



Record of Meeting | July 23, 2015

The Illinois State Toll Highway Authority (the “Tollway”) Board of Directors met in regular session on Thursday, July 23, 2015, in the Board Room of the Tollway’s Central Administration Building in Downers Grove, Illinois. The Meeting was held pursuant to By-Laws of the Tollway upon call and notice of the Meeting executed by Chairman Robert Schillerstrom and posted in accordance with the requirements of the Illinois *Open Meetings Act*. The Meeting was open to the public.

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

Call to Order / Pledge of Allegiance / Roll Call

Chairman Robert Schillerstrom called the Meeting to order at approximately 9:02 a.m., stating that this is the regularly scheduled meeting of the Board of Directors of the Tollway. He invited attendees to rise and join in the Pledge of Allegiance. He then asked the Board Secretary to call the roll, those Directors present and absent being as follows:

Board Members Present:
Chairman Bob Schillerstrom
Director Jim Banks
Director Corey Brooks
Director Earl Dotson <i>(entered 9:10 a.m.)</i>
Director Joseph Gomez
Director David Gonzalez
Director Craig Johnson
Director Nick Sauer

Board Members Not Present:
Governor Bruce Rauner <i>[ex officio]</i>
Secretary Randall Blankenhorn <i>[ex officio]</i>
Director James Sweeney

The Board Secretary declared a quorum present.

Public Comment

Chairman Schillerstrom opened the floor for public comment, requesting that speakers limit their remarks to three minutes.



Gerri Songer, Education Committee Chair for the High School District 214 Education Association, addressed the Board. Ms. Songer expressed concerns related to the Illinois Route 53/120 Project, suggesting that i) proposed financing plans would deplete local tax revenues; ii) toll rates as estimated by the Sierra Club would be burdensome to working Illinoisans; and iii) public safety/health may be jeopardized by hazardous freight transported on the proposed toll road. Chairman Schillerstrom thanked Ms. Songer for her comments.

Rob Sherman, of Buffalo Grove, addressed the Board [*handouts submitted by Mr. Sherman were provided to Board members*]. Mr. Sherman expressed concerns with the current all-male make-up of the Board. Chairman Schillerstrom thanked Mr. Sherman for his comments.

Sid Mathias, Lake County Board member, addressed the Board. Mr. Mathias referred Directors to the letter, signed by 40 mayors representing 88% of the residents of Lake County, recently conveyed to them from Lake County Board Chairman Aaron Lawlor. He emphasized the intent of the letter is to communicate the strong consensus achieved among Lake County leaders and stakeholders for a vision for the Illinois Route 53/120 Project. He suggested that the Illinois Route 53/120 Blue Ribbon Advisory Council ("BRAC") plan balances development with environmental protections and that leaders agree on a package of responsible and innovative financial recommendations to help fund the Project. He further suggested that a broad land use strategy for the corridor is nearing completion that provides a balance between environmental stewardship, economic growth and congestion relief. He proposed that the Project would generate substantial economic development regionally and should it fail to advance, significant investment will still need to be made in existing transportation systems but without the environmental standards of the BRAC plan. Mr. Mathias urged the Board to move forward with the Environmental Impact Statement that will produce the details needed to advance the Project. Chairman Schillerstrom thanked Mr. Mathias for his statement.

Robert Baker, president of Save our Community Coalition, addressed the Board. Mr. Baker inquired about the status of the mentor/protégé program for construction being explored by the Tollway. He additionally asked for the participation levels of African American firms in the \$1.6 billion in Capital Program investments planned for 2015. **Chairman Schillerstrom** thanked Mr. Baker for his comments and **advised him that staff will reach out post-meeting to reply to his questions.**

[*Director Dotson entered at 9:10 a.m.*]



Chair's Items

Chairman Schillerstrom called for a motion to approve **Chair's Item 1**, the Minutes of both the regular Board of Directors meeting and the Executive Session held on June 25, 2015. Director Banks made a motion for approval; seconded by Director Gomez. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion. Hearing none, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Banks, Director Gomez, Director Brooks, Director Dotson, Director Johnson, Director Sauer, Chairman Schillerstrom (7).

Nays: None (0)

Abstentions: Director Gonzalez (1)

The motion to approve PASSED.

Chairman Schillerstrom called for a motion to approve **Chair's Item 2**, Resolution 4.0/2 appointing Susanne Canik as Assistant Board Secretary. Director Sauer made a motion for approval; seconded by Director Johnson. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion. Hearing none, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Sauer, Director Johnson, Director Banks, Director Brooks, Director Dotson, Director Gomez, Director Gonzalez, Chairman Schillerstrom (8).

Nays: None (0)

The motion to approve PASSED.

Chairman Schillerstrom called for a motion to approve **Chair's Item 3**, Resolution 4.0/3 designating committee assignments and modifications to committee charters. Director Sauer made a motion for approval; seconded by Director Johnson. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion.

Chairman Schillerstrom clarified that this and the following resolution include modifications to the Committee Charters (through Resolution 4.0/3) and Tollway By-Laws (through Resolution 4.0/4) to allow a process by which the Committee Chair and the Chairman of the Board can assign



Board members to serve on committees as alternates for a particular meeting when needed for quorum purposes, rather than assigning permanent alternates to individual committees as has been historical practice.

Hearing no further questions or discussion, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Sauer, Director Johnson, Director Banks, Director Brooks, Director Dotson, Director Gomez, Director Gonzalez, Chairman Schillerstrom (8).

Nays: None (0)

The motion to approve PASSED.

Chairman Schillerstrom called for a motion to approve **Chair's Item 4**, Resolution 4.0/4 amending the By-Laws regarding standing committee appointments. Director Banks made a motion for approval; seconded by Director Dotson. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion. Hearing none, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Banks, Director Dotson, Director Brooks, Director Gomez, Director Gonzalez, Director Johnson, Director Sauer, Chairman Schillerstrom (8).

Nays: None (0)

The motion to approve PASSED.

Chairman Schillerstrom requested that copies of the revised Tollway By-Laws be conveyed to Directors post-meeting.

Chairman Schillerstrom then relayed his positive experiences working over the years with Kristi Lafleur and expressed his and the Board's appreciation for her valuable contributions to the Tollway. He remarked that Ms. Lafleur has performed yeoman's duty at the Tollway, which is a better place as a result of her tenure as Executive Director. Chairman Schillerstrom then read aloud, for benefit of the record, Resolution 4.0/5, stating as follows:

WHEREAS, Kristi Lafleur served as Executive Director of the Illinois State Toll Highway Authority from April 19, 2010 through July 22, 2015;



WHEREAS, through her leadership, the Illinois Tollway enhanced customer service; maintained financial integrity; promoted the regional economy; increased collaboration with regional transportation entities; enhanced the public trust through transparency and accountability; fostered environmental responsibility and sustainability; maintained the safety and efficiency of the Tollway system; and furthered the preservation of the Tollway system and improvements to the regional transportation network with the development and passage of the Tollway's Move Illinois Capital Program;

WHEREAS, the dedication and efforts of this individual will enable the Tollway to continue providing the people of the State of Illinois and the motoring public with a safe, modern and efficient toll highway system fully integrated with electronic toll collection; and

WHEREAS, the Illinois Tollway and the State of Illinois will benefit for years to come from her leadership;

NOW, THEREFORE, BE IT RESOLVED by the Illinois State Toll Highway Authority as follows:

That as a sign of respect, thanks and esteem, the Members of the Board of Directors of the Illinois State Toll Highway Authority, on behalf of all Tollway employees, express their gratitude to Kristi Lafleur for her valuable contributions to the Tollway by presenting her with a copy of this Resolution, and that this Resolution be placed on record in the Minutes of the Illinois State Toll Highway Authority.

Chairman Schillerstrom called for a motion to approve **Chair's Item 5**, Resolution 4.0/5 expressing appreciation of Kristi Lafleur's service to the Tollway. Director Banks made a motion for approval; seconded by Director Dotson. Chairman Schillerstrom asked if there were any questions or comments. Hearing none, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Banks, Director Dotson, Director Brooks, Director Gomez, Director Gonzalez, Director Johnson, Director Sauer, Chairman Schillerstrom (8).

Nays: None (0)

The motion to approve PASSED.



Chairman Schillerstrom noted that the Tollway has a memento gift which will be forwarded to Ms. Lafleur.

Chairman Schillerstrom announced that Pastor Corey Brooks was recently appointed to the Illinois Tollway Board by Governor Rauner. The Chairman provided an overview of Director Brooks' background and then welcomed him to the Tollway team. Director Brooks expressed his appreciation for the welcome.

Chairman Schillerstrom informed the Board that he and Director Dotson were joined by local community leaders at a recent groundbreaking event for the Irene Road Interchange on the Jane Addams Memorial Tollway (I-90), emphasizing that the Tollway project includes local cost participation and will be an economic engine that will help trigger new development and job creation in this area.

Chairman Schillerstrom congratulated Director Dotson who was recently named one of 40 emerging leaders from Illinois to be selected as an Edgar Fellow for 2015. He noted this is the fourth year of the initiative, named for former Illinois Governor Jim Edgar, to highlight and inspire bipartisan, inter-regional cooperation in addressing major challenges in the state.

Chairman Schillerstrom then called on Greg Bedalov, Executive Director.

