

**CONFIDENTIAL**

This document contains confidential information of The Illinois State Toll Highway Authority ("Tollway"). Access to and use of this information is strictly limited and controlled by the Tollway. This document may not be copied, distributed or otherwise disclosed to unauthorized personnel, except under appropriate precautions to maintain its confidentiality, and may not be used in any way not expressly authorized by the Tollway.

Record of Closed Meeting November 18, 2021

Pursuant to exceptions provided in Sections 2(c)1, 11 and 21 of the *Open Meetings Act* on Thursday, November 18, 2021 at approximately 11:09 a.m., the Tollway Board of Directors met telephonically in Executive Session to consider Tollway matters related to personnel, probable or pending litigation and the minutes of closed meetings.

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

Executive Session Attendance

Board Members Present:	Staff Present for all or portions of the Meeting:
Chairman Willard S. Evans, Jr.	Kathleen R. Pasulka-Brown (General Counsel)
Director James Connolly	José Alvarez (Executive Director)
Director Stephen Davis	Christi Regnery (Board Secretary)
Director Alice Gallagher	William Pokorny (Partner, Franczek P.C.)
Director Jacqueline Gomez	
Director Karen McConnaughay	
Director Scott Paddock	
Director Gary Perinar	

Directors discussed the minutes of a closed session meeting

Chairman Evans raised for consideration the Minutes of the Executive Session of the October 21, 2021 Board of Directors meeting and the Minutes of the Executive Session of the November 2, 2021 Special Board of Directors meeting. He 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 pending or probable litigation

General Counsel provided a summary of a potential litigation matter involving former Tollway employee, Tracey Bailey. General Counsel stated that Ms. Bailey, an employee in the Diversity & Strategic Development Department, left the Tollway in February 2021 to establish her own company, BSquared Consulting Group, LLC ("BSquared"). She noted that prior to her departure, Ms. Bailey was involved in the preparation of the original solicitation of a technical assistance contract and the subsequent revised solicitation.

General Counsel told Directors that Inner City Underwriting Agency, Inc., one of two vendors awarded the technical assistance contract in July 2021, recently informed the Tollway of its intent to subcontract with BSquared, raising concerns by the Tollway's Procurement Department. General Counsel stated that the Tollway then sought guidance from the State Purchasing Officer ("SPO") and subsequently, the SPO and Chief Procurement Officer escalated the issue to the State's Procurement Policy Board ("PPB"), which had concerns relating to a revolving door determination by the Office of Executive Inspector General ("OEIG") and other aspects of the proposed subcontract. General Counsel further stated that internal review of documents by the Chief Financial Officer, General Counsel and the Chairman resulted in a consensus that BSquared should not be allowed to subcontract at this time, and should so advise the PPB, noting the ultimate decision would be made by the PPB (not the Tollway). General Counsel advised the Board that Ms. Bailey stated that she would consider denial of the subcontract a legal matter.

Directors and staff discussed BSquared Consulting Group's qualifications, the potential conflicts and appearance of impropriety, the OEIG determination and options by which to resolve the matter. Directors, recognizing the benefit of BSquared's strong qualifications to the Technical Assistance program, agreed to seek to support the option of permitting BSquared to subcontract at a later date.

[Chairman Evans and Executive Director Alvarez departed and Mr. Pokorny entered Executive Session at this time.]

Directors met without Chairman Evans to discuss personnel matters

General Counsel informed Directors that on November 3, 2021, an attorney representing Dee Brookens, former Chief of Procurement, and Kim Ross, former Chief of Administration, contacted her regarding these former employees' October 25, 2021 separation from the Tollway. General Counsel stated that in consultation with the Attorney General's office, William Pokorny, Esq., has been retained to handle this employment matter on behalf of the Tollway.



General Counsel introduced Mr. Pokorny and generally advised the Board of the events leading to the separation from employment of Ms. Brookens and Ms. Ross, which separation will be deemed terminations if they do not seek to resign. Directors generally discussed the matter with General Counsel and Mr. Pokorny.

[Mr. Pokorny departed Executive Session at this time.]

[Discussions related to personnel matters are redacted.]

[Ms. Pasulka-Brown departed and Mr. Pokorny re-entered the Executive Session at this time.]

[Discussions related to personnel matters are redacted.]

