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Record of Closed Meeting May 19, 2022

Pursuant to exceptions provided in Sections 2(c)1, 11 and 21 of the Open Meetings Act, 5 ILCS 120/2(c)1, 11 and 21, on Thursday, May 19, 2022 at approximately 11:10 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:
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	
Director Karen McConnaughay	
Director Scott Paddock	
Director James Sweeney	

Directors discussed personnel matters

Chair Abreu requested that Directors coordinate with her when requesting special projects or information from Tollway staff in order to ensure that the timing and deliverables of the request can be managed.



Chair Abreu stated that staff is developing updates to the agency's organizational chart as discussed with Directors in March and April, ensuring that the recommended structure will be balanced, take the capabilities of specific employees (including Lanyea Griffin, Cathy Williams and Joseph Kambich) into account and provide the Board with the controls necessary to monitor performance, while ensuring agency leadership is provided with sufficient autonomy to operate effectively.

[Ms. Griffin departed the Executive Session at this time.]

[Discussions related to personnel matters are redacted.] Directors discussed potential organizational structure changes and the addition of new leadership roles and key personnel to bring the agency into alignment with other industry leaders. Chair Abreu suggested a goal of July to present to the Board final recommendations on any proposed changes to the agency's organizational or committee structures and by-laws.

Directors discussed pending or probable litigation

Settlement Agreement – Illinois State Toll Highway Authority vs. Alberto Tavarez-Amezola (Legal Item 4): General Counsel provided a summary of a property damage settlement in a lawsuit the Tollway filed against motorist Alberto Tavarez-Amezola as a result of a fire that occurred on June 23, 2018. She stated that Mr. Tavarez-Amezola's vehicle caught fire at Plaza 35 and the fire spread to the toll booth and the roof of the Plaza, resulting in damages of \$357,642.00. General Counsel advised the Board about the challenges the Tollway would face in the litigation and the motorist's lack of resources, other than insurance. She concluded that the Legal Department is recommending settlement in the amount \$50,000.00, the maximum limits of liability under the motorist's insurance policy.

Directors discussed the minutes of closed session meetings

Chair Abreu raised for consideration the Minutes of the Executive Session of the April 26, 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



Executive Session of the Board of Directors Meeting

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.

Minutes taken by: _____ /s/ on original

Christi Regnery
Board Secretary
Illinois State Toll Highway Authority

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Record of Closed Meeting June 16, 2022

Pursuant to exceptions provided in Sections 2(c)1, 2, 11, 21 and 29 of the Open Meetings Act, 5 ILCS 120/2(c)1, 2, 11, 21 and 29, on Thursday, June 16, 2022 at approximately 11:05 a.m., the Tollway Board of Directors met telephonically in Executive Session to consider Tollway matters related to personnel, collective bargaining, 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	Cassandra Rouse, (Chief Operating Officer)
Director Karen McConnaughay	Shaun Farmer, (Chief Internal Auditor)
Director Scott Paddock	Baker Tilly staff: Kyle O’Rourke, Eric Wunderlich
Director Gary Perinar	Baker Tilly staff: Brenda Turner, Allison LeMay
Director James Sweeney	

Directors discussed personnel matters

Chair Abreu briefed Directors on developments in the IT support contract situation and elements of the strategic plan for enhancing the Tollway’s IT infrastructure, including addressing open leadership positions within the Information Technology Department. She highlighted that an offer



has been extended to Michael Shay to join the Tollway's leadership team in early July in the critical new role of Chief Information Officer.

[Discussions related to personnel matters are redacted.]

Directors discussed pending or probable litigation

Workers' Compensation – Dominic Del Doscovo (Legal Item 2): General Counsel provided a summary of a workers' compensation matter involving Tollway sign maker Dominic Del Doscovo, whose claims involve injuries sustained to his shoulders and arms in December 2016 when approximately 200 signs fell toward him. She provided an overview of the surgeries, procedures and therapies undergone by Mr. Del Doscovo, noting that in March 2022, Mr. Del Doscovo was released by his physician to return to work with permanent restrictions relative to lifting, pulling or pushing.

