



Record of Meeting | August 15, 2019

The Illinois State Toll Highway Authority's ("Tollway") Board of Directors met in regular session on Thursday, August 15, 2019 in the Boardroom of Tollway Headquarters in Downers Grove, Illinois. The meeting was held pursuant to the By-Laws of the Tollway upon call and notice of the meeting executed by Chairman Willard S. Evans, Jr. and posted in accordance with the requirements of the Open Meetings Act, 5 ILCS 120/1, *et seq.* The meeting was open to the public.

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

Call to Order / Roll Call

Chairman Evans called the meeting to order at approximately 10:38 a.m. He then asked the Board Secretary to call the roll, those Directors present and absent being as follows:

Board Members Present:
Chairman Willard S. Evans, Jr.
Director Jim Connolly
Director Steve Davis
Director Alice Gallagher
Director Scott Paddock
Director Gary Perinar
Director Cesar Santoy
Director Jim Sweeney

Board Members Not Present:
Governor JB Pritzker <i>[ex officio]</i>
Acting Secretary Omer Osman <i>[ex officio]</i>
Director Karen McConnaughay

The Board Secretary declared a quorum present.

Safety Message

Lt. Jason Bradley of Illinois State Police District 15 discussed new legislation, Illinois Senate Bill 2038, enacted to enhance compliance with provisions of the Illinois Vehicle Code prescribing how to safely enter a highway construction zone, approach a disabled vehicle and approach an authorized emergency vehicle. He highlighted that Illinois Senate Bill 2038 also created the Move Over Task Force to study causes of Scott's Law ("Move Over" law) violations and explore additional ways to protect law enforcement, emergency responders and residents of the State.



Chairman Evans reported that it recently was his privilege to attend a dedication ceremony at which Trooper Gerald Ellis' name was placed alongside Troopers Christopher Lambert and Brooke Jones-Story on the Illinois State Police Memorial Wall in Springfield. Chairman Evans then requested a moment of silence in honor of Trooper Ellis.

Public Comment

Chairman Evans opened the floor for public comment.

Ms. Barbara Klipp, Executive Director of the Midwest Sustainability Group, addressed the Board. She offered comments in support of the Tollway's request of the Federal Highway Administration to rescind the Notice of Intent for the Tri-County Access Environmental Impact Statement.

Chairman Evans thanked the speaker for her comments.

Chairman's Items

Item 1: Approval of the Minutes of the regular Board of Directors meeting held July 18, 2019.

Chairman Evans entertained a motion to approve **Chairman's Item 1**, the Minutes of the regular Board of Directors meeting held on July 15, 2019, as presented. Director Sweeney made a motion to approve the Minutes, seconded by Director Santoy. The motion was PASSED unanimously.

[Secretary's note: This motion was amended following Executive Session to reflect the correct meeting date of July 18, 2019.]

Item 2: Approval of the Minutes of the Executive Session of the Regular Board of Directors meeting held July 18, 2019.

Chairman Evans stated that without objection, action on Chairman's Item 2, concerning the minutes of closed meetings, will be deferred until after consideration in Executive Session.

Item 3: Committee Reports.

Chairman Evans inquired of committee chairs if they had any reports to provide on recent activities.

Audit Committee

Committee Chair Gallagher updated the Board on the Audit Committee meeting, providing the following highlights:



Shaun Farmer, the Chief Internal Auditor presented the required communication on the Internal Audit department's purpose, authority and responsibility, and Internal Audit activity from 2018. There were no governance concerns expressed by Mr. Farmer. Mr. Farmer also provided a synopsis of the management action plans to address risk and control issues at the Tollway and stated that all audit observations and recommendations are being appropriately addressed by management and have either been implemented or scheduled for implementation.

- Internal Audit staff meet monthly with the Audit Committee Chair and the Chairman.
- The 2-year audit plan and updates to the internal audit charter will be presented for approval at the November/December Board meeting.
- The Tollway is working to address remaining staffing needs of the department.

