

## RESOLUTION NO. 22102

**Background**

Section 713, Subsection 2 of the Amended and Restated Trust Indenture of The Illinois State Toll Highway Authority (“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.

Section 713, Subsection 3, of the Indenture requires that on or before October 31 of each Fiscal Year, the Tollway shall (i) 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 (ii) 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 Section 713, Subsection 2 of the Indenture, and by resolution, make a determination with respect thereto. The Tollway’s 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 described estimates to be prepared and the review to be performed as required by the Indenture.

**Resolution**

In accordance with the Indenture, the Tollway hereby determines that its Net Revenues for the current 2020 Fiscal Year and the upcoming 2021 Fiscal Year have been and will be sufficient to comply with the Net Revenue Requirement and other provisions of the Indenture.

10/15/20

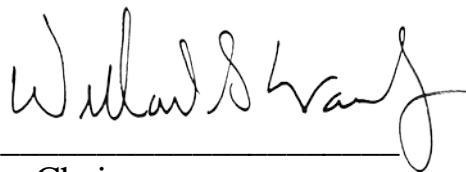
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**Resolution - Continued**

The Chief Financial Officer 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 Section 713, Subsection 3 of the Indenture.

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

A handwritten signature in black ink, appearing to read "William S. Kang", written over a horizontal line.

Chairman

## RESOLUTION NO. 22103

**Background**

In 2019, Central Management Services (CMS) of Illinois entered into a master contract with Mesirow Insurance Services, Inc. (“Mesirow”) to provide Insurance Broker Services. Pursuant to the master contract, the Tollway engaged Mesirow to obtain proposals for a Rolling Owner Controlled Insurance Program (“ROCIP”).

The Tollway will only include the ROCIP in select contracts, all of which will be contracts limited to firms registered as small businesses by the State of Illinois. In connection with such contracts, the ROCIP will provide contractors and subcontractors \$25,000,000 of general liability insurance on a per project basis. Overtime, the ROCIP also may be included in select contracts limited to Tollway-certified mid-size firms.

It is in the best interest of the Tollway to accept the proposal recommended by Mesirow, which include coverage provided by three insurance companies. The primary layer of insurance will be provided by Allied World Surplus Lines Insurance Company.

**Resolution**

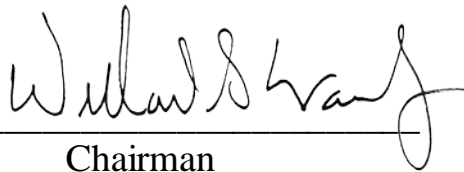
Allied World Surplus Lines Insurance Company is approved to provide general liability insurance, including coverage under the Terrorism Risk Insurance Act, for the period January 1, 2021 to December 31, 2023, on a primary basis, with a \$2 million per occurrence limit subject to a \$100,000 deductible. For the period January 1, 2021 to December 31, 2023, excess carriers will provide coverage above \$2 million and up to a combined limit of \$25 million on a per occurrence basis.

## RESOLUTION NO. 22103

**Resolution - Continued**

The General Counsel is authorized to negotiate any and all agreements necessary to effectuate the ROCIP. The Chairman and Chief Executive Officer of the Tollway is authorized to execute any and all such documents, including the insurance contracts, subject to the approval of the Chief Financial Officer, and the Chief Financial Officer is authorized to issue warrants in payment thereof.

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

A handwritten signature in cursive script, appearing to read "William S. Kravitz", written over a horizontal line.

Chairman

## RESOLUTION NO. 22104

**Background**

Pursuant to the provisions of the Toll Highway Act (“Act”), The Illinois State Toll Highway Authority (“Tollway”) is authorized to provide for the construction, operation, regulation and maintenance of toll highways in the State of Illinois (“Tollway System”).

Pursuant to the Act, the Amended and Restated Trust Indenture between the Tollway and The Bank of New York Mellon Trust Company, N.A., as successor Trustee (“Trustee”), effective March 31, 1999 and as supplemented and amended to the date of adoption of this Resolution (“Master Indenture”), the Tollway is authorized to issue revenue bonds for any lawful purpose including, among others, extending and improving the Tollway System.

Resolution No. 19480 adopted by the Tollway on August 25, 2011, as modified by Resolution No. 21244 adopted by the Tollway on April 27, 2017, authorizes a \$14.3 billion capital plan for the Tollway System, named “Move Illinois: The Illinois Tollway Driving the Future,” to finance the capital needs of the existing Tollway System and to finance certain expansions of the Tollway System intended to improve regional mobility (“Move Illinois Program”).

The Tollway has determined that the costs of the Move Illinois Program are to be paid from available Tollway funds and from the proceeds of its \$3.1 billion aggregate principal amount of previously issued revenue bonds described in the following paragraph and additional revenue bonds to be issued from time to time.

In furtherance of, and to provide funds to pay a portion of the costs of, the Move Illinois Program: (i) on May 16, 2013, as authorized by Resolution No. 19825 dated December 13, 2012, and pursuant to the terms of the Fifteenth Supplemental Indenture dated as of May 1, 2013 between the Tollway and the Trustee, the Tollway issued its Toll Highway Senior Revenue Bonds, 2013 Series A, in the aggregate principal amount of \$500 million; (ii) on June 4, 2014, as authorized by Resolution No. 19825 dated December 13, 2012, and pursuant to the

## RESOLUTION NO. 22104

**Background - Continued**

terms of the Eighteenth Supplemental Indenture dated as of June 1, 2014 between the Tollway and the Trustee, the Tollway issued its Toll Highway Senior Revenue Bonds, 2014 Series B, in the aggregate principal amount of \$500 million; (iii) on December 4, 2014, as authorized by Resolution No. 20376 dated June 26, 2014, and pursuant to the terms of the Nineteenth Supplemental Indenture dated as of December 1, 2014 between the Tollway and the Trustee, the Tollway issued its Toll Highway Senior Revenue Bonds, 2014 Series C, in the aggregate principal amount of \$400 million; (iv) on July 30, 2015, as authorized by Resolution No. 20376 dated June 26, 2014, and pursuant to the terms of the Twenty-First Supplemental Indenture dated as of July 1, 2015 between the Tollway and the Trustee, the Tollway issued its Toll Highway Senior Revenue Bonds, 2015 Series A, in the aggregate principal amount of \$400 million; (v) on December 17, 2015, as authorized by Resolution No. 20815 dated September 24, 2015, and pursuant to the terms of the Twenty-Second Supplemental Indenture dated as of December 1, 2015 between the Tollway and the Trustee, the Tollway issued its Toll Highway Senior Revenue Bonds, 2015 Series B, in the aggregate principal amount of \$400 million; (vi) on June 16, 2016, as authorized by Resolution No. 20815 dated September 24, 2015, as amended by Resolution No. 20951 dated February 25, 2016, and pursuant to terms of the Twenty-Fourth Supplemental Indenture dated as of June 1, 2016 between the Tollway and the Trustee, the Tollway issued its Toll Highway Senior Revenue Bonds, 2016 Series B, in the aggregate principal amount of \$300 million; (vii) on December 6, 2017, as authorized by Resolution No. 20815 dated September 24, 2015, as amended by Resolution No. 20951 dated February 25, 2016, as further amended by Resolution No. 21350 dated September 28, 2017, and pursuant to the terms of the Twenty-Fifth Supplemental Indenture dated as of December 1, 2017 between the Tollway and the Trustee, the Tollway issued its Toll Highway Senior Revenue Bonds, 2017 Series A, in the aggregate principal amount of \$300 million; and (viii) on July 11, 2019, as authorized by Resolution No. 21477 dated February 22, 2018, and pursuant to the terms of the Twenty-Seventh Supplemental Indenture dated as of July 1, 2019 between the

## RESOLUTION NO. 22104

**Background - Continued**

Tollway and the Trustee, the Tollway issued its Toll Highway Senior Revenue Bonds, 2019 Series A, in the aggregate principal amount of \$300 million.

