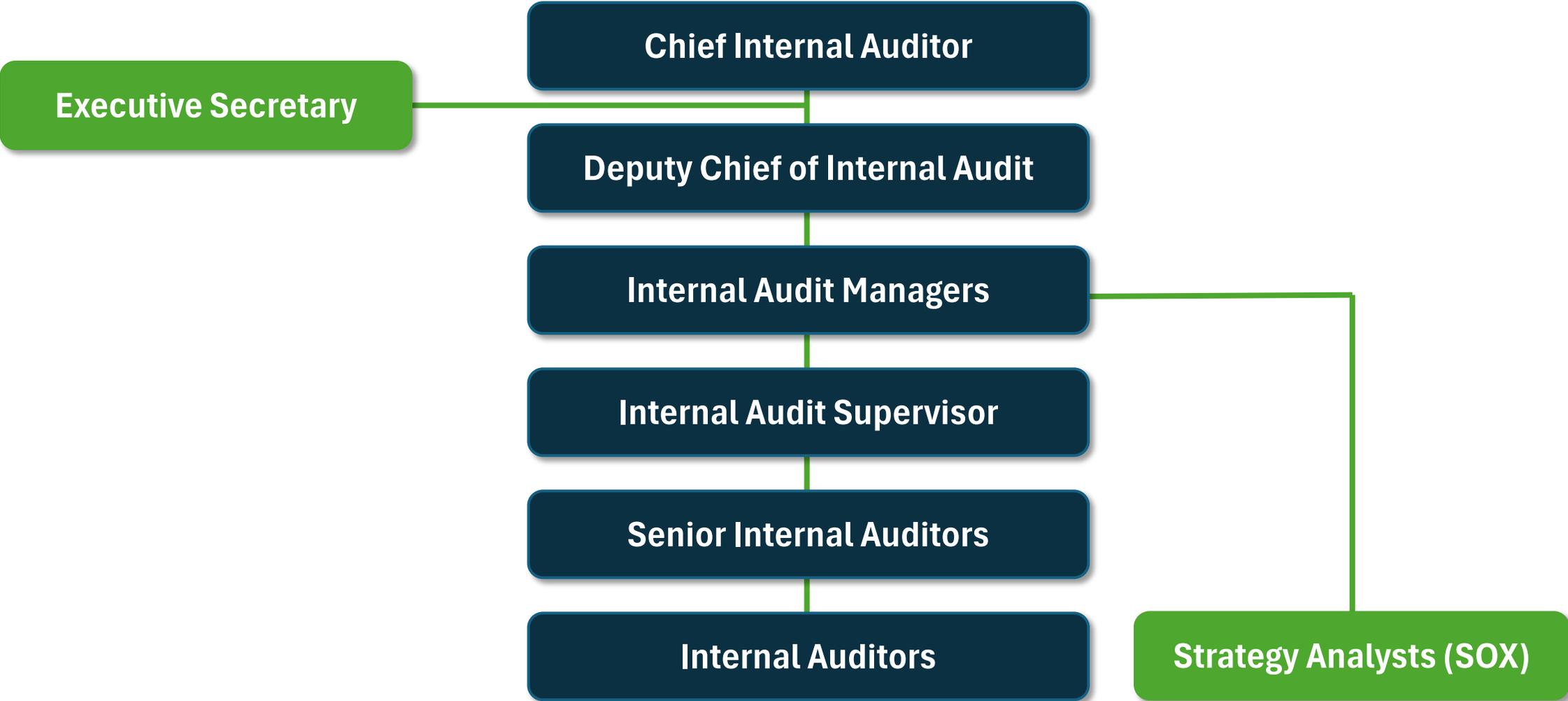
Accountability and Authority

Scope of Work

Reporting Process

Periodic Assessments

DEPARTMENT ORGANIZATION





ANNUAL ONGOING RISK-BASED EXERCISE

- 1 Determine possible areas of concern
- 2 Identify potential risk areas for consideration in annual audit plan
- 3 Examine resources/skillset across internal audit staff

KEY FACTORS

- Potential for impact on agency policies and procedures
- Changes in systems, processes, policies or procedures
- Results and time since last audit engagement
- Extent of government regulation
- Information and communication
- Transaction volume
- Staffing levels

CYCLE AUDIT SCHEDULE

2026

- Revenues and Receivables
- Property, Equipment and Inventories
- Budget, Accounting and Reporting
- Electronic Data Processing
- Administrative Support Services
- **Petty Cash** *(If Disbursements Exceed \$5,000)* **OR**

