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Record of Closed Meeting | December 21, 2017

The Illinois State Toll Highway Authority (the "Tollway") Board of Directors met in Executive Session at approximately 9:48 a.m. on Thursday, December 21, 2017 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 Jim Banks
Director Corey Brooks
Director Earl Dotson, Jr.
Director Joe Gomez
Director David Gonzalez
Director Craig Johnson
Director Neli Vazquez Rowland

Staff Present for all or portions of the Meeting:
Greg Bedalov (Executive Director)
Paul Kovacs (Chief Engineering Officer)
Kevin Artl (Chief Operating Officer)
Rocco Zuccherro (Deputy Chief of Engineering)
Mike Woodward (Land Acquisition Manager)
Liz Oplawski (Acting General Counsel)
Christi Regnery (Board Secretary)

Directors discussed land acquisition activities

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 Central Tri-State (I-294) parcel identification report noting the addition of eight (8) parcels, all 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 noted that one parcel previously acquired has had a change of owner. 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 about the process for Board approval of the purchase of parcels identified for acquisition. Staff responded that identification of the parcels are approved by the Board and if settlement is achieved at appraised property values, no further Board action is required.

[Mr. Zuccherro, Mr. Kovacs and Mr. Woodward departed the Meeting at this time.]

Directors discussed land acquisition activities and pending litigation

Land Acquisition – Canadian Pacific Railway / Union Pacific Railroad: Chairman Schillerstrom updated Directors on the agency’s efforts to acquire real estate interests needed for the Elgin O’Hare Western Access (“EOWA”) Project. He reminded Directors that agreement had been reached with Union Pacific Railroad (UP) to acquire substantial real estate interests (including fee taking, permanent and temporary easements) to advance an alternate approach which would only require seeking temporary easements and air rights from Canadian Pacific Railway (“CP”). He advised the Board that a “handshake” agreement has also been reached with CP for needed easements, with staff currently working to memorialize final agreement, and that this progress will be reported to the Surface Transportation Board at their meeting in January. He highlighted that having agreements regarding land acquisition will then allow the Tollway to partner with the railroads on complicated issues involving construction easements and an amended environmental impact statement. Chairman Schillerstrom noted the tenuous nature of the agreements reached and the importance of preserving their confidentiality until finalized.

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 Banks. 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 Vazquez Rowland, Chairman Schillerstrom (8)



Nays: None (0)

The motion was PASSED.

The Executive Session concluded at approximately 9:51 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 | January 25, 2018

The Illinois State Toll Highway Authority (the "Tollway") Board of Directors met in Executive Session at approximately 9:10 a.m. on Thursday, January 25, 2018 to discuss Tollway matters related to the performance of specific personnel, 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 pro tem Craig Johnson
Director Corey Brooks
Director Earl Dotson, Jr.
Director Joe Gomez
Director David Gonzalez
Director Neli Vazquez Rowland

Staff Present for all or portions of the Meeting:
Kevin Artl (Chief Operating Officer)
Liz Oplawski (Acting General Counsel)
Christi Regnery (Board Secretary)

Directors discussed pending litigation

Livable Lake County, et al. v. ISTHA: After verifying Directors have no disqualifying conflict of interest, Acting General Counsel provided a brief background on a lawsuit recently filed against the Tollway by Livable Lake County, an unincorporated association, and six area homeowners. She reported that the Plaintiffs allege that moving forward with the environmental impact statement (EIS) to study extension of Route 53 violates portions of the Toll Highway Act, contending that provisions of the Act generally require public hearings and other processes prior



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to determining where to locate a new tollway. She advised the Board that the Tollway's position is that these portions of the Toll Highway Act do not preclude an EIS; rather they are requirements once a route has been established, which cannot be done prior to the completion of an EIS. *[Discussions regarding litigation and litigation strategy are redacted.]*

Directors and staff discussed the strength of the Tollway's legal position in the case.

Julie Nachampassack v. ISTHA: Acting General Counsel provided background on a lawsuit filed in federal court recently against the Tollway by Julie Nachampassack, a former Senior Toll Collector, who alleges she was the victim of discrimination, retaliation, wrongful termination and hostile work environment in violation of the Americans with Disabilities Act (ADA). She informed the Board that the Plaintiff is seeking back pay, benefits, and other pecuniary losses; compensatory damages (which covers losses from injury) as well as attorney's fees. Acting General Counsel recommended that outside counsel be appointed to represent the Tollway's interest, noting that the Legal Department will be seeking Board approval of the appointment at next month's Board meeting.

Directors and staff then discussed the nature of the Plaintiff's claims as well as the merits and prospects of the lawsuit. Acting General Counsel expressed confidence in the Tollway's handling of the initial sexual harassment occurrence and the subsequent denial of the Plaintiff's request for additional time off for medical treatment under the ADA.

Re-Enter Public Session

There being no further business requiring Executive Session, Chairman pro tem Johnson called for a motion to re-enter the public session of the regular Board Meeting. Director Brooks made such a motion; seconded by Director Vazquez Rowland. Chairman pro tem Johnson called for a vote. The motion was PASSED unanimously.