[Mr. Pokorny departed Executive Session at this time.]

Director McConnaughay reported that the Illinois Senate Transportation Committee will convene in early December regarding the recent organizational changes at the Tollway and has requested the Chairman's attendance. Directors discussed current leadership and organizational concerns and the importance of resolving outstanding issues expeditiously.

[Director Connolly departed Executive Session at this time.]

[Chairman Evans re-entered Executive Session.]

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 Gomez. Chairman Evans asked that the roll be called on the motion, the vote of yeas and nays being as follows:

Yeas: Director Perinar, Director Davis, Director Gallagher, Director Gomez, Director McConnaughay, Director Paddock, Chairman Evans (7)

Nays: (0)

The motion PASSED.

The Executive Session concluded at approximately 1:03 p.m.

Minutes taken by: _____ /s/ on original



ILLINOIS STATE TOLL HIGHWAY AUTHORITY

Minutes of the
Executive Session of the Board of Directors Meeting

Meeting Date
November 18
2021



Christi Regnery
Board Secretary
Illinois State Toll Highway Authority

**CONFIDENTIAL**

This document contains confidential information of The Illinois State Toll Highway Authority ("Tollway"). Access to and use of this information is strictly limited and controlled by the Tollway. This document may not be copied, distributed or otherwise disclosed to unauthorized personnel, except under appropriate precautions to maintain its confidentiality, and may not be used in any way not expressly authorized by the Tollway.

Record of Closed Meeting December 16, 2021

Pursuant to exceptions provided in Sections 2(c)1, 11, 21 and 29 of the *Open Meetings Act* on Thursday, December 16, 2021 at approximately 11:35 a.m., the Tollway Board of Directors met in Executive Session to consider Tollway matters related to personnel, probable or pending litigation, the minutes of closed meetings and internal audit controls.

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

Executive Session Attendance

Board Members Present:	Staff Present for all or portions of the Meeting:
Director James Connolly	Kathleen R. Pasulka-Brown (General Counsel)
Director Stephen Davis	José Alvarez (Executive Director)
Director Alice Gallagher	Christi Regnery (Board Secretary)
Director Jacqueline Gomez	Shaun Farmer (Chief Internal Auditor)
Director Karen McConnaughay	Cassandra Rouse (Chief Operating Officer)
Director Scott Paddock	
Director Gary Perinar	
Director James Sweeney	

Directors discussed internal audit controls

Vice Chair Connolly inquired if there were any questions concerning internal audit controls related to the Audit Committee presentation. Directors and staff then discussed the condition and context of external audit findings related to I-9 forms, employee timecards and compliance with the Toll Highway Act relative to electric vehicle charging stations. Staff provided a progress report on corrective actions being taken to resolve the findings.



A Director inquired if the current Tollway By-Laws are in alignment with the Toll Highway Act. **General Counsel responded that she would review to ensure consistency.**

A Director inquired about the nature of the finding concerning the Illinois State Police. Staff responded that the primary concern was related to the length of time the Illinois State Police took to respond to questions from the external auditors. General Counsel noted that this issue has been addressed in the pending Intergovernmental Agreement with the Illinois State Police.

Directors and staff additionally discussed the process by which external audit findings and Tollways responses to same are reported to the Auditor General and General Assembly and opportunities to improve upon the information disseminated. **Director McConnaughay requested staff provide expanded detail in response to the Legislative Audit Commission's request for a status report concerning agency audit findings. Director Gallagher requested that Directors be given a copy of the summary provided to the Legislative Audit Commission.**

[Ms. Rouse and Mr. Farmer departed the Executive Session at this time.]

Directors discussed pending or probable litigation

Settlement Agreement – ISTHA v. Pal Group, Inc. (Legal Item 1): General Counsel provided a summary of an eminent domain matter relative to Parcel WA-3D-12-003 located at 1817 Elmhurst Road, Chicago, Illinois, needed for the north leg of the I-490 Project. She advised the Board that the Land Acquisition Manager recommends that the Tollway agree to the global settlement amount of \$16,988,218.00, all but \$2,308,218.00 of which was deposited with the court as preliminary just compensation ("PJC"). Directors and General Counsel discussed how the PJC is typically determined.

[Executive Director Alvarez departed the Executive Session at this time.]

