



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

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**Record of Closed Meeting | December 5, 2019**

Pursuant to exceptions provided in Sections 2(c)5, 21 and 29 of the Open Meetings Act (5 ILCS 120/2(c) 5, 21 and 29), on Thursday, December 5, 2019 at approximately 3:20 p.m., the Tollway Board of Directors met in Executive Session to discuss Tollway matters related to the purchase or lease of real property, the minutes of closed meetings and internal audit controls.

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

**Executive Session Attendance**

Board Members Present:
Chairman Will Evans
Director Jim Connolly
Director Steve Davis
Director Alice Gallagher
Director Scott Paddock <i>(by phone)</i>
Director Gary Perinar
Director Jim Sweeney

Staff Present for all or portions of the Meeting:
José Alvarez (Executive Director)
Kathleen R. Pasulka-Brown (General Counsel)
Derek Messier (Chief Operating Officer)
Christi Regnery (Board Secretary)
Shaun Farmer (Chief Internal Auditor)

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

Chairman Evans raised for consideration the Minutes of the Executive Session of the October 17, 2019 Board of Directors meeting. He inquired of the Board if there are any questions, concerns or requests for amendment. Hearing nothing, Chairman Evans advised the Board that action on these Minutes will occur upon return to the public session of the meeting.



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### Directors discussed the 2-Year Audit Plan

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A Director observed that a number of vacant positions remain in the Internal Audit Department and asked Mr. Farmer whether his department has sufficient resources to execute the Two-Year Internal Audit Plan. Mr. Farmer responded affirmatively, noting that internal audit functions are currently being supplemented with outsourced audit consultancy services and that he is working diligently with management to fill the vacant positions.

*[Mr. Farmer departed the meeting at this time]*

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### Directors discussed land acquisition activities

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**Identification of Real Estate Parcels (Legal Item 2):** Pursuant to the Tollway's obligation (arising from *ISTHA v. DiBenedetto*) to identify real estate interests it may need to acquire by condemnation, Staff provided a summary table of the Jane Addams Memorial Tollway Project (I-90) Project parcel identification report, noting the addition of one (1) parcel, located within Cook County, in which various real estate interests are sought.

**Identification of Real Estate Parcels (Legal Item 3):** Pursuant to the Tollway's obligation (arising from *ISTHA v. DiBenedetto*) to identify real estate interests it may need to acquire by condemnation, Staff provided a summary table of the Tri-State Tollway Project (I-294) parcel identification report, noting the addition of fourteen (14) parcels, located within Cook County, in which various real estate interests are sought.

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### Re-Enter Public Session

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There being no further Executive Session business, Chairman Evans entertained a motion to re-enter the public session of the regular Board Meeting. Director Sweeney made such a motion, seconded by Director Perinar. The motion was PASSED unanimously.

The Executive Session concluded at approximately 3:26 p.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 16, 2020**

Pursuant to exceptions provided in Sections 2(c)(5) and (21) of the Open Meetings Act (5 ILCS 120/2(c)(5) and (21)), on Thursday, January 16, 2020 at approximately 10:38 a.m., the Tollway Board of Directors met in Executive Session to discuss Tollway matters related to the purchase or lease of real property and the minutes of closed meetings.

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

**Executive Session Attendance**

Board Members Present:
Chairman Will Evans
Director Jim Connolly
Director Steve Davis
Director Alice Gallagher
Director Karen McConnaughay
Director Scott Paddock
Director Gary Perinar

Staff Present for all or portions of the Meeting:
José Alvarez (Executive Director)
Kathleen R. Pasulka-Brown (General Counsel)
Derek Messier (Chief Operating Officer)
Christi Regnery (Board Secretary)

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

Chairman Evans raised for consideration the Minutes of the Executive Session of the December 5, 2019 Board of Directors meeting. He inquired of the Board if there are any questions, concerns or requests for amendment. Hearing nothing, Chairman Evans advised the Board that action on these Minutes will occur upon return to the public session of the meeting.



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### Directors discussed land acquisition activities

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**Identification of Real Estate Parcels (Legal Item 3):** Pursuant to the Tollway’s obligation (arising from *ISTHA v. DiBenedetto*) to identify real estate interests it may need to acquire by condemnation, Staff provided a summary table of the Tri-State Tollway (I-294) Project parcel identification report, noting the addition of eighteen (18) parcels, located within Cook County, in which various real estate interests are sought.

**Identification of Real Estate Parcels (Legal Item 4):** Pursuant to the Tollway’s obligation (arising from *ISTHA v. DiBenedetto*) to identify real estate interests it may need to acquire by condemnation, Staff provided a summary table for the System-Wide Project parcel identification report, noting the addition of two (2) parcels, located within Cook County, in which various real estate interests are sought.

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### Re-Enter Public Session

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There being no further Executive Session business, Chairman Evans entertained a motion to re-enter the public session of the regular Board Meeting. Director Davis made such a motion, seconded by Director Perinar. The motion was PASSED unanimously.