The Tollway has determined that it is advisable, necessary and in the Tollway's best interests to authorize as supplemental authority to that represented by prior resolutions of the borrowing of a sum determined necessary from time to time of an additional aggregate principal amount of not to exceed \$100 million for the purpose of paying costs of the Move Illinois Program and in evidence thereof to issue one or more series of Additional Senior Bonds (as defined in the Master Indenture) pursuant to Section 204 of the Master Indenture ("2020 New Money Bonds"), at one or more times as herein provided, such borrowing being for a proper public purpose and in the public interest, and the Tollway, by virtue of all laws applicable thereto, has the power to issue such 2020 New Money Bonds. The Tollway's current intent, subject to change, is to issue an aggregate principal amount of \$500 million in 2020 pursuant to the authorization requested hereby in combination with the \$400 million of authorization remaining from Resolution No. 21477 dated February 22, 2018.

Any 2020 New Money Bonds authorized herein shall be issued on a parity with all Senior Bonds (as defined in the Master Indenture) now or hereafter outstanding under the Master Indenture and shall be secured by the Master Indenture, as supplemented and amended as authorized herein or as may be supplemented and amended in the future.

It is necessary for the Tollway to authorize the issuance of the 2020 New Money Bonds and to approve and to authorize the execution of one or more Fixed Rate Supplemental Indentures, Bond Purchase Agreements, and certain other documents and agreements and the performance of acts necessary or convenient in connection with the implementation of this Resolution and the issuance of the 2020 New Money Bonds.

## RESOLUTION NO. 22104

**Resolution**

The Tollway authorizes the issuance and delivery of the 2020 New Money Bonds in an aggregate principal amount of not to exceed \$100 million for the purpose of paying a portion of the costs of the Move Illinois Program. The 2020 New Money Bonds may be issued from time to time in one or more series as Additional Senior Bonds in said maximum aggregate principal amount or such lesser principal amount, all as may be determined by the Chairman of the Tollway (“Chairman”).

All 2020 New Money Bonds shall be issued as bonds bearing interest at fixed rates and paying interest semiannually. Each series of 2020 New Money Bonds shall be issued pursuant to, and have such terms and provisions as are set forth in, a supplemental indenture (each, a “2020 Supplemental Indenture”) between the Tollway and the Trustee, supplementing and amending the Master Indenture.

In connection with the issuance of each series of 2020 New Money Bonds, the Chairman is hereby authorized to execute, and the Secretary of the Tollway (“Secretary”) is hereby authorized to attest, a 2020 Supplemental Indenture meeting the requirements of the Master Indenture in substantially the form of supplemental indentures heretofore executed and delivered in connection with the issuance of fixed rate revenue bonds to finance costs of the Move Illinois Program, with such revisions, insertions, completions and modifications necessary therein including, without limitation, such revisions as shall be necessary to incorporate provisions relating to (i) the dating, series designation, denominations, interest payment dates, redemption provisions, registration and transfer of the 2020 New Money Bonds, and (ii) the application of proceeds of the 2020 New Money Bonds for paying costs of the Move Illinois Program as shall be approved by the Chairman and that are not inconsistent with the terms and provisions of this Resolution, such execution to constitute conclusive evidence of the Chairman’s approval and the Tollway’s approval of such revisions, insertions, completions and modifications thereof.



## RESOLUTION NO. 22104

**Resolution – Continued**

*Terms of 2020 New Money Bonds.* The 2020 New Money Bonds of each series shall be designated “Toll Highway Senior Revenue Bonds” with such additions, modifications or revisions as shall be determined to be necessary by the Chairman at the time of sale of the 2020 New Money Bonds to reflect the order of sale of such Bonds if issued in more than one series, the specific series of such Bonds, and any other authorized features of the 2020 New Money Bonds determined by the Chairman as desirable to be reflected in the title of the 2020 New Money Bonds being issued. The 2020 New Money Bonds of a series shall mature no later than twenty-five (25) years from their date. Each series of 2020 New Money Bonds shall bear interest at a rate or rates not to exceed 8.00 percent per annum. Interest shall be payable on each series of 2020 New Money Bonds semiannually at such times and on such terms as shall be provided in the related Supplemental Indenture.

The 2020 New Money Bonds shall be executed by the manual or duly authorized facsimile signatures of the Chairman and the Secretary and the corporate seal of the Tollway (or facsimile thereof) shall be impressed or otherwise reproduced thereon. The 2020 New Money Bonds of a series shall be prepared in the form attached to the related Supplemental Indenture.

Any portion of the 2020 New Money Bonds may be issued as bonds the interest on which is includible in the gross income of the owner thereof for federal income tax purposes (“Taxable Bonds”) if determined by the Chairman to be beneficial to the Tollway.

*Redemption.* The 2020 New Money Bonds of a series may be made subject to redemption prior to maturity at the option of the Tollway, at such times and at redemption prices of par plus accrued interest, which redemption prices may also include a redemption premium for each 2020 New Money Bond to be redeemed expressed as a percentage not to exceed two percent (2%) of the principal amount of the 2020 New Money Bonds being redeemed. Certain of the 2020 New Money

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**Resolution – Continued**

Bonds may be made subject to redemption by Sinking Fund Installments (as defined in the Master Indenture), at par and accrued interest to the date fixed for redemption, as determined by the Chairman at the time of the sale thereof and reflected in the related Supplemental Indenture.

Notwithstanding the foregoing, such 2 percent (2%) limitation on the redemption premium for 2020 New Money Bonds to be redeemed shall not apply in the case of Taxable Bonds where the redemption price is based upon a formula designed to compensate the owner of the 2020 New Money Bonds to be redeemed based upon prevailing market conditions on the date fixed for redemption, commonly known as a “make-whole” redemption price (“Make-Whole Redemption Price”). At the time of sale of the 2020 New Money Bonds, the Chairman, by execution of a Bond Purchase Agreement (as hereafter defined), shall determine the provisions of the formula to be used to establish any Make-Whole Redemption Price. The terms and provisions of any applicable Make-Whole Redemption Price shall be set forth in the related Supplemental Indenture.

*Sale of Bonds.* The Chairman is hereby authorized on behalf of the Tollway to sell all or any portion of the 2020 New Money Bonds to one or more underwriters qualified by the Tollway’s procurement process RFP#16-0155 (“Underwriters”), which Underwriters may consist of an underwriting group represented by one or more senior managing underwriters. The 2020 New Money Bonds shall be sold and delivered to the Underwriters subject to the terms and conditions of one or more Bond Purchase Agreements between the Tollway and the Underwriters (each, a “Bond Purchase Agreement”); provided, that the aggregate purchase price shall be not less than 98.5 percent of the principal amount thereof to be issued (less any original issue discount used in marketing thereof) plus accrued interest, if any, from their date to the date of delivery thereof. The Chairman is hereby authorized to execute, and the Secretary is hereby authorized to attest, each Bond Purchase Agreement in substantially the form previously used

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**Resolution – Continued**

in connection with the sale of fixed rate revenue bonds of the Tollway issued to finance costs of the Move Illinois Program, with such revisions, insertions, completions and modifications therein as shall be approved by the Chairman and that are not inconsistent with the terms and provisions of this Resolution, such execution to constitute conclusive evidence of the Chairman's approval and the Tollway's approval of such revisions, insertions, completions and modifications thereof. In connection with any sale of the 2020 New Money Bonds, the Tollway, acting through the Chairman or the Chief Financial Officer, is hereby authorized to obtain one or more policies of bond insurance from recognized bond insurers selected by the Chairman or the Chief Financial Officer, if such officer determines such bond insurance to be desirable in connection with such sale of the 2020 New Money Bonds. The related Supplemental Indenture may include covenants with such bond insurer that are not inconsistent with the provisions of this Resolution and the Master Indenture and are necessary to carry out the purposes of this Resolution.

