

**THE ILLINOIS STATE TOLL HIGHWAY AUTHORITY
MINUTES OF THE
REGULAR BOARD MEETING**

July 24, 2014

The Illinois State Toll Highway Authority (the “Tollway”) met in regular session on Thursday, July 24, 2014, at approximately 9:01 a.m. in the Board Room of the Illinois State Toll Highway Authority’s Central Administration Building, in Downers Grove, Illinois. The Meeting was held pursuant to By-Laws of the Authority upon call and notice of the Meeting executed by Chair Paula Wolff and posted in accordance with the requirements of the Open Meetings Act.

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

Chair Paula Wolff stated that this is the regularly scheduled meeting of the Board of The Illinois State Toll Highway Authority and asked the Board Secretary to call the roll. Those Directors present and absent were as follows:

Present:

Chair Paula Wolff
Director Terry D’Arcy
Director Earl Dotson, Jr.
Director David Gonzalez
Director Jeff Redick
Director James Sweeney
Director Tom Weisner (entered at 9:06 a.m.)

Not Present:

Governor Pat Quinn
Acting Secretary Erica Borggren
Director Mark Peterson
Director Jim Banks

PUBLIC COMMENT

Chair Wolff called for public comment.

Mr. Evan Teich, Village Administrator of Itasca, addressed the Board and stated that he would be speaking on behalf of Mayor Jeff Preuyn. Mr. Teich described the magnitude of the Illinois Route 390/Elgin–O’Hare Expressway extension project and expressed the Village of Itasca’s appreciation for the efforts made by all of the agencies involved. Mr. Teich thanked the Board and Tollway staff for their efforts and responsiveness. Mr. Teich further stated that the Village is looking forward to participating with the Tollway in addressing issues that will impact Village residents and businesses.

Chair Wolff thanked Mr. Teich for his comments.

CHAIR'S ITEMS

Chair Wolff called for a motion to approve the minutes of the Regular Board Meeting and Executive Session held on June 26, 2014 and the Executive Session held on May 22, 2014. Director D'Arcy made a motion to approve; seconded by Director Redick. The motion was approved unanimously.

STANDING COMMITTEE REPORTS

Chair Wolff asked the Chair of the following standing committees to provide reports on the committee's recent activities.

Finance, Operations and Administration Committee

In Director Peterson's absence, Director Gonzalez updated the Board on the **Finance, Administration, and Operations Committee** ("FAO Committee") meeting held Wednesday, July 16, 2014.

FINANCE presented two items that were approved and placed on today's consent agenda. The Committee approved 90-day extensions of the existing collections and litigation contracts with NCO Financial and Harris & Harris Ltd. The Tollway is currently in the process of completing a new procurement for collections contracts, and the extensions are necessary to continue collections activity until new contracts are in place. The Committee also approved a two-year renewal of a contract with Vantiv to provide merchant card services necessary to process toll, violation, and other miscellaneous payments.

PROCUREMENT presented two items which were approved by the Committee to be placed on today's consent agenda. The first was a request to utilize a CMS Master Contract to purchase reflective sheeting which is used during the roadway sign fabrication process, and the second was a request to renew the Tollway's portion of the *999 Motorist Assistance Program contract.

ENGINEERING has 10 items which were presented to the FAO Committee, reviewed and placed on today's consent agenda.

Two of these items presented by Engineering are new construction contract awards: one for signage improvements along the Tri-State Tollway and one for improvements on the Tri-State Tollway that include the installation of a toll collection test site near the Touhy Toll Plaza. A presentation on the toll test site was given by Shana Whitehead, Chief of Business Systems. The test site will be the first of its kind in the nation and will allow the Tollway to develop and evaluate new tolling technologies to better serve customers.

One of these items is a construction extra work order on a Jane Addams Memorial Tollway (I-90) contract that provides for expediting concrete paving to meet the scheduled completion date.

Additionally, five items presented are partial releases of retainage, and two items presented are final releases of retainage, for completed contracts. Minor work items remain but all contracts are tracking within the established budgets and the established diversity goals.

LEGAL presented six items, including three Intergovernmental Agreements (“IGA’s”) and one General Utility Agreement, approved by the Committee to be moved to the consent agenda:

1. An IGA with Pace Suburban Bus through which the Tollway is authorizing PACE to construct three Park-n-Ride facilities on Tollway property along I-90: at the Randall Road interchange, the Illinois Route 25 interchange, and the Barrington Road interchange. PACE agrees to contribute \$1.3 million dollars for design and construction of the eastbound and westbound access roads at the Barrington Road interchange.
2. An IGA with Pace Suburban Bus and the Illinois Department of Transportation. The Elgin-O’Hare project necessitates the removal and replacement of two PACE bus stop shelter pads in the area of Elmhurst Road and Oakton Street. The Tollway agrees to include in its project the installation of two new bus stops -- one on northbound Elmhurst Road, and the other on westbound Oakton Street.
3. An IGA with the New Jersey Turnpike for the transfer of 45 out-of-service automatic coin machine (ACM) vaults.
4. Amendment to a December 2011 Resolution concerning an IGA with the Illinois Treasurer’s Office (for American Express services). The Tollway has an IGA with the Treasurer allowing the financial benefits of that State arrangement to also benefit the Tollway, though the Board Resolution that authorized this IGA only extended until Dec 31, 2014. The Tollway wishes to

continue in this relationship, and have the Board approve an additional \$10M in spending, through December 31, 2017.

5. General Utility Agreement with Wide Open West (“WOW”). This entity has installed communication cables on or near the Tollway right-of-way which may require future relocation or other modification as a result of Tollway improvements. This agreement defines the processes and procedures to be followed to identify, design, construct and make payments, if warranted, for the relocation, removal or protection of the WOW communication and internet facilities.

6. Acknowledgement and approval of new bond counsel pool member. Due to a municipal finance lawyer transferring from the Michael Best & Friedrich law firm to the firm of Polsinelli, PC (Chicago office), and Michael Best’s approval of assigning its Tollway contract to Polsinelli, it is now appropriate to formally add Polsinelli to the Tollway’s bond counsel pool, consisting of ten firms contracted to assist the Tollway in connection with the issuance of bonds. Polsinelli will be used in rotation just as the other nine firms in the pool have been used on Move Illinois financing projects. This contract assignment has received the proper Procurement Department approval, as well as the approval of the Attorney General’s Office.

Lastly, two workers’ compensation items will be discussed in Executive Session prior to full Board consideration and action.

Customer Service & Planning Committee

Director Weisner updated the Board on the **Customer Service & Planning Committee** meeting held on Thursday, July 17, 2014.

The Committee discussed the opening of the I-294/I-57 all-electronic interchange expected this fall. This is the first interstate-to-interstate connection on the Tollway system where there is no toll collection point for customers who wish to pay cash. Staff presented to the Committee three main elements of the efforts to educate the public about the impending change:

1. A temporary extension of the “7 Days to Pay” policy for unpaid tolls to “30 Days to Pay” for this one plaza. From the time the plaza opens to the last transaction on December 31, 2014, drivers who do not pay with their I-PASS or E-ZPass transponder will have 30 days from the date of that unpaid transaction to go online, submit a payment, and avoid a violation.
2. Establishment of a temporary customer service location for I-PASS in the Secretary of State’s Office in Midlothian. This temporary location will operate from September 2nd to November 26th and will provide an additional location for local drivers to obtain a transponder and to set up an I-PASS account.
3. Extensive community outreach. Three “roadshows” are scheduled for August in Midlothian, Markham and Posen to educate communities about the I-PASS program and the new interchange.