Executive Director

2014 Comprehensive Annual Financial Report: Executive Director Bedalov stated that the agency's Comprehensive Annual Finance Report is a component of the Finance Department's regular reporting process to the Board of Directors. He highlighted that the most recent Report indicates the Tollway is maintaining a healthy balance sheet. Mr. Bedalov then introduced Mike Colsch, Chief of Finance, to present an overview of the agency's Comprehensive Annual Finance Report for 2014. [See attached presentation.](#)

Bond Sale Results 2015 Series A: Executive Director Bedalov reported that the Tollway recently issued \$400 million in new revenue bonds, proceeds from which are being used to fund *Move Illinois* Capital Program investments. He highlighted that the Tollway's solid credit and coverage ratios are allowing the agency to keep the costs of borrowing within projections. Mr. Bedalov then re-introduced Mr. Colsch to review the results of the sale of the Tollway's Series 2015A Bonds. [See attached presentation.](#)



Central Tri-State Tollway (I-294): Executive Director Bedalov reminded Directors that the next major *Move Illinois* project is the reconstruction of the Central Tri-State Tollway (I-294) between Balmoral Avenue and 95th Street scheduled for 2020-2022 with advance work to begin as soon as 2018. He then introduced Rocco Zucchero, Deputy Chief of Engineering for Planning, to provide an overview of the Central Tri-State Corridor and the master plan process. [See attached presentation.](#)

Chairman Schillerstrom asked for elaboration on the “additional truck parking and other freight strategies” listed as a consideration of the planning process for the Central Tri-State Corridor. Mr. Zucchero suggested that lengthy backups of parked semi-trailer trucks along ramps to and from the Hinsdale and O’Hare oases exemplify the need for additional truck parking. Addressing other freight strategies being considered, Mr. Zucchero highlighted the benefits of potentially enhancing access to major freight facilities on the Corridor.

Director Johnson, first complimenting the Tollway’s maintenance of traffic during the reconstruction and widening of the Jane Addams Memorial Tollway (I-90), inquired how many lanes are anticipated to be open during reconstruction of the Central Tri-State (I-294). Mr. Zucchero acknowledged the unique challenges to the Tollway of attempting full reconstruction on four existing lanes, stressing that maintenance of traffic is a critical element still to be developed and an impetus for early initiation of the master plan process.

Director Johnson commended the Tollway’s formation of the Central Tri-State Tollway (I-294) Corridor Planning Council, suggesting that local input will enhance the project as it has with the Jane Addams Memorial Tollway (I-90) Rebuilding and Widening Project.

With permission of the Chair, Mr. Sherman inquired about Tollway strategies to address congestion and improve capacity at the interchange connecting the Tri-State Tollway (I-294) and the Dwight D. Eisenhower Expressway (I-290). Mr. Zucchero responded that the interchange will be a consideration of the master planning process; however, addressing the congestion issues will require a collaborative effort involving the Illinois Department of Transportation and the Federal Highway Administration.

Additional Items: Executive Director Bedalov then provided a summary of his first month as Executive Director, highlighting the many interactions with and insights gained from Tollway staff and Board members.



Executive Director Bedalov announced and invited Directors and the public to attend an Elgin O'Hare Western Access ("EOWA") Project ribbon-cutting event to occur on July 24, celebrating the opening of the first ramps of the I-290 Interchange Project at Illinois Route 390 in Itasca.

Executive Director Bedalov invited interested parties to attend the construction and professional services networking event being hosted by the Tollway in Lombard on July 27. He explained that the event is intended to connect large and small businesses interested in participating in upcoming projects and diversity programs - including disadvantaged, minority- and women-owned business enterprises, as well as veteran-owned firms.

Executive Director Bedalov expressed it was his privilege to attend along with Director Gomez and Governor Rauner the Illinois State Police ("ISP") 8th Annual Heritage Motorcycle Run recently held to fund the construction of a memorial park and to honor the lives of fallen Illinois State Troopers. He commented that it was a moving event and that he looks forward to supporting the Tollway's role as host in the years to come. He inquired if Director Gomez or Lieutenant Robert Meeder, Acting District Commander of ISP District 15, wished to provide further comment.

Director Gomez congratulated Lt. Meeder and ISP District 15, commenting the event was well attended, including families of fallen and injured State Troopers, and that it is his hope the event continues to grow so that the memorial in Springfield can be fully funded. Lt. Meeder thanked the Tollway for its partnership in hosting the event.

Items for Consideration

Chairman Schillerstrom observed that because the Committees of the Board of Directors did not meet in July, there will not be a consent agenda for consideration at the Meeting as is customary and that action items on the Meeting agenda will be considered individually by the full Board.

Finance: Chairman Schillerstrom then called on Mr. Colsch to present the following Finance Item for consideration by the Board.

Item 1: Resolution approving payment to the Illinois Auditor General Audit Expense Fund for the 2014 Financial & Compliance Audit.

Chairman Schillerstrom called for a motion to approve **Finance Item 1**. Director Gomez made a motion for approval; seconded by Director Johnson. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion.



Chairman Schillerstrom asked if the Tollway has any ability to negotiate price for the audit services. Mr. Colsch responded in the negative, explaining that the Illinois Auditor General procures and awards the contract for these services.

Chairman Schillerstrom inquired about the rotation of audit firms contracted to perform the independent external audit conducted on behalf of the Illinois Auditor General. Mr. Colsch responded that the practice of the Illinois Auditor General's office is to rotate firms every five years.

Hearing no further questions or discussion, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Gomez, Director Johnson, Director Banks, Director Brooks, Director Dotson, Director Gonzalez, Director Sauer, Chairman Schillerstrom (8).

Nays: None (0)

The motion to approve PASSED.

Procurement: Chairman Schillerstrom then called on Mr. Donato to present the following Procurement Items for consideration by the Board:

Mr. Donato informed the Board that the first five items are orders against Illinois Department of Central Management Services ("CMS") master contracts, explaining that these are procurements which CMS solicits, evaluates and awards and which have been vetted by all entities involved in the procurement process. Mr. Donato highlighted that the Tollway benefits from the CMS Joint Purchasing Program through reduced administrative expenses and price discounts achieved as a result of the state's substantial purchasing power.

Item 1: Award of Contract 15-0093 to Patson, Inc. (d.b.a. TransChicago Truck Group) and Rush Truck Centers of Illinois, Inc. (d.b.a. Rush Truck Center, Springfield East) for the purchase of Snowplow Trucks in an aggregate amount not to exceed \$5,219,936.00 (Order Against CMS Master Contract).

Chairman Schillerstrom inquired about the mileage thresholds of the Tollway's replacement schedule for snowplow trucks. Mr. Donato responded that trucks which exceed 7000 engine hours are identified for replacement. He advised that mileage on snowplow trucks does not wholly reflect the level of engine wear, explaining that engine idling is a more significant factor in snowplow operations than in typical fleet vehicle operations.



Director Johnson requested confirmation that lengthy procurement timetables are the reason for the purchase at the present time of the thirteen new snowplow truck fleet additions intended for service on Illinois Route 390, the Tri-State Tollway (I-294)/I-57 Interchange and additional lanes on the Jane Addams Memorial Tollway (I-90). Mr. Donato confirmed, explaining that these vehicle orders require a lead time for assembly of approximately 10 to 12 months.

Director Gomez inquired about the methods utilized for the disposal of unneeded vehicles. Mr. Donato responded that replaced vehicles are sold at public auction.

Item 2: Award of Contract 15-0079 to AT&T Datacomm, Inc. for the purchase of a Cisco Network Infrastructure Upgrade in an amount not to exceed \$2,827,720.60 (Order Against CMS Master Contract).

Chairman Schillerstrom asked whether seven years was the originally anticipated life expectancy for the equipment that currently supports the Tollway's Traffic and Incident Management System ("TIMS"). Joe Kambich, Chief of Information Technology, responded affirmatively.

Item 3: Award of Contract 15-0091 to W.W. Grainger, Inc. for the purchase of Maintenance, Repair, and Operations Catalog Products in an amount not to exceed \$1,000,000.00 (Order Against CMS Master Contract).

Item 4: Renewal of Contract 14-0098 to 3M Company for the purchase of Reflective Sheeting in an amount not to exceed \$450,000.00 (Order Against CMS Master Contract).

Item 5: Increase to Contract 14-0074 to Comsource Services, Inc. for the purchase of Whelen Amber Lighting Products and Parts in an amount not to exceed \$50,000.00 (Order Against CMS Master Contract).

Without objection, Chairman Schillerstrom called for a motion to consolidate approval of Procurement Items 1 through 5. Director Banks made such a motion; seconded by Director Dotson. The motion was approved unanimously.

Chairman Schillerstrom then requested a motion to approve **Procurement Items 1 through 5**. Director Johnson made a motion for approval; seconded by Director Gomez. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion. Hearing none, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:



Yeas: Director Johnson, Director Gomez, Director Banks, Director Brooks, Director Dotson, Director Gonzalez, Director Sauer, Chairman Schillerstrom (8).

Nays: None (0)

The motion to approve PASSED.

Mr. Donato then introduced Gustavo Giraldo, Chief of Diversity and Strategic Development, to provide additional background on Procurement Item 6 by means of a presentation on the Tollway initiative which Continues to Develop Technical Assistance. [See attached presentation.](#)

Item 6: Award of Contract 13-0236 to Illinois State Black Chamber of Commerce and HACIA Scholarship Foundation for the purchase of Small Business Technical Assistance Services in an aggregate amount not to exceed \$1,384,390.69 (Tollway Request for Proposals).

Chairman Schillerstrom requested a motion to approve **Procurement Item 6**. Director Gomez made a motion for approval; seconded by Director Sauer. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion.

Director Gomez commented on the importance to the Tollway and minority vendors of this contract award, suggesting that minority vendors experience unique challenges in accessing capital and getting bonded. He commended the Board and the Tollway's initiative to provide technical assistance in all areas of business development required to become heavy highway construction contractors.

Director Gonzalez asked the amount of the Tollway's current financial allocation to Zone 1 for technical assistance and other Diversity Program initiatives. Mr. Giraldo responded that technical assistance needs in Zone 1 are currently being served by Tollway partnerships with the Hispanic Chamber of Commerce (through the Construction Coaching for Growth Program) and with the Illinois Community College Board (through the Construction Business Development Center), at a combined cost to the Tollway of approximately \$800,000 annually.

Director Gonzalez recommended that the Tollway allocate additional resources to all Tollway diversity programs, including within Zone 1, in an effort to expand participation from within historically disadvantaged contractor communities. He proposed that the upcoming major *Move Illinois* Capital Program investment in reconstruction of the Central Tri-State Tollway (I-294) should occasion an increase in Tollway funding of diversity initiatives. He expressed his support for the award to the Illinois State Black Chamber of Commerce, suggesting this provision along



with additional Tollway allocations will help grow participation of African American-owned firms, currently underrepresented on Tollway projects.

