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**Record of Closed Meeting | June 21, 2016**

The Illinois State Toll Highway Authority (the "Tollway") Board of Directors met in Executive Session at approximately 11:13 a.m. on Tuesday, June 21, 2016 to discuss Tollway matters related to the purchase of real property, potential or pending litigation and the minutes of closed meetings, pursuant to exceptions provided in Sections 2(c)5, 2(c)11, and 2(c)21 of the Illinois *Open Meetings Act*.

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

**Executive Session Attendance****Board Members Present:**

Chairman Bob Schillerstrom

Director Earl Dotson, Jr.

Director Joe Gomez

Director David Gonzalez

Director Craig Johnson

Director Neli Vazquez Rowland

Director James Sweeney

**Staff Present for all or portions of the Meeting:**

Greg Bedalov (Executive Director)

David Goldberg (General Counsel)

Mike Stone (Chief of Staff)

Christi Regnery (Board Secretary)

**Directors discussed the minutes of a closed session meeting**

Chairman Schillerstrom raised for consideration the Minutes of the Executive Session of the Board of Directors meeting held on May 28, 2016. He inquired of the Board whether there are any questions, concerns or requests for amendment. Hearing nothing, Chairman Schillerstrom



advised that Board action on the Minutes will occur upon return to the regular session of the Meeting.

### **Directors discussed land acquisition activities and related pending litigation**

**Land Acquisition – O’Hare International Airport:** Staff provided an update on the status of land acquisition activities around the O’Hare International Airport (the “Airport”) to advance the EOWA Project. Staff advised that the parties are nearing final agreement on all terms of the intergovernmental agreement being developed; however, the Airport has recently expressed concern regarding a Tollway easement needed for excavation work and its proximity and potential interference with their planned construction of a de-icing pad. Staff emphasized that all agency efforts are being exerted to advance resolution of the remaining issue and to finalize the intergovernmental agreement (“IGA”), which is anticipated to be presented in the near-term to the Tollway Board and subsequently to the Chicago City Council for consideration of approval.

Chairman Schillerstrom stressed the importance to project schedules of reaching final agreement quickly, suggesting that Tollway deadlines be utilized to encourage Airport action.

**EOWA Land Acquisition Activities - Canadian Pacific Railway:** Staff provided background for benefit of newly-appointed Director Vazquez Rowland on the agency’s efforts to acquire real estate interests from Canadian Pacific Railway (“CPR”) needed for the EOWA Project. *[Discussions related to land acquisition are redacted.]*

### **Directors discussed potential and pending litigation**

Staff provided an update on matters related to the accident which occurred April 4, 2016 at a Tollway construction worksite on the Jane Addams Memorial Tollway (I-90) at Touhy Avenue, and which has given rise to a civil action on behalf of the four parties injured (one fatally). Staff explained that the Tollway’s preliminary investigation identified serious professional deficiencies with the work performed by the bridge demolition company, Omega Demolition Corp (“Omega”), prompting the Tollway’s Chief Engineer to revoke authorization for this party to be present on Tollway worksites for the time being. Staff reported that the Occupational Safety & Health Administration (“OSHA”) investigation being conducted of the incident is anticipated to consume the full six month timeframe allotted, bringing the expected completion date to approximately the end of September. Staff additionally reported that AECOM, Tollway Consulting Engineer, is independently doing an assessment of the matter.



**Executive Session of the Board of Directors Meeting**

Directors and staff discussed the advantages of access and party responsiveness afforded the OSHA investigation through Federal investigatory and subpoena powers.

Staff additionally updated the Board on a related matter involving a separate Tollway contract where the prime contractor, FH Paschen SN Nielsen, had originally engaged Omega as a subcontractor to perform bridge demolition and has informed the Tollway of extra costs (of approximately \$600,000) it will incur by proceeding without Omega. Staff reported that the situation is unresolved for the time being, but the work will be performed in a timely manner.

**Re-Enter Public Session**

There being no further business requiring Executive Session, Chairman Schillerstrom called for a motion to re-enter the public session of the regular Board Meeting. Director Johnson made such a motion; seconded by Director Gomez. Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Johnson, Director Gomez, Director Dotson, Director Gonzalez, Director Vazquez Rowland, Director Sweeney, Chairman Schillerstrom (7)

Nays: None (0)

The motion to adjourn PASSED.

At approximately 11:40 a.m. the Board re-entered the public session of the Meeting.

Minutes taken by: \_\_\_\_\_ /s/ on original

Christi Regnery  
Board Secretary  
Illinois State Toll Highway Authority

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**Record of Closed Meeting | July 28, 2016**

The Illinois State Toll Highway Authority (the "Tollway") Board of Directors met in Executive Session at approximately 11:13 a.m. on Thursday, July 28, 2016 to discuss Tollway matters related to collective bargaining, the purchase of real property, potential or pending litigation and the minutes of closed meetings, pursuant to exceptions provided in Sections 2(c)2, 2(c)5, 2(c)11, and 2(c)21 of the Illinois *Open Meetings Act*.

