

## RESOLUTION NO. 19790

**Background**

The State Finance Act, 30 ILCS 105/6z-27, provides that the Auditor General of the State of Illinois ("Auditor General") may bill entities for the cost, incurred on their behalf, of audits, studies, and investigations, unless specifically prohibited from doing so under trust fund provisions.

The Office of the Auditor General in carrying out its statutory duties under the Illinois State Auditing Act, 30 ILCS 5/1-1 *et seq.*, performed an audit of the Tollway's 2011 financial statements and notified the Tollway of its obligation to pay for such audit.

The Auditor General has determined that, pursuant to 30 ILCS 105/6z-27, the Tollway is responsible to direct the State Comptroller and State Treasurer to request the transfer reimbursement for the allocated costs to the Audit Expense Fund.

**Resolution**

Payment to the Auditor General of the State of Illinois to the Audit Expense Fund in the amount of \$519,750 incurred for the audit period ending December 31, 2011, is approved and the Chief of Finance is authorized to approve the issuance of warrants or other proper form of intra-agency reimbursement in payment thereof.

Approved by:



Chair

## RESOLUTION NO. 19791

**Background**

Pursuant to the Toll Highway Act of the State of Illinois, as amended (the "Act"), and the Amended and Restated Trust Indenture between The Illinois State Toll Highway Authority (the "Tollway") and The Bank of New York Mellon Trust Company, N.A., as successor Trustee (the "Trustee"), effective March 31, 1999 as supplemented and amended to the date of adoption of this Resolution (the "Trust Indenture") the Tollway is authorized to issue its revenue bonds for any lawful purpose including, among others, refunding or advance refunding any of its revenue bonds then outstanding.

Pursuant to the Sixth Supplemental Indenture, dated as of December 1, 1998, between the Tollway and the Trustee, which supplemented and amended the Trust Indenture (the "Sixth Supplemental Indenture"), the Tollway issued its Toll Highway Refunding Revenue Bonds, 1998 Series B (Variable Rate), in the aggregate principal amount of \$123,100,000 (the "1998B Bonds") for the purpose of refunding certain outstanding revenue bonds of the Tollway.

Pursuant to the terms of a Standby Bond Purchase Agreement dated as of December 1, 1998, as amended to the date of adoption of this Resolution (the "1998B Liquidity Agreement"), among the Tollway, the Trustee and Landesbank Hessen-Thüringen Girozentrale, acting through its New York Branch (the "1998B Liquidity Provider"), the 1998B Liquidity Provider is providing, subject to certain terms and conditions, for the payment of the purchase price of certain 1998B Bonds, as described in the Sixth Supplemental Indenture.

Public Financial Management, Inc., as financial advisor to the Tollway (the "Financial Advisor"), solicited, on behalf of the Tollway, liquidity for the 1998B Bonds and for other bonds of the Tollway via a competitive solicitation distributed on September 17, 2010 to potential liquidity providers, including to the 1998B Liquidity Provider. Pursuant to such request, eleven responses were received on October 15, 2010.

The Financial Advisor recommended accepting the bid from the 1998B Liquidity Provider to extend the 1998B Liquidity Agreement and the Tollway

## RESOLUTION NO. 19791

**Background**

agreed with such recommendation and extended the 1998B Liquidity Agreement until December 28, 2012.

Per the current terms of the 1998B Liquidity Agreement, the Authority may request extension of the 1998B Liquidity Agreement between the dates of September 28, 2012 – October 27, 2012. The Authority requested such extension on October 10, 2012, which such request does not obligate the Tollway. Per the terms of the 1998B Liquidity Agreement, the 1998B Liquidity Provider must respond to the Authority's request within 30 days (by November 9, 2012).