The Executive Session concluded at approximately 10:44 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 11, 2020

Pursuant to exceptions provided in Sections 2(c)1, 5, 11 and 21 of the Open Meetings Act (5 ILCS 120/2(c)1, 5, 11 and 21), on Thursday, February 11, 2020 at approximately 10:38 a.m., the Tollway Board of Directors met in Executive Session to discuss Tollway matters related to personnel, the purchase or lease of real property, pending or probable litigation and the minutes of closed meetings.

*[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 Will Evans	José Alvarez (Executive Director)
Director Jim Connolly	Kathleen R. Pasulka-Brown (General Counsel)
Director Steve Davis	Derek Messier (Chief Operating Officer)
Director Alice Gallagher	Christi Regnery (Board Secretary)
Director Karen McConaughay	T.J. Hengesbach (Inspector General)
Director Scott Paddock	Joe Kambich (Chief of Information Technology)
Director Gary Perinar	
Director Jim Sweeney	

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

Chairman Evans raised for consideration the Minutes of the Executive Session of the January 16, 2020 Board of Directors meeting. He inquired of the Board if there are any questions, concerns or requests for amendment. Hearing nothing, Chairman Evans advised the Board that action on these Minutes will occur upon return to the public session of the meeting.



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## Directors the Inspector General's Summary Activity Report

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Chairman Evans 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, which is conveyed semi-annually to the Tollway Board of Directors, the Office of the Governor and the Illinois General Assembly, pursuant to requirements of the Toll Highway Act.

Mr. Hengesbach explained that a preview of the report for the period of September 1, 2019 to March 31, 2020 is being provided in Executive Session to allow Directors an opportunity to discuss issues not appropriate for public session. He noted that the Summary Activity Report will be filed at the end of March and formally presented to Directors at the April meeting.

Mr. Hengesbach summarized a memo distributed to Directors detailing four OIG investigations that resulted in employee resignation or discharge/termination. He advised the Board that one of the discharged employees neglected to make full restitution, and this case has been sent to the Winnebago County State's Attorney's office to consider prosecution. Mr. Hengesbach additionally provided an update on a 2019 investigation that resulted in discharge/termination.

Directors and Mr. Hengesbach discussed OIG investigative procedures and dollar amount thresholds over which potential theft cases are investigated by the OIG and potentially referred for criminal prosecution. Mr. Hengesbach noted that any employee disciplinary action resulting from an OIG investigation is determined by Tollway management.

A Director inquired about the ability of equipment operator laborers to return to work after their licenses are suspended in connection with a DUI charge. Mr. Hengesbach responded that under the current collective bargaining agreement, a union member is allowed to return to work if the member can secure reinstatement of his/her license within 90 days of its suspension. He noted that if the union member is unable to timely secure reinstatement of his/her license, the member is precluded from returning to their position.

*[Mr. Hengesbach departed, and Mr. Kambich entered the meeting at this time].*

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## Directors discussed pending or probable litigation

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**Addendum Agreement Relating to Support Services (Legal Item 5):** General Counsel provided a summary of an ongoing dispute between the Tollway and Oracle reseller, Mythics, Inc., concerning support service fees for Oracle products. General Counsel advised the Board that under the current extension agreement, the Tollway's right to support services will expire on February 29, 2020, and because the Tollway cannot prudently forego support services (even



temporarily), the Tollway is seeking authority to negotiate and enter into another extension agreement with Mythics, providing that the Tollway will receive support services throughout 2020. Further, she explained that if the parties are unable to resolve their dispute informally, the Tollway will review and/or exercise any legal remedies it may have.

Directors and staff discussed the specifics of the disputed fee issue, which amounts to approximately \$1.5 million annually.

### **Directors discussed pending or probable litigation**

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**Final Settlement of Condemnation Litigation - ISTHA v. John W. Stueve and James W. Stueve (Legal Item 2):** General Counsel provided a summary of a condemnation action pursuant to which the Tollway sought fee simple title to Parcel EO-1B-12-095. She noted that the real estate interest is needed for roadway widening along the Elgin O'Hare Western Access ("EOWA") corridor. She advised the Board that both the Legal Department and Land Acquisition Manager recommend that the Board approve the parties' settlement agreement of \$1,000,000.00, which is the amount the Tollway previously posted with the court as preliminary just compensation.

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

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**Identification of Real Estate Parcels (Legal Item 3):** Pursuant to the Tollway's obligation (arising from *ISTHA v. DiBenedetto*) to identify real estate interests it may need to acquire by condemnation, Staff provided a summary table for the Elgin O'Hare Western Access Project parcel identification report, noting the addition of one (1) parcel, located within Cook County, in which various real estate interests are sought.