General Counsel advised the Board that both the Legal Department and outside counsel recommended approval of the proposed \$167,250 settlement with Mr. Del Doscovo to resolve all outstanding claims and eliminate the risk of future related medical treatment costs.

Personal Injury Settlement - Veronica Racevice v. Brian Skertich (Legal Item 3): General Counsel provided a summary of the proposed settlement of a lawsuit arising out of a July 10, 2018 multi-vehicle accident involving Illinois State Police District 15 Trooper Brian Skertich. She stated that Trooper Skertich, traveling southbound on I-294, approached the 95th Street exit, did not reduce his speed, and struck the rear of Ms. Racevice's vehicle at approximately 60 mph. General Counsel explained that Ms. Racevice was unable to work for several months, underwent six months of physical therapy, followed by orthoscopic surgery for a torn rotator cuff in April of 2019, and subsequently filed a negligence action against Trooper Skertich in May 2019.

General Counsel advised the Board that the parties have agreed to settle this case for \$225,000, subject to approval by the Tollway's Board of Directors, fully resolving Ms. Racevice's claims and avoiding the risk of a substantially higher jury verdict.

Directors discussed collective bargaining

Metropolitan Alliance of Police Chapter 135 for Telecommunicators. General Counsel provided an overview of a collective bargaining agreement between the Tollway and the approximately fourteen telecommunicators of the Metropolitan Alliance of Police, Chapter 135. She highlighted that the agreement would provide a 2.5% retroactive wage increase for the period of May 1, 2021 through April 30, 2022, a 3.0% increase retroactive to May 1, 2022 and effective



through April 30, 2023, a 3.0% increase for the period of May 1, 2023 through April 30, 2024, and a 3.25% increase for the period of May 1, 2024 through April 30, 2025. *[Discussions related to collective bargaining issues are redacted.]*

Directors discussed the minutes of closed session meetings

Chair Abreu raised for consideration the Minutes of the Executive Session of the May 19, 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 Sweeney, Director Gallagher, Director Gomez, Director McConnaughay, Director Paddock, Director Perinar, Chair Abreu (8)

Nays: (0)

The motion PASSED.

The Executive Session concluded at approximately 12:20 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 June 29, 2022

Pursuant to the exception provided in Section 2(c)29 of the Open Meetings Act, 5 ILCS 120/2(c)29, on Wednesday, June 29, 2022 at approximately 8:10 a.m., the Tollway Audit Committee met telephonically in Executive Session to consider Tollway matters related to internal audit controls.

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

Executive Session Attendance

Committee Members Present:	Other Directors in Attendance:
Committee Chair Alice Gallagher	Chair Dorothy Abreu
Director James Connolly <i>[joined at 8:25 am]</i>	Staff Present for all or portions of the Meeting:
Director Jacqueline Gomez	Lanyea Griffin (<i>Interim Executive Director</i>)
Director Scott Paddock	Kathleen Pasulka-Brown (<i>General Counsel</i>)
	Christi Regnery (<i>Board Secretary</i>)
Committee Members Not Present:	
Director Gary Perinar	

Directors discussed internal audit controls

Committee Chair Gallagher provided a summary of a memo from CliftonLarsonAllen LLP (“CLA”), the Tollway’s external auditors, detailing a breach of independence requirements relative to its calendar year 2021 engagement to perform a financial audit and compliance examination of the Tollway. She noted that the breach involved a CLA senior associate who sought and discussed potential employment at the Tollway. Committee Chair



Gallagher stated that due to the date on which CLA's Principal became aware of the independence breach, relative to the compliance examination CLA was not able to implement safeguards described in the Code of Professional Conduct promulgated by the American Institute of Certified Public Accounts (AICPA). As a result, CLA resigned from the Tollway's compliance examination.

