



Record of Meeting | June 14, 2017

The Illinois State Toll Highway Authority (the “Tollway”) held the regularly scheduled Finance, Administration and Operations Committee Meeting on Wednesday, June 14, 2017 in the Boardroom of Tollway Headquarters in Downers Grove, Illinois. The Meeting was held pursuant to By-Laws of the Tollway upon call and notice of the Meeting executed by Chairman Robert J. Schillerstrom and posted in accordance with the requirements of the Illinois *Open Meetings Act*. The Meeting was open to the public.

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

Call to Order / Pledge of Allegiance / Roll Call

Committee Chair Joe Gomez called the Meeting to order at approximately 9:35 a.m., stating that this is the regularly scheduled meeting of the Finance, Administration and Operations Committee (“FAO Committee”) of the Tollway Board of Directors. He invited attendees to rise and join in the Pledge of Allegiance. Committee Chair Gomez then asked the Board Secretary to call the roll, those Directors present and absent being as follows:

Committee Members Present:
Committee Chair Joe Gomez
Director Corey Brooks
Director Earl Dotson, Jr.
Director David Gonzalez
Director Neli Vazquez Rowland

Committee Members Not Present:
None

The Board Secretary declared a quorum present.

Public Comment

Committee Chair Gomez opened the floor for public comment. No public comment was offered.

Committee Chair’s Items

Committee Chair Gomez called for a motion to approve **Committee Chair’s Item 1**, the Minutes of the regular Finance, Administration and Operations Committee meeting held on May 17, 2017,



as presented. Director Vazquez Rowland made a motion for approval; seconded by Director Brooks. Committee Chair Gomez asked if there are any questions, concerns or requests for amendment. Hearing nothing, Committee Chair Gomez called for a vote. The motion was PASSED unanimously.

Having no further items, Committee Chair Gomez called on Executive Director Greg Bedalov.

Executive Director's Items

Executive Director Bedalov stated that he had no items to report.

Items for Consideration

Finance

Committee Chair Gomez called on Mike Colsch, Chief Financial Officer, to present to the Committee the following Finance item:

Item 1: Approval of firms to provide bond underwriting services.

Upon conclusion of the item presentation, Committee Chair Gomez called for a motion to approve placement of **Finance Item 1** on the June Board of Directors meeting agenda with the Committee's recommendation for approval by the Board. Director Vazquez Rowland made a motion for approval; seconded by Director Gonzalez. Committee Chair Gomez asked if there are any questions, concerns or requests for discussion. Hearing nothing, Committee Chair Gomez called for a vote. The motion was PASSED unanimously.

Procurement

Committee Chair Gomez called on John Donato, Chief of Procurement, to present to the Committee the following Procurement items:

Item 1: Award of Contract 14-0051R to AskReply, Inc. for the purchase of Diversity Management Web-Based Application, Support, and Maintenance Services in an amount not to exceed \$880,700.00 (Tollway Request for Proposal).

Item 2: Award of Contract 16-0121 to Harland Clarke Corp. for Email Distribution Services in an amount not to exceed \$94,800.00 (Tollway Request for Proposal).

Item 3: Award of Contract 16-0125 to Evergreen Supply Co. for LED Luminaires and Components in an amount not to exceed \$274,544.00 (Tollway Invitation for Bid).



Item 4: Award of Contract 16-0150 to Patson, Inc. (d.b.a. TransChicago Truck Group) for Freightliner Truck Repair Parts and Services in an amount not to exceed \$209,640.00 (Tollway Invitation for Bid).

Upon conclusion of the presentation of items, Committee Chair Gomez called for a motion to consolidate for consideration and action Procurement Items 1 through 4. Director Gonzalez made a motion to consolidate; seconded by Director Dotson. Committee Chair Gomez called for a vote. The motion was PASSED unanimously.

