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Record of Closed Meeting December 14, 2023

Pursuant to exceptions provided in Sections 2(c)(8), (11) and (21) of the Open Meetings Act, 5 ILCS 120/2(c)(8), (11) and (21), on Thursday, December 14, 2023, at approximately 10:57 a.m., the Tollway Board of Directors met in Executive Session to consider Tollway matters related to safety and 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:
Director James Connolly	Cassaundra Rouse (Executive Director)
Director Jacqueline Gomez	Kathleen R. Pasulka-Brown (General Counsel)
Director Karen McConnaughay ;	Christi Regnery (Board Secretary)
Director Melissa Neddermeyer	Brendan Kelly (Illinois State Police) <i>[by telephone]</i>
Director Scott Paddock	
Director Gary Perinar, Jr.	
Director James Sweeney	
Director Mark Wright	
Chairman Arnaldo Rivera	

Directors discussed safety and security procedures

[Discussion related to information security procedures are redacted.]



Chairman Rivera requested an update from Illinois State Police (“ISP”) Director Kelly and Executive Director Rouse on negotiations for a new intergovernmental agreement (“IGA”). Executive Director Rouse conveyed that the ISP proposed a phased implementation of the new arrangement. Director Kelly then detailed the phased approach, explaining that the interim IGA, which would be effective January 1 to June 30, 2024, would maintain ISP services to the Tollway largely unchanged. The second phase, implementing the fee-for-service model, would commence on July 1, 2024. The rationale for this approach included managing the transition with telecommunicators, obtaining better data for the fee-for-service model, and aligning with ISP’s fiscal year. He provided insights into planned tollway coverage, ISP troop restructuring, and dispatch responsibilities during the interim period. Director Kelly emphasized ISP’s commitment to fulfilling assigned missions and tasks with available resources. Directors, Mr. Kelly and staff engaged in discussions covering potential Tollway cost efficiencies, equipment procurement matters, and the allocation to the Tollway of dedicated ISP staff during and after the transition. Director Kelly noted that Tollway coverage, being externally funded, would be prioritized, but ISP would retain staffing flexibility. The discussion concluded with an emphasis on the progress and cooperation achieved.

[ISP Director Kelly departed the Executive Session at this time.]

Executive Director Rouse informed Directors that the Tollway is progressing in its procurement of security services to handle non-policing security duties currently performed by the ISP. Directors and staff then discussed potential mechanisms for monitoring ISP performance under the new IGA, including access to ISP’s Mobile Architecture for Communications Handling (“MACH”) software system, ISP internal metrics, and a comparison of traffic violation enforcement statistics to prior levels. General Counsel Kathleen R. Pasulka-Brown discussed with Directors challenges encountered in the IGA negotiations, specifically regarding service minimums and ISP performance metrics. A Director reiterated concerns about the ISP’s ability to sustain current patrols and response times and inquired about progress in examining alternative options. Executive Director Rouse responded that HNTB is currently assessing the potential of private policing for the Tollway and will present findings to the Board in the near future.

Directors discussed the minutes of closed session meetings

Chairman Rivera raised for consideration the minutes of the Executive Session of the November 16, 2023 Board of Directors meeting and inquired whether there are any questions, concerns, or requests for amendment. Hearing nothing, Chairman Rivera advised that action on the minutes will occur upon return to the public session of the meeting.



Directors discussed workers' compensation matters

Workers' Compensation – Franco Coletta (Legal Item 1): General Counsel provided a summary of a workers' compensation matter involving Tollway employee Franco Coletta, whose claimed injuries resulted from an incident in August 2017. *[Discussions related to litigation and personnel matters are redacted.]*

General Counsel stated that the parties agreed to settle Mr. Coletta's case for \$111,282.58, resolving outstanding claims and eliminating any risk of future related medical treatment as well as further defense costs.