The Committee discussed new signage to alert customers to the new interchange. Customers traveling south on I-294 will see signage beginning three miles from the interchange, with signage every half mile. In addition, there will be signage for customers exiting to I-57 South.

The Committee also discussed signage changes that would offer “Pay online” language to replace “Cash not accepted.” The use of the Tollway’s website URL on signage was discussed with relevance to industry standards and safety as well as the customers’ ability to locate independently. The proposed signage changes are to be tested with focus groups.

Director Redick noted that the temporary change from “7 Days to Pay” policy for unpaid tolls to “30 Days to Pay” is anticipated to be revenue neutral. He further noted that the temporary customer service location at the Secretary of State’s Office is expense neutral as a result of the use of existing Tollway employees and donated space from the Secretary of State’s Office.

Director Redick reported that the Customer Service & Planning Committee added conservation and sustainability policy and towing and recovery efforts to the list of topics for discussion in the coming months.

Chair Wolff added that data regarding electronic payment propensities at the I-294/I-57 interchange and customer utilization of the temporary customer service location will be forthcoming and will contribute to the Committee’s work on implementation of all-electronic tolling. Chair Wolff cited as instructive a recent media report on the introduction in the San Francisco area of a section of all-electronic tolling. Executive

Director Lafleur additionally referenced discussions held at the recent International Bridge, Tunnel and Turnpike Association conference as instructive to all-electronic tolling issues.

Chair Wolff thanked the Committee Chairs and the members of the Committees for their work.

Chair Wolff reported that the external audit will be presented in August and reviewed at the Audit Committee meeting. She thanked Audit Committee Chair, Director Gonzalez and staff.

Chair Wolff additionally reported that the Customer Service & Planning Committee's work on the Illinois Route 53/120 Project continues.

Chair Wolff then called on Kristi Lafleur, Executive Director.

EXECUTIVE DIRECTOR

Executive Director Lafleur introduced Aimee Lee, Senior Manager of Strategic Planning, for the first part of a presentation providing a Jane Addams Memorial Tollway (I-90) Transit Update. [See attached presentation.](#)

Chair Wolff inquired as to the defining features of a single-point urban interchange (“SPUI”) design. Ms. Lee responded that the “single-point” refers to the fact that all through traffic on the interchange can be controlled from a single set of traffic signals.

Chair Wolff asked if the pedestrian bridge concept providing shoulder access at the proposed Barrington Road Park-n-Ride facility would be

the only access point for Pace service at this location. Ms. Lee responded affirmatively.

Director Dotson inquired into the time frames anticipated for implementation of Active Traffic Management (“ATM”) and direct access for the public to Pace bus service along Tollway roads. Executive Director Lafleur responded that ATM is being implemented as part of the Jane Addams Memorial Tollway (I-90) Rebuilding and Widening Project and will be available on that corridor in late 2016 or early 2017. Executive Director Lafleur further stated that the schedule for expansion of bus service along I-90 will be determined by Pace and will likely be implemented in phases.

Director Dotson inquired into the site selection process for the proposed Park-N-Ride facilities. Ms. Lee responded that the selection criteria included availability of Tollway right-of-way and regional commuting patterns.

Ms. Lee then introduced Michael Bolton, Deputy Executive Director of Strategic Services at Pace, for the second part of the presentation providing a Jane Addams Memorial Tollway (I-90) Transit Update. [See attached presentation.](#)

Director Sweeney inquired into results from Pace’s recent expansion of service along Interstate 55 (I-55). Mr. Bolton responded that Pace Bus Route 855 is fully developed with an anticipated doubling of ridership since implementation, inspiring plans for expansion. Mr. Bolton further stated that part of the expansion plans involve splitting Route 855 into three separate routes in order to provide additional “express service” options. Mr. Bolton noted that Route 855 has 90% on-time performance

and that the service, and the addition of shoulder-riding, has provided a reduction of 15-20 minutes to commute times.

Director Dotson asked if there are plans for Pace expansion of service on I-90 further west than Elgin. Mr. Bolton responded that Pace service can only extend as far west as Huntley/Route 47 due to the boundaries of the Regional Transportation Authority (“RTA”) service area. Mr. Bolton further stated that expansion of the service into the Huntley area, subject to their continued growth, may be possible in another 5-7 years.

Executive Director Lafleur stated that the Tollway has enjoyed a great working relationship with Pace and thanked the staff of both agencies for their responsiveness and creative thinking.

Executive Director Lafleur then presented the final part, the “next steps”, of the Jane Addams Memorial Tollway (I-90) Transit Update. [See attached presentation.](#)

Executive Director Lafleur reported that last week she, along with Director Sweeney, attended a press conference with Governor Pat Quinn to announce a new jobs initiative called Employ Illinois. She further stated that Employ Illinois builds upon the Governor’s efforts to provide job training and to assist minorities, women and disadvantaged workers interested in careers in the construction industry by incentivizing the hiring of graduates of the program’s pre-apprenticeship training.

CONSENT AGENDA

Chair Wolff reminded the Board and guests that items on the consent agenda were previously reviewed in detail in Committee.

Chair Wolff then began the consent agenda by calling for a motion to approve the following **Finance resolutions**, noting that Director Peterson, absent today, recused himself from participation in Item 2 at the FAO Committee meeting:

Item 1: Emergency extension of Contract 09-0065 to NCO Financial Systems, Inc. and Harris & Harris Ltd. for the purchase of Collections and Collection Litigation Services with an increase to NCO Financial in an amount not to exceed \$500,000.00 (Tollway Request for Proposal).

Item 2: Renewal of Contract 11-0044 to Vantiv Holding LLC. for the purchase of Merchant Card Services in an amount not to exceed \$40,000,000.00 (Tollway Request for Proposal). (Recusal: Director Peterson).

Director Redick made a motion for approval of **Finance Items 1 and 2**; seconded by Director Dotson. The motion was approved unanimously.

Chair Wolff called for a motion to approve the following **Procurement resolutions**:

Item 1: Award of Contract 14-0098 to 3M Company for the purchase of Reflective Sheeting in an amount not to exceed \$450,000.00 (Order Against CMS Master Contract).

*Item 2: Renewal of Contract 06-0081 to Marketing Alternatives, Inc. for the purchase of *999 Motorist Assistance Program Services in an amount not to exceed \$300,000.00 (Tollway Request for Proposal).*

Director Sweeney made a motion for approval of **Procurement Items 1 and 2**; seconded by Director Weisner. The motion was approved unanimously.

Chair Wolff called for a motion to approve the following **Engineering resolutions**:

Item 1: Award of Contract RR-13-5685R to Western Remac, Inc. for Signing Improvements on the Tri-State Tollway (I-294) from Milepost 25.00 (Hinsdale Oasis) to Milepost 52.75 (North Terminus) and the Tri-State Tollway (I-94) from Milepost 0.0 (Wisconsin State Line) to Milepost 30.0 (Edens Expressway), in the amount of \$4,424,880.11.

Item 2: Award of Contract RR-14-8122 to F.H. Paschen, S.N. Nielsen & Associates, LLC for a Tolling Test Site, Equipment Enclosure and other Plaza Improvements on the Tri-State Tollway (I-294) from Milepost 41.5 to Milepost 42.5 (Touhy Plaza 29), from Milepost 38.5 to Milepost 39.0 (Irving Park Plaza 33), at Milepost 13.5 (North of Cicero Avenue) and from Milepost 2.5 to Milepost 2.6 (Halsted Street Plaza 47A), in the amount of \$3,357,342.39.