The motion to consolidate these items having carried, Committee Chair Gomez called for a motion to approve placement of **Procurement Items 1 through 4** on the June Board of Directors meeting agenda with the Committee's recommendation for approval by the Board. Director Gonzalez made a motion for approval; seconded by Director Vazquez Rowland. Committee Chair Gomez asked if there are any questions, concerns or requests for discussion of these items. Hearing nothing, Committee Chair Gomez called for a vote. The motion was PASSED unanimously.

Engineering

Committee Chair Gomez called on Paul Kovacs, Chief Engineering Officer, to present to the Committee the following Engineering items:

Item 1: Award of Contract RR-17-4318 to Norvilla, LLC for Drainage Improvements, on the Reagan Memorial Tollway (I-88) Eastbound from Milepost 131.7 to Milepost 132.4, in the amount of \$295,711.26.

Item 2: Award of Contract RR-17-4320 to R.W. Dunteman Company for Intermittent Pavement Repairs Systemwide on the Tri-State Tollway (I-294) from Milepost 17.8 to Milepost 37.0, Tri-State Tollway (I-94) from Milepost 26.9 to Milepost 30.0, Reagan Memorial Tollway (I-88) from Milepost 139.0 to Milepost 140.3, in the amount of \$3,682,531.52.

Director Vazquez Rowland asked how the diversity goal was established for this contract. Gustavo Giraldo, Chief of Diversity and Strategic Development, explained that a formula is employed, designed to generate defensible DBE goals, which is based on the relative availability of certified minority- and woman-owned business enterprises which perform this work.

Director Vazquez Rowland inquired about certifications accepted by the agency. Mr. Giraldo provided an overview of the DBE, WBE, MBE and 8a certifications which are accepted.

Item 3: Acceptance of Proposal from Ciorba Group, Inc., on Contract RR-16-4275 for Roadway and Bridge Reconstruction, on the Tri-State Tollway Edens Spur (I-94) from Milepost 25.2 (Tri-State Tollway) to Milepost 30.0 (Edens Expressway), in an amount not to exceed \$8,933,857.83.



Item 4: Acceptance of Proposal from HBM Engineering Group, LLC, Inc., on Contract RR-16-4276 for Design Services Upon Request, Systemwide, in an amount not to exceed \$2,000,000.00.

Item 5: Acceptance of Proposal from Robert E. Hamilton Consulting Engineers, Inc., on Contract RR-16-9197 for Design Services Upon Request, Systemwide, in an amount not to exceed \$2,000,000.00.

Committee Chair Gomez asked Mr. Kovacs to provide for benefit of the Committee a brief overview of the Partnering for Growth (P4G) Program. Mr. Kovacs explained that the Tollway's P4G Program provides a way for prime contractors and prime consultants to receive credit toward advertised goals for serving as a mentor and providing meaningful instruction, technical assistance and beneficial resources to a DBE and/or veteran-owned small business ("VOSB") protégé. He highlighted that the protégés gain experience which may be used toward new prequalifications, increasing their ability to compete for contracts and that the Tollway increases the pool of firms to support *Move Illinois*, fostering competition in the marketplace.

Item 6: Acceptance of Proposal from Atlas Engineering Group, Ltd., on Contract RR-16-9198 for Construction Management Services Upon Request, Systemwide, in an amount not to exceed \$2,000,000.00.

Item 7: Acceptance of Proposal from WSP USA, Inc. (formerly Parsons Brinckerhoff Inc.), on Contract RR-15-9975RR for Consulting Engineer Services, Systemwide, in an amount not to exceed \$84,500,000.00.

Committee Chair Gomez requested confirmation that the vendor selected for award, WSP USA, would be serving for the first time as the Tollway's General Engineering Consultant ("GEC"). Mr. Kovacs confirmed. He then highlighted the selected vendor's broad experience, providing consulting engineer services to transportation agencies nationally, and the benefits to the agency of having fresh eyes in this foundational role.

Director Vazquez Rowland requested confirmation that AECOM, the Tollway's present GEC, did not bid on this contract. Mr. Kovacs confirmed.