Directors discussed pending or probable litigation

[Discussions related to litigation and personnel matters are redacted.]

A Director requested an update on a prior matter involving former Tollway employee, Tracey Bailey of BSquared Consulting Group, LLC. General Counsel responded that the Procurement Policy Board ("PPB") raised concerns regarding Ms. Bailey's involvement in the preparation of the solicitation and requested that the Tollway provide further detail regarding Ms. Bailey's role. General Counsel explained that before she provided the requested detail, the PPB issued a memo indicating that a conflict exists. She noted this ruling aligns with the Tollway's findings relative to



Ms. Bailey's involvement in the solicitation. Directors acknowledged a basis for the ruling but reasserted the benefit of BSquared's strong qualifications to the Technical Assistance Program and agreed to encourage Ms. Bailey to seek other opportunities at a later date.

Re-Enter Public Session

There being no further Executive Session business, Vice-Chair Connolly entertained a motion to re-enter the public session of the regular Board Meeting. Director Sweeney made such a motion, seconded by Director Davis. Vice Chair Connolly asked that the roll be called on the motion, the vote of yeas and nays being as follows:

Yeas: Director Sweeney, Director Davis, Director Gallagher, Director Gomez, Director McConnaughay, Director Paddock, Director Perinar, Director Connolly (8)

Nays: (0)

The motion PASSED.

The Executive Session concluded at approximately 12:50 p.m.

Minutes taken by: _____ /s/ on original

Christi Regnery
Board Secretary
Illinois State Toll Highway Authority

**CONFIDENTIAL**

This document contains confidential information of The Illinois State Toll Highway Authority ("Tollway"). Access to and use of this information is strictly limited and controlled by the Tollway. This document may not be copied, distributed or otherwise disclosed to unauthorized personnel, except under appropriate precautions to maintain its confidentiality, and may not be used in any way not expressly authorized by the Tollway.

Record of Closed Meeting January 20, 2022

Pursuant to exceptions provided in Sections 2(c)1, 11, 21 and 29 of the *Open Meetings Act* on Thursday, January 20, 2021 at approximately 10:50 a.m., the Tollway Board of Directors met in Executive Session to consider Tollway matters related to personnel, probable or pending litigation, the minutes of closed meetings and internal audit controls.

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

Executive Session Attendance

Board Members Present:	Staff Present for all or portions of the Meeting:
Director James Connolly	Kathleen R. Pasulka-Brown (General Counsel)
Director Stephen Davis	José Alvarez (Executive Director)
Director Alice Gallagher	Christi Regnery (Board Secretary)
Director Jacqueline Gomez	Shaun Farmer (Chief Internal Auditor)
Director Karen McConnaughay	
Director Scott Paddock	
Director Gary Perinar	
Director James Sweeney	

Directors discussed the minutes of closed session meetings

Vice Chair Connolly raised for consideration the Minutes of the Executive Session of the November 18, 2021 Board of Directors meeting and the December 16, 2021 Board of Directors meeting and inquired whether there are any questions, concerns or requests for amendment. Hearing nothing, Vice Chair Connolly advised the Board that action on the Minutes will occur upon return to the public session of the meeting.



Directors discussed the Executive Session minutes for public release

Vice Chair Connolly next raised for consideration the executive session minutes of the Tollway Board between April 2009 and November 2021 proposed for public release. He reminded Directors that, in accordance with the Open Meetings Act, the Board performs a semiannual review of the written minutes of all closed session meetings to determine if portions no longer require confidential treatment and should be made available for public inspection. He then inquired whether there are any questions or concerns regarding the contents of these minutes proposed and demarcated by General Counsel either for public release or continued redaction.

A Director inquired about closed meeting minutes prior to April 2009 and generally about older content of the minutes under consideration which are proposed for continued redaction. General Counsel clarified that minutes of closed session meetings prior to April 2009 have been fully released. *[Discussions related to the minutes of closed meetings are redacted.]* A Director inquired about the retention requirement for the audio recordings of the executive session meetings. General Counsel responded that executive session audio from meetings completed within the previous eighteen months must be maintained. She noted that audio recordings of meetings that occurred more than 18 months prior may be destroyed if the Board has approved written minutes of the meeting and authorizes destruction. General Counsel clarified that public release of executive session minutes is not linked to the destruction of the audio.