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

**Executive Session Attendance**

| Board Members Present:     | Staff Present for all or portions of the Meeting: |
|----------------------------|---------------------------------------------------|
| Chairman Bob Schillerstrom | Greg Bedalov (Executive Director)                 |
| Director Jim Banks         | David Goldberg (General Counsel)                  |
| Director Corey Brooks      | Mike Stone (Chief of Staff)                       |
| Director Earl Dotson, Jr.  | Christi Regnery (Board Secretary)                 |
| Director Joe Gomez         | Liz Oplawski (Deputy General Counsel)             |
| Director David Gonzalez    | Dave Wilson (Chief of Operations)                 |
| Director Craig Johnson     | Mike Woodward (Land Acquisition Manager)          |
| Director James Sweeney     | Paul Kovacs (Chief Engineer)                      |

**Directors discussed the minutes of a closed session meeting**

Chairman Schillerstrom raised for consideration the Minutes of the Executive Session of the Board of Directors meeting held on June 21, 2016. He inquired of the Board whether there are any questions, concerns or requests for amendment. Hearing nothing, Chairman Schillerstrom



advised that Board action on the Minutes will occur upon return to the regular session of the Meeting.

### **Directors discussed pending litigation**

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Deputy General Counsel provided an update on the case of *Stivers v. Illinois State Toll Highway Authority*, a class action lawsuit filed under both the Federal *Fair Labor Standards Act* and the Illinois *Wage Payment and Collection Act*, related to potential underpayment of agency toll collectors for the few minutes they spend before and after working in their booths. She highlighted that the parties have agreed during a recent mediation to settle the lawsuit for \$1.4 million, an amount below the upper threshold previously authorized by the Board. Deputy General Counsel apprised the Board that the settlement agreement (ultimately subject to court approval) is to be developed over the coming months and that the distribution to the class is to be comprised of both fines and back wages in proportions which are still under negotiation, and which will determine the final amount (estimated to be approximately \$200,000) of additional required Tollway contribution to the State Employees' Retirement System.

The Board expressed consensus in support of authorizing settlement of the class action lawsuit, consistent with the terms presented.

### **Directors discussed a workers' compensation settlement**

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**A Workers' Compensation Settlement – Beverly O'Shea (Legal Item 7):** Deputy General Counsel provided a summary of the workers' compensation claim by Beverly O'Shea for injuries sustained to both knees when she slipped and fell while performing her duties as a Plaza Manager. She reported that a negotiated settlement between the parties has been reached for \$119,674.16, representing a permanent impairment award of 40% permanent loss of use to a leg. Deputy General Counsel advised that the benefit amount was developed by a pre-trial arbitrator and that both the Legal Department and outside counsel are recommending approval of the settlement agreement reached.

Chairman Schillerstrom recused himself from participating in the decision regarding this item.

A Director made inquiry as to the circumstance and extent of the injuries, in response to which further details were provided by staff.

The Board expressed consensus in support of authorizing settlement of the workers' compensation matter as presented.

*[Director Banks departed the Meeting at approximately 11:30 a.m.]*



*[Mr. Wilson departed, and Mr. Kovacs and Mr. Woodward entered the Executive Session at this time.]*

### **Directors discussed land acquisition activities**

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**Identification of Real Estate Parcels (Engineering Items 12 and 13):** Pursuant to Tollway obligation (arising from the eminent domain matter of *ISTHA v. DiBenedetto*) to identify real estate interests which may need to be acquired by condemnation, staff provided a summary table of the Elgin O'Hare Western Access ("EOWA") Project parcel identification report noting the addition of thirteen (13) parcels located within Cook and DuPage Counties in which various real estate interests are sought. Staff additionally provided a summary table of the Central Tri-State Tollway (I-294) Project parcel identification report noting the addition of one (1) parcel located within Cook County in which fee simple title is sought. Staff advised that only the newly identified parcels highlighted in yellow are subject of the amended resolutions for which Board consideration is being requested at the Meeting. Staff also clarified that the record owner information provided reflects the best known information to-date and is subject to change as the process advances and additional information is acquired.

*[Mr. Woodward departed the Executive Session at this time.]*

### **Directors discussed land acquisition activities and related pending litigation**

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**EOWA Land Acquisition Activities – O'Hare International Airport:** Staff provided an update on the status of land acquisition activities around the O'Hare International Airport (the "Airport") to advance the EOWA Project. Staff stated that the parties remain near final agreement on all terms of the intergovernmental agreement being developed; however, the Airport has delayed advancement to examine options which might satisfy its concerns regarding specific Tollway easements needed for excavation work and their proximity and potential interference with the Airport's planned construction of a de-icing pad. Staff emphasized that all agency efforts are being exerted to advance resolution of the remaining issue and to finalize the intergovernmental agreement ("IGA"), which is still anticipated to be presented in the near-term to the Tollway Board and subsequently to the Chicago City Council for consideration of approval.

Directors and staff discussed the implication of the Airport's plan to eventually re-purpose the subject de-icing pad site as a parking facility.



Chairman Schillerstrom stressed the importance to project schedules of consummating the agreement quickly, suggesting that a Tollway Board deadline of August be utilized to encourage Airport action.