*Preliminary Official Statement.* The preparation, use and distribution of one or more Preliminary Official Statements relating to the 2020 New Money Bonds (each, a "Preliminary Official Statement") is hereby in all respects ratified, authorized and approved. Each Preliminary Official Statement shall be in substantially the form previously used in connection with the sale of fixed rate revenue bonds of the Tollway issued to finance costs of the Move Illinois Program, or shall contain disclosure information substantially similar to that presented in such forms, and shall reflect the terms and provisions of the 2020 New Money Bonds proposed to be issued, including the application of the proceeds thereof and shall describe accurately the current financial condition of the Tollway System and the parties to the financing. The proposed use by the Underwriters of an Official Statement (in substantially the form of the related Preliminary Official Statement but with appropriate variations, omissions and insertions to reflect the final terms of the 2020 New Money Bonds being sold) is hereby approved. The

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**Resolution – Continued**

Chairman is authorized and directed to execute the Official Statement on behalf of the Tollway and the Chairman's execution thereof shall constitute conclusive evidence of the Chairman's approval and the Tollway's approval of any changes to the form of Preliminary Official Statement authorized herein.

*Application of Proceeds.* The proceeds from the sale of any series of the 2020 New Money Bonds shall be applied as determined by the Chairman and the Chief Financial Officer of the Tollway and as set forth in the Supplemental Indenture authorizing such 2020 New Money Bonds, as follows:

- (i) to the payment of costs of the Move Illinois Program;
- (ii) to make any required deposit to the Debt Reserve Account held under the Master Indenture;
- (iii) the amount representing the accrued interest received, if any, to the first interest becoming due on the 2020 New Money Bonds sold;
- (iv) to the payment of interest to become due on the 2020 New Money Bonds of such series for a period not later than three years from the date of issuance of such 2020 New Money Bonds as shall be determined by the Chairman in connection with the issuance of such 2020 New Money Bonds;
- (v) to pay customary expenses related to the issuance of such 2020 New Money Bonds; and
- (vi) to such other purposes that are not inconsistent with the terms and provisions of this Resolution.

*Tax-Exemption and Non-Arbitrage.* The Authorized Officers are hereby authorized to take any actions and to execute any documents and certificates necessary to assure that 2020 New Money Bonds issued on a tax-exempt basis comply with federal tax law relating to tax-exempt bonds, including not constituting "arbitrage bonds" under the Internal Revenue Code of 1986, as

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**Resolution – Continued**

amended, and to effectuate the issuance and delivery of such 2020 New Money Bonds, including but not limited to the execution and delivery by one or more of the Authorized Officers of a Tax Exemption Certificate and Agreement in a form to be approved by bond counsel and by counsel for the Tollway.

*Continuing Disclosure.* The Chairman is authorized to execute and deliver a Continuing Disclosure Agreement evidencing the Tollway's agreement to comply with the requirements of Section (b)(5) of Rule 15c2-12, adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as applicable to the 2020 New Money Bonds of each series, in substantially the form previously used in connection with the issuance of fixed rate revenue bonds issued by the Tollway to finance costs of the Move Illinois Program, with such insertions, completions and modifications therein as shall be approved by the Chairman and that are not inconsistent with the terms and provisions of this Resolution, such execution to constitute conclusive evidence of the Chairman's approval and the Tollway's approval of such insertions, completions and modifications thereof.

*Authorized Acts.* The Chairman, the Executive Director, the Secretary, the Assistant Secretary, the Chief Financial Officer, the General Counsel, and the Chief Engineering Officer of the Tollway are hereby each 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 necessary or desirable in connection with the issuance of the 2020 New Money Bonds and the execution and delivery of each Supplemental Indenture, Bond Purchase Agreement, Official Statement and Continuing Disclosure Agreement.

*Ratification.* All acts and undertakings of the officials or officers of the Tollway that are in conformity with the purposes and intent of this Resolution and in furtherance of the issuance and sale of the 2020 New Money Bonds are in all respects approved and confirmed.

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**Resolution – Continued**

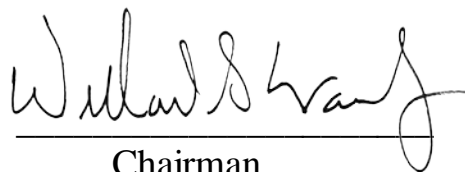
*Costs of Issuance.* The Chief Financial Officer of the Tollway is authorized to pay the costs of issuance of the 2020 New Money Bonds including, without limitation, printing costs, transcript costs, consultants' and attorneys' fees, upfront and annual rating agency fees, upfront and annual trustee fees, the premium or fee for bond insurance, if any, and all other reasonable and necessary fees, expenses and costs of the Tollway incurred in connection with the issuance of the 2020 New Money Bonds.

*Approval of Attorney General.* Notwithstanding anything herein to the contrary, the Tollway's approval of each Supplemental Indenture and Bond Purchase Agreement is subject to the further approval of such agreements, as to their form and constitutionality, by the Attorney General of the State of Illinois.

*Severability.* The provisions of this Resolution are hereby declared to be severable, and if any section, phrase or provision shall for any reason be declared to be invalid, such declaration shall not affect the validity of the remainder of the section, phrases or provisions.

*Repealer and Effective Date.* 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:

  
Chairman

## RESOLUTION NO. 22105

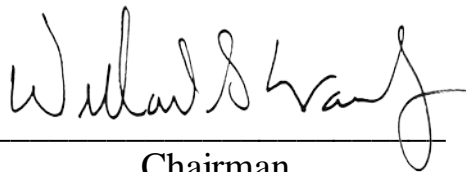
**Background**

It is necessary and in the best interest of The Illinois State Toll Highway Authority (“Tollway”) to immediately procure Municipal Advisory Services *via* Emergency Contract No. 20-0121 pursuant to 30 ILCS 500/20-30 and JCAR Section 1.2030 of the Central Procurement Authority of the Chief Procurement Officer for General Services. These goods and/or services are being procured from PFM Financial Advisors, LLC for an upper limit of compensation not to exceed \$150,000.00.

**Resolution**

Contract No. 20-0121 for the emergency procurement of Municipal Advisory Services from PFM Financial Advisors, LLC is approved in an amount not to exceed \$150,000.00. The Chairman and Chief Executive Officer of the Tollway is authorized to execute appropriate documents in connection therewith, subject to the approval of the General Counsel and the Chief Financial Officer. The Chief of Contract Services is authorized to issue the necessary purchase orders and contract purchase orders and any other necessary documents in connection therewith, and the Chief Financial Officer is authorized to issue warrants in payment thereof.

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



Chairman

## RESOLUTION NO. 22106

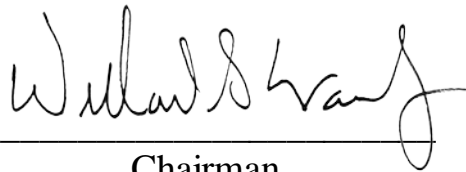
**Background**

The Illinois State Toll Highway Authority (“Tollway”) has previously purchased Transponder Fulfillment Services from Ada S. McKinley Community Services, Inc., a State Use Vendor (“Contract No. 17-0172”). It is in the best interest of the Tollway to purchase additional Transponder Fulfillment Services from Ada S. McKinley Community Services, Inc. by renewing Contract No. 17-0172 and increasing the upper limit of compensation by an amount not to exceed \$2,434,198.00.

**Resolution**

The renewal and associated increase in the upper limit of compensation of Contract No. 17-0172 for additional Transponder Fulfillment Services from Ada S. McKinley Community Services, Inc. is approved in an amount not to exceed \$2,434,198.00 (increasing the upper limit from \$6,000,000.00 to \$8,434,198.00) during the current fiscal year. The Chairman and Chief Executive Officer of the Tollway is authorized to execute the appropriate documents in connection therewith, subject to the approval of the General Counsel and the Chief Financial Officer. The Chief of Contract Services is authorized to issue the necessary purchase orders and contract purchase orders and any other necessary documents in connection therewith, and the Chief Financial Officer is authorized to issue warrants in payment thereof.