Item 3: Extra Work Order on Contract I-13-4126 to William Charles Construction Company, LLC for Widening and Reconstruction on the Jane Addams Memorial Tollway (I-90) from Milepost 33.5 (Anthony Road) to Milepost 41.5 (US Route 20), in the amount of \$422,000.00.

Item 4: Partial Release of Retainage on Contract I-12-4077 to Plote Construction Inc. for Widening and Reconstruction on the Eastbound Jane Addams Memorial Tollway (I-90) from Milepost 49.7 (Union

Pacific Railroad) to Milepost 53.6 (Elgin Toll Plaza), by \$1,012,636.00 from \$1,062,636.00 to \$50,000.00.

Item 5: Partial Release of Retainage on Contract RR-12-4047 to Plote Construction Inc. for Roadway Resurfacing and Bridge Repair on the Veterans Memorial Tollway (I-355) from Milepost 0.0 (I-80) to Milepost 29.8 (Army Trail Road), by \$771,352.77 from \$877,750.77 to \$106,398.00.

Item 6: Partial Release of Retainage on Contract I-12-4072 to William Charles Construction Company, LLC / Rock Road Companies, Inc., Joint Venture for Widening and Reconstruction on the Eastbound Jane Addams Memorial Tollway (I-90), from Milepost 17.7 (Mill Road) to Milepost 24.9 (Genoa Road), by \$1,400,366.55 from \$1,475,366.55 to \$75,000.00.

Item 7: Partial Release of Retainage on Contract I-13-4127 to Illinois Constructors Corporation for Bridge Widening and Reconstruction on the Jane Addams Memorial Tollway (I-90) at Milepost 20.8 (Irene Road over I-90) and at Milepost 21.8 (Stone Quarry Road over I-90), by \$176,132.70 from \$236,330.72 to \$60,198.02.

Item 8: Partial Release of Retainage on Contract I-13-4131 to Illinois Constructors Corporation for Bridge Widening and Reconstruction on the Jane Addams Memorial Tollway (I-90) at Milepost 17.6 (Mill Road over I-90), by \$105,747.84 from \$136,817.84 to \$31,070.00.

Item 9: Final Release of Retainage on Contract I-12-4070 to Lorig Construction Company for Eastbound Bridge Reconstruction and

Widening on the Jane Addams Memorial Tollway (I-90) at Milepost 18.3 (Kishwaukee River).

Item 10: Final Release of Retainage on Contract I-13-4129 to Illinois Constructors Corporation for Bridge Widening and Reconstruction on the Jane Addams Memorial Tollway (I-90) at Milepost 43.7 (Brier Hill Road over I-90) and at Milepost 45.0 (Sandwald Road over I-90).

Director Sweeney made a motion for approval of **Engineering Items 1 through 10**; seconded by Director Gonzalez. The motion was approved unanimously.

Chair Wolff called for a motion to approve the following **Legal resolutions**:

Item 1: An Intergovernmental Agreement with Pace Suburban Bus. Cost to the Tollway: \$0. (Recusal: Director Redick).

Item 2: An Intergovernmental Agreement with Pace Suburban Bus and the Illinois Department of Transportation. Cost to the Tollway: \$0. (Recusal: Director Redick).

Item 3: An Intergovernmental Agreement with the New Jersey Turnpike. Cost to the Tollway: \$0.

Item 4: Utility Agreement – Wide Open West (WOW). Cost to the Tollway: \$0.

Item 5: Amendment of Board Resolution with the Illinois Treasurer's Office for American Express Credit Card Services. Cost to the Tollway: \$10,000,000.00.

Item 6: Outside Counsel – Bond Counsel. Cost to the Tollway: \$0.

Item 7: A Workers Compensation Settlement – Joseph Colello. Cost to the Tollway: To be discussed in Executive Session.

Item 8: A Workers Compensation Settlement – Ronald Lullo. Cost to the Tollway: To be discussed in Executive Session.

Director D'Arcy made a motion for approval of **Legal Items 1 and 2**; seconded by Director Gonzalez. The motion was approved unanimously with Director Redick recusing himself.

Director Weisner made a motion for approval of **Legal Items 3 through 6**; seconded by Director Sweeney. The motion was approved unanimously.

At approximately 10:00 a.m., Mr. Goldberg indicated the need to discuss Tollway matters related to personnel matters, real property acquisition, sale and purchase of securities, and litigation matters pursuant to Sections 2(c)(1), 2(c)(5), 2(c)(7) and 2(c)(11) of the Illinois Open Meetings Act. Director Sweeney made the motion to enter into Executive Session; seconded by Director Weisner. The motion was approved unanimously.

[Secretary's note: During Executive Session, Chair Wolff stated that **Legal Items 7 and 8** would be deferred to a future Board of Directors meeting.]

At approximately 1:05 p.m., the Board re-entered the public session of the Board meeting.

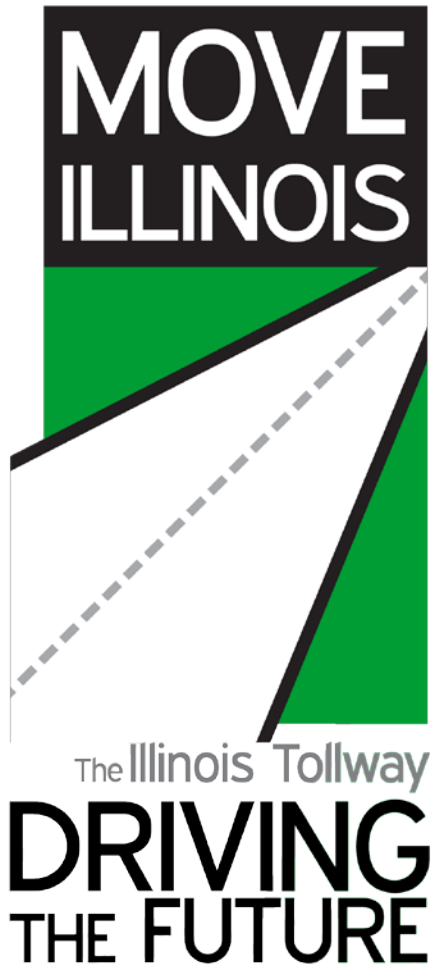
There being no further business, Chair Wolff requested a motion to adjourn. Motion to adjourn was made by Director Sweeney; seconded by Director D'Arcy. The motion was approved unanimously.

The meeting was adjourned at approximately 1:06 p.m.