Re-Enter Public Session

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

The Executive Session concluded at approximately 11:43 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 January 26, 2024

Pursuant to exceptions provided in Sections 2(c)(8), (11) and (21) of the Open Meetings Act, 5 ILCS 120/2(c)(8), (11) and (21), on Friday, January 26, 2024, at approximately 10:30 a.m., the Tollway Board of Directors met in Executive Session to consider Tollway matters related to safety and 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:
Director James Connolly	Cassandra Rouse (Executive Director)
Director Jacqueline Gomez	Kathleen R. Pasulka-Brown (General Counsel)
Director Karen McConnaughay <i>[by phone]</i>	Cathy Williams (Chief Financial Officer)
Director Scott Paddock	Christi Regnery (Board Secretary)
Director Gary Perinar, Jr.	Brendan Kelly (Illinois State Police) <i>[by phone]</i>
Director James Sweeney	
Director Mark Wright <i>[by phone]</i>	
Chairman Arnaldo Rivera	

Directors discussed the minutes of closed session meetings

Chairman Rivera raised for consideration the minutes of the Executive Session of the December 14, 2023 Board of Directors meeting and inquired whether there are any questions, concerns, or



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

Chairman Rivera next raised for consideration the Executive Session minutes redacted for public release. He stated that in accordance with the Open Meetings Act, a semi-annual review of the minutes of all closed meetings is performed to determine if there is any content for which confidential treatment is no longer required. Chairman Rivera inquired whether there are any questions or concerns. Hearing nothing, Chairman Rivera advised that action on the minutes will occur upon return to the public session of the meeting.

Directors discussed safety and security procedures

Executive Director Rouse delivered an overview of the Phase I Intergovernmental Agreement ("IGA") with the Illinois State Police ("ISP"), which will be effective from January 1, 2024 through June 30, 2024. She emphasized the agreement's continuity with existing practices, except as related to dispatching on a segment of the Tollway system falling under the jurisdiction of ISP Troop 1. Director Kelly further elaborated on the Phase I IGA, highlighting its provision for sustained patrol presence on the Tollway while streamlining non-essential administrative functions. Discussion also encompassed the transition to a fee-for-service model in Phase II, stressing ongoing efforts to optimize resource allocation and allowing for adjustments to meet evolving requirements.

[ISP Director Kelly departed the Executive Session at this time.]

Board members and staff discussed the significance of verifying ISP staffing levels and response times to ensure operational efficiency and maintain effective coverage. Additionally, deliberations extended to cost-based metrics pertaining to both phases of the IGA, as well as the disposition of vehicles ISP may acquire from the Tollway.

Directors discussed a workers' compensation matter

Workers' Compensation – David Johnson (Legal Item 3): General Counsel provided a summary of a workers' compensation matter involving Tollway employee David Johnson, whose claimed injuries resulted from incidents that occurred on February 9, 2014, January 11, 2016 and January 31, 2018. *[Discussions related to litigation and personnel matters are redacted.]*

General Counsel stated that the parties agreed to settle Mr. Johnson's case for \$375,000.00, resolving outstanding claims and eliminating any risk of future related medical treatment as well as further defense costs.



Minutes of the
Executive Session of the Board of Directors Meeting

Re-Enter Public Session

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

The Executive Session concluded at approximately 10:50 a.m.

Minutes taken by: _____ /s/ on original

Christi Regnery
Board Secretary
Illinois State Toll Highway Authority

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Record of Closed Meeting February 22, 2024

Pursuant to exceptions provided in Sections 2(c)(11) and (21) of the Open Meetings Act, 5 ILCS 120/2(c)(11) and (21), on Thursday, February 22, 2024, at approximately 9:55 a.m., the Tollway Board of Directors met in Executive Session to consider Tollway matters related to 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:
Director James Connolly	Cassandra Rouse (Executive Director)
Director Jacqueline Gomez	Kathleen R. Pasulka-Brown (General Counsel)
Director Melissa Neddermeyer	Cathy Williams (Chief Financial Officer)
Director Gary Perinar, Jr.	Christi Regnery (Board Secretary)
Director James Sweeney	
Director Mark Wright	
Chairman Arnaldo Rivera	

Directors discussed the minutes of closed session meetings

Chairman Rivera raised for consideration the minutes of the Executive Session of the January 26, 2024 Board of Directors meeting and inquired whether there are any questions, concerns, or requests for amendment. Hearing nothing, Chairman Rivera advised that action on the minutes will occur upon return to the public session of the meeting.