Hearing no further questions, Vice Chair Connolly advised the Board that action on the minutes for public release will occur upon return to the public session of the meeting.

Directors discussed land acquisition activities

Identification of Real Estate Parcels (Legal Item 1): Pursuant to the Tollway's obligation (arising from *ISTHA v. DiBenedetto*, 275 Ill. App. 3d 400, 405 (1st Dist. 1995)) to identify real estate interests it may need to acquire by condemnation, General Counsel provided a summary table for the Central Tri-State Project parcel identification report, noting the addition of fourteen (14) parcels.

[Mr. Alvarez departs the Executive Session at this time.]

Directors discussed internal audit controls

[Mr. Farmer enters the Executive Session at this time.]



Vice Chair Connolly stated that Chairman Evans has requested that Directors review findings from Audit reports presented at the December meeting and circulated to Directors.

A Director raised for discussion an audit finding related to the Authorized Leave With Pay ("ALWP") time reporting code. Staff provided an explanation of the Tollway's ALWP policy, its use within the timekeeping system and its application to Covid-related leave and scheduling. Staff further explained how and when ALWP should be applied, audit testing surrounding the policy, and concerns about misuse. General Counsel advised that the requirement that all employees record time in Kronos, on a daily basis, is a long-standing Tollway policy fully applicable during the COVID pandemic. Accordingly, the use of ALWP for employees working from home due to COVID has never been appropriate except in limited circumstances such as for employees who cannot work from home during COVID.

Directors and staff further discussed the agency's ALWP, remote work and vaccination policies, and implication to the reopening process as employees are returned to in-person work. General Counsel noted that the Tollway does not mandate vaccinations and advised **she will follow up with the Administration Department concerning practices relating to tracking workforce vaccinations and strategies for the return to in-person work plan being developed.**

Directors inquired if corrective action has been implemented with regard to the appropriate usage of ALWP, noting that employees working from home were never authorized to have time coded as ALWP. Staff responded that with respect to the use of ALWP for COVID-related reasons, departments have been made aware of the proper use of ALWP and explained they are allowed time to address the findings prior to final audit testing of corrective measures taken, which is scheduled for February 28, 2022. A Director indicated that the Tollway Inspector General is also investigating this audit finding.

Directors discussed departmental responsiveness to recommendations made by the Office of the Inspector General ("OIG"). **Directors suggested that the Board may benefit from the Inspector General participating in the February executive session to discuss OIG investigations related to audit findings.**

A Director then raised for discussion an audit finding related to the use of non-revenue transponders. Staff provided an explanation of the policy for usage of non-revenue transponders by Tollway staff and the recent audit finding concerning improper tracking and documentation by departments. Directors and staff discussed previous and current usage policies and potential resolutions, including a centralized audit function relative to non-revenue transponders or removal of transponders in favor of travel stipends.

[Discussions related to internal audit controls are redacted.]



[Mr. Alvarez re-enters the Executive Session at the time.]

Directors discussed with the Executive Director the audit finding concerning ALWP, emphasizing the importance of communicating to staff the need for immediate corrective action relative to employees working from home who were never authorized to have time coded as ALWP and relative to the proper use of ALWP for COVID-related reasons.

Directors and staff then discussed the timeline of past and pending COLA, the status of the Lockton compensation study for which the Tollway previously contracted (which Executive Director Alvarez recommended bringing to the Board), *[Discussions related to internal audit controls are redacted.]*

Directors discussed with the Executive Director the responsiveness of departments to some recent OIG recommendations. The Executive Director advised that responses to Audit and OIG recommendations are undertaken with utmost gravity and stated that he would follow up to ensure that in circumstances when a recommendation is not adopted, a thorough explanation is provided in response.

[Mr. Farmer and Mr. Alvarez depart the Executive Session at this time.]

Directors discussed pending or probable litigation

[Discussions related to litigation and personnel matters are redacted.]

Directors discussed personnel

Directors discussed recent changes made to the organizational chart as it relates to the performance and potential changes of senior leadership at the agency. Directors suggested the Board may benefit from reaching out to HNTB, the Tollway's project manager, to gain national perspective on best practices for organizational structure of tolling agencies.

Re-Enter Public Session

[Mr. Alvarez, Ms. Pasulka-Brown re-enter the Executive Session at this time.]

