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Record of Closed Meeting October 17, 2024

Pursuant to exceptions provided in Sections 2(c)2, 8, 11 and 21 of the Open Meetings Act, on Thursday, October 17, 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 Jackie Gomez	Kathleen R. Pasulka-Brown (General Counsel)
Director Karen McConnaughay	Christi Regnery (Board Secretary)
Director Melissa Neddermeyer	
Director Gary Perinar, Jr.	
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 September 19, 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

Workers' Compensation (Legal Items 1-3)

General Counsel Kathleen R. Pasulka-Brown stated that the agenda includes three separate workers' compensation matters involving Tollway employees Barbara Galvan, Frank Cataudella, and Kevin McCullum. She referred the Directors to the item summaries provided in the meeting materials and inquired if they had any questions or concerns regarding the proposed settlements. No additional discussion was requested by the Directors.

[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 Connolly. The motion PASSED unanimously by voice vote.

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

Minutes taken by: _____

Christi Regnery
Board Secretary
Illinois State Toll Highway Authority



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Record of Closed Meeting held November 21, 2024

Pursuant to exceptions provided in Sections 2(c)(2), (8), (11) and (21) of the Open Meetings Act, 5 ILCS 120/2(c)(2), (8), (11) and (21), on Thursday, October 17, 2024, at approximately 10:47 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 Jackie Gomez	Kathleen R. Pasulka-Brown (General Counsel)
Director Karen McConaughay <i>[by phone]</i>	Cathy Williams (Chief Financial Officer)
Director Melissa Neddermeyer	Christi Regnery (Board Secretary)
Director Scott Paddock	Brendan Kelly (Director of Illinois State Police)
Director James Sweeney	Manar Nashif (Chief Engineering Officer)
Director Mark Wright	John Donato (Chief of Staff)
Chairman Arnaldo Rivera	Arthur Grist (Chief of Safety & Security)
	Rohan Gayle (Chief of Roadway Maintenance)

Directors discussed the minutes of closed session meetings



Chairman Rivera raised for consideration the minutes of the Executive Session of the October 17, 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.

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 were 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

Approval of an Intergovernmental Agreement with the Illinois State Police (Legal Item 2): Executive Director Rouse, General Counsel Pasulka-Brown, Chief Financial Officer Williams, and other key staff, presented an overview of a proposed Intergovernmental Agreement (“IGA”) with the Illinois State Police (“ISP”) that would take effect January 1, 2025. Under the IGA, the Tollway would compensate ISP pursuant to a fee-for-service model based on actual hours worked at established hourly and overtime rates. A 15% fee would cover training, HR, and other administrative functions performed by ISP. Also, ISP would be permitted to utilize certain areas at Tollway facilities without incurring lease charges. ISP’s presence at said facilities would be expected to facilitate patrol efficiency and reduce response times.

As part of the IGA, the Tollway would sell approximately 1,300 policing-related assets—valued at over \$3 million—directly to ISP, applying the proceeds to offset the Tollway’s costs during the first four months of the contract. In addition to standard patrols, ISP would provide special services such as work zone enforcement, billed at overtime rates. To maintain accountability and cost-effectiveness, the IGA requires ISP to furnish detailed reports and performance data to the Tollway. To ensure effective oversight, the Tollway’s safety, security, and maintenance teams would work closely with ISP divisions to monitor service delivery, verify hours worked, and confirm invoice accuracy. Although the Tollway remains statutorily responsible for workers’ compensation for injured troopers, other liability risks would be reduced.

During the Board’s discussion, Directors sought clarification on how to verify service hours and manage overtime costs to prevent cost-shifting. They also explored whether this model would be more cost-efficient than the former compensation structure. Tollway management explained that



comprehensive documentation, regular coordination meetings, and established oversight procedures would help safeguard the Tollway's interests and ensure transparency throughout implementation of the new IGA.

[ISP Director Brendan Kelly joined the meeting at this time.]

Illinois State Police Director Brendan Kelly addressed the Board to discuss the proposed IGA, explaining that the overall level of patrol and responsiveness would remain consistent. He noted that the transition of the Tollway-ISP relationship is part of a broader, data-driven reorganization within ISP aimed at enhancing accountability and strategic resource deployment.

Under the proposed IGA, ISP's presence and patrol activities on the Tollway would continue at current levels, but the Tollway would pay based on hours of service rather than supporting a dedicated force. To ensure transparency, ISP would provide detailed monthly metrics and reports enabled by a single, integrated Computer Aided Dispatch (CAD) system. This system would offer more granular insight into trooper locations, shifts, and activities, allowing both ISP leadership and the Tollway to verify invoice accuracy and better track overtime costs, including those related to work zone enforcement.