Directors discussed pending or probable litigation

Settlement Agreement – Chicago Title Land Trust Company Successor to First American Bank of Bensenville f/k/a Bensenville State Bank (Legal Item 2): General Counsel Kathleen R. Pasulka-Brown provided a summary of a settlement relative to a condemnation action involving Parcels NW-7A-12-085, NW-7A-12-085.T1 and NW-7A-12-085.T2, located at 1300 S. Elmhurst Road in Elk Grove Township, Cook County, Illinois, which property included a building used as a restaurant or nightclub. She noted that the acquisition reduced the property's parking spaces by approximately 30%, leaving less than the 110 parking spaces required by the Cook County Code. The owner's appraiser opined that due to the Code violation, the building could no longer be used and would have to be demolished and redeveloped, resulting in an \$855,000 loss. The Tollway valued the loss at approximately \$610,000 and valued the property interests it acquired at \$195,500, for a total of \$805,500. General Counsel advised the Board that the parties have agreed to settle the matter for \$800,000.00, \$475,000 of which the Tollway already paid as preliminary just compensation.

[Discussions related to litigation and litigation strategy are redacted.]

Re-Enter Public Session

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

The Executive Session concluded at approximately 10:00 a.m.

Minutes taken by: _____ /s/ on original

Christi Regnery
Board Secretary
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Record of Closed Meeting March 21, 2024

Pursuant to exceptions provided in Sections 2(c)(1), (2) and (21) of the Open Meetings Act, 5 ILCS 120/2(c)(1), (2) and (21), on Thursday, March 21, 2024, at approximately 9:45 a.m., the Tollway Board of Directors met in Executive Session to consider Tollway matters related to 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:
Director James Connolly	Cassandra Rouse (Executive Director)
Director Jacqueline Gomez	Kathleen R. Pasulka-Brown (General Counsel)
Director Karen McConnaughay	Cathy Williams (Chief Financial Officer)
Director Melissa Neddermeyer	Christi Regnery (Board Secretary)
Director Scott Paddock	T. J. Hengesbach (Inspector General)
Director James Sweeney	
Director Mark Wright	
Chairman Arnaldo Rivera	

Directors discussed the minutes of closed session meetings

Chairman Rivera raised for consideration the minutes of the Executive Session of the February 22, 2024 Board of Directors meeting and inquired whether there are any questions, concerns, or



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

Directors discussed the Inspector General’s Summary Activity Report

Chairman Rivera introduced T.J. Hengesbach, Tollway Inspector General, to provide a briefing for the Board on items to be included in the Office of Inspector General’s (“OIG’s”) Summary Activity Report (to be formally presented in April), which is conveyed semi-annually to the Tollway Board, the Office of the Governor and the Illinois General Assembly, pursuant to requirements of the *Toll Highway Act*. He explained that a preview of the report for the period of September 1, 2023 to February 29, 2024 is being provided in Executive Session to allow Directors an opportunity for discussion of personnel not appropriate for public session.

Mr. Hengesbach summarized a memo distributed to Board members detailing a number of OIG investigations. Directors and staff discussed the disciplinary process for 6 employees accused of misconduct related to obtaining Paycheck Protection Program loans during the Covid pandemic and the extent of the impropriety within the Agency.

[Mr. Hengesbach departed the executive session at this time.]

Directors discussed collective bargaining

[Discussions related to collective bargaining issues are redacted.]

Re-Enter Public Session

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

The Executive Session concluded at approximately 10:25 a.m.

Minutes taken by: _____ /s/ on original

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Record of Closed Meeting April 18, 2024

Pursuant to exceptions provided in Sections 2(c)(1), (2), (21) and (29) of the Open Meetings Act, 5 ILCS 120/2(c)(1), (2), (21) and (29), on Thursday, April 18, 2024, at approximately 11:25 a.m., the Tollway Board of Directors met in Executive Session to consider Tollway matters related to personnel, collective bargaining, 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:
Director James Connolly
Director Jacqueline Gomez
Director Karen McConnaughay
Director Melissa Neddermeyer
Director Scott Paddock
Director Gary Perinar, Jr.
Director James Sweeney
Director Mark Wright
Chairman Arnaldo Rivera

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

Chairman Rivera raised for consideration the minutes of the Executive Session of the March 21, 2024 Board of Directors meeting and inquired whether there were any questions, concerns, or



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requests for amendment. Hearing nothing, Chairman Rivera advised that action on the minutes would occur upon return to the public session of the meeting.

Directors discussed collective bargaining

[Discussions related to collective bargaining issues are redacted.]

[Discussions related to personnel matters are redacted.]