Committee Chair Gallagher informed Directors that the Auditor General has determined that a compliance examination of the Tollway will not be performed this year, but instead will be performed during the next audit cycle as part of a two-year examination. She noted that a biannual compliance examination schedule is not unusual.

Committee Chair Gallagher advised the Committee that analysis by CLA concluded that the breach had minimal impact on the financial audit. Accordingly, CLA proposed a number of steps which, if successfully carried out by CLA, would satisfactorily address the independence breach: 1) remove the individual who caused the breach from the engagement team, 2) bring in a team from another CLA office to redo impacted work relating to the financial audit, and 3) have the Auditor General's Audit Manager review all of the work re-performed by CLA's other office.

Directors discussed the circumstances of the independence breach, the scope of the impacted work that will be redone, the impact of a finding relative to the breach, and the Auditor General's opinions regarding the matter. Committee Chair Gallagher stated that the Auditor General's Office has indicated support for the steps proposed by CLA, noting, however, that it will be conducting its own independent investigation. At the conclusion of the discussion, the Committee expressed concurrence with the steps proposed by CLA to address the independence breach.

Re-Enter Public Session

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

Yeas: Director Paddock, Director Gomez, Director Connolly, Committee Chair Gallagher (4)

Nays: (0)

The motion PASSED.



The Executive Session concluded at approximately 8:38 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 July 20, 2022

Pursuant to exceptions provided in Sections 2(c)1, 5, 11, 21 and 29 of the Open Meetings Act, 5 ILCS 120/2(c)1, 5, 11, 21 and 29, on Wednesday, July 20, 2022 at approximately 11:05 a.m., the Tollway Board of Directors met telephonically in Executive Session to consider Tollway matters related to personnel, the purchase or lease of real property, 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	Shaun Farmer (Chief Internal Auditor)
Director Karen McConnaughay	
Director Scott Paddock	
Director Gary Perinar	

Directors discussed internal audit controls

Chair Abreu inquired if Directors had any questions or concerns on the Auditor’s Remediation Plan. Hearing nothing, she excused Chief Internal Auditor Shaun Farmer and Interim Executive Director Lanyea Griffin.



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

Directors discussed land acquisition activities

Identification of Real Estate Parcels (Legal Item 2): 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 one (1) parcel.

Directors discussed pending or probable litigation

Settlement Agreement – ISTHA v. Nasreen Shamsi (Legal Item 3): General Counsel provided a summary of an Administrative Real Estate Settlement relative to Parcel TW-6C-16-016 located on the north side of Harvard Street, in Elmhurst, Illinois, which is required for Tollway right-of-way along the Elgin O'Hare Western Access (I-390) Corridor. General Counsel advised the Board that the parties have agreed to settle the matter for \$532,000.00, the amount established by the court as preliminary just compensation. Directors discussed the basis for the variance in the appraisals. **General Counsel stated that she will provide to Directors post-meeting additional details relative to the valuations asserted.**

Directors discussed Pilot Program

General Counsel provided Directors an overview of the proposed pilot program suspending escalated toll evasion fines of \$25.00 and \$50.00. She stated that in order to reevaluate and optimize the Tollway's fine structure, and thereby better meet the needs of the Tollway and Tollway customers, the agency is seeking to implement a three-year pilot program suspending imposition and collection of the escalated fines. She noted that the proposed program would be retroactive to July 1, 2022 and terminate on June 30, 2025. She further stated that prior to termination of the program, the Board would evaluate the program results to determine whether to discontinue, modify or continue its escalated fine policy.

[Discussion related to information security procedures are redacted.]

Directors discussed personnel matters

[Discussions related to personnel matters are redacted.] Directors discussed the authority and oversight of the Executive Director position, potential amendment of position descriptions or



Tollway by-laws, as well agency culture. Directors expressed consensus in support of Chair Abreu's efforts relating to agency leadership.