Minutes taken by: _____

Christi Regnery
Board Secretary
Illinois State Toll Highway Authority



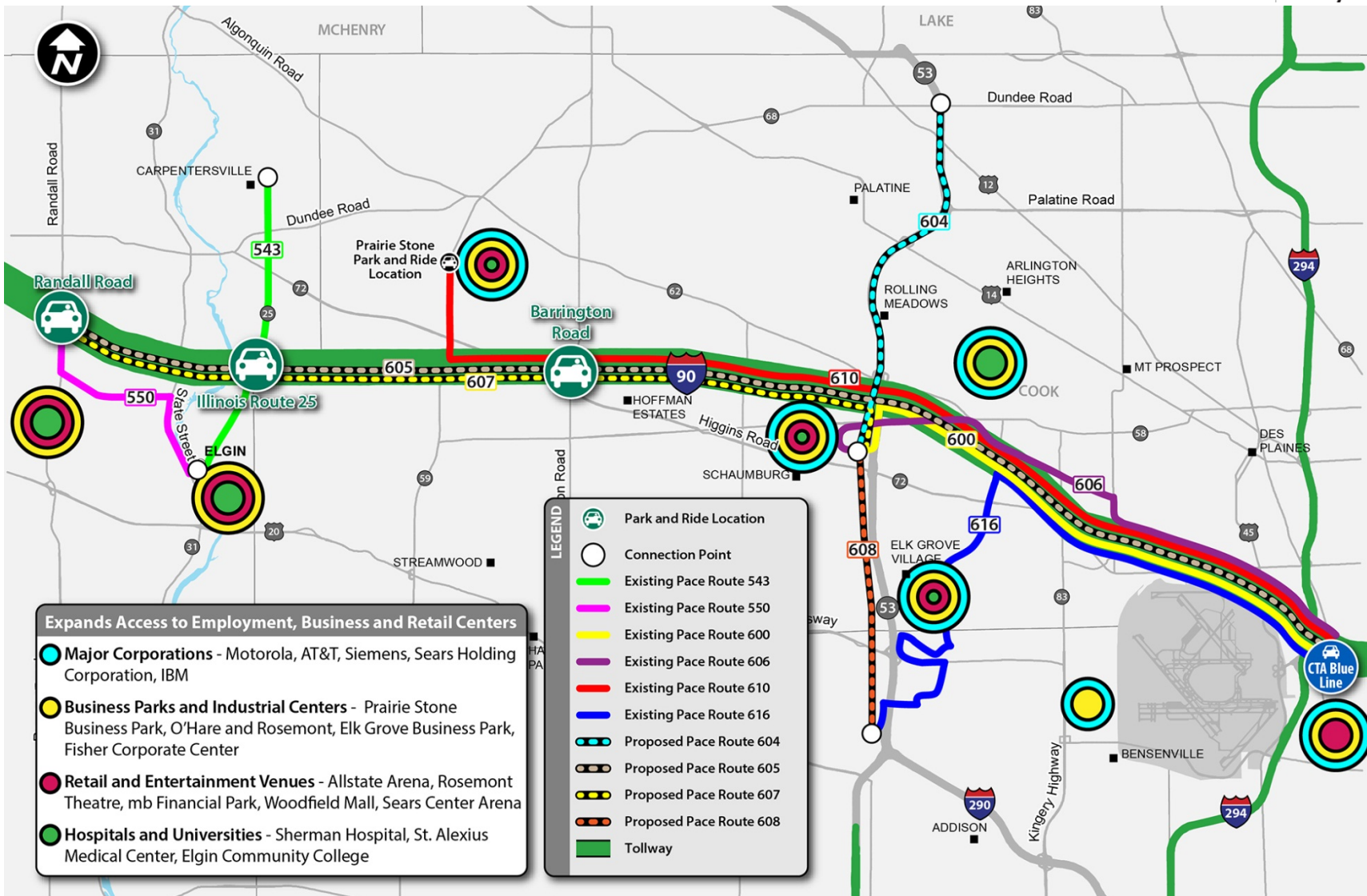
Jane Addams Memorial Tollway (I-90) Transit Update

July 24, 2014

Agenda

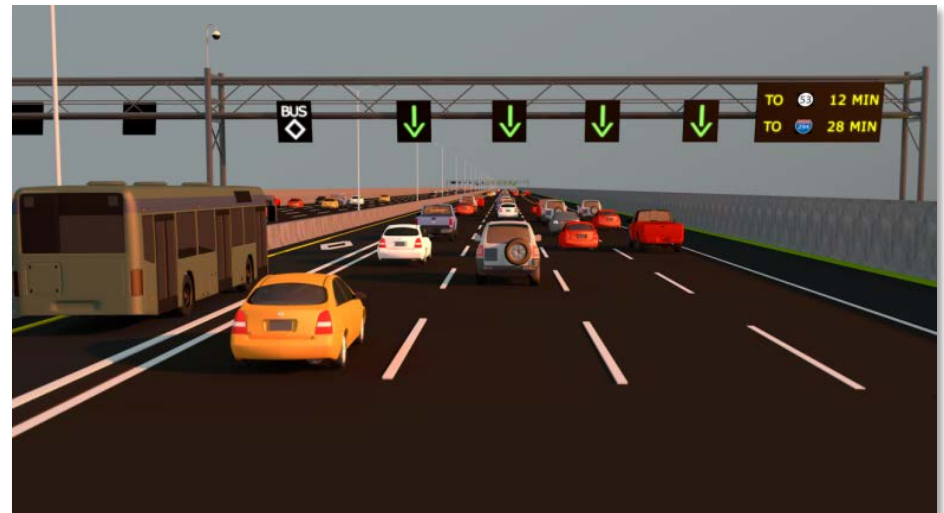
- ▶ **Collaborative I-90 transit accommodations**
 - ▶ Active traffic management (ATM) benefits to transit
 - ▶ Pace Park & Ride concepts
 - ▶ Intergovernmental agreement with Pace
 - ▶ Access improvements at River Road Station (Tollway study)
 - ▶ Rosemont Transit Center Study (RTA study)
- ▶ **Pace I-90 Transit Market Expansion Project overview**
- ▶ **Next steps**