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



Chairman



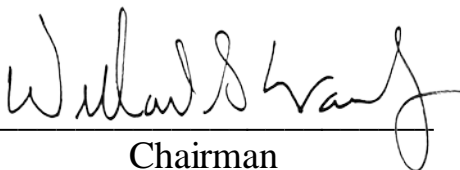
## RESOLUTION NO. 22107

**Background**

The Illinois State Toll Highway Authority (“Tollway”) has previously purchased Maintenance, Repair and Operations (“MRO”) Catalog Products through the Central Management Services (“CMS”) master contract with W.W. Grainger, Inc. (“Contract No. 15-0091”). It is in the best interest of the Tollway to continue to utilize this CMS master contract and increase the upper limit of compensation of Tollway Contract No. 15-0091 by an amount not to exceed \$275,000.00 for the purchase of additional MRO Catalog Products. These goods and/or services are being obtained pursuant to 44 Ill. Adm. Code 1.1040.

**Resolution**

Utilization of the CMS master contract and the associated increase to the upper limit of compensation of Contract No. 15-0091 for the purchase of additional MRO Catalog Products from W.W. Grainger, Inc. is approved in an amount not to exceed \$275,000.00 (increasing the upper limit from \$2,585,000.00 to \$2,860,000.00) during the current fiscal year. The Chairman and Chief Executive Officer of the Tollway is authorized to execute the appropriate documents in connection therewith, subject to the approval of the General Counsel and the Chief Financial Officer. The Chief of Contract Services is authorized to issue the necessary purchase orders and contract purchase orders and any other necessary documents in connection therewith, and the Chief Financial Officer is authorized to issue warrants in payment thereof.

Approved by:   
Chairman

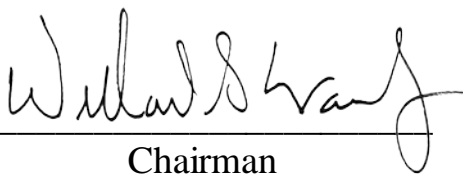
## RESOLUTION NO. 22108

**Background**

The Illinois State Toll Highway Authority (“Tollway”) is interested in procuring a Motorola TDMA (Time Division Multiple Access) Flash Upgrade through the Illinois Department of Innovation & Technology (“DoIT”) master contract with Motorola Solutions, Inc., Tollway Contract No. 20-0147, for an upper limit of compensation not to exceed \$472,182.90. These goods and/or services are being obtained pursuant to 44 Ill. Adm. Code 1.1040.

**Resolution**

Utilization of the DoIT master contract for the purchase of a Motorola TDMA Flash Upgrade from Motorola Solutions, Inc. is approved in an amount not to exceed \$472,182.90 during the current fiscal year. The Chairman and Chief Executive Officer of the Tollway is authorized to execute the appropriate documents in connection therewith, subject to the approval of the General Counsel and the Chief Financial Officer. The Chief of Contract Services is authorized to issue the necessary purchase orders and contract purchase orders and any other necessary documents in connection therewith, and the Chief Financial Officer is authorized to issue warrants in payment thereof.

Approved by:   
Chairman

## RESOLUTION NO. 22109

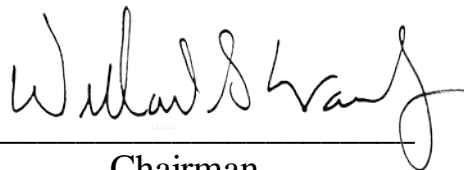
**Background**

The Illinois State Toll Highway Authority (“Tollway”) has previously purchased EMC Equipment, Maintenance, Support and Services from Sentinel Technologies, Inc. (“Contract No. 14-0087”). It is in the best interest of the Tollway to exercise a one-year renewal option in Contract No. 14-0087 and increase the upper limit of compensation to Sentinel Technologies, Inc. by an amount not to exceed \$1,400,000.00 for the purchase of additional EMC Equipment, Maintenance, Support and Services.

**Resolution**

A one-year renewal option and associated increase in the upper limit of compensation of Contract No. 14-0087 for the purchase of additional EMC Equipment, Maintenance, Support and Services from Sentinel Technologies, Inc. is approved in an amount not to exceed \$1,400,000.00 (increase from \$10,475,000.00 to \$11,875,000.00) during the current fiscal year. The Chairman and Chief Executive Officer of the Tollway is authorized to execute the appropriate documents in connection therewith, subject to the approval of the General Counsel and the Chief Financial Officer. The Chief of Contract Services is authorized to issue the necessary purchase orders and contract purchase orders and any other necessary documents in connection therewith, and the Chief Financial Officer is authorized to issue warrants in payment thereof.

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



Chairman

## RESOLUTION NO. 22110

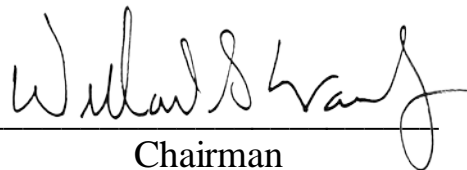
**Background**

The Illinois State Toll Highway Authority (“Tollway”) is interested in procuring NetApp Maintenance and Support for Hardware and Software through the Unified Procurement Program contract with CDW Government LLC (Tollway Contract No. 20-0143) for an upper limit of compensation not to exceed \$771,798.95. These goods and/or services are being obtained pursuant to the Governmental Joint Purchasing Act, 30 ILCS 525/0.01, *et seq.*

**Resolution**

Utilization of the Unified Procurement Program contract with CDW Government LLC for the purchase of NetApp Maintenance and Support for Hardware and Software is approved in an amount not to exceed \$771,798.95 during the current fiscal year. The Chairman and Chief Executive Officer of the Tollway is authorized to execute the appropriate documents in connection therewith, subject to the approval of the General Counsel and the Chief Financial Officer. The Chief of Contract Services is authorized to issue the necessary purchase orders and contract purchase orders and any other necessary documents in connection therewith, and the Chief Financial Officer is authorized to issue warrants in payment thereof.

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



Chairman

## RESOLUTION NO. 22111

**Background**

The Illinois State Toll Highway Authority (“Tollway”) advertised for sealed bids on Contract RR-19-4472 for Landscape Planting Improvements on the Tri-State Tollway (I-94) between Mile Post 1.50 (IL Route 173) and Mile Post 11.50 (IL Route 120). The lowest responsive and responsible bidder on Contract No. RR-19-4472 is Lizzette Medina & Co. dba Lizzette Medina Landscape Management in the amount of \$1,268,001.50.

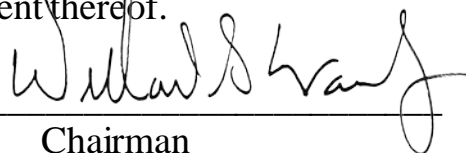
**Resolution**

Contract No. RR-19-4472 is awarded to Lizzette Medina & Co. dba Lizzette Medina Landscape Management in the amount of \$1,268,001.50, subject to all required approvals, the contractor satisfying applicable DBE, financial and all other contract award requirements, and execution of all contract documents by the bidder and the Tollway.

The Chairman and Chief Executive Officer of the Tollway is authorized to execute the aforementioned Contract, subject to the approval of the General Counsel and the Chief Financial Officer, and the Chief Financial Officer is authorized to issue warrants in payment thereof.

If the bidder fails to satisfy the contract award requirements, the Executive Director is authorized to approve an award to the next lowest responsible bidder, in accordance with the applicable contract award requirements, and execution of all contract documents by the bidder and the Tollway. The Chairman and Chief Executive Officer of the Tollway is authorized to execute any contract awarded to the next lowest bidder, subject to the approval of the General Counsel and the Chief Financial Officer, and the Chief Financial Officer is authorized to issue warrants in payment thereof.