Finance, Administration & Operations Committee

Chairman Evans dispensed with the FAO Committee report noting that all Directors, with the exception of Director McConnaughay, were present at the Committee meeting.

[End of Committee Reports]

Item 4: Rescission of Resolution Nos. 20899 and 21284 regarding Tri-County Access Study

Chairman Evans entertained a motion to approve **Chairman's Item 4**, a resolution rescinding prior resolution numbers 20899 and 21284 and affirming the Tollway's decision to rescind the FHWA Notice of Intent and halt the Tri-County Access study. Director Gallagher made a motion to approve this item, seconded by Director Perinar. The motion was PASSED unanimously.

Item 5: Additional Items.

Having no further items, Chairman Evans turned the floor over to Executive Director José Alvarez.

Executive Director's Items

Executive Director Alvarez presented the August Tollway Video Update, highlighting Tollway initiatives and Staff's work to deliver a quality system for Tollway customers.

Executive Director Alvarez thanked Chief Operating Officer Kevin Artl for his service to the Tollway and congratulated him on his new position with the American Council of Engineering Companies of Illinois. Mr. Alvarez then welcomed and introduced new staff members Derek Messier, assuming the role of Chief Operating Officer and Dee Brookens, assuming the new role of Chief



Procurement and Compliance Officer. Mr. Alvarez also reported that Kathleen Goeden has been named Acting Chief of Business Systems.

Chairman Evans and Directors expressed their gratitude to Mr. Artl for his input and service.

Items for Consideration

Finance

Item 1: Payment to the Illinois Auditor General Audit Expense Fund for the Fiscal Year 2018 Financial and Compliance Audit in the amount of \$499,550.00.

Chairman Evans entertained a motion to approve **Finance Item 1**, as presented. Director Paddock made a motion to approve this item, seconded by Director Davis. The motion was PASSED unanimously.

Item 2: Approval of funding for the Workers' Compensation Insurance Claim Reserve Fund in the amount of \$7,310,000.00 for the 2019-2020 program year and approval to make deposits, as necessary, in future years as supported by the annual actuarial review, and as recommended by the Consulting Engineer.

Chairman Evans entertained a motion to approve **Finance Item 2**, as presented. Director Santoy made a motion to approve this item, seconded by Director Connolly. The motion was PASSED unanimously.

Business Systems

Item 1: Award of Contract 19-0077 to Accenture LLP for the purchase of Toll Technology Revenue Security in an amount not to exceed \$8,000,000.00 (Tollway Sole Source). This contract provides resources to secure ongoing technology enhancements to address the growth of our system, evolving security demands, new compliance needs, revenue enhancements and new operational efficiencies.

Chairman Evans entertained a motion to approve **Business Systems Item 1**, as presented. Director Davis made a motion to approve this item, seconded by Director Santoy. The motion was PASSED unanimously.

Procurement

Item 1: Renewal of Contract 16-0131 with Martin Implement Sales, Inc. for the purchase of New Holland Tractor Repair, Parts and Services in an amount not to exceed \$70,000.00 (Tollway



Invitation for Bid). This contract provides a continued source for the repair, parts and services of the Tollway's New Holland brand tractors.

Item 2: Award of Contract 19-0093 to CDW Government LLC for the purchase of Desktop Replacements in an amount not to exceed \$1,812,302.00 (Order Against DoIT Master Contract). This contract provides a source for the purchase of up to 1,700 new Hewlett Packard workstations with three years of maintenance and support.