Transit Along I-90 Corridor

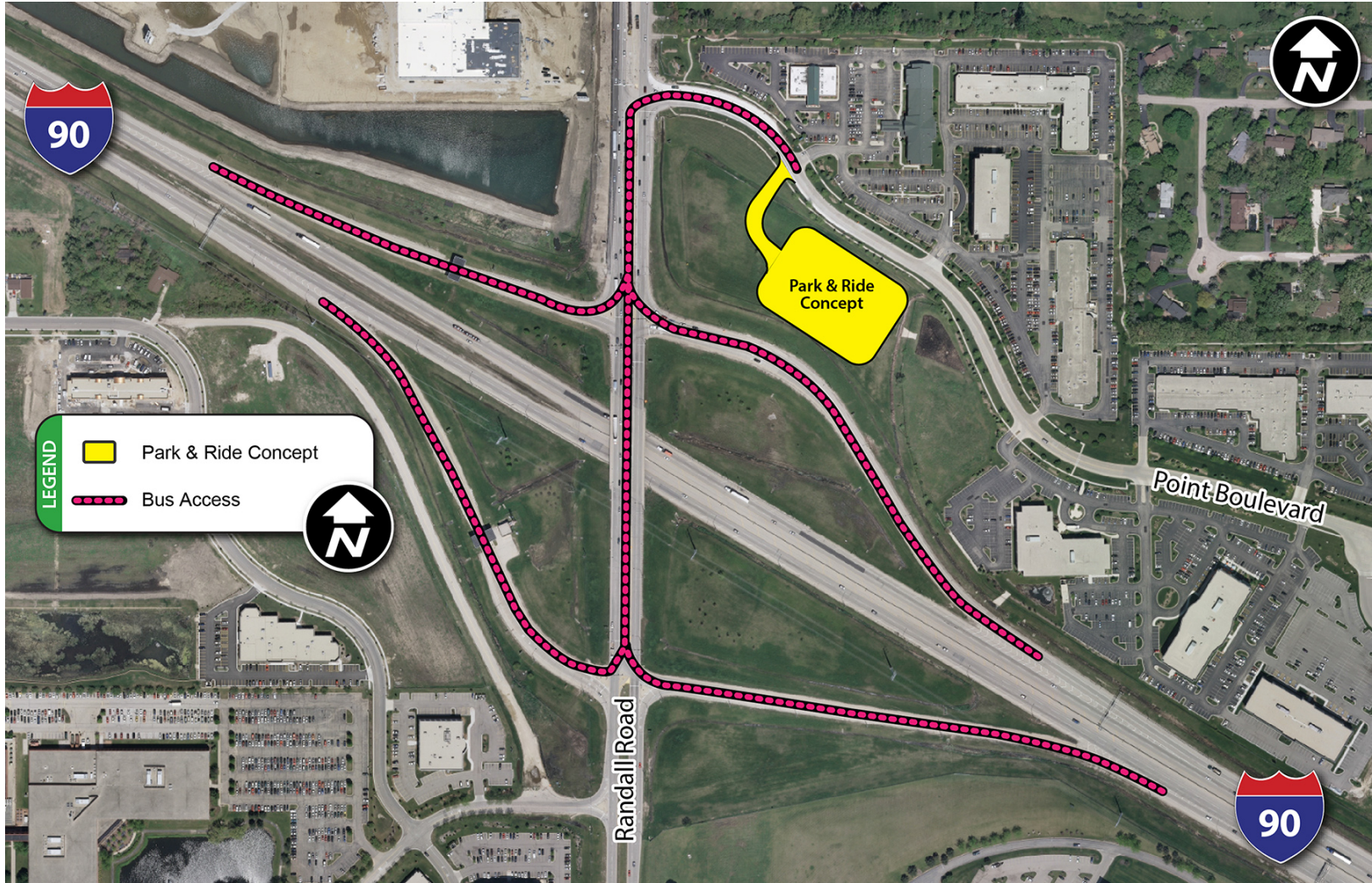


ATM Benefits to Transit

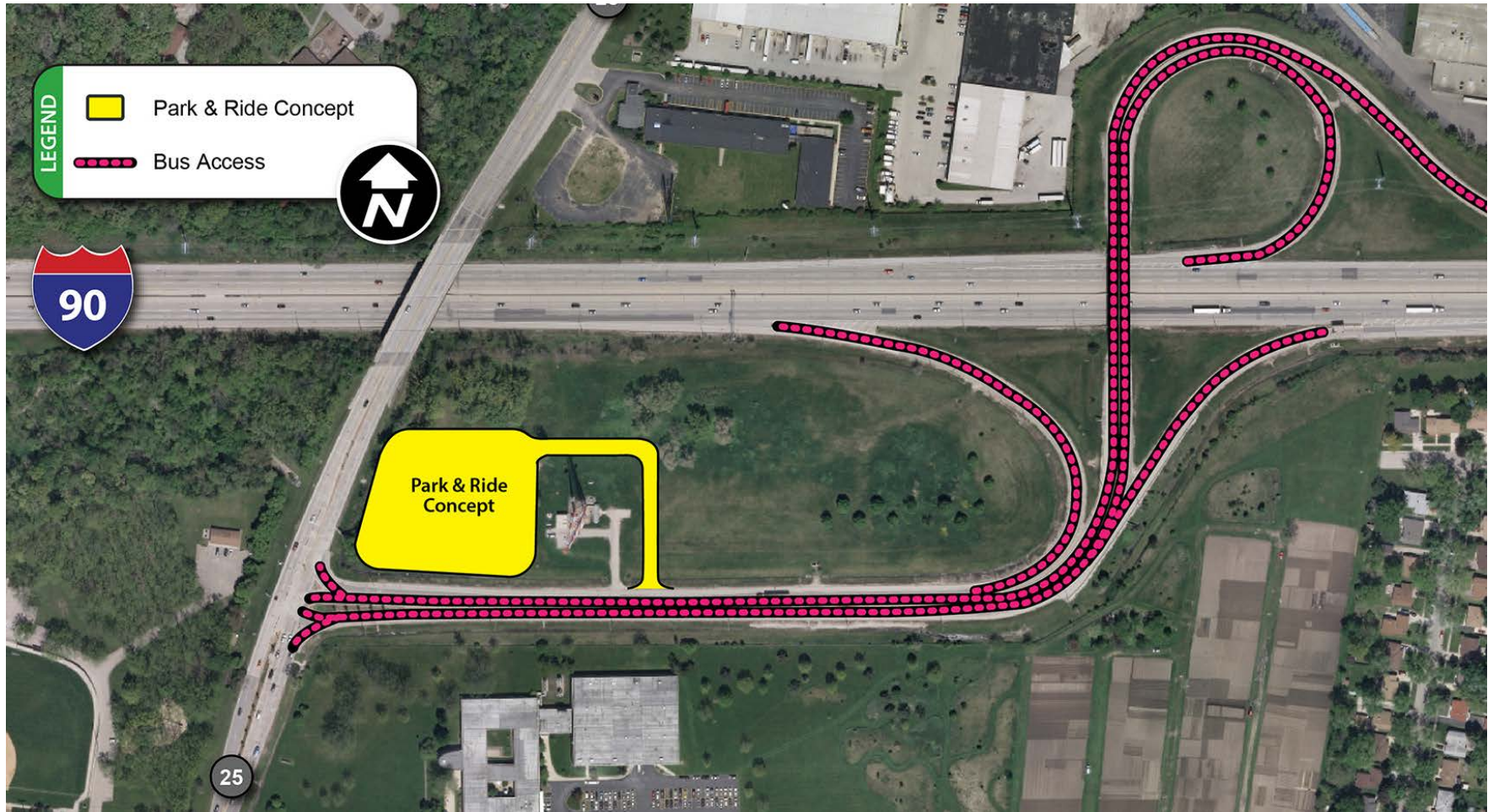
- ▶ **High-tech gantries provide real-time information**
 - ▶ Manage use of lanes and shoulder
 - ▶ Advance warning of incidents ahead
- ▶ **ATM fosters communication (in concept)**
 - ▶ Real-time travel times to destinations
 - ▶ Availability of parking spaces at next Park & Ride
 - ▶ Next bus arrival and departure information