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



Chairman

## RESOLUTION NO. 22112

**Background**

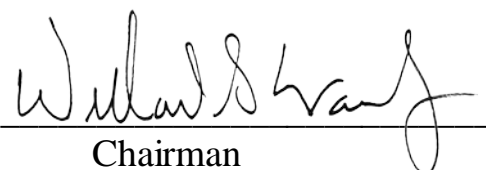
The Illinois State Toll Highway Authority (“Tollway”) advertised for sealed bids on Contract RR-19-4467 for Landscape Planting Improvements on the Reagan Memorial Tollway (I-88) between Mile Post 43.60 (US Route 30) and Mile Post 53.80 (IL Route 26). The lowest responsive and responsible bidder on Contract No. RR-19-4467 is Semper Fi Yard Services, Inc. in the amount of \$758,369.49.

**Resolution**

Contract RR-19-4467 is awarded to Semper Fi Yard Services, Inc in the amount of \$758,369.49, subject to all required approvals, the contractor satisfying applicable DBE, financial and all other contract award requirements, and execution of all contract documents by the bidder and the Tollway.

The Chairman and Chief Executive Officer of the Tollway is authorized to execute the aforementioned Contract, subject to the approval of the General Counsel and the Chief Financial Officer, and the Chief Financial Officer is authorized to issue warrants in payment thereof.

If the bidder fails to satisfy the contract award requirements, the Executive Director is authorized to approve an award to the next lowest responsible bidder, in accordance with the applicable contract award requirements, and execution of all contract documents by the bidder and the Tollway. The Chairman and Chief Executive Officer of the Tollway is authorized to execute any contract awarded to the next lowest bidder, subject to the approval of the General Counsel and the Chief Financial Officer, and the Chief Financial Officer is authorized to issue warrants in payment thereof.

Approved by:   
Chairman

## RESOLUTION NO. 22113

**Background**

The Illinois State Toll Highway Authority (“Tollway”) advertised for sealed bids on Contract I-18-4352 for Windsor Drive Bridge Replacement on Illinois Tollway Connector Ramps M & N between the Reagan Memorial Tollway (I-88) & the Tri-State Tollway (I-294). The lowest responsive and responsible bidder on Contract No. I-18-4352 is Lorig Construction Company in the amount of \$4,805,346.20.

**Resolution**

Contract No. I-18-4352 is awarded to Lorig Construction Company in the amount of \$4,805,346.20, subject to all required approvals, the contractor satisfying applicable DBE, financial and all other contract award requirements, and execution of all contract documents by the bidder and the Tollway.

The Chairman and Chief Executive Officer of the Tollway is authorized to execute the aforementioned Contract, subject to the approval of the General Counsel and the Chief Financial Officer, and the Chief Financial Officer is authorized to issue warrants in payment thereof.

If the bidder fails to satisfy the contract award requirements, the Executive Director is authorized to approve an award to the next lowest responsible bidder, in accordance with the applicable contract award requirements, and execution of all contract documents by the bidder and the Tollway. The Chairman and Chief Executive Officer of the Tollway is authorized to execute any contract awarded to the next lowest bidder, subject to the approval of the General Counsel and the Chief Financial Officer, and the Chief Financial Officer is authorized to issue warrants in payment thereof.

Approved by: William S. Kravitz  
Chairman

## RESOLUTION NO. 22114

**Background**

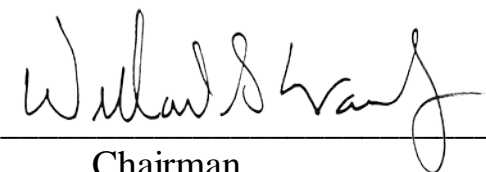
The Illinois State Toll Highway Authority (“Tollway”) advertised for sealed bids on Contract I-20-4541 for Noise Abatement Wall Construction on the Tri-State Tollway (I-294) between Mile Post 37.7 (O’Hare Oasis) and Mile Post 38.3 (Irving Park Road). The lowest responsive and responsible bidder on Contract No. I-20-4541 is Lorig Construction Company in the amount of \$4,331,231.35.

**Resolution**

Contract No. I-20-4541 is awarded to Lorig Construction Company in the amount of \$4,331,231.35, subject to all required approvals, the contractor satisfying applicable DBE, financial and all other contract award requirements, and execution of all contract documents by the bidder and the Tollway.

The Chairman and Chief Executive Officer of the Tollway is authorized to execute the aforementioned Contract, subject to the approval of the General Counsel and the Chief Financial Officer, and the Chief Financial Officer is authorized to issue warrants in payment thereof.

If the bidder fails to satisfy the contract award requirements, the Executive Director is authorized to approve an award to the next lowest responsible bidder, in accordance with the applicable contract award requirements, and execution of all contract documents by the bidder and the Tollway. The Chairman and Chief Executive Officer of the Tollway is authorized to execute any contract awarded to the next lowest bidder, subject to the approval of the General Counsel and the Chief Financial Officer, and the Chief Financial Officer is authorized to issue warrants in payment thereof.

Approved by:   
Chairman



## RESOLUTION NO. 22115

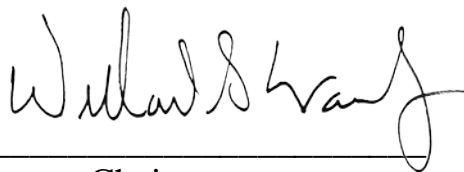
**Background**

The Illinois State Toll Highway Authority (“Tollway”), pursuant to Resolution No. 21740 approved on March 21, 2019, entered into Contract No. I-18-4427 with Plote Construction, Inc. / Dunnet Bay Construction Company, (JV) for Roadway and Bridge Rehabilitation on the Tri-State Tollway (I-294) from Mile Post 37.85 to Mile Post 40.15. It is in the best interest of the Tollway to increase the upper limit of Contract No. I-18-4427, by an amount not to exceed \$503,820.63, to provide for unanticipated joint repairs to both the northbound and southbound bridges carrying the Tri-State Tollway (I-294) over the Canadian National Railway. Therefore, in accordance with the Tollway’s Board-approved process for approving change orders and extra work orders (individually, “Change Order” or “Extra Work Order”), which is set forth in Resolution Nos. 16832, 17250 and 19806, the Tollway recommends approval of an Extra Work Order increasing the upper limit of Contract No. I-18-4427 in an amount not to exceed \$503,820.63.

**Resolution**

An Extra Work Order in the amount of \$503,820.63 and a commensurate increase in the upper limit of compensation on Contract No. I-18-4427 (increasing the upper limit from \$57,973,500.76 to \$58,477,321.39) is approved. The Chairman and Chief Executive Officer of the Tollway is authorized to execute the appropriate documents in connection therewith, subject to the approval of the General Counsel and the Chief Financial Officer, and the Chief Financial Officer is authorized to issue and deliver warrants in payment thereof.

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



Chairman

## RESOLUTION NO. 22116

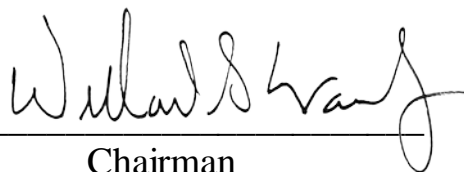
**Background**

The Illinois State Toll Highway Authority (“Tollway”), pursuant to Resolution No. 21737 approved on March 21, 2019, entered into Contract No. I-18-4374 with Lorig Construction Company for Roadway and Bridge Reconstruction on the Tri-State Tollway Edens Spur (I-94) from Mile Post 29.0 (West of Union Pacific Railroad) to Mile Post 30.0 (Edens Expressway). It is in the best interest of the Tollway to increase the upper limit of Contract No. I-18-4374, by an amount not to exceed \$584,985.00, to provide for schedule recovery, in the form of premium time for extended shifts and weekend work, required to return the reconstructed Edens Spur (I-94) to Tollway customers by the end of this year and minimize potential cost impacts of extending the project. Therefore, in accordance with the Tollway’s Board-approved process for approving change orders and extra work orders (individually, “Change Order” or “Extra Work Order”), which is set forth in Resolution Nos. 16832, 17250 and 19806, the Tollway recommends approval of an Extra Work Order increasing the upper limit of Contract No. I-18-4374 in an amount not to exceed \$584,985.00.