Directors discussed the minutes of closed session meetings

Chair Abreu raised for consideration the Minutes of the Executive Session of the June 18, 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.

Directors discussed the Executive Session minutes for public release

Chair Abreu next raised for consideration the redacted executive session minutes of the Tollway Board between April 2009 and April 2022 proposed for public release. She 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. She 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. Hearing nothing, Chair Abreu advised the Board that action on the minutes for public release 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 Gomez. 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 Perinar, Chair Abreu (7)

Nays: (0)

The motion PASSED.

The Executive Session concluded at approximately 12:25 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 August 18, 2022

Pursuant to exceptions provided in Sections 2(c)1, 2, 5, 8, and 21 of the Open Meetings Act, 5 ILCS 120/2(c)1, 2, 5, 8, and 21, on Thursday, August 18, 2022 at approximately 8:38 a.m., the Tollway Board of Directors met telephonically in Executive Session to consider Tollway matters related to personnel, collective bargaining, lease or purchase of real property, security procedures 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:
Chair Dorothy Abreu	Lanyea Griffin (Interim Executive Director)
Director James Connolly	Kathleen R. Pasulka-Brown (General Counsel)
Director Alice Gallagher <i>[by phone]</i>	Christi Regnery (Board Secretary)
Director Karen McConnaughay	Cassandra Rouse (Chief Operating Officer)
Director Scott Paddock	Michael Shay (Chief Information Officer)
Director Gary Perinar	Cathy Williams (Chief Financial Officer)
Director James Sweeney	

Directors discussed security procedures

[Discussion related to information security procedures are redacted.]

Directors discussed land acquisition activities



Settlement Agreement (Legal Item 1): General Counsel provided a summary of a global settlement which would involve the transfer of an excess land remnant, Parcel NW-7A-12-101.EX ("Parcel EX"), and resolve condemnation Case Nos. 2016 L 050445, 2016 I 50466 and 2016 L 50446. She stated that as part of the settlement, the owners would receive Parcel EX in addition to the \$179,200.00 the Tollway previously paid as preliminary just compensation. General Counsel noted that the Tollway would receive a \$75,000.00 refund as compensation for Parcel EX. She further noted that the Tollway would receive extensions on five previously granted temporary easements and a five-year temporary easement on Parcel EX.

[Lanyea Griffin and Cassandra Rouse departed the Executive Session at this time.]

Directors discussed personnel

Chair Abreu reviewed with Directors her written performance evaluation of Interim Executive Director Lanyea Griffin and developments relative to potential changes in senior leadership. Directors discussed Chair Abreu's efforts to establish an experienced and unified leadership team as well as potential Board action in furtherance of the foregoing objectives. The Board expressed consensus in support of Chair Abreu's efforts relative to agency leadership and of her request for a Special Board Meeting to be held the following week.

Directors discussed the minutes of closed session meetings

Chair Abreu raised for consideration the Minutes of the Executive Session of the July 20, 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 Perinar 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 Perinar, Director McConnaughay, Director Connolly, Director Gallagher, Director Paddock, Director Sweeney, Chair Abreu (7)

Nays: (0)



The motion PASSED.

The Executive Session concluded at approximately 9:43 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 August 24, 2022

Pursuant to exceptions provided in Sections 2(c)1 and 8 of the Open Meetings Act, 5 ILCS 120/2(c)1 and 8, on Wednesday, August 24, 2022 at approximately 5:08 p.m., the Tollway Board of Directors met telephonically in Executive Session to consider Tollway matters related to personnel and security procedures.

[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 Alice Gallagher	Michael Shay (Chief Information Officer)
Director Karen McConnaughay	
Director Scott Paddock	
Director Gary Perinar	
Director James Sweeney	

[Secretary’s note: Due to operator error, the audio of the Executive Session of the Special Board of Directors meeting was not recorded. Notes were taken throughout by the Board Secretary and used to construct the minutes of the Meeting. No action was taken by the Board during the Executive Session.]