Item 3: Renewal of Contract 16-0019 with Margaret E. Chapello; Marcie R. Claus; Robert J. Dargis; Frank R. Dufkis; Christopher R. Gorman, Esq.; Patricia Kladis-Schiappa, Esq.; The Law Office of William G. Worobec, P.C. (William G. Worobec); LeBac Law, P.C. (Kimberly Backman); Legal Resolve, Inc. (Shelby Webb, Jr., Esq.); Lawrence Necheles; Sharon Finegan Patterson; Simpson Dattilo, LLC (Matthew Thomas Dattilo); Susan Davis Brunner LLC (Susan Davis Brunner); Thomas D. Resnick, P.C. (Thomas D. Resnick); Lorri Scott; Joel R. Skinner; Evan T. Voboril; and Zachary C. Wilson for the purchase of Hearing Officers in an aggregate amount not to exceed \$180,200.00 (Tollway Request for Proposal). This contract provides a continued source for qualified Illinois-licensed attorneys to serve as administrative Hearing Officers to adjudicate alleged instances of toll evasion.

Chairman Evans entertained a motion to consolidate for consideration and action Procurement Items 1 thru 3. Director Perinar made a motion to consolidate these items, seconded by Director Davis. The motion was PASSED unanimously.

The motion to consolidate these items having carried, Chairman Evans entertained a motion to approve **Procurement Items 1 thru 3**. Director Santoy made a motion to approve these items, seconded by Director Connolly. The motion was PASSED unanimously.

Engineering

Item 1: Award of Contract RR-19-4470 to K-Five Construction Corporation for Intermittent Pavement Repairs, on the Tri-State Tollway (I-294) from Mile Post 17.7 (95th Street) to Mile Post 36.9 (Franklin Street) and Illinois Route 390 Tollway (IL 390) from Mile Post 7.6 (West Irving Park Road) to Mile Post 11.2 (Meacham Road), in the amount of \$2,146,432.15.

Item 2: Award of Contract RR-19-4471 to Curran Contracting Company for Pavement Resurfacing and Intermittent Pavement Repairs, on the Jane Addams Memorial Tollway (I-90) from Mile Post 14.87 (North of Business Route US 20) to Mile Post 17.00 (Newburg Road), in the amount of \$440,519.61.

Item 3: Award of Contract RR-19-9216 to A C Pavement Striping Company for Pavement Markings, Systemwide, in the amount of \$1,945,259.78.



Item 4: Acceptance of Proposal from Parsons Transportation Group, Inc., on Contract RR-13-4116 for Supplemental Design Services, on the Reagan Memorial Tollway (I-88) from Mile Post 138.1 (York Road Plaza) to Mile Post 140.5 (I-290), in an amount of \$240,096.57 from \$3,882,578.95 to \$4,122,675.52.

Item 5: Acceptance of Proposal from GSG Consultants, Inc., on Contract RR-16-4281 for Supplemental Construction Management Services, on the Tri-State Tollway (I-294) at Mile Post 6.3 (159th Street), in an amount of \$149,635.40 from \$2,181,348.15 to \$2,330,983.55.

Chairman Evans stated that because Director Santoy indicated in advance his wish to recuse himself on Engineering Item 5, the Board will consider this item separately.

Chairman Evans then called for a motion to approve **Engineering Item 5**, as presented. Director Davis made a motion to approve this item, seconded by Director Gallagher. Chairman Evans asked that the roll be called on the motion, the vote of yeas and nays being as follows:

Yeas: Director Davis, Director Gallagher, Director Connolly, Director Paddock, Director Perinar, Director Sweeney, Chairman Evans (7)

Nays: (0)

Recusals: Director Santoy (1)

The motion was PASSED.

Chairman Evans entertained a motion to consolidate for consideration and action Engineering Items 1 thru 4. Director Gallagher made a motion to consolidate these items, seconded by Director Paddock. The motion was PASSED unanimously.

The motion to consolidate these items having carried, Chairman Evans entertained a motion to approve **Engineering Items 1 thru 4**. Director Perinar made a motion to approve these items, seconded by Director Santoy. The motion was PASSED unanimously.

Legal

Chairman Evans stated that without objection, action on Legal items 4 and 5 will be deferred until after consideration in Executive Session.