Re-Enter Public Session

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

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 May 16, 2024

Pursuant to exceptions provided in Sections 2(c)(1), (2), (11) and (21) of the Open Meetings Act, 5 ILCS 120/2(c)(1), (2), (11), and (21), on Thursday, May 16, 2024, at approximately 11:30 a.m., the Tollway Board of Directors met in Executive Session to consider Tollway matters related to personnel, collective bargaining, 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:
Director James Connolly
Director Jacqueline Gomez
Director Karen McConnaughay
Director Melissa Neddermeyer
Director Gary Perinar, Jr.
Director James Sweeney
Director Mark Wright
Chairman Arnaldo Rivera

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

Chairman Rivera raised for consideration the minutes of the Executive Session of the April 18, 2024 Board of Directors meeting and inquired whether there were any questions, concerns, or



requests for amendment. Hearing nothing, Chairman Rivera advised that action on the minutes would occur upon return to the public session of the meeting.

Directors discussed pending or probable litigation

Settlement Agreement – ISTHA v. Chicago Title Land Trust Company Successor to American Bank and Trust Company of Chicago, as Trustee Under Trust Agreement Dated October 20, 1998, Known as Trust No. 301023-05 (Legal Item 2): General Counsel provided a summary of the settlement relative to Parcel TW-7-12-040, which is located on the west side of the Tri-State Tollway (I-294) between North Avenue and Grand Avenue, Northlake, IL. She advised the Board that the parties have agreed to settle the matter for \$4,480,000, \$434,000 above the preliminary just compensation amount.

Directors discussed collective bargaining

[Discussions related to collective bargaining issues are redacted.]

Directors discussed pending or probable litigation

General Counsel Pasulka-Brown updated the Directors on a litigation matter concerning contract I-21-4836, valued at approximately \$323 million, which was awarded in November 2023 to Judlau Contracting, Inc. (“Judlau”) for interchange reconstruction. She noted that Judlau received a Notice to Proceed in February 2024. Subsequently, it was discovered that a bid preference, amounting to 4% of the contract base bid, had not been applied to the project bid submitted by Walsh Construction (“Walsh”). *[Discussions related to litigation and litigation strategy are redacted.]*

Re-Enter Public Session

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

The Executive Session concluded at approximately 12:20 p.m.



Minutes of the
Executive Session of the Board of Directors Meeting

Minutes taken by: _____ /s/ on original

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Board Secretary
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Record of Closed Meeting June 20, 2024

Pursuant to exceptions provided in Sections 2(c)2, 8, 11, 21, and 29 of the Open Meetings Act, on Thursday, June 20, 2024, at approximately 11:34 a.m., the Tollway Board of Directors met in Executive Session to consider Tollway matters related to collective bargaining, safety and security, pending or probable 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	Cassandra Rouse (Executive Director)
Director Karen McConnaughay	Kathleen R. Pasulka-Brown (General Counsel)
Director Melissa Neddermeyer	Christi Regnery (Board Secretary)
Director Gary Perinar, Jr.	Shaun Farmer (Chief Internal Auditor)
Director James Sweeney	Eric Wunderlich (Baker Tilly)
Director Mark Wright	Mike Shay (Chief Information Officer)
Chairman Arnaldo Rivera	

Directors discussed internal audit controls

Staff provided an overview of the Enterprise Risk Management (ERM) program and the top 24 identified Agency risks. The ratings were based on risk surveys, interviews, and collaborative working sessions with risk owners and members of the ERM Steering Committee, which is comprised of senior Tollway



management. *[Discussions related to internal audit controls are redacted.]* **Directors discussed pending or probable litigation**

Settlement Agreement – ISTHA v. Miwel, Inc., 2016 L 050455 (Legal Item 3): General Counsel provided a summary of the settlement relative to Parcel WA-3D-12-048 located at 325 W. Touhy Avenue, Des Plaines, IL. She advised the Board that as a result of negotiations in advance of the quick take proceedings, the parties agreed to preliminary just compensation in the amount of \$5,500,000, pending further negotiations. Ms. Pasulka-Brown further stated that both parties' appraisers included one particular property in the comparables on which they based their valuation opinions and the valuation of that property likely would be accepted by a jury, resulting in a final just compensation amount of at least \$6,920,000 (including interest). Subject to Board approval, the parties agreed to settle the matter for \$7,000,000.