Directors discussed security procedures



[Discussion related to information security procedures are redacted.] [Mike Shay departed the Executive Session at this time.]

Directors discussed personnel

Chair Abreu proposed to Directors that Cassaundra Rouse, Chief Operating Officer, be promoted to Executive Director, replacing Interim Executive Director Lanyea Griffin. Chair Abreu highlighted Ms. Rouse's qualifications, skills and previous ten years of experience with the Agency.

Directors and staff discussed the timing of such a change, the correlated separation of Ms. Griffin and plans for communicating the leadership change both internally and externally.

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 Gallagher. Chair Abreu asked that the roll be called on the motion, the vote of yeas and nays being as follows:

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

Nays: (0)

The motion PASSED.

The Executive Session concluded at approximately 5:55 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 September 15, 2022

Pursuant to exceptions provided in Sections 2(c)1, 2, 8, 11 and 21 of the Open Meetings Act, 5 ILCS 120/2(c)1, 2, 8, 11 and 21, on Thursday, September 15, 2022 at approximately 10:48 a.m., the Tollway Board of Directors met telephonically in Executive Session to consider Tollway matters related to personnel, collective bargaining, security procedures, pending or probable 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:
Chair Dorothy Abreu
Director James Connolly
Director Alice Gallagher
Director Jacqueline Gomez
Director Karen McConnaughay
Director Scott Paddock
Director James Sweeney

Staff Present for all or portions of the Meeting:
Cassandra Rouse (Executive Director)
Kathleen R. Pasulka-Brown (General Counsel)
Christi Regnery (Board Secretary)
Michael Shay (Chief Information Officer)
Cathy Williams (Chief Financial Officer)
Angela Jenkins (Acting Chief of Administration)
Brenda Turner (Baker Tilly)
Rocco Zuccherro (Chief Planning Officer)
Manar Nashif (Acting Chief Engineering Officer)



Directors discussed personnel

Chair Abreu reviewed with Directors a written memorandum detailing recent developments relative to a breach of independence requirements on the 2021 external compliance and financial audits. Directors and staff discussed the memorandum, reasonableness of the finding, aspects of the breach which were attributed to Chief Internal Auditor Shaun Farmer, and potential corrective actions.

[Discussions related to personnel matters are redacted.]

Directors discussed safety and security procedures

[Discussion related to information security procedures are redacted.]

Directors discussed a workers' compensation matter

Workers Compensation (Legal Item 1): General Counsel provided a summary of the workers' compensation matter of Tollway equipment operator laborer James Akers, whose claims involve injuries sustained in March 2021. *[Discussions related to litigation and personnel matters are redacted.]* General Counsel advised the Board that Tollway counsel has negotiated a \$175,140.40 settlement with Mr. Akers to resolve all outstanding claims and eliminate any risk of future related medical treatment as well as further defense costs.

Settlement Agreement (Legal Item 2): General Counsel provided a review of the dispute between the Tollway and Infor Public Sector, Inc. ("Infor"), a provider of upgrades and maintenance for the Tollway's Computer-Aided Dispatch system, which disseminates information between the Tollway and local, state and national law enforcement. She explained that due to the Tollway's COVID-19 procedures and other Tollway work, Infor's work was delayed, resulting in disputes regarding the completion of work contracted in May 2019.

General Counsel stated that the Tollway and Infor engaged in negotiations and reached a settlement agreement on the remaining work to be performed by Infor, the timeframe for completion and compensation. She reported that Tollway costs pursuant to the agreement include the payment of Infor's outstanding invoices, the cost of past maintenance services, the cost of future maintenance through March 2023, professional service fees and covered transportation expenses totaling \$377,697. General Counsel advised the Board that it is in the best interest of the Tollway to enter into the settlement agreement.