**EOWA Land Acquisition Activities – Canadian Pacific Railway:** General Counsel updated the Board on the agency's efforts to acquire real estate interests from Canadian Pacific Railway ("CPR") needed for the EOWA Project. *[Discussion related to land acquisition and litigation strategy are redacted.]*

Chairman Schillerstrom encouraged Directors to instill within their constituencies the importance of a positive outcome in this matter to the viability of the EOWA Project and consequent economic development of the region.

The Board expressed consensus in support of advancing a condemnation approach.

### **Directors discussed collective bargaining**

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Staff provided a status update on the procurement of a limited number of automatic toll payment machines ("ATPMs") for testing purposes, reporting that the Tollway's request for proposal ("RFP"), of which Service Employees International Union ("SEIU") Local 73 is informed, has been published with an August 21 deadline for submitting response.

Directors and staff discussed the limited scope of phase one of the RFP to determine ATPM performance as a potential replacement technology for the Tollway's outdated automatic coin machines, noting that results from the proof of concept will inform decision-making regarding any future ATPM implementation strategies.

### **Directors discussed the minutes of closed meetings**

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General Counsel reminded Directors of the confidential nature of the minutes of closed meetings of the Tollway Board, including a compilation of Executive Session minutes provided them recently for semi-annual review, and encouraged the use of precautions to protect the confidentiality of these materials.

### **Directors discussed potential and pending litigation**

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Staff provided an update on matters related to the accident which occurred April 4, 2016 at a Tollway construction worksite on the Jane Addams Memorial Tollway (I-90) at Touhy Avenue,





and which prompted the Tollway's Chief Engineer to revoke authorization for Omega Demolition Corp ("Omega") to be present on Tollway worksites for the time being.

Directors and staff discussed Omega's standing to perform Tollway work in light of the state Chief Procurement Officer's ("CPO's") decision to rescind her initial suspension of Omega from state work. Staff clarified that while Omega is not prohibited from bidding on or participating as a subcontractor in Tollway work, the agency reserves the right to deny or revoke approval of any vendor which the agency determines has failed to comply with law and rule or cannot be considered responsible.

Staff additionally updated the Board on a related matter involving a separate Tollway contract where the prime contractor, FH Paschen SN Nielsen ("Paschen"), had originally engaged Omega as a subcontractor to perform bridge demolition and has informed the Tollway of extra costs they will incur by proceeding without Omega, for which they have indicated (with threat of legal action) they expect to be compensated. Staff reported that after proceeding with the demolition work, Paschen has recently submitted invoices to the Tollway for their extra costs totaling to-date approximately \$250,000 and has threatened litigation to recover amounts claimed. Staff highlighted that the amount invoiced by Paschen for extra costs corresponds to the settlement authority previously provided to staff by the Board and, therefore, payment of these invoices by the Tollway should serve to conclude the matter to the satisfaction of both parties.

### Re-Enter Public Session

There being no further business requiring Executive Session, Chairman Schillerstrom called for a motion to re-enter the public session of the regular Board Meeting. Director Gonzalez made such a motion; seconded by Director Sweeney. Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Gonzalez, Director Sweeney, Director Brooks, Director Dotson, Director Gomez, Director Johnson, Chairman Schillerstrom (7)

Nays: None (0)

The motion to adjourn PASSED.

At approximately 12:00 p.m. the Board re-entered the public session of the Meeting.

Minutes taken by: \_\_\_\_\_ /s/ on original





**ILLINOIS STATE TOLL HIGHWAY AUTHORITY**

Minutes of the  
**Executive Session of the Board of Directors Meeting**

Meeting Date  
**July 28**  
2016



Christi Regnery  
Board Secretary  
Illinois State Toll Highway Authority



Minutes of the  
**Executive Session of the  
Finance, Administration and Operations Committee Meeting**

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**Record of Closed Meeting | July 20, 2016**

The Illinois State Toll Highway Authority (the "Tollway") Finance, Administration & Operations Committee met in Executive Session at approximately 10:47 a.m. on Wednesday, July 20, 2016 to discuss Tollway matters related to potential or pending litigation and the minutes of closed meetings, pursuant to exceptions provided in Sections 2(c)11 and 2(c)21 of the Illinois *Open Meetings Act*.

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

**Executive Session Attendance****Board Members Present:**

Committee Chair Joe Gomez

Director Corey Brooks

Director David Gonzalez

**Staff Present for all or portions of the Meeting:**

Greg Bedalov (Executive Director)

David Goldberg (General Counsel)

Mike Stone (Chief of Staff)

Christi Regnery (Board Secretary)

Dave Wilson (Chief of Operations)

**Directors discussed the minutes of a closed session meeting**

Staff apprised the Committee that in compliance with Illinois *Open Meetings Act* requirements for at least semi-annual review, the Board will be considering the written minutes of all closed meetings of the Tollway Board and will be making a determination whether the need for confidentiality still exists as to all or part of those minutes or that the minutes or portions thereof no longer require confidential treatment and can be released publically. Staff advised that in advance of this Board determination, to occur at next week's meeting of the full Board, the



Minutes of the  
**Executive Session of the  
Finance, Administration and Operations Committee Meeting**

Committee is being asked to consider recommending to the Board the public release of two sets of closed session Minutes specific to the FAO Committee (from December 10, 2014 and October 16, 2013), each set containing content which is proposed by General Counsel for public release. Staff then provided an overview of the content proposed for public release.