**Resolution**

An Extra Work Order in the amount of \$584,985.00 and a commensurate increase in the upper limit of compensation on Contract No. I-18-4374 (increasing the upper limit from \$40,770,413.34 to \$41,355,398.34) is approved. The Chairman and Chief Executive Officer of the Tollway is authorized to execute the appropriate documents in connection therewith, subject to the approval of the General Counsel and the Chief Financial Officer, and the Chief Financial Officer is authorized to issue and deliver warrants in payment thereof.

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



Chairman

## RESOLUTION NO. 22117

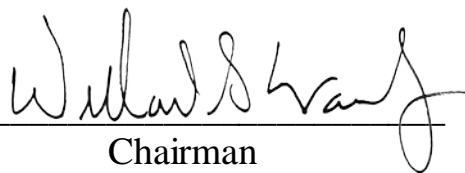
**Background**

The Illinois State Toll Highway Authority (“Tollway”), pursuant to Resolution No. 21919 approved on December 5, 2019 entered into Contract No. I-19-4449 with Plote Construction, Inc. / Dunnet Bay Construction Company, (JV) for Roadway and Bridge Widening and Rehabilitation on the Tri-State Tollway (I-294) from Mile Post 36.3 (Wolf Road) to Mile Post 39.8 (Balmoral Avenue). It is in the best interest of the Tollway to increase the upper limit of Contract No. I-19-4449, by an amount not to exceed \$500,000.00, to provide for schedule recovery, in the form of additional mobilizations, resequencing of work and premium time required to install the on-going work on Tri-State Tollway (I-294) bridges over Bensenville in an acceptable configuration for winter traffic. Therefore, in accordance with the Tollway’s Board approved process for approving change orders and extra work orders (individually, “Change Order” or “Extra Work Order”), which is set forth in Resolution Nos. 16832, 17250 and 19806, the Tollway recommends approval of an Extra Work Order increasing the upper limit of Contract No. I-19-4449 in an amount not to exceed \$500,000.00.

**Resolution**

An Extra Work Order in the amount of \$500,000.00 and a commensurate increase in the upper limit of compensation on Contract No. I-19-4449 (increasing the upper limit from \$62,638,837.48 to \$63,138,837.48) is approved. The Chairman and Chief Executive Officer of the Tollway is authorized to execute the appropriate documents in connection therewith, subject to the approval of the General Counsel and the Chief Financial Officer, and the Chief Financial Officer is authorized to issue and deliver warrants in payment thereof.

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



Chairman

## RESOLUTION NO. 22118

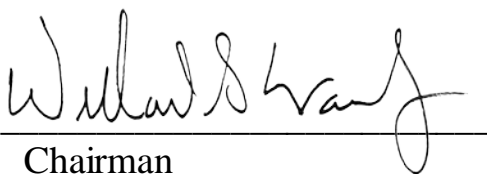
**Background**

The Illinois State Toll Highway Authority (“Tollway”), pursuant to Resolution No 21691 approved November 29, 2018, entered into an Agreement with T.Y. Lin International Great Lakes, Inc., on Contract No. I-18-4419, for Design Services on the Tri-State Tollway (I-294) / I-57 Interchange, from Mile Post 6.8 (Southbound I-57) to Mile Post 7.7 (Southbound I-294 Flyover).

Per Tollway request, T.Y. Lin International Great Lakes, Inc. submitted a proposal to provide Supplemental Design Services for Contract No. I-18-4419 in an amount not to exceed \$69,970.15, increasing the contract upper limit from \$2,351,174.60 to \$2,421,144.75. It is necessary and in the best interest of the Tollway to accept T.Y. Lin International Great Lakes, Inc.’s proposal.

**Resolution**

The Chief Engineering Officer is authorized to negotiate an Amended Agreement with T.Y. Lin International Great Lakes, Inc., consistent with the aforementioned proposal, to increase the contract upper limit by \$69,970.15, subject to review and approval by the General Counsel. The Chairman and Chief Executive Officer of the Tollway is authorized to execute the Agreement, subject to the approval of the Chief Financial Officer, and the Chief Financial Officer is authorized to issue warrants in payment thereof.

Approved by:   
Chairman

## RESOLUTION NO. 22119

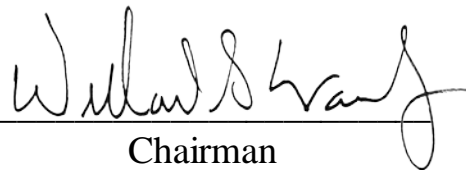
**Background**

The Illinois State Toll Highway Authority (“Tollway”) is interested in procuring Stone, Gravel and Limestone. Pursuant to the Tollway’s Invitation for Bid No. 18-0111RRR, the Tollway has determined that William Charles Construction Company, LLC, Tiles In Style LLC (d.b.a. Taza Supplies) and Civil Constructors, Inc. are the lowest responsive and responsible bidders for Stone, Gravel and Limestone for an aggregate upper limit of compensation not to exceed \$313,545.00 for an initial three-year term and an aggregate amount not to exceed \$313,545.00 for a possible three-year renewal term.

**Resolution**

The bids from William Charles Construction Company, LLC, Tiles In Style LLC (d.b.a. Taza Supplies) and Civil Constructors, Inc. for the purchase of Stone, Gravel and Limestone are accepted. Contract No. 18-0111RRR is approved in an aggregate amount not to exceed \$313,545.00 for an initial three-year term and an aggregate amount not to exceed \$313,545.00 for a possible three-year renewal term. The Chairman and Chief Executive Officer of the Tollway is authorized to execute the appropriate documents in connection therewith, subject to the approval of the General Counsel and the Chief Financial Officer. The Chief of Contract Services is authorized to issue the necessary purchase orders and contract purchase orders and any other necessary documents in connection therewith, and the Chief Financial Officer is authorized to issue warrants in payment thereof.

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



Chairman

## RESOLUTION NO. 22120

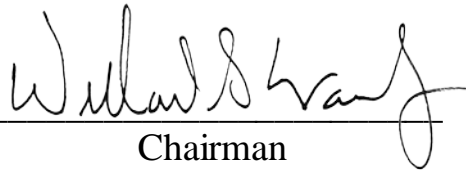
**Background**

The Illinois State Toll Highway Authority (“Tollway”) is interested in procuring Bulk Rock Salt through the Central Management Services (“CMS”) master contracts with Cargill, Inc. and Morton Salt, Inc., Tollway Contract No. 20-0150, for an aggregate upper limit of compensation not to exceed \$5,240,142.48. These goods and/or services are being obtained pursuant to 44 Ill. Adm. Code 1.1040.

**Resolution**

Utilization of the CMS master contract for the purchase of Bulk Rock Salt from Cargill, Inc. and Morton Salt, Inc. is approved in an aggregate amount not to exceed \$5,240,142.48 during the current fiscal year. The Chairman and Chief Executive Officer of the Tollway is authorized to execute the appropriate documents in connection therewith, subject to the approval of the General Counsel and the Chief Financial Officer. The Chief of Contract Services is authorized to issue the necessary purchase orders and contract purchase orders and any other necessary documents in connection therewith, and the Chief Financial Officer is authorized to issue warrants in payment thereof.