Directors questioned how ISP would manage overtime, ensure accurate billing, and maintain consistent patrol coverage. Director Kelly noted that ongoing communication, routine meetings, and data-sharing would enable both parties to monitor performance, identify potential issues early, and make timely adjustments. Tollway staff emphasized the importance of maintaining open lines of communication, given the complexity of construction schedules and weather-related events that may require additional patrols. Ultimately, both Director Kelly and Tollway staff expressed confidence that the new reporting structure and the parties' collaborative oversight would preserve roadway safety, improve fiscal control, and ensure that the Tollway's needs continue to be met.

[Mr. Kelly, Mr. Nashif, Mr. Grist, Mr. Donato and Mr. Gayle departed the meeting at this time.]

Directors discussed pending or probable litigation

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

Settlement Agreement – ISTHA v. Santa Fe Property, LLC, 2018 L 050478 (Legal Item 4): General Counsel summarized the proposed settlement involving Parcels TW-3B-16-008.P and TW-3B-16-008.01T in Hodgkins, Illinois, required for the Mile Long Bridge project. She informed



the Board that prior to initiating quick-take proceedings, the parties agreed to a preliminary just compensation (“PJC”) amount of \$1,950,000, subject to further negotiations.

To mitigate damages, the parties also entered into a stipulation that: (i) grants the owner certain parking rights within the permanent easement area, (ii) obligates the Tollway to construct a driveway, and (iii) requires the owner to relocate an existing billboard. These measures allowed the Tollway to avoid a significant damage claim associated with the billboard’s removal.

Subsequently, the primary tenant on the property filed for bankruptcy, which stayed the litigation until the bankruptcy case concluded earlier this year. Following the resolution of that case, the owner offered to settle the matter for \$2,010,000—comprised of the original \$1,950,000 PJC plus an additional \$60,000 to cover the owner’s costs for constructing the driveway. Because it would cost the Tollway an estimated \$100,000 to build the driveway, accepting the owner’s proposal is deemed financially prudent.

Directors discussed collective bargaining

SEIU (Legal Item 5): General Counsel announced that a new collective bargaining agreement (“CBA”) with Service Employees International Union, Local No. 73, covering clerks, warehouse workers, and custodians, was ratified by the Union and is being presented for approval by the Tollway Board. The CBA, effective July 1, 2023 through June 30, 2027, provides retroactive wage increases, starting at 7.5% in the first year and gradually declining in subsequent years. Union members also will benefit from HMO coverage at no cost, capped PPO cost increases, enhanced longevity pay, acting pay, and other incentives. Overall, the CBA is expected to cost the Tollway approximately \$3.62 million more than the expired contract.

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 12:10 p.m.

Minutes taken by: _____
Christi Regnery



ILLINOIS STATE TOLL HIGHWAY AUTHORITY

Meeting Date
**November 21
2024**



Minutes of the
Executive Session of the Board of Directors Meeting

Board Secretary
Illinois State Toll Highway Authority

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Record of Closed Meeting held December 19, 2024

Pursuant to exceptions provided in Sections 2(c)(8) and (11) of the Open Meetings Act, 5 ILCS 120/2(c)(8) and (11), on Thursday, December 19, 2024, at approximately 10:20 a.m., the Tollway Board of Directors met in Executive Session to consider Tollway matters related to safety and security and pending or probable litigation.

[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 phone]</i>	Cassandra Rouse (Executive Director)
Director Jackie Gomez	Kathleen R. Pasulka-Brown (General Counsel) <i>[by phone]</i>
Director Karen McConnaughay <i>[by phone]</i>	Christi Regnery (Board Secretary)
Director Melissa Neddermeyer	Manar Nashif (Chief Engineering Officer)
Director Scott Paddock	John Donato (Chief of Staff)
Director Gary Perinar, Jr.	
Director Mark Wright	
Chairman Arnaldo Rivera	

Directors discussed pending or probable litigation

Directors and General Counsel Kathleen R. Pasulka-Brown discussed the biannual Legal Department Activity Report. **A Director requested that future reports include filing dates references and a breakdown of vendor-related contract claims.**



Minutes of the
Executive Session of the Board of Directors Meeting

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

Directors discussed safety and security procedures

Staff briefed the Board on a fatal accident that occurred on the eastbound I-90 ramp to northbound I-294 in Rosemont. In response to requests from local officials and the victim's family to install a guardrail, Tollway engineering staff explained that a guardrail could introduce new hazards and was not warranted by safety standards. Instead, the Tollway is enhancing signage, adding rumble strips and flashing beacons, and erecting other visual markers to improve driver awareness. Recognizing the possibility of litigation, the Board agreed to move forward with these safety measures and to share a public statement regarding its actions.