Directors discussed collective bargaining

General Counsel informed the Board that the Tollway has begun negotiations with MAP Local 135, noting that the first formal negotiation session is scheduled for October. General Counsel further stated that although the current contract with Teamsters Local 700 does not expire until February 2023, the Tollway will also be initiating negotiations with the Teamsters in October.

Directors discussed collections

[Discussion related to information security procedures are redacted.]

A Director inquired about toll debts owed the Agency from unpaid EZ Pass transactions. Staff responded that EZ Pass collections are separate and operate under reciprocity agreements with the EZ Pass group.

Directors discussed the minutes of closed session meetings

Chair Abreu raised for consideration the Minutes of the Executive Session of the August 18, 2022 Special Board of Directors meeting and the Executive Session of the August 24, 2022 Special 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 Gomez. 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 12:40 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 October 20, 2022

Pursuant to exceptions provided in Sections 2(c)1 and 8 of the Open Meetings Act, 5 ILCS 120/2(c)1 and 8, on Thursday, October 20, 2022 at approximately 10:32 a.m., the Tollway Board of Directors met telephonically in Executive Session to consider Tollway matters related to personnel and security procedures.

[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	Cassandra Rouse (Executive Director)
Director James Connolly	Kathleen R. Pasulka-Brown (General Counsel)
Director Alice Gallagher	Christi Regnery (Board Secretary)
Director Karen McConnaughay	Michael Shay (Chief Information Officer)
Director Scott Paddock	
Director Gary Perinar	
Director James Sweeney	

Directors discussed security procedures

[Discussion related to information security procedures are redacted.]

Directors discussed personnel

[Discussion related to information security procedures are redacted.]



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 McConnaughay made such a motion, seconded by Director Connolly. Chair Abreu asked that the roll be called on the motion, the vote of yeas and nays being as follows:

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

Nays: (0)

The motion PASSED.

The Executive Session concluded at approximately 10:48 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, 2022

Pursuant to exceptions provided in Sections 2(c)21 of the Open Meetings Act, 5 ILCS 120/2(c)21, on Thursday, November 17, 2022, at approximately 11:14 a.m., the Tollway Board of Directors met in Executive Session to consider Tollway matters related to 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:
Chair Dorothy Abreu
Director James Connolly
Director Alice Gallagher
Director Karen McConnaughay
Director Scott Paddock
Director Gary Perinar
Director James Sweeney

Staff Present for all or portions of the Meeting:
Cassandra Rouse (Executive Director)
Kathleen R. Pasulka-Brown (General Counsel)
Christi Regnery (Board Secretary)

Directors discussed the minutes of closed session meetings

Chair Abreu raised for consideration the Minutes of the Executive Session of the September 15, 2022 Board of Directors meeting and the Executive Session of the October 20, 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.



Minutes of the
Executive Session of the Board of Directors 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 Paddock made such a motion, seconded by Director Connolly. Chair Abreu asked that the roll be called on the motion, the vote of yeas and nays being as follows:

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

Nays: (0)

The motion PASSED.

The Executive Session concluded at approximately 11:16 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 December 15, 2022

Pursuant to exceptions provided in Sections 2(c)1, 8, 11, and 21 of the Open Meetings Act, 5 ILCS 120/2(c)(1), (8), (11) and (21), on Thursday, December 15, 2022, at approximately 10:25 a.m., the Tollway Board of Directors met in Executive Session to consider Tollway matters related to personnel, security procedures, pending or probable 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:
Chair Dorothy Abreu
Director James Connolly
Director Alice Gallagher
Director Jacqueline Gomez
Director Karen McConnaughay
Director Scott Paddock
Director Gary Perinar
Director James Sweeney

Staff Present for all or portions of the Meeting:
Cassandra Rouse (Executive Director)
Kathleen R. Pasulka-Brown (General Counsel)
Christi Regnery (Board Secretary)
Michael Shay (Chief Information Officer)

Directors discussed safety and security procedures

[Discussion related to information security procedures are redacted.]