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



Chairman

## RESOLUTION NO. 22121

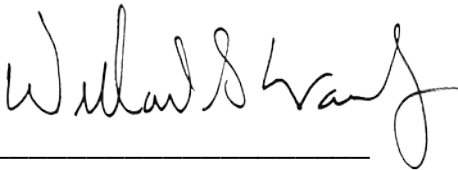
**Background**

The Illinois State Toll Highway Authority (“Tollway”) owns Parcel TW-3B-229.2.EX (“Parcel”) located north of 75th Street and west of the Tri-State Tollway (I-294), in Cook County. The Parcel is not needed in connection with the maintenance and operation of the Tollway System and will not be needed for any foreseeable future improvement to the Tollway System. The Excess Property Committee has declared Parcel TW-3B-229.2.EX excess to the Tollway’s needs.

The Parcel was appraised by an Illinois Licensed General Appraiser, who valued the Parcel at \$446,236.00. It is in the best interest of the Tollway to sell the Parcel for the appraised value to the Village of Hodgkins.

**Resolution**

The sale of Parcel TW-3B-229.2.EX is hereby approved in accordance with the terms and conditions set forth above. The Land Acquisition Manager and the General Counsel are authorized to prepare such documents as are necessary to convey the Parcel, and any improvements located thereon, to the Village of Hodgkins. The Chairman/Chief Executive Officer of the Tollway or the Executive Director is authorized to execute any and all documents necessary to transfer said property, and the Chief Financial Officer is authorized to issue warrants in payment of any expenses in connection therewith.

Approved by:   
Chairman

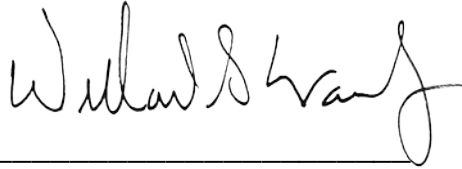
## RESOLUTION NO. 22122

**Background**

The Illinois State Toll Highway Authority (“Tollway”) owns Parcels NW-7B-12-901.2.EX and N-7B-45.3EX (“Parcels”) located along Jarvis Avenue, Des Plaines, IL (I-490) in Cook County. The Parcels are not needed in connection with the maintenance and operation of the Tollway System and will not be needed for any foreseeable future improvement to the Tollway System. The Excess Property Committee has declared Parcels NW-7B-12-901.2.EX and N-7B-45.3EX excess to the Tollway’s needs.

**Resolution**

Based on the representations of the Excess Property Committee, and in accordance with the same, the Board hereby approves the declaration of Parcels NW-7B-12-901.2.EX and N-7B-45.3EX as excess property.

Approved by:   
Chairman



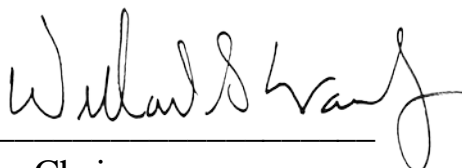
## RESOLUTION NO. 22123

**Background**

The Illinois State Toll Highway Authority (“Tollway”) owns approximately 31,874 square feet of property (“Parcel”) located the southbound 75<sup>th</sup> Street exit ramp on I-294. The Village of Hodgkins (“Village”) submitted a request to purchase the Parcel for the purpose of economic development. The Tollway does not anticipate needing the Parcel for toll highway maintenance, operations or future construction improvements and regards the Parcel as excess to its needs. Accordingly, the Tollway declared the Parcel Excess Property and seeks to convey the Parcel to the Village at fair market value, specifically, \$14.00 per square foot, at a cost of \$446,236.00. If the Village reconveys the Parcel, the Village will reimburse the Tollway for any amount it receives in excess of \$14.00 per square foot. It is in the best interests of the Tollway to sell the Parcel to the Village and to enter into an Intergovernmental Agreement with the Village to memorialize the transaction.

**Resolution**

The Chief Engineering Officer and the General Counsel are authorized to negotiate and prepare an Intergovernmental Agreement between The Illinois State Tollway Highway Authority and the Village of Hodgkins in substantially the form attached to this Resolution. The Chairman and Chief Executive Officer of the Tollway, subject to the approval of the Chief Financial Officer, is authorized to execute said agreement.

Approved by:   
Chairman

**INTERGOVERNMENTAL AGREEMENT BETWEEN  
THE ILLINOIS STATE TOLL HIGHWAY AUTHORITY  
AND  
THE VILLAGE OF HODGKINS**

This INTERGOVERNMENTAL AGREEMENT (“AGREEMENT”) is entered into upon the last dated signature below, by and between THE ILLINOIS STATE TOLL HIGHWAY AUTHORITY, an instrumentality and administrative agency of the State of Illinois (“ILLINOIS TOLLWAY”), and THE VILLAGE OF HODGKINS, a municipal corporation of the State of Illinois, (“VILLAGE”), individually referred to as “PARTY,” and collectively referred to as “PARTIES.”

**WITNESSETH:**

WHEREAS, the ILLINOIS TOLLWAY, in order to facilitate the free flow of traffic and continue to ensure safety to the motoring public, intends to improve the Central Tri-State Tollway (“I-294”) from 95<sup>th</sup> Street (Mile Post 17.5) to Balmoral Avenue (Mile Post 40.0) (sometimes referred to as “Toll Highway”) in accordance with ILLINOIS TOLLWAY construction contract(s) including but not limited to Design Contracts # RR-14-4221, I-17-4291, and Construction Contracts # I-18-4430, I-18-4431, I-20-4519 (“PROJECT”);

WHEREAS, the ILLINOIS TOLLWAY owns approximately 31,874 square feet of real property associated with ILLINOIS TOLLWAY Parcel Number TW-3B-229.2 acquired in 1994 for a previous I-294 widening project, located north of 75<sup>th</sup> Street, west of the southbound I-294 75<sup>th</sup> Street exit ramp (“PARCEL”), as depicted on the Parcel Plat, attached hereto as “EXHIBIT A”;

WHEREAS, the VILLAGE has made a formal written inquiry to request to purchase the PARCEL for the purpose of economic development;

WHEREAS, it is not anticipated that the PARCEL will be required for Toll Highway maintenance, operations or future construction improvements and therefore considered excess to the needs of the ILLINOIS TOLLWAY;

WHEREAS, it is in the best interest of the PARTIES hereto, that the ILLINOIS TOLLWAY convey the PARCEL to the VILLAGE for the purpose of economic development;

WHEREAS, an appraisal of the PARCEL was prepared by a licensed appraiser and the PARTIES subsequently agreed that the value of the PARCEL is \$446,236;

WHEREAS, the ILLINOIS TOLLWAY and the VILLAGE by this instrument, which shall be known for ILLINOIS TOLLWAY recording purposes as ILLINOIS TOLLWAY IGA #002020-09 desire to determine and establish their respective responsibilities toward right of way transfers as proposed;

WHEREAS, the ILLINOIS TOLLWAY, by virtue of its powers as set forth in the Toll Highway Act, 605 ILCS 10/1, *et seq.*, is authorized to enter into this AGREEMENT;

WHEREAS, the VILLAGE by virtue of its powers as set forth in the Illinois Municipal Code, 65 ILCS 5/1-1-1, *et seq.*, is authorized to enter into this AGREEMENT;

WHEREAS, a cooperative Intergovernmental Agreement is appropriate, and such an Agreement is authorized by Article VII, Section 10 of the Illinois Constitution and the Intergovernmental Cooperation Act, 5 ILCS 220/1, *et seq.*;

NOW, THEREFORE, in consideration of the aforementioned recitals and the mutual covenants contained herein, the PARTIES hereto agree as follows:

## **I. TRANSFER OF OBLIGATIONS**

- A. The VILLAGE, pursuant to this AGREEMENT shall perform all survey work, prepare all parcel plats and establish legal descriptions as necessary to transfer the right of way interests of the PARCEL for the VILLAGE's economic development, wherein the VILLAGE will conduct these survey activities in full accord with its written Policies and Procedures.
- B. The VILLAGE agrees to coordinate with the ILLINOIS TOLLWAY construction contracts regarding the removal and replacement of the existing access control fence and installation of temporary construction fence along the eastern boundary of the PARCEL.
- C. The VILLAGE agrees to accept conveyance from the ILLINOIS TOLLWAY of the PARCEL identified below and as depicted in the attached EXHIBIT A.