Committee Chair Gomez inquired of the Committee whether there are any questions, concerns or requests for amendment. Hearing nothing, he advised that Committee action on the Minutes will occur upon return to the regular session of the Meeting.

### **Directors discussed pending litigation**

General Counsel provided a brief update on the case of *Stivers v. Illinois State Toll Highway Authority*, a class action suit filed under both the Federal *Fair Labor Standards Act* and the Illinois *Wage Payment and Collection Act*, related to potential underpayment of agency toll collectors for the few minutes they spend before and after working in their booths. He highlighted that a tentative settlement agreement was recently reached between the parties for an amount below the upper threshold previously authorized by the Board. General Counsel advised that the distribution to the class is to be comprised of both fines and back wages in proportions which are still under negotiation, and which will determine the amount of any additional required Tollway contributions to the State Employees' Retirement System.

### **Re-Enter Public Session**

There being no further business requiring Executive Session, Committee Chair Gomez called for a motion to re-enter the public session of the regular Committee Meeting. Director Gonzalez made such a motion; seconded by Director Brooks. Committee Chair Gomez called for a vote. The motion to adjourn PASSED.

At approximately 10:56 a.m. the Committee re-entered the public session of the Meeting.

Minutes taken by: \_\_\_\_\_ /s/ on original

Christi Regnery  
Board Secretary  
Illinois State Toll Highway Authority



Minutes of the  
**Executive Session of the  
Finance, Administration and Operations Committee Meeting**

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**Record of Closed Meeting | August 19, 2016**

The Illinois State Toll Highway Authority (the "Tollway") Finance, Administration & Operations Committee met in Executive Session at approximately 9:58 a.m. on Friday, August 19, 2016 to discuss Tollway matters related to the minutes of closed meetings, pursuant to exceptions provided in Section 2(c)21 of the Illinois *Open Meetings Act*.

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

**Executive Session Attendance**

| Board Members Present:        | Staff Present for all or portions of the Meeting: |
|-------------------------------|---------------------------------------------------|
| Committee Chair Joe Gomez     | Greg Bedalov (Executive Director)                 |
| Director Earl Dotson, Jr.     | Liz Oplawski (Deputy General Counsel)             |
| Director David Gonzalez       | Mike Stone (Chief of Staff)                       |
| Director Neli Vazquez Rowland | Christi Regnery (Board Secretary)                 |

**Directors discussed the minutes of a closed session meeting**

Committee Chair Gomez raised for consideration the Minutes of the Executive Session of the FAO Committee meeting held on July 20, 2016. He inquired of the Committee whether there are any questions, concerns, or requests for amendment. Hearing nothing, Committee Chair Gomez advised that action on the Minutes will occur upon return to the regular session of the Meeting.

**Re-Enter Public Session**

There being no further business requiring Executive Session, Committee Chair Gomez called for a motion to re-enter the public session of the regular Committee Meeting. Director Gonzalez



# ILLINOIS STATE TOLL HIGHWAY AUTHORITY

## Minutes of the Executive Session of the Finance, Administration and Operations Committee Meeting

Meeting Date  
**August 19**  
2016



made such a motion; seconded by Director Vazquez Rowland. Committee Chair Gomez called for a vote. The motion to adjourn PASSED.

At approximately 10:02 a.m. the Committee re-entered the public session of the Meeting.

Minutes taken by: \_\_\_\_\_ /s/ on original

Christi Regnery  
Board Secretary  
Illinois State Toll Highway Authority

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**Record of Closed Meeting | August 25, 2016**

The Illinois State Toll Highway Authority (the "Tollway") Board of Directors met in Executive Session at approximately 10:00 a.m. on Thursday, August 25, 2016 to discuss Tollway matters related to the performance of specific employees, purchase of real property, security procedures for the safety of employees or public property, potential or pending litigation, assignment of personnel for criminal investigatory purposes, and the minutes of closed meetings, pursuant to exceptions provided in Sections 2(c)1, 2(c)5, 2(c)8, 2(c)11, 2(c)14 and 2(c)21 of the Illinois *Open Meetings Act*.

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

**Executive Session Attendance****Board Members Present:**

Chairman Bob Schillerstrom

Director Jim Banks

Director Earl Dotson, Jr.

Director Joe Gomez

Director David Gonzalez

Director Craig Johnson

Director Vazquez Rowland

Director James Sweeney

**Staff Present for all or portions of the Meeting:**

Greg Bedalov (Executive Director)

David Goldberg (General Counsel)

Mike Stone (Chief of Staff)

Christi Regnery (Board Secretary)

T.J. Hengesbach (Inspector General)

**Directors discussed the Inspector General's Summary Activity Report**

Executive Director Bedalov introduced T.J. Hengesbach, Tollway Inspector General, to provide a briefing for the Board on items likely to be included in the Office of Inspector General's ("OIG's")



Summary Activity Report (to be formally presented in September), which is conveyed semi-annually to the Tollway Board, the Office of the Governor and the Illinois General Assembly, pursuant to requirements of the *Toll Highway Act*. He explained that a preview of items in the report for the period of March 1, 2016 to August 31, 2016 is being provided in Executive Session to allow Directors an opportunity for discussion of personnel and security issues not appropriate for public session.