Director Dotson inquired about the lack of diversity detail provided for this contract. Mr. Kovacs responded that this information is still being compiled and will be provided in advance of consideration of this contract at next week's meeting of the full Board. He clarified that the vendor has committed to 37.7 percent DBE participation and 1.0 percent veteran participation.

Director Vazquez Rowland asked about the transition plan for the Tollway's GEC. Executive Director Bedalov noted that Engineering Item 9, to be presented shortly, concerns a supplemental to provide for continuity of services during the GEC transition.



Item 8: Acceptance of Proposal from G4S Technology LLC on Contract RR-14-4181 for Supplemental Fiber Optic Maintenance and Management Services, Systemwide, in the amount of \$6,000,000.00 from \$21,201,277.50 to \$27,201,277.50.

Item 9: Acceptance of Proposal from AECOM Technical Services, Inc., on Contract RR-10-9973 for Supplemental Consulting Engineer Services, Systemwide, in an amount of \$8,569,353.00 from \$85,631,971.33 to \$94,201,324.33.

Director Gonzalez requested confirmation that this contract provides for a second six-month extension, in addition to the six-month supplemental contract previously approved to accommodate transitioning of the Tollway's GEC. Mr. Kovacs confirmed. He explained that this contract would provide a source to ensure continuity of consulting engineer services until the end of the year. He clarified, however, that only a portion of the contract amount is anticipated to be used, primarily for services to provide consistency in the Tollway's upcoming bond sale.

Director Vazquez Rowland asked the total cost to the agency of the two six-month supplemental contracts with AECOM. Mr. Kovacs estimated the award amounts to total approximately \$17 million.

Item 10: Acceptance of Proposal from AECOM Technical Services, Inc., on Contract RR-16-4265 for Supplemental Design Corridor Management, on the Tri-State Tollway (I-294), in an amount of \$45,092,500.00 from \$32,993,500.00 to \$78,086,000.00.

Committee Chair Gomez advised the Committee that staff has indicated appropriate policies and safeguards exist (and will be enforced) to govern AECOM's dual roles for a brief period as both GEC (in a diminishing capacity through yearend) and Design Corridor Manager for the Central Tri-State Tollway (I-294) Project.

Director Vazquez Rowland requested confirmation that a request for proposal ("RFP") was not required to procure supplemental design corridor management needed as a result of the recently expanded scope of the Central Tri-State Tollway (I-294) Project. Liz Oplawski, Acting General Counsel, confirmed, clarifying that the underlying design corridor management contract was awarded through an RFP process.

Item 11: Change Order on Contract I-15-4649 to Lake County Grading Company, LLC for Building Demolition on the North-South bypass of the Elgin O'Hare Western Access Corridor from Milepost 0.2 to Milepost 5.8 and the Tri-State Tollway (I-294) at Milepost 33.7 (IL-64, North Ave.), in the amount of \$575,000.00.

Director Vazquez Rowland asked for clarification of the reason for this change order. Mr. Kovacs responded that the change order would provide for additional asbestos abatement prior to



demolition of three buildings. He explained that the designer only provides an estimate for quantity based on similar size and types of buildings and that the actual amount of asbestos is not determined until the Tollway acquires the property and finalizes the asbestos inspection and report. He advised that the inspection found asbestos quantities which exceeded the estimate and that this change order would provide for (at established contract unit costs) the additional removal required.

Item 12: Land Acquisition (Identification of Real Estate Parcels associated with the Central Tri-State Tollway). Cost to the Tollway: N/A.

Item 13: Land Acquisition (Identification of Real Estate Parcels associated with the Elgin O'Hare Western Access Project). Cost to the Tollway: N/A.

Upon conclusion of the presentation of items, Committee Chair Gomez then called for a motion to consolidate for consideration and action Engineering Items 1 through 9. Director Brooks made a motion to consolidate; seconded by Director Vazquez Rowland. Committee Chair Gomez called for a vote. The motion was PASSED unanimously.