### **Directors discussed workers' compensation settlements**

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**Worker's Compensation Settlement (Legal Item 4):** General Counsel provided a summary of a workers' compensation matter involving Estelle Finnigan, who filed a claim for a right knee injury sustained while performing her duties as a toll collector. General Counsel noted that as a result of permanent physical restrictions following surgery, Ms. Finnigan was unable to return to her Tollway job. General Counsel reported that the parties agreed to settle all claims for \$149,000.00, plus a legally required Medicare Set-Aside, estimated at \$69,512.78. She explained that the settlement amount is based on a present cash value wage differential calculation. She advised the Board that both the Legal Department and outside counsel



recommend approval of the proposed settlement, which would close all claims and eliminate any risk of future related medical treatment costs.

**Re-Enter Public Session**

There being no further Executive Session business, Chairman Evans entertained a motion to re-enter the public session of the regular Board Meeting. Director Davis made such a motion, seconded by Director Perinar. The motion was PASSED unanimously.

The Executive Session concluded at approximately 11:14 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 | March 26, 2020**

Pursuant to exceptions provided in Sections 2(c)5, 11 and 21 of the Open Meetings Act (5 ILCS 120/2(c)5, 11 and 21), on Thursday, March 26, 2020 at approximately 11:10 a.m., the Tollway Board of Directors met telephonically in Executive Session to discuss Tollway matters related to the purchase or lease of real property, pending or probable litigation and the minutes of closed meetings.

*[Secretary’s note: Due to an oversight, the Executive Session was not recorded. Minutes were taken throughout by the Board Secretary. During such time, no action was taken by the Board with exception of a motion to re-enter the public meeting as noted below.]*

**Executive Session Attendance**

<b>Board Members Present:</b>
Chairman Will Evans
Director Jim Connolly
Director Steve Davis
Director Alice Gallagher
Director Karen McConnaughay
Director Scott Paddock
Director Gary Perinar
Director Jim Sweeney

<b>Staff Present for all or portions of the Meeting:</b>
José Alvarez (Executive Director)
Kathleen R. Pasulka-Brown (General Counsel)
Derek Messier (Chief Operating Officer)
Christi Regnery (Board Secretary)

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

Chairman Evans raised for consideration the Minutes of the Executive Session of the February 11, 2020 Board of Directors meeting and inquired whether there are any questions, concerns or



requests for amendment. Hearing nothing, Chairman Evans advised the Board that action on the Minutes will occur upon return to the public session of the meeting.

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

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**Identification of Real Estate Parcels (Legal Item 3):** Pursuant to the Tollway's obligation (arising from *ISTHA v. DiBenedetto*) to identify real estate interests it may need to acquire by condemnation, staff provided a summary table for the Elgin O'Hare Western Access Project parcel identification report, noting the addition of thirteen (13) parcels.

### **Directors discussed pending or probable litigation**

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**Administrative Real Estate Settlement – Casey Capital Partners (Legal Item 4):** General Counsel provided a summary of an Administrative Real Estate Settlement relative to Parcel NW-6B-18-001, which is required for the construction of a Tollway maintenance facility (M-5) located near I-90 and Roselle Road. General Counsel noted that the Tollway appraised the property at a value of \$8,010,000.00 and that the property owner's appraiser valued the property at \$12,385,000.00. General Counsel advised the Board that the parties have agreed to settle the matter for the amount of \$9,000,000.00.

### **Directors discussed litigation settlements**

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**Worker's Compensation Settlement (Legal Item 5):** General Counsel provided a summary of a workers' compensation matter involving LaShonda Chambers, who filed a claim for a left shoulder injury sustained while performing her duties as a coin counter. General Counsel stated that the employee was off work from July 2013 through September 2017 for the work injury and a seemingly unrelated medical condition for which she received \$103,618.52 in non-occupational disability benefits from State Employees' Retirement System. General Counsel further stated that the Tollway could be held responsible for a significant portion of same, total temporary disability benefits in addition to a permanent partial disability award with a potential total exposure of approximately \$196,419.44. She reported that Tollway counsel negotiated a settlement for \$112,500.00, a substantial savings. She noted that in addition to realizing the above savings, settlement will save the Tollway further litigation expense and close Petitioner's claim, eliminating any risk of future related medical treatment. General Counsel advised the Board that the Legal Department recommends settling this matter for \$112,500.

**Litigation Settlement – Iwan Klowaty (Legal Item 6):** General Counsel provided an update on *Klowaty v. ISTHA*, an employment discrimination suit brought by a Tollway



employee. *[Discussions related to litigation and litigation strategy are redacted.]* Tollway counsel negotiated a \$28,500.00 settlement with the Plaintiff, which would release the Tollway from any and all related claims. She advised the Board that the Legal Department recommends settling this matter for \$28,500.00.

A Director inquired about the employment status of the referenced supervisor. General Counsel responded that the supervisor was terminated.

**Re-Enter Public Session**

There being no further Executive Session business, Chairman Evans entertained a motion to re-enter the public session of the regular Board Meeting. Director Paddock made such a motion, seconded by Director Connolly. The motion PASSED unanimously.

The Executive Session concluded at approximately 11:25 a.m.

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