Mr. Hengesbach then briefed the Board on an item (a follow up to a prior OIG matter) where, after an OIG investigation, discipline of an employee was recommended for failing to report damage to a Tollway vehicle (and thus avoiding required drug testing) and for improper use of a Tollway vehicle, infractions which resulted in the employee being discharged by the Tollway. Mr. Hengesbach reported that although the employee appealed the discharge, the discharge was upheld after an arbitration hearing.

*[Mr. Hengesbach departed the Executive Session at this time.]*

### **Directors discussed the minutes of a closed session meeting**

Chairman Schillerstrom raised for consideration the Minutes of the Executive Session of the Board of Directors meeting held on July 28, 2016. He inquired of the Board whether there are any questions, concerns or requests for amendment. Hearing nothing, Chairman Schillerstrom advised that Board action on the Minutes will occur upon return to the regular session of the Meeting.

### **Directors discussed assignment of personnel for criminal investigatory purposes**

Staff apprised the Board of the need, as has been required by the agency on prior occasion, for professional services to assist in investigating potential misuse by Tollway employees of the *Family and Medical Leave Act* (FMLA). Staff advised that in this regard, the Legal Department is seeking Board authorization (contained in Legal Item 2) to contract with Frasco, Inc. for investigative services at an upper limit of compensation of \$50,000 per contract year, with total payments not to exceed \$250,000. Staff highlighted investigative techniques this vendor employs to support Tollway administration and litigation actions.

### **Directors discussed a workers' compensation settlement**

**A Workers' Compensation Settlement – Michael Giliberto (Legal Item 3):** General Counsel provided a summary of the workers' compensation claim by Michael Giliberto for serious injuries sustained to his left knee and lower back while performing his duties as an equipment





operator/laborer. He reported that a negotiated settlement between the parties has been reached for \$112,500.00. He also noted that the claimant's injuries resulted in permanent restrictions which preclude him from returning to his previous position and he has elected to retire rather than return to an alternate position or pursue vocational rehabilitation. General Counsel advised that both the Legal Department and outside counsel are recommending approval of the settlement agreement reached.

A Director made inquiry as to the extent of the injuries suffered, in response to which further details were provided by staff.

The Board expressed consensus in support of authorizing settlement of the workers' compensation matter as presented.

### **Directors discussed land acquisition activities and related pending litigation**

**EOWA Land Acquisition Activities – O'Hare International Airport:** Staff provided an update on the status of land acquisition activities around the O'Hare International Airport (the "Airport") to advance the EOWA Project, reporting that a draft of the intergovernmental agreement being developed with the Chicago Department of Aviation has recently been received from the Airport and is pending review by Tollway senior management and the Legal Department.

*[Discussion related to land acquisition and litigation strategy are redacted.]*

**EOWA Land Acquisition Activities – Canadian Pacific Railway:** Staff updated the Board on the agency's efforts to acquire real estate interests from Canadian Pacific Railway ("CPR") needed for the EOWA Project. *[Discussion related to land acquisition and litigation strategy are redacted.]*

### **Re-Enter Public Session**

There being no further business requiring Executive Session, Chairman Schillerstrom called for a motion to re-enter the public session of the regular Board Meeting. Director Banks made such a motion; seconded by Director Johnson. Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Banks, Director Johnson, Director Dotson, Director Gomez, Director Gonzalez, Director Vazquez Rowland, Director Sweeney, Chairman Schillerstrom (8)

Nays: None (0)



The motion to adjourn PASSED.

At approximately 10:44 a.m. the Board re-entered the public session of the Meeting.

Minutes taken by: \_\_\_\_\_ /s/ on original  
Christi Regnery  
Board Secretary  
Illinois State Toll Highway Authority

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**Record of Closed Meeting | September 22, 2016**

The Illinois State Toll Highway Authority (the "Tollway") Board of Directors met in Executive Session at approximately 10:45 a.m. on Thursday, September 22, 2016 to discuss Tollway matters related to the purchase of real property, security procedures for the safety of employees or public property, potential or pending litigation, and the minutes of closed meetings, pursuant to exceptions provided in Sections 2(c)5, 2(c)8, 2(c)11, and 2(c)21 of the Illinois *Open Meetings Act*.