Director Dotson stated that he concurs with the sentiments expressed by Directors Gonzalez and Gomez. He then asked about a timeframe for completion of the current exploration of technical assistance options to serve Zone 4. Mr. Giraldo responded that a coverage solution for Zone 4 is expected to be identified by the end of the year or early in 2016.

Director Gomez, noting the lack of specificity in the item summary, asked if enhanced technical assistance services are also offered to women- and veteran-owned small businesses. Mr. Giraldo clarified that the technical assistance programs are offered to any transportation-related construction firm interested in participating, including but not limited to small, disadvantaged, minority-, veteran-, and women-owned businesses.

Chairman Schillerstrom asked if there were any other questions, concerns or requests for discussion. Hearing none, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Gomez, Director Sauer, Director Banks, Director Brooks, Director Dotson, Director Gonzalez, Director Johnson, Chairman Schillerstrom (8).

Nays: None (0)

The motion to approve PASSED.

*Item 7: Renewal of Contract 06-0081 to Marketing Alternatives, Inc. for the purchase of *999 Motorist Assistance Program Services in an amount not to exceed \$300,000.00 (Tollway Request for Proposals).*

Chairman Schillerstrom called for a motion to approve **Procurement Item 7**. Director Johnson made a motion for approval; seconded by Director Banks. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion. Hearing none, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Johnson, Director Banks, Director Brooks, Director Dotson, Director Gomez, Director Gonzalez, Director Sauer, Chairman Schillerstrom (8).

Nays: None (0)



The motion to approve PASSED.

Item 8. Amendment to Contract 07-0099 to Maron Structure Technologies (d.b.a. Structure Technologies, Inc.) for the purchase of PBX Phone Maintenance Services in an amount not to exceed \$231,232.30 (Tollway Request for Proposals).

Chairman Schillerstrom called for a motion to approve **Procurement Item 8**. Director Johnson made a motion for approval; seconded by Director Dotson. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion. Hearing none, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Johnson, Director Dotson, Director Banks, Director Brooks, Director Gomez, Director Gonzalez, Director Sauer, Chairman Schillerstrom (8).

Nays: None (0)

The motion to approve PASSED.

Item 9: Award of Contract 13-0214R to Meggitt Training Systems, Inc. for the purchase of an Indoor Firing Range in an amount not to exceed \$433,926.10 (Tollway Invitation for Bids).

Chairman Schillerstrom called for a motion to approve **Procurement Item 9**. Director Gomez made a motion for approval; seconded by Director Banks. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion.

Chairman Schillerstrom asked if other police departments are permitted to use the indoor firing range. Lt. Meeder responded in the negative, citing liability issues as the reason.

Director Johnson, observing that Elk Grove Village has a police training facility which permits participation by other police departments, inquired whether liability issues might be overcome and further suggested that cost participation by other departments might reduce Tollway costs for the indoor firing range. Lt. Meeder identified issues related to lead contamination as one of the reasons for restricting range usage to ISP personnel, clarifying that many departments do not utilize the frangible ammunition needed to comply with current facility standards.

Hearing no further questions or discussion, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:



Yeas: Director Gomez, Director Banks, Director Brooks, Director Dotson, Director Gonzalez, Director Johnson, Director Sauer, Chairman Schillerstrom (8).

Nays: None (0)

The motion to approve PASSED.

Item 10: Award of Contract 14-0152 to Cicero Mfg. & Supply Company, Inc. for the purchase of CeraTech Fast-Setting Cement in an amount not to exceed \$356,250.00 (Tollway Invitation for Bids).

Chairman Schillerstrom called for a motion to approve **Procurement Item 10**. Director Sauer made a motion for approval; seconded by Director Johnson. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion.

Director Sauer asked if the reason for receiving only one bid response is because the required brand of fast-setting cement is a specialty item. Mr. Donato responded affirmatively, noting that additionally, state requirements and the small amount were reasons provided by some vendors for electing not to submit bid responses.

Hearing no further questions or discussion, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Sauer, Director Johnson, Director Banks, Director Brooks, Director Dotson, Director Gomez, Director Gonzalez, Chairman Schillerstrom (8).

Nays: None (0)

The motion to approve PASSED.

Item 11: Award of Contract 14-0091 to Rush Truck Centers of Illinois, Inc. (d.b.a. Rush Truck Center, Springfield East) for the purchase of Medium- and Heavy-Duty Trucks (Line Item 1) in an amount not to exceed \$354,996.00 (Tollway Invitation for Bids).

Chairman Schillerstrom called for a motion to approve **Procurement Item 11**. Director Banks made a motion for approval; seconded by Director Dotson. Chairman Schillerstrom asked if there



were any questions, concerns or requests for discussion. Hearing none, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Banks, Director Dotson, Director Brooks, Director Gomez, Director Gonzalez, Director Johnson, Director, Sauer, Chairman Schillerstrom (8).

Nays: None (0)

The motion to approve PASSED.

Item 12: Award of Contract 13-0057 to Advanced Disposal Services Orchard Hills Landfill, Inc.; Markham Transfer & Recycling, LLC; and Advanced Disposal Services Zion Landfill, Inc. for the purchase of Landfill Services in an aggregate amount not to exceed \$217,080.00 (Tollway Invitation for Bids).

Chairman Schillerstrom called for a motion to approve **Procurement Item 12**. Director Johnson made a motion for approval; seconded by Director Dotson. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion. Hearing none, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Johnson, Director Dotson, Director Banks, Director Brooks, Director Gomez, Director Gonzalez, Director Sauer, Chairman Schillerstrom (8).

Nays: None (0)

The motion to approve PASSED.

Item 13: Award of Contract 14-0028 to Lone Star-Cardinal Motorcycle Ventures III, LLC (d.b.a. Fox River Harley-Davidson) for the Lease of Motorcycles for Illinois State Police District 15 in an amount not to exceed \$175,640.00 (Tollway Invitation for Bids).

Chairman Schillerstrom called for a motion to approve **Procurement Item 13**. Director Gomez made a motion for approval; seconded by Director Dotson. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion.

Chairman Schillerstrom asked if ISP District 15 has used motorcycles previously. Lt. Meeder responded affirmatively, explaining that motorcycles are especially effective in construction zones and on the Jane Addams Memorial Tollway (I-90).



Chairman Schillerstrom asked why motorcycles are more effective in the identified areas. Lt. Meeder responded that motorcycles provide high acceleration response capabilities and increased maneuverability through traffic congestion in response to accidents. He added that motorcycles are also used to assist the state with escort of dignitaries.

Hearing no further questions or discussion, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Gomez, Director Dotson, Director Banks, Director Brooks, Director Gonzalez, Director Johnson, Director Sauer, Chairman Schillerstrom (8).

Nays: None (0)

The motion to approve PASSED.

Item 14: Award of Contract 14-0109 to Chicago Backflow, Inc. (d.b.a. CBI) for the purchase of Backflow Inspection and Repair Services in an amount not to exceed \$114,000.00 (Tollway Invitation for Bids).

Chairman Schillerstrom called for a motion to approve **Procurement Item 14**. Director Johnson made a motion for approval; seconded by Director Banks. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion. Hearing none, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Johnson, Director Banks, Director Brooks, Director Dotson, Director Gomez, Director Gonzalez, Director Sauer, Chairman Schillerstrom (8).

Nays: None (0)

The motion to approve PASSED.

Item 15: Award of Contract 15-0030 to Precision Control Systems of Chicago, Inc. for the purchase of Building Automation Maintenance and Repair Services in amount not to exceed \$191,400.00 (Tollway Sole Source).

Chairman Schillerstrom called for a motion to approve **Procurement Item 15**. Director Sauer made a motion for approval; seconded by Director Banks. Chairman Schillerstrom asked if there



were any questions, concerns or requests for discussion. Hearing none, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Sauer, Director Banks, Director Brooks, Director Dotson, Director Gomez, Director Gonzalez, Director Johnson, Chairman Schillerstrom (8).

Nays: None (0)

The motion to approve PASSED.

Item 16: Award of Contract 14-0175 to TASER International, Inc. for the purchase of Conducted Electrical Weapons in an amount not to exceed \$163,333.70 (Tollway Sole Source).

Chairman Schillerstrom called for a motion to approve **Procurement Item 16**. Director Dotson made a motion for approval; seconded by Director Sauer. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion. Hearing none, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Dotson, Director Sauer, Director Banks, Director Brooks, Director Gomez, Director Gonzalez, Director Johnson, (7).

Nays: Chairman Schillerstrom (1)

The motion to approve PASSED.

Chairman Schillerstrom then called for a motion to recess for approximately ten minutes. Director Gomez made such a motion; seconded by Director Sauer. The motion was approved unanimously.

[The meeting recessed at approximately 10:39 a.m. and resumed at approximately 10:50 a.m.]

Engineering: Chairman Schillerstrom observed that the question of approval of Engineering Item 1, an acceptance of proposal from d'Escoto, Inc. on contract RR 14 4200, was previously put to vote in identical form at the June Board of Directors meeting. He advised that although the motion to approve Engineering Item 1 did not receive any negative votes, it did not receive sufficient affirmative votes at that time for passage pursuant to the Authority's By-Laws, thus making it appropriate for renewal at this session.



Chairman Schillerstrom then made a motion to renew for consideration Engineering Item 1; seconded by Director Dotson. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion. Hearing none, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Chairman Schillerstrom Director Dotson, Director Banks, Director Brooks, Director Gomez, Director Gonzalez, Director Johnson, Director Sauer (8).

Nays: None (0)

The motion to renew PASSED.

Item 1: Acceptance of Proposal from d'Escoto, Inc. on Contract RR 14-4200 for Construction Management Services for Maintenance Facilities Construction Management Upon Request on the Tri-State Tollway (I-294) at Maintenance Facility M-2 (Hillside) and the Veterans Memorial Tollway (I-355) at Maintenance Facility M-14 (Downers Grove), in an amount not to exceed \$600,000.00.