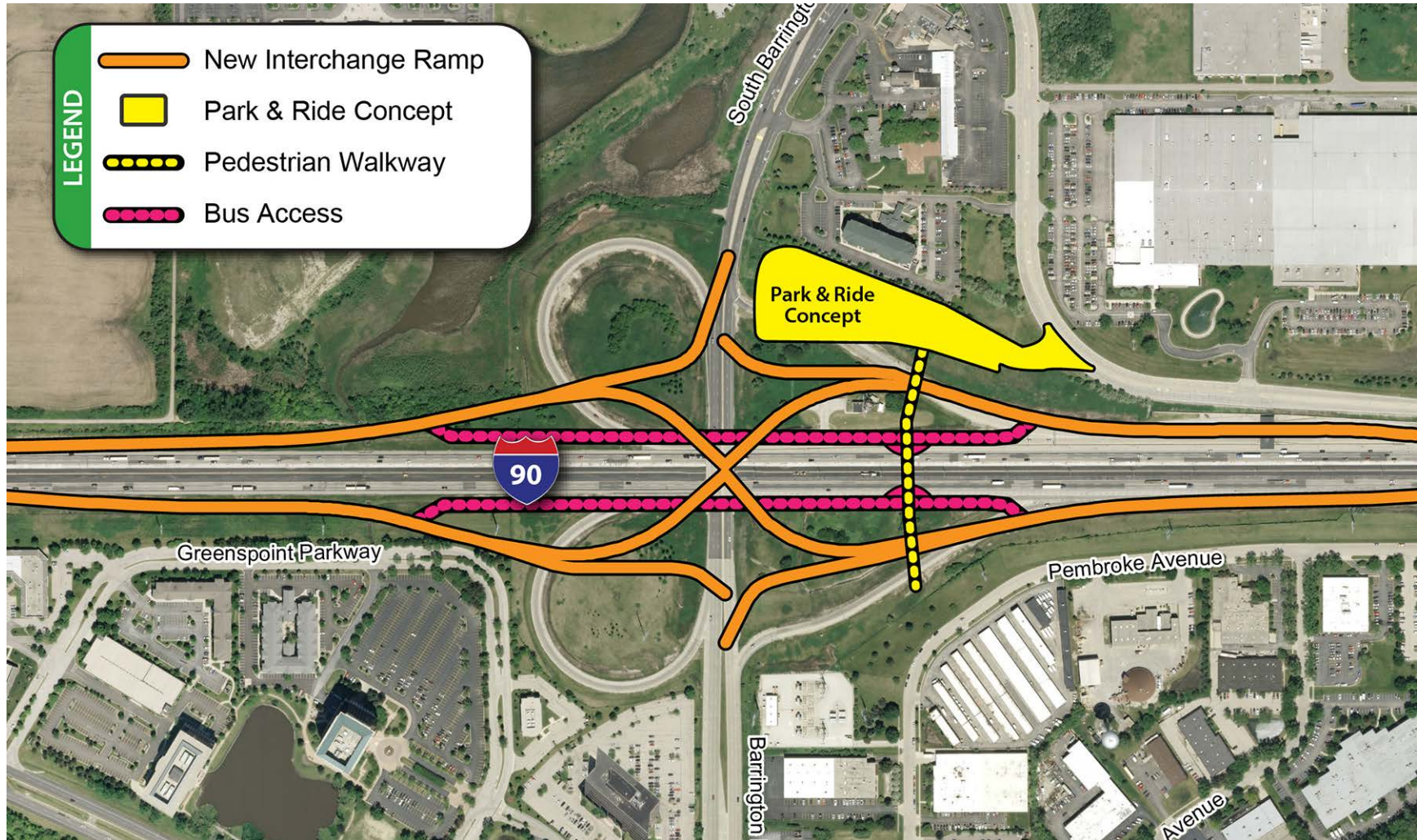
Randall Road Park & Ride Concept



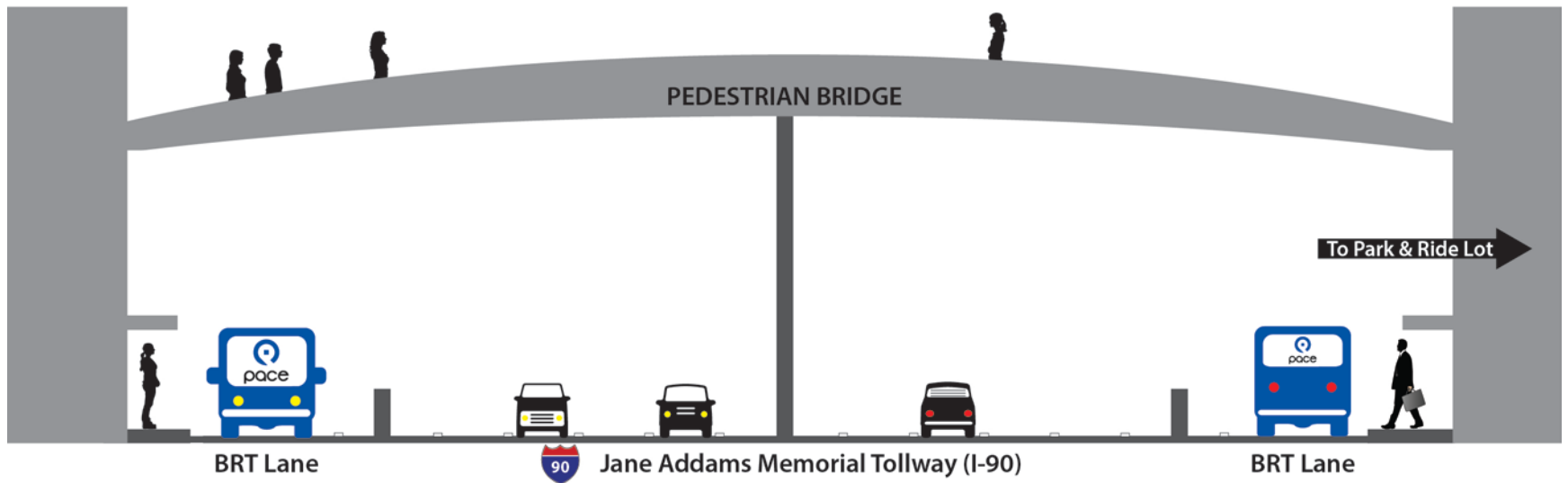
Illinois Route 25 Park & Ride Concept



Barrington Road Park & Ride Concept



Barrington Road Pedestrian Bridge Concept



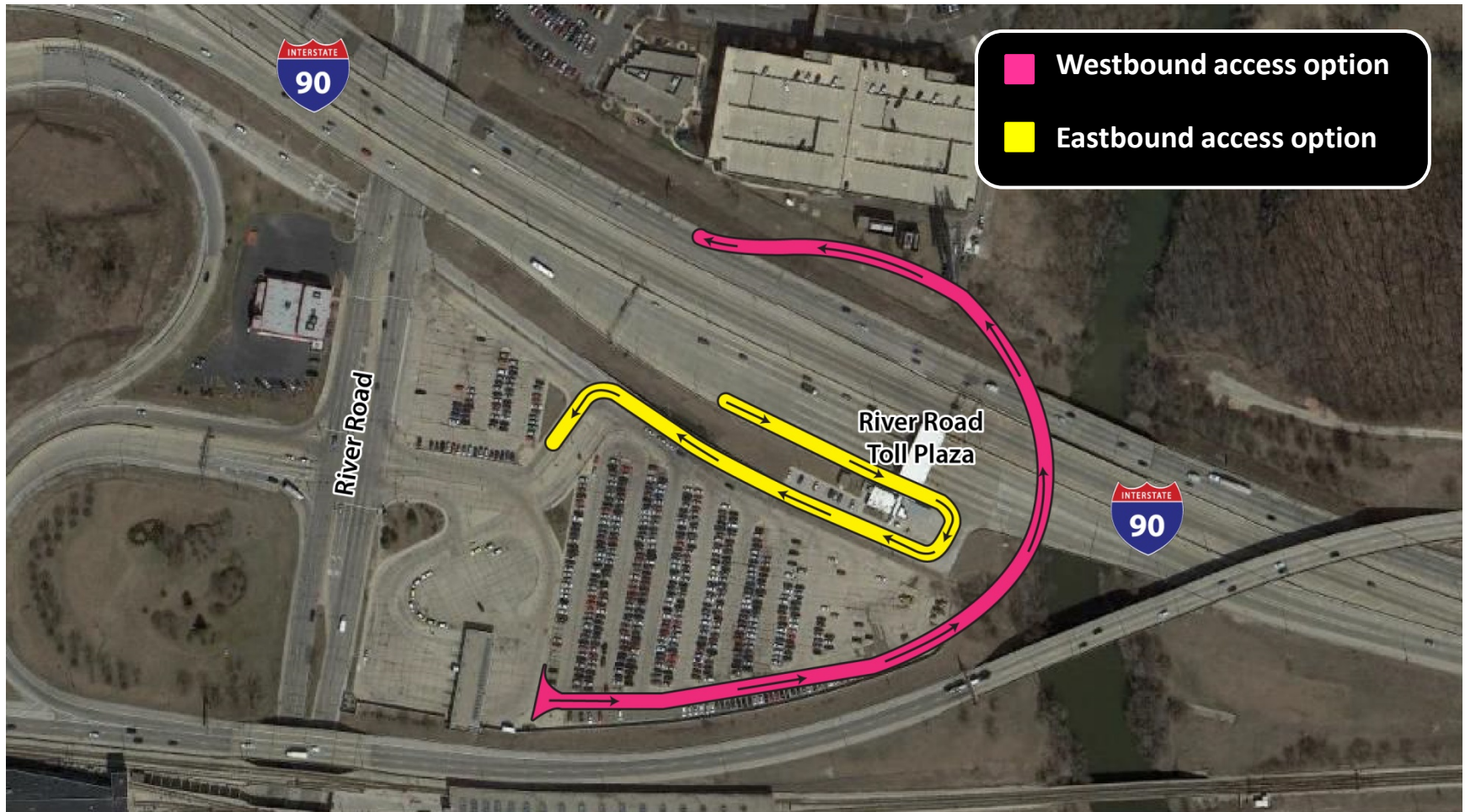
Intergovernmental Agreement Overview

- ▶ **Allows for use of Tollway land**
 - ▶ Permit for each site – no transfer of land
 - ▶ 25-year term with renewal option
- ▶ **Design and construction**
 - ▶ Pace responsible for design and construction
 - ▶ Tollway review and approval
- ▶ **Maintenance and liability responsibilities defined**
 - ▶ Provisions for Pace reciprocal maintenance agreement