Item 1: Approval of an Intergovernmental Agreement with DuPage County Stormwater Management to expand the capacity of the County's Elmhurst Quarry Flood Control Facility for additional stormwater storage. Cost to the Tollway: \$1,330,000.00.



Item 2: Approval of an Intergovernmental Agreement with Cook County and the City of Elmhurst providing Tollway cost participation for the reconstruction of County Line Road to the west of the Tri-State Tollway (I-294). Cost to the Tollway: \$10,449,825.00.

Item 3: Approval of an Underpass Agreement with BNSF Railway Company detailing the protections of the BNSF Railway system necessary during the reconstruction of its bridge where it crosses the Tri-State Tollway (I-294) and also providing for reimbursement of the railroad's engineering and construction costs. Cost to the Tollway: \$2,500,000.00.

Chairman Evans entertained a motion to consolidate for consideration and action Legal Items 1 thru 3. Director Connolly made a motion to consolidate these items, seconded by Director Santoy. The motion was PASSED unanimously.

The motion to consolidate these items having carried, Chairman Evans entertained a motion to approve **Legal Items 1 thru 3**. Director Davis made a motion to approve these items, seconded by Director Gallagher. The motion was PASSED unanimously.

Executive Session

Chairman Evans called for a motion to enter Executive Session pursuant to exceptions provided in Sections 2(c)1, 5, 11, 21 and 29 of the Open Meetings Act (5 ILCS 120/2(c)1, 5, 11, 21 and 29) to consider Tollway matters related to personnel, the purchase or lease of real property, pending or probable litigation, the minutes of closed meetings, and meetings between internal or external auditors and governmental audit committees. Director Gallagher made a motion, pursuant to the sections specified, to enter Executive Session, seconded by Director Sweeney. The motion was PASSED unanimously.

At approximately 11:07 a.m., the Board entered into Executive Session.

Return from Executive Session and Action (if any)

At approximately 11:32 a.m., the Board re-entered the public session of the Meeting.

Chairman Evans noted that during earlier action on the Minutes of the public session of the July 18, 2019 Board of Directors meeting, the meeting date was incorrectly listed as July 15, 2019. He entertained a motion to amend the motion previously adopted to reflect the correct date, July 18, 2019. Director Connolly made a motion to amend as specified, seconded by Director Perinar. The motion was PASSED unanimously.



Chairman's Item 2: Approval of the Minutes of the Executive Session of the Regular Board of Directors meeting held July 18, 2019.

Chairman Evans entertained a motion to approve **Chairman's Item 2**, the Minutes of the Executive Session of the Board of Directors meeting held on July 18, 2019. Director Gallagher made a motion to approve the Minutes, seconded by Director Davis. The motion was PASSED unanimously.

Legal Item 4: Authorization to Enter a Litigation Settlement – Parcel No. EO-1B-012-064 – Larsen. Cost to the Tollway: As discussed in Executive Session.

Chairman Evans entertained a motion to approve **Legal Item 4**, authorizing staff to enter a litigation settlement for Parcel No. EO-1B-012-064, consistent with terms discussed in Executive Session. Director Perinar made a motion to approve this item, seconded by Director Davis. The motion was PASSED unanimously.

Legal Item 5: Amendment to Land Acquisition Resolution 21849 for the Tri-State Tollway Project (I-294) to amend Exhibit A; adding 5 parcels that may need to be acquired by condemnation. See ISTHA v. DiBenedetto. Cost to the Tollway: As discussed in Executive Session.

Chairman Evans entertained a motion to approve **Legal Item 5**, as presented. Director Connolly made a motion to approve this item, seconded by Director Sweeney. The motion was PASSED unanimously.

Adjournment

There being no further business before the Board, Chairman Evans entertained a motion to adjourn. A motion to adjourn was made by Director Davis, seconded by Director Santoy. The motion was PASSED unanimously.

The Meeting was adjourned at approximately 11:35 a.m.

Minutes taken by: _____

Christi Regnery
Board Secretary
Illinois State Toll Highway Authority