**Resolution**

The Chair, Executive Director, Chief of Finance and General Counsel of the Tollway (each, an "Authorized Officer") are each hereby authorized and directed to do all such acts and things and to execute and deliver all such other documents, agreements and certificates and perform such other acts as may be deemed necessary or desirable to effectuate an extension of the 1998B Liquidity Facility from its current Stated Expiration Date of December 28, 2012, as defined in the 1998B Liquidity Agreement, to a date not to exceed the date which would provide liquidity for the Series 1998B Bonds through their final maturity of January 1, 2017, provided that the Commitment Fee, as defined in the 1998B Liquidity Agreement, for any such extension does not exceed 85 basis points per annum.

The Chief of Finance is hereby authorized to negotiate any additional extension of the 1998B Liquidity Facility and/or amendment of the 1998B Liquidity Agreement authorized by this Resolution, within the parameters set forth herein, and the Chair and/or the Executive Director are hereby authorized to execute any documents evidencing such extension and/or amendment.

All acts and undertakings of the officials or officers of the Tollway that are in conformity with the purposes and intent of this Resolution are in all respects

10/25/12

RESOLUTION NO. 19791

6.1/2

**Background**

approved and confirmed. All resolutions or parts of resolutions in conflict herewith are, to the extent of such conflict, hereby repealed. This Resolution is effective immediately upon its adoption.

Approved by:   
\_\_\_\_\_

Chair

## RESOLUTION NO. 19792

**Background**

Subsection 2, Section 713, of the Amended and Restated Trust Indenture of The Illinois State Toll Highway Authority (the "Tollway") effective March 31, 1999 ("Indenture"), requires the Tollway at all times to fix, charge and collect such tolls for the use of the Tollway System as shall be required in order that in each Fiscal Year Net Revenues shall at least equal the Net Revenue Requirement for such Fiscal Year. All capitalized terms not defined herein are as defined in the Indenture.

Subsection 3, Section 713 of the Indenture requires that on or before October 31 of each Fiscal Year the Tollway shall cause the Traffic Engineers to make a written estimate of the revenues from tolls for the last four months of such Fiscal Year and for the next Fiscal Year and shall complete a review of its financial condition for the purpose of estimating whether the Net Revenues for such Fiscal Year were, and for the next succeeding Fiscal Year will be, sufficient to comply with Subsection 2 of Section 713 of the Indenture, and that the Tollway shall, by resolution, make a determination with respect thereto. Such review shall take into consideration the anticipated completion date of any uncompleted Projects and the issuance of future Series of Bonds if necessary to finance the completion of such Projects.

The Tollway has caused the estimates to be prepared and the review to be performed as required by the Indenture.

**Resolution**

The Illinois State Toll Highway Authority hereby determines, in accordance with the Indenture that its Net Revenues for the current 2012 Fiscal Year and the upcoming 2013 Fiscal Year have been and will be sufficient to comply with the Net Revenue Requirement and other provisions of the Indenture.

10/25/12

6.1/3

RESOLUTION NO. 19792

The Chief of Finance is designated as an Authorized Officer for the purposes of preparing and filing such certificates and estimates as are required to be prepared and filed in accordance with Subsection 3, Sec. 713 of the Indenture.

Approved by:   
Chair

RESOLUTION NO. 19793  
Amending Resolution No. 19538

**Background**

The Board of Director previously determined, pursuant to Resolution No. 19538 dated November 17, 2011, that it was necessary and in the best interest of the Illinois State Toll Highway Authority (“Tollway”) to authorize a contract with Electronic Transaction Consultants Corporation (“ETCC”) to allow for the project planning and system design required to migrate the current electronic toll collection and violation processing and enforcement applications to a new hardware platform, as well as replicate the current applications on a redundant hardware platform for the purpose of disaster recovery. Subsequent to the adoption of Resolution No. 19538, it was determined that to streamline management and provide better oversight, it was more appropriate and in the best interest of the Tollway to have authorized this additional scope of work as a change order (“Amendment”) to the Toll Revenue Management and Maintenance Program (“TRMMP”) contract currently in existence between the Tollway and ETCC rather than as a separate contract. The TRMMP contract ensures the safety of toll roads, the collection of toll and violation recovery revenue, and the support of various applications that provide customer services to more than 1.4 million daily drivers. This Amendment will not change the scope of work previously authorized by the Board of Directors, nor will it affect the Tollway’s overall budget for production environment and disaster recovery work with ETCC.