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

**Executive Session Attendance**

| Board Members Present:     | Staff Present for all or portions of the Meeting: |
|----------------------------|---------------------------------------------------|
| Chairman Bob Schillerstrom | Greg Bedalov (Executive Director)                 |
| Director Jim Banks         | David Goldberg (General Counsel)                  |
| Director Corey Brooks      | Mike Stone (Chief of Staff)                       |
| Director Earl Dotson, Jr.  | Christi Regnery (Board Secretary)                 |
| Director Joe Gomez         | Joe Kambich (Chief of Information Technology)     |
| Director David Gonzalez    | Manar Nashif (Senior Project Engineer)            |
| Director Craig Johnson     |                                                   |
| Director Vazquez Rowland   |                                                   |

**Directors discussed the minutes of a closed session meeting**

Chairman Schillerstrom raised for consideration the Minutes of the Executive Session of the Board of Directors meeting held on August 25, 2016. He inquired of the Board whether there are any questions, concerns or requests for amendment. Hearing nothing, Chairman Schillerstrom



advised that Board action on the Minutes will occur upon return to the regular session of the Meeting.

### **Directors discussed security procedures**

Executive Director Bedalov introduced Joe Kambich, Chief of Information Technology, to provide the Board a briefing on the Tollway's Business Continuity and Disaster Recovery Program.

During the presentation, Mr. Kambich provided overviews of and explained the distinctions between the *business continuity* aspects of the program, involving enterprise-wide planning and preparations to ensure that critical business functions (i.e. public and employee safety, asset security, revenue) operate despite a serious disaster, and the *disaster recovery* aspects, involving processes, procedures and infrastructure to enable recovery of vital technology systems following a disruption or disaster.

A Director inquired about the status of the program's implementation. Mr. Kambich responded that the mechanisms, facilities and protocols are currently operational; however, additional training, testing, and employee communication is still to occur, which is expected to be completed by the end of October.

A Director inquired about system testing. Mr. Kambich provided an overview of the critical processes testing which has occurred, and that which is ongoing and planned.

Directors and staff discussed the membership and role of the Executive Oversight & Communications Team in the Tollway's disaster response and management approach.

**Chairman Schillerstrom requested that staff provide Directors in advance with briefing materials (by means appropriate for maintaining the confidentiality thereof) for items which are to be considered by the Board in Executive Session.**

*[Mr. Kambich departed the Executive Session at this time.]*

### **Directors discussed land acquisition activities and related pending litigation**

**Final Settlement of Condemnation Litigation - Parcel NW-6C-13-009 (Legal Item 7):** General Counsel provided a summary of a condemnation action filed by the Tollway which seeks partial fee taking of 83,762 square feet of commercial property located in Cook County, parcel NW-6C-13-009, needed in connection with the EOWA Project. He reported that a settlement agreement has been reached between the parties for the amount of \$1,050,000, an amount equal



to the sum determined by the court as preliminary just compensation ("PJC"), \$1,027,500, plus an additional \$22,500. General Counsel advised that the Legal Department, Land Acquisition Manager and outside counsel are recommending approval of a final settlement in this amount.

Chairman Schillerstrom commented it is his opinion that, in general, reaching settlement for the amount of PJC, a court established sum which he believes provides a reasonable indicator of anticipated award should the Tollway proceed to trial, represents a satisfactory resolution for the agency of a condemnation action.

The Board expressed consensus in support of authorizing settlement of the condemnation litigation as presented.

### **Directors discussed a workers' compensation settlement**

**A Workers' Compensation Settlement – Sam Esposito (Legal Item 6):** General Counsel provided a summary of the workers' compensation claim by Sam Esposito for accepted injuries sustained to his shoulder while performing his duties as an antennae specialist. He noted that Mr. Esposito was returned to work in a transitional capacity and for reasons unrelated to this claim is no longer employed by the Tollway. He further reported that a negotiated settlement between the parties has been reached for \$100,000. General Counsel advised that both the Legal Department and outside counsel are recommending approval of the settlement agreement reached.

The Board expressed consensus in support of authorizing settlement of the workers' compensation matter as presented.

### **Directors discussed land acquisition activities**

**Land Acquisition – O'Hare International Airport (Legal Item 5):** Chairman Schillerstrom updated the Board on land acquisition activities around the O'Hare International Airport (the "Airport") to advance the Elgin O'Hare Western Access ("EOWA") Project. He advised that staff is seeking Board approval of the Intergovernmental Agreement ("IGA") recently reached between the Tollway and the City of Chicago to acquire various real estate interests in more than 500 acres of City property for approximately \$96 million. Staff highlighted that the IGA also addresses significant aspects necessary to accommodate the EOWA Project, including disposition of one of the Airport's diagonal runways, 14R/32L, which would be decommissioned by April of 2019, and disposition of approximately two million cubic yards of surplus soil on the needed parcels. Staff noted that Airport management has indicated it will seek approval for the IGA from the Chicago



City Council and that the IGA is also contingent upon approval of “release” by the Federal Aviation Administration (FAA).

*[Director Dotson departed the Meeting at approximately 11:32 a.m.]*

Directors and staff discussed additional Tollway costs (and their consideration within project budgets) related to the land acquisition, including estimated amounts to relocate Airport navigational aids, a K-9 training facility, and an AOA Perimeter Fence and road.