Directors discussed personnel matters

[Discussions related to personnel matters are redacted.]

Chair Abreu also advised Directors that in November 2022, the Tollway received a vendor complaint concerning the Tollway's cancellation of a contract award related to construction of the Traffic Operations Center, initially planned for location at the Central Administration building. Chair Abreu noted it is her understanding that this contract was cancelled when the decision was made to locate the Traffic Operations facility elsewhere. She stated that the vendor is claiming that the contract was cancelled due to the vendor's refusal to engage, at substantial cost, a third-party intermediary to assist in its dealings with the Tollway. She noted that the vendor claimed the intermediary said doing so was required by the Tollway's Chief of Diversity & Strategic Development, Terry Miller. Chair Abreu stated that supporting evidence was not provided, but the allegation is being treated with utmost seriousness and has been referred to the Tollway's Office of Inspector General for full investigation.

Directors discussed pending or probable litigation

Settlement Agreement – ISTHA v. Colfin Cobalt (Legal Item 1): Directors Sweeny and Perinar indicated their wish to recuse themselves from participating in Legal Item 1. General Counsel provided a summary of an Administrative Real Estate Settlement relative to Parcel NW-7B-15-008 located in Des Plaines, Illinois, which is required for Tollway right-of-way along the Jane Addams (I-90) Corridor. General Counsel advised that the settlement, previously approved in November 2021 (Resolution 22335) requires amendment due to subsequent change in ownership. She noted that the new owners requested an increase in compensation from \$200,000 to \$230,000.00, but after further negotiations, a revised final settlement amount of \$210,000.00 was agreed upon. General Counsel advised the Board that approval of a global settlement in the amount of \$210,000.00 is recommended.

Directors discussed the minutes of closed session meetings

Chair Abreu raised for consideration the Minutes of the Executive Session of the November 17, 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



Minutes of the
Executive Session of the Board of Directors Meeting

There being no further Executive Session business, Chair Abreu entertained a motion to re-enter the public session of the regular Board Meeting. Director Gallagher 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 Gallagher, Director Sweeney, Director Connolly, Director Gomez, Director McConnaughay, Director Paddock, Director Perinar, Chair Abreu (8)

Nays: (0)

The motion PASSED.

The Executive Session concluded at approximately 11:16 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 26, 2023

Pursuant to exceptions provided in Sections 2(c)1, 8, 11, and 21 of the Open Meetings Act, 5 ILCS 120/2(c)(1), (8), (11) and (21), on Thursday, January 26, 2023, at approximately 10:06 a.m., the Tollway Board of Directors met in Executive Session to consider Tollway matters related to personnel, security procedures, pending or probable 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:
Chair Dorothy Abreu	Kathleen R. Pasulka-Brown (General Counsel)
Director James Connolly	Christi Regnery (Board Secretary)
Director Alice Gallagher	
Director Jacqueline Gomez	
Director Karen McConnaughay <i>[by phone]</i>	
Director Scott Paddock	
Director Gary Perinar	
Director James Sweeney	

Directors discussed a workers’ compensation matter

Workers Compensation (Legal Item 1): General Counsel provided a summary of the workers’ compensation matter of Tollway employee Carrie Wacker, whose claims involve injuries sustained while performing duties as a Toll Collector in April 2016. *[Discussions related to*



litigation and personnel matters are redacted.] General Counsel further noted that Ms. Wacker was released to work with permanent restrictions and shortly thereafter elected to retire.

General Counsel advised the Board that Tollway counsel has negotiated a \$200,000.00 settlement with Ms. Wacker to resolve all outstanding claims and eliminate risks of future related medical treatment costs, potential wage-differential benefits and further defense costs.