**Resolution**

Resolution No. 19538 is amended to authorize the scope of work set forth above as an Amendment to the TRMMP contract, as opposed to a separate contract, thereby increasing the upper limit of compensation of the TRMMP contract in the amount of \$462,000; the Chair or the Executive Director is authorized to execute necessary documents in connection therewith, subject to the approval of the General Counsel; and the Chief of Finance is authorized to issue warrants in payment thereof.

10/25/12

6.2/1

RESOLUTION NO. 19793  
Amending Resolution No. 19538

Approved by:   
Chair



10/25/12

6.2/2

RESOLUTION NO. 19794

**Background**

It is necessary and in the best interest of The Illinois State Toll Highway Authority ("Tollway") to award contract 12-0268 to Jewel-Osco, a division of SuperValu Inc., for five years with one five year renewal. This contract supports the I-PASS Retail Program by ensuring the distribution of I-PASS new and replacement transponders, as well as gift cards, through private retail locations throughout the Tollway's 12-county region. Jewel-Osco also would provide marketing support to the Tollway by agreeing to feature posters and notices regarding I-PASS-related marketing campaigns, as well as various radio, television, and in-store media campaigns. Finally, Jewel-Osco would work closely with our distribution vendor, who will be responsible for distributing transponders and gift cards to each location. These services are especially important at this time given high transponder expiration rates the next two years.

**Resolution**

The award of contract 12-0268, for five years with one five year renewal, is approved in the amount of \$3,700,000; the Chair or the Executive Director is authorized to execute necessary documents in connection therewith, subject to the approval of the General Counsel; and the Chief of Finance is authorized to issue warrants in payment thereof.

Approved by:



Chair

## RESOLUTION NO. 19795

**Background**

The Illinois State Toll Highway Authority ("Tollway") seeks to procure Web-Based Program Management Services from Meridian Systems, Inc. as a Sole Source Contract No. 13-0001. The Tollway is authorized to procure the Web-Based Program Management Services pursuant to Section 30 ILCS 500/20-25 of the Illinois Procurement Code, which requires this form of procurement to be published at least two weeks prior to entering into a sole source contract. This item was previously presented for public hearing and, with no objections having been noted, was approved by the Chief Procurement Officer.

**Resolution**

Contract No. 13-0001 is approved in an amount not to exceed \$900,000.00 for Web-Based Program Management Services from Meridian Systems, Inc.; the Chief of Procurement is authorized to issue the necessary purchase orders and contract purchase orders and execute the necessary documents in connection therewith; and the Chief of Finance is authorized to issue warrants in payment thereof.

Approved by: \_\_\_\_\_



Chair

## RESOLUTION NO. 19796

**Background**

It is necessary and in the best interest of The Illinois State Toll Highway Authority ("Tollway") to obtain Corridor Construction Management Services for Reconstruction and Widening on the Jane Addams Memorial Tollway (I-90) from Milepost 17.4 (I-39) to Milepost 53.8 (Elgin Toll Plaza) and Construction Management Services for Reconstruction and Widening on the Jane Addams Memorial Tollway (I-90) from Milepost 45.5 (Illinois Route 47) and Milepost 53.8 (Elgin Toll Plaza), Contract No. I-12-4049. Burns and McDonnell Engineering Company, Inc. has submitted a proposal to provide the services for an upper limit of compensation not to exceed \$16,915,232.77. The proposal is for professional services and the services were procured pursuant to 30 ILCS 500/30-15 of the Illinois Procurement Code.

**Resolution**

The Chief Engineer is authorized to negotiate an agreement with Burns and McDonnell Engineering Company, Inc., to obtain Corridor Construction Management Services and Construction Management Services, Contract No. I-12-4049, with an upper limit of compensation not to exceed \$16,915,232.77, subject to review and approval of the General Counsel. The Chair or the Executive Director is authorized to execute the Agreement and the Chief of Finance is authorized to issue warrants in payment thereof.