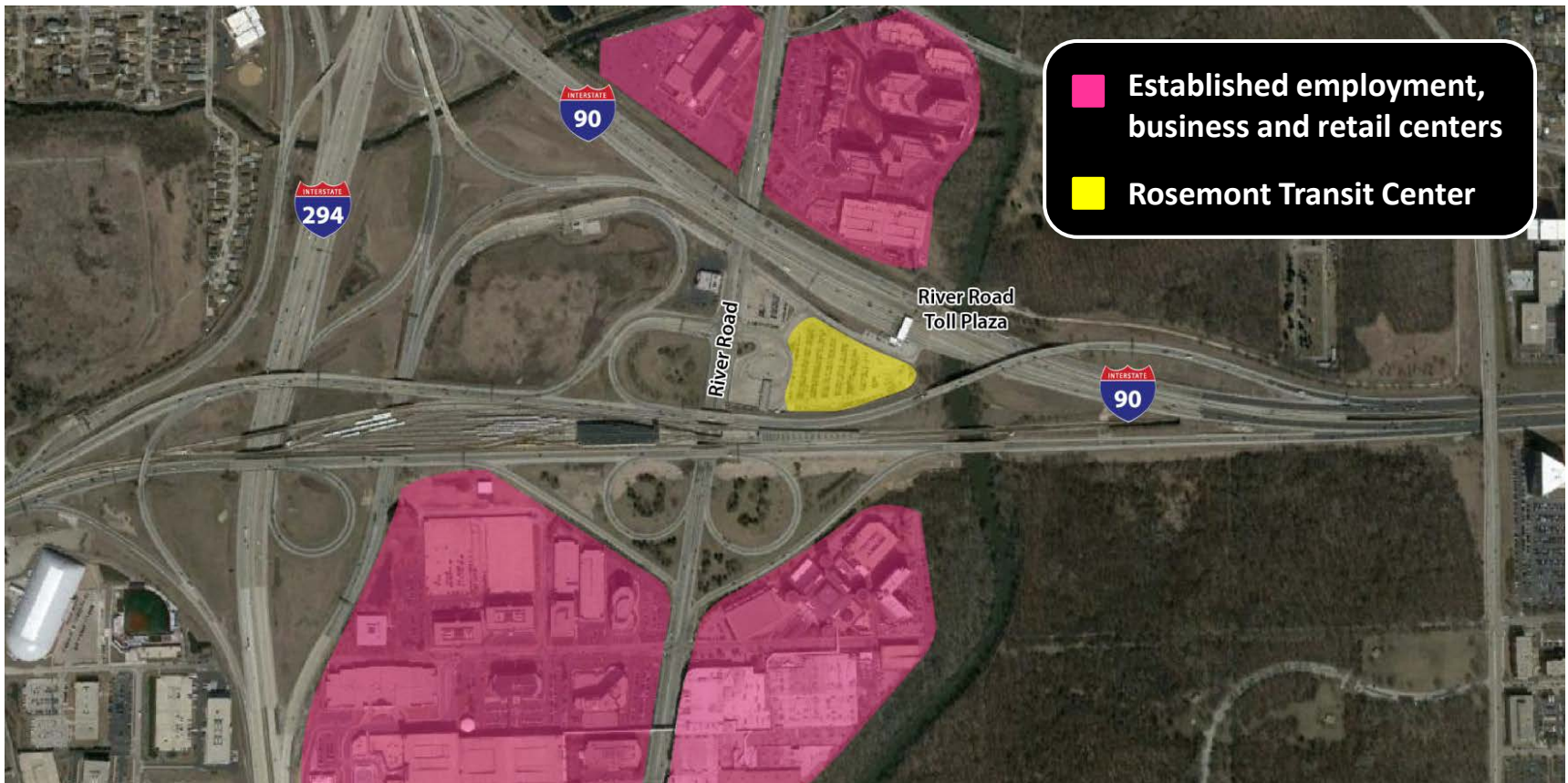
Improving Access at River Road

Exploring options to improve access for Pace buses

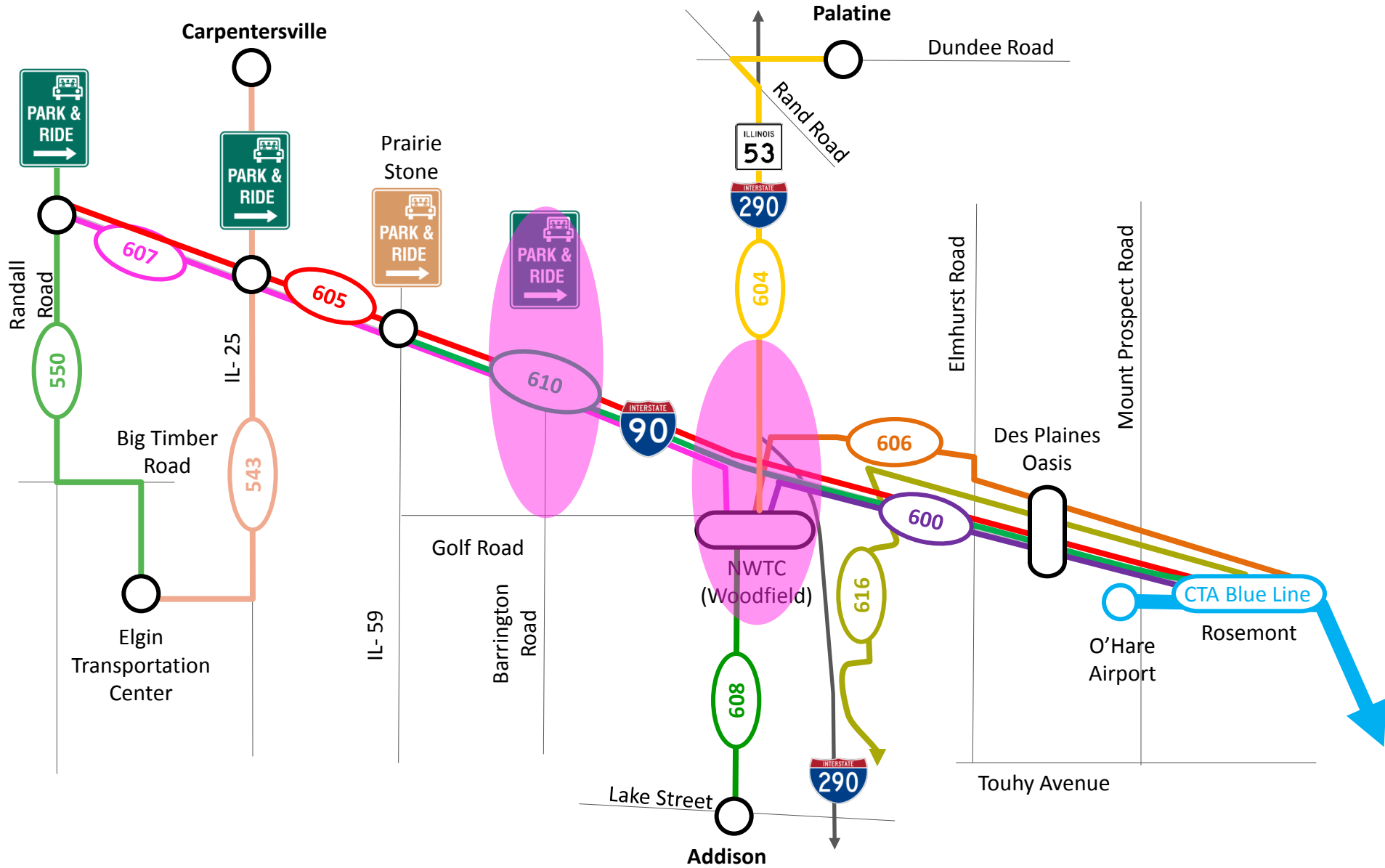


Rosemont Transit Center Study

An opportunity to create a transportation hub, improving transit access and fostering economic development



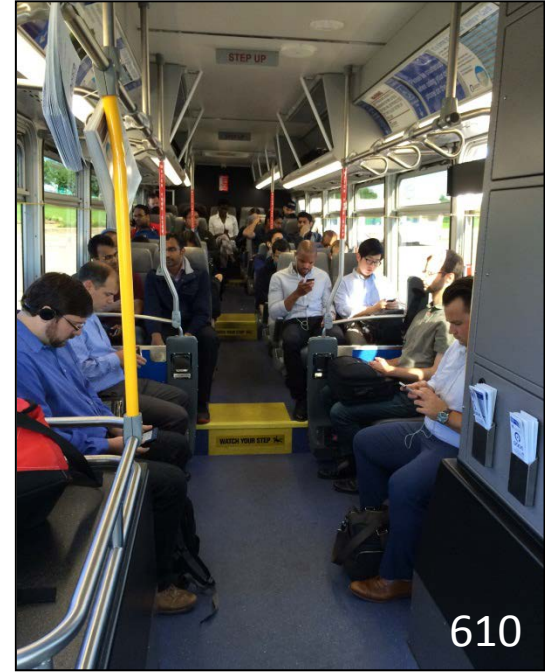
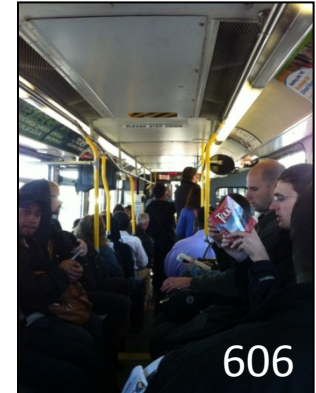
Expanded Services: System Concept



Ten Percent Ridership Increase Current Services



Route #	Description	Avg. Daily Riders (05/2014)
600	NWTC to Rosemont	424
606	Rosemont to NWTC	1,868
610	Rosemont CTA to Prairie Stone	545
616	Rosemont CTA to the Chancellory	227
Approx. Total Daily Ridership		3,065



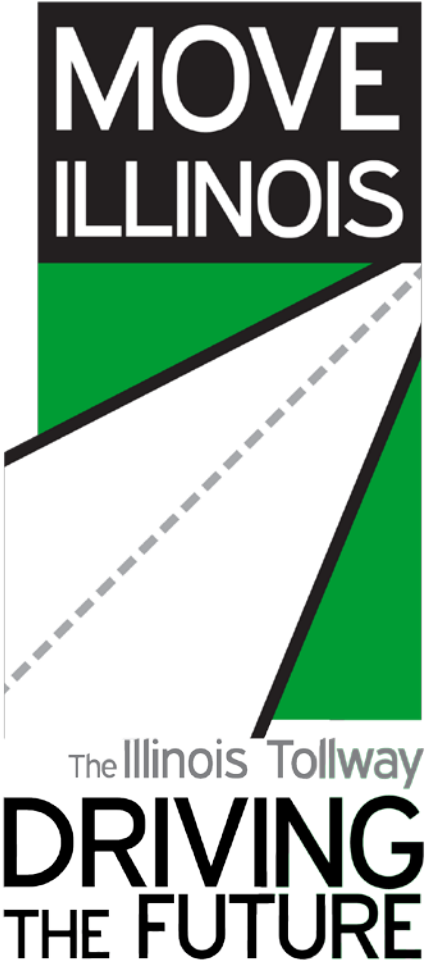
I-90 Expansion Project