A Director inquired concerning the settlement amount. General Counsel outlined the elements considered in the determination of an appropriate settlement amount, noting that outside legal counsel concurred in the assessment.

Directors discussed pending or probable litigation

Settlement Agreement – ISTHA v. Chicago Title Land Trust Company (Legal Item 2):

General Counsel provided a summary of an Administrative Real Estate Settlement relative to Parcel NW-7A-12-073 located in Des Plaines, Illinois, which is required for Tollway right-of-way along the Elgin O'Hare Western Access (EOWA) Corridor.

General Counsel advised the Board that the parties have agreed to settle the matter for \$364,835.48, the amount established by the court as preliminary just compensation.

Directors discussed collections

General Counsel reminded Directors that the amnesty program put in place during the pandemic concluded at the end of June 2022. She also stated that the Pilot Program instituted by the agency to pursue elimination of the \$25 and \$50 escalated fines will continue for three years, at which time the Tollway will reaffirm or seek to make rule changes to the penalty provisions currently included in the rules of the Joint Committee on Administrative Rules.

[Discussion related to information security procedures are redacted.] Staff and Directors discussed current debt collection rates and collection processes as well as opportunities to collaborate with other state agencies in marketing of I-Pass and Pay-by-Plate.

Directors discussed security procedures

[Discussion related to information security procedures are redacted.]

Directors discussed personnel matters



[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 December 15, 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 Gallagher made a motion, seconded by Director Perinar. Chair Abreu asked that the roll be called on the motion, the vote of yeas and nays being as follows:

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

Nays: (0)

The motion PASSED.

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

Minutes taken by: _____

Christi Regnery
Board Secretary
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Record of Closed Meeting February 23, 2023

Pursuant to exceptions provided in Sections 2(c)1, 5, 8, 11, and 21 of the Open Meetings Act, 5 ILCS 120/2(c)(1), (5), (8), (11) and (21), on Thursday, February 23, 2023, at approximately 10:05 a.m., the Tollway Board of Directors met in Executive Session to consider Tollway matters related to personnel, purchase or lease of real property, security procedures, pending or probable 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:
Vice-Chair James Connolly	Cassandra Rouse (Executive Director)
Chairman Arnaldo Rivera	Kathleen R. Pasulka-Brown (General Counsel)
Director Alice Gallagher	Christi Regnery (Board Secretary)
Director Jacqueline Gomez	T.J. Hengesbach (Inspector General)
Director Karen McConnaughay	Rocco Zuccherro (Chief Planning Officer)
Director Scott Paddock	
Director Gary Perinar	
Director James Sweeney <i>[by phone]</i>	

Directors discussed personnel issues

[Discussions related to personnel matters are redacted.][Mr. Hengesbach departed, and Mr. Zuccherro entered the Executive Session at this time.]



Directors discussed land acquisition activities

Identification of Real Estate Parcels (Legal Item 2): 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 five (5) parcels.

Amendment of Permanent Easement Agreement (Legal Item 3): General Counsel stated that the Tollway and the Commonwealth in the Village Condominium Association ("CITV") have reached an agreement, subject to Board approval, concerning stabilization of a drainage canal by the Tollway and routine maintenance by CITV, which would be reflected in an amendment to a prior permanent drainage easement.

[Mr. Zucchero departed executive session.]

Directors discussed security procedures

[Discussion related to information security procedures 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 26, 2023 Board of Directors meeting and inquired whether there are any questions, concerns, or requests for amendment. A Director requested that the minutes be amended to remove the name of the employee who was the subject of an allegation that has been determined to lack merit. Hearing nothing further, Vice-Chair Connolly advised that action on the Minutes, as amended, 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 McConnaughay made such a motion, seconded by Director Gomez. The motion passed unanimously by voice vote.



The Executive Session concluded at approximately 10:58 a.m.

Minutes taken by: _____ /s/ on original

Christi Regnery
Board Secretary
Illinois State Toll Highway Authority

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