With the item renewed for consideration, Chairman Schillerstrom then called for a motion to approve **Engineering Item 1**. Director Gomez made a motion for approval; seconded by Director Johnson. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion. Hearing none, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Gomez, Director Johnson, Director Banks, Director Brooks, Director Dotson, Director Gonzalez, Director Sauer, Chairman Schillerstrom (8)

Nays: None (0)

The motion to approve PASSED.

Item 2: Award of Contract RR-13-5660R to Curran Contracting Company for Roadway Resurfacing and Reconstruction on the Ronald Reagan Memorial Tollway (I-88) from Milepost 44.2 (US Route 30) to Milepost 55.1 (US Route 52) in the amount of \$57,183,623.93.

Chairman Schillerstrom requested a motion to approve **Engineering Item 2**. Director Dotson made a motion for approval; seconded by Director Banks. Chairman Schillerstrom asked if there



were any questions, concerns or requests for discussion. Hearing none, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Dotson, Director Banks, Director Brooks, Director Gomez, Director Gonzalez, Director Johnson, Director Sauer, Chairman Schillerstrom (8)

Nays: None (0)

The motion to approve PASSED.

Item 3: Award of Contract RR-15-8127 to Monaco Mechanical, Inc. for Plaza HVAC Improvements on the Tri-State Tollway (I-294) at Milepost 19.7 (82nd Street Plaza 36), Milepost 19.3 (83rd Street Plaza 39) and Milepost MP 5.6 (163rd Street Plaza 41) and on the Reagan Memorial Tollway (I-88) at Milepost 117.8 (Aurora Plaza 61) and on the Veterans Memorial Tollway (I-355) at Milepost 14.4 (Boughton Road Plaza 89) in the amount of \$1,097,301.52.

Chairman Schillerstrom requested a motion to approve **Engineering Item 3**. Director Dotson made a motion for approval; seconded by Director Johnson. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion. Hearing none, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Dotson, Director Johnson, Director Banks, Director Brooks, Director Gomez, Director Gonzalez, Director Sauer, Chairman Schillerstrom (8)

Nays: None (0)

The motion to approve PASSED.

Item 4: Award of Contract RR-15-9180 to Voris Mechanical, Inc. for Plaza HVAC Improvements on the Jane Addams Memorial Tollway (I-90) at Milepost 3.5 (South Beloit Plaza 1), Milepost 53.8 (Elgin Plaza 9) and on the Veterans Memorial Tollway (I-355) at Milepost 27.8 (North Avenue Plaza 75) in the amount of \$1,125,220.00.

Chairman Schillerstrom requested a motion to approve **Engineering Item 4**. Director Dotson made a motion for approval; seconded by Director Johnson. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion. Hearing none, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:



Yeas: Director Dotson, Director Johnson, Director Banks, Director Brooks, Director Gomez, Director Gonzalez, Director Sauer, Chairman Schillerstrom (8)

Nays: None (0)

The motion to approve PASSED.

Chairman Schillerstrom called on Paul Kovacs, Chief Engineer, to present for Board consideration the following Engineering item:

Item 5: Acceptance of Proposal from H.W. Lochner / HDR Engineering Inc. / Quigg Engineering, Inc. on Contract RR-14-4221 for Master Plan and Design Services on the Tri-State Tollway (I-294) at Milepost 21.5 (Mile-Long Bridge), in an amount not to exceed \$38,900,334.54. [Recusal: Chairman Schillerstrom]

During the item summary, Mr. Kovacs noted that this and the following three professional services contracts are important elements in the master plan process for reconstruction of the Central Tri-State Tollway (I-294) Corridor, the next major *Move Illinois* Capital Program project.

Chairman Schillerstrom then requested a motion to approve **Engineering Item 5**. Director Gomez made a motion for approval; seconded by Director Sauer. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion. Hearing none, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Gomez, Director Sauer, Director Banks, Director Brooks, Director Dotson, Director Gonzalez, Director Johnson (7)

Nays: None (0)

Recusal: Chairman Schillerstrom (1)

The motion to approve PASSED.

Chairman Schillerstrom asked Mr. Kovacs to present for Board consideration the following Engineering item:

Item 6: Acceptance of Proposal from Bowman, Barrett & Associates, Inc. on Contract RR-14-4222 for Master Plan and Design Services on the Tri-State Tollway (I-294) at Milepost 26.6



(Burlington Northern Santa Fe (BNSF) Railroad Bridge), in an amount not to exceed \$5,690,617.78.

Chairman Schillerstrom requested a motion to approve **Engineering Item 6**. Director Johnson made a motion for approval; seconded by Director Dotson. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion. Hearing none, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Johnson, Director Dotson, Director Banks, Director Brooks, Director Gomez, Director Gonzalez, Director Sauer, Chairman Schillerstrom (8)

Nays: None (0)

The motion to approve PASSED.

Chairman Schillerstrom asked Mr. Kovacs to present for Board consideration the following Engineering item:

Item 7: Acceptance of Proposal from TranSystems / exp US Services, Inc. on Contract RR-14-4223 for Master Plan Services on the Tri-State Tollway (I-294) from Milepost 17.5 (95th Street) to Milepost 29.5 (Cermak Road), in an amount not to exceed \$23,374,330.97.

Chairman Schillerstrom requested a motion to approve **Engineering Item 7**. Director Dotson made a motion for approval; seconded by Director Johnson. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion. Hearing none, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Dotson, Director Johnson, Director Banks, Director Brooks, Director Gomez, Director Gonzalez, Director Sauer, Chairman Schillerstrom (8)

Nays: None (0)

The motion to approve PASSED.

Chairman Schillerstrom asked Mr. Kovacs to present for Board consideration the following Engineering item:



Item 8: Acceptance of Proposal from Jacobs Engineering Group, Inc./EFK Moen, LLC/Hanson Professional Services, Inc. on Contract RR-14-4224 for Master Plan Services on the Tri-State Tollway (I-294) from Milepost 29.5 (Cermak Road) to Milepost 40.0 (Balmoral Avenue) and Design Corridor Management Services on the Tri-State Tollway (I-294) from Milepost 17.5 (95th Street) to Milepost 40.0 (Balmoral Avenue), in an amount not to exceed \$38,347,635.66.

Chairman Schillerstrom requested a motion to approve **Engineering Item 8**. Director Dotson made a motion for approval; seconded by Director Sauer. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion. Hearing none, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Dotson, Director Sauer, Director Banks, Director Brooks, Director Gomez, Director Gonzalez, Director Johnson, Chairman Schillerstrom (8)

Nays: None (0)

The motion to approve PASSED.

Chairman Schillerstrom asked Mr. Kovacs to present for Board consideration the following Engineering item:

Item 9: Acceptance of Proposal from Parsons Brinckerhoff, Inc., on Contract I-11-4015 for Supplemental Design Services for Reconstruction and Add Lane on the Jane Addams Memorial Tollway (I-90) from Milepost 78.6 (Kennedy Expressway) to Milepost 72.7 (Oakton Street), in the amount of \$654,510.00 from \$25,215,201.60 to \$ \$25,869,711.60.

Chairman Schillerstrom requested a motion to approve **Engineering Item 9**. Director Banks made a motion for approval; seconded by Director Gomez. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion. Hearing none, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Banks, Director Gomez, Director Brooks, Director Dotson, Director Gonzalez, Director Johnson, Director Sauer, Chairman Schillerstrom (8)

Nays: None (0)

The motion to approve PASSED.



Item 10: Acceptance of Proposal from HDR Engineering, Inc., on Contract I-11-4017 for Supplemental Design Services for Reconstruction and Add Lane on the Jane Addams Memorial Tollway (I-90) at Milepost 68.2 (IL Route 53) and Milepost 61.3 (Higgins Road), in the amount of \$707,824.00 from \$24,150,000.00 to \$24,857,824.00.

Chairman Schillerstrom requested a motion to approve **Engineering Item 10**. Director Johnson made a motion for approval; seconded by Director Sauer. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion. Hearing none, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Johnson, Director Sauer, Director Banks, Director Brooks, Director Dotson, Director Gomez, Director Gonzalez, Chairman Schillerstrom (8)

Nays: None (0)

The motion to approve PASSED.

Chairman Schillerstrom asked Mr. Kovacs to present for Board consideration the following Engineering item:

Item 11: Change Order / Extra Work Order on Contract I-12-4066 to Lorig Construction Company for Roadway Widening & Bridge Reconstruction, I-57 Ramp B on the Tri-State Tollway (I-294) at I-57 Interchange from Milepost 7.5 to Milepost 7.8, in the amount of \$255,000.00.

Chairman Schillerstrom requested a motion to approve **Engineering Item 11**. Director Dotson made a motion for approval; seconded by Director Gomez. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion. Hearing none, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Dotson, Director Gomez, Director Banks, Director Brooks, Director Gonzalez, Director Johnson, Director Sauer, Chairman Schillerstrom (8)

Nays: None (0)

The motion to approve PASSED.

Chairman Schillerstrom asked Mr. Kovacs to present for Board consideration the following Engineering item:



Item 12: Change Order on Contract I-14-4208 to Walsh Construction Company II, LLC / K-Five Construction Company (JV) for Outside Roadway and Bridge Reconstruction and Widening on the Jane Addams Memorial Tollway (I-90) from Milepost 68.1 (I-290 / IL 53) to Milepost 70.7 (Arlington Heights Road), in the amount of \$594,462.94.

Chairman Schillerstrom requested a motion to approve **Engineering Item 12**. Director Sauer made a motion for approval; seconded by Director Dotson. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion. Hearing none, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Sauer, Director Dotson, Director Banks, Director Brooks, Director Gomez, Director Gonzalez, Director Johnson, Chairman Schillerstrom (8)

Nays: None (0)

The motion to approve PASSED.

Item 13: Partial Release of Retainage on Contract I-13-4136 to F. H. Paschen, S.N. Nielsen & Assoc., LLC, for Widening and Reconstruction on the Westbound Jane Addams Memorial Tollway (I-90) from Milepost 41.5 (US 20) to Milepost 45.5 (IL 47), by \$1,031,416.00 from \$1,242,561.60 to \$211,145.60.