*[Mr. Nashif entered the Executive Session at approximately 11:45 a.m.]*

The Board and staff also discussed estimated Tollway costs and logistics (both contingent upon the environmental condition found) of excavation work to address the approximately two million cubic yards of stockpiled soil, on which, staff advised, only preliminary testing has been conducted. Additional discussion focused on terms under which rights of Tollway entry and the decommissioning of runway 14R/32L are assured, as well as anticipated timelines for Chicago City Council and FAA consideration of the IGA.

### **Re-Enter Public Session**

There being no further business requiring Executive Session, Chairman Schillerstrom called for a motion to re-enter the public session of the regular Board Meeting. Director Banks made such a motion; seconded by Director Gomez. Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Banks, Director Gomez, Director Brooks, Director Gonzalez, Director Johnson, Director Vazquez Rowland, Chairman Schillerstrom (7)

Nays: None (0)

The motion was PASSED, Director Dotson having previously departed.

The Executive Session concluded at approximately 11:55 a.m.

Minutes taken by: \_\_\_\_\_ /s/ on original

Christi Regnery  
Board Secretary  
Illinois State Toll Highway Authority

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**Record of Closed Meeting | October 27, 2016**

The Illinois State Toll Highway Authority (the "Tollway") Board of Directors met in Executive Session at approximately 10:45 a.m. on Thursday, October 27, 2016 to discuss Tollway matters related to the appointment of legal counsel, purchase of real property, potential or pending litigation, and the minutes of closed meetings, pursuant to exceptions provided in Sections 2(c)1, 2(c)5, 2(c)11, and 2(c)21 of the Illinois *Open Meetings Act*.

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

**Executive Session Attendance****Board Members Present:**

Chairman Bob Schillerstrom

Director Jim Banks

Director Corey Brooks

Director Earl Dotson, Jr.

Director Joe Gomez

Director David Gonzalez

Director Craig Johnson

Director Vazquez Rowland

Director James Sweeney

**Staff Present for all or portions of the Meeting:**

Greg Bedalov (Executive Director)

David Goldberg (General Counsel)

Rocco Zuccherro (Chief Planning Officer)

Christi Regnery (Board Secretary)

**Directors discussed the minutes of a closed session meeting**

Chairman Schillerstrom raised for consideration the Minutes of the Executive Session of the Board of Directors meeting held on September 22, 2016. He inquired of the Board whether there





are any questions, concerns or requests for amendment. Hearing nothing, Chairman Schillerstrom advised that Board action on the Minutes will occur upon return to the regular session of the Meeting.

### **Directors discussed land acquisition activities**

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**Identification of Real Estate Parcels (Engineering Item 12):** Pursuant to Tollway obligation (arising from the eminent domain matter of *ISTHA v. DiBenedetto*) to identify real estate interests which may need to be acquired by condemnation, staff provided a summary table of the Elgin O'Hare Western Access ("EOWA") Project parcel identification report noting the addition of three (3) parcels located within Cook County in which various real estate interests are sought. Staff advised that only the newly identified parcels highlighted in yellow are subject of the amended resolution for which Board consideration is being requested at the Meeting. Staff also clarified that the record owner information provided reflects the best known information to-date and is subject to change as the process advances and additional information is acquired.

A Director inquired as to the location of the parcels identified. Staff responded that one parcel is located in Elk Grove Village, one in Des Plaines and one in the Franklin Park area.

### **Directors discussed land acquisition activities and related pending litigation**

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**Final Settlement of Condemnation Litigation - Parcel TW-7-12-002 (Legal Item 1):** Staff provided a summary of a condemnation action filed by the Tollway which seeks fee taking of 158,784 square feet of commercial property located in Cook County, parcel TW-7-12-002, needed in connection with the EOWA Project. Staff explained that order vesting title was previously obtained by ruling of a quick take condemnation hearing and upon the Tollway's deposit of preliminary just compensation ("PJC"), as determined by the court, in the amount of \$1,237,500. Staff reported that the Tollway is now in receipt of the final settlement report from the assigned Special Assistant Attorney General, who is recommending settlement for the parcel in the amount of \$1,237,500, an amount equal to the sum determined by the court as PJC. Staff advised that the property owner has agreed to fully settle this matter for the sum awarded for preliminary just compensation of \$1,237,500 and that the Tollway Legal Department and the Land Acquisition Manager are recommending approval of a final settlement in this amount.

Chairman Schillerstrom commented that reaching settlement for the amount of PJC, a court established sum which he believes provides a reasonable indicator of anticipated award should the Tollway proceed to trial, represents a satisfactory resolution for the agency of a condemnation action.



The Board expressed consensus in support of authorizing settlement of the condemnation litigation as presented.

*[Mr. Zucchero departed the Executive Session at this time.]*

### **Directors discussed a Personal Injury Settlement**

**A Personal Injury Settlement – David R. Clemmons (Legal Item 2):** General Counsel provided a summary of the personal injury claim by David R. Clemmons, a Tollway patron, who sustained personal injuries when his motorcycle fell on him while paying a toll at a manual lane. He reported that a negotiated settlement between the parties has been reached for \$42,500. General Counsel advised that both the Legal Department and outside counsel are recommending approval of the settlement agreement reached.

The Board expressed consensus in support of authorizing settlement of the personal injury matter as presented.