The Executive Session concluded at approximately 9:49 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 | February 22, 2018

The Illinois State Toll Highway Authority (the "Tollway") Board of Directors met in Executive Session at approximately 9:30 a.m. on Thursday, February 22, 2018 to discuss Tollway matters related to the employment of specific employees and the appointment of legal counsel, potential or pending litigation, and the minutes of closed meetings, pursuant to exceptions provided in Sections 2(c)1 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	Kevin Artl (Chief Operating Officer)
Director Jim Banks	Liz Oplawski (Acting General Counsel)
Director Corey Brooks	Christi Regnery (Board Secretary)
Director Earl Dotson, Jr.	Cindy Klima (Chief of Communications)
Director Joe Gomez	Shana Whitehead (Chief of Business Systems)
Director Craig Johnson	T.J. Hengesbach (Inspector General)
Director Neli Vazquez Rowland	

Directors discussed the Inspector General's Summary Activity Report

Chairman Schillerstrom 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 March), 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 the report for the period of September 1, 2017 to February 28, 2018 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 summarized a memo distributed to Board members detailing a number of OIG investigations which resulted in corrective or disciplinary actions to Tollway personnel, ranging from employee discharge/termination to suspension. Mr. Hengesbach also commented on an OIG investigation which resulted in a recommendation to advance the revised hiring processes and procedures being developed by the Tollway's hiring consultant.

Directors and staff discussed hiring process and procedure changes which are currently being implemented (in three phases) to address deficiencies identified by the Internal Audit Department and OIG, and which have additionally resulted in streamlining the hiring process. A Director requested a summary be provided of hiring needs and the staffing analysis performed. **Staff responded that the information requested would be developed and provided to Directors post-Meeting.**

Directors and staff additionally discussed an OIG recommendation to review the agency's background check process for job candidates and Illinois law which prohibits employers from inquiring into a prospective employee's criminal background on its application or during the early stages of application review.

Directors discussed the minutes of a closed session meetings

Chairman Schillerstrom raised for consideration the Minutes of the Executive Session of the January 25, 2018 Board of Directors meeting. He then inquired of the Board if there are any questions, concerns or requests for amendment. Hearing nothing, Chairman Schillerstrom advised that Board that action on these Minutes will occur upon return to the regular session of the Meeting.

Directors discussed pending and potential litigation

Authorization to Enter a Settlement Claim – Law Enforcement Systems, LLC (Legal Item 3): Staff reported that Law Enforcement Systems, LLC, has submitted invoices to the Tollway for \$67,855 in out-of-state registration retrieval services provided (during October and November of 2017) in excess of the contract's upper limit of compensation of \$80,000, and has threatened litigation to recover amounts claimed. Staff noted that an administrative oversight allowed the agency to request services in excess of the contract and that the vendor rendered



the services ordered. Staff further noted that these services are important to revenue recovery and if aware that the contract's upper limit was to be exceeded, Board approval of a supplemental contract would have been sought. Staff advised the Board that payment of these invoices by the Tollway would serve to conclude the matter to the satisfaction of both parties.

Directors and staff discussed contract terms and administrative controls to ensure compensation limits are not exceeded. Upon conclusion of the discussion, the Board expressed a consensus to settle the claim as presented.

Appointment of Outside Counsel (Legal Item 4): Acting General Counsel re-briefed the Board on a lawsuit filed in federal court against the Tollway by Julie Nachampassack, a former Senior Toll Collector, who alleges she was the victim of discrimination, retaliation, wrongful termination and hostile work environment in violation of the Americans with Disabilities Act (ADA). She reminded the Board that the Plaintiff is seeking back pay, benefits, and other pecuniary losses; compensatory damages (which covers losses from injury) as well as attorney's fees. Acting General Counsel advised the Board that the Legal Department is seeking approval of the appointment of the firm of Franczek Radelet to provide counsel on this employment litigation and related matters. She noted that this appointment represents an area which has historically been performed by outside counsel and that Franczek Radelet has successfully represented the Tollway in other employment related matters.

Directors and staff then discussed Franczek Radelet's background, concentration and performance. Additionally discussed were the Plaintiff's claims, merits of the case, and prospects and risk of exposure of proceeding to trial. Acting General Counsel advised the Board that the agency's denial of the Plaintiff's request for additional time off for medical treatment under the ADA will be a key element of the case.

A Director inquired about the potential costs of litigation. Acting General Counsel responded that the Tollway has insurance coverage, with a \$250,000 retention for employment practices, and will tender this case to its insurer for coverage of costs above that amount.

Directors discussed personnel matters

Directors discussed the qualifications, skills and experience of Elizabeth "Liz" Gorman, candidate proposed and recommended by the Governor's Office to serve in the position of Executive Director of the Tollway, replacing resigning Executive Director Greg Bedalov. Additionally discussed were potential compensation levels, benefits, and start date for Ms. Gorman. During the discussion, several Directors commented that they first learned of the leadership change



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through the press and expressed concern that communication with the Board be a priority for the agency. A Director also suggested that in the future the Board might play a valuable role in the selection process for the Executive Director position, rather than being presented a selected candidate for approval.