Settlement Agreement – Chastain & Associates LLC (Legal Item 4): General Counsel stated that Tollway contracts RR-16-4255 and RR-16-4256 provided for roadway and bridge rehabilitation work on the Veterans Memorial Tollway (I-355) from milepost 12.1 to milepost 29.8. In relation to these contracts, the Tollway entered into Contract 4295 for Construction Manager Services with and Chastain & Associates LLC ("Chastain"). Due to unforeseen delays and necessary additional work required under contracts RR-16-4255 and RR-16-4256, completion of Contract 4295 also was delayed and involved additional work. She further stated that based on the delay and additional work, Chastain asserted a claim for additional compensation relative to its work under Contract 4295. The parties agreed to settle Chastain's claim for \$251,437.37.

[Mr. Shay entered the meeting at this time.]

[Discussion related to information security procedures are redacted.]

Directors discussed the minutes of closed session meetings

Chairman Rivera raised for consideration the minutes of the Executive Session of the May 16, 2024 Board of Directors meeting and inquired whether there were any questions, concerns, or requests for amendment. Hearing nothing, Chairman Rivera advised that action on the minutes would occur upon return to the public session of the meeting.

Directors discussed collective bargaining

[Discussions related to collective bargaining issues are redacted.]



Minutes of the
Executive Session of the Board of Directors Meeting

Directors discussed pending or probable litigation

[Discussions related to litigation and litigation strategy are redacted.]

Re-Enter Public Session

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

The Executive Session concluded at approximately 12:22 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 July 24, 2024

Pursuant to exceptions provided in Sections 2(c)2, 8, 11 and 21 of the Open Meetings Act, on Wednesday, July 24, 2024, at approximately 10:01 a.m., the Tollway Board of Directors met in Executive Session to consider Tollway matters related to collective bargaining, safety and security, 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:
Director James Connolly	Cassandra Rouse (Executive Director)
Director Karen McConnaughay	Kathleen R. Pasulka-Brown (General Counsel)
Director Melissa Neddermeyer	Christi Regnery (Board Secretary)
Director Gary Perinar, Jr.	Cathy Williams (Chief Financial Officer)
Director James Sweeney	Manar Nashif (Chief Engineering Officer)
Director Mark Wright	
Chairman Arnaldo Rivera	

Directors discussed the minutes of closed session meetings

Chairman Rivera raised for consideration the minutes of the Executive Session of the June 20, 2024 Board of Directors meeting and inquired whether there were any questions, concerns, or requests for amendment. Hearing nothing, Chairman Rivera advised that action on the minutes would occur upon return to the public session of the meeting.



Minutes of the
Executive Session of the Board of Directors Meeting

Directors discussed collective bargaining

[Discussions related to collective bargaining issues are redacted.]

Directors discussed pending or probable litigation

General Counsel Pasulka-Brown informed the Board about a settlement agreement reached with former Chief Operating Officer Jeff Donoghue, *[Discussions related to litigation and litigation strategy are redacted.]*

Re-Enter Public Session

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

The Executive Session concluded at approximately 12:13 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 29, 2024

Pursuant to exceptions provided in Sections 2(c)2, 11 and 21 of the Open Meetings Act, on Thursday, August 29, 2024, at approximately 9:48 a.m., the Tollway Board of Directors met in Executive Session to consider Tollway matters related to collective bargaining, 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:
Director James Connolly <i>[by telephone]</i>	Cassandra Rouse (Executive Director)
Director Jackie Gomez	Kathleen R. Pasulka-Brown (General Counsel)
Director Karen McConnaughay	Christi Regnery (Board Secretary)
Director Melissa Neddermeyer	Cathy Williams (Chief Financial Officer)
Director Scott Paddock	Manar Nashif (Chief Engineering Officer)
Director Gary Perinar, Jr.	
Director James Sweeney	
Director Mark Wright	
Chairman Arnaldo Rivera	

Directors discussed the minutes of closed session meetings

Chairman Rivera raised for consideration the minutes of the Executive Session of the July 24, 2024 Board of Directors meeting and inquired whether there were any questions, concerns, or



requests for amendment. Hearing nothing, Chairman Rivera advised that action on the minutes would occur upon return to the public session of the meeting.

Directors discussed pending or probable litigation

The Board of Directors and staff discussed a settlement agreement proposed to resolve a pending lawsuit that Judlau Contracting, Inc. ("Judlau") filed against the Tollway. Chairman Rivera acknowledged the complexity surrounding the matter, expressing the desire for a resolution that will allow the project to move forward.