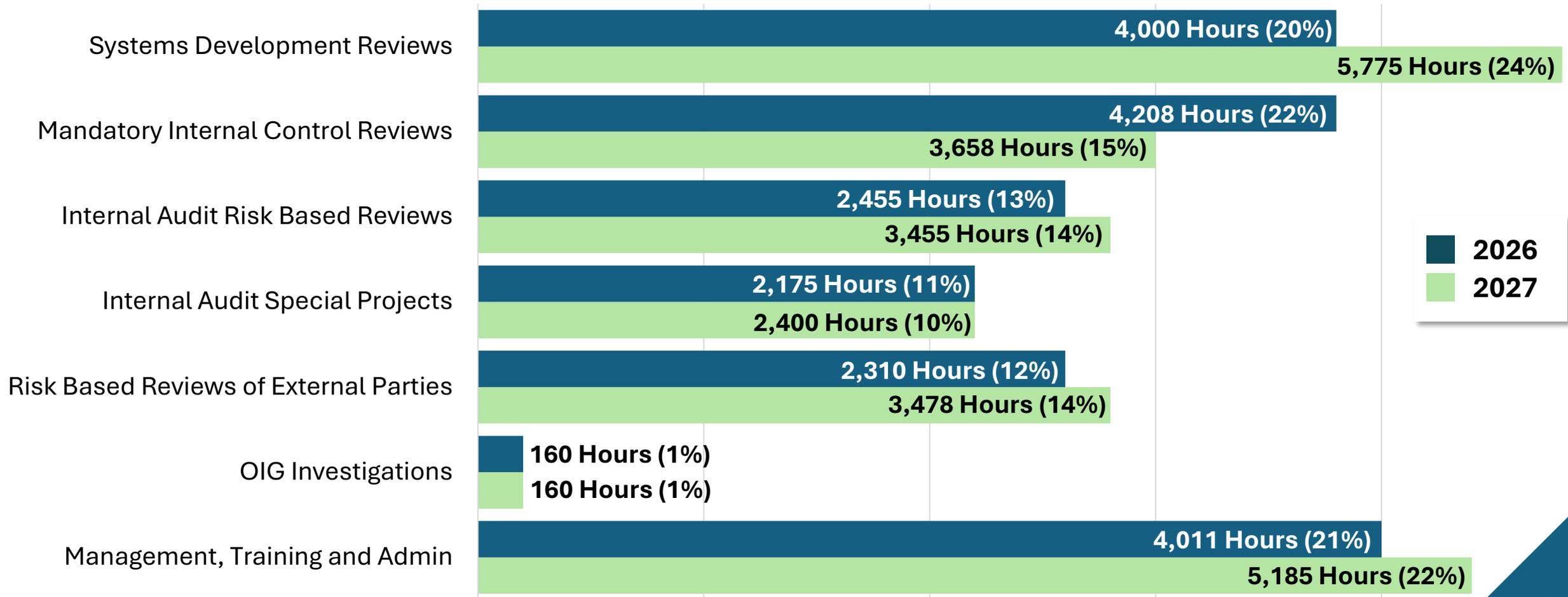
2027

- **Grant Administration** *(If Tollway Receives Any Grants)*
- Personnel and Payroll
- Purchasing, Contracting and Leasing
- Organization and Management
- Expenditure Control

2026/2027 INTERNAL AUDIT PLAN



Allocation of Available Hours



2025 AUDIT ACTIVITY HIGHLIGHTS



- Completed all required cycle audits
- Timely submittal of annual Internal Control Certification Letter (Auditor General)
- Annual September 30 letter to executive management
- Performed reviews of Finance, Facilities, Engineering, IT, vendors and key risk areas
- Partnered with business units on various strategic initiatives
- Updated internal policies, procedures and other relevant documents
- Rolled out Internal Audit Roadshow presentation
- Represented Tollway as audit and risk industry leader at multiple events
- Continued support of the Tollway's Enterprise Risk Management (ERM), SOX and third-party risk management programs

2025 AUDIT ACTIVITY HIGHLIGHTS



- Continued efforts on prevailing wage compliance
- Support of Tollway's annual PCI review
- Actively managed open audit findings; partnered with business for closure
- Assisted with liaison activities for the 2024 annual external audit
- Partnered with multiple state agencies for their adoption of industry best practices
- Enhanced training opportunities and skills
- Employee recognized by industry for outstanding leadership
- Multiple employees involved in the community and outreach efforts



THANK YOU