There being no further Executive Session business, Vice-Chair Connolly entertained a motion to re-enter the public session of the regular Board Meeting. Director Sweeney made such a motion, seconded by Director Davis. Vice Chair Connolly asked that the roll be called on the motion, the vote of yeas and nays being as follows:



Yeas: Director Davis, Director Sweeney, Director Gallagher, Director Gomez, Director McConnaughay, Director Paddock, Director Perinar, Director Connolly (8)

Nays: (0)

The motion PASSED.

The Executive Session concluded at approximately 1:10 p.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**CONFIDENTIAL**

This document contains confidential information of The Illinois State Toll Highway Authority ("Tollway"). Access to and use of this information is strictly limited and controlled by the Tollway. This document may not be copied, distributed or otherwise disclosed to unauthorized personnel, except under appropriate precautions to maintain its confidentiality, and may not be used in any way not expressly authorized by the Tollway.

Record of Closed Meeting February 17, 2022

Pursuant to exceptions provided in Sections 2(c)1, 11, 21 and 29 of the Open Meetings Act on Thursday, February 17, 2022 at approximately 12:00 p.m., the Tollway Board of Directors met in Executive Session to consider Tollway matters related to personnel, probable or pending litigation, the minutes of closed meetings and internal audit controls.

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

Executive Session Attendance

Board Members Present:	Staff Present for all or portions of the Meeting:
Director James Connolly	Kathleen R. Pasulka-Brown (General Counsel)
Director Stephen Davis	José Alvarez (Executive Director)
Director Jacqueline Gomez	Christi Regnery (Board Secretary)
Director Karen McConaughay	Bill Pokorny (Attorney)
Director Scott Paddock	Albert Sosa (HNTB)
Director Gary Perinar	
Director James Sweeney <i>[by telephone]</i>	

Directors discussed pending or probable litigation

[Ms. Pasulka-Brown and Mr. Alvarez departed the Executive Session at this time.]

[Attorney Bill Pokorny entered the Executive Session at this time.]

Director Sweeney introduced William Pokorny, Esq., who he noted, has been retained to handle potential litigation relating to the October 25, 2021 terminations of Ms. Brookens and Ms. Ross in consultation with the Attorney General's office.



[Discussions related to litigation and personnel matters are redacted.]

Directors discussed personnel matters

Directors discussed briefly recent organizational structure changes and related issues involving specific members of senior leadership at the agency. Director McConnaughay noted that, Mr. Albert Sosa, Vice President and Illinois Office Leader for HNTB, the Tollway's project manager, has been asked to join the Executive Session to discuss the Tollway's organizational structure and provide insight into best practices at other tolling agencies.

[Discussions related to personnel matters are redacted.]

In reference to organizational structure, the General Counsel advised that per statute, the Tollway's Internal Auditor and the Equal Employment Opportunity officer (who also has Affirmative Action, ADA and Labor responsibilities) report to the Tollway's Chief Executive Officer. A Director requested that HNTB seek input from the General Counsel with regard to statutorily mandated reporting structures.

[Discussions related to personnel matters are redacted.]

Directors discussed the minutes of closed session meetings

Vice Chair Connolly raised for consideration the Minutes of the Executive Session of the January 20, 2022 Board of Directors meeting and inquired whether there are any questions, concerns or requests for amendment. Hearing nothing, Vice Chair Connolly advised the Board that action on the Minutes will occur upon return to the public session of the meeting.

Re-Enter Public Session

There being no further Executive Session business, Vice-Chair Connolly entertained a motion to re-enter the public session of the regular Board Meeting. Director Sweeney made such a motion, seconded by Director McConnaughay. Vice Chair Connolly asked that the roll be called on the motion, the vote of yeas and nays being as follows:

Yeas: Director Sweeney, Director McConnaughay, Director Davis, Director Gomez, Director Paddock, Director Perinar, Director Connolly (7)

Nays: (0)

The motion PASSED.



The Executive Session concluded at approximately 1:30 p.m.

Minutes taken by: _____/s/ on original

Christi Regnery
Board Secretary
Illinois State Toll Highway Authority

**CONFIDENTIAL**

This document contains confidential information of The Illinois State Toll Highway Authority ("Tollway"). Access to and use of this information is strictly limited and controlled by the Tollway. This document may not be copied, distributed or otherwise disclosed to unauthorized personnel, except under appropriate precautions to maintain its confidentiality, and may not be used in any way not expressly authorized by the Tollway.