## **II. CONSIDERATION**

- A. The PARTIES agree that the conveyance is made based upon the agreed value of the PARCEL, specifically, \$446,236 (\$14.00 per square foot), which will be paid in a lump sum by the VILLAGE to the ILLINOIS TOLLWAY; and the VILLAGE agrees to assume and accept the responsibilities and duties associated with the ownership of the PARCEL including, but not limited to maintenance.
- B. Should the VILLAGE convey any portion of the PARCEL to a private party, the VILLAGE shall reimburse the ILLINOIS TOLLWAY for any portion of the sale proceeds in excess of the \$14.00 per square foot the VILLAGE paid to acquire the property.

### **III. CONVEYANCE OF PARCEL**

- A. The VILLAGE agrees to accept conveyance of the PARCEL from the ILLINOIS TOLLWAY via a Quit Claim Deed.
- B. The ILLINOIS TOLLWAY shall convey the PARCEL to the VILLAGE, provided, however, that:
  - 1. In the event any portion of the PARCEL is conveyed, sold or vacated, the VILLAGE will provide the ILLINOIS TOLLWAY with advance written notice.
  - 2. The Quit Claim deed from the ILLINOIS TOLLWAY to the VILLAGE shall contain the following covenant: “Pursuant to Tollway’s Excess Real Property Declaration and Disposal Policy dated November 2015, the Grantee, their successors and assigns agree not to build or cause to be built or erected upon the subject property any advertising sign or structure directed, whether in whole or part, to users or patrons on the adjacent toll highway or any structure that in the opinion of the Chief Engineering Officer of the Illinois State Toll Highway Authority, Grantor, would in any way interfere with the safe operation of the Illinois State Toll Highway Authority system.”
  - 3. With the sole exception of the covenant required by Section III.B.2. of this AGREEMENT, the ILLINOIS TOLLWAY shall not, and does not intend to, retain any right, title or easement in the PARCEL or the real property owned by the VILLAGE surrounding the PARCEL after its conveyance of the PARCEL to the VILLAGE.

### **IV. GENERAL PROVISIONS**

- A. It is understood and agreed that this is an AGREEMENT between the Village of Hodgkins and the Illinois State Toll Highway Authority.
- B. It is understood and agreed that this AGREEMENT constitutes the complete and exclusive statement of the agreement of the PARTIES relative to the subject matter hereof and supersedes all previous oral and written proposals, negotiations, representations or understandings concerning such subject matter.
- C. In the event of a dispute between VILLAGE and the ILLINOIS TOLLWAY in the carrying out of the terms of this AGREEMENT, the Chief Engineering Officer of the ILLINOIS TOLLWAY and the Village Engineer of the VILLAGE shall meet and resolve the issue. In the event that they cannot mutually agree on the resolution of a dispute concerning the carrying out of the terms of this AGREEMENT in reference to the PARCEL, the decision of the Chief Engineering Officer of the ILLINOIS TOLLWAY shall be final.

- D. In the event there is a conflict between the terms contained in this document and the attached Exhibit(s), the terms included in this document shall control.
- E. This AGREEMENT may be executed in two (2) or more counterparts, each of which shall be deemed an original and all of which shall be deemed one and the same instrument.
- F. This AGREEMENT may only be modified by written modification executed by duly authorized representatives of the PARTIES hereto.
- G. This AGREEMENT shall be binding upon and inure to the benefit of the PARTIES hereto and their respective successors and approved assigns.
- H. The failure by the ILLINOIS TOLLWAY or the VILLAGE to seek redress for violation of or to insist upon the strict performance of any condition or covenant of this AGREEMENT shall not constitute a waiver of any such breach or subsequent breach of such covenants, terms, conditions, rights and remedies. No provision of this AGREEMENT shall be deemed waived by the ILLINOIS TOLLWAY or the VILLAGE unless such provision is waived in writing.
- I. It is agreed that the laws of the State of Illinois shall apply to this AGREEMENT and that, in the event of litigation, venue shall lie in Du Page County, Illinois.
- J. All written reports, notices and other communications related to this AGREEMENT shall be in writing and shall be personally delivered, mailed via certified mail, overnight mail delivery, or electronic mail delivery to the following persons at the following addresses:
- To the ILLINOIS TOLLWAY:      The Illinois Toll Highway Authority  
2700 Ogden Avenue  
Downers Grove, Illinois 60515  
Attn: Chief Engineering Officer  
paulkovacs@getipass.com
- To the VILLAGE:                      The Village of Hodgkins  
8990 Lyons Street  
Hodgkins, Illinois 60525  
Attn: Village Engineer
- K. The VILLAGE agrees to maintain books and records related to the performance of this AGREEMENT and necessary to support funds exchanged by the ILLINOIS TOLLWAY and the VILLAGE under the AGREEMENT for a minimum of five (5) years from the last action on the AGREEMENT. The VILLAGE further agree to cooperate fully with any audit and to make its books and records, and books and records within its custody or control available to the Illinois Attorney General, the

Illinois Auditor General, the ILLINOIS TOLLWAY Inspector General, the ILLINOIS TOLLWAY Department of Internal Audit, the ILLINOIS TOLLWAY or any other governmental agency or agent thereof that is authorized to audit or inspect such books and records.

- L. The VILLAGE also recognizes that, pursuant to Section 8.5 of the Toll Highway Act (605 ILCS 10/8.5), the Inspector General of the Illinois State Toll Highway Authority (“OIG”) has the authority to conduct investigations into certain matters including but not limited to allegations of fraud, waste and abuse and to conduct reviews. The VILLAGE will fully cooperate in any OIG investigation or review and shall not bill the ILLINOIS TOLLWAY for time relating to its cooperation. Cooperation includes (i) providing access to all information and documentation related to the performance of this AGREEMENT, and (ii) disclosing and making available all personnel involved or connected with, or having knowledge of, the performance of this AGREEMENT.
- M. The introductory recitals included at the beginning of this AGREEMENT are agreed to and incorporated into this AGREEMENT.

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IN WITNESS THEREOF, the PARTIES have executed this AGREEMENT on the dates indicated.

**THE VILLAGE OF HODGKINS**

By: \_\_\_\_\_  
Noel B. Cummings  
President

Attest: \_\_\_\_\_

Date: \_\_\_\_\_

\_\_\_\_\_  
(Please Print Name)

**THE ILLINOIS STATE TOLL HIGHWAY AUTHORITY**

By: \_\_\_\_\_  
Willard S. Evans, Jr.  
Chairman & Chief Executive Officer

Date: \_\_\_\_\_

By: \_\_\_\_\_  
Cathy R. Williams  
Chief Financial Officer

Date: \_\_\_\_\_

By: \_\_\_\_\_  
Kathleen R. Pasulka-Brown  
General Counsel

Date: \_\_\_\_\_

Approved as to Form and Constitutionality

\_\_\_\_\_  
Robert T. Lane, Assistant Attorney General

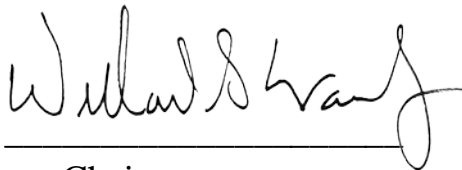
## RESOLUTION NO. 22124

**Background**

The Illinois State Toll Highway Authority (“Tollway”) has negotiated a proposed settlement of a worker's compensation claim filed by Tijuana Williams. It is in the best interest of the Tollway to enter into the settlement.

**Resolution**

The settlement of Tijuana Williams’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 Chairman/Chief Executive Officer of the Tollway is authorized to execute any and all necessary documents to effectuate this settlement and resolve all related legal matters, subject to the approval of the Chief Financial Officer, and the Chief Financial Officer is authorized to issue warrants in payment thereof.

Approved by:   
Chairman