General Counsel Kathleen R. Pasulka-Brown provided an overview of the settlement terms and the circumstances leading to the litigation, explaining that as part of the settlement, Judlau will dismiss its lawsuit with prejudice and withdraw the protest and ratification request it submitted to the Chief Procurement Officer. The agreement will obligate the Tollway to pay Judlau \$24,985,437, a significant portion of which covers work performed by Judlau but for which Judlau has not been paid. The agreement also will obligate the Tollway to pay approximately \$6.5 million to Judlau's subcontractors for completed work. Judlau will manage the initial review of its subcontractors' invoices and will receive a 10% fee for performing this review.

[Discussions related to litigation and litigation strategy are redacted.]

The Board concluded that settling the lawsuit would be a practical way to avoid further litigation and delays and allow the project to proceed without additional disruption.

Directors discussed collective bargaining

General Counsel Pasulka-Brown provided an update on collective bargaining negotiations with the Service Employees International Union, Local 73 ("SEIU"). She reminded Directors of the agreement already reached with the SEIU Toll Collector group regarding the terms of their upcoming layoff, which will take effect at the end of September. Employees in this group have been offered opportunities to transition to other roles within the Tollway or be laid off pursuant to the terms of the parties' severance agreement.

General Counsel also reported progress with the remaining SEIU group, consisting of clerks, custodians and warehouse workers. Specifically, the Tollway presented a "last, best and final offer" to this group, which its bargaining team accepted and the Union membership will vote on in early September. Should the membership approve the offer, the finalized agreement will be presented to the Board for approval at its September meeting.



Re-Enter Public Session

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

The Executive Session concluded at approximately 10:37 a.m.

Minutes taken by: _____ /s/ on original

Christi Regnery
Board Secretary
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Record of Closed Meeting September 19, 2024

Pursuant to exceptions provided in Sections 2(c)1, 2, 11 and 21 of the Open Meetings Act, on Thursday, September 19, 2024, at approximately 10:31 a.m., the Tollway Board of Directors met in Executive Session to consider Tollway matters related to personnel, collective bargaining, 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:
Director James Connolly <i>[by telephone]</i>	Cassandra Rouse (Executive Director)
Director Jackie Gomez	Kathleen R. Pasulka-Brown (General Counsel)
Director Karen McConnaughay	Christi Regnery (Board Secretary)
Director Melissa Neddermeyer	T.J. Hengesbach (Inspector General)
Director Scott Paddock	Manar Nashif (Chief Engineering Officer)
Director James Sweeney	
Director Mark Wright	
Chairman Arnaldo Rivera	

Inspector General’s Summary Activity Report

Chairman Rivera introduced T.J. Hengesbach, Tollway Inspector General, to provide an overview of items likely to be included in the Office of Inspector General’s (“OIG’s”) Summary Activity Report to be formally presented in October. Mr. Hengesbach explained that a preview of the



report for the period of March 1, 2024 to September 30, 2024 is being provided in Executive Session to allow Directors an opportunity to discuss personnel and security issues not appropriate for public session.

Inspector General Hengesbach summarized the Semi-Annual Activity Report, highlighting three OIG investigations that led to one employee's resignation and the termination of two others. Directors and staff discussed the Tollway's secondary employment policy, focusing on effective staff communication, annual employee reporting requirements, and the processes in place for monitoring compliance.

[Mr. Hengesbach departed the meeting at this time].

Directors discussed the minutes of closed session meetings

Chairman Rivera raised for consideration the minutes of the Executive Session of the August 29, 2024 Board of Directors meeting and inquired whether there were any questions, concerns, or requests for amendment. Hearing nothing, Chairman Rivera advised that action on the minutes would occur upon return to the public session of the meeting.

Directors discussed collective bargaining

[Discussions related to collective bargaining issues are redacted.]

Directors discussed pending or probable litigation

[Mr. Nashif entered the meeting at this time.]

General Counsel Kathleen R. Pasulka-Brown provided a brief update on the status of the settlement reached with Judlau Contracting, Inc. ("Judlau") regarding Contract I-21-4836 and the subsequent award that will be made to Walsh Construction.

Additionally, the Directors and staff discussed the status and potential resolution of several outstanding contract disputes involving vendors Judlau and F.H. Paschen, both of whom are seeking additional compensation for work under existing contracts.

Re-Enter Public Session



Minutes of the
Executive Session of the Board of Directors Meeting

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

The Executive Session concluded at approximately 11:24 a.m.

Minutes taken by: _____ /s/ on original

Christi Regnery
Board Secretary
Illinois State Toll Highway Authority

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