Record of Closed Meeting March 16, 2022

Pursuant to exceptions provided in Sections 2(c)1, 11, 21 and 29 of the Open Meetings Act on Wednesday, March 16, 2022 at approximately 1:05 p.m., the Tollway Board of Directors met in Executive Session to consider Tollway matters related to personnel, probable or pending litigation, the minutes of closed meetings and internal audit controls.

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

Executive Session Attendance

Board Members Present:	Staff Present for all or portions of the Meeting:
Chair Dorothy Abreu	Kathleen R. Pasulka-Brown (General Counsel)
Director James Connolly	Christi Regnery (Board Secretary)
Director Stephen Davis	
Director Alice Gallagher	
Director Jacqueline Gomez	
Director Karen McConnaughay	
Director Scott Paddock	

Directors discussed personnel matters

Chair Abreu reviewed with Directors the recent separation of Executive Director José Alvarez from the Tollway effective March 14, 2022. She further stated that she will work with Mr. Alvarez and outside counsel on a settlement, as outlined in the resignation, release and waiver of liability letter provided to Mr. Alvarez.



[Discussions related to personnel matters are redacted.] Chair Abreu informed Directors that an internal candidate for interim Executive Director has been identified, and Director interviews with the candidate will be scheduled and conducted in the next few days.

[Director Gomez departed the Executive Session at this time.]

Directors discussed the minutes of closed session meetings

Chair Abreu raised for consideration the Minutes of the Executive Session of the February 17, 2022 Board of Directors meeting and inquired whether there are any questions, concerns or requests for amendment. A Director requested an amendment to the summary of the Brookens/Ross matter. Chair Abreu advised the Board that the amendment will be made and that action on the Minutes, as amended, will occur upon return to the public session of the meeting.

Directors discussed pending or probable litigation

Personal Injury Settlement – Anthony Clinton vs. Trooper Eduardo Reyes (Legal Item 2): General Counsel inquired if Directors had questions or concerns regarding the proposed settlement of a lawsuit arising out of a December 11, 2018 multi-vehicle accident that occurred on the Central Tri-State (I-294), in which Mr. Anthony Clinton was injured. Hearing none, Chair Abreu advised the Board that action on Legal Item 2 will occur upon return to the public session of the meeting.

Re-Enter Public Session

There being no further Executive Session business, Chair Abreu entertained a motion to re-enter the public session of the regular Board Meeting. Director Davis made such a motion, seconded by Director McConnaughay. Chair Abreu asked that the roll be called on the motion, the vote of yeas and nays being as follows:

Yeas: Director Davis, Director McConnaughay, Director Connolly, Director Gallagher, Director Paddock, Chair Abreu (6)

Nays: (0)

The motion PASSED.

The Executive Session concluded at approximately 1:40 p.m.



ILLINOIS STATE TOLL HIGHWAY AUTHORITY

Minutes of the
Executive Session of the Board of Directors Meeting

Meeting Date
March 16
2022



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**CONFIDENTIAL**

This document contains confidential information of The Illinois State Toll Highway Authority ("Tollway"). Access to and use of this information is strictly limited and controlled by the Tollway. This document may not be copied, distributed or otherwise disclosed to unauthorized personnel, except under appropriate precautions to maintain its confidentiality, and may not be used in any way not expressly authorized by the Tollway.

Record of Closed Meeting April 26, 2022

Pursuant to exceptions provided in Sections 2(c)1, 11, 21 and 29 of the Open Meetings Act on Tuesday, April 26, 2022 at approximately 10:30 a.m., the Tollway Board of Directors met telephonically in Executive Session to consider Tollway matters related to personnel, probable or pending litigation, the minutes of closed meetings and internal audit controls.