### **Re-Enter Public Session**

There being no further business requiring Executive Session, Chairman Schillerstrom called for a motion to re-enter the public session of the regular Board Meeting. Director Sweeney made such a motion; seconded by Director Johnson. Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Sweeney, Director Johnson, Director Banks, Director Brooks, Director Dotson, Director Gomez, Director Gonzalez, Director Vazquez Rowland, Chairman Schillerstrom (9)

Nays: None (0)

The motion was PASSED.

The Executive Session concluded at approximately 11:04 a.m.

Minutes taken by: \_\_\_\_\_ /s/ on original

Christi Regnery  
Board Secretary  
Illinois State Toll Highway Authority

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**Record of Closed Meeting | November 17, 2016**

The Illinois State Toll Highway Authority (the "Tollway") Board of Directors met in Executive Session at approximately 10:05 a.m. on Thursday, November 17, 2016 to discuss Tollway matters related to the purchase of real property, potential or pending litigation, and the minutes of closed meetings, pursuant to exceptions provided in Sections 2(c)5, 2(c)11, and 2(c)21 of the Illinois *Open Meetings Act*.

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

**Executive Session Attendance**

| Board Members Present:     | Staff Present for all or portions of the Meeting: |
|----------------------------|---------------------------------------------------|
| Chairman Bob Schillerstrom | Greg Bedalov (Executive Director)                 |
| Director Jim Banks         | David Goldberg (General Counsel)                  |
| Director Earl Dotson, Jr.  | Rocco Zuccherro (Chief Planning Officer)          |
| Director Joe Gomez         | Christi Regnery (Board Secretary)                 |
| Director David Gonzalez    |                                                   |
| Director Craig Johnson     |                                                   |
| Director Vazquez Rowland   |                                                   |

**Directors discussed the minutes of a closed session meeting**

Chairman Schillerstrom raised for consideration the Minutes of the Executive Session of the Board of Directors meeting held on October 27, 2016. He inquired of the Board whether there are any questions, concerns or requests for amendment. Hearing nothing, Chairman Schillerstrom advised that Board action on the Minutes will occur upon return to the regular session of the Meeting.



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## Directors discussed land acquisition activities

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**Identification of Real Estate Parcels (Engineering Item 5):** Pursuant to Tollway obligation (arising from the eminent domain matter of *ISTHA v. DiBenedetto*) to identify real estate interests which may need to be acquired by condemnation, staff provided a summary table of the Elgin O'Hare Western Access ("EOWA") Project parcel identification report noting the addition of three (3) parcels, each located within Cook County, in which various real estate interests are sought. Staff advised that only the newly identified parcels highlighted in yellow are subject of the amended resolution for which Board consideration is being requested at the Meeting. Staff also clarified that the record owner information provided reflects the best known information to-date and is subject to change as the process advances and additional information is acquired.

Director Johnson indicated his wish to recuse himself from participating in the decision regarding Parcel WA-3D-12-900, including the action to occur upon return to the public session of the Meeting.

*[Mr. Zuccherro departed the Executive Session at this time.]*

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## Directors discussed land acquisition activities and related pending litigation

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*[Discussion related to land acquisition and litigation strategy are redacted.]*

*[Secretary's note: Due to a technical issue at this time, the remaining approximately 25 minutes of the Executive Session were not recorded. Minutes were taken throughout by the Board Secretary. During such time, no action was taken by the Board except a motion to re-enter the public meeting as noted below.]*

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## Directors discussed pending litigation

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General Counsel updated the Board on the case of *Midwest Fence Corp. v. Illinois State Toll Highway Authority*, a constitutional challenge to federal and state programs designed to benefit disadvantaged business enterprises ("DBEs") in the highway construction industry. He reported that the United States Court of Appeals for the Seventh Circuit recently affirmed the decision of the lower court (which granted complete summary judgement for all defendants).

General Counsel highlighted the national significance of this ruling and noted the potential for the decision to be appealed to the Supreme Court of the United States.



### Directors discussed potential litigation

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Chairman Schillerstrom updated Directors on the status of the procurement of the Tollway's General Engineering Consultant, consequent to the Board's recent vote in opposition to award on the basis of terms presented by staff. He reported a protest is currently pending before the state's Chief Procurement Officer, who will need to rule before next steps can be determined.

Directors and staff then discussed the legal and procedural implications of the Board's action, transparency in the qualification-based selection process, the particular significance of the Board's oversight role in foundational contracts, and how best the Board might be involved in these procurements from their initiation.

### Re-Enter Public Session

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There being no further business requiring Executive Session, Chairman Schillerstrom called for a motion to re-enter the public session of the regular Board Meeting. Director Johnson made such a motion; seconded by Director Dotson. Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Johnson, Director Dotson, Director Banks, Director Gomez, Director Gonzalez, Director Vazquez Rowland, Chairman Schillerstrom (7)

Nays: None (0)

The motion was PASSED.

The Executive Session concluded at approximately 10:38 a.m.

Minutes taken by: \_\_\_\_\_ /s/ on original

Christi Regnery  
Board Secretary  
Illinois State Toll Highway Authority