Upon conclusion of the discussion, the Board expressed consensus in support of hiring Ms. Gorman as the new Executive Director, establishing her compensation at approximately \$205,000 annually and authorizing the Chairman to finalize her terms of employment. Members of the Board expressed gratitude to Mr. Bedalov for his achievements at the agency and extended good wishes for success in his future endeavors.

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 Banks. Chairman Schillerstrom called for a vote. The motion was PASSED unanimously.

The Executive Session concluded at approximately 10:26 a.m.

Minutes taken by: _____ /s/ on original

Christi Regnery
Board Secretary
Illinois State Toll Highway Authority



Executive Session of the Board of Directors Meeting

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Record of Closed Meeting | April 26, 2018

The Illinois State Toll Highway Authority (the "Tollway") Board of Directors met in Executive Session at approximately 9:58 a.m. on Thursday, April 26, 2018 to discuss Tollway matters related to the employment of specific employees and the purchase or lease of real property, pursuant to exceptions provided in Sections 2(c)1 and 2(c)5 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 David Gonzalez
Director Craig Johnson
Director Neli Vazquez Rowland

Staff Present for all or portions of the Meeting:
Kevin Artl (Chief Operating Officer)
Liz Oplawski (Acting General Counsel)
Christi Regnery (Board Secretary)
Paul Kovacs (Chief Engineering Officer)
Rocco Zuccherro (Chief Planning Officer)
Mike Woodward (Land Acquisition Manager)

Directors discussed land acquisition activities

Identification of Real Estate Parcels (Engineering Item 14): 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 Central Tri-State (I-294) parcel identification report noting the addition of ten (10) 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.

Directors and staff briefly discussed the notification and negotiation process with the owners of record of the identified parcels.

Identification of Real Estate Parcels (Engineering Item 15): 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 four (4) 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.¹

Land Acquisition - Transfer of Excess Property (Engineering Item 16): Staff requested authorization to dispose of excess property, parcel TW-1C-10-100 EX located on the easterly side of I-294 and south of 145th Street, Posen, IL, in Cook County.

A Director requested confirmation that the subject parcel has been deemed excess right-of-way and the recipient is a private party rather than a municipality because the transfer would satisfy a legal claim made against the agency. Staff confirmed.

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 Dotson. Chairman Schillerstrom called for a vote. The motion was PASSED unanimously.



The Executive Session concluded at approximately 10:06 a.m.

Minutes taken by: _____ /s/ on original

Christi Regnery
Board Secretary
Illinois State Toll Highway Authority



Minutes of the
Executive Session of the Board of Directors Meeting

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Record of Closed Meeting | May 24, 2018

The Illinois State Toll Highway Authority (the "Tollway") Board of Directors met in Executive Session at approximately 9:58 a.m. on Thursday, May 24, 2018 to discuss Tollway matters related to the appointment of legal counsel, the purchase or lease of real property and the minutes of closed meetings, pursuant to exceptions provided in Sections 2(c)1, 2(c)5, 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 Craig Johnson
Director Neli Vazquez Rowland

Staff Present for all or portions of the Meeting:
Kevin Artl (Chief Operating Officer)
Liz Oplawski (Acting General Counsel)
Christi Regnery (Board Secretary)
Paul Kovacs (Chief Engineering Officer)
Mike Woodward (Land Acquisition Manager)

Directors discussed the minutes of a closed session meetings

Chairman Schillerstrom raised for consideration the Minutes of the Executive Session of the April 26, 2018 Board of Directors meeting. He inquired of the Board if there are any questions, concerns or requests for amendment. Hearing nothing, Chairman Schillerstrom advised that Board that action on these Minutes will occur upon return to the regular session of the Meeting.



Directors discussed land acquisition activities

Identification of Real Estate Parcels (Engineering Item 28): 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 Central Tri-State (I-294) parcel identification report noting the addition of nineteen (19) parcels, located within Cook and DuPage Counties, 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.

Directors discussed pending litigation

Appointment of Outside Counsel (Legal Item 3): Acting General Counsel briefed the Board on a lawsuit filed in Lake County by Serena Ali against the Tollway and its employee Petar Trbovic, a snow plow driver, arising from an automobile accident which occurred in January 2017. She advised the Board that the Legal Department is seeking approval of the appointment of the firm of Lewis Brisbois, Bisgaard & Smith LLP to provide outside counsel on this personal injury litigation matter.

Directors and staff then briefly discussed the firm's expertise and performance, after which the Board expressed consensus in support of the appointment.

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 Dotson made such a motion; seconded by Director Johnson. Chairman Schillerstrom called for a vote. The motion was PASSED unanimously.



ILLINOIS STATE TOLL HIGHWAY AUTHORITY

Minutes of the
Executive Session of the Board of Directors Meeting

Meeting Date
May 24
2018



The Executive Session concluded at approximately 10:06 a.m.

Minutes taken by: _____ /s/ on original

Christi Regnery
Board Secretary
Illinois State Toll Highway Authority