Approved by: \_\_\_\_\_

Chair

RESOLUTION NO. 19797

**Background**

It is necessary and in the best interest of The Illinois State Toll Highway Authority (“Tollway”) to obtain Design Services for Widening and Reconstruction on the Elgin O’Hare Western Access (EOWA) from U.S. Route 20 to Illinois Route 83, Contract No. I-12-4039. G.E.B. JV has submitted a proposal to provide the services for an upper limit of compensation not to exceed \$7,126,831.93. The proposal is for professional services and the services were procured pursuant to 30 ILCS 500/30-15 of the Illinois Procurement Code.

**Resolution**

The Chief Engineer is authorized to negotiate an agreement with G.E.B. JV to obtain Design Services, Contract No. I-12-4039, with an upper limit of compensation not to exceed \$7,126,831.93, subject to review and approval of the General Counsel. The Chair or the Executive Director is authorized to execute the Agreement and the Chief of Finance is authorized to issue warrants in payment thereof.

Approved by:   
Chair

## RESOLUTION NO. 19798

**Background**

It is necessary and in the best interest of The Illinois State Toll Highway Authority ("Tollway") to obtain Design Services for Bridge Reconstruction and Roadway Widening on the Elgin O'Hare Western Access (EOWA) at the Devon Avenue Bridge over I-290, Park Boulevard, Pierce Road, and Ketter Drive, Contract No. I-12-4042. Alfred Benesch Company has submitted a proposal to provide the services for an upper limit of compensation not to exceed \$1,449,899.60. The proposal is for professional services and the services were procured pursuant to 30 ILCS 500/30-15 of the Illinois Procurement Code.

**Resolution**

The Chief Engineer is authorized to negotiate an agreement with Alfred Benesch Company to obtain Design Services, Contract No. I-12-4042, with an upper limit of compensation not to exceed \$1,449,899.60, subject to review and approval of the General Counsel. The Chair or the Executive Director is authorized to execute the Agreement and the Chief of Finance is authorized to issue warrants in payment thereof.

Approved by: \_\_\_\_\_



Chair

## RESOLUTION NO. 19799

**Background**

It is necessary and in the best interest of The Illinois State Toll Highway Authority ("Tollway") to obtain Master Plan Services for Reconstruction and Widening on the Jane Addams Memorial Tollway (I-90) from Milepost 76.13 (Lee Street) to Milepost 78.65 (Kennedy Expressway), Contract No. I-12-4061. HDR Engineering, Inc. has submitted a proposal to provide the services for an upper limit of compensation not to exceed \$865,120.18. The proposal is for professional services and the services were procured pursuant to 30 ILCS 500/30-15 of the Illinois Procurement Code.

**Resolution**

The Chief Engineer is authorized to negotiate an agreement with HDR Engineering, Inc. to obtain Master Plan Services, Contract No. I-12-4061, with an upper limit of compensation not to exceed \$865,120.18, subject to review and approval of the General Counsel. The Chair or the Executive Director is authorized to execute the Agreement and the Chief of Finance is authorized to issue warrants in payment thereof.

Approved by: \_\_\_\_\_



Chair

RESOLUTION NO. 19800

**Background**

The Illinois State Toll Highway Authority (“Tollway”), pursuant to Resolution No. 19704 approved on May 24, 2012, entered into Contract No. I-12-4036 with Curran Contracting Company for Shoulder Widening on the Jane Addams Memorial Tollway (I-90) from Milepost 27.6 (Mosquito Creek) to Milepost 45.3 (Sandwald Road). This Change Order/Extra Work Order is to provide for Median Excavation and Stabilization; and the work identified by the contractor is necessary and in the best interest of the Tollway.

**Resolution**

The Change Order/Extra Work Order in the amount of \$560,000.00 increasing the upper limit of compensation under the Agreement from \$17,563,144.15 to \$18,123,144.15 on Contract No. I-12-4036 is approved and the Chief of Finance is authorized to issue and deliver warrants in payment thereof.