The motion to consolidate these items having carried, Committee Chair Gomez called for a motion to approve placement of **Engineering Items 1 through 9** on the June Board of Directors meeting agenda with the Committee's recommendation for approval by the Board. Director Vazquez Rowland made a motion for approval; seconded by Director Dotson. Committee Chair Gomez asked if there are any questions, concerns or requests for discussion of these items. Hearing nothing, Committee Chair Gomez called for a vote. The motion was PASSED unanimously.

Committee Chair Gomez called for a motion to approve placement of **Engineering Item 10** on the June Board of Directors meeting agenda with the Committee's recommendation for approval by the Board. Director Vazquez Rowland made a motion for approval; seconded by Director Dotson. Committee Chair Gomez asked if there are any questions, concerns or requests for discussion. Hearing nothing, Committee Chair Gomez called for a vote. The motion was PASSED unanimously, with Director Brooks abstaining.

[Director Dotson departed the Meeting at this time.]

Committee Chair Gomez then called for a motion to approve placement of **Engineering Item 11** on the June Board of Directors meeting agenda with the Committee's recommendation for approval by the Board. Director Brooks made a motion for approval; seconded by Director Gonzalez. Committee Chair Gomez asked if there are any questions, concerns or requests for discussion. Hearing nothing, Committee Chair Gomez called for a vote. The motion was



PASSED by unanimous vote of those Directors present, Director Dotson having briefly departed the Meeting.

Committee Chair Gomez stated that without objection, consideration of **Engineering Items 12 and 13**, related to land acquisition activities, will be deferred until the Executive Session of the June Board of Directors meeting.

[Director Dotson re-entered the Meeting at this time.]

Legal

Committee Chair Gomez called on Liz Oplawski, Acting General Counsel, to present to the Committee the following Legal items:

Item 1: Approval of an Intergovernmental Agreement with the County of Cook concerning the transfer of excess Tollway real estate to the county. Cost to the Tollway: \$0.

Item 2: Approval of a Real Estate Lease concerning approximately 7,270 square feet of Tollway owned real estate situated near I-90 and Lee Street. Cost to the Tollway: \$0.

Item 3: Authorization to Enter a Workers Compensation Settlement – James Clement. Cost to the Tollway: As discussed in Executive Session.

Item 4: Authorization to Enter a Workers Compensation Settlement – Timothy Menzer. Cost to the Tollway: As discussed in Executive Session.

Item 5: Appointment of Outside Counsel. Cost to the Tollway: As discussed in Executive Session.

Upon conclusion of the presentation of items, Committee Chair Gomez called for a motion to approve placement of **Legal Item 1** on the June Board of Directors meeting agenda with the Committee's recommendation for approval by the Board. Director Dotson made a motion for approval; seconded by Director Vazquez Rowland. Committee Chair Gomez asked if there are any questions, concerns or requests for discussion. Hearing nothing, Committee Chair Gomez called for a vote. The motion was PASSED unanimously.

Committee Chair Gomez called for a motion to approve placement of **Legal Item 2** on the June Board of Directors meeting agenda with the Committee's recommendation for approval by the Board. Director Gonzalez made a motion for approval; seconded by Director Brooks. Committee Chair Gomez asked if there are any questions, concerns or requests for discussion. Hearing nothing, Committee Chair Gomez called for a vote. The motion was PASSED unanimously.



Committee Chair Gomez stated that without objection, consideration of **Legal Items 3, 4 and 5** will be deferred until the Executive Session of the June Board of Directors meeting.

Adjournment

There being no further business before the Committee, Committee Chair Gomez requested a motion to adjourn. Motion to adjourn was made by Director Dotson; seconded by Director Brooks. Committee Chair Gomez called for a vote. The motion was PASSED unanimously.

The Meeting was adjourned at approximately 10:20 a.m.

Minutes taken by: _____

Christi Regnery
Board Secretary
Illinois State Toll Highway Authority