Chairman Schillerstrom requested a motion to approve **Engineering Item 13**. Director Sauer made a motion for approval; seconded by Director Dotson. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion. Hearing none, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Sauer, Director Dotson, Director Banks, Director Brooks, Director Gomez, Director Gonzalez, Director Johnson, Chairman Schillerstrom (8)

Nays: None (0)

The motion to approve PASSED.

Item 14: Partial Release of Retainage on Contract I-13-5675 to IHC Construction Companies, LLC, for Noise and Retaining Wall Construction and Drainage Improvements on the Jane Addams Memorial Tollway (I-90) from Milepost 68.1 (I-290/IL Route 53) to Milepost 70.7 (Arlington Heights Road), by \$874,441.25 from \$1,117,667.99 to \$243,226.74.



Chairman Schillerstrom requested a motion to approve **Engineering Item 14**. Director Banks made a motion for approval; seconded by Director Dotson. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion. Hearing none, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Banks, Director Dotson, Director Brooks, Director Gomez, Director Gonzalez, Director Johnson, Director Sauer, Chairman Schillerstrom (8)

Nays: None (0)

The motion to approve PASSED.

Item 15: Final Release of Retainage on Contract I-13-4620 to F. H. Paschen, S.N. Nielsen & Assoc., LLC for Bridge Demolition and Grading on the Jane Addams Memorial Tollway (I-90) at Milepost 74.3 to Milepost 74.4. (Des Plaines Oasis).

Chairman Schillerstrom requested a motion to approve **Engineering Item 15**. Director Dotson made a motion for approval; seconded by Director Sauer. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion. Hearing none, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Dotson, Director Sauer, Director Banks, Director Brooks, Director Gomez, Director Gonzalez, Director Johnson, Chairman Schillerstrom (8)

Nays: None (0)

The motion to approve PASSED.

Chairman Schillerstrom stated that action on Engineering Items 16 and 17 will be deferred until after consideration in Executive Session.

Legal: Chairman Schillerstrom called on David Goldberg, General Counsel, to present the following Legal item for Board consideration:

Item 1: An Intergovernmental Annexation Agreement with the Village of Mt. Prospect. Cost to the Tollway: \$0.



Chairman Schillerstrom requested a motion to approve **Legal Item 1**. Director Banks made a motion for approval; seconded by Director Dotson. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion.

Chairman Schillerstrom thanked staff, Mr. Goldberg and the Legal department for their efforts in advancing the Village's annexation request, emphasizing the importance of working together with local jurisdictions in furtherance of the Tollway's goal of being a good neighbor to surrounding communities.

Director Gomez inquired about rights retained by the Tollway regarding use of the land proposed for annexation, for example, authority to preclude erection of a billboard advertisement. Mr. Goldberg responded that, consistent with the Tollway's draft Annexation Policy and draft Excess Land Policy, both pending formal approval of the Board, the Agreement would not yield any substantive rights to the land, including the Tollway's unqualified control of land use.

Chairman Schillerstrom then called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Banks, Director Dotson, Director Sauer, Director Brooks, Director Gomez, Director Gonzalez, Director Johnson, Chairman Schillerstrom (8)

Nays: None (0)

The motion to approve PASSED.

Chairman Schillerstrom asked Mr. Goldberg to present the following Legal item for Board consideration:

Item 2: Amendments to the Administrative Rules.

During his summary, Mr. Goldberg commented that these amendments follow on from recent Board action to implement speed limit increases at various locations on the Tollway. He explained that they authorize staff to proceed with the process to increase speeds at the northern end of the Tri-State Tollway (I-294), and truck/bus speeds at the southern end of Interstate 355 (I-355).

Chairman Schillerstrom requested a motion to approve **Legal Item 2**. Director Sauer made a motion for approval; seconded by Director Dotson. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion. Hearing none, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:



Yeas: Director Sauer, Director Dotson, Director Banks, Director Brooks, Director Gomez, Director Gonzalez, Director Johnson, Chairman Schillerstrom (8)

Nays: None (0)

The motion to approve PASSED.

Chairman Schillerstrom stated that action on Legal Item 3 will be deferred until after presentation and consideration in Executive Session.

Executive Session

At approximately 11:20 a.m., Chairman Schillerstrom indicated the need to discuss Tollway matters related to the purchase of real property, and potential or pending litigation involving the Tollway, pursuant to Sections 2(c)(5) and 2(c)(11) of the Illinois *Open Meetings Act*. Director Dotson made a motion, pursuant to the sections noted, to enter Executive Session; seconded by Director Banks. Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Banks, Director Dotson, Director Brooks, Director Gomez, Director Gonzalez, Director Johnson, Director Sauer, Chairman Schillerstrom (8)

Nays: None (0)

The motion to approve PASSED.

Return from Executive Session and Action (if any)

At approximately 11:50 a.m. the Board re-entered the public session of the Meeting.

Engineering Item 16: Amended DiBenedetto (Identification of Real Estate Parcels associated with the Tri-State Tollway Project). Cost to the Tollway: N/A

Chairman Schillerstrom requested that General Counsel identify for the record the real estate described in Engineering Item 16 as needed for the Tri-State Tollway (I-294) Project and which may need to be acquired through the exercise of the power of eminent domain. Mr. Goldberg stated that the following real estate parcels, all located within Cook County, are needed for the



Tri-State Tollway (I-294) Project and have been identified for potential acquisition by use of the Tollway's condemnation authority: 12-21-100-017 with 12-21-100-018 (adjoining), 12-21-100-011, 12-20-301-034, and 12-20-300-054 with 12-20-300-055 (adjoining).

Chairman Schillerstrom requested a motion to approve **Engineering Item 16**, identifying real estate parcels as listed by General Counsel which may need to be acquired by condemnation for the Tri-State Tollway (I-294) Project. Director Dotson made a motion for approval; seconded by Director Banks. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion. Hearing none, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Dotson, Director Banks, Director Brooks, Director Gomez, Director Gonzalez, Director Johnson, Director Sauer, Chairman Schillerstrom (8)

Nays: None (0)

The motion to approve PASSED.

***Engineering Item 17:** Amended DiBenedetto (Identification of Real Estate Parcels associated with the Elgin O'Hare Western Access Project (EOWA)). Cost to the Tollway: N/A*

Chairman Schillerstrom requested that General Counsel identify for the record the real estate described in Engineering Item 17 as needed for the EOWA Project and which may need to be acquired through the exercise of the power of eminent domain. Mr. Goldberg stated that the following real estate parcels, two located within Cook County and three within DuPage County, are needed for the EOWA Project and have been identified for potential acquisition through use of the Tollway's condemnation authority: 03-03-403-013, 12-31-301-019, 03-36-206-040, 03-13-504-012, and 12-18-400-014 with 12-18-500-006 (combined).

Chairman Schillerstrom requested a motion to approve **Engineering Item 17**, identifying real estate parcels as listed by General Counsel which may need to be acquired by condemnation for the EOWA Project. Director Banks made a motion for approval; seconded by Director Dotson. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion. Hearing none, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Banks, Director Dotson, Director Brooks, Director Gomez, Director Gonzalez, Director Johnson, Director Sauer, Chairman Schillerstrom (8)



Nays: None (0)

The motion to approve PASSED.

Legal Item 3: Workers Compensation Settlement – Glenn Lawnicki. Cost to the Tollway: As discussed in Executive Session.

Chairman Schillerstrom requested a motion to approve **Legal Item 3**. Director Johnson made a motion for approval; seconded by Director Gomez. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion. Hearing none, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Johnson, Director Gomez, Director Banks, Director Brooks, Director Dotson, Director Gonzalez, Director Sauer, Chairman Schillerstrom (8)

Nays: None (0)

The motion to approve PASSED.

Adjournment

There being no further business, Chairman Schillerstrom requested a motion to adjourn. Motion to adjourn was made by Director Dotson, seconded by Director Sauer. The motion was approved unanimously.

The Meeting was adjourned at approximately 11:52 a.m.

Minutes taken by: _____

Christi Regnery
Board Secretary
Illinois State Toll Highway Authority



Comprehensive Annual Financial Report

July 23, 2015

Tollway CAFR Includes

- **Audited Generally Accepted Accounting Principals (GAAP) financial statement and footnotes**
- **Supplementary Information**
 - Trust Indenture financial statements
- **Statistical Information**
 - Traffic and revenue statistics
 - Economic and demographic information

Basis of Accounting

- Tollway financial statements are prepared in accordance with GAAP
- GAAP accounting is different from Trust Indenture accounting used for quarterly budget-to-actual presentations
- **Under Trust Indenture accounting:**
 - Fixed assets are expensed, no depreciation
 - Bond principal retirements are expensed when paid
 - Long-term fiber optic revenue recorded as revenue when received

2014 Financial Results

- **Operating revenues increased 2.5 percent (\$26 million) to \$1,043 million as passenger and commercial traffic continued to increase**
- **Operating expenses (excluding depreciation) increased 6 percent (\$18 million) due in part to increased retirement contributions, winter roadway materials, equipment maintenance and consulting fees**
- **The Tollway maintains a healthy balance sheet as the net position increased \$232 million in 2014 to \$2.478 billion**

Statement of Changes in Net Position

Operating Income

	2014	2013	Percent change
Tolls	969	943	2.8%
Evasion recovery	54	54	-
Concessions	2	2	-
Other	18	17	5.9%
Operating revenue	1,043	1,016	2.5%
Depreciation	309	309	
Other operating expenses	315	297	6.1%
Total operating expense	624	606	3.0%
Operating income	419	410	2.2%

(Amounts in Millions)

Statement of Changes in Net Position

Net Result

	<u>2014</u>	<u>2013</u>	<u>Percent Change</u>
Operating income	419	410	2.2%
Net non-operating expense	-187	-205	-8.8%
Change in net assets	232	205	13.2%

(Amounts in Millions)