Approved by: \_\_\_\_\_  
Chair

## RESOLUTION NO. 19801

**Background**

The Illinois State Toll Highway Authority ("Tollway"), pursuant to Resolution No. 19385 approved on April 28, 2011, entered into Contract RR-08-5569 with Lorig Construction Company for Bridge Rehabilitation on the Tri-State Tollway (I-294) at Milepost 40.8 (I-90). All work required in the Contract has been substantially completed in an acceptable manner and the contractor has requested a reduction of retainage to an amount equal to twice the calculated value of all remaining uncompleted work, based on adjusted contract items and unit prices.

**Resolution**

Release of retainage in excess of \$194,500.00 on Contract No. RR-08-5569 is approved and the Chief of Finance is authorized to issue and deliver to the Chief Engineer a warrant in payment thereof.

Approved by: \_\_\_\_\_



Chair



## RESOLUTION NO. 19802

**Background**

The Tollway and the Illinois Department of Transportation "Department" wish to enter into an Intergovernmental Agreement. The Tollway is improving the Veterans Memorial Tollway (I-355) from I-55 to Army Trail Road. Approximately 500 feet of pavement outside of the Tollway's jurisdiction and adjacent to the Tollway's project is deteriorated and requires rehabilitation by pavement patching and asphalt overlay. The adjacent pavement is under the jurisdiction of the Department. The Department has requested that the Tollway include in its project the rehabilitation of the aforementioned section of pavement subject to reimbursement of the actual costs currently estimated at \$363,000.

**Resolution**

The General Counsel and the Chief of Engineering are hereby authorized to enter into an Intergovernmental Agreement with the Illinois Department of Transportation in substantially the form of the Intergovernmental Agreement attached to this Resolution and the Chairman or the Executive Director is hereby authorized and directed to execute the Intergovernmental Agreement.

Approved by: \_\_\_\_\_



Chair

## RESOLUTION NO. 19803

**Background**

The Tollway and the University of South Dakota ("University") wish to amend their Intergovernmental Agreement and enter into a Third Addendum. The Tollway and the University executed an Intergovernmental Agreement in 2006 for studies on the ecology, behavior and distribution of the Hine's Emerald Dragonfly at a cost to the Tollway not to exceed \$701,855; a First IGA Addendum dated January 31, 2008 extended the contract term and added additional funding increasing the limit to \$1,531,176; a Second IGA Addendum dated October 13, 2010 was agreed to adding additional term and funding increasing the total value of the contract to \$2,098,827. To continue the studies required to satisfy the requirements of the Army Corps of Engineer permit as it relates to the Hine's Emerald Dragonfly in connection with the improvement of the I-355 (Veterans Memorial Highway) from I-55 to I-80, a Third IGA Addendum, expected to be the final extension needed, is required to extend the term through December 31, 2014 and increase funding an additional \$469,671 from \$2,098,827 to \$2,568,498.

**Resolution**

The General Counsel and the Chief of Engineering are hereby authorized to enter into a Third IGA Addendum with the University of South Dakota in substantially the form of the Intergovernmental Agreement attached to this Resolution and the Chairman or the Executive Director is hereby authorized and directed to execute the Intergovernmental Agreement and the Chief of Finance is authorized to issue payments and warrants as required by this Intergovernmental Agreement.

Approved by: \_\_\_\_\_



Chair

## RESOLUTION NO. 19804

**Background**

The Illinois State Toll Highway Authority (“Tollway”) has negotiated a proposed settlement regarding a worker’s compensation claim with Lisa Streit as recommended by defense counsel Ganan & Shapiro. It is in the best interest of the Tollway to go forward with the settlement.

**Resolution**

The settlement of Lisa Streit’s workers compensation claim is approved. The General Counsel is authorized to finalize the settlement agreement consistent with the terms presented to the Board in executive session. The Chair or the Executive Director and the General Counsel are authorized to execute any and all necessary documents to effectuate this settlement and resolve all adjunct legal matters, and the Chief of Finance is authorized to issue warrants in payment thereof.