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

Executive Session Attendance

Board Members Present:	Staff Present for all or portions of the Meeting:
Chair Dorothy Abreu	Lanyea Griffin (Interim Executive Director)
Director James Connolly	Kathleen R. Pasulka-Brown (General Counsel)
Director Alice Gallagher	Christi Regnery (Board Secretary)
Director Jacqueline Gomez	Albert Sosa (HNTB)
Director Karen McConnaughay	
Director Scott Paddock	
Director James Sweeney	

Directors discussed personnel matters

Chair Abreu welcomed Albert Sosa, HNTB Vice President and Illinois Office Leader. Mr. Sosa presented analysis conducted by HNTB, which benchmarks current and past organizational structures of the Tollway to those of six peer agencies, examining aspects including by-laws, committee structures, procurement reporting processes, executive leadership roles, and strategic



planning and policy setting. Mr. Sosa also answered questions regarding Agency personnel (current and former).

Directors discussed Agency personnel (current and former) and reporting structures, in comparison to peers, of the general counsel, inspector general, internal auditor and other departments. Discussion concentrated on the appropriate oversight of the procurement department and the department's alignment within the agency. Directors additionally discussed the role and responsibilities of the executive director versus the board relative to policy, operational functions, strategic planning and risk management. *[Discussions related to personnel matters are redacted.]* Directors then discussed a past issue encountered by the Inspector General with information gathering from Agency departments during the course of OIG investigations. Staff and a Director noted that recent changes in executive leadership have had a positive impact on these interactions.

Directors discussed land acquisition activities

Identification of Real Estate Parcels (Legal Item 4): Pursuant to the Tollway's obligation (arising from *ISTHA v. DiBenedetto*, 275 Ill. App. 3d 400, 405 (1st Dist. 1995)) to identify real estate interests it may need to acquire by condemnation, General Counsel provided a summary table for the Elgin O'Hare Western Access Project parcel identification report, noting the addition of two (2) parcels.

Directors discussed pending or probable litigation

Settlement Agreement – ISTHA v. Chicago Title Land Trust Company as Successor to Mid Town Bank and Trust Company of Chicago (Legal Item 5): General Counsel provided a summary of an Administrative Real Estate Settlement for a temporary easement pertaining to Parcel WA-1D-12-006 located at 3431 N. Powell, Franklin Park, Illinois. General Counsel advised the Board that during negotiations, staff could not reach agreement with the owners and a condemnation action was filed in May 2015. She reported that in March of 2016, following the Tollway's deposit of Preliminary Just Compensation ("PJC") of \$118,000, the parties sought to resolve remaining issues but were not successful. General Counsel further reported that the case was tried on January 24, 2022, and the court entered judgment on a jury verdict for \$300,000. She noted that after subtracting the PJC and adding the statutory interest, the cost to the Tollway is an additional \$248,376. General Counsel advised the Board that the Legal Department is recommending acceptance of the verdict.



Directors discussed personnel matters

General Counsel provided a summary of a proposed settlement agreement with former Executive Director José Alvarez, who was separated from the Tollway on March 14, 2022. She advised the Board that the proposed agreement includes approximately six months' pay, a release of claims against the Agency and a non-disparagement agreement. She noted that the agreement also includes health insurance through the earlier of December 2022 or Mr. Alvarez's new employment. General Counsel advised the Board that the Legal Department recommends acceptance of the agreement.

A Director asked whether the pay included in the agreement was typical. General Counsel advised it was not typical, and Chair Abreu discussed the rationale for the same.

[Discussions related to personnel matters are redacted.]

Directors discussed the minutes of closed session meetings

Chair Abreu raised for consideration the Minutes of the Executive Session of the March 16, 2022 Board of Directors meeting and inquired whether there are any questions, concerns or requests for amendment. Hearing nothing, Chair Abreu advised that action on the Minutes will occur upon return to the public session of the meeting.

Re-Enter Public Session

There being no further Executive Session business, Chair Abreu entertained a motion to re-enter the public session of the regular Board Meeting. Director Connolly made such a motion, seconded by Director Sweeney. Chair Abreu asked that the roll be called on the motion, the vote of yeas and nays being as follows:

Yeas: Director Connolly, Director Gomez, Director Gallagher, Director McConnaughay, Director Paddock, Director Sweeney, Chair Abreu (7)

Nays: (0)

The motion PASSED.

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



ILLINOIS STATE TOLL HIGHWAY AUTHORITY

Minutes of the
Executive Session of the Board of Directors Meeting

Meeting Date
April 26
2022



Minutes taken by: _____/s/ on original

Christi Regnery
Board Secretary
Illinois State Toll Highway Authority