Statement of Net Position

Assets and Deferred Outflows

	2014	2013	Percent Change
Unrestricted cash and cash equivalents	917	830	10.5%
Accounts receivable, net	10	9	11.1%
IGA receivables	39	37	5.4%
Other	1	2	-50.0%
Total current unrestricted	967	878	10.1%
Restricted cash-debt service	196	215	-8.8%
IPASS cash in escrow	167	165	1.2%
Other restricted items	-	60	-100.0%
Total current restricted	363	440	-17.5%
Total current assets	1330	1318	0.9%
Capital assets, net of depreciation	6235	5430	14.8%
Other non-current assets & deferred outflow of resources	1256	758	65.7%
Total assets	8821	7506	17.5%

(Amounts in Millions)

Statement of Net Position

Liabilities and Net Position

	2014	2013	Percent Change
Accounts payable and accruals	218	201	8.5%
Deposits and retainage	61	30	103.3%
Other unrestricted liabilities	106	85	24.7%
Current - payable from unrestricted	385	316	21.8%
Bonds payable- current portion	98	93	5.4%
Interest payable	86	92	-6.5%
Deposits-IPASS escrow	167	165	1.2%
Current - payable from restricted	351	350	0.3%
Total current liabilities	736	666	10.5%
Revenue bonds payable	5319	4427	20.1%
Other	287	167	71.9%
Total non-current liabilities	5606	4594	22.0%
Total liabilities	6342	5260	20.6%
Net position	2478	2246	10.3%

(Amounts in Millions)



THANK YOU



**Bond Sale Results
2015 Series A**

July 23, 2015



Bond Pricing – Series 2015A Bonds

- ▶ **2015 Series A is the fourth new-money bond issuance to finance a portion of the *Move Illinois* Program**
- ▶ **Rating agencies confirmed Tollway ratings during the week of June 29**
 - ▶ Fitch: “AA-” with stable outlook
 - ▶ Moody’s: “Aa3” with stable outlook
 - ▶ S&P: “AA-” with stable outlook
- ▶ **\$400 million bond issue led by two senior managing underwriters on behalf of a 10-firm underwriting group**

Series 2015A Bonds

- ▶ **On July 9, bonds were sold at a premium with 5 percent interest coupons**
 - ▶ Settlement/funding expected July 30
- ▶ **Bond yield 3.8 percent to call date; 4.3 percent to maturity (*below 5.5 percent assumed in long-term plan*)**
 - ▶ Call date July 1, 2025
 - ▶ Maturity dates January 1, 2027 – January 1, 2040
- ▶ **\$437 million of proceeds for *Move Illinois* Program costs (\$414 million) and deposit to Debt Reserve (\$23 million)**
- ▶ **The three *Move Illinois* bond issuances have raised \$1.88 billion for project costs at average yields of 3.6 percent to call date and 4.2 percent to maturity**



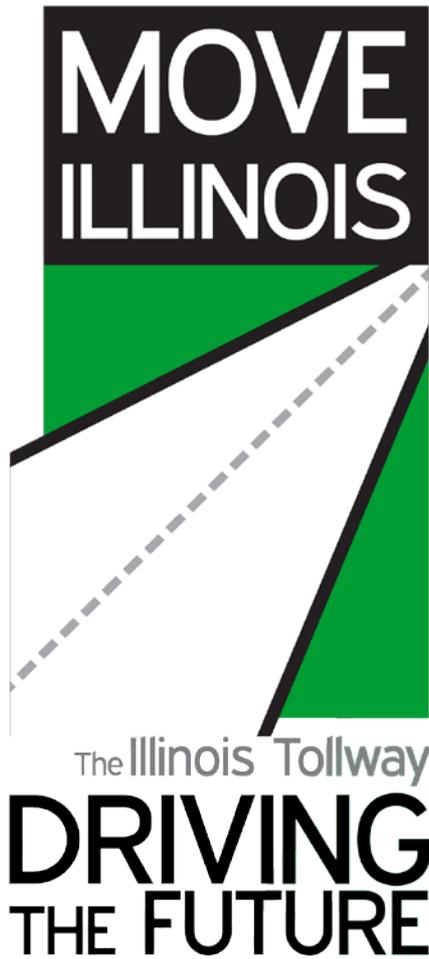
Series 2015A Bonds

<u>MATURITY</u>	<u>PAR AMOUNT</u>	<u>INTEREST COUPON</u>	<u>PRICE TO CALL</u>	<u>YIELD TO CALL</u>	<u>YIELD TO MATURITY</u>
1/1/2027	\$ 4,150,000	5.00%	116.860	3.020%	3.223%
1/1/2028	4,400,000	5.00%	115.468	3.170%	3.457%
1/1/2029	4,550,000	5.00%	114.370	3.290%	3.637%
1/1/2030	4,850,000	5.00%	113.193	3.420%	3.803%
1/1/2031	5,050,000	5.00%	112.120	3.540%	3.943%
1/1/2032	5,300,000	5.00%	111.677	3.590%	4.021%
1/1/2033	5,600,000	5.00%	111.412	3.620%	4.078%
1/1/2034	5,900,000	5.00%	110.708	3.700%	4.162%
1/1/2035	6,150,000	5.00%	110.359	3.740%	4.213%
1/1/2036	38,500,000	5.00%	110.010	3.780%	4.261%
1/1/2037	40,400,000	5.00%	109.663	3.820%	4.305%
1/1/2038*	42,400,000*	5.00%*	109.404*	3.850%*	4.370%*
1/1/2039*	91,850,000*	5.00%*	109.404*	3.850%*	4.370%*
1/1/2040*	<u>140,900,000*</u>	5.00%*	109.404*	3.850%*	4.370%*
	\$ 400,000,000				

* Sold as a \$275.15 million term bond maturing 1/1/40, with 1/1/38 & 1/1/39 principal payments as noted above.



THANK YOU



Central Tri-State Tollway (I-294)

July 23, 2015

Agenda

- ▶ **Central Tri-State Tollway (I-294) Project overview**
- ▶ **Project timeline**
- ▶ **Central Tri-State Corridor Planning Council**
- ▶ **Overview of key contracts**
- ▶ **Next steps**

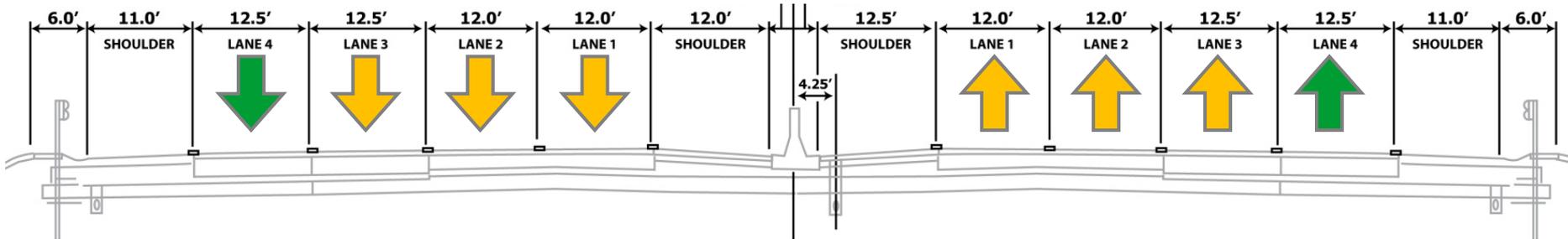
Central Tri-State Project Limits and Scope

- ▶ **Project limits**
 - ▶ 22.3 miles – 95th Street to Balmoral Avenue
- ▶ **Central Tri-State reconstruction in *Move Illinois* Program**
 - ▶ Budgeted \$1.7 billion
 - ▶ Scheduled from 2020 to 2022