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 11:14 a.m.

Minutes taken by: _____

Christi Regnery
Board Secretary
Illinois State Toll Highway Authority



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Record of Closed Meeting February 20, 2025

Pursuant to exceptions provided in Section 2(c)(11) of the Open Meetings Act, 5 ILCS 120/2(c)(11), on Thursday, February 20, 2025, at approximately 9:59 a.m., the Tollway Board of Directors met in Executive Session to consider Tollway matters related to pending or probable litigation.

[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 McConaughay
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)
Cathy Williams (Chief Financial Officer)
Christi Regnery (Board Secretary)

Directors discussed pending or probable litigation



Settlement Agreement – ISTHA v. Timber Trails Development Company, LLC, and ISTHA v. Real Property Holding-Western Springs, IL, Phase 2, LLC (Legal Item 1)
General Counsel Kathleen R. Pasulka-Brown provided a summary of a proposed settlement relative to a condemnation action involving Parcels TW-5-16-018.1, TW-5-16-018.2, TW-5-16-142.P, explaining that although the owners sought substantial compensation for alleged damage to remainder property, the Tollway successfully defeated their claim via a motion for summary judgment. She further explained that prior to the impending trial, the owners filed a motion for reconsideration in an attempt to persuade the court to reverse the summary judgment ruling entered in favor of the Tollway. General Counsel concluded by noting that notwithstanding the strength of the Tollway’s legal arguments, both the motion for reconsideration and the trial posed potential risks to the Tollway. To avoid those risks and the additional attorneys’ fees and other costs the Tollway would incur if it proceeded to trial, she recommended approval of a settlement requiring an additional payment of \$520,000 above the previously paid preliminary just compensation of \$245,000.

Directors discussed pending or probable litigation

[Discussions related to litigation and litigation strategy are redacted.]
[Director Paddock departed the meeting at approximately 10:26 a.m.]

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 10:28 a.m.

Minutes taken by: _____

Christi Regnery
Board Secretary
Illinois State Toll Highway Authority



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Record of Closed Meeting March 20, 2025

Pursuant to exceptions provided in Section 2(c)(8), (11) and (21) of the Open Meetings Act, 5 ILCS 120/2(c)(8), (11) and (21), on Thursday, March 20, 2025, at approximately 10:11 a.m., the Tollway Board of Directors met in Executive Session to consider Tollway matters related to 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:
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)
Cathy Williams (Chief Financial Officer)
Mike Shay (Chief Information Officer)
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 February 20, 2025 Board of Directors meeting and inquired whether there are any questions, concerns, or



Minutes of the
Executive Session of the Board of Directors Meeting

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 safety and security

[Discussion related to safety and security procedures are redacted.]

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 Sweeney made such a motion, seconded by Director McConnaughay. The motion PASSED unanimously by voice vote.

The Executive Session concluded at approximately 11:06 a.m.

Minutes taken by: _____
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 April 17, 2025

Pursuant to exceptions provided in Section 2(c)(11), (21) and (29) of the Open Meetings Act, 5 ILCS 120/2(c)(11), (21) and (29), on Thursday, April 17, 2025, at approximately 10:21 a.m., the Tollway Board of Directors met in Executive Session to consider Tollway matters related to 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 Jacqueline Gomez	Kathleen R. Pasulka-Brown (General Counsel)
Director Karen McConnaughay	Manar Nashif (Chief Engineering Officer)
Director Melissa Neddermeyer	Mike Shay (Chief Information Officer)
Director Scott Paddock	Pete Foernssler (Chief Procurement Officer)
Director Gary Perinar, Jr.	John Donato (Chief of Staff)
Director James Sweeney	Shaun Farmer (Chief Internal Auditor)
Director Mark Wright	Christi Regnery (Board Secretary)
Chairman Arnaldo Rivera	Chris Jeffrey, Eric Wunderlich and Norris James (Baker Tilly)

Directors discussed the minutes of closed session meetings



Chairman Rivera raised for consideration the minutes of the Executive Session of the March 20, 2025 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 Internal Audit Controls

Chief Internal Auditor Shaun Farmer, joined by Agency leadership and Baker Tilly advisers Chris Jeffrey, Eric Wunderlich and Norris James, delivered an update on Enterprise Risk Management (ERM). The briefing focused on the Agency's three highest-priority risks:

[Discussions related to internal audit controls are redacted.]

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 Perinar made such a motion, seconded by Director Sweeney. The motion PASSED unanimously by voice vote.

The Executive Session concluded at approximately 11:21 a.m.

Minutes taken by: _____

Christi Regnery
Board Secretary
Illinois State Toll Highway Authority