- ▶ Pace Board approved IGA with Tollway at July 2014 meeting for proposed Park & Rides
- ▶ Pace will pursue design and construction contractors to complete work
- ▶ Drafted preliminary schedules and service plans for the 2016 expansion
- ▶ Moving forward with pursuit of Categorical Exclusion from FTA to obtain grants monies for engineering and construction
- ▶ Worked with Tollway to complete rough grade of Randall Road Park & Ride site
- ▶ Plan to expand service when reconstruction of Jane Addams is completed in 2016

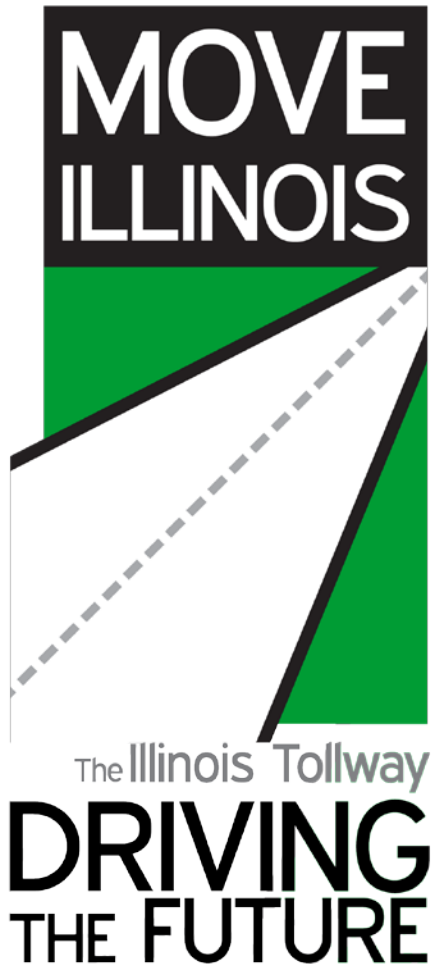


Next Steps

- ▶ **Board consideration of the IGA with Pace**
- ▶ **Continue planning studies**
- ▶ **Collaborate with various stakeholders**
- ▶ **Identify funding options**
- ▶ **Potential future IGAs**



THANK YOU



Appendix

Bike and Pedestrian Accommodations