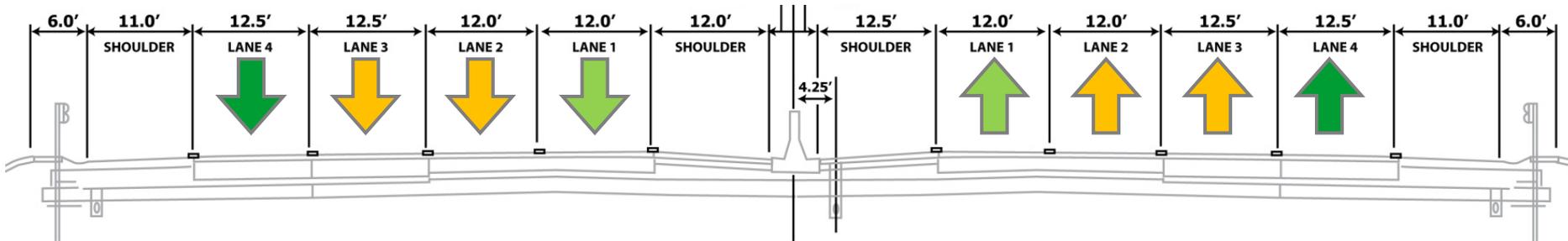


Existing Conditions

Balmoral Avenue to I-55



I-55 to 95th Street



1958



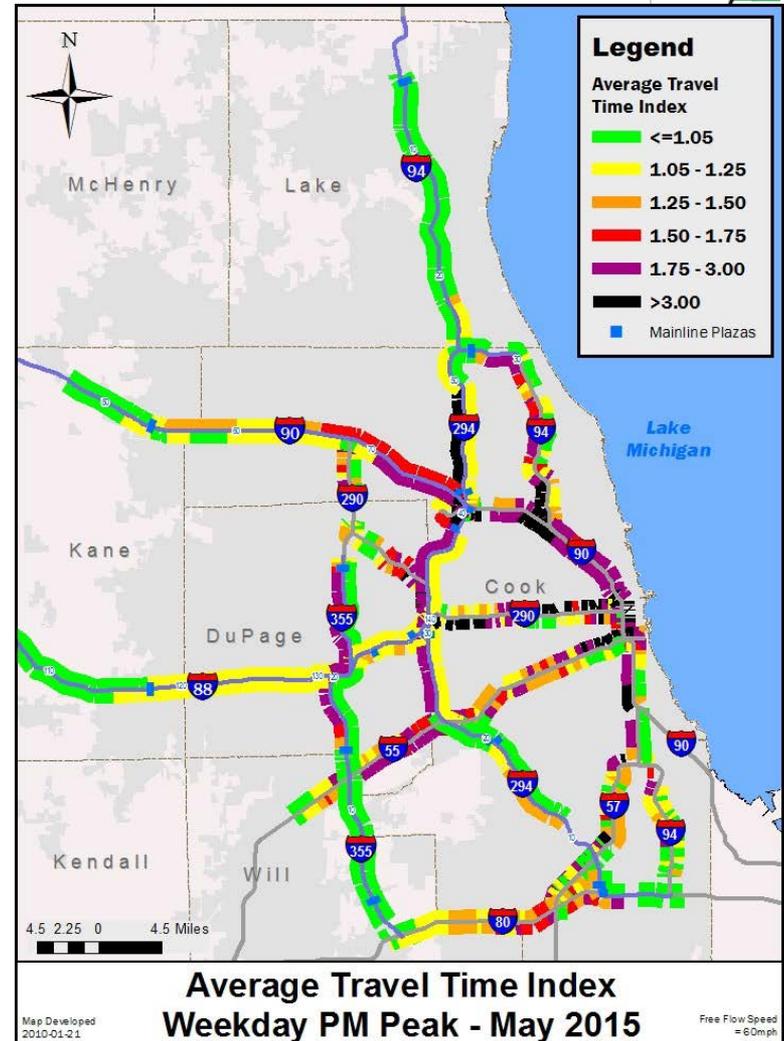
1972



1992

Existing Conditions – Traffic

- ▶ **95th Street to O’Hare International Airport**
 - ▶ 2014 average annual daily traffic is highest on Tollway system (from 120,000 to 200,000)
- ▶ **45 percent of systemwide toll revenue generated by Tri-State**
 - ▶ 19 percent generated by Central Tri-State Tollway
- ▶ **Central Tri-State experiences more congestion by lane mile than any other segment of the system**



Central Tri-State Opportunities

- ▶ **Explore roadway improvements**
 - ▶ Reconstruct in-kind
 - ▶ Potential widening
- ▶ **Consider active traffic management (ATM) similar to Jane Addams Memorial Tollway (I-90) eastern segment**
- ▶ **Assess transit market and options similar to I-90**
- ▶ **Optimize long-term solution for Mile Long and Burlington Northern Santa Fe (BNSF) Bridges**
- ▶ **Evaluate interchange improvements at multiple locations**
- ▶ **Consider additional truck parking and other freight strategies**

Project Timeline





Corridor Planning Council Overview

- ▶ **Define broader corridor vision and regional role of I-294**
- ▶ **Identify local issues, concerns and opportunities**
- ▶ **Address general topics of concern**
- ▶ **Build consensus among key stakeholders**
- ▶ **Recommend long-term transportation solution**
- ▶ **Assist in developing guiding principles for project development and implementation**
- ▶ **Establish working group to focus on environment and sustainability**
- ▶ **Final report to the Board anticipated late 2015/early 2016**



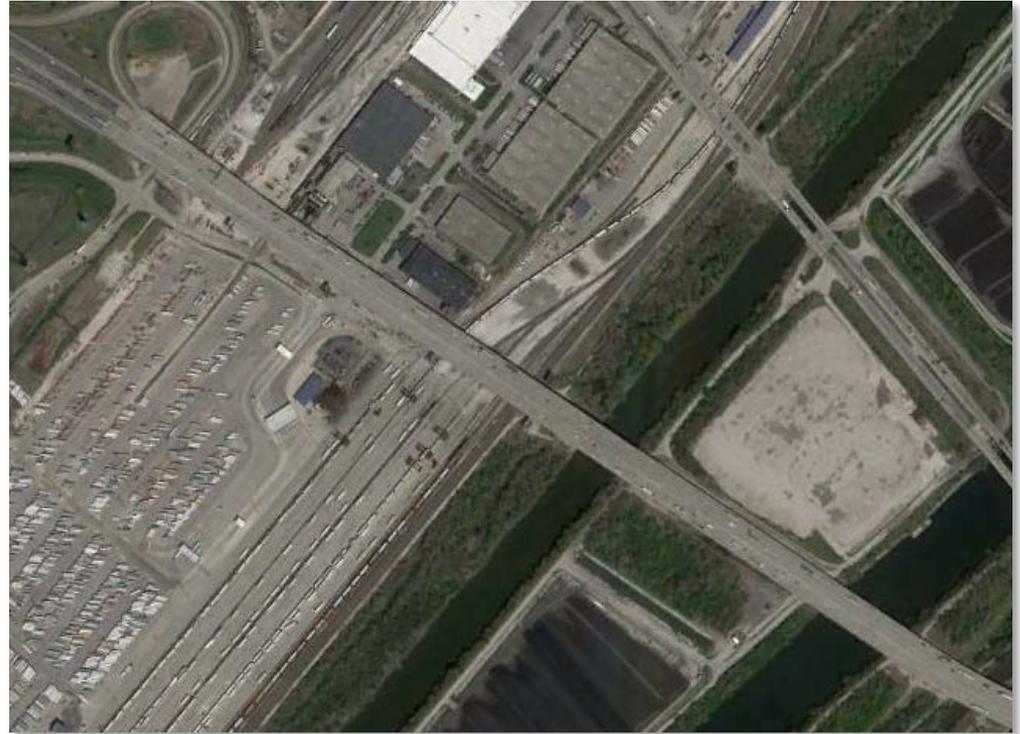
Corridor Planning Council Members

- ▶ **Bedford Park-Clearing Industrial Association**
- ▶ **Burlington Northern Santa Fe Railroad**
- ▶ **Chicago Metropolitan Agency for Planning**
- ▶ **Choose DuPage**
- ▶ **City of Chicago Department of Aviation**
- ▶ **Cook County Department of Transportation and Highways**
- ▶ **DuPage County Department of Transportation**
- ▶ **DuPage Mayors and Managers Conference**
- ▶ **Forest Preserve District of Cook County**
- ▶ **GOA Regional Business Association**
- ▶ **Illinois Chamber of Commerce – Infrastructure Council**
- ▶ **Illinois Department of Commerce and Economic Opportunity**
- ▶ **Illinois Department of Transportation**
- ▶ **Illinois State Freight Advisory Committee**
- ▶ **Illinois Tollway**
- ▶ **Illinois Trucking Association**
- ▶ **Metropolitan Planning Council**
- ▶ **Metropolitan Water Reclamation District of Greater Chicago**
- ▶ **Mid-West Truckers Association**
- ▶ **Northwest Municipal Conference**
- ▶ **Pace Suburban Bus**
- ▶ **Regional Transportation Authority**
- ▶ **South Suburban Mayors and Managers Association**
- ▶ **Southwest Conference of Mayors**
- ▶ **West Central Municipal Conference, Central Representative**
- ▶ **West Central Municipal Conference, North Central Representative**
- ▶ **West Suburban Chamber of Commerce and Industry**
- ▶ **World Business Chicago (Supply Chain Innovation Network of Chicago)**
- ▶ **Union Pacific Railroad**

Today's Key Contracts

- ▶ **Two planning study and design contracts for major bridge projects**

- ▶ Mile-Long Bridge
- ▶ Burlington Northern Santa Fe (BNSF) Railroad

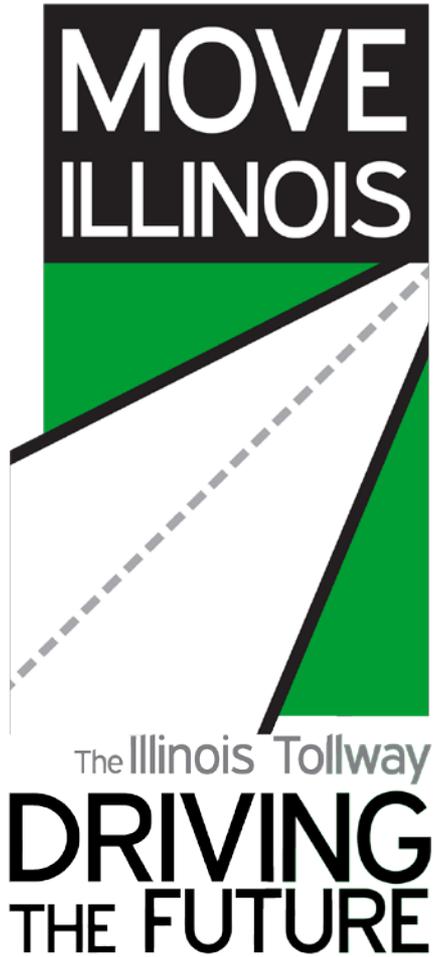


- ▶ **Two master plan contracts**

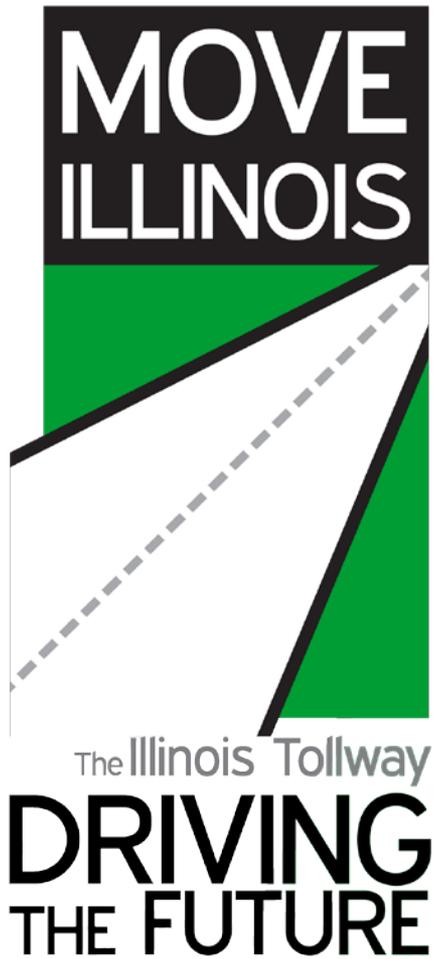
- ▶ Reconstruction from 95th Street to Cermak Road
- ▶ Reconstruction from Cermak Road to Balmoral Avenue
 - ▶ Contract includes design corridor management services

Next Steps

- ▶ **Approve key professional services contracts**
- ▶ **Anticipate first meeting of Corridor Planning Council in August**



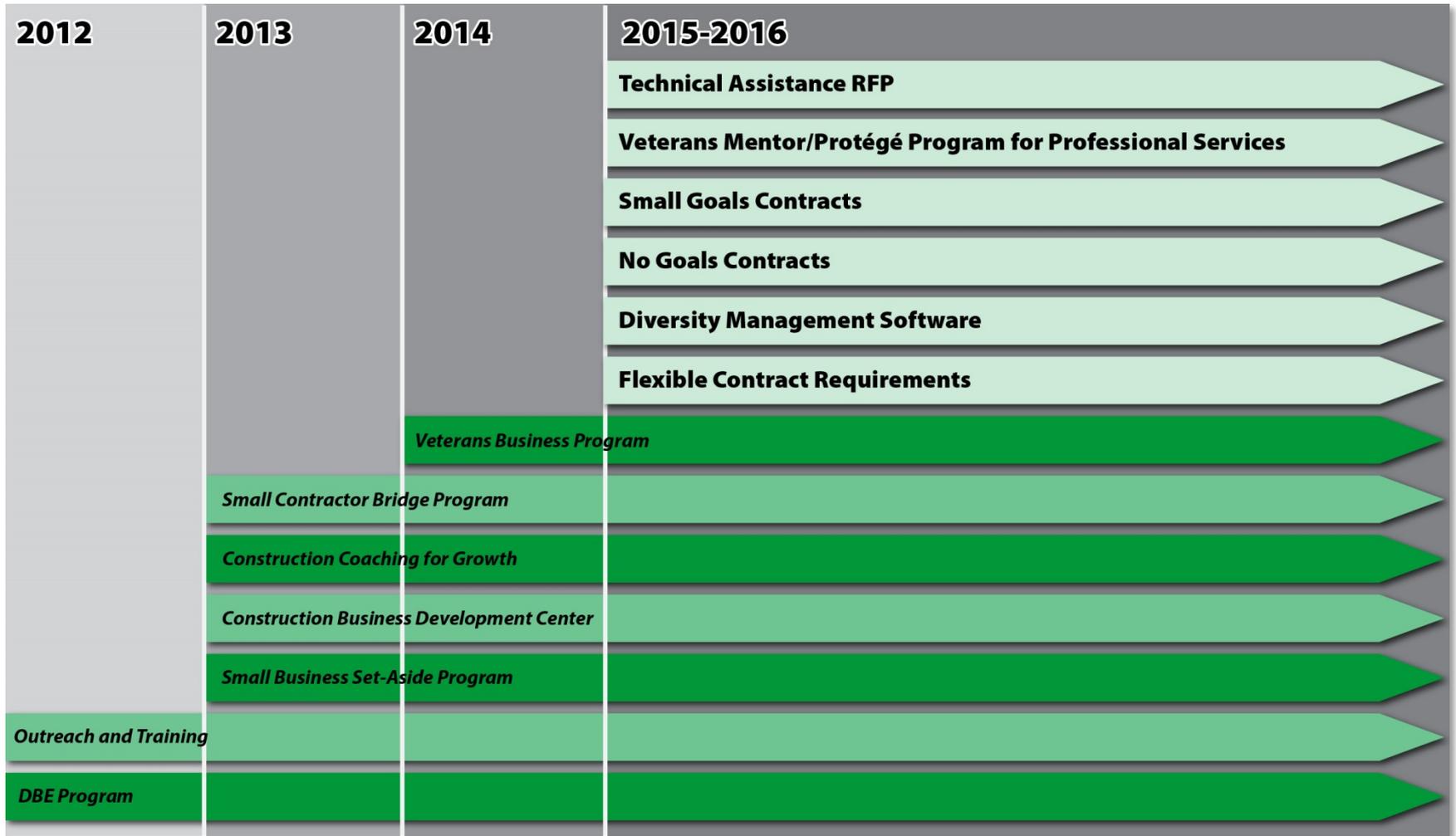
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Continuing to Develop Technical Assistance

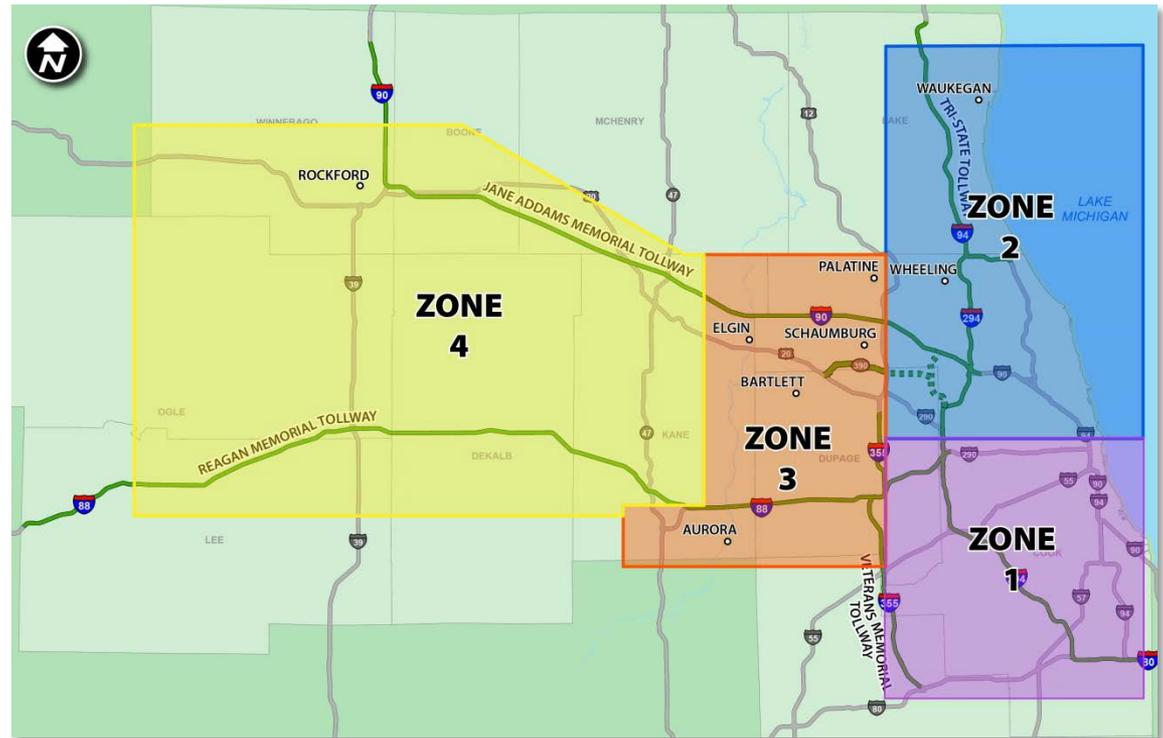
July 23, 2015

Continuing to Build Diversity Success



Technical Assistance RFP

- ▶ Intensive, long-term ‘mentorship’ type technical assistance over multiple years designed to help firms succeed as prime contractors
- ▶ Zone 1 is already covered
- ▶ Zone 4 will be addressed at a later date



Overview of Selected Assistance Providers

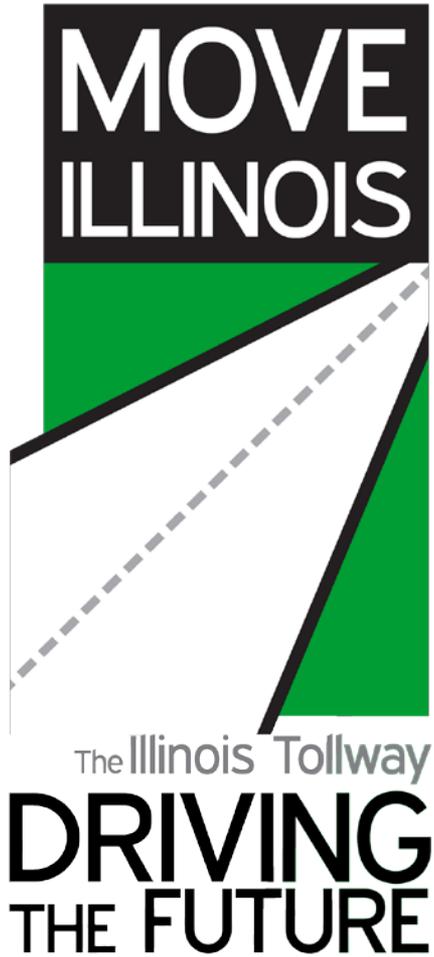
- ▶ **Decades of experience working with historically disadvantaged contractor communities**



Illinois Black
Chamber of Commerce



- ▶ **Knowledge of transportation infrastructure industry**
- ▶ **Track record of providing technical assistance services**
- ▶ **Strong teams with strategic partners**
- ▶ **Innovative approach in proposed mentorship model**



THANK YOU

Appendix: Continuing the Pipeline

	CBDC	CC4G	New Technical Assistance
Terms	Unstructured format that addresses a specific question or issue a firm may have	3-month program of structured courses	Multi-year, highly structured mentorship program
Firm Types	Any firm may participate but primarily serves start-ups	Must have at least 3 years in business and \$500,000 in annual revenues	Targets experienced firms that have bid on contracts in the past
Services	One-on-one individual attention to address a specific issue or question; occasional workshops	Instructs firms on how to achieve a goals in a classroom setting with structured 3-month courses	Works hand-in-hand with firms to achieve goals through long-term 'mentorship' type assistance over multiple years
Metrics	<ul style="list-style-type: none"> • Number of bids submitted • Number of participants served 	<ul style="list-style-type: none"> • Number of bids submitted • Firm growth • Revenue growth • Number of participants served 	<p>All of the above as well as:</p> <ul style="list-style-type: none"> • Increase in capabilities • Earning new prequalifications • Complexity of projects • Mentor/ Protégé agreements • Bonding, loans or lines of credit obtained