Approved by: \_\_\_\_\_



Chair

## RESOLUTION NO. 19805

**Background**

The Illinois State Toll Highway Authority (“the Tollway”), pursuant to the Toll Highway Act, 605 ILCS 10/1 *et. seq.*, (the “Act”), is granted all powers necessary to carry out its legislative purposes as to the construction, operation, regulation and maintenance of its system of toll highways.

On August 25, 2011, the Tollway adopted Resolution No. 19480, which established the *Move Illinois* Capital Program for the maintenance, reconstruction and addition of capacity on the Tollway system. Pursuant to the *Move Illinois* program, the Tollway will construct an extension of the existing Elgin-O’Hare Expressway and other projects identified as the Elgin-O’Hare Western Access Project (“Project”).

In connection with the construction of the Project, it is necessary, pursuant to Section 14(b) of the Toll Highway Act, for the Tollway to create a Local Advisory Committee to consider and advise the Tollway on impacts of the proposed Project. A Charter providing for the establishment and operation of the Committee in conformance with Section 14(b) of the Toll Highway Act has been prepared in substantially the form which is attached to this Resolution.

**Resolution**

The Charter for the Local Advisory Committee, in substantially the form which is attached to this Resolution, is hereby approved and adopted as the Charter for the Committee. The Executive Director is authorized and directed to appoint to the Local Advisory Committee such members as have been designated by the incorporated municipalities and unincorporated townships, in accordance with the Charter, and to take such other steps as may be necessary and reasonable for the creation and operation of the Committee pursuant to the Charter and the Toll Highway Act.

Approved by:



Chair

RESOLUTION NO. 19806  
Amending Resolution Nos. 16832 AND 17250

**Background**

The Illinois State Toll Highway Authority (the “Tollway”), pursuant to the Toll Highway Act, 605 ILCS 10/1 *et seq.* (the “Act”), is granted all powers necessary to carry out its legislative purposes as to the construction, operation, regulation and maintenance of its system of toll highways. On May 26, 2005 the Board passed Resolution No. 16832 which delegated signature authority to approve change orders and extra work orders to various Tollway staff. On April 27, 2006 the Board passed Resolution No. 17250 which provides additional direction on the approval of change orders and extra work orders and delegated the following signature authorities for change orders and extra work orders:

Chief Engineer	Up to \$100,000
Executive Director	Up to \$150,000
Chairman	Up to \$200,000
Board	Over \$200,000

On August 26, 2011 the Board approved a \$12.1 billion Move Illinois Program that will include extensive construction activities throughout the Tollway system similar in nature to the Congestion Relief Plan. The Move Illinois Program, like other significant Tollway construction initiatives, consists of several clearly identifiable programs (“Programs”) (e.g., Elgin O’Hare Western Access (EOWA)) as well as individual construction projects (“Project”). The Chief Engineer has established the Contract Cost Change Controls Committee (“C5”) as a part of the Congestion Relief Plan to evaluate change order and extra work order requests submitted by contractors. It is necessary and in the best interest of the Tollway for the Board to provide Tollway management with additional specific direction with respect to approval of change orders, extra work orders and authorizations to proceed (collectively “Change Orders”) on construction projects in order to reflect current practices.

RESOLUTION NO. 19806  
AMENDING RESOLUTION NOS. 16832 AND 17250

**Resolution**

The delegations made in resolution Nos. 16832 and 17250 shall extend to all Tollway construction projects, including those authorized under the Move Illinois Program. It is understood that for purposes of this Resolution, the delegations made in Resolutions 16832 and 17250, as extended by the instant resolution, with respect to "Change Orders" may be interpreted to also apply to authorizations to proceed due to the closely-related nature of these documents. In the event of a conflict between this Resolution and resolutions Nos. 16832 or 17250, this Resolution shall prevail over the other resolutions.



Approved by: \_\_